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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)**

**DISCLOSEABLE TRANSACTION  
ACQUISITIONS OF LISTED SECURITIES**

**THE ACQUISITIONS**

The Board is pleased to announce that during the period from 4 August 2023 to 19 April 2024, the Acquirer acquired an aggregate of 23,497,000 HENGTOU Shares on the open market through the Stock Exchange at an aggregate consideration of approximately US\$7.06 million (equivalent to approximately HK\$55.27 million) (excluding stamp duty and related expenses). The average price of each HENGTOU Share is approximately US\$0.30 (equivalent to approximately HK\$2.36). The aggregate consideration of the Acquisitions represented the prevailing market price of HENGTOU Shares at the time of the Acquisitions.

**IMPLICATIONS UNDER THE LISTING RULES**

A series of transactions from 4 August 2023 to 19 April 2024 in relation to the Acquisitions were conducted within a 12-month period, and were therefore aggregated pursuant to Rule 14.22 of the Listing Rules.

As one of the applicable percentage ratios under Chapter 14 of the Listing Rules in relation to the Acquisitions, when calculated on an aggregated basis, is more than 5% but all applicable percentage ratios are less than 25%, the Acquisitions constitute a discloseable transaction for the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

**THE ACQUISITIONS**

The Board is pleased to announce that during the period from 4 August 2023 to 19 April 2024, the Acquirer acquired an aggregate of 23,497,000 HENGTOU Shares on the open market through the Stock Exchange at an aggregate consideration of approximately US\$7.06 million (equivalent to approximately HK\$55.27 million) (excluding stamp duty and related expenses).

As the Acquisitions were made through the Stock Exchange, the Company is not aware of the identities of the counterparties of the Acquisitions. To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, each of the seller(s) of HENGTOU Shares and their respective ultimate beneficial owners is an Independent Third Party.

### **Assets Acquired**

The Acquired Shares represent approximately 5.21% of the total number of the H Shares of HENGTOU SECURITIES as at the date of this announcement.

### **Consideration**

The aggregate consideration of the Acquisitions were approximately US\$7.06 million (equivalent to approximately HK\$55.27 million) (excluding stamp duty and related expenses), and the average price was approximately US\$0.30 (equivalent to approximately HK\$2.36) per Acquired Share. The consideration, which had been settled in cash in accordance with the standard market practice, represented the then prevailing market prices of the Acquired Shares at the time of the Acquisitions.

### **Completion**

Completion of the Acquisitions will take place on the second trading day after the orders regarding the relevant Acquisitions have been made.

## **INFORMATION ABOUT THE COMPANY AND THE ACQUIRER**

The Company is an investment holding company incorporated in Bermuda with limited liability, and through its subsidiaries, principally engaged in financial services business, principal investment business and real property business.

The Acquirer is a company incorporated in the British Virgin Islands with limited liability, registered in Hong Kong, and an indirect wholly-owned subsidiary of the Company. It is principally engaged in securities investment.

## **INFORMATION OF HENGTOU SECURITIES**

According to public information, HENGTOU SECURITIES is a joint stock company incorporated in the PRC with limited liability under the Chinese corporate name “恒泰證券股份有限公司” and carrying on business in Hong Kong as “恒投證券” (in Chinese) and “HENGTOU SECURITIES” (in English), the H Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1476). HENGTOU SECURITIES and its subsidiaries are principally engaged in the securities brokerage business.

The following financial information is extracted from the annual report of HENGTOU SECURITIES for the year ended 31 December 2023:

	<b>Year ended 31 December</b>	
	<b>2023</b>	<b>2022</b>
	<b>RMB'000</b>	<b>RMB'000</b>
	<b>(audited)</b>	<b>(audited)</b>
Profit/(Loss) before tax	16,665	(2,008,380)
Profit/(Loss) after tax	12,164	(1,501,620)

Based on the annual report of HENGTOU SECURITIES for the year ended 31 December 2023, the audited net assets value of HENGTOU SECURITIES amounted to RMB8,185.76 million (equivalent to approximately HK\$8,840.62 million) as at 31 December 2022 and RMB8,190.06 million (equivalent to approximately HK\$8,845.27 million) as at 31 December 2023 respectively.

## **REASONS FOR AND BENEFITS OF THE ACQUISITIONS**

Given the Acquisitions are in alignment with the Group's principal activities on investment in financial instruments, it is expected that the Acquisitions allow the Group to increase the potential return of the funds of the Company by capitalising on the opportunities arising from the investment in HENGTOU Shares.

Given the Acquisitions were conducted in the open market of the Stock Exchange, the Acquired Shares were acquired at the then prevailing market prices. The Directors believe that the Acquisitions were on normal commercial terms and the terms of the Acquisitions were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

A series of transactions from 4 August 2023 to 19 April 2024 in relation to the Acquisitions were conducted within a 12-month period, and were therefore aggregated pursuant to Rule 14.22 of the Listing Rules.

As one of the applicable percentage ratios under Chapter 14 of the Listing Rules in relation to the Acquisitions, when calculated on an aggregated basis, is more than 5% but all applicable percentage ratios are less than 25%, the Acquisitions constitute a discloseable transaction for the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Acquirer”	Ravi Global Limited is a company incorporated in the British Virgin Islands with limited liability, registered in Hong Kong, and an indirect wholly-owned subsidiary of the Company;
“Acquired Share(s)”	an aggregate of 23,497,000 HENGTOU Shares, which have been acquired by the Acquirer under the Acquisitions;
“Acquisitions”	the acquisitions of HENGTOU Shares by the Acquirer on the open market through the Stock Exchange at an aggregate consideration of approximately US\$7.06 million (equivalent to approximately HK\$55.27 million) (excluding stamp duty and related expenses) in a series of transactions during the period from 4 August 2023 to 19 April 2024;
“Board”	the board of Directors;
“Company”	G-Resources Group Limited, a company incorporated under the laws of Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has the meaning as ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company from time to time;
“Group”	the Company and its subsidiaries;
“HENGTOU SECURITIES”	HENGTOU SECURITIES is a joint stock company incorporated in the PRC with limited liability under the Chinese corporate name “恒泰證券股份有限公司” and carrying on business in Hong Kong as “恒投證券” (in Chinese) and “HENGTOU SECURITIES” (in English), the H Shares on which are listed on the Main Board of the Stock Exchange (Stock Code: 1476);
“HENGTOU Share(s)”	the ordinary share(s) issued by HENGTOU SECURITIES;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;

“H Share(s)”	overseas listed foreign ordinary share(s) with a nominal value of RMB1.00 each in the share capital of HENGTOU SECURITIES, which are listed on the Main Board of the Stock Exchange;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Independent Third Party”	third party(ies) independent of the Company and its connected persons;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shareholders”	shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“US\$”	United States dollars, the lawful currency of the United States of America; and
“%”	per cent.

*In this announcement, for the purpose of illustration only, amounts quoted in (i) US\$ have been converted into HK\$ at the rate of HK\$7.83 per US\$1.00 and (ii) RMB have been converted into HK\$ at the rate of HK\$1.08 per RMB1.00. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.*

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

Hong Kong, 19 April 2024

*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*