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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 ANNUAL GENERAL MEETING
HELD ON 24 JUNE 2021 AT 10:00 A.M.**

The Board is pleased to announce that the AGM was held on 24 June 2021 at 10:00 a.m. and all the resolutions set out in the notice of the AGM were duly passed by the Shareholders by way of poll at the AGM.

References are made to the notice of the AGM and the circular of G-Resources Group Limited (the “**Company**”) both dated 18 May 2021 (the “**Circular**”), the supplemental notice of the AGM and the supplemental circular to the Circular, both dated 1 June 2021 (collectively, the “**Circulars and Notices**”) in relation to, among other things, (1) the receipt and consideration of the audited consolidated financial statements and reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2020; (2) the re-election of the Directors and the authorisation to the board of Directors (the “**Board**”) to fix the remuneration of the Directors; (3) the re-appointment of auditors of the Company and the authorisation to the Board to fix their remuneration; (4) the granting of a general mandate to the Directors to issue new shares of the Company (the “**Shares**”); (5) the granting of a general mandate to the Directors to repurchase Shares; (6) the extension of the general mandate granted to the Directors to issue Shares by the number of Shares repurchased; and (7) the proposed Capital Reorganisation. Terms used herein shall have the same meanings as defined in the Circulars and Notices, unless the context otherwise requires.

Results of the AGM

The Board is pleased to announce that at the AGM, all the resolutions set out in the Circulars and Notices were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the total number of Shares in issue was 27,048,844,786 Shares, which represented the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. No Shareholder was required to abstain from voting on any of the resolutions at the AGM. No Shareholder was entitled to attend but was required to vote only against any of the resolutions at the AGM.

The Company's branch share registrar in Hong Kong, Union Registrars Limited, was appointed as scrutineer for the vote-taking at the AGM. Set out below are the poll results in respect of the resolutions proposed at the AGM:

Ordinary Resolutions (Note 1)		Number of Shares voted and approximate percentage of total number of votes cast	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2020.	17,980,979,698 95.1459%	917,343,107 4.8541%
2.	(i) To re-elect Ms. Li Zhongye, Cindy as a Director. (Note 2)	17,740,302,654 93.8724%	1,158,020,151 6.1276%
	(ii) To re-elect Mr. Leung Wai Yiu, Malcolm as a Director. (Note 2)	18,817,675,933 99.5733%	80,646,872 0.4267%
	(iii) To authorise the Board to fix the remuneration of the Directors.	17,996,021,698 95.2255%	902,301,107 4.7745%
3.	To re-appoint Messrs. Moore Stephens CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.	17,996,021,698 95.2255%	902,301,107 4.7745%
4.	To grant a general mandate to the Directors to issue new Shares.	16,775,482,676 88.7670%	2,122,840,129 11.2330%
5.	To grant a general mandate to the Directors to repurchase Shares.	18,826,846,933 99.6218%	71,475,872 0.3782%
6.	To extend the general mandate granted to the Directors to issue Shares by the number of Shares repurchased.	17,607,207,911 93.1681%	1,291,114,894 6.8319%

<i>Ordinary Resolutions (Note 1)</i>		<i>Number of Shares voted and approximate percentage of total number of votes cast</i>	
		<i>For</i>	<i>Against</i>
7.	<p>(a) To approve that every sixty (60) issued and unissued shares of HK\$0.01 each in the capital of the Company be consolidated into one (1) share of HK\$0.60 each (the “Consolidated Shares” and each a “Consolidated Share”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of shares contained in the bye-laws of the Company (the “Bye-laws”) (the “Share Consolidation”);</p> <p>(b) To approve that all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the Directors may think fit; and</p> <p>(c) To approve and authorise any one of the Directors to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.</p>	<p>18,826,846,933 99.6218%</p>	<p>71,475,872 0.3782%</p>

<i>Special Resolution (Note 1)</i>		<i>Number of Shares voted and approximate percentage of total number of votes cast</i>	
		<i>For</i>	<i>Against</i>
8.	<p>(a) To approve that subject to and conditional upon the passing of ordinary resolution no. 7 above and the Share Consolidation becoming effective, (i) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation shall be cancelled; (ii) the par value of all the issued Consolidated Shares shall be reduced from HK\$0.60 each to HK\$0.01 each; and (iii) the authorised share capital of the Company shall be reduced from HK\$600,000,000 divided into 1,000,000,000 Consolidated Shares of HK\$0.60 each to HK\$10,000,000 divided into 1,000,000,000 New Shares of HK\$0.01 each (the “Capital Reduction”);</p> <p>(b) The credit arising from the Capital Reduction be credited to the contributed surplus account of the Company up to the effective date of the Capital Reduction within the meaning of the Companies Act for use by the Directors in any manner permitted by the Companies Act and the Bye-laws and all such actions in relation thereto be approved, ratified and confirmed; and</p> <p>(c) To approve and authorise any one of the Directors to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company as he/she may, in his/her absolute discretion, consider necessary, desirable and expedient to implement and give effect to any or all of the foregoing, including, without limitation, to aggregate, sell and retain for the benefit of the Company all fractional New Shares to which each Shareholder is otherwise entitled.</p>	<p>17,999,081,698 95.2417%</p>	<p>899,241,107 4.7583%</p>

Notes:

1. *The full text of the resolutions proposed at the AGM was set out in the Circulars and Notices.*
2. *The biographical details of Ms. Li Zhongye, Cindy and Mr. Leung Wai Yiu, Malcolm were set out in the Circular.*

As more than 50% of the votes were casted in favour of each of the ordinary resolutions, all the ordinary resolutions proposed at the AGM were duly passed as ordinary resolutions of the Company by way of poll.

As more than 75% of the votes were cast in favour of the above special resolution, the special resolution proposed at the AGM was duly passed as a special resolution of the Company by way of poll.

CAPITAL REORGANISATION

The Board is also pleased to announce that all the conditions precedent to the Capital Reorganisation have been fulfilled and the Capital Reorganisation will become effective on Monday, 28 June 2021, being one clear business day immediately after the date of AGM on which the Shares are traded on the Stock Exchange.

Approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the New Shares. Dealings in the New Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 28 June 2021. Please refer to the Circulars and Notices for the timetable, details, including the trading arrangement and the exchange of share certificates and matching services for odd lots in connection with the Capital Reorganisation. Shareholders should note that upon the Capital Reorganisation becoming effective, the certificates of New Shares will be in the colour of purple.

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

Hong Kong, 24 June 2021

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

- Ms. Li Zhongye, Cindy as non-executive Director;*
- Mr. Leung Oi Kin and Mr. Leung Wai Yiu, Malcolm as executive Directors; and*
- Mr. Lo Wa Kei, Roy, Mr. Chen Gong and Mr. Martin Que Meideng as independent non-executive Directors.*

** For identification purpose only.*