
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 M-Resources Group Limited, 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.

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M-Resources Group Limited

脈資資源集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08186)

- (1) GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the AGM to be held at 11:00 a.m. on Friday, 24 June 2022 at Suites 2701-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong is set out on pages 12 to 15 of this circular.

The form of proxy for use at the AGM is enclosed with this circular and published at the websites of the Stock Exchange and the Company. You may complete and deposit the form of proxy 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 office of the Share Registrar 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 AGM or any adjournment thereof. Return of the form of proxy or delivery of an instrument appointing a proxy will not preclude you from attending and voting in person at the AGM should you so wish and, in such event, the form of proxy or the instrument appointing a proxy shall be deemed being revoked.

This circular will be published at the websites of the Stock Exchange at <http://www.hkexnews.hk> and the Company at www.m-resources.com.hk.

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.

CONTENTS

	<i>Page</i>
Special Arrangements and Precautionary Measures for the AGM	1
Definitions	2
Letter from the Board	4
Appendix I — Explanatory Statement	8
Appendix II — Particulars of Directors for Re-election	11
Notice of AGM	12

SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of the Shareholders attending the AGM in person, the following precautionary measures will be implemented at the AGM:

- (i) The number of seats at the venue will be limited in accordance with the prevailing requirements or guidelines published by the Hong Kong Government and/or regulatory authorities at the time of the AGM. The seats will be assigned on a first come, first served basis.
- (ii) Compulsory scanning of the “LeaveHomeSafe” venue QR code and temperature checks will be required for every attendee at the entrance of the venue. Any person with a body temperature of over 37.4 degrees Celsius will be requested to leave venue.
- (iii) Any attendee who (a) is or has been in close contact with any person who is subject to any Hong Kong Government prescribed compulsory quarantine (including home quarantine); (b) is subject to any Hong Kong Government prescribed testing requirement or direction and has not tested negative; (c) is or has been in close contact with anyone who has contracted COVID-19 or has been tested preliminarily positive of COVID-19 or is suspected of contracting COVID-19; or (d) exhibits any flu-like symptoms or is apparently unwell, will be requested to leave the venue.
- (iv) Every attendee will be required to wear a surgical face mask throughout the AGM. No mask will be provided at the venue and attendees should bring and wear their own masks. Any person who does not comply with this requirement will be requested to leave the venue.
- (v) No refreshment or beverage will be served at the AGM and no eating or drinking is allowed within the venue.

Attendees are requested to observe and practise good personal hygiene at all times at the AGM. Additional precautionary measures in accordance with the prevailing requirements or guidelines of the Hong Kong Government and/or regulatory authorities or as considered appropriate by the Company may be implemented without prior notice. To the extent permitted by law, the Company reserves the right to deny the entry of any attendee into the venue or require him/her to leave the venue for the health and safety of the other attendees at the AGM. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may change the AGM arrangements at short notice. Shareholders should check the websites of the Stock Exchange and the Company for announcements and updates on the AGM arrangements.

Physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders are strongly encouraged to consider appointing the chairperson of the AGM as their proxy to vote on the relevant resolutions at the AGM by returning the form of proxy in accordance with the instructions thereon.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 11:00 a.m. on Friday, 24 June 2022 at Suites 2701–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong to consider and, if thought fit, approve the resolutions set out in the Notice of AGM of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	M-Resources Group Limited, a company incorporated in Bermuda with limited liability with the Shares listed on GEM
“Director(s)”	the director(s) of the Company from time to time
“Extension Mandate”	the extension of the General Mandate proposed to be granted to the Directors to the effect that any Share repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors for the Company to allot, issue and deal with new Shares not exceeding 20% of the number of Shares in issue as at the date of the AGM
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	27 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining the information contained in this circular
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors for the Company to repurchase up to a maximum of 10% of the number of Shares in issue as at the date of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.08 each in the share capital of the Company
“Share Registrar”	Computershare Hong Kong Investor Services Ltd., the branch registrar of the Company in Hong Kong
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



M-Resources Group Limited 脈資資源集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08186)

Executive Director:

CHAN Ho Yee

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:*

11/F, China United Plaza

1008 Tai Nan West Street

Lai Chi Kok

Hong Kong

1 June 2022

To the Shareholders

Dear Madam or Sir,

- (1) GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Resolutions for (i) granting of the General Mandate (including the Extension Mandate) and the Repurchase Mandate to the Directors; and (ii) re-election of Directors will be proposed to seek the Shareholders' approval at the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE AND REPURCHASE MANDATE

The Directors propose to seek the Shareholders' approval to grant to the Directors the General Mandate (including the Extension Mandate) and the Repurchase Mandate.

General Mandate

An ordinary resolution will be proposed to give the Directors an unconditional general mandate (i.e. the General Mandate) for the Company to allot, issue and deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to a share option scheme for the directors and/or employees of the Company and any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on the Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of up to 20% of the number of issued Shares as at the date of the AGM. In addition, a separate ordinary resolution will be proposed for the Extension Mandate authorising the Directors to cause the Company to allot, issue and deal with Shares to include the number of Shares which may be repurchased pursuant to the Repurchase Mandate. Based on the 15,585,331 Shares in issue as at the Latest Practicable Date, and subject to (i) the passing of the resolution for the approval of the General Mandate; and (ii) there being no further change in the number of issued Shares between the Latest Practicable Date and the date of the General Mandate would allow the Company to allot, issue and deal with a maximum of 3,117,066 Shares. The Company does not have any plan to allot and issue new Shares under the General Mandate as at the Latest Practicable Date.

Repurchase Mandate

An ordinary resolution will be proposed to give the Directors an unconditional general mandate for the Company to repurchase Shares (i.e. the Repurchase Mandate) on GEM up to 10% of the number of issued Shares as at the date of the AGM. Based on the 15,585,331 Shares in issue as at the Latest Practicable Date, and subject to (i) the passing of the resolution for the approval of the Repurchase Mandate; and (ii) there being no further change in the number of issued Shares between the Latest Practicable Date and the date of the AGM, the Repurchase Mandate would allow the Company to repurchase a maximum of 1,558,533 Shares. An explanatory statement, which contains all the information required under the GEM Listing Rules to enable the Shareholders to make an informed decision as to how to vote in respect of the resolution approving the Repurchase Mandate, is set out in Appendix I to this circular. The Company does not have any plan to repurchase Shares under the Repurchase Mandate as at the Latest Practicable Date.

LETTER FROM THE BOARD

The General Mandate (including the Extension Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the Extension Mandate) and the Repurchase Mandate up to (i) conclusion of the next annual general meeting of the Company; or (ii) expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate (including the Extension Mandate) or the Repurchase Mandate (as the case may be) by an ordinary resolution of the Shareholders at a general meeting, whichever occurs first.

RE-ELECTION OF DIRECTORS

Ms. Pang King Sze, Rufina and Mr. Huang Zhe shall retire from office at the AGM and, being eligible, will offer themselves for re-election as independent non-executive Directors at the AGM. At the AGM, ordinary resolutions will be proposed to re-elect Ms. Pang and Mr. Huang as independent non-executive Directors. Particulars of Ms. Pang and Mr. Huang are set out in Appendix II to this circular.

AGM

A notice convening the AGM is set out on pages 12 to 15 of this circular. All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results.

A form of proxy for use at the AGM is enclosed with this circular. You may complete and deposit the form 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 office of the Share Registrar 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 AGM or any adjournment thereof. Return of the form of proxy or delivery of an instrument appointing a proxy will not preclude you from attending and voting in person at the AGM should you so wish and, in such event, the form of proxy or the instrument appointing a proxy shall be deemed being revoked.

RECOMMENDATION

The Directors recommend the Shareholders to vote in favour of all the resolutions at the AGM which are in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

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.

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 resolutions to be proposed at the AGM.

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
M-Resources Group Limited
Chan Ho Yee
Executive Director

This Appendix I serves as an explanatory statement to all Shareholders relating to the resolution authorizing the Repurchase Mandate and contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules set out as follows:

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

Exercising in full of the Repurchase Mandate, on the basis of 15,585,331 Shares in issue as at the Latest Practicable Date, would result in a maximum of 1,558,533 Shares being repurchased by the Company prior to its next annual general meeting.

2. REASONS FOR THE REPURCHASE MANDATE

The Directors consider that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to cause the Company to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share. The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole.

3. SOURCES OF FUND

In repurchasing the Shares, the Company will only apply funds legally available for such purpose in accordance with the Bye-laws, the laws of Bermuda and the GEM Listing Rules. The Company will not purchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements of the Company as at 31 December 2021, being the date of its latest published audited consolidated financial statements). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent that would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level of the Group.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, no Director, his/her close associate or core connected person (as defined in the GEM Listing Rules) has notified the Company that he/she/it has intention to sell Shares to the Company nor has he/she/it undertaken not to do so after the Repurchase Mandate is approved by the Shareholders at the AGM.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda.

7. TAKEOVERS CODE

An increase in a shareholder's proportionate interest in the voting right of the Company due to repurchase of Shares pursuant to the Repurchase Mandate will be treated as an acquisition for purposes of the Takeovers Code. If, as a result of such repurchase, a Shareholder (or a group of Shareholders acting in concert as defined under the Takeovers Code) obtains or consolidates control of the Company, he/she/it may become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that it will result in any of the Shareholders being obliged to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%. In addition, as at the Latest Practicable Date, to the best their knowledge, the Directors are not aware of any consequence which will give rise to an obligation to make a mandatory offer under the Takeovers Code as a result of the exercise of the Repurchase Mandate.

8. NO REPURCHASE OF SHARES BY THE COMPANY

The Company did not purchase any of its Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM in each of the twelve months immediately prior to the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
May	0.900	0.900
June	0.900	0.900
July	0.900	0.900
August	0.900	0.900
September	0.900	0.900
October	0.900	0.900
November	0.900	0.900
December	0.900	0.900
2022		
January	0.900	0.900
February	0.900	0.480
March	0.590	0.330
April	0.475	0.320
May (up to the Latest Practicable Date)	0.345	0.285

Note: Trading in the Shares on GEM was suspended between 1 April 2021 and 31 January 2022.

Particulars of the Directors who will retire from office at the AGM and, being eligible, will offer themselves for re-election at the AGM, are set out below:

RE-ELECTION OF DIRECTORS

Ms. Pang King Sze, Rufina

Ms. Pang, aged 47, has more than 20 years of experience in the areas of audit, financial management and internal control. Ms. Pang is the co-founder and a partner of a certified public accountant firm in Hong Kong. Ms. Pang is a member of the Hong Kong Institute of Certified Public Accountants and a member of the New Zealand Institute of Chartered Accountants. Ms. Pang holds a bachelor's degree in business. Ms. Pang has not entered into a service contract with the Company and her director's fee for the year ended 31 December 2021 was HK\$180,000, which was determined with reference to her duties and responsibility and the prevailing market condition. Ms. Pang (i) does not hold any other position in the Company and other members of the Group; (ii) did not hold directorship in any other listed public companies in the past three years; (iii) does not have relationship with any other director, senior management and substantial shareholder of the Company; and (iv) does not have, and is not deemed to have any interest or short positions in any shares, underlying shares or debenture (as defined under Part XV of the SFO) of the Company.

Mr. Huang Zhe

Mr. Huang, aged 55, has over 30 years of experience in manufacturing, sales and marketing and brand management. He has held managerial positions in a number of entities in the manufacturing industry prior to founding his own business 20 years ago. Mr. Huang is the founder and the managing director of a manufacturing company in China. Mr. Huang has not entered into a service contract with the Company and his director's fee for the year ended 31 December 2021 was HK\$96,000, which was determined with reference to his duties and responsibility and the prevailing market condition. Mr. Huang (i) does not hold any other position in the Company and other members of the Group; (ii) did not hold directorship in any other listed public companies in the past three years; (iii) does not have relationship with any other director, senior management and substantial shareholder of the Company; and (iv) does not have, and is not deemed to have any interest or short positions in any shares, underlying shares or debenture (as defined under Part XV of the SFO) of the Company.

Save as disclosed above, as far as the Board is aware, there is no other information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor is there any other matter relating to the re-election of Ms. Pang and Mr. Huang as independent non-executive Directors that needs to be brought to the attention of the Shareholders.

NOTICE OF AGM



M-Resources Group Limited

脈資資源集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08186)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of M-Resources Group Limited (the “Company”) will be held at 11:00 a.m. on Friday, 24 June 2022 at Suites 2701–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong for the following purposes:

1. to receive and consider the audited consolidated financial statements and reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2021;
2. (a) to re-elect Ms. Pang King Sze, Rufina as an independent non-executive Director;
and
(b) to re-elect Mr. Huang Zhe 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 authorise the board of Directors to fix their remuneration;
5. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “Shares”) and to make

NOTICE OF AGM

or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

- (aa) 20 per cent. of the total number of Shares in issue on the date of the passing of this resolution; and

- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of Shares in issue on the date of the passing of resolution no. 7), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

NOTICE OF AGM

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“THAT:

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on GEM or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the total number of the Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF AGM

7. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 5 above in respect of the number of Shares referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

For and on behalf of the Board
M-Resources Group Limited
Leung Ka Ho
Company Secretary

Hong Kong, 1 June 2022

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

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

11/F, China United Plaza
1008 Tai Nan West Street
Lai Chi Kok
Hong Kong

Notes:

- (1) A member being 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) An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notially certified copy of such power of attorney or authority or the completed form of proxy must be lodged with 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 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 meeting.
- (4) Return of the form of proxy or that instrument appointing a proxy will not preclude a member from attending the meeting and voting in person at the meeting if he/she/it so desires. If a member attends the meeting after having deposited the form or the instrument, his/her/its form or instrument will be deemed being revoked.
- (5) For determining the entitlement of the shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022 (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 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Ltd. at not later than 4:30 p.m. on Monday, 20 June 2022.