



# IR RESOURCES LIMITED

## 同仁資源有限公司

(Incorporated in the Bermuda with limited liability)

(Stock Code: 8186)

### PROXY FORM

Form of proxy for use by shareholders at the special general meeting (the “Meeting”) (or any adjournment thereof) to be convened at Room 4608, 46th Floor, The Centre, 99 Queen’s Road Central, Hong Kong on Tuesday, 29 January 2019 at 9:30 a.m..

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 Meeting or <sup>(note c)</sup> \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy to attend, act and vote for me/us at the Meeting of the Company to be held at Room 4608, 46th Floor, The Centre, 99 Queen’s Road Central, Hong Kong on Tuesday, 29 January 2019 at 9:30 a.m. and at any adjournment thereof and to vote on my/our behalf on the undermentioned resolutions 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 9 January 2019 unless the context herein expressly requires otherwise.

	ORDINARY RESOLUTIONS	For <sup>(note d)</sup>	Against <sup>(note d)</sup>
1.	“THAT: the Sale and Purchase Agreement dated 27 November 2018 entered into among the Vendor, the Purchaser and the Guarantor in respect of the Disposal and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified.”		
2.	“THAT: the Directors be and are hereby authorized to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the above resolution numbered 1.”		

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 need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “THE CHAIRMAN OF THE MEETING 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 MEETING WILL ACT AS YOUR PROXY.**
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes 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 Meeting 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 Meeting, 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 Meeting, 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 of authority must be deposited at the principal place of business of the Company at 36/F., 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 not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting 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 Meeting or any adjournment thereof if you so wish.