



# IR Resources Limited

同仁資源有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8186)

## PROXY FORM

Form of proxy for use by shareholders at the special general meeting (the “SGM”) (or any adjournment thereof) to be convened at Suites 2701–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong at 3:30 p.m. on Friday, 17 July 2020

I/We <sup>(note a)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares of IR Resources Limited (the “Company”), hereby appoint the Chairman of the SGM or <sup>(note c)</sup> \_\_\_\_\_ of \_\_\_\_\_ to act as my/our proxy to attend, act and vote for me/us at the SGM to be held at Suites 2701–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong at 3:30 p.m. on Friday, 17 July 2020 and at any adjournment thereof and to vote on my/our behalf on the undermentioned resolution as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(note d)</sup>.

Terms used herein shall have the same meaning as ascribed to such term in the Notice of Special General Meeting included in the circular of the Company dated 19 June 2020 unless the context herein expressly requires otherwise.

ORDINARY RESOLUTION		For <sup>(note d)</sup>	Against <sup>(note d)</sup>
1.*	(a) To approve, ratify and confirm the Subscription Agreement; (b) to grant a specific mandate to the Directors to exercise all the powers of the company to allot and issue the Subscription Shares, subject to and in accordance with the terms and conditions set out in the Subscription Agreement; and (c) to approve all other transactions contemplated under the Subscription Agreement and to authorise any one Director to do all such acts and things as he considers necessary in connection with the Subscription Agreement and the transactions contemplated thereunder.		

Date \_\_\_\_\_

Signature <sup>(notes e, f, g, h, i and j)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy needs not be a member of the Company. If you wish to appoint some person other than the Chairman of the SGM as your proxy, please delete the words “**THE CHAIRMAN OF THE SGM OR**” and insert the name and address of the person appointed proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY.**
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the Notice.
- In the case of joint registered holders of any shares, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the SGM, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the principal place of business of the Company in Hong Kong at 26/F., Times Tower, 391–407 Jaffe Road, Causeway Bay, 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 not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
- The proxy needs not be a member of the Company but must attend the SGM in person to represent you.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish.

\* The full text of the resolution is set out in the Notice of Special General Meeting.