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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 SPECIAL GENERAL MEETING HELD ON 8 MARCH 2016 AT 10:00 A.M. IN RELATION TO THE DISPOSAL OF INTEREST IN THE MARTABE MINE AND OTHER COMPANIES**

The Board is pleased to announce that the SGM was held on 8 March 2016 at 10:00 a.m. and the resolution set out in the Notice was duly passed by the Shareholders by way of poll at the SGM.

References are made to the notice of the SGM (the “**Notice**”) and the circular of G-Resources Group Limited (“**G-Resources**”) dated 18 February 2016 (the “**Circular**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

#### **RESULTS OF THE SGM**

The Board is pleased to announce that at the SGM, the resolution set out in the Notice was duly passed by the Shareholders by way of poll.

As at the date of the SGM, the total number of Shares in issue was 26,564,478,210 Shares. As disclosed in the Circular, as Mr. Hegarty and Farallon have a material interest in the Transaction, Mr. Hegarty (and his associates, who own and control the voting rights in respect of 246,653,400 Shares, equating to approximately 0.92% of the issued share capital in G-Resources) and Farallon (whose funds and accounts managed by it own and control the voting rights in respect of 108,385,200 Shares, equating to approximately 0.4% of the issued share capital of G-Resources) have abstained 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 enquiries, no other

Shareholder was required to abstain from voting on the resolution at the SGM. As a result, the total number of Shares entitling the Shareholders to attend and vote for or against the proposed resolution at the SGM was 26,209,439,610 Shares, representing approximately 98.66% of the total issued share capital of G-Resources. No Shareholder was entitled to attend but was required to vote only against of the resolution at the SGM.

The total number of Shares present and voting (either in person or by proxy) at the SGM was 21,653,850,752.

G-Resources' branch share registrar in Hong Kong, Union Registrars Limited, was appointed as scrutineer for the vote-taking at the SGM. Set out below are the poll results in respect of the resolution proposed at the SGM:

<b>Ordinary Resolution set forth in the Notice</b>		<b>Number of Shares voted and approximate percentage of total number of votes present and cast at the SGM</b>	
		<b>For</b>	<b>Against</b>
1.	To approve, ratify and confirm the execution, performance and implementation of the Sale and Purchase Agreement, the other Transaction Documents and the Transaction and ancillary matters contemplated thereunder, details of which are set out in the circular of G-Resources dated 18 February 2016 to the shareholders of G-Resources (the "Circular"); and that 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.	12,737,411,932 58.8228%	8,916,438,820 41.1772%

Note:

The full text of the resolution proposed at the SGM 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 the resolution, the resolution proposed at the SGM was duly passed as ordinary resolution of G-Resources by way of poll.

The Transaction is conditional upon the fulfilment of the conditions set out in the section headed "The Sale and Purchase Agreement – 6. Conditions Precedent" of the Circular including, among others, the Shareholders approving at the SGM the Transaction and the entry into and performance of each of the Transaction Documents. Such approval at the SGM has been obtained at the date of this announcement.

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

*Chairman and Acting Chief Executive Officer*

Hong Kong, 8 March 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; 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*