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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)

Morgan Stanley

Financial Adviser to G-Resources

**VERY SUBSTANTIAL DISPOSAL
DISPOSAL OF INTEREST IN THE MARTABE MINE
AND OTHER COMPANIES**

RESUMPTION OF TRADING

The Board is pleased to announce that, after trading hours on 3 November 2015, G-Resources, the Seller, Top Gala, ARS, the Buyer, SubCo and TopCo entered into the Sale and Purchase Agreement in respect of the disposal of G-Resources' interest in the Martabe Mine and certain of its subsidiaries. In particular, the parties have conditionally agreed that, among others, (i) SubCo will acquire the Company Shares from the Seller; (ii) the Buyer will acquire the FinCo Shares from Top Gala; (iii) the Buyer will acquire the Assigned FinCo Loan from G-Resources; and (iv) the Buyer will accept a novation of all the Seller's obligations and liabilities under the ARS Loan from the Seller. The Buyer, TopCo and SubCo are entities ultimately owned as to 61.4% by funds managed by EMR, 20.6% by funds and accounts managed by Farallon, 11% by an investment holding vehicle ultimately controlled by Mr. Martua Sitorus and 7% by an investment holding vehicle ultimately controlled by members of the family of Mr. Robert Budi Hartono and Mr. Michael Bambang Hartono, respectively.

* *For identification purpose only*

Pursuant to the Sale and Purchase Agreement, the total consideration for the above transactions will be the Initial Purchase Price and, if the Gold Fix Target is met, the Contingent Payment. The Initial Purchase Price consists of (i) the FinCo Shares Consideration of approximately US\$307,000,000, (ii) the FinCo Loan Consideration of approximately US\$94,200,000 and (iii) the Company Purchase Price of approximately US\$373,800,000.

The Transaction constitutes a very substantial disposal for G-Resources under the Listing Rules and is therefore subject to the approval of the Shareholders at an SGM.

An SGM will be convened and held for Shareholders to consider and, if thought fit, to approve the Transaction Documents and the transactions contemplated thereunder.

A Circular containing, among others, details of the Transaction and the notice of an SGM will be dispatched to the Shareholders in compliance with the Listing Rules as soon as possible.

Shareholders and potential investors should note that Completion of the Transaction is subject to, among other things, the satisfaction of the conditions precedent, and may or may not proceed. Accordingly, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of G-Resources.

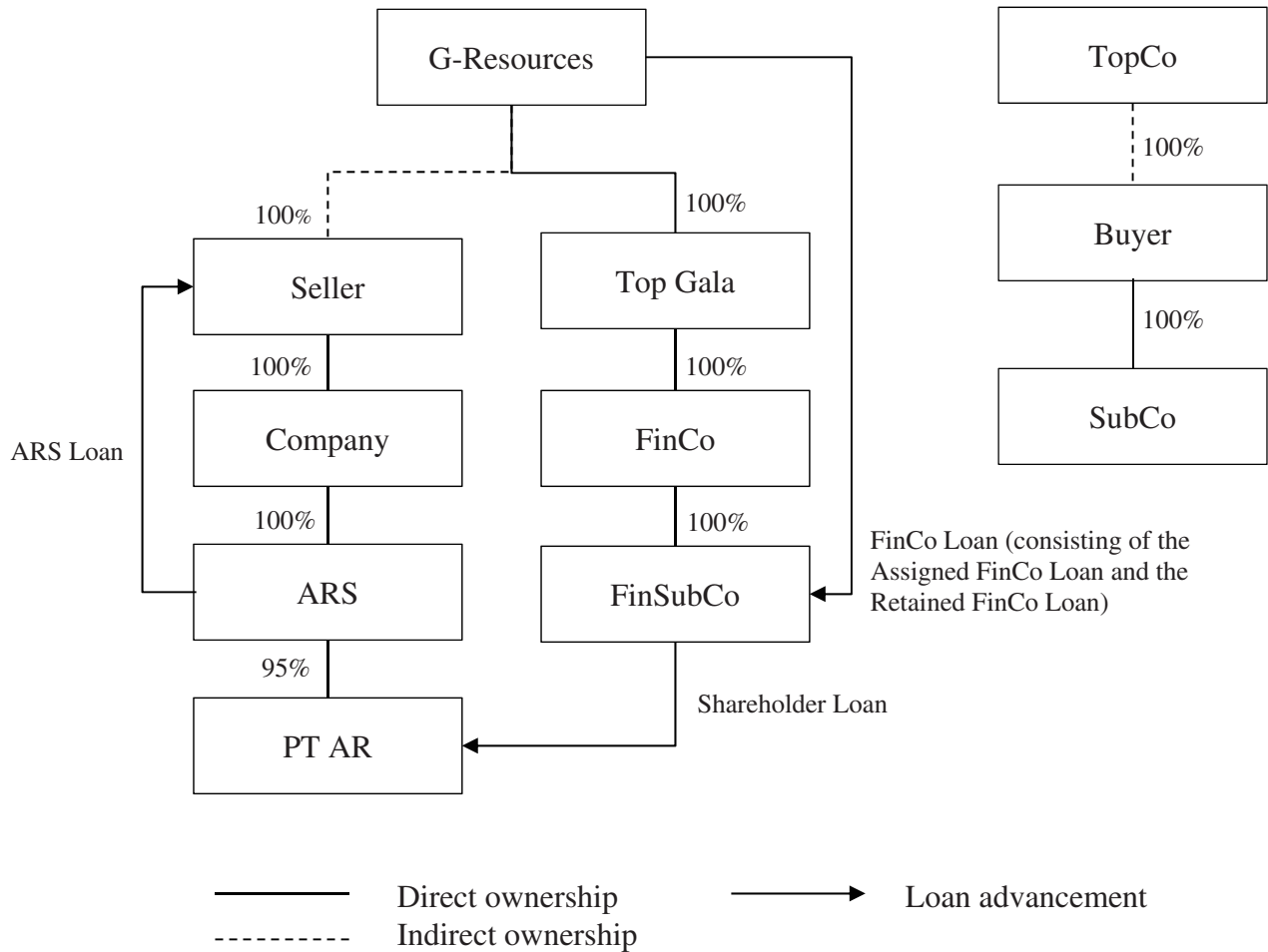
(A) INTRODUCTION

The Board is pleased to announce that, after trading hours on 3 November 2015, G-Resources, the Seller, Top Gala, ARS, the Buyer, SubCo and TopCo entered into the Sale and Purchase Agreement in respect of the disposal of G-Resources' interest in the Martabe Mine and certain of its subsidiaries. In particular:

- (a) SubCo has conditionally agreed to acquire the Company Shares from the Seller;
- (b) the Buyer has conditionally agreed to acquire the FinCo Shares from Top Gala;
- (c) the Buyer has conditionally agreed to acquire the Assigned FinCo Loan from G-Resources; and
- (d) the Buyer has conditionally agreed to accept the novation of all of the Seller's obligations and liabilities under the ARS Loan from the Seller.

Pursuant to the Sale and Purchase Agreement, the total consideration for the above transactions is the aggregate of (i) the Initial Purchase Price and (ii) if the Gold Fix Target is met, the Contingent Payment.

Set out below are simplified structure diagrams illustrating the relationship between the relevant entities involved in the Transaction:



(B) THE SALE AND PURCHASE AGREEMENT

1. Date: 3 November 2015

2. Parties:

| | |
|--------------|---|
| G-Resources: | G-Resources Group Limited |
| ARS: | Agincourt Resources (Singapore) Pte. Ltd. |
| Seller: | Maxter Investments Limited |

| | |
|-----------|-----------------------------------|
| Top Gala: | Top Gala Development Limited |
| Buyer: | Marlin Enterprise Limited |
| SubCo: | Marlin Australia Holdings Pty Ltd |
| TopCo: | Marlin Group Limited |

The Seller and ARS are indirect wholly-owned subsidiaries of G-Resources and Top Gala is a direct wholly-owned subsidiary of G-Resources.

The Buyer, TopCo and SubCo are entities ultimately owned as to 61.4% by funds managed by EMR, 20.6% by funds and accounts managed by Farallon, 11% by an investment holding vehicle ultimately controlled by Mr. Martua Sitorus and 7% by an investment holding vehicle ultimately controlled by members of the family of Mr. Robert Budi Hartono and Mr. Michael Bambang Hartono, respectively.

G-Resources has agreed to provide an unconditional guarantee to the Buyer and SubCo to guarantee the due and punctual performance of all obligations and the payment of all liabilities of the Seller and Top Gala under each Transaction Document.

3. **Assets and interest to be disposed of**

The Company is an indirect wholly-owned subsidiary of G-Resources and an investment holding company. Through its subsidiaries, the Company indirectly owns 95% of the shares in PT AR, which engages in the Mining Business, including selling minerals extracted from the Martabe Mine to third parties pursuant to the CoW. At Completion, the Company Shares will be sold to SubCo, as a result of which the Remaining Group will cease to engage in any Mining Business.

FinCo is an indirect wholly-owned subsidiary of G-Resources and investment holding company that owns 100% of the shares in FinSubCo, which has provided the Shareholder Loan to PT AR. At Completion, the Buyer will acquire the FinCo Shares from Top Gala. An amount of approximately US\$94,200,000, being the FinCo Loan minus the Retained FinCo Loan will be assigned by G-Resources to the Buyer (the “**Assigned FinCo Loan**”). The non-assigned and remaining portion of the FinCo Loan (the “**Retained FinCo Loan**”) of US\$80,000,000 (or such amount otherwise mutually agreed by the Buyer and Seller prior to Completion) will continue to be owed by FinSubCo to G-Resources and repaid by way of post-Completion cash balance and working capital entitlements from PT AR.

4. Consideration

The Initial Purchase Price has three components and will be allocated as follows:-

- (a) an amount of approximately US\$307,000,000 will be payable to Top Gala for the purchase of the FinCo Shares by the Buyer, which is equal to the dollar value of the issued share capital of FinCo as at the date of the Sale and Purchase Agreement (the “**FinCo Shares Consideration**”);
- (b) an amount of approximately US\$94,200,000 will be payable to G-Resources for the assignment of the Assigned FinCo Loan to the Buyer, which is equal to the balance (including principal and interest) of the Assigned FinCo Loan as at the Completion Date (the “**FinCo Loan Consideration**”); and
- (c) an amount of approximately US\$373,800,000 will be payable to the Seller for the Company Shares, which is equal to the Initial Purchase Price minus (a) and (b) (the “**Company Purchase Price**”).

The Initial Purchase Price shall be settled in cash and paid in full by the Buyer to the Seller at Completion, which will be paid out of the Buyer’s committed equity and external debt facilities. A one-off Contingent Payment will become payable by TopCo to the Seller on 31 December 2019 if the Gold Fix Target is achieved. Please see section 5 of this Part (B) below for further details of the Contingent Payment.

The total consideration was determined on normal commercial terms between the parties to the Sale and Purchase Agreement after arm’s length negotiations, taking into account commodity prices, the level of mineral resources and reserves available in the Martabe Mine, and the remaining working life of the Martabe Mine. The Board considers that the terms of the offer from the Buyer are fair and reasonable and the Disposal is in the interest of the Shareholders as a whole, with an estimated gain of approximately US\$36,000,000 (or US\$166,000,000 if the Contingent Payment is ultimately received) before transaction expenses, taking into account certain amounts of working capital adjustments pursuant to the Sale and Purchase Agreement. Please note that such estimated gains are based on the unaudited figures of 30 June 2015 and it would be subject to change upon the date of Completion. Please see Part (I) below for further details of the financial effect of the Disposal.

5. Contingent Payment

If the Gold Fix Target is met, a one-off Contingent Payment will become payable by TopCo to the Seller on 31 December 2019. TopCo has agreed to provide G-Resources and the Seller certain protections that it will be able to pay the Contingent Payment when the Gold Fix Target is achieved. The Contingent Payment is expected to be financed by the cash generated from normal business operations of the Martabe Mine after Completion, debt facilities and/or the raising of equity capital.

6. Conditions Precedent

Completion is conditional upon:

- (a) the Buyer or SubCo obtaining the FIRB Approval in relation to the acquisition of the Company Shares;
- (b) the Shareholders approving the Transaction and the entry into and performance of each of the Transaction Documents;
- (c) no insolvency event having occurred to and no breaches of any obligations under the Transaction Documents by G-Resources or any of its subsidiaries;
- (d) no temporary restraining order, preliminary or permanent injunction or other order which is sought to prevent, challenge or materially delay the acquisition by the SubCo of the Company Shares and by the Buyer of FinCo Shares is made or issued by a court of competent jurisdiction in the British Virgin Islands, Singapore, Hong Kong, Indonesia or Australia in a proceeding or action brought by a Regulatory Authority; and no temporary restraining order, preliminary or permanent injunction, order, request or communication having the same effect or purpose is made or issued by a Regulatory Authority; and
- (e) no Material Adverse Change having occurred between 31 December 2014 and the Completion Date.

7. Deposit and Escrow

G-Resources, Top Gala, the Seller, the Buyer and SubCo have entered into the Deposit Agreement with the Escrow Agent. Pursuant to the Deposit Agreement, the Buyer agreed to pay the Deposit to the Escrow Agent within 10 Business Days of the publication of this announcement.

Pursuant to the Sale and Purchase Agreement, the Deposit, together with any interest accrued thereon, will be released by the Escrow Agent to the Seller:

- (a) upon Completion;
- (b) if the Buyer or SubCo fails to obtain the FIRB Approval;
- (c) if the Buyer or SubCo breaches their obligations to pay any part of the Initial Purchase Price when required and such breach is not remedied by the Buyer or SubCo before the earlier of (A) 10 Business Days from when Completion would otherwise have occurred and (B) the End Date; or
- (d) if all conditions precedent are satisfied or waived but Completion does not occur due solely to the wilful breach or default on the part of the Buyer or SubCo in performing their obligations to effect Completion in accordance with the Sale and Purchase Agreement.

If Completion does not occur by the End Date or the Sale and Purchase Agreement is terminated before Completion for reasons other than (a) to (d) above, the Deposit and any interest accrued thereon will be returned to the Buyer.

8. Exclusivity

Between the date of the Sale and Purchase Agreement and the earlier of the Completion Date and the End Date, G-Resources must terminate all discussions with any person other than the Buyer and SubCo in relation to any proposal that competes with the Transaction. However, this does not prevent G-Resources from negotiating or discussing with any third party that has made an unsolicited written offer, the terms of which the Directors believe in good faith constitutes a Superior Proposal.

In addition, G-Resources agrees to promptly notify the Buyer and disclose the terms of any competing proposal it receives before Completion. The Buyer will be provided at least 15 Business Days to make adjustment to the terms and conditions of the Transaction Documents to match with such proposal. G-Resources will not enter into any definitive agreement in relation to such proposal before the expiry of such 15-Business-Day period.

9. Termination

The Transaction may be terminated at any time prior to Completion or the End Date on, among others, any of the following grounds: (i) mutual written consent of all parties; (ii) any party being incapable of satisfying the conditions precedent to Completion; (iii) G-Resources or any of its subsidiaries agreeing to or entering into a definitive agreement in relation to a competing proposal; (iv) the Buyer, despite having used all reasonable endeavours, failing to obtain debt financing from its lenders within 10 Business Days of the publication of this announcement; or (v) the Buyer failing to pay the Deposit to the Escrow Agent within 10 Business Days of the publication of this announcement.

10. Termination Payment

G-Resources agrees to pay the Buyer a termination payment of US\$35,000,000 (representing approximately 4% of the total consideration) if the Sale and Purchase Agreement is terminated by the Buyer on any of the following grounds, provided that the Buyer has paid the Deposit and has confirmed to the Seller in writing that substantial financing costs have been incurred: (i) an SGM is not convened prior to the End Date, (ii) Shareholders' approval in respect of the Transaction is not obtained when an SGM is duly convened, (iii) after the Shareholders' approval is obtained, Completion does not occur due solely to the wilful breach or default on the part of the Seller or G-Resources; or (iv) G-Resources or any of its subsidiaries agrees to or enters into a definitive agreement in relation to a competing proposal prior to the End Date.

11. Warranties and limitations of liabilities

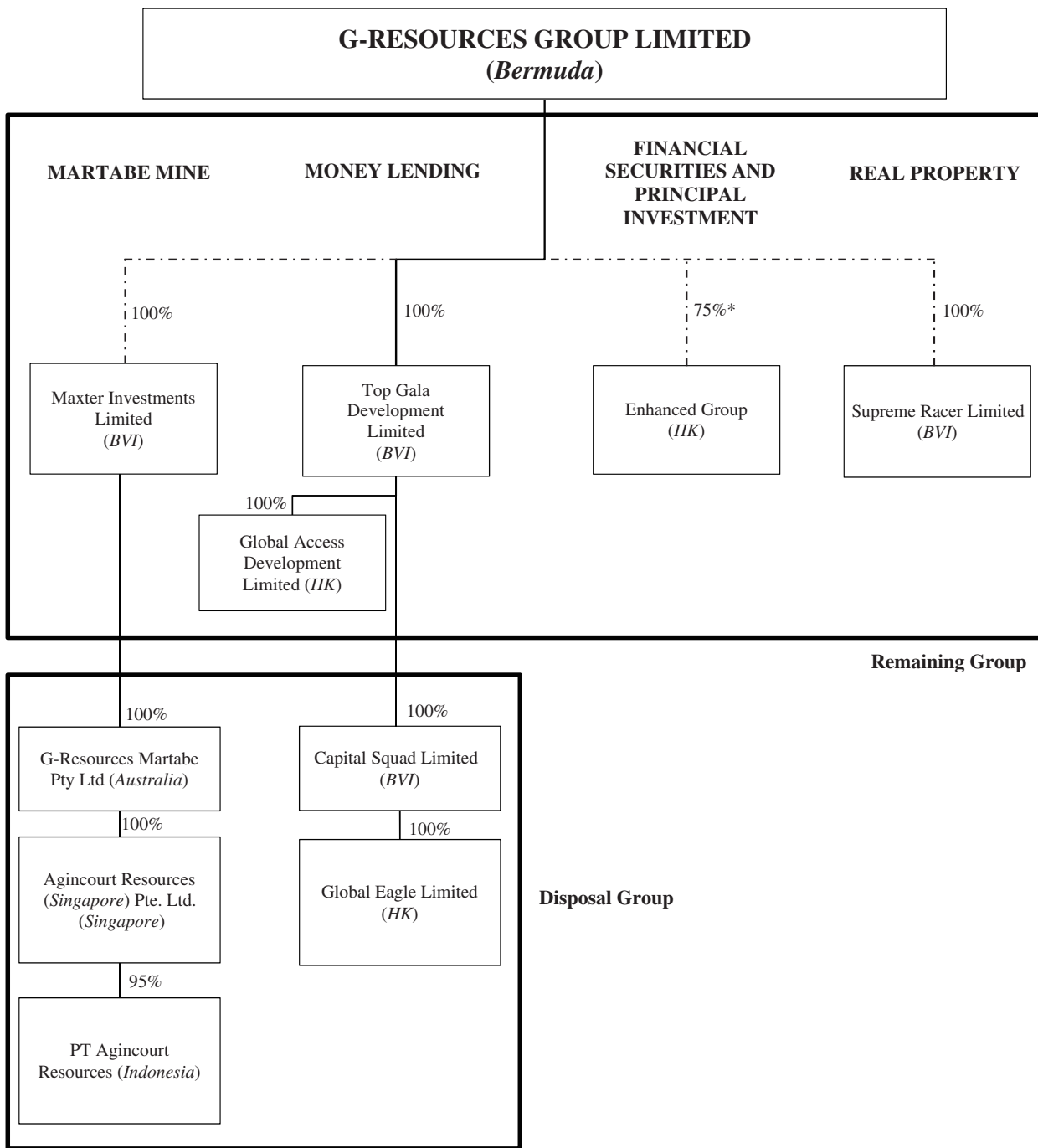
Under the Sale and Purchase Agreement, each of G-Resources, Top Gala and the Seller, as applicable, has given warranties to the Buyer and SubCo relating to, among others, the due incorporation of each of the Disposal Group Companies, title to and validity of the shares which are the subject of the Transaction, and certain other matters in relation to the CoW and properties owned by PT AR.

(C) INFORMATION ON THE G-RESOURCES GROUP

1. G-Resources

G-Resources was incorporated under the laws of Bermuda and the Shares are listed on the Main Board of the Stock Exchange. G-Resources is an investment holding company and conducts business through its subsidiaries.

As at the date of this announcement, the G-Resources Group principally engages in the Mining Business, principal investment business, money lending business and real property business. After the Disposal, the Remaining Group will no longer engage in the Mining Business, but will instead focus on financial services, including money lending and securities dealing business, principal investment business and real property business. Set out below is the shareholding structure of the G-Resources Group in connection with the Transaction:



———— Direct ownership

- - - - - Indirect ownership

* Subject to (a) the relevant approval being granted by the SFC and (b) G-Resources' conversion of convertible bonds issued by Enhanced Group

2. The Martabe Mine

The Transaction relates to the disposal of G-Resources' interest in the Martabe Mine.

The Martabe Mine is located in North Sumatra, Indonesia. The ownership and operation of the Martabe Mine is pursuant to the CoW entered into in April 1997, which defines all of the terms, conditions and obligations of both PT AR and the Government of Indonesia for the life of the CoW. According to G-Resources' annual report for the year ended 31 December 2014, the Martabe Mine had a resource base of 7.4 million ounces of gold and 70 million ounces of silver, and more than 275,000 ounces of gold and over 2.2 million ounces of silver were produced at the Martabe Mine in 2014.

(D) INFORMATION ON THE BUYER, TOPCO AND SUBCO

The Buyer, TopCo and SubCo are entities ultimately owned as to 61.4% by funds managed by EMR, 20.6% by funds and accounts managed by Farallon, 11% by an investment holding vehicle ultimately controlled by Mr. Martua Sitorus and 7% by an investment holding vehicle ultimately controlled by members of the family of Mr. Robert Budi Hartono and Mr. Michael Bambang Hartono, respectively.

The vehicle which holds interests in TopCo is EMR Capital Greenwich LLP, of which EMR is the general partner. EMR is wholly-owned and advised by EMR Capital. EMR Capital was founded in 2012 and is an investment management firm with offices in Melbourne, Sydney and the Cayman Islands. Farallon is a global institutional asset management firm founded in 1986 and is headquartered in California, and has offices in Singapore, Hong Kong, Tokyo, London and Sao Paulo. Mr. Martua Sitorus is the Executive Deputy Chairman of Wilmar International Limited. The Hartono family controls the Djarum group of Indonesia.

Mr. Owen Hegarty (“**Mr. Hegarty**”) is currently an Executive Director and Vice-Chairman of G-Resources. He owns 246,653,400 Shares and holds 136,128,850 share options in G-Resources. On a fully diluted basis, these collective equity interests would equate to approximately 1.4% of the issued share capital in G-Resources. Also, funds and accounts managed by Farallon own 108,385,200 Shares, which equate to approximately 0.4% of the issued share capital in G-Resources. Mr. Hegarty is also the Chairman and a less than 30% shareholder of EMR Capital. Other than Mr. Hegarty, none of the Directors hold any interests in EMR, EMR Capital, Farallon and the respective funds and accounts managed by them.

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Buyer, TopCo, SubCo and their ultimate beneficial owners are third parties independent of the G-Resources Group and its Connected Persons.

Mr. Hegarty is not involved in, and has been excluded from, any part of the EMR investment decision making or the G-Resources divestment decision making, and any part of the negotiations in relation to the Transaction. He is not, and will not be, entitled to any payment from G-Resources, EMR Capital or EMR that is connected with the implementation, or otherwise, of the Transaction.

(E) FINANCIAL INFORMATION OF THE DISPOSAL GROUP

Set out below is the unaudited financial information of the Disposal Group prepared in accordance with the Hong Kong Financial Reporting Standards and the Hong Kong Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants:

| | For the six months ended 31 December 2013¹ | For the year ended 31 December 2014 |
|--|--|--|
| Combined net profits before taxation and extraordinary items ² | US\$31,500,000 | US\$53,100,000 |
| Combined net profits after taxation and extraordinary items ² | US\$21,400,000 | US\$35,300,000 |

Notes:

- (1) G-Resources changed its financial year end from 30 June to 31 December with effect from 3 December 2013.
- (2) Includes intercompany interest charges.

As at 30 June 2015, the net asset value of the Disposal Group is approximately US\$725,800,000.

(F) REASONS FOR THE DISPOSAL

Before the Disposal and as at the date of this announcement, the G-Resources Group principally engages in the Mining Business, principal investment business, money lending business and real property business.

The Directors routinely review the overall business strategy and operations of G-Resources Group in order to maximize value for the Shareholders. While the Mining Business has continued to achieve positive financial results for the six months ended 30 June 2015, and financial year ended 31 December 2013 and 2014, as set out in G-Resources' interim report and annual reports in respect of such periods, it has been observed by the Directors that the significant volatility and downward movement in spot gold prices in recent months has directly affected the profitability of the Mining Business. Therefore, the Directors believe that it is an opportune time and in the best interest of the Shareholders to dispose of the Disposal Group on the terms of the Sale and Purchase Agreement and pursue a diversification strategy in order to broaden its revenue base and achieve more consistent returns for its Shareholders.

In the meantime, the Directors believe the financial services industry in Hong Kong will generate long term, stable returns compared to the Mining Business. With the Shanghai-Hong Kong Stock Connect programme launched in November 2014, as well as the proposed Shenzhen-Hong Kong Stock Connect programme, the Board believes that there will be new opportunities for the provision of a wide range of financial services in Hong Kong.

In view of these favourable conditions, G-Resources intends to utilize the proceeds from the Disposal to further expand its principal investment, financial services and real property business as well as other potential investments that would help widen the business scope and expand the revenue source for the G-Resources Group. Please see Part (H) below for further details of the business of the Remaining Group after Disposal.

Having carefully reviewed and considered the terms and conditions of the Sale and Purchase Agreement, each Director (other than Mr. Hegarty, the Vice-Chairman and an Executive Director of G-Resources, who is also the Chairman of EMR Capital) recommends to the Shareholders that the Transaction be approved (in the absence of a Superior Proposal), and that each of such Director who holds Shares will vote all those Shares in favour of the Transaction at an SGM.

(G) USE OF PROCEEDS

The pre-tax net proceeds from the Disposal, calculated based on the Initial Purchase Price net of the relevant transaction expenses, are estimated to be approximately US\$763 million.

The G-Resources Group intends to apply the proceeds from the Disposal for (i) its principal investment business, including investments in financial products and other security investments; (ii) expanding the scope of its financial services business, including its money lending and securities dealing business; (iii) real property investment of the G-Resources Group; and (iv) general working capital of the G-Resources Group.

(H) BUSINESS OF THE REMAINING GROUP AFTER DISPOSAL

The principal business segments of the Remaining Group after Completion are further described below:

1. Principal investment business

In late 2014, the G-Resources Group announced the adoption of a strategy to expand its business to include a principal investment business, the goal of which is to identify investment opportunities and to invest in different industries, including mining, to provide better risk weighted return and capital value to the G-Resources Group.

An Investment Management Committee has been established to identify, review and consider for approval different investment opportunities taking into account G-Resources Group's liquidity requirements, risk to capital and reasonable returns on investment with the risk taken.

As disclosed in G-Resources' interim results announcement dated 18 August 2015, as at 30 June 2015, the G-Resources Group was holding approximately US\$172.6 million non-cash financial assets, comprised of Hong Kong listed equity securities, senior notes, unlisted investments funds investing in real estate properties, financial products and other security investments in information technology companies on consumer business and finance industries in China. The G-Resources Group has invested approximately US\$186.6 million in the principal investment business as at 31 October 2015. During the ten months ended 31 October 2015, the G-Resources Group recorded realised and unrealised gains of approximately US\$2.2 million and interest income of approximately US\$4.3 million from the financial assets it held.

G-Resources will continue to evaluate and make suitable investments with a view to increase short and long term returns.

2. Financial services business

As disclosed in G-Resources' announcement dated 7 August 2015, G-Resources intends to extend the scope of its principal activities to include the provision of a wide range of financial services, including securities brokerage services, placing and underwriting services, corporate finance advisory services, provision of margin financing, money lending business, investment advisory and management services.

(a) Money Lending

Since June 2015, G-Resources has commenced money lending business in Hong Kong through Global Access, a wholly-owned subsidiary of G-Resources, which has successfully obtained a money lender's license in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). During the five months ended 31 October 2015, the G-Resources Group had advanced approximately US\$81.5 million to various borrowers, received approximately US\$6.4 million repayment, and recorded a revenue of approximately US\$1.9 million. As at 31 October 2015, the fixed-rate loans receivable was approximately US\$75.1 million.

Going forward, G-Resources intends to continue to expand its money lending business and focus on higher interest rate lending, which is expected to generate a new revenue stream for the G-Resources Group.

(b) Securities Dealing

G-Resources believes that Hong Kong is a leading financial centre in Asia, which will attract business opportunities in the financial services sector. Accordingly, in late August 2015, G-Resources has entered into an agreement to subscribe, at a consideration of HK\$135,000,000, for convertible bonds issued by Enhanced Financial Services Group Limited ("**Enhanced Group**"), which subscription was completed on 29 September 2015. Upon conversion of these convertible bonds, G-Resources will hold 75% of shares in Enhanced Group, which has already been in operation in Hong Kong since August 2011, and currently holds a licence to engage in type 1 (dealing in securities) regulated activities under the SFO and a money lender's licence under the Money Lenders Ordinance (Cap. 163 of the Laws of Hong Kong). Enhanced Group aims to become a leading financial services group that provides a wide range of financial services to high-net worth individuals and institutions and to become G-Resources Group's financial services flagship.

As at the date of this announcement, Enhanced Group is in the process of undertaking an internal group restructuring, upon the completion of which it is expected that Enhanced Group will, through its wholly-owned subsidiaries, engage in type 1 (dealing in securities) and type 9 (asset management) regulated activities under the SFO and licensed money lending business under the Money Lenders Ordinance (Cap. 163 of the Laws of Hong Kong). Thereafter, Enhanced Group will further apply for licenses covering additional regulated activities including type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 6 (advising on corporate finance) regulated activities under the SFO. By virtue of the above, Enhanced Group plans to (i) strengthen its underwriting capability, (ii) expand its money lending business and (iii) expand its margin financing business. As at 31 October 2015, Enhanced Group has approximately 250 clients. From April to October 2015, the value of securities dealt with by Enhanced Group averaged approximately HK\$10 billion on a monthly basis.

Under the SFO, a person (including a corporation) is required to obtain the SFC's approval in order to become a substantial shareholder of a licensed corporation within the meaning of the SFO. As at the date of this announcement, G-Resources has made such application to the SFC and is in the process of obtaining its approval. Subject to obtaining the SFC's approval, G-Resources intends to exercise its right to convert such convertible bonds into shares of Enhanced Group. G-Resources will keep the Shareholders and potential investors informed of any further developments in compliance with the Listing Rules as and when appropriate.

3. Real property business

As disclosed in G-Resources' announcement dated 11 August 2015, in line with its diversification strategy, it had entered into an agreement on 11 August 2015 for the purchase of properties through the acquisition of Supreme Racer at a consideration of HK\$780,000,000. Pursuant to the Supreme Racer Agreement, the three properties held under Supreme Racer are three office units and ten car parks located in Wanchai, Hong Kong, with an aggregate gross area of approximately 46,477 square feet and an aggregate saleable area of approximately 34,857 square feet. One of the properties is currently leased to a tenant, being an Independent Third Party for a term until 5 September 2016. The other two properties are currently leased to the same tenant for a term until 31 July 2016.

Pursuant to relevant tenancy agreements, the aggregate monthly rent for the three properties will be approximately HK\$2,022,000 (exclusive of government rates and service charges). The transaction pursuant to the Supreme Racer Agreement was completed on 16 October 2015. It is the intention of the G-Resources Group to continue to expand its property portfolio as and when appropriate investment opportunity arises.

Given the above, the Directors consider that the Remaining Group would continue to have sufficient levels of operations to warrant the continued listing of the Shares as required under Rule 13.24 of the Listing Rules upon Completion.

(I) FINANCIAL EFFECT OF THE DISPOSAL

Based on (i) the Initial Purchase Price plus payment in respect of certain amounts of working capital adjustments pursuant to the Sale and Purchase Agreement, and (ii) the unaudited consolidated net assets to be disposed of approximately US\$786,900,000 as at 30 June 2015 (without taking into consideration the effects of tax and relevant transaction expenses to be incurred), G-Resources expects that it would realise a gain on the Disposal of approximately US\$36,000,000 (or US\$166,000,000 if the Contingent Payment is ultimately received) in aggregate before transaction expenses. Shareholders should note that the actual gains or losses from the Disposal to be recorded by G-Resources shall be subject to audit and will depend on the financial information of the relevant businesses and the actual amount of the Shareholder Loan and FinCo Loan as at the date of Completion.

Upon Completion, each member of the Disposal Group shall cease to be a subsidiary of G-Resources. Their profit and loss and the assets and liabilities will no longer be consolidated into G-Resources Group's consolidated financial statements.

As at the date hereof, G-Resources has no intention to continue to engage in the Mining Business upon Completion, and will focus on (i) principal investment business, (ii) financial services business and (iii) real property business. Given the principal business of the Remaining Group after the Disposal upon Completion will have changed and the net proceeds from the Disposal will be used by the Remaining Group mainly for its operations of the above mentioned businesses, which, by their very nature, would require a substantial amount of cash and cash equivalents as well as short-dated securities in the ordinary course of business, the Directors consider that the Remaining Group would not become a cash company within the meaning of Rule 14.82 of the Listing Rules upon Completion.

(J) LISTING RULES IMPLICATIONS

As the applicable percentage ratios in respect of the Transaction calculated under Rule 14.07 of the Listing Rules exceed 75%, the Transaction constitutes a very substantial disposal for G-Resources under the Listing Rules and is therefore subject to the approval of the Shareholders at an SGM.

(K) KEY SHAREHOLDER UNDERTAKING

The Key Shareholder believes that the Transaction is in the best interests of the Shareholders and subject to the requirements under applicable laws and regulations (including the Listing Rules), has undertaken to vote all of its Shares in favour of the Transaction at an SGM.

(L) GENERAL

An SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Transaction Documents and pass the requisite resolutions to approve the Transaction. As Mr. Hegarty and Farallon have a material interest in the Transaction, Mr. Hegarty (and his associates) will, and Farallon will procure that the funds and accounts managed by it which own the 108,385,200 shares of G-Resources will, abstain from voting on the resolution in connection with the Transaction. Save as disclosed herein, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, no Shareholder has a material interest in the Transaction, and therefore, no Shareholder is required to abstain from voting on the resolution in connection with the Transaction.

A Circular containing, among other things, further information on the Transaction and the Martabe Mine and the notice of an SGM will be dispatched to the Shareholder in compliance with the Listing Rules as soon as possible.

(M) RESUMPTION OF TRADING

At the request of G-Resources, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 4 November 2015 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 23 November 2015.

DEFINITIONS

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|--------------------------|---|
| “ARS” | Agincourt Resources (Singapore) Pte. Ltd. of 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623; |
| “ARS Loan” | the loan payable by the Seller to ARS, which was an intercompany loan between the parties, the balance of which is approximately US\$56.3 million as at the date of the Sale and Purchase Agreement; |
| “Assigned FinCo Loan” | has the meaning given to it under section 3 of Part (B) of this announcement; |
| “AU\$” | Australian Dollar, the lawful currency of the Commonwealth of Australia; |
| “Board” | the board of Directors; |
| “Business Day” | a day that is not a Saturday, Sunday or public holiday and on which banks are open for business generally in Hong Kong, Indonesia, Singapore and Victoria, Australia, and, for purposes of the definition of Gold Fix, England; |
| “Buyer” | Marlin Enterprise Limited of 11/F Central Tower, 28 Queen’s Road Central, Central, Hong Kong; |
| “Circular” | one or more circular(s) to the Shareholders to be sent by G-Resources in relation to the Transaction which includes the notice convening an SGM; |
| “Company” | G-Resources Martabe Pty Ltd of Level 7, 333 Collins Street, Melbourne, Victoria, 3000, Australia; |
| “Company Purchase Price” | has the meaning given to it in section 4 of Part (B) of this announcement; |
| “Company Shares” | 1 fully paid ordinary share of AU\$1 in the issued share capital of the Company, being 100% of the issued shares of the Company; |

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|---|---|
| “Completion” | the completion of the Transaction in accordance with the Sale and Purchase Agreement; |
| “Completion Date” | the date on which Completion occurs; |
| “Connected Person” | has the meaning ascribed to it under the Listing Rules; |
| “Contingent Payment” | US\$130,000,000; |
| “CoW” | the sixth-generation contract of work between PT AR (originally established in the name of PT Danau Toba Mining) and the Government of Indonesia dated 28 April 1997 issued in accordance with the laws of Indonesia; |
| “Deed of Assignment of Assigned FinCo Loan” | the deed to be entered into by G-Resources, FinSubCo, and the Buyer at Completion in relation to the assignment of Assigned FinCo Loan; |
| “Deed of Indemnity (Tax)” | the deed to be entered into by G-Resources, Top Gala, the Seller, the Buyer and SubCo in relation to tax indemnity; |
| “Deed of Release and Termination” | the deed to terminate the intercompany loan as stipulated in the Amendment and Restatement Agreement between ARS (as lender) and PT AR (as borrower) dated 3 December 2012 and its assignment to G-Resources pursuant to an assignment between the ARS, PT AR and G-Resources dated 28 February 2013; |
| “Deposit” | US\$35,000,000; |
| “Deposit Agreement” | an agreement between G-Resources, the Seller, the Buyer, SubCo and the Escrow Agent in relation to the payment of Deposit; |
| “Directors” | director(s) of G-Resources; |
| “Disposal” | the disposal contemplated by the Transaction; |
| “Disposal Group” | the Disposal Group Companies taken as a whole; |

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| “Disposal Group Company(ies)” | the Company, FinCo and each subsidiary of the Company or FinCo including ARS, PT AR and FinSubCo; |
| “EMR” | EMR Capital GP1 Limited, which is owned and advised by EMR Capital; |
| “EMR Capital” | EMR Capital Advisors Pty Ltd; |
| “End Date” | the date that is 4 months from the date of this announcement or such other date as may be mutually agreed in writing between the Buyer and the Seller; |
| “Escrow Agent” | Deutsche Bank AG, Hong Kong branch; |
| “Farallon” | Farallon Capital Management, L.L.C., the investment adviser to the funds and accounts managed by it; |
| “FinCo” | Capital Squad Limited of P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands; |
| “FinCo Loan” | the loan payable by FinSubCo to G-Resources which was entered into between those parties in connection with the transfer by G-Resources to FinSubCo of the Shareholder Loan prior to the date of the Sale and Purchase Agreement, the balance of which is US\$174.2 million (including principal and interest) as at the date of the Sale and Purchase Agreement; |
| “FinCo Loan Consideration” | has the meaning given to it in section 4 of Part (B) of this announcement; |
| “FinCo Shares” | 50,000 ordinary shares of par value of US\$1 each in the issued share capital of FinCo, being 100% of the issued shares of FinCo; |
| “FinCo Shares Consideration” | has the meaning given to it in section 4 of Part (B) of this announcement; |

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| “FinSubCo” | Global Eagle Limited of Rooms 4501-02 & 4510, 45th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong; |
| “FIRB Approval” | written notice issued by the Australian Foreign Investment Review Board which is unconditional or subject only to conditions reasonably acceptable to the Buyer that there is no objection under the Foreign Acquisitions and Takeovers Act 1975 (Cth) or Australian foreign investment policy to the proposed acquisition by the Buyer and SubCo of an interest in the Company Shares; |
| “Global Access” | Global Access Development Limited; |
| “Gold Fix” | the price of gold set by the ICE Benchmark Administration on each Business Day in London at 3.00 p.m. (London time), expressed in US dollars per fine troy ounce, or, if the price of gold ceases to be set by the ICE Benchmark Administration prior to 1 January 2019, the price of gold set by any other person selected by Intercontinental Exchange and the London Bullion Market Association to perform this function; |
| “Gold Fix Target” | the arithmetic mean of the Gold Fix as it is published on each Business Day in London during any period of 365 consecutive calendar days between the Completion Date and 1 January 2019 is US\$1,500 or more; |
| “G-Resources” | G-Resources Group Limited; |
| “G-Resources Group” | G-Resources and each of its subsidiaries; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Independent Third Party” | third party(ies) independent of G-Resources and its Connected Persons; |

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| “Indonesia” | the Republic of Indonesia; |
| “Initial Purchase Price” | has the meaning given to it in section 4 of Part (B) of this announcement; |
| “Key Shareholder” | CST Mining Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 985) of First Floor, Caledonian House, 69 Dr. Roy’s Drive, P.O. Box 1043, George Town, Grand Cayman KY1-1102, Cayman Islands and a substantial shareholder of G-Resources within the meaning of the Listing Rules; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “Martabe Mine” | the gold and silver mine and project in Indonesia established, owned and operated by PT AR under the CoW; |
| “Material Adverse Change” | any of the following occurs after 31 December 2014: <ul style="list-style-type: none"> (a) an event, occurrence or change which individually or when aggregated with all other events, occurrences or changes occurring, discovered or announced after the date of the Sale and Purchase Agreement: (i) has diminished or is reasonably expected to diminish the net assets of the Disposal Group Companies taken as a whole by US\$110,000,000 or more; or (ii) has caused or is reasonably expected to cause a liability of US\$110,000,000 or more to the Disposal Group Companies taken as a whole that has not been provided for in the Last Accounts; but excluding any effects caused by, either alone or in combination: (i) any fluctuations in the price of gold or silver; (ii) changes in accounting standards or enforcement or interpretation thereof; (iii) any action taken by any Disposal Group Company at the written request, or with the written consent, of the Buyer or SubCo or expressly required by the Sale and Purchase Agreement; |

- (b) any change or agreement to change the written terms of the CoW;
- (c) any change in the law or regulation that affects the express terms or interpretation of the CoW;
- (d) any matter that results in, or will result in, the CoW being suspended, revoked or terminated (which has not been cured prior to the End Date); or
- (e) the occurrence of a natural catastrophe which results, or is reasonably likely to result, in the mining or production operations at the Martabe Mine being substantially interrupted for a period of at least 30 days;

“Mining Business”

the business of owning and operating the Martabe Mine, including selling minerals extracted from the Martabe Mine to third parties;

“PT AR”

PT Agincourt Resources, being a company incorporated under the laws of Indonesia, of Wisma Pondok Indah 2, Suite 1201, Jalan Sultan Iskandar Muda Kav. V-TA, Pondok Pinang, Kebayoran Baru, Jakarta Selatan, Indonesia;

“Regulatory Authority”

(a) any government or local authority and any department, minister or agency of any government; and (b) any other authority, agency, commission or similar entity having powers or jurisdiction under any law or regulation or the listing rules of any recognised stock or securities exchange;

“Remaining Group”

the G-Resources Group other than the Disposal Group;

“Retained FinCo Loan”

has the meaning given to it in section 3 of Part (B) of this announcement;

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| “Sale and Purchase Agreement” | the sale and purchase agreement dated 3 November 2015 entered into between the Seller, Buyer, SubCo, G-Resources, Top Gala, TopCo and ARS in respect of the Transaction; |
| “Seller” | Maxter Investments Limited of Portcullis TrustNet Chambers, 4th Floor Ellen Skelton Building, 3076 Sir Francis Drake Highway, Road Town, Tortola, VG1110 British Virgin Islands; |
| “SFC” | the Securities and Futures Commission of Hong Kong; |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| “SGM” | the special general meeting of G-Resources to be convened to, among other things, approve the Transaction; |
| “Share(s)” | ordinary share(s) of par value of HK\$0.01 each in the issued share capital of G-Resources; |
| “Shareholder” | Holder(s) of Share(s) |
| “Shareholder Loan” | the loan payable by PT AR to G-Resources and assigned by G-Resources to FinSubCo, the balance of which is approximately US\$457.8 million (including principal and interest and accrued interest) as at the date of Sale and Purchase agreement; |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “SubCo” | Marlin Australia Holdings Pty Ltd ACN 605 468 942 of Level 7, 333 Collins Street, Melbourne, Victoria 3000, Australia; |
| “Superior Proposal” | any bona fide proposal, offer or bid in respect of a competing proposal that is on terms more favourable to G-Resources and its Shareholders (considered as a whole) than the Transaction; |

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| “Supreme Racer” | Supreme Racer Limited, a company incorporated in the British Virgin Islands; |
| “Supreme Racer Agreement” | the sale and purchase agreement announced by G-Resources in its announcement dated 11 August 2015; |
| “Tax Authority” | any Regulatory Authority responsible for the assessment, collection, withholding or administration of tax in any country or jurisdiction including the Indonesia Taxation Office, the Inland Revenue Authority of Singapore, the Australian Taxation Office and the Inland Revenue Department of Hong Kong; |
| “TopCo” | Marlin Group Limited of 11/F Central Tower, 28 Queen’s Road Central, Central, Hong Kong; |
| “Top Gala” | Top Gala Development Limited of Portcullis TrustNet Chambers, 4th Floor Ellen Skelton Building, 3076 Sir Francis Drake Highway, Road Town, Tortola, VG1110 British Virgin Islands; |
| “Transaction” | the sale and purchase of the Company Shares and FinCo Shares, the assignment of the Assigned FinCo Loan and novation of the ARS Loan contemplated by the Sale and Purchase Agreement; |
| “Transaction Documents” | collectively, the Sale and Purchase Agreement, the Deposit Agreement, the Deed of Indemnity (Tax), the Deed of Release and Termination, the Deed of Assignment of Assigned FinCo Loan and any other document agreed by the parties in writing to be a Transaction Document for the purposes of the Sale and Purchase Agreement; |

“US\$” United States dollars, the lawful currency of the United States of America; and

“%” per cent.

By Order of the Board
G-Resources Group Limited
Chiu Tao

Chairman and Acting Chief Executive Officer

Hong Kong, 23 November 2015

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

- (i) Mr. Chiu Tao, Mr. Owen L Hegarty, 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.*