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## **IR RESOURCES LIMITED**

### **同仁資源有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8186)**

## **POLL RESULTS OF THE SPECIAL GENERAL MEETING**

The Board is pleased to announce that all the resolutions as set out in the SGM Notice were duly passed by the Independent Shareholders and Shareholders (as the case may be) by way of poll at the SGM.

Reference is made to the circular (the “**SGM Circular**”) of IR Resources Limited (the “**Company**”) dated 22 March 2016 incorporating the notice (the “**SGM Notice**”) of the special general meeting (the “**SGM**”) of the Company. Terms used in this announcement shall have the same meanings as those defined in the SGM Circular and the SGM Notice unless the context requires otherwise.

### **RESULTS OF THE SGM**

The Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the SGM.

As at the date of SGM, the total number of issued Shares was 2,623,950,965 Existing Shares.

As disclosed in the SGM Circular, Ms. Yu and her associates (who beneficially hold 120,000,000 Existing Shares, representing approximately 4.57% of the number of issued Existing Shares as at the date of the SGM) were required to abstain from voting in favour of the resolution relating to the Rights Issue. The Company has been informed by Ms. Yu that she and her associates have no intention to vote against the resolution relating to the Rights Issue at the SGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolution relating to the Rights Issue was 2,503,950,965 Existing Shares (representing approximately 95.43% of the number of issued Existing Shares) at the SGM.

Save as the aforesaid, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Director or any of his/her associates holds any Existing Shares as at the date of SGM and no Shareholder has a material interest in the resolution relating to the Rights Issue (ordinary resolution numbered 1) and is required to abstain from voting on the resolution approving the Rights Issue at the SGM pursuant to the GEM Listing Rules.

As none of the Shareholders or their associates had any interest in the resolution relating to the Capital Reorganisation (special resolution numbered 1), no Shareholders were required to abstain from voting of the resolution relating to the Capital Reorganisation at the SGM. Therefore all of the Shareholders holding of 2,623,950,965 Existing Shares, representing 100% of the issued share capital of the Company, were entitled to attend and vote for or against the resolution relating to the Capital Reorganisation at the SGM. There were no restrictions on any Shareholders to cast votes only against the resolution relating to the Capital Reorganisation at the SGM.

The Board is pleased to announce that all the proposed resolutions as set out in the SGM Notice were duly passed by the Independent Shareholders and Shareholders (as the case may be) by way of poll at the SGM. The poll results in respect of the resolutions proposed at the SGM were as follows:

<b>ORDINARY RESOLUTION</b>		<b>Number of shares represented by votes cast (approximately percentage of total number of shares represented by votes cast)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve the Rights Issue, the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement) and the transactions contemplated thereunder.*	944,706,604 (98.7457%)	12,000,000 (1.2543%)
<b>SPECIAL RESOLUTION</b>			
1.	To approve the Capital Reorganisation and the Elimination of Accumulated Losses.*	1,064,706,604 (98.8855%)	12,000,000 (1.1145%)

\* *The full text of the resolutions is set out in the SGM Notice.*

As (i) more than 50% of the votes were casted in favour of the ordinary resolution numbered 1 above and (ii) more than 75% of the votes were casted in favour of the special resolution numbered 1 above, all the above ordinary resolution and special resolution were duly passed as an ordinary resolution and a special resolution of the Company, respectively.

## CAPITAL REORGANISATION

As all of the conditions of the Capital Reorganisation as stated in the SGM Circular have been fulfilled following the passing of the Special Resolution at the SGM, the Capital Reorganisation will become effective on Thursday, 21 April 2016 and the trading arrangement and arrangement of free exchange of share certificates will be implemented in accordance with the timetable as set out in the SGM Circular.

By Order of the Board of  
**IR Resources Limited**  
**Fung Wing Sang**  
Company Secretary

Hong Kong, 20 April 2016

*As at the date of this announcement, the board of Directors 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. Hung Kenneth.*

*This announcement, 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 announcement 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 announcement misleading.*

*This announcement 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>.*