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 **G-RESOURCES**  
國際資源

**G-Resources Group Limited**  
國際資源集團有限公司\*

*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 1051)

## **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the notice of the annual general meeting (the “**Original Notice**”) of G-Resources Group Limited (the “**Company**”) dated 18 May 2021 and the announcement of the Company dated 31 May 2021 (the “**Announcement**”), which sets out the resolutions to be considered by shareholders of the Company (the “**Shareholders**”) at the annual general meeting to be held at Novotel Century Hong Kong, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 24 June 2021 at 10:00 a.m. (the “**Meeting**”).

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Meeting will be held at the above date, time and venue, for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions which will be proposed as ordinary and special resolutions of the Company:

### **ORDINARY RESOLUTION**

7. “**THAT** subject to and conditional upon, among other things, the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective and any Consolidated Share which may fall to be issued after the Share Consolidation becoming effective:
  - (a) with effect from one (1) clear business day immediately after the date on which this resolution is passed, being a day on which shares of the Company are traded on the Stock Exchange: 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

\* For identification purpose only

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**”);

- (b) 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 of the Company (the “**Directors**”) may think fit; and
- (c) any one of the Directors be and is hereby authorised 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.”

#### **SPECIAL RESOLUTION**

- 8. “**THAT**, conditional upon: (i) the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company immediately upon the proposed capital reorganisation of the share capital of the Company involving (i) the Share Consolidation and (ii) the Capital Reduction becoming effective (“**New Shares**”); and (ii) compliance with section 46(2) of the Companies Act 1981 of Bermuda (as amended) in effect from time to time (the “**Companies Act**”) to effect the Capital Reduction (as defined below), with effect from one (1) clear business day after the date on which this resolution is passed by the Shareholders:
  - (a) subject to and conditional upon the passing of ordinary resolution no. 7 set out in the supplemental notice notifying the Meeting to be held as specified 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**”);

- (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
- (c) any one of the Directors be and is hereby authorised 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.”

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

Hong Kong, 1 June 2021

*Registered office:*

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

*Principal place of business in Hong Kong:*

Room 1801, 18/F  
Capital Centre  
No. 151 Gloucester Road  
Wanchai, Hong Kong

*Notes:*

1. Please refer to the Original Notice and the Announcement for details of the other ordinary resolutions to be considered at the Meeting, closure of the register of members of the Company and eligibility for attending the Meeting and other relevant matters. Details of the resolutions mentioned above are set out in the supplemental circular of the Company dated 1 June 2021 (the “**Supplemental Circular**”). A supplemental form of proxy (the “**Supplemental Form of Proxy**”) for the Meeting containing the resolutions mentioned above is enclosed with the Supplemental Circular. Unless otherwise defined in this supplemental notice of the Meeting, capitalised terms used in this supplemental notice of the Meeting shall have the same meanings as those defined in the Supplemental Circular.

2. A Shareholder entitled to attend and vote at the above Meeting may appoint another person as his proxy to attend and to vote in his stead. A Shareholder who is the holder of two or more shares of the Company (the “Shares”) may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
3. Where there are joint registered holders of any Share, any one such person may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of shareholders of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the Supplemental Form of Proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Completion and return of the Supplemental Form of Proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment and, in such an event, the instrument appointing a proxy shall be deemed to be revoked.
5. The Supplemental Form of Proxy only serves as a supplement to the original form of proxy for the Meeting.
6. The Supplemental Form of Proxy will not affect the validity of any form of proxy duly completed and delivered by you in respect of the resolutions set out in the Original Notice. If you have validly appointed a proxy to attend and act for you at the Meeting but do not duly complete and deliver the Supplemental Form of Proxy, your proxy will be entitled to vote at his/her discretion on the resolutions set out in the supplemental notice of the Meeting dated 1 June 2021. If you do not duly complete and deliver the original form of proxy for the Meeting but have duly completed and delivered the Supplemental Form of Proxy and validly appointed a proxy to attend and act for you at the Meeting, your proxy will be entitled to vote at his/her discretion on the resolutions set out in the Original Notice.
7. If the proxy being appointed to attend the Meeting under the Supplemental Form of Proxy is different from the proxy appointed under the original form of proxy and both proxies attended the Meeting, the proxy validly appointed under the original form of proxy shall be designated to vote at the Meeting.
8. Unless otherwise announced by the Company, the Meeting will be held as scheduled even when Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force on the date of the Meeting.

Shareholders should decide on their own whether they would attend the Meeting under bad weather conditions bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

*As at the date of this supplemental notice, the Board comprises:*

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