
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

Capitalised terms used in this cover shall have the meaning as those defined in this circular.

A notice convening the SGM to be held at Suites 2701–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong at 4:00 p.m., on Wednesday, 10 February 2021 at is set out on pages 6 to 7 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 GEM at www.hkgem.com 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 Room 903, Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, 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.

This circular will remain on the “Latest Company Announcements” page of the GEM website for seven days from the date of its publication and on the website of the Company at www.irresources.com.hk.

19 January 2021

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 of the Company
“Bye-laws”	the bye-laws of the Company
“Company”	IR Resources Limited, a company incorporated in Bermuda with limited liability with the shares listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and all of its subsidiaries from time to time
“Name Change”	the proposal to change the English name of the Company from “IR Resources Limited” to “M-Resources Group Limited” and to adopt and register a new Chinese name “脈資資源集團有限公司” as the secondary name of the Company to replace the existing Chinese name “同仁資源有限公司”
“SGM”	the special general meeting of the Company to be convened and held for the Shareholders to consider, and if thought fit, to approve, the Name Change
“Shareholder(s)”	holder(s) of the share(s) of the Company from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



IR Resources Limited **同仁資源有限公司**

(Incorporated in Bermuda with limited liability)

(Stock Code: 8186)

Executive Director:

HE Xuemei (*Chairperson*)

Non-executive Director:

HE Lamei

Independent non-executive Directors:

PANG King Sze, Rufina

HONG Bingxian

HUANG Zhe

Registered office:

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

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

Room 903, Tower A

New Mandarin Plaza

14 Science Museum Road

Tsim Sha Tsui East

Hong Kong

19 January 2021

To the Shareholders

Dear Madam or Sir,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

At the SGM, resolution will be proposed to seek the Shareholders' approval for the Name Change. The purpose of this circular is to provide you with information relating to the above-mentioned resolution.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the Company's English name to "M-Resources Group Limited" and Chinese name (as its secondary name) to "脈資資源集團有限公司".

CONDITIONS OF THE NAME CHANGE

The Name Change is subject to the following conditions:

- (i) passing of a special resolution by the shareholders of the Company to approve the Name Change at a special general meeting of the Company; and
- (ii) approval of the Registrar of Companies in Bermuda for the Name Change.

The Name Change will take effect after satisfaction of the above conditions and from the date of entry of the new English and Chinese names of the Company into the register of companies maintained by the Registrar of Companies in Bermuda in place of the existing names. The Company will then carry out all necessary filing or registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

REASONS FOR THE NAME CHANGE

Reference was made to the announcement of the Company proposing to change the Company's English name to "Gaan Muk Group Limited" and Chinese name (as its secondary name) to "柬木集團有限公司" (the "Previously Proposed Name Change") dated 3 August 2020. The Board is of the view that the Name Change, which better reflects the nature of Company's businesses and its global business networks, provides a more appropriate corporate identification and image of the Company than the Previously Proposed Name Change. Accordingly, the Board considers the Name Change in the interest of the Company and its shareholders as a whole.

EFFECT OF THE NAME CHANGE

The Name Change will not, of itself, affect the rights of any Shareholder. All existing share certificates of the Company bearing the existing names of the Company will, after the Name Change becomes effective, continue to be evidence of legal title to the shares of the Company and valid for trading, settlement, registration and delivery purposes. All new share certificates of the Company issued after the Name Change becomes effective will bear the new names. As such, there will be no arrangement for free exchange of the existing share certificates for new certificates.

In addition, subject to the confirmation of the Stock Exchange, the stock short name for trading in the shares will also be changed after the Name Change becoming effective. The Company will make further announcement on the Name Change and change of its stock short names after the Name Change becomes effective.

LETTER FROM THE BOARD

SGM

A notice convening the SGM is set out on pages 6 to 7 of this circular. Special resolution will be proposed at the SGM to approve the Name Change. 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 results.

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 Monday, 8 February 2021 to Wednesday, 10 February 2021 (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., Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 5 February 2021.

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 Room 903, Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, 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 for 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.

RECOMMENDATION

The Directors recommend the Shareholders to vote in favour of the special resolution in respect of the Name Change, which are in the interests of the Company and the Shareholders as a whole, at 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 is no other matter the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

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 to be proposed at the SGM.

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
IR Resources Limited
He Xuemei
Chairperson

NOTICE OF SGM



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 4:00 p.m., on Wednesday, 10 February 2021 to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to the entry of “M-Resources Group Limited” as the new English name and the entry of “脈資資源集團有限公司” as the new secondary name in Chinese of the Company in the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda, the English name of the Company be changed from “IR Resources Limited” to “M-Resources Group Limited” and the secondary name in Chinese of the Company from “同仁資源有限公司” to “脈資資源集團有限公司” with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda; and any one director of the Company be and is hereby authorised generally to do such acts and things and execute all documents (whether by hand, under seal or as a deed) or make such arrangements as he/she may consider necessary or expedient to effect the aforesaid change of name of the Company.”

For and on behalf of the Board

IR Resources Limited

He Xuemei

Chairperson

Hong Kong, 19 January 2021

NOTICE OF SGM

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

*Head office and principal place of
business in Hong Kong:*
Room 903, Tower A
New Mandarin Plaza
14 Science Museum Road
Tsim Sha Tsui East
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the above 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 need 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 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 in Hong Kong at Room 903, Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, 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 from attending the SGM and voting in person at the SGM or any adjournment thereof if he/she/it so desires. If a member attends the SGM after having deposited the form of proxy, his/her/its form of proxy will be deemed having 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 Monday, 8 February 2021 to Wednesday, 10 February 2021 (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., Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 5 February 2021.