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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: 0.8.1.8.6)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the AGM of M-Resources Group Limited (the “Company”) will be held at 10:30 a.m. on Friday, 30 June 2023 through live webcast for the following purpose:

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

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 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 authorise the board of Directors to fix their remuneration;

5. **“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 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. 9), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (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; or (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;

“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. **“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 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; or (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.”

7. **“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.”

8. **“THAT** subject to and conditional upon the Listing Committee of Stock Exchange granting the listing of and permission to deal in the Shares which may fall to be allotted and issued pursuant to the exercise of the share options which may be granted under the share option scheme of the Company (the “New Share Option Scheme”), a copy of which is tabled at the AGM and signed by the chairperson of the AGM for the purpose of identification, the New Share Option Scheme and the Scheme Limit (as defined in the New Share Option Scheme) on the total number of Shares that may be issued in respect of all share options or share awards to be granted under the New Share Option Scheme or all other share option schemes or share award schemes of the Company (i.e. 10% of the shares of the Company in issue

as at the date of passing of this resolution, being 2,846,716 Shares) be and are hereby approved and adopted and the directors of the Company be and are hereby authorised to grant options and to allot, issue and deal with the Shares pursuant to the exercise of any option granted thereunder and to take all such acts and enter into all such transactions, arrangements and agreements as they may consider necessary or expedient to implement or give full effect to the New Share Option Scheme, including without limitation:

- (a) administering the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares;
- (b) modifying and/or amending the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment and the requirements of the GEM Listing Rules;
- (c) making application at the appropriate time or times to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, any new Shares or any part thereof that may hereafter from time to time be allotted and issued pursuant to the exercise of the options granted under the New Share Option Scheme; and
- (d) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”

9. **“THAT:**

- (a) the adoption of the share award scheme (the “New Share Award Scheme”) (a copy of which is tabled at the meeting and marked “B” and initialed by the chairperson of the meeting for identification purpose) and the terms and conditions therein (including, to the extent awards granted under the New Share Award Scheme involve new issuance of Shares, the allotment and issuance of new ordinary shares of HK\$0.08 each in the share capital of the Company representing up to 10% of the total number of Shares in issue as of the date hereof upon the award to be granted under the New Share Award Scheme and any options and awards to be granted under any other share scheme of the Company) be and is hereby approved subject to and conditional upon the Listing Committee granting the approval for the listing of, and the permission to deal in, the Shares to be issued pursuant to the award under the New Share Award Scheme; and

(b) the Directors be and are hereby authorized to grant awarded shares pursuant to the New Share Award Scheme subject to such conditions as the Directors may impose and do all such acts (including attending to the allotment and issue of Shares) and execute all such documents as he/she may deem necessary or expedient to implement the New Share Award Scheme.”

10. “**THAT** the Service Provider Sublimit (as defined in the New Share Option Scheme) on the total number of Shares that may be issued in respect of all share options or share awards to be granted to Service Providers (as defined in the New Share Option Scheme) under the New Share Option Scheme or all other share option schemes or share award schemes of the Company (i.e. 1% of the shares of the Company in issue as at the date of passing of this resolution, being 284,671 shares) be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

To consider and, if thought fit, pass the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

11. “**THAT** subject to the entry of “Almana Limited” as the new English name and the entry of “曼納有限公司” 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 “M-Resources Group Limited” to “Almana Limited” and the secondary name in Chinese of the Company from “脈資資源集團有限公司” to “曼納有限公司” 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.”

12. “**THAT** the proposed amendments to the existing bye-laws of the Company (the “Proposed Amendments”), details of which are set out in the section headed “APPENDIX III(A) – AMENDMENTS TO BYE-LAWS” in the circular of the Company dated 7 June 2023, be and are hereby approved and confirmed; and any one or more of the directors of the Company or the company secretary of the Company be and is/are hereby authorised to execute all such documents and do all such other acts and things as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to effect the Proposed Amendments and any of the foregoing.”

By Order of the Board
M-Resources Group Limited
Leung Ka Ho
Company Secretary

Hong Kong, 7 June 2023

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
35/F, Two Pacific Place
88 Queensway, Admiralty
Hong Kong

Notes:

- (1) 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, 27 June 2023 to Friday, 30 June 2023 (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 the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 26 June 2023.
- (2) The AGM will be conducted via electronic means (through a live webcast) which can be accessed from a computer, tablet or any browser enabled device. The Shareholders and/or their proxy will NOT be able to attend the AGM in person and can only view and listen to the live webcast of the AGM via electronic means from the start of the AGM until its conclusion. To access the live webcast, the Shareholders will need to register with the Company by sending an email to info@m-resources.com.hk and provide the following particulars: (a) full name; (b) registered address; (c) number of Shares held; (d) Hong Kong identity card number/passport number (in case of natural person)/company registration number (in case of body corporate); (e) contact telephone number; and (f) email address, at least 5 clear business days before the date of the AGM or any adjournment thereof to enable the Company to verify the Shareholders’ status. Authenticated Shareholders will receive an email confirmation which contains a link to join the live webcast of the AGM.

All resolutions at the AGM will be decided on a poll. Shareholders may vote by proxy in advance of the AGM. Shareholders who wish to vote on the resolutions should appoint the chairperson of the AGM as his/her/its proxy to exercise the right to vote at the AGM in accordance with his/her/its instructions. The proxy form is posted to Shareholders together with this circular and may also be downloaded from the Company’s website at www.m-resources.com.hk. For Shareholders who are not

registered Shareholders (e.g. the Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), they should consult their banks or brokers or custodians for assistance in the appointment of a proxy. The proxy form should be returned to Computershare Hong Kong Investor Services Limited as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.

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 website of The Stock Exchange of Hong Kong Limited 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>.