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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 a special general meeting (“SGM”) of IR Resources Limited (the “Company”) will 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, for the purpose of considering and, if thought fit, passing the following ordinary resolution (with or without modification):

Capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 19 June 2020 to the Shareholders unless otherwise specified.

ORDINARY RESOLUTION

“THAT

- (a) the subscription agreement (the “Subscription Agreement”) dated 28 April 2020 entered into between the Company as issuer and Power China International Corporation (the “Subscriber”) as subscriber in relation to the proposed subscription of 59,000,000 shares of HK\$0.01 each in the share capital of the Company (each a “Subscription Share”, and collectively, the “Subscription Shares”) at the price of HK\$0.07 per Subscription Share (a copy of the Subscription Agreement marked “A” and signed by the chairman of the SGM for identification purpose has been tabled at the meeting) be and are hereby approved, ratified and confirmed and any one director of the Company (the “Director”) be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;

- (b) the Directors be and are hereby granted a specific mandate 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) all other transactions contemplated under the Subscription Agreement be and are hereby approved and any one Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director in his discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement, or any of the transactions contemplated under the Subscription Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Subscription Agreement) as are, in the opinion of the Director, in the interests of the Company and its shareholders as a whole.”

For and on behalf of the Board
IR Resources Limited
He Xuemei
Chairperson

Hong Kong, 19 June 2020

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

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

26th Floor, Times Tower
391–407 Jaffe Road
Causeway Bay, Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the SGM 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, any one of such joint holders may vote at the SGM, 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 SGM 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 at 26th Floor, 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 for registration not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for holding the SGM.

- (4) Completion and return of the form of proxy will not preclude a member of the Company from attending the SGM and voting in person at the SGM or any adjournment thereof if he/she/it so desires. If a member of the Company attends the SGM after having deposited the form of proxy, his/her/its form of proxy will be deemed revoked.
- (5) For determining the entitlement of the Shareholders to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 14 July 2020 to Friday, 17 July 2020 (both dates inclusive) during which period no transfer of the 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., Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 13 July 2020.

As at the date of this notice, the board of directors of the Company comprises Ms. He Xuemei (Chairperson) and Mr. Chan Ching Hang as executive directors, Ms. He Lamei as non-executive director and Ms. Pang King Sze, Rufina, Mr. Cheung Yin Keung, Mr. Hong Bingxian and Mr. Huang Zhe as independent non-executive directors.

This notice, for which the directors of the Company 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 of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, 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 "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for seven days from the date of its publication and on the website of the Company at <http://www.irresources.com.hk>.