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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the SGM of M-Resources Group Limited (the “Company”) will be held at Suites 2701–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Thursday, 15 December 2022 at 10:00 a.m. for the following purpose:

ORDINARY RESOLUTION

“THAT

the allotment and issue of

- (i) 4,405,465 Scheme Shares at the Scheme Share Issue Price to the Scheme Creditors pursuant to the Scheme effected under Sections 670 and 673 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (major terms of which are set out in the section headed “Letter from the Board” in the circular of the Company dated 28 November 2022 (the “Circular”)); and
- (ii) 8,476,364 Subscriber Shares to the Subscriber pursuant to the Subscription Agreement (a copy of which marked “A” for identification purpose and signed by the chairperson of the SGM has been tabled at the meeting)

be and are hereby approved, ratified and confirmed and any one Director be and is hereby authorised to approve any changes and amendments thereto as he/she may consider necessary, desirable or appropriate; and

the Directors be and are hereby granted the Specific Mandate to allot and issue the Scheme Shares and the Subscriber Shares conditional upon the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in the Scheme Shares

and the Subscriber Shares, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Company by its shareholders in the annual general meeting of the Company on 24 June 2022 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and

any one or more Directors be and are hereby authorised generally to take all necessary steps and to do all such acts and things and sign and execute all such documents (including the affixation of the common seal of the Company where execution under seal is required) which he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the issue and allotment of the Scheme Shares and the Subscriber Shares.”

Terms used in this Notice of SGM shall have the same meaning as those defined in the Circular.

By Order of the Board
M-Resources Group Limited
Chan Ho Yee
Executive Director

Hong Kong, 28 November 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 a 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 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 notarially 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 SGM, the register of members of the Company will be closed from Monday, 12 December 2022 to Thursday, 15 December 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 SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Ltd. no later than 4:30 p.m. on Friday, 9 December 2022.

As at the date of this notice, the board of directors of the Company comprises Ms. Chan Ho Yee as executive director, and Ms. Pang King Sze, Rufina, Mr. Hong Bingxian and Mr. Huang Zhe as independent non-executive directors.

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this notice 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 notice misleading.

This notice will remain on the “Latest Company Announcements” page of the Stock Exchange website at <http://www.hkexnews.hk> for seven days from the date of its publication and on the website of the Company at <http://www.m-resources.com.hk>.