



IR Resources Limited 同仁資源有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8186)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting (the “Meeting”) (or any adjournment thereof) to be convened at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 20 April 2016 at 10:00 a.m.

I/We^(note a) _____
of _____
being the registered holder(s) of^(note b) _____ shares of IR Resources Limited (the “Company”), hereby appoint the Chairman of the Meeting of^(note c) _____
of _____

to act as my/our proxy to attend, act and vote for me/us at the **Meeting** of the Company to be held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 20 April 2016 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf on the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote (s) to be cast on a poll^(note d).

Terms used herein shall have the same meaning as ascribed to such term in the Notice of Special General Meeting included in the circular of the Company dated 22 March 2016 unless the context herein expressly requires otherwise.

ORDINARY RESOLUTION		For ^(note d)	Against ^(note d)
1.	To approve the Rights Issue, the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement) and the transactions contemplated thereunder*.		
SPECIAL RESOLUTION			
2.	To approve the Capital Reorganisation and the Elimination of Accumulated Losses.*		

Date _____

Signature^(notes e,f,g,h,i and j) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “**THE CHAIRMAN OF THE MEETING OR**” and insert the name and address of the person appointed proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- In the case of joint registered holders of any shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of Company, at 36/F., Times Tower, 391-407 Jaffe Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

* *The full text of the resolution is set out in the Notice of Special General Meeting.*