

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



G-Resources Group Limited

國際資源集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1051)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting of G-Resources Group Limited (“**G-Resources**”) will be held at Dynasty I, 7/F, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 8 March 2016 at 10:00 a.m. (the “**SGM**”) or any adjournment thereof for the purposes of considering and, if thought fit, passing with or without amendment or modification, the following resolution:

ORDINARY RESOLUTION

“**THAT** the execution, performance and implementation of the sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 3 November 2015 and entered into between G-Resources, Maxter Investments Limited (the “**Seller**”), Top Gala Development Limited (“**Top Gala**”), Agincourt Resources (Singapore) Pte. Ltd. (“**ARS**”), Marlin Enterprise Limited (the “**Buyer**”), Marlin Australia Holdings Pty Ltd (“**SubCo**”) and Marlin Group Limited in respect of the disposal of G-Resources’ interest in the Martabe Mine (as defined in the circular of G-Resources dated 18 February 2016 (the “**Circular**”)) and certain of its wholly-owned companies (a copy of which has been produced at the meeting, marked “A” and initialed by the chairman of the meeting for the purpose of identification) and described in the Circular, pursuant to which the parties have conditionally agreed that, among others, (i) SubCo will acquire the total issued share capital of G-Resources Martabe Pty Ltd from the Seller; (ii) the Buyer will acquire the total issued capital of Capital Squad Limited from Top Gala; (iii) the Buyer will acquire the Assigned FinCo Loan (as defined in the Circular) from G-Resources; and (iv) the Buyer will accept a novation of all the Seller’s obligations and liabilities under the ARS Loan (as defined in the Circular) from the Seller, pursuant to the terms and subject to the conditions set out therein and the other Transaction Documents (as

* *For identification purpose only*

defined in the Circular) and ancillary matters contemplated thereunder, be and are hereby approved, ratified and confirmed; and any one director of G-Resources be and is hereby authorised for and on behalf of G-Resources to execute from time to time all such documents, instruments, agreements and deeds and to do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary, expedient or desirable for the purpose of and in connection with the implementation of the Sale and Purchase Agreement, the other Transaction Documents and the Transaction, and to agree to such variations of the terms of the Sale and Purchase Agreement or any other Transaction Documents as he/she may in his/her absolute discretion consider necessary, expedient or desirable.”

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

Chairman and Acting Chief Executive Officer

Hong Kong, 18 February 2016

Principal Place of Business in Hong Kong:

Rooms 4501–02, 4510, 45th Floor

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

Registered Office:

Canon’s Court

22 Victoria Street

Hamilton HM 12

Bermuda

Notes:

1. A shareholder of G-Resources (“**Shareholder**”) entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote in his stead. A Shareholder who is the holder of two or more shares of G-Resources (“**Shares**”) may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
2. Where there are joint registered holders of any Share, any one such person may vote at the SGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of shareholders of G-Resources in respect of such Share shall alone be entitled to vote in respect thereof.

3. In order to be valid, the form of proxy when duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to G-Resources' branch share registrar in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Unless otherwise announced by G-Resources, the SGM will be held as scheduled even when Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force on the date of the SGM.

Shareholders should decide on their own whether they would attend the SGM under bad weather conditions bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the board of G-Resources 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 of G-Resources; and*
- (ii) *Dr. Or Ching Fai, Ms. Ma Yin Fan and Mr. Leung Hoi Ying as independent non-executive directors of G-Resources.*