



G-Resources Group Limited

國際資源集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1051)

SUPPLEMENTAL FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 24 JUNE 2021 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 to be held at Novotel Century Hong Kong, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 24 June 2021 at 10:00 a.m. (the “Meeting”) or at any adjournment(s) thereof (as the case may be) in respect of the resolutions proposed in the supplemental notice of the Meeting dated 1 June 2021 (the “Notice”) as indicated below and on any other business that may properly be put before the Meeting or any adjournment(s) thereof, and, if no such indication is given, as my/our proxy/proxies thinks/think fit:

ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
7.	<p>(a) To approve that every sixty (60) issued and unissued shares of HK\$0.01 each in the capital of the Company be consolidated into one (1) share of HK\$0.60 each (the “Consolidated Shares” and each a “Consolidated Share”), such Consolidated Shares shall rank <i>pari passu</i> in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of shares contained in the bye-laws of the Company (the “Bye-laws”) (the “Share Consolidation”);</p> <p>(b) To approve that all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit; and</p> <p>(c) To approve and authorise any one of the Directors to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.</p>		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
8.	<p>(a) To approve that subject to and conditional upon the passing of ordinary resolution no. 7 set out in the Notice and the Share Consolidation becoming effective, (i) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation shall be cancelled; (ii) the par value of all the issued Consolidated Shares shall be reduced from HK\$0.60 each to HK\$0.01 each; and (iii) the authorised share capital of the Company shall be reduced from HK\$600,000,000 divided into 1,000,000,000 Consolidated Shares of HK\$0.60 each to HK\$10,000,000 divided into 1,000,000,000 New Shares (as defined in the supplemental circular dated 1 June 2021) of HK\$0.01 each (the “Capital Reduction”);</p> <p>(b) The credit arising from the Capital Reduction be credited to the contributed surplus account of the Company up to the effective date of the Capital Reduction within the meaning of the Companies Act for use by the Directors in any manner permitted by the Companies Act and the Bye-laws and all such actions in relation thereto be approved, ratified and confirmed; and</p> <p>(c) To approve and authorise any one of the Directors to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company as he/she may, in his/her absolute discretion, consider necessary, desirable and expedient to implement and give effect to any or all of the foregoing, including, without limitation, to aggregate, sell and retain for the benefit of the Company all fractional New Shares (as defined in the supplemental circular dated 1 June 2021) to which each Shareholder is otherwise entitled.</p>		

Dated this _____ day of _____ 2021 Signed ^(Note 5) _____

- Notes:
- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
 - Please insert the number of shares registered in your name(s). If no number is inserted, this supplemental form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
 - 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.
 - 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.
 - This supplemental 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.
 - 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.
 - To be valid, this supplemental form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarial certified copy thereof must be deposited with 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 any adjourned meeting (as the case may be).
 - The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
 - Completion and return of this supplemental 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 supplemental form of proxy as indicated above, this supplemental form of proxy will be deemed to have been revoked.
 - This supplemental form of proxy is for the purpose of the supplemental resolutions set out in the Notice and only serves as a supplement to the original form of proxy for the Meeting.
 - This supplemental form of proxy will not affect the validity of any form of proxy duly completed and delivered by you in respect of the resolutions set out in the notice of the Meeting dated 18 May 2021. If you have validly appointed a proxy to attend and act for you at the Meeting but do not duly complete and deliver the supplemental form of proxy, your proxy will be entitled to vote at his/her discretion on the resolutions set out in the Notice. If you do not duly complete and deliver the original form of proxy for the Meeting but have duly completed and delivered this supplemental form of proxy and validly appointed a proxy to attend and act for you at the Meeting, your proxy will be entitled to vote at his/her discretion on the resolutions set out in the notice of the Meeting dated 18 May 2021.
 - If the proxy being appointed to attend the Meeting under this supplemental form of proxy is different from the proxy appointed under the original form of proxy and both proxies attended the Meeting, the proxy validly appointed under the original form of proxy shall be designated to vote at the Meeting.

* For identification purpose only