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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)

**PROVISION OF FINANCIAL ASSISTANCE
CONSTITUTING A DISCLOSEABLE TRANSACTION**

The Board wishes to announce that on 21 April 2016, GRIL, a wholly-owned subsidiary of the Company, entered into a loan agreement with the Borrower, pursuant to which, GRIL has agreed to make available to the Borrower a term loan facility of up to HK\$600,000,000 subject to and upon the terms and conditions therein contained.

As some of the relevant percentage ratios for the Transaction calculated under Rule 14.07 of the Listing Rules are more than 5% but less than 25%, the Transaction constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

THE LOAN AGREEMENT DATED 21 APRIL 2016

Parties:

1. GRIL as the lender; and
2. the Borrower as the borrower

The Borrower is a property holding company incorporated in Hong Kong with limited liability. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, the Borrower and its ultimate beneficial owner are third parties independent of the Company and connected persons of the Company.

Loan amount:

Up to HK\$600,000,000.

Interest rate:

12% per annum, payable semi-annually in advance on the first day of each interest period. Such rate was arrived at after arm's length negotiation between GRIL and the Borrower. The Directors consider the terms of the Transaction to be fair and reasonable.

Arrangement Fee:

HK\$1,500,000.

Facility duration:

12 months from the date of the Loan Agreement.

Security:

The Loan is secured by a second mortgage over an industrial building located in Hong Kong and a personal guarantee executed by the ultimate beneficial owner of the Borrower.

Repayment:

Without prejudice to the Lender's overriding right to demand immediate repayment, the Loan and other monies outstanding in connection with the Facility are repayable on the day falling 12 months from the date of the Loan Agreement.

REASONS FOR, AND BENEFITS OF, THE TRANSACTION

The Company is an investment holding company and its subsidiaries are principally engaged in principal investment business, money lending business, provision of financial services and real property business. The advance of the Loan to the Borrower is in the ordinary and normal course of business of the Group.

Since the terms of the Loan Agreement reflect the normal commercial terms of transactions of this nature and the market value of the mortgaged property far exceeds the aggregate of the loans advanced under the Loan Agreement and another agreement entered into by the Borrower with an independent third party lender, the Directors consider the Transaction to be in the interest of the Company and the Shareholders as a whole as it could provide the Group with stable revenue and cashflow stream.

GENERAL

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DEFINITIONS

In this announcement, the following terms shall have the meanings set opposite them unless the context requests otherwise:

"Board"	the board of Directors;
"Borrower"	a company incorporated in Hong Kong with limited liability;
"Company"	G-Resources Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange;
"Director(s)"	the director(s) of the Company;

“Facility”	the term loan facility of up to HK\$600,000,000 made available by GRIL to the Borrower subject to and upon the terms and conditions of the Loan Agreement;
“GRIL”	G-Resources Investments Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company;
“Group”	the Company and its subsidiaries;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Loan”	the aggregate principal amount drawn and for the time being outstanding under the Facility;
“Loan Agreement”	the loan agreement dated 21 April 2016 between GRIL and the Borrower in relation to the provision of the Facility to the Borrower;
“Shareholder(s)”	shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Transaction”	the provision of the financial assistance to the Borrower pursuant to the Loan Agreement.

By Order of the Board
G-Resources Group Limited
Chiu Tao
Chairman and Acting Chief Executive Officer

Hong Kong, 21 April 2016

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

- (i) Mr. Chiu Tao, 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.*

** For identification purpose only*