



G-Resources Group Limited
國際資源集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1051)

**FORM OF PROXY FOR THE SPECIAL GENERAL MEETING
TO BE HELD ON TUESDAY, 8 MARCH 2016 AT 10:00 A.M.**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each in the capital of
G-RESOURCES GROUP LIMITED ("G-Resources"), hereby appoint _____
of _____
or failing him/her, the chairman of the meeting ^(Note 3) as my/our proxy to act and vote for me/us and on my/our behalf
at the special general meeting of G-Resources to be held at Dynasty I, 7/F, The Dynasty Club, South West Tower,
Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 8 March 2016 at 10:00 a.m. (the "Meeting") or at
any adjournment thereof (as the case may be) in respect of the resolutions proposed in the notice of the Meeting dated 18
February 2016 (the "Notice") as indicated below and on any other business that may properly be put before the Meeting
or any adjournment thereof, and, if no such indication is given, as my/our proxy/proxies thinks/think fit:-

ORDINARY RESOLUTION		For ^(Note 4)	Against ^(Note 4)
1.	To approve, ratify and confirm the execution, performance and implementation of the Sale and Purchase Agreement, the other Transaction Documents and the Transaction and ancillary matters contemplated thereunder, details of which are set out in the circular of G-Resources dated 18 February 2016 to the shareholders of G-Resources (the "Circular"); and that any one director of G-Resources be and is hereby authorised for and on behalf of G-Resources to execute from time to time all such documents, instruments, agreements and deeds and to do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary, expedient or desirable for the purpose of and in connection with the implementation of the Sale and Purchase Agreement, the other Transaction Documents and the Transaction, and to agree to such variations of the terms of the Sale and Purchase Agreement or any other Transaction Documents, as he/she may in his/her absolute discretion consider necessary, expedient or desirable.		

Dated this _____ day of _____ 2016

Signed ^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all shares in the capital of G-Resources registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, strike out "or failing him/her, the chairman of the meeting" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Meeting will act as your proxy. Any alteration made to this form must be initialled by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to tick the box will entitle your proxy to cast his votes at his discretion.
5. The proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
6. In the case of joint registered holders of any share(s) of G-Resources, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of G-Resources in respect of the joint holding, the first named being the senior.
7. To be valid, this proxy form, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at G-Resources' branch share registrar, Union Registrars Limited at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or adjourned meeting (as the case may be).
8. The proxy need not be a member of G-Resources but must attend the Meeting in person to represent you.
9. Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting (or any adjourned meeting thereof (as the case may be)) if you wish to do so. In the event that you attend the Meeting after having lodged this proxy form as indicated above, this proxy form will be deemed to have been revoked.

* For identification purpose only