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**IR Resources Limited**  
**同仁資源有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8186)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting (“SGM”) of IR Resources Limited (“Company”) will be held at 10:00 a.m. on Wednesday, 20 April 2016 at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong to consider and, if thought fit, approve the following resolutions of the Company:

**ORDINARY RESOLUTION**

**“THAT**

- (a) subject to the passing of the special resolution as set out in this notice below and the fulfilment of the conditions of the Underwriting Agreement (as defined below) (as amended and supplemented by the Supplemental Underwriting Agreement (as defined below)), the Rights Issue (as defined below) and the transactions contemplated thereunder be and are hereby approved;
- (b) the underwriting agreement (the “**Underwriting Agreement**”) dated 24 February 2016 and entered into between the Company and Convoy Securities Limited (the “**Underwriter**”) (as amended and supplemented by the supplemental underwriting agreement dated 16 March 2016 (the “**Supplemental Underwriting Agreement**”) (copies of which have been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) subject to the passing of the special resolution as set out in this notice below and the fulfilment of the conditions set out in the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement), the Rights Issue (as defined below), the issue by way of rights issue (the “**Rights Issue**”) of 26,239,509,650 New Shares (as defined below) (the

“**Rights Shares**”) to the shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company on the date by reference to which entitlements to the Rights Issue are to be determined (the “**Record Date**”) (excluding those shareholders (the “**Non-Qualifying Shareholders**”) of the Company with registered addresses as shown in the register of members of the Company at the close of business on the Record Date in places outside Hong Kong in respect of whom the board (the “**Board**”) of directors (the “**Directors**”) of the Company consider it necessary or expedient not to offer the Rights Shares after making the relevant enquiries regarding the legal restrictions under the laws of the relevant places and the requirements of the relevant regulatory body or stock exchange in those places) on the basis of ten Rights Shares for every one New Share then held is hereby approved, confirmed and ratified;

- (d) any Directors be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to Non-Qualifying Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company; and
- (e) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things in connection with the Rights Issue or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement), the Rights Issue and the transactions contemplated thereunder.”

### **SPECIAL RESOLUTION**

1. “**THAT** subject to and conditional upon (i) compliance by the Company with the requirements of Section 46(2) of the Companies Act 1981 of Bermuda (as amended) in respect of the Capital Reorganisation (as defined below), (ii) the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below), and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation, with effect from the business day immediately following the date on which this resolution is passed:
  - (a) the nominal value of each of the issued ordinary shares of the Company (the “**Shares**”) be and is hereby reduced from HK\$0.05 to HK\$0.001 (the “**New Shares**”) by cancelling the paid-up capital to the extent of HK\$0.049 on each of the issued Shares (the “**Capital Reduction**”) and the credit arising from the Capital Reduction be credited to the contributed surplus account of the Company;

- (b) immediately upon the Capital Reduction becoming effective, each of the authorised but unissued Shares (including those arising from the Capital Reduction) be subdivided into 50 New Shares (the “**Share Subdivision**”);
- (c) the entire amount standing to the credit of the share premium account of the Company as at the date of the passing of this resolution be and is hereby reduced to nil and the credit arising from such reduction will be credited to an account designated as the contributed surplus account of the Company (the “**Reduction of Share Premium**”, together with the Capital Reduction and the Share Subdivision, the “**Capital Reorganisation**”);
- (d) the utilisation of the contributed surplus account of the Company to offset the accumulated losses of the Company as at 31 December 2015 as permitted by the bye-laws of the Company and all applicable laws in Bermuda on or after the date the Capital Reorganisation becomes effective (the “**Elimination of Accumulated Losses**”) be and is hereby approved; and
- (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reorganisation and/or the Elimination of Accumulated Losses.”

On behalf of the Board  
**IR Resources Limited**  
**Yu Xiao Min**  
*Chairperson*

Hong Kong, 22 March 2016

*Registered office:*  
Canon’s Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
36th Floor, Time Tower  
391-407 Jaffe Road  
Wanchai  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the SGM convened by the above notice is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy needs not be a member of the Company. In order to be valid, the form of proxy must be deposited at the office of the Company in Hong Kong, 36th Floor, Times Tower, 391-407 Jaffe Road, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time for holding the SGM or any adjournment thereof.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members.
3. Completion and return of the form of proxy will not preclude members from attending in person and voting at the SGM or any adjournment thereof, should he/she/it so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

*As at the date of this notice, the board of directors of the Company comprises three executive directors, namely, Ms. Yu Xiao Min, Ms. Xu Miaoxia and Mr. Zeng Lingchen; and three independent non-executive directors, namely Ms. Pang King Sze, Rufina, Mr. Hong Bingxian and Mr. Kenneth Hung.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.*

*This notice will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for seven days from the date of its publication and on the website of the Company at <http://www.irresources.com.hk>*