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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)

**VERY SUBSTANTIAL DISPOSAL – DISPATCH OF CIRCULAR;
UNAUDITED FINANCIAL INFORMATION FOR THE NINE MONTHS
ENDED 30 SEPTEMBER 2015 AND PRO FORMA FINANCIAL
INFORMATION OF THE REMAINING GROUP**

References are made to: (i) the announcement of G-Resources Group Limited (“**G-Resources**”) dated 23 November 2015 in relation to, among other things, the proposed disposal of G-Resources’ interest in the Martabe Mine and certain of its subsidiaries, which constitutes a very substantial disposal under Chapter 14 of the Listing Rules; and (ii) the announcements of G-Resources dated 7 December 2015 and 29 January 2016 in relation to the delay in dispatch of the Circular (as defined below). Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

DISPATCH OF CIRCULAR

The Board is pleased to announce that a circular (the “**Circular**”) containing, among other things, (i) information on the terms and conditions of the Sale and Purchase Agreement and other Transaction Documents; (ii) information on the Disposal Group Companies and the Martabe Mine (including the Competent Person’s Report); (iii) information on the Remaining Group; (iv) unaudited condensed consolidated financial information of the Disposal Group Companies and the unaudited pro forma financial information of the Remaining Group; (v) the financial and trading effect of the Transaction on the G-Resources Group; and (vi) a notice convening the SGM, has been dispatched to Shareholders on 18 February 2016.

The SGM will be convened and held for Shareholders to consider and, if thought fit, approve the Transaction and the Transaction Documents 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 details of which are set out in the notice of SGM contained in the Circular.

UNAUDITED FINANCIAL INFORMATION FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2015 AND PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP

Shareholders and potential investors' attention is drawn to: (i) Appendix I of the Circular, which contains certain unaudited financial information and operating data of the Remaining Group for the nine months ended 30 September 2015; (ii) Appendices II and III of the Circular, which contain certain unaudited condensed consolidated financial information of the GRM Group and the FinCo Group, respectively, for the nine months ended 30 September 2015; and (iii) Appendix IV of the Circular, which contains unaudited pro forma financial information of the Remaining Group. Such financial information has not previously been published by G-Resources prior to the date of the Circular, and has been included in the Circular in compliance with Rule 14.68(2)(a) of the Listing Rules, which requires, among others, that financial information to be included in the Circular of either the business, company or companies being disposed of, or the listed issuer's group with the business, company or companies being disposed of shown separately as a disposal group, must be in respect of a period ended 6 months or less before the date of issue of the Circular.

Shareholders and potential investors should note that Completion of the Transaction is subject to, among other things, the fulfillment of certain 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.

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

Chairman and Acting Chief Executive Officer

Hong Kong, 18 February 2016

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 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.*

* *For identification purpose only*