



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 ANNUAL GENERAL MEETING
TO BE HELD ON WEDNESDAY, 8 JUNE 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 (the "Company") 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 annual
general meeting of the Company (the "Meeting") 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 at any adjournment(s) thereof (as the case may be)
on the undermentioned resolutions as indicated below, and if no such indication is given, as my/our proxy thinks fit:

| ORDINARY RESOLUTIONS | | For ^(Note 4) | Against ^(Note 4) |
|----------------------|---|-------------------------|-----------------------------|
| 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. | (i) To re-elect Mr. Wah Wang Kei, Jackie as a director of the Company. | | |
| | (ii) To re-elect Ms. Ma Yin Fan as a director of the Company. | | |
| | (iii) To re-elect Mr. Leung Hoi Ying as a director of the Company. | | |
| | (iv) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company. | | |
| 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. | | |
| 4. | To grant a general mandate to the directors of the Company to issue new shares of the Company. | | |
| 5. | To grant a general mandate to the directors of the Company to repurchase shares of the Company. | | |
| 6. | To extend the general mandate granted to the directors of the Company to issue shares by the number of shares repurchased. | | |
| 7. | To approve payment of a final dividend of HK0.44 cents per share of the Company in respect of the year ended 31 December 2015 with an option for scrip dividend. | | |

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 form of proxy will be deemed to relate to all the shares in the capital of the Company 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 resolutions, tick the appropriate boxes marked "FOR". If you wish to vote against any resolutions, tick the appropriate boxes marked "AGAINST". Failure to tick the box will entitle your proxy to cast his votes at his discretion.
5. This form of proxy 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 the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes 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 in respect of the joint holding, the first named being the senior.
7. To be valid, this form of proxy, together with 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 the Company's branch share registrar, 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 fixed for holding the Meeting or adjourned meeting (as the case may be).
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form of proxy 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 form of proxy as indicated above, this form of proxy will be deemed to have been revoked.

* For identification purpose only