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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in IR Resources Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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IR Resources Limited **同仁資源有限公司**

(Incorporated in Bermuda with limited liability)

(Stock Code: 8186)

PROPOSED CAPITAL REORGANISATION AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting (“SGM”) of the Company to 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., is set out on pages 12 to 14 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk and the Company at www.irresources.com.hk.

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the SGM and in such event, the instrument appointing a proxy shall be deemed revoked.

This circular 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 www.irresources.com.hk.

6 June 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Capital Increase”	the proposed increase of the authorised share capital of the Company from HK\$5,000,000 divided into 500,000,000 New Shares to HK\$200,000,000 divided into 20,000,000,000 New Shares
“Capital Reduction”	the proposed capital reduction of the Company involving (i) reducing the issued share capital of the Company by cancelling the paid-up capital of the Company to the extent of HK\$0.39 on each Existing Share such that the par value of each Existing Share will be reduced from HK\$0.40 to HK\$0.01; and (ii) reducing the authorised share capital of the Company such that the par value of all Existing Shares will be reduced from HK\$0.40 each to HK\$0.01 each which will result in the authorised share capital of the Company being reduced from HK\$200,000,000 divided into 500,000,000 Existing Shares of par value of HK\$0.40 each to HK\$5,000,000 divided into 500,000,000 New Shares of par value of HK\$0.01 each, and the transfer of the credit arising from such reduction to the Contributed Surplus
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Capital Reduction, the Capital Increase and the Reduction of Share Premium and the authorization to the Directors 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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time)
“Company”	IR Resources Limited, a company incorporated in Bermuda with limited liability with its issued shares listed on GEM of the Stock Exchange
“Contributed Surplus”	the contributed surplus account of the Company
“Directors”	the directors of the Company

DEFINITIONS

“Existing Share(s)”	the share(s) of par value of HK\$0.40 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong
“HKSCC”	The Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	3 June 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“New Share(s)”	the share(s) of par value of HK\$0.01 each in the share capital of the Company upon the Capital Reorganisation becoming effective
“Reduction of Share Premium”	the proposed reduction of the entire amount standing to the credit of the share premium account of the Company
“SGM”	the special general meeting of the Company to be convened and 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 Shareholders to consider, and if thought fit, approve the Capital Reorganisation
“Shareholder(s)”	holder(s) of the Share(s)
“Shares”	the Existing Shares or the New Shares (as the context may require)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percentage

EXPECTED TIMETABLE

The expected timetable for the Capital Reorganisation is set out below. As the implementation of the Capital Reorganisation is subject to the results of the SGM, the timetable set out below is therefore for indicative purpose only. All times and dates in this circular refer to Hong Kong local times and dates.

Latest time for lodging the proxy form 10:00 a.m. Sunday, 30 June, 2019
SGM 10:00 a.m. Tuesday, 2 July, 2019
Publication of poll results of the SGM Tuesday, 2 July, 2019

The following events are conditional on the fulfillment of the conditions for the implementation of the Capital Reorganisation.

Effective time and date of the Capital
Reorganisation and dealing of New Shares. 9:00 a.m. Wednesday, 3 July, 2019
First day of free exchange of existing certificates for
Existing Shares into new certificates for New Shares Wednesday, 3 July, 2019
Last day of free exchange of existing certificates for
Existing Shares into new certificates for New Shares Wednesday, 14 August, 2019

Announcement will be made by the Company for changes, if any, in the expected timetable for implementation of the Capital Reorganisation and the trading arrangements as mentioned in this circular.



IR Resources Limited

同仁資源有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8186)

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CHAN Ching Hang (*Chairman*)

Independent non-executive Directors:

PANG King Sze, Rufina

CHEUNG Yin Keung

HONG Bingxian

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Hamilton HM12

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26th Floor, Times Tower

391–407 Jaffe Road

Wanchai, Hong Kong

6 June 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSED CAPITAL REORGANISATION
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with details of, among other things, (i) the Capital Reorganisation; (ii) a notice convening the SGM; and (iii) other information as required under the GEM Listing Rules.

LETTER FROM THE BOARD

THE PROPOSED CAPITAL REORGANISATION

THE CAPITAL REORGANISATION

The Company intends to put forward to the Shareholders for their approval of the proposed Capital Reorganisation involving:

(i) Capital Reduction

The proposed Capital Reduction will involve (i) reducing the issued share capital of the Company by cancelling the paid-up capital of the Company to the extent of HK\$0.39 on each Existing Share such that the par value of each Existing Share will be reduced from HK\$0.40 to HK\$0.01; and (ii) reducing the authorised share capital of the Company such that the par value of all Existing Shares will be reduced from HK\$0.40 each to HK\$0.01 each which will result in the authorised share capital of the Company being reduced from HK\$200,000,000 divided into 500,000,000 Existing Shares of par value of HK\$0.40 each to HK\$5,000,000 divided into 500,000,000 New Shares of par value of HK\$0.01 each. The credit arising from such Capital Reduction will be transferred to the Contributed Surplus.

Based on the 124,682,651 Existing Shares in issue as at the date of this circular, it is estimated that a credit balance of approximately HK\$48.6 million will arise from the Capital Reduction.

(ii) Capital Increase

Immediately upon the Capital Reduction becoming effective, the authorised share capital of the Company will be increased from HK\$5,000,000 divided into 500,000,000 New Shares to HK\$200,000,000 divided into 20,000,000,000 New Shares.

(iii) Reduction of Share Premium

The entire amount standing to the credit of the share premium account of the Company will be reduced to nil and the credit arising from such Reduction of Share Premium will be transferred to the Contributed Surplus. As at 31 March 2019, the Company had a credit balance of approximately HK\$265.2 million standing in its share premium account.

(iv) Application of Contributed Surplus to set off against accumulated losses of the Company

Following the Capital Reduction, the Capital Increase and the Reduction of Share Premium, the Directors will 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.

LETTER FROM THE BOARD

Conditions of the Capital Reorganisation

The proposed Capital Reorganisation is subject to, among other things, the following conditions:

- (i) the passing of the special resolution to approve the Capital Reorganisation at the SGM;
- (ii) compliance with the relevant procedures and requirements under the Companies Act of Bermuda and the GEM Listing Rules to effect the Capital Reorganisation; and
- (iii) the Stock Exchange granting the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation.

Subject to the fulfillment of the above conditions, the Capital Reorganisation is expected to become effective on the next business day following the date of passing the relevant resolution at the SGM.

Effects of the Capital Reorganisation

Save for the relevant expenses to be incurred, the implementation of the Capital Reorganisation will not, by itself, alter the underlying assets, business, operation, management or financial position of the Company and the Capital Reorganisation is not expected to have any material adverse effect on the financial position of the Company.

As at the Latest Practicable Date, the Company had (i) 8,832,149 outstanding share options (the “**Share Options**”) granted under its share option scheme adopted in 2011 which entitle the holders thereof to subscribe for 8,832,149 Existing Shares at the subscription price of HK\$0.792 per Existing Share; and (ii) convertible bond in the principal amount of HK\$18 million which is convertible into 20,757,500 Existing Shares. The Capital Reorganisation will not have any impact on the number of Shares underlying the Share Options and the above-mentioned convertible bond nor the relevant exercise price or conversion price. Therefore, upon the Capital Reorganisation becoming effective, the Company will have (i) 8,832,149 outstanding Share Options which entitle the holders thereof to subscribe for 8,832,149 New Shares at the subscription price of HK\$0.792 per New Share; and (ii) convertible bond in the principal amount of HK\$18 million which is convertible into 20,757,500 New Shares.

LETTER FROM THE BOARD

Assuming there will be no change in the number of issued Existing Shares from the Latest Practicable Date up to the date on which the Capital Reorganisation having become effective, the share capital structures of the Company before and after the Capital Reorganisation are summarised as follows:

	As at the date of this circular	Immediately after the Capital Reorganisation
Par value	HK\$0.40 per Existing Share	HK\$0.01 per New Share
Authorised		
Number of shares	500,000,000 Existing Shares of HK\$0.40 each	20,000,000,000 New Shares of HK\$0.01 each
Share capital	HK\$200,000,000	HK\$200,000,000
Issue and fully paid		
Number of issued shares	124,682,651 Existing Shares	124,682,651 New Shares
Amount of issued share capital	HK\$49,873,060.40	HK\$1,246,826.51
Unissued:		
Number of unissued shares	375,317,349 Existing Shares	19,875,317,349 New Shares
Amount of unissued share capital	HK\$150,126,939.60	HK\$198,753,173.49

Status of the New Shares

The New Shares in issue upon the Capital Reorganisation becoming effective will be identical in all respects and shall rank *pari passu* in all respects with each other as to all future dividends and distribution which are declared, made or paid in accordance with the bye-laws of the Company. Save for the reduction in the par value of the Existing Shares under the Capital Reorganisation, the proposed Capital Reorganisation will not result in any change in the relative rights and interests of the Shareholders as a whole.

Listing Application of the New Shares

An application will be made by the Company to the Stock Exchange for granting the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation.

LETTER FROM THE BOARD

Subject to granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposits, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Free exchange of share certificates

Subject to the Capital Reorganisation becoming effective, Shareholders may submit share certificates of the Existing Shares to the Company's branch share registrar (the "**Share Registrar**") in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for exchange of the new certificates of the New Shares from Wednesday, 3 July, 2019 to Wednesday, 14 August, 2019 (both dates inclusive), at the expenses of the Company. In relation to the share consolidation (the "**Share Consolidation**") of the Company, it was stated in the circular of the Company dated 29 April 2019 that the Shareholders might during the period from Friday, 17 May 2019 to Tuesday, 25 June 2019 (both days inclusive) submit old share certificate(s) for shares of the Company of par value of HK\$0.05 each to the Share Registrar in exchange of new share certificate(s) of the Existing Shares of par value of HK\$0.40 each, at the expenses of the Company. In order to facilitate those Shareholders who have not exchanged the old share certificates for the new ones under the Share Consolidation during the aforesaid free-exchange period (which will end on 25 June 2019 as mentioned above) and for the purpose of the Capital Reorganisation, such Shareholders may, at the expenses of the Company, submit the old certificates of the Company of par value of HK\$0.05 each (i.e. old share certificates before the Share Consolidation having become effective), in exchange for new share certificates of the Company of par value of HK\$0.01 each (i.e. new share certificates after the Capital Reorganisation having become effective) during the period from Wednesday, 3 July 2019 to Wednesday, 14 August 2019. Thereafter, certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.5 (or such higher amount as may from time to time be allowed by the Stock Exchange) for each new share certificate issued for the New Shares or each existing certificate for the Existing Shares cancelled, whichever the number is higher. Nevertheless, the existing certificates for the Existing Shares will continue to be good evidence of legal title but are not valid for dealings, trading and settlement purpose after the Capital Reorganisation has become effective and may be exchanged for certificates for the New Shares at any time in accordance with the foregoing.

The new share certificates for the New Shares will be issued in light green colour in order to be distinguished from the existing share certificates which are in navy blue colour.

LETTER FROM THE BOARD

Reasons for the Capital Reorganisation

The Company believes that the Capital Reorganisation will provide the Company with greater flexibility in future fund raising opportunities. In addition, following the Capital Reorganisation, the Company will be able to utilise and apply any credit balance in the Contributed Surplus (in the amount of approximately HK\$313.8 million as at 31 March 2019 assuming the credit arising from the Capital Reduction and the Reduction of Share Premium has been transferred to the Contributed Surplus), including the application of any credit balance to set off against accumulated losses of the Company (in the amount of approximately HK\$284.7 million as at 31 March 2019) which will in turn allow greater flexibility for the Company to pay dividends in the future so as to attract new investors. As at the date of this circular, the Company does not have any plan to declare or pay dividend. In addition, the Board considers that the Capital Reorganisation will enable the par value of the Shares to be reduced from HK\$0.40 to HK0.01 each, thus giving greater flexibility to the Company to issue new Shares in the future given that the Company is not permitted to issue new Shares below their par value.

After the Share Consolidation had become effective in mid-May 2019, the Company received a writ of summons against the Company and the Company is seeking legal advice in contesting the claim. Based on the level of liquid assets of the Company as disclosed in the annual report of the Company for the year ended 31 December 2018 and the amount of the claim, the Company does not consider the claim to have any material impact in its operation and financial position. Nevertheless, the availability of options for the Company to raise fund to fulfil its funding needs is limited by the fact that the Shares have been trading below par value for a prolonged period of time. Therefore, although the Company does not have any fund raising plan as at the date of this circular, the Capital Reorganisation will give the Company greater flexibility to consider different options, including but not limited to raising fund by issuing new Shares, to strengthen its financial position, particularly when considering the uncertainty arisen from the snowballing Sino-US trade war and the above-mentioned claim since the Company announced implementation of the Share Consolidation in mid-April 2019. Based on the above, the Directors are of the view that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole.

Shareholders and potential investors of the Company should be aware of and take note that the proposed Capital Reorganisation is conditional upon satisfaction of the conditions precedent set out in the paragraphs headed “Conditions of the Capital Reorganisation” above, and therefore may or may not proceed. Accordingly, they are advised to exercise caution when dealing in the Existing Shares, and if they are in any doubt about their position, they should consult their professional advisers.

SGM

A notice convening the SGM to 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. is set out on pages 12 to 14 of this circular. A special resolution will be proposed at the SGM to approve the Capital Reorganisation.

LETTER FROM THE BOARD

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the SGM and in such event, the instrument appointing a proxy shall be deemed revoked.

The resolution proposed to be approved at the SGM will be taken by poll and an announcement will be made by the Company after the SGM on the poll results of the SGM.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATION

The Directors consider the proposed Capital Reorganisation is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant special resolution to be proposed at the SGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution relating to the Capital Reorganisation to be proposed at the SGM.

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors nor their respective close associates had any business or interest, which competes or may compete with the businesses of the Group which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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



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**”);

NOTICE OF SGM

- 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

NOTICE OF SGM

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.