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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 (“**SGM**”) 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, 2 July 2019 at 10:00 a.m., for the following purposes to, as special business, consider and, if thought fit, pass the following resolution as special resolution with or without amendments:

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 9:00 a.m. on the business day immediately following the date on which this resolution is passed or such time or such other date and/or time as the directors of the Company (the “**Directors**”) may determine:
 - a. (i) the issued share capital of the Company be reduced by cancelling the paid up capital of the Company to the extent of HK\$0.39 on each of the then issued shares of par value of HK\$0.40 each (the “**Shares**”) such that the par value of each issued Share be reduced from HK\$0.40 to HK\$0.01; and (ii) the authorised share capital of the Company be reduced by reducing the par value of all Shares from HK\$0.40 each to HK\$0.01 each resulting in the reduction of the authorised

share capital of the Company from HK\$200,000,000 divided into 500,000,000 Shares of par value of HK\$0.40 each to HK\$5,000,000 divided into 500,000,000 shares of par value of HK\$0.01 each (collectively, the “**Capital Reduction**”);

- b. immediately upon the Capital Reduction becoming effective, the authorised share capital of the Company be increased from HK\$5,000,000 divided into 500,000,000 shares of par value HK\$0.01 each to HK\$200,000,000 divided into 20,000,000,000 shares of par value HK\$0.01 each (the “**New Shares**”);
- c. the amount standing to the credit of the share premium account of the Company be reduced to nil (the “**Share Premium Account Reduction**”);
- d. immediately upon the Capital Reduction and Share Premium Account Reduction becoming effective, the entire credit amount arising in the books of the Company from the Capital Reduction and the Share Premium Account Reduction be transferred to the contributed surplus account of the Company (the “**Contributed Surplus**”);
- e. the Directors be authorised to utilise and apply any credit balance in the Contributed Surplus in accordance with the bye-laws of the Company and all applicable laws, including the application of any credit balance to set off against accumulated losses of the Company, as and when the Directors may consider appropriate;

(collectively, the “**Capital Reorganisation**”) and

- f. the Directors be and are hereby generally authorised to do all such acts, deeds and things and to sign all documents as they may, in their absolute discretion, deem necessary, desirable or appropriate to give effect and implement this resolution.”

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

Hong Kong, 6 June 2019

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

*Head office and principal place of
business in Hong Kong:*
26th 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 are 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) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the principal place of business of the Company in Hong Kong at 26th Floor, Times Tower, 391–407, Jaffe Road, Wanchai, Hong Kong and/or the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Ltd. at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (4) Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjournment thereof if he/she/it so desires. If a member attends the meeting after having deposited the form of proxy, his/her/its form of proxy will be deemed to have been revoked.
- (5) For determining the entitlement of the Shareholders of the Company to attend and vote at the SGM, the register of members of the Company will be closed from Wednesday, 26 June 2019 to Tuesday, 2 July 2019 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Ltd., Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 25 June 2019.

As at the date of this notice, the board of Directors comprises one executive Director, namely, Mr. Chan Ching Hang; and three independent non-executive Directors, namely Mr. Cheung Yin Keung, Mr. Hong Bingxian and Ms. Pang King Sze, Rufina.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 aspects 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>.