

SHAREHOLDERS' RIGHTS



I. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY IN ANNUAL GENERAL MEETINGS

Pursuant to Bye-laws 103 of G-Resources Group Limited (“the Company”), no person, other than a retiring director of the Company (“Director”), shall, unless recommended by the Board of Directors (the “Board”) for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office* or at the Registration Office* at least seven (7) days before the date of the general meeting. The period for lodgment of the notices required under the Bye-Law will commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than seven (7) days prior to the date of such meeting.

Accordingly, if a shareholder wishes to propose a person other than a retiring Director for election as a Director at a general meeting, the shareholder should deposit a written notice together with the following documents at the Head Office* or at the Registration Office* of the Company for the attention of the Company Secretary:

- (i) his/her notice of intention to propose a resolution at the AGM; and
- (ii) a notice executed by the nominated candidate of the candidate’s willingness to be appointed together with (a) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out in the below heading “Required information of the candidate(s) nominated by Shareholders”, and (b) the candidate’s written consent to the publication of his/her personal data.

Required information of the candidate(s) nominated by Shareholders

In order to enable Shareholders to make an informed decision on their election of Directors, the above described procedure to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):`

- (i) full name and age;
- (ii) positions held with the Company and/or other members of the Company group of companies (if any);
- (iii) experience including (a) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong and overseas, and (b) other major appointments and professional qualifications;
- (iv) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (v) length or proposed length of service with the Company;
- (vi) relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (vii) interests in shares of the Company within the meaning of Part XV of the Securities Future Ordinance, or an appropriate negative statement;
- (viii) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (ix) contact details.

II. PROCEDURES FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETING BY A SHAREHOLDER

1. Sections 79 and 80 of the Companies Act 1981 of Bermuda (the "Bermuda Companies Act") allow certain shareholder(s) to make requisition to the Company to move a resolution at an annual general meeting (the "AGM") or circulate a statement at any general meeting of the Company.
2. Under section 79 of the Bermuda Companies Act, it shall be the duty of the Company on the requisition in writing of such number of members, at the expense of the requisitionists unless the Company otherwise resolves:
 - (a) to give to members of the Company entitled to receive notice of the next AGM notice of any resolution which may properly be moved and is intended to be moved at that meeting;
 - (b) to circulate to members entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.
3. The number of members necessary for a requisition under paragraph 2 above shall be:
 - (a) either any number of members representing not less than one-twentieth of the total voting rights of all the members having at the date of the requisition a right to vote at the meeting to which the requisition relates; or
 - (b) not less than one hundred members.
4. Notice of any such intended resolution shall be given, and any such statement shall be circulated, to members of the Company entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such member in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other member of the Company by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meetings of the Company, provided that the copy shall be

served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.

5. Section 80 of the Bermuda Companies Act sets out the conditions to be met before the Company is bound to give notice of any resolution or to circulate any statement. Pursuant to section 80 of the Bermuda Companies Act, the Company shall not be bound to give notice of any resolution or to circulate any statement as mentioned in paragraph 2 above unless:

(a) a copy of the requisition signed by the requisitionists, or two or more copies which between them contain the signatures of all the requisitionists, is deposited at the Registered Office* of the Company:

- i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
- ii) in the case of any other requisition, not less than one week before the meeting; and

(b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expense in giving effect to the procedures in paragraph 2 above.

Provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the Registered Office* of the Company, an AGM is called for a date six weeks or less after the copy has been deposited, the copy though not deposited within the abovementioned time shall be deemed to have been properly deposited for the purposes thereof.

III. PROCEDURES ON HOW SHAREHOLDERS CAN CONVENE A SPECIAL GENERAL MEETING

Bye-laws of the Company

Bye-law 62 of the Company's Bye-laws sets out the position where a requisition is made by shareholders of the Company. Bye-law 62 provides that the Board may, whenever it thinks fit, convene a special general meeting (the "SGM"), and subject as otherwise provided by the Companies Act, the SGM shall also be convened on the requisition of one or more shareholders holding, at the date of the deposit of the requisition in aggregate, shares that represent not less than 10% of the voting rights at general meeting of the Company, on a one vote per share basis, in the share capital of the Company as at the date of the deposit. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. Such requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Registered Office*. If the Board does not within twenty-one (21) days from the date of the deposit of such requisition proceed duly to convene the SGM, the requisitionists themselves or any of them representing more than one half of the total voting rights of all of them may convene a physical meeting at only one location which will be the Principal Meeting Place (shall have the meaning given to it in Bye-law 63) in accordance with the Companies Act.

Bermuda Companies Act

1. Pursuant to Section 74 of the Bermuda Companies Act, the Directors, notwithstanding anything in its Bye-laws shall, on the requisition of members of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene a SGM of the Company.
2. The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the Registered Office* of the Company, and may consist of several documents in like form each signed by one or more requisitionists.

3. If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.
4. A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by Directors.

*** Address of Registered Office of the Company:**

*Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda*

Address of Head Office of the Company:

*Room 1801, 18/F, Capital Centre,
No. 151 Gloucester Road,
Wanchai, Hong Kong*

Address of Registration Office of the Company:

*Union Registrars Limited,
Suites 3301-04, 33/F.,
Two Chinachem Exchange Square,
338 King's Road,
North Point, Hong Kong*