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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)

**RETIREMENT OF EXECUTIVE DIRECTORS,
WITHDRAWAL OF ORDINARY RESOLUTIONS NUMBERED 2(i) and 2(ii) AT THE AGM,
RESIGNATION OF EXECUTIVE DIRECTOR AND
CHANGE IN COMPOSITION OF NOMINATION COMMITTEE**

RETIREMENT OF EXECUTIVE DIRECTORS

Reference is made to the circular (the “**Circular**”) of G-Resources Group Limited (the “**Company**”) dated 15 May 2018 in relation to the annual general meeting to be held on Friday, 15 June 2018 (the “**AGM**”), the Notice of AGM dated 15 May 2018 (“**AGM Notice**”) and the form of proxy for use at the AGM (the “**Proxy Form**”). Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Board hereby announces that: -

1. Mr. Chiu Tao (“**Mr. Chiu**”), the chairman and acting chief executive officer of the Company, an executive Director and the chairman of the executive committee of the Company (the “**Executive Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”), will retire from office upon the conclusion of the forthcoming AGM pursuant to the Bye-laws. Mr. Chiu has decided not to offer himself for re-election as a Director at the forthcoming AGM as he wishes to devote more time to pursue his other business engagements;
2. Mr. Wah Wang Kei, Jackie (“**Mr. Wah**”), an executive Director and a member of the Executive Committee, will retire from office upon the conclusion of the forthcoming AGM pursuant to the Bye-laws. Mr. Wah has decided not to offer himself for re-election as a Director at the forthcoming AGM as he wishes to devote more time to pursue his other business engagements; and

3. Mr. Chiu will cease to be the chairman of the Executive Committee and the Nomination Committee and Mr. Wah will cease to be a member of the Executive Committee upon their respective retirement as executive Directors at the conclusion of the AGM.

WITHDRAWAL OF ORDINARY RESOLUTIONS NUMBERED 2(i) and 2(ii) AT THE AGM

Due to the retirement of Mr. Chiu and Mr. Wah, ordinary resolutions numbered 2(i) and 2(ii) in relation to their respective re-election as a Director set out in the AGM Notice and Proxy Form is no longer applicable and will not be put forward for consideration and approval by Shareholders at the AGM. Save as disclosed above, all other resolutions contained in the AGM Notice shall continue to be considered at the AGM, and the date, time and venue for holding at the AGM shall remain unchanged.

Proxy Forms lodged by Shareholders will remain valid except that no poll will be taken or counted for ordinary resolutions numbered 2(i) and 2(ii).

RESIGNATION OF EXECUTIVE DIRECTOR

The Board hereby also announces that Mr. Ma Xiao (“**Mr. Ma**”) has tendered his resignation as deputy chief executive officer of the Company, an executive Director and a member of the Executive Committee with effect from 15 June 2018 as Mr. Ma wishes to devote more time to pursue his other business engagements. Mr. Ma will cease to be a member of the Executive Committee upon his resignation as an executive Director.

CHANGE IN COMPOSITION OF NOMINATION COMMITTEE

The Board is pleased to announce that: -

1. Mr. Lo Wa Kei, Roy, an independent non-executive Director, will be appointed as the chairman of the Nomination Committee with effect from 15 June 2018; and
2. Mr. Martin Que Meideng, an independent non-executive Director, will be appointed as a member of the Nomination Committee with effect from 15 June 2018.

For the biographies of Mr. Lo Wa Kei, Roy and Mr. Martin Que Meideng, please refer to the annual report of the Company for the year ended 31 December 2017.

Mr. Chiu, Mr. Wah and Mr. Ma have confirmed that they have no claim against the Company in respect of fees or compensation for loss of office and they have no disagreement with the Board. Save as disclosed above, there is no matter relating to retirement of Mr. Chiu and Mr. Wah and resignation of Mr. Ma that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Chiu, Mr. Ma and Mr. Wah for their valuable contributions to the Company during their tenure of service.

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

Hong Kong, 31 May 2018

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

- (i) Mr. Chiu Tao, Mr. Wah Wang Kei, Jackie, Mr. Ma Xiao, 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*