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 International Resources Enterprise Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

INTERNATIONAL RESOURCES ENTERPRISE LIMITED
國 際 資 源 實 業 有 限 公 司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1229)

PROPOSED CHANGE OF COMPANY NAME

AND

NOTICE OF SPECIAL GENERAL MEETING

A notice for convening a special general meeting of International Resources Enterprise Limited to be held at Suites 1003-1006, 10th Floor, Two Pacific Place, 88 Queensway, Hong Kong on Monday, 19 September 2011 at 11:00 a.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the special general meeting is also enclosed.

Whether or not you are able to attend the special general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

26 August 2011

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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
"Bye-laws"	the bye-laws of the Company
"Change of Company Name"	the proposed change of name of the Company to "Nan Nan Resources Enterprise Limited" and adopt the Chinese name "南南資源實業有限公司" as the secondary name
"Company"	International Resources Enterprise Limited, an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"SGM"	the special general meeting of the Company to be held at Suites 1003-1006, 10th Floor, Two Pacific Place, 88 Queensway, Hong Kong on Monday, 19 September 2011 at 11:00 a.m., a notice of which is set out on pages 5 to 6 of this circular
"Share(s)"	the ordinary share(s) of HK$0.10 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

INTERNATIONAL RESOURCES ENTERPRISE LIMITED
國 際 資 源 實 業 有 限 公 司

(Incorporated in Bermuda with limited liability)

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Directors:
Ms. Lo Fong Hung *(Chairperson and Managing Director)*
Mr. Wang Xiangfei
Mr. Kwan Man Fai
Mr. Lam Ka Wai, Graham#
Mr. Wong Man Hin, Raymond#
Mr. Chan Yiu Fai, Youdey#

Independent non-executive Director

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business:
Suites 1003-1006, 10th Floor
Two Pacific Place
88 Queensway
Hong Kong

26 August 2011

To the Shareholders

Dear Sir or Madam

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information with respect to the resolution to be proposed at the SGM for the Change of Company Name and to give you the notice of convening the SGM.

PROPOSED CHANGE OF COMPANY NAME

On 25 August 2011, the Board announced that it proposed to change the name of the Company to "Nan Nan Resources Enterprise Limited" and adopt the Chinese name "南南資源實業有限公司" as the secondary name of the Company.

REASONS FOR THE CHANGE OF COMPANY NAME

The Company has changed its name earlier this year after obtaining the formal approval from the Registrar of Companies in both Bermuda and Hong Kong. Recently, the Company found that there are some similar names in the market. The Board considers that it is in the best interest of the Company and the Shareholders as a whole to change the Company's name again in order to differentiate the Company's business from those of the others.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the satisfaction of the following conditions:

(a) the passing of a special resolution by the Shareholders at the SGM; and

(b) the approval by the Registrar of Companies in Bermuda for the use of the proposed new English name and Chinese name by the Company.

The Change of Company Name will take effect from the date of entry of the new names of the Company on the register maintained by the Registrar of Companies in Bermuda in place of the existing names. The Company will then carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

EFFECTS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the holders of securities of the Company. All existing certificates of securities in issue bearing the present name of the Company shall, after the Change of Company Name having become effective, continue to be evidence of title to such securities of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing certificates of securities of the Company for new certificates bearing the new names of the Company.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM, the effective date of the Change of Company Name and the new stock short name of the Shares on the Stock Exchange.

SGM

The notice of the SGM is set out on pages 5 to 6 of this circular.

According to bye-law 66 of the Bye-laws, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by, among others, the chairperson of such meeting. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. In order to comply with the Listing Rules, the chairperson of the SGM will demand a poll for the special resolution put to the vote at the SGM pursuant to bye-law 66 of the Bye-laws. The poll results of the SGM will be published on the websites of the Stock Exchange and the Company after the SGM.

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 return the same to the Company's Hong Kong branch share registrar, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed 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 at the SGM or any adjournment thereof if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

RECOMMENDATION

The Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole, and so recommends the Shareholders to vote in favour of the special resolution to be proposed at the SGM.

Yours faithfully
For and on behalf of the Board
International Resources Enterprise Limited
Wang Xiangfei
Executive Director

INTERNATIONAL RESOURCES ENTERPRISE LIMITED
國際資源實業有限公司

(Incorporated in Bermuda with limited liability)

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NOTICE IS HEREBY GIVEN THAT a special general meeting of International Resources Enterprise Limited (the "**Company**") will be held at Suites 1003-1006, 10th Floor, Two Pacific Place, 88 Queensway, Hong Kong on Monday, 19 September 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as special resolution:

SPECIAL RESOLUTION

"**THAT** subject to and conditional upon the approval of the Registrar of Companies of Bermuda being obtained, the English name of the Company be changed to "Nan Nan Resources Enterprise Limited" and the Chinese name of "南南資源實業有限公司" be adopted as the secondary name of the Company, and **THAT** the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the aforesaid change of name and adoption of the Chinese name as the secondary name of the Company."

By order of the Board
International Resources Enterprise Limited
Wang Xiangfei
Executive Director

Hong Kong, 26 August 2011

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or, if he is a holder of more than one share, proxies to attend and vote in his stead. A proxy need not be a member of the Company.

2. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders 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. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time for holding of the meeting or adjourned meeting.

4. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the special resolution will be voted by way of poll.