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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 Thursday, 12 January 2017 at 3:30 p.m., for the following purposes to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

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 five issued and unissued shares of the Company of HK\$0.01 each in the share capital of the Company be consolidated into one share of the Company of HK\$0.05 (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).”

Yours faithfully
For and on behalf of the Board of
IR Resources Limited
Chan Ching Hang
Chairman of the Board

Hong Kong, 23 December 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.
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 are set out in the circular of the Company dated 23 December 2016.

As at the date of this announcement, the Board comprises two executive directors, namely, Mr. Chan Ching Hang and Mr. Zeng Lingchen; and three independent non-executive directors, namely Ms. Pang King Sze, Rufina, Mr. Hong Bingxian and Mr. Kenneth Hung.

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>