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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in IR Resources Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8186)**

**PROPOSED SHARE CONSOLIDATION;  
PROPOSED CHANGE IN BOARD LOT SIZE;  
REFRESHMENT OF THE SCHEME MANDATE LIMIT  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the special general meeting (“SGM”) of the Company to be held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 June 2016 at 3:30 p.m., is set out on pages 13 to 15 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk) and the Company at [www.irresources.com.hk](http://www.irresources.com.hk).

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the principal place of business of the Company in Hong Kong at 36th Floor, Times Tower, 391-407 Jaffe Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.

*This circular 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 [www.irresources.com.hk](http://www.irresources.com.hk).*

31 May 2016

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## CHARACTERISTICS OF GEM

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**GEM is positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size for trading in the Shares from 10,000 Shares to 20,000 Shares upon the Share Consolidation having become effective
“Company”	IR Resources Limited, a company incorporated in Bermuda with limited liability with its issued shares listed on The Growth Enterprise Market of the Stock Exchange
“Consolidated Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company after the Share Consolidation having become effective
“Directors”	the directors of the Company
“Existing Share(s)”	the ordinary share(s) of HK\$0.001 each in the share capital of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	The Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Latest Practicable Date”	27 May 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Option(s)”	option(s) granted or to be granted to the Participant(s) under the Share Option Scheme to subscribe for Share(s) in accordance with the terms thereof
“Participant(s)”	person(s) who or which is or are eligible to participate as grantee(s) in and receive Option(s) under the Share Option Scheme, which will be any employee of the Company or any of its subsidiaries including any executive and non-executive directors of the Company or any of its subsidiaries
“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme, which must not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme, which may be refreshed pursuant to the terms of the Share Option Scheme. If the Scheme Mandate Limit is refreshed, the total number of Shares which may be issued upon exercise of all Options to be granted must not in aggregate exceed 10% of the Shares in issue as at the date of passing of the relevant ordinary resolution at the general meeting of the Company
“SGM”	the special general meeting of the Company to be convened and held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 June 2016 at 3:30 p.m. for its shareholders to consider, and if thought fit, (i) approve the Share Consolidation; and (ii) the refreshment of the Scheme Mandate Limit
“Shares”	the Existing Shares or the Consolidated Shares (as the context may require)

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of issued Share(s)
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted on 10 June 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percentage

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## EXPECTED TIMETABLE

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The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. All times and dates in this circular refer to Hong Kong local times and dates.

Latest time for lodging the proxy form . . . . . 3:30 p.m. on Sunday, 19 June 2016

SGM . . . . . 3:30 p.m. on Tuesday, 21 June 2016

Publication of poll results of the SGM . . . . . Tuesday, 21 June 2016

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation:**

Effective date of the Share Consolidation . . . . . 9:00 a.m. on Wednesday,  
22 June 2016

First day of free exchange of existing share certificates . . . . . Wednesday, 22 June 2016  
for new share certificates for the Consolidated Shares

Commencement of dealings in the Consolidated Shares . . . . . 9:00 a.m. on Wednesday,  
22 June 2016

Original counter for trading in Shares in board lots . . . . . 9:00 a.m. on Wednesday,  
of 10,000 Shares (in the form of existing share certificates) temporarily closes  
22 June 2016

Temporary counter for trading in the Consolidated Shares . . . . . 9:00 a.m. on Wednesday,  
in board lots of 1,000 Consolidated Shares  
(in the form of existing share certificates) opens  
22 June 2016

Original counter for trading in Consolidated Shares in . . . . . 9:00 a.m. on Thursday,  
new board lots of 20,000 Consolidated Shares  
(in the form of new share certificates) re-opens  
7 July 2016

Parallel trading in the Consolidated Shares . . . . . 9:00 a.m. on Thursday,  
(in the form of new share certificates and  
existing share certificates) commences  
7 July 2016

Designated broker starts to stand in the market to provide . . . . . 9:00 a.m. on Thursday,  
matching services for sale and purchase of odd lots of  
the Consolidated Shares  
7 July 2016

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## EXPECTED TIMETABLE

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Temporary counter for trading in the Consolidated Shares. . . . . close of business  
in board lots of 1,000 Consolidated Shares . . . . . on Wednesday, 27 July 2016  
(in the form of existing share certificates) closes

Parallel trading in the Consolidated Shares . . . . . close of business  
(in the form of new share certificates and . . . . . on Wednesday, 27 July 2016  
existing share certificates) ends

Designated broker ceases to stand in the market to provide . . . . . close of business  
matching services for sale and purchase of odd lots of . . . . . on Wednesday, 27 July 2016  
the Consolidated Shares

Last day for free exchange of existing share certificates for . . . . . Friday, 29 July 2016  
new share certificates for the Consolidated Shares

Announcement will be made by the Company for changes, if any, in the expected timetable  
for implementation of the Share Consolidation and the trading arrangements as mentioned  
in this circular.



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LETTER FROM THE BOARD

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

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8186)**

*Executive Directors:*

YU Xiao Min (*Chairperson*)

XU Miaoxia

ZENG Lingchen

*Registered office:*

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

*Independent non-executive Directors:*

PANG King Sze, Rufina

HONG Bingxian

HUNG Kenneth

*Head office and principal place of  
business in Hong Kong:*

36th Floor, Times Tower

391-407 Jaffe Road

Wanchai, Hong Kong

31 May 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION;  
PROPOSED CHANGE IN BOARD LOT SIZE;  
REFRESHMENT OF THE SCHEME MANDATE LIMIT  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with details of, among other things, (i) the Share Consolidation; (ii) the Change in Board Lot Size; (iii) the refreshment of the Scheme Mandate Limit; (iv) a notice convening the SGM; and (v) other information as required under the GEM Listing Rules.

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## LETTER FROM THE BOARD

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### THE PROPOSED SHARE CONSOLIDATION

On 30 May 2016, the Company announced that it proposed to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares will be consolidated into one (1) Consolidated Share. Fractional Consolidated Shares, if any, arising from the Share Consolidation, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Consolidated Shares regardless of the number of share certificates held by such holder.

#### Effects of the Share Consolidation

Based on the 28,863,460,615 Existing Shares in issue as at the Latest Practicable Date (and assuming that there will be no further change in the number of issued Existing Shares prior to the Share Consolidation having become effective), there will be 2,886,346,061 Consolidated Shares in issue after the Share Consolidation becoming effective.

The Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the Company's bye-laws. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operation, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbroker or other professional advisors for details of those settlement arrangements and how such arrangement will affect their rights and interests.

#### Conditions of the proposed Share Consolidation

The Share Consolidation is conditional upon the following:

- (i) the passing of the necessary resolution(s) by the Shareholders to approve the Share Consolidation at the SGM of the Company; and

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## LETTER FROM THE BOARD

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- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Consolidated Shares to be issued.

Subject to the above conditions, the Share Consolidation will become effective on Wednesday, 22 June 2016, which is the next day immediately following the date of the SGM on which Shares are traded on the Stock Exchange.

### **Listing Application**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the proposed Share Consolidation taking effect.

No part of the equity or debt securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the shares or any other securities of the Company to be listed or dealt in on any other stock exchanges.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

The Company also proposes to change the board lot size for trading in the Shares on the Stock Exchange from 10,000 Shares to 20,000 Shares upon the Share Consolidation becoming effective.

### **EXCHANGE OF SHARE CERTIFICATES**

Subject to the Share Consolidation having become effective, Shareholders may, from Wednesday, 22 June 2016 to Friday, 29 July 2016 (both days inclusive), submit share certificates for Existing Shares to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in exchange, at the expense of the Company, for new share certificates for the Consolidated Shares. Thereafter, certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each share certificate for the Existing Shares cancelled or each new share certificate issued for the Consolidated Shares, whichever number of certificates cancelled/issued is higher. With effect from Monday, 1 August 2016, trading in the Consolidated Shares will only be in the form of new share certificates and the existing share certificates of the Existing Shares will cease to be valid for trading and settlement purpose. Nevertheless, certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Consolidated Shares at any time.

The new share certificates for the Consolidated Shares will be in the colour of sea green in order to distinguish them from the existing share certificates which are in the colour of deep green.

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## LETTER FROM THE BOARD

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### **ODD LOT ARRANGEMENT**

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares arising from the Change in Board Lot Size, the Company has appointed CSL Securities Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares from 9:00 a.m. on Thursday, 7 July 2016 to 4:00 p.m. on Wednesday, 27 July 2016 (both day inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Paul Lam of CSL Securities Limited at Rooms 1406-12, 14/F, Nan Fung Tower, 88 Connaught Road Central, Central, Hong Kong at telephone number (852) 3601 3413, during office hours. Shareholders should note that matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

### **REASONS FOR THE SHARE CONSOLIDATION**

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01, the issuer is required either to change the trading method or to proceed with a consolidation of its securities. As such, as disclosed in the announcement of the Company dated 28 April 2016, the Company proposed to implement the share consolidation on the basis that every five (5) issued and unissued Existing Shares would be consolidated into one (1) consolidated share of HK\$0.005 each in the share capital of the Company. Given the decrease in the trading price of the Shares after 28 April 2016, the Company changed the basis of the share consolidation to the consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share for compliance with the relevant trading requirements under the GEM Listing Rules. Furthermore, the Share Consolidation will increase the trading price per board lot of the Shares and reduce the overall transaction and handling costs of dealing in the Shares, which in turn enhance the attractiveness of the Shares. Accordingly, the Directors are of the view that the Share Consolidation is in compliance with the GEM Listing Rules and is in the interest of the Company and the Shareholders as a whole.

### **REFRESHMENT OF THE SCHEME MANDATE LIMIT**

The Share Option Scheme was adopted by the Company on 10 June 2011. Save for the Share Option Scheme, the Company has no other share option schemes as at the Latest Practicable Date.

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## LETTER FROM THE BOARD

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The Board proposes to seek the approval of the Shareholders to refresh the Scheme Mandate Limit in accordance with the Share Option Scheme. Pursuant to the Share Option Scheme, the total number of Shares which may be issued upon exercise of all Options to be granted by the Company must not in aggregate exceed the Scheme Mandate Limit. Refreshment of the Scheme Mandate Limit has been approved by the Shareholders at the annual general meeting of the Company on 5 April 2016 (the “2015 AGM”). However, as at the Latest Practicable Date, such refreshment of the Scheme Mandate Limit has not come into effect as its conditions relating to the granting of the listing of, and the permission to deal in, the Shares which may be issued pursuant to the exercise of Options to be granted under the Share Option Scheme have not been satisfied. As such, the Scheme Mandate Limit remained as 210,826,181 Shares, representing 10% of the then number of Shares in issue as at the date of the adoption of the Share Option Scheme. Since the adoption of the Share Option Scheme and up to the Latest Practicable Date, Options which entitle their holders to subscribe for 210,000,000 Shares Options have been granted, therefore Options in respect of 826,181 Shares may still be granted under the current Scheme Mandate Limit as at the Latest Practicable Date.

As at the Latest Practicable Date, the Company had 28,863,460,615 Shares in issue. In view of the significant increase in the number of issued Shares since 2015 AGM as a result of the issue and allotment of the new Shares from the rights issue of the Company in May 2016, the Company is proposing to put forward a resolution to refresh the Scheme Mandate Limit so as to provide more flexibility to the Company for the purpose of providing incentives and rewards to the Participants for their continuous contribution or potential contribution to the Group. The Board considers that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole.

Assuming that there is no change in the number of issued Shares between the period from the Latest Practicable Date and up to the date of the SGM, and based on the 28,863,460,615 Shares in issue as at the Latest Practicable Date, upon the approval of the refreshment of the Scheme Mandate Limit, the Directors will be authorised to issue Options to subscribe for a total of 2,886,346,061 Shares (representing 10% of the total number of Shares in issue as at the Latest Practicable Date) or 288,634,606 Consolidated Shares following the Share Consolidation having become effective.

The refreshment of the Scheme Mandate Limit is conditional upon:

1. the passing by the Shareholders of an ordinary resolution at the SGM of the Company to approve, among other things, the refreshment of the Scheme Mandate Limit; and
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, 10% of the Shares in issue at the date of approval of the refreshment of the Scheme Mandate Limit which may be issued pursuant to the exercise of Options to be granted under the Share Option Scheme.

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## LETTER FROM THE BOARD

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Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and the permission to deal in, the Shares which may be issued pursuant to the exercise of Options to be granted under the consolidated Share Option Scheme under the refreshed Scheme Mandate Limit.

### SGM

A notice convening the SGM to be held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 June 2016, at 3:30 p.m. is set out on pages 13 to 15 of this circular. Ordinary resolutions will be proposed at the SGM to approve, among other things, (i) the Share Consolidation; and (ii) the refreshment of Scheme Mandate Limit.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company at 36th Floor, Times Tower, 391-407 Jaffe Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be revoked.

All the resolutions proposed to be approved at the SGM will be taken by poll and an announcement will be made by the Company after the SGM on the poll results of the SGM.

### RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

### RECOMMENDATION

The Directors consider the proposed Share Consolidation and the refreshment of Scheme Mandate Limit are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the SGM.

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## LETTER FROM THE BOARD

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### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the SGM.

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors nor their respective close associates had any business or interest, which competes or may compete with the businesses of the Group which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
For and on behalf of the Board of  
**IR Resources Limited**  
**Yu Xiao Min**  
*Chairperson of the Board*

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## NOTICE OF SGM

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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 an special general meeting of IR Resources Limited (the “**Company**”) will be held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 June 2016 at 3:30 p.m., for the following purposes to, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. “**THAT:**

subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the ordinary shares of the Company consolidated in the manner set out below (the “**Share Consolidation**”): (i) every ten issued and unissued shares of the Company of HK\$0.001 each in the share capital of the Company be consolidated into one share of the Company of HK\$0.01 (each a “**Consolidated Share**”) with effect from the business day immediately following the day on which this resolution is approved by the shareholders of the Company; (ii) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company in such manner and on such terms as any one or more directors (“**Directors**”) of the Company may think fit; and (iii) any one or more Directors be and is/are hereby authorized to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Share Consolidation (including but not limited to the issue of the new share certificates for the Consolidated Shares).”



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## NOTICE OF SGM

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2. “**THAT:**

“conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, 10% of the ordinary shares of the Company (the “**Shares**”) in issue at the date of approval of this resolution which may be issued pursuant to the exercise of options to be granted under the share option scheme adopted by the Company on 10 June 2011 (the “**Share Option Scheme**”), the refreshment of the scheme mandate limit in respect of the grant of options to subscribe for Shares under the Share Option Scheme be and is hereby approved provided that the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme under the limit as “refreshed” hereby (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group) shall not exceed 10% of the Shares in issue on the date of the passing of this resolution (the “**Refreshed Mandate Limit**”) and the board of directors of the Company be and are hereby authorised to grant options under the Share Option Scheme up to the Refreshed Mandate Limit, to exercise all powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

Yours faithfully  
For and on behalf of the Board of  
**IR Resources Limited**  
**Yu Xiao Min**  
*Chairperson of the Board*

Hong Kong, 31 May 2016

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

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

*Notes:*

1. A member entitled to attend and vote at the above meeting is entitled to appoint one proxy or, if he/she/it is a holder of more than one share, more proxies to attend and vote instead of him/her/it. A proxy needs not be a member of the Company.

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## NOTICE OF SGM

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2. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company at 36th Floor, Times Tower, 391-407 Jaffe Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the special general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the special general meeting or any adjournment thereof, should he/she/it so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.
4. The details of the Share Consolidation and the refreshment of scheme mandate limit in respect of the grant of options to subscribe for Shares under the Share Option Scheme are set out in the circular of the Company dated 31 May 2016.