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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **G-Resources Group Limited** (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.



**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;**

**(2) PROPOSED DECLARATION OF DIVIDEND AND
SCRIP DIVIDEND SCHEME;**

(3) PROPOSED RE-ELECTION OF DIRECTORS

AND

(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at The Dynasty Club, Dynasty I, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 8 June 2016 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

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Accompanying: Form of proxy for the AGM

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at The Dynasty Club, Dynasty I, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 8 June 2016 at 10:00 a.m. and any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“close associates”	has the same meaning ascribed thereto in the Listing Rules
“Company”	G-Resources Group Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Dividend”	the proposed final dividend of HK0.44 cents per Share in respect of the year ended 31 December 2015
“Extended Mandate”	a general mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Share Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the authority to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the Company’s issued share capital as at the date of passing of the relevant resolution
“Scrip Dividend Scheme”	the scrip dividend scheme proposed by the Board and announced in the results announcement of the Company on 23 March 2016 which offers Shareholders a scrip alternative whereby Shareholders may elect to receive the Dividend wholly or partly by the allotment of new Share(s) credited as fully paid in lieu of cash
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Issue Mandate”	general authority to the Directors to allot and issue Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent



G-Resources Group Limited

國際資源集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1051)

Executive Directors:

Mr. Chiu Tao (*Chairman and Acting Chief Executive Officer*)

Mr. Ma Xiao (*Deputy Chief Executive Officer*)

Mr. Wah Wang Kei, Jackie

Mr. Hui Richard Rui

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Independent non-executive Directors:

Dr. Or Ching Fai (*Vice-Chairman*)

Ms. Ma Yin Fan

Mr. Leung Hoi Ying

*Principal Place of Business
in Hong Kong:*

Rooms 4501-02, 4510,
45th Floor
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

29 April 2016

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;**

**(2) PROPOSED DECLARATION OF DIVIDEND AND
SCRIP DIVIDEND SCHEME;**

(3) PROPOSED RE-ELECTION OF DIRECTORS

AND

(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held on Wednesday, 8 June 2016, including, inter alia, the ordinary resolutions relating to (i) the proposed grant to the Directors of the Share Issue Mandate, the Repurchase Mandate and the Extended Mandate; (ii) the proposed declaration of the Dividend and the Scrip Dividend Scheme; and (iii) the proposed re-election of Directors.

* *For identification purpose only*

LETTER FROM THE BOARD

(1) Proposed General Mandates to Issue and Repurchase Shares

At the AGM, ordinary resolutions will be proposed to grant general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution; (ii) to repurchase Shares which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution; and (iii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Share Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution.

The mandates to issue and repurchase Shares granted at the annual general meeting of the Company held on 29 May 2015 will lapse at the conclusion of the AGM. The Share Issue Mandate, the Repurchase Mandate and the Extended Mandate as set out in the notice of the AGM will be proposed at the AGM. The Directors wish to state that they have no present intention to repurchase any existing Shares or to issue any new Shares pursuant to the relevant mandates.

As at the Latest Practicable Date, the issued share capital of the Company was HK\$265,644,782.10 divided into 26,564,478,210 Shares. Subject to the passing of the resolution granting the Share Issue Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the AGM, the Company will be allowed to issue a maximum of 5,312,895,642 Shares during the period from the passing of the relevant resolution at the AGM up to (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by laws or the Bye-laws; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier.

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information which is reasonably necessary to enable the Shareholders to make an informed voting decision on the relevant resolution.

(2) Proposed Declaration of Dividend and the Scrip Dividend Scheme

As mentioned in the results announcement of the Company dated 23 March 2016, the Board proposed the payment of the Dividend to the Shareholders whose names appear on the register of members of the Company on 20 June 2016, totaling not less than approximately HK\$116,883,704, subject to passing of the resolution relating to the payment of the Dividend at the AGM and compliance with the relevant laws of Bermuda.

LETTER FROM THE BOARD

The Dividend will be payable in cash, and the Shareholders will be entitled to elect to receive an allotment and issue of new and fully paid Shares in lieu of cash in whole or in part under the Scrip Dividend Scheme. The new Shares will, on issue, rank pari passu in all respects with Shares in issue on the date of the allotment and issue of the new Shares except that they shall not be entitled to the Dividend. On the condition that the Dividend is approved by the Shareholders at the AGM, a circular containing details of the Scrip Dividend Scheme and the relevant election form is expected to be despatched to Shareholders on or about 4 July 2016.

The Scrip Dividend Scheme is conditional upon the passing of the resolution relating to the payment of the Dividend at the AGM and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the new Shares to be issued under the Scrip Dividend Scheme.

The register of members will be closed for the following periods:

- (1) from 6 June 2016 (Monday) to 8 June 2016 (Wednesday), both days inclusive, during which period no transfer of Shares will be registered for the purpose of ascertaining the Shareholders entitled to attend and vote at the AGM; and
- (2) from 16 June 2016 (Thursday) to 20 June 2016 (Monday), both days inclusive, during which period no transfer of Shares will be registered for the purpose of ascertaining the Shareholders entitled to the Dividend to be approved at the AGM.

All completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong before the relevant latest time to lodge transfers.

(3) Proposed Re-election of Directors

The Board currently consists of seven Directors, namely Mr. Chiu Tao, Mr. Ma Xiao, Mr. Wah Wang Kei, Jackie and Mr. Hui Richard Rui as executive Directors, and Dr. Or Ching Fai, Ms. Ma Yin Fan and Mr. Leung Hoi Ying as independent non-executive Directors.

Pursuant to clause 99 of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest but not less than one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Accordingly, Mr. Wah Wang Kei, Jackie, Ms. Ma Yin Fan and Mr. Leung Hoi Ying will retire by rotation at the AGM. Each of Mr. Wah Wang Kei, Jackie, Ms. Ma Yin Fan and Mr. Leung Hoi Ying, being eligible, will offer themselves for re-election.

LETTER FROM THE BOARD

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. Details of the Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

(4) Annual General Meeting

The AGM will be held at The Dynasty Club, Dynasty I, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 8 June 2016 at 10:00 a.m., whereat resolutions regarding the above-mentioned matters will be proposed. Notice of the AGM is set out on pages 15 to 19 of this circular.

A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend the AGM, please complete the form of proxy in accordance with the instructions printed thereon and deposit it to 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 as soon as possible but in any event not less than 48 hours before the time fixed for holding of the AGM or adjourned meeting thereof. The lodging of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish.

VOTING BY POLL

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolutions to be approved at the AGM.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions approving (1) the grant of the Share Issue Mandate, the Repurchase Mandate and the Extended Mandate; (2) the declaration of the Dividend and the Scrip Dividend Scheme; and (3) the re-election of the Directors are in the best interests of the Company and its Shareholders as a whole and therefore recommend Shareholders to vote in favour of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
G-Resources Group Limited
Chiu Tao
Chairman and Acting Chief Executive Officer

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully paid-up Shares on the Stock Exchange subject to that all on-market Shares repurchased by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchases.

The Company is empowered by its memorandum of association and Bye-laws to repurchase its own Shares.

2. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 26,564,478,210.

Subject to the passing of the resolution granting the proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 2,656,447,821 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution granting the Repurchase Mandate, during the period from the passing of the relevant resolution at the AGM up to (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by laws or the Bye-laws; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is earlier.

3. REASONS FOR REPURCHASE

The Directors believe that the proposed Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, result in an increase in net asset value per share and/or earnings per share of the Company. The Directors are seeking the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. The number(s) and class(es) of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

4. FUNDING OF REPURCHASES

Repurchases may be made out of funds which are legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the laws of Bermuda. It is envisaged that the funds required for any repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funded legally available for the purpose.

Exercise of the Repurchase Mandate in full at any time during the proposed repurchase period could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 December 2015, being the date of the Company's latest published audited accounts. However, the Directors do not intend to make any repurchases in circumstances that would have a material adverse impact on the working capital or gearing position of the Company at any time during the proposed repurchase period.

5. DIRECTORS' UNDERTAKING AND CORE CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company nor has any such core connected person undertaken to the Company not to sell any of the Shares held by him to the Company in the event that the Repurchase Mandate is granted by Shareholders.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company will increase, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (with the meaning under the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the following Shareholders are interested in 5% or more of the issued Shares as recorded in the register of interests in shares and short positions of the Company under Section 336(1) of Part XV of the SFO:

Name of Shareholder	Nature of interest	Number of Shares (Note 1)	Approximate percentage of shareholding as at the Latest Practicable Date (Note 2)	Approximate percentage of shareholding if the Company exercises in full the power to repurchase (Note 2)
CST Mining Group Limited ("CST") (Note 3)	Interest of a controlled corporation	4,489,955,974 (L)	16.90%	18.78%
Skytop Technology Limited ("Skytop") (Note 3)	Beneficial owner	4,489,955,974 (L)	16.90%	18.78%
BlackRock, Inc. ("BlackRock") (Note 4)	Interest of a controlled corporation	2,447,140,192 (L)	9.21%	10.24%

Notes:

- "L" denotes long position.
- The percentages were calculated based on the Company's issued share capital of 26,564,478,210 Shares as at the Latest Practicable Date and on the assumption that there is no other change in the issued share capital of the Company.
- CST is deemed to be interested in the 4,489,955,974 Shares held by Skytop, which is indirectly wholly-owned by CST.
- BlackRock is deemed to be interested in an aggregate of the 2,447,140,192 shares held by various of its indirectly wholly-owned subsidiaries.

In the event that the Directors shall exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate and if there is no other change in the issued share capital of the Company, the interest of the above substantial Shareholders would be increased to the approximate percentage as shown in the last column above. The Directors are not aware of any consequence that would give rise to an obligation on the part of the above substantial Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code or reduce the amount of Shares held by the public to less than 25% of the total share capital of the Company.

7. REPURCHASE OF SHARES MADE BY THE COMPANY

The Company had not repurchased any Shares whether on the Stock Exchange or otherwise in the six months immediately preceding the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date are as follows:

	Shares Prices	
	Highest (HK\$)	Lowest (HK\$)
April 2015	0.295	0.203
May 2015	0.320	0.232
June 2015	0.315	0.231
July 2015	0.255	0.206
August 2015	0.255	0.189
September 2015	0.220	0.192
October 2015	0.205	0.173
November 2015	0.205	0.154
December 2015	0.187	0.144
January 2016	0.209	0.176
February 2016	0.240	0.168
March 2016	0.230	0.140
April 2016 (up to and including the Latest Practicable Date)	0.169	0.140

Source: Quoted prices from the Stock Exchange's website (www.hkex.com.hk).

The following is the particulars of the Directors proposed to be re-elected at the AGM:

1. Wah Wang Kei, Jackie (“Mr. Wah”) – Executive Director

Mr. Wah, aged 49, was appointed as an executive Director and company secretary of the Company on 9 April 2008 and 1 December 2009, respectively. Mr. Wah graduated from The University of Hong Kong in 1990 and was qualified as a solicitor in 1992. Up until 1997, Mr. Wah was a partner of a Hong Kong law firm. He was an executive director of CST Mining Group Limited (whose shares are listed on the main board of the Stock Exchange) (“CST”) from 25 June 2010 to 31 December 2012 and an executive director of China New Energy Power Group Limited (whose shares are listed on the Main Board of the Stock Exchange) (“China New Energy Power”) from 2 November 2009 to 13 September 2013. Mr. Wah is currently also the in-house legal counsel of CST and an independent non-executive director of Symphony Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange).

Mr. Wah was a director of Star Digital Limited (“SDL”) until 2 September 1999, and SDL was ordered to be wound up by a winding up order of the High Court of HKSAR on 3 April 2000.

Save as disclosed herein, Mr. Wah did not hold any directorships or take any major appointment in any Hong Kong or overseas listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Wah has entered into a service agreement with the Company without a fixed term and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Under Mr. Wah’s service agreement, Mr. Wah is entitled to a monthly salary of HK\$230,768, which was determined by reference to his duties and responsibilities and the prevailing market conditions. Mr. Wah may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to Mr. Wah’s performance and the Group’s performance for the financial year concerned.

Mr. Wah is the beneficial owner of 1,780,800 Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed herein, Mr. Wah does not have any relationships with any Directors, senior management, substantial or controlling Shareholder of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Wah is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to Rule 13.51(2) of the Listing Rules.

2. Ma Yin Fan (“Ms. Ma”) – Independent non-executive Director

Ms. Ma, aged 52, was appointed as an independent non-executive Director of the Company on 25 March 2009. She obtained a bachelor’s degree with honours in accountancy at Middlesex University in the United Kingdom. She also holds an Master of Business Administration and Master in Professional Accounting degree from Heriot-Watt University in the United Kingdom and Hong Kong Polytechnic University, respectively. Ms. Ma is a certified public accountant (Practising) in Hong Kong and has been working in auditing, accounting and taxation for more than 20 years. She is the principal of Messrs Ma Yin Fan & Company CPAs. Ms. Ma is a fellow of the Hong Kong Institute of Certified Public Accountants, Taxation Institute of Hong Kong, Association of Chartered Certified Accountants, Hong Kong Institute of Chartered Secretaries, Institute of Chartered Secretaries and Administrators and Institute of Chartered Accountants in England and Wales. She is also a certified tax adviser in Hong Kong. Ms. Ma was an independent non-executive director of China New Energy Power from 10 August 2009 to 14 November 2014. Ms. Ma is currently an independent non-executive director of China Strategic Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange) (“China Strategic”) and CST.

Save as disclosed herein, Ms. Ma did not hold any directorships or take any major appointment in any Hong Kong or overseas listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group.

Ms. Ma has entered into a letter of appointment with the Company without a fixed term and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Under Ms. Ma’s letter of appointment, Ms. Ma is entitled to receive an annual remuneration of HK\$150,000 (pro rata adjusted for any period shorter than a year), which was determined by reference to his duties and responsibilities and the prevailing market conditions.

Ms. Ma meets the independence guidelines set out in Rule 3.13 of the Listing Rules and the Company has received her written independence confirmation. The Board considers her to be independent.

Save as disclosed herein, Ms. Ma does not have any relationships with any Directors, senior management, substantial or controlling Shareholder of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Ms. Ma is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to Rule 13.51(2) of the Listing Rules.

3. Leung Hoi Ying (“Mr. Leung”) – Independent non-executive Director

Mr. Leung, aged 65, was appointed as an independent non-executive Director of the Company on 31 March 2009. Mr. Leung graduated from the Guangdong Foreign Trade School in the People’s Republic of China. He has over 30 years of experience in international trade and business development. Mr. Leung was an independent non-executive director of China New Energy Power from 10 August 2009 to 14 November 2014. Mr. Leung is currently an independent non-executive director of China Strategic and CST.

Save as disclosed herein, Mr. Leung did not hold any directorships or take any major appointment in any Hong Kong or overseas listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Leung has entered into a letter of appointment with the Company without a fixed term and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Under Mr. Leung’s letter of appointment, Mr. Leung is entitled to receive an annual remuneration of HK\$150,000 (pro rata adjusted for any period shorter than a year), which was determined by reference to his duties and responsibilities and the prevailing market conditions.

Mr. Leung meets the independence guidelines set out in Rule 3.13 of the Listing Rules and the Company has received his written independence confirmation. The Board considers him to be independent.

Save as disclosed herein, Mr. Leung does not have any relationships with any Directors, senior management, substantial or controlling Shareholder of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Leung is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to Rule 13.51(2) of the Listing Rules.



G-Resources Group Limited
國際資源集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1051)

NOTICE IS HEREBY GIVEN that the annual general meeting of G-Resources Group Limited (the “Company”) will be held at The Dynasty Club, Dynasty I, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 8 June 2016 at 10:00 a.m. (the “AGM”) or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

As Ordinary Businesses

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditors of the Company for the year ended 31 December 2015.
2. To re-elect, each as a separate resolution, the following persons as directors of the Company, and to authorise the board of directors of the Company to fix the remuneration of the directors of the Company:
 - (i) Mr. Wah Wang Kei, Jackie
 - (ii) Ms. Ma Yin Fan
 - (iii) Mr. Leung Hoi Ying
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

As Special Businesses

4. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (“Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

Shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; and
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the bye-laws of the Company,

shall not exceed 20% of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws or the bye-laws of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of the Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or stock exchange in any territory outside Hong Kong).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by The Securities and Futures Commission of Hong Kong and the Stock Exchange under The Hong Kong Code on Share Repurchases (“Recognised Stock Exchange”) and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time or that of any other Recognised Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate of the nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws or the bye-laws of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

“**THAT** conditional upon the passing of the Resolutions Nos. 4 and 5 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company (“Directors”) to exercise the powers of the Company to allot, issue and otherwise deal with the shares of the Company pursuant to Resolution No. 4 as set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5 as set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate of the nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

“**THAT** the payment of a final dividend, with an option for scrip dividend, of HK0.44 cents per share of the Company in respect of the year ended 31 December 2015 to the shareholders of the Company whose names appear on the register of members of the Company on 20 June 2016 be and is hereby approved.”

By Order of the Board
G-Resources Group Limited
Chiu Tao
Chairman and Acting Chief Executive Officer

Hong Kong, 29 April 2016

Principal Place of Business in Hong Kong:
Rooms 4501-02, 4510, 45th Floor
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Registered Office:
Canon’s Court
22 Victoria Street
Hamilton HM 12
Bermuda

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A shareholder of the Company ("Shareholder") entitled to attend and vote at the AGM 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 ("Shares") may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
2. Where there are joint registered holders of any Share, any one such person may vote at the AGM, 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 AGM 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.
3. In order to be valid, the form of proxy when duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to 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 holding the AGM or any adjournment thereof.
4. Unless otherwise announced by the Company, the AGM 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 AGM.

Shareholders should decide on their own whether they would attend the AGM 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 notice, the Board comprises:

- (i) *Mr. Chiu Tao, Mr. Ma Xiao, Mr. Wah Wang Kei, Jackie and Mr. Hui Richard Rui as executive Directors of the Company; and*
- (ii) *Dr. Or Ching Fai, Ms. Ma Yin Fan and Mr. Leung Hoi Ying as independent non-executive Directors of the Company.*