



M Resources Group Limited

脈資資源集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08186)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting (the “Meeting”) (or any adjournment thereof) to be convened at 10:00 a.m. on Thursday, 15 December 2022 at Suites 2701–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ shares of M-Resources Group Limited (the “Company”), hereby appoint the Chairperson of the Meeting or ^(note c) _____
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 10:00 a.m. on Thursday, 15 December 2022 at Suites 2701–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong 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 ^(note d).

Terms used herein shall have the same meaning as ascribed to such term in the Notice of SGM included in the circular of the Company dated 28 November 2022 unless the context herein expressly requires otherwise.

	ORDINARY RESOLUTION	For ^(note d)	Against ^(note d)
1.*	To grant a specific mandate to the Directors to allot and issue the Scheme Shares and the Subscriber Shares and authorise any one or more Directors to do all such acts and things and sign and execute all such documents which he/she/they may consider necessary in connection with the issue and allotment of the Scheme Shares and the Subscriber Shares.		

Date _____

Signature ^(notes e, f, g, h, i and j) _____

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 Chairperson of the Meeting as your proxy, please delete the words “**THE CHAIRPERSON 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 CHAIRPERSON OF THE MEETING WILL ACT AS YOUR PROXY.**
- If you wish to vote for the resolution set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against the resolution, please tick (“✓”) the boxes marked “Against”. If this form is returned duly signed, but without any voting 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 in Hong Kong, at 11/F, China United Plaza, 1008 Tai Nan West Street, Lai Chi Kok, Hong Kong 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 needs 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.

* The full text of the resolution is set out in the Notice of SGM.