



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 FRIDAY, 16 JUNE 2023 AT 10:00 A.M.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of par value 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 Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 16 June 2023 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, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company and auditors of the Company for the year ended 31 December 2022.		
2.	(i) To re-elect Mr. Leung Oi Kin as a director of the Company.		
	(ii) To re-elect Mr. Lo Wa Kei, Roy as a director of the Company.		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
4.	To declare a final dividend of HK\$0.12 per share of the Company for the year ended 31 December 2022.		
5.	To re-appoint Messrs. Moore Stephens CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
6.	To grant a general mandate to the directors of the Company to issue new shares of the Company.		
7.	To grant a general mandate to the directors of the Company to repurchase shares of the Company.		
8.	To extend the general mandate granted to the directors of the Company to issue shares by the number of shares repurchased.		
SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)
9.	To approve the Proposed Amendments to the existing Bye-laws and the Company’s adoption of the New Bye-laws.		

Dated this _____ day of _____ 2023 Signed ^(Note 5): _____

Notes:

- Full name(s) and address(es) 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 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 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 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 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 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 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.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Union Registrars Limited at the above address or to the Company at Room 1801, 18/F, Capital Centre, No. 151 Gloucester Road, Wanchai, Hong Kong.

* For identification purpose only