



# M Resources Group Limited

脈資資源集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0.8.1.8.6)

## PROXY FORM

### Form of proxy for use by shareholders at the annual general meeting (the “Meeting”) (or any adjournment thereof) to be convened at 10:30 a.m. on Friday, 30 June 2023 through live webcast

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares of M-Resources Group Limited (the “Company”), hereby appoint the Chairperson of the Meeting <sup>(note c)</sup> to act as my/our proxy to attend, act and vote for me/us at the Meeting of the Company to be held at 10:30 a.m. on Friday, 30 June 2023 through live webcast 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 AGM included in the circular of the Company dated 7 June 2023 unless the context herein expressly requires otherwise.

ORDINARY RESOLUTIONS		For <sup>(note d)</sup>	Against <sup>(note d)</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Ms. Pang King Sze, Rufina as an independent non-executive Director;		
	(b) To re-elect Mr. Hong Bingxian as an independent non-executive Director.		
3.	To authorise the board of Directors to fix the Directors’ remuneration.		
4.	To re-appoint the auditors of the Company and to authorize the board of Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the shares of the Company*.		
6.	To grant a general mandate to the Directors to repurchase the shares of the Company*.		
7.	To extend the general mandate to the Directors to allot, issue and deal with additional shares of the Company by addition of the number of shares of the Company repurchased*.		
8.	To approve the adoption of the New Share Option Scheme*.		
9.	To approve the adoption of the New Share Award Scheme*.		
10.	To approve the Service Provider Sublimit*.		
SPECIAL RESOLUTIONS		For <sup>(note d)</sup>	Against <sup>(note d)</sup>
11.	To approve the Change of Name*.		
12.	To approve the amendments to the Bye-laws*.		

Date \_\_\_\_\_

Signature <sup>(notes e, f and g)</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).
- If you wish to vote on any resolution at the Meeting, you should appoint the chairperson of the Meeting as your proxy to exercise your right to vote at the Meeting in accordance with your instructions. The proxy form has been posted to you together with this circular. Alternatively, the proxy form can be downloaded from the Company’s website at <http://www.m-resources.com.hk>. If you are not a registered Shareholder (e.g. your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a 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/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice of AGM.
- The form of proxy must be signed by you as a shareholder, or your attorney duly authorised in writing, or if you as a 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 Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited 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.
- Any alteration made to this form should be initialled by the person who signs the form.

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