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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)**

## **PROPOSED AMENDMENTS TO THE BYE-LAWS**

This announcement is made by G-Resources Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to amend the bye-laws of the Company (the “**Bye-Laws**”) and adopt the amended and restated Bye-Laws. The Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a set of “**Core Standards**” for shareholder protections for issuers (the “**Core Standards**”). Furthermore, the Company proposes to modernise and provide flexibility to the Company in relation to the conduct of general meetings by allowing such general meetings to be held by way of physical meetings, hybrid meetings or electronic meetings, and clarifying that electronic facilities includes, without limitation, a website address, a webinar, a webcast, video or any other form of conference call system (being a telephone, video, web or other system). As such, the Board proposes to amend the Bye-Laws for the purposes of, among others, (i) ensuring that the Bye-Laws complies with the latest requirements of the Listing Rules (including without limitation the Core Standards) and the applicable laws of Bermuda; (ii) providing for procedures for conducting and holding general meetings of the Company by way of physical meetings, hybrid meetings and electronic meetings, and (iii) making certain minor housekeeping amendments to the Bye-Laws (collectively, the “**Amendments**”). Details of the proposed Amendments will be set out in the circular to be despatched to the shareholders of the Company (the “**Shareholders**”) in due course.

At the upcoming annual general meeting of the Company, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the Amendments and the Company’s adoption of the amended and restated Bye-Laws incorporating the Amendments.

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

Hong Kong, 30 March 2023

*As at the date of this announcement, 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.*

\* *For identification purpose only*