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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)

**CLARIFICATION ANNOUNCEMENT
CHANGE OF SUBSTANTIAL SHAREHOLDER**

This announcement is made by G-Resources Group Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the voluntary announcement of the Company dated 22 May 2018 in relation to change of substantial shareholder (the “**Voluntary Announcement**”). Unless the context otherwise requires, the terms used in this announcement shall have the same meanings as those defined in the Voluntary Announcement. Subsequent to the publication of the Voluntary Announcement, the Company was informed that the purchaser of the Disposal should be PX Capital Partners L.P., which is managed by PX Capital Management Ltd., both are third parties independent of the Company and its connected persons prior to the Disposal.

Following the Disposal, PX Capital Partners L.P. currently holds 3,822,000,000 Shares, representing approximately 14.13% of the issued share capital of the Company as at the date of this announcement and has become a substantial shareholder of the Company since then.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in securities of the Company.

By Order of the Board
G-Resources Group Limited
Leung Oi Kin
Executive Director and Company Secretary

Hong Kong, 28 May 2018

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

- (i) Mr. Chiu Tao, Mr. Ma Xiao, Mr. Wah Wang Kei, Jackie, Mr. Leung Oi Kin and Mr. Leung Wai Yiu, Malcolm as executive directors of the Company; and*
- (ii) Mr. Lo Wa Kei, Roy, Mr. Chen Gong and Mr. Martin Que Meideng as independent non-executive directors of the Company.*

** For identification purpose only*