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**G-Resources Group Limited**

**國際資源集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1051)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 29 MAY 2015 AT 10:00 A.M.**

The Board is pleased to announce that the AGM was held on 29 May 2015 at 10:00 a.m. and all the resolutions set out in the Notice were duly passed by the Shareholders by way of poll at the AGM.

References are made to the notice of the AGM (the “**Notice**”) and the circular of G-Resources Group Limited (the “**Company**”) dated 23 April 2015 (the “**Circular**”) in relation to, inter alia, (1) the receipt and consideration of the audited consolidated financial statements and reports of the Directors and auditors of the Company for the year ended 31 December 2014; (2) the re-election of Directors and the authorisation to the Board to fix the remuneration of the Directors; (3) the re-appointment of auditors of the Company and the authorisation to the Board for fixing their remuneration; (4) the granting of a general mandate to the Directors to issue new Shares; (5) the granting of a general mandate to the Directors to repurchase Shares; (6) the extension of the general mandate granted to the Directors to issue Shares by the number of Shares repurchased; and (7) the approval of the payment of a final dividend of HK0.48 cents per Share in respect of the year ended 31 December 2014 with an option for scrip dividend under the Scrip Dividend Scheme. Terms used herein shall have the same meanings as defined in the Circular, unless the context otherwise requires.

## Results of the AGM

The Board is pleased to announce that at the AGM, all the resolutions set out in the Notice were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the total number of Shares in issue was 26,490,076,130 Shares, which represented the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. No Shareholder was required to abstain from voting on any of the resolutions at the AGM. No Shareholder was entitled to attend but was required to vote only against any of the resolutions at the AGM.

The Company's branch share registrar in Hong Kong, Union Registrars Limited, was appointed as scrutineer for the vote-taking at the AGM. Set out below are the poll results in respect of the resolutions proposed at the AGM:

<i>Ordinary Resolutions</i>		<i>Number of Shares voted and approximate percentage of total number of votes cast</i>	
		<i>For</i>	<i>Against</i>
1.	To receive and consider the audited consolidated financial statements and reports of the Directors and auditors of the Company for the year ended 31 December 2014.	17,753,209,021 100.0000%	0 0.0000%
2.	(i) To re-elect Mr. Chiu Tao as a Director.	15,674,790,688 88.2927%	2,078,418,333 11.7073%
	(ii) To re-elect Mr. Ma Xiao as a Director.	17,635,926,492 99.3528%	114,878,008 0.6472%
	(iii) To re-elect Dr. Or Ching Fai as a Director.	13,691,748,850 77.1227%	4,061,460,171 22.8773%
	(iv) To authorise the Board to fix the remuneration of the Directors.	17,736,495,862 99.9059%	16,713,159 0.0941%
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration.	17,753,194,021 99.9999%	15,000 0.0001%
4.	To grant a general mandate to the Directors to issue new Shares.	12,083,606,945 68.3338%	5,599,602,076 31.6662%
5.	To grant a general mandate to the Directors to repurchase Shares.	17,683,194,021 99.9999%	15,000 0.0001%

Ordinary Resolutions		Number of Shares voted and approximate percentage of total number of votes cast	
		For	Against
6.	To extend the general mandate granted to the Directors to issue Shares by the number of Shares repurchased.	12,230,531,932 69.1647%	5,452,677,089 30.8353%
7.	To approve the payment of a final dividend of HK0.48 cents per Share in respect of the year ended 31 December 2014 with an option for scrip dividend under the Scrip Dividend Scheme.	17,753,194,021 99.9999%	15,000 0.0001%

Note:

The full text of the resolutions proposed at the AGM was set out in the Notice, a copy of which is also set out in the Circular.

As more than 50% of the votes were casted in favour of each of the resolutions, all the resolutions proposed at the AGM were duly passed as ordinary resolutions of the Company by way of poll.

By Order of the Board  
**G-Resources Group Limited**  
**Peter Geoffrey Albert**  
Chief Executive Officer

Hong Kong, 29 May 2015

As at the date of this announcement, the Board comprises:

- (i) Mr. Chiu Tao, Mr. Owen L Hegarty, Mr. Peter Geoffrey Albert, Mr. Ma Xiao, Mr. Wah Wang Kei, Jackie and Mr. Hui Richard Rui as executive Directors; and  
(ii) Dr. Or Ching Fai, Ms. Ma Yin Fan and Mr. Leung Hoi Ying as independent non-executive Directors.

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\* For identification purpose only.