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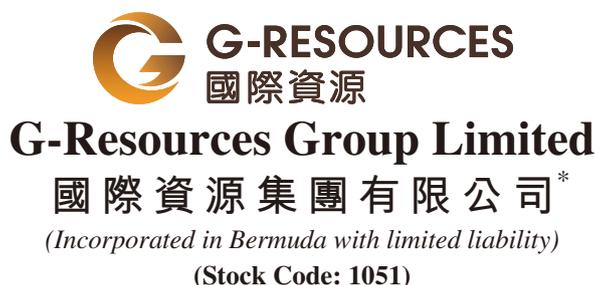
**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **G-Resources Group Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.



**GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES,  
AMENDMENTS TO THE 2014 SHARE OPTION SCHEME,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Novotel Century Hong Kong, Plaza 1–2, lower lobby, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 15 June 2018 at 10:00 a.m. is set out on pages 23 to 28 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

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*Accompanying: Form of proxy for the AGM*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“2014 Share Option Scheme”	the share option scheme of the Company adopted by ordinary resolutions of the Shareholders on 18 June 2014
“AGM”	the annual general meeting of the Company to be held at Novotel Century Hong Kong, Plaza 1–2, lower lobby, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 15 June 2018 at 10:00 a.m. and any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“close associates”	has the same meaning ascribed thereto in the Listing Rules
“Company”	G-Resources Group Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	general authority to the Directors to allot and issue Shares with total amount not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution
“Latest Practicable Date”	9 May 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice”	the notice for convening the AGM as set out on pages 23 to 28 of this circular
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the Notice
“Proposed Amendments”	the proposed amendments to the 2014 Share Option Scheme as set out in this circular
“Repurchase Mandate”	the authority to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

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## LETTER FROM THE BOARD

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### **G-Resources Group Limited**

**國際資源集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1051)**

*Executive Directors:*

Mr. Chiu Tao (*Chairman and  
Acting Chief Executive Officer*)  
Mr. Ma Xiao (*Deputy Chief Executive Officer*)  
Mr. Wah Wang Kei, Jackie  
Mr. Leung Oi Kin  
Mr. Leung Wai Yiu, Malcolm

*Independent non-executive Directors:*

Mr. Lo Wa Kei, Roy  
Mr. Chen Gong  
Mr. Martin Que Meideng

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Principal Place of Business  
in Hong Kong:*

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

15 May 2018

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES,  
AMENDMENTS TO THE 2014 SHARE OPTION SCHEME,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM, which include (i) the grant of the Issue Mandate, (ii) the grant of the Repurchase Mandate, (iii) the amendments to the 2014 Share Option Scheme, and (iv) the re-election of retiring Directors.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The existing general mandates to issue and repurchase Shares will expire at the conclusion of the AGM. Accordingly, the following ordinary resolutions will be proposed at the AGM to seek the approval from Shareholders for the granting to the Directors of general mandates authorising them to:

- (i) exercise the powers of the Company to allot, issue and otherwise deal with new Shares with an aggregate number not exceeding 20% of the total issued Shares as at the date of passing of such resolution;
- (ii) repurchase Shares on the Stock Exchange with an aggregate number not exceeding 10% of the total issued Shares as at the date of passing of such resolution; and
- (iii) subject to the passing of the Ordinary Resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM, extend the Issue Mandate by an amount representing the aggregate number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the Directors have not exercised any existing general mandates to issue and repurchase Shares and the Company had 27,048,844,786 Shares in issue.

Subject to the passing of the Ordinary Resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 5,409,768,957 new Shares under the Issue Mandate and to repurchase up to a maximum of 2,704,884,478 Shares under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate, if approved by the Shareholders at the AGM, will continue until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; and
- (iii) the revocation or variation of such authority by an ordinary resolution of the Shareholders in general meeting.

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## LETTER FROM THE BOARD

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With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto. The Directors will not exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below the minimum public float requirement pursuant to the Listing Rules.

An explanatory statement containing all relevant information relating to the Repurchase Mandate and as required pursuant to the Listing Rules is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

### 3. AMENDMENTS TO THE 2014 SHARE OPTION SCHEME

#### (a) Proposed Amendments to the 2014 Share Option Scheme

In order to provide incentives and rewards to the eligible employees and participants, the Company adopted the 2014 Share Option Scheme pursuant to a resolution passed by the Shareholders on 18 June 2014. The principal terms of the 2014 Share Option Scheme are set out in the circular of the Company dated 29 April 2014 in relation to the adoption of the 2014 Share Option Scheme. The maximum number of Shares which may be allotted and issued upon exercise of all outstanding options granted under the 2014 Share Option Scheme and any other share option scheme(s) of the Company may represent up to 10% of the issued share capital of the Company (i.e. 2,649,007,613 Shares) on the date of approval by the Shareholders of the 2014 Share Option Scheme (i.e. 18 June 2014).

The Board wishes to change the general scheme limit under the 2014 Share Option Scheme from 2,649,007,613 to 1,352,442,239, representing 5.1% of the total issued Shares on 18 June 2014 and 5.0% of the total issued Shares as at the Latest Practicable Date (i.e. 27,048,844,786 Shares), respectively. The full details of the Proposed Amendments are set out as follows:

*Add a new definition to Clause 1.1 of the 2014 Share Option Scheme:-*

**“Amendment Adoption Date”**

means 15 June 2018, the date on which the amendment to this Scheme is conditionally adopted by the Shareholders in general meeting

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## LETTER FROM THE BOARD

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*Revise the following definition in Clause 1.1 of the 2014 Share Option Scheme:-*

**“General Scheme Limit”** means the total number of Shares which may be issued upon exercise of all Options to be granted under this Scheme and any other share option schemes of the Company and which must not in aggregate exceed ~~10 per cent.~~ 5 per cent. of the Shares in issue as at ~~the Adoption Date~~ the Amendment Adoption Date;

*Revise Clauses 8.1(a), 8.1(b) and 8.1(d) of the 2014 Share Option Scheme:-*

- 8.1 (a) The total number of Shares which may be issued upon exercise of all Options granted under this Scheme and any other share option schemes of the Company shall not exceed ~~10 per cent.~~ 5 per cent. of the total number of Shares in issue on ~~the Adoption Date~~ the Amendment Adoption Date unless the Company seeks the approval of the Shareholders in general meeting for refreshing the General Scheme Limit. Options lapsed in accordance with the terms of this Scheme or any other share option schemes of the Company will not be counted for the purpose of calculating the General Scheme Limit.
- 8.1 (b) The Company may seek approval of the Shareholders in general meeting for refreshing the General Scheme Limit provided that the total number of Shares in respect of which Options may be granted under this Scheme and any other share option schemes of the Company as “refreshed” shall not exceed ~~10 per cent.~~ 5 per cent. of the total number of Shares in issue as at the date of the approval of the Shareholders on the refreshment of the General Scheme Limit. Options previously granted under this Scheme or any other share option schemes of the Company (including Options outstanding, cancelled, lapsed in accordance with the terms of this Scheme or any other share option schemes of the Company or exercised) will not be counted for the purpose of calculating the limit as “refreshed”. For the purpose of seeking the approval of Shareholders under this Clause 8.1(b), a circular containing the information as required under the Listing Rules must be sent to the Shareholders.
- 8.1 (d) Notwithstanding any provision to the contrary herein, the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under this Scheme and any other share option schemes of the Company must not exceed ~~30 per cent.~~ 15 per cent. of the total number of Shares in issue from time to time. No Options may be granted under this Scheme or any other share option schemes of the Company (or its subsidiaries) if this will result in the limit set out in this Clause 8.1(d) being exceeded.

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## LETTER FROM THE BOARD

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*Revise Clause 8.2 of the 2014 Share Option Scheme:-*

- 8.2 (a) Subject to Clause 8.2(b), no Eligible Participant shall be granted any Option which, if exercised in full, would result in the total number of Shares already issued under all the options granted to him or her which have been exercised and issuable under all the options granted to him or her which are for the time being subsisting and unexercised under this Scheme and any other share option schemes of the Company in any 12-month period to exceed ~~1 per cent.~~ 0.5 per cent. of the total number of Shares in issue.
- 8.2 (b) Where any further grant of Options to an Eligible Participant, if exercised in full, would result in the total number of Shares already issued under all the options granted to it or him or her which have been exercised and issuable under all the options granted to it or him or her which are for the time being subsisting and unexercised under this Scheme and any other share option schemes of the Company in any 12-month period up to and including the date of such further grant to exceed ~~1 per cent.~~ 0.5 per cent. of the total number of Shares in issue, such further grant must be separately approved by the Shareholders in general meeting with the Eligible Participant and his Associates abstaining from voting. The Company must send a circular to the Shareholders and the circular must disclose the identity of the Eligible Participant, the number and terms of the Options to be granted and options previously granted to such Eligible Participant and the Information as required under the Listing Rules. The number and terms (including the Subscription Price) of the Options to be granted to such Eligible Participant must be fixed before Shareholders' approval and the date of the meeting of the Board for proposing such further grant of Option should be taken as the date of grant for the purpose of calculating the Subscription Price.

Apart from the Proposed Amendments as set out above and the revision made by the Board to update the Company's current principal place of business in Hong Kong as stated in Clause 15.4 of the 2014 Share Option Scheme pursuant to Clause 12 of the 2014 Share Option Scheme, all other existing terms of the 2014 Share Option Scheme will remain unchanged.

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## LETTER FROM THE BOARD

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### **(b) Reasons for the Proposed Amendments**

As at the Latest Practicable Date, no option has been granted under the 2014 Share Option Scheme. In order to reflect the actual incentive demands of the Group, after considering (i) the current remuneration package (including performance bonus) of the management and employees; and (ii) other incentive programme of the Group currently in place, the Board, as a commercial decision, wishes to reduce the general scheme limit under the 2014 Share Option Scheme. The Directors are of the view that the revised general scheme limit allows the Company to issue options representing no more than 1,352,442,239 Shares under the 2014 Share Option Scheme is sufficient for the option incentive purpose of the Group under current assessment.

### **(c) Conditions of the Proposed Amendments**

The Proposed Amendments is conditional upon the approval of the Shareholders at the AGM. As no Shareholder has interest in the Proposed Amendments, none of the Shareholders is required to abstain from voting on the relevant resolution at the AGM.

### **(d) Documents Available for Inspection**

Copies of the following documents will be available for inspection at the Company's principal place of business in Hong Kong at Room 1801, 18/F., Capital Centre, No. 151 Gloucester Road, Wanchai, Hong Kong during normal business hours on any weekdays, except public holidays, from the date of this circular up to and including the date of AGM:

- (i) the 2014 Share Option Scheme;
- (ii) the revised 2014 Share Option Scheme; and
- (iii) this circular.

## **4. RE-ELECTION OF DIRECTORS**

The Board currently consists of eight Directors, namely Mr. Chiu Tao, Mr. Ma Xiao, Mr. Wah Wang Kei, Jackie, Mr. Leung Oi Kin and Mr. Leung Wai Yiu, Malcolm as executive Directors, and Mr. Lo Wa Kei, Roy, Mr. Chen Gong and Mr. Martin Que Meideng as independent non-executive Directors.

Pursuant to clause 102(B) of the Bye-laws, any Directors appointed either to fill in a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting (in case of filling a casual vacancy) or the next following annual general meeting (in case of an

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## LETTER FROM THE BOARD

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additional to the Board) of the Company and shall then be eligible for re-election at the meeting. Accordingly, Mr. Lo Wa Kei, Roy and Mr. Leung Wai Yiu, Malcolm, being the newly appointed Directors shall retire from office at the AGM and, being eligible, have offered themselves for re-election.

Pursuant to clause 99 of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest but not less than one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Accordingly, Mr. Chiu Tao and Mr. Wah Wang Kei, Jackie will retire by rotation at the AGM. Each of Mr. Chiu Tao and Mr. Wah Wang Kei, Jackie, being eligible, have offered themselves for re-election.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular. Under Ordinary Resolution numbered 2 of the Notice, re-election of retiring Director will be individually voted on by the Shareholders.

### 5. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 23 to 28 of this circular. At the AGM, Ordinary Resolutions will be proposed to approve, *inter alia*, the granting of Issue Mandate, Repurchase Mandate, extension of Issue Mandate, amendments to the 2014 Share Option Scheme and re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

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## LETTER FROM THE BOARD

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In order to qualify for attending and voting at the AGM, all transfer of shares, accompanied by the relevant share certificate and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 11 June 2018.

### **6. LISTING RULES REQUIREMENT**

According to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the Ordinary Resolutions put to the vote at the AGM will be taken by way of poll. An announcement of the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any Ordinary Resolutions to be approved at the AGM.

### **7. RECOMMENDATION**

The Directors consider that the proposals mentioned above, including the proposals for the grant of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the amendments to the 2014 Share Option Scheme and re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the Ordinary Resolutions to be proposed at the AGM.

### **8. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### 9. FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,

For and on behalf of the Board

**G-Resources Group Limited**

**Leung Oi Kin**

*Executive Director and Company Secretary*

*This following explanatory statement contains particulars required pursuant to Rule 10.06 of the Listing Rules to be given to the Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate.*

### **1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully paid-up shares on the Stock Exchange subject to that all on-market shares repurchased by a company with its primary listing on the Stock Exchange must be approved in advance by an Ordinary Resolution which has been passed at a general meeting of such company duly convened and held, either by way of specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchases.

The Company is empowered by its memorandum of association and Bye-laws to repurchase its own Shares.

### **2. THE REPURCHASE MANDATE**

It is proposed that up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of approval of the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, the total number of issued Shares was 27,048,844,786.

Subject to the passing of the Ordinary Resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be authorised to repurchase up to a maximum of 2,704,884,478 Shares, representing 10% of the total number of the issued Share as at the date of passing of the resolution granting the Repurchase Mandate, during the period up to (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of such authority by an Ordinary Resolution of the Shareholders in general meeting, whichever occurs first.

### **3. REASONS FOR REPURCHASE**

The Directors have no present intention to repurchase any Shares, but consider that the proposed Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, result in an increase in net asset value per share and/or earnings per share of the Company. The Directors are seeking the grant of a general mandate to repurchase Shares to give the Company the

flexibility to do so if and when appropriate. The number(s) and class(es) of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

#### **4. IMPACT OF REPURCHASE**

As compared with the financial position of the Company as at 31 December 2017 (being the date to which the latest published audited financial statements of the Company have been made up), the Directors consider that there may be a material adverse impact on the working capital and the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. The Directors confirm that no repurchase would be made to such extent as would have a material adverse impact on the working capital or gearing position of the Company.

#### **5. FUNDING OF REPURCHASES**

Repurchases may be made out of funds which are legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the laws of Bermuda. It is envisaged that the funds required for any repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funded legally available for the purpose.

#### **6. DIRECTORS' UNDERTAKING AND CORE CONNECTED PERSONS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company nor has any such core connected person undertaken to the Company not to sell any of the Shares held by him/her to the Company, in the event that the Repurchase Mandate is granted by the Shareholders.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

## 7. EFFECT OF TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company will increase which could give rise to an obligation of a shareholder or a group of shareholders acting in concert (with the meaning under the Takeovers Code) to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the following Shareholders are interested in 5% or more of the issued Shares as recorded in the register of interests in shares and short positions of the Company under Section 336(1) of Part XV of the SFO:

Name of Shareholder	Nature of interest	Number of Shares (Note 1)	Approximate percentage of shareholding as at the Latest Practicable Date (Note 2)	Approximate percentage of shareholding if the Company exercises in full the power to repurchase (Note 2)
CST Group Limited (formerly known as "NetMind Financial Holdings Limited") ("CST") (Note 3)	Interest of a controlled corporation	4,626,958,790 (L)	17.10%	19.01%
Skytop Technology Limited ("Skytop") (Note 3)	Beneficial owner	4,626,958,790 (L)	17.10%	19.01%

## Notes:

1. "L" denotes long position.
2. The percentages were calculated based on the Company's issued share capital of 27,048,844,786 Shares as at the Latest Practicable Date and on the assumption that there is no other change in the issued share capital of the Company.
3. CST is deemed to be interested in the 4,626,958,790 Shares held by Skytop, which is indirectly wholly-owned by CST.

In the event that the Directors shall exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate and assuming that the Company does not issue any new Shares (whether pursuant to the Issue Mandate or otherwise), the respective percentage shareholding of the above substantial Shareholders would be increased to the approximate percentage as shown in the last column above. Such increase will not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code, and the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

## 8. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, no Share has been repurchased by the Company.

## 9. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange in each of the previous 12 months preceding the Latest Practicable Date are as follows:

	Shares Prices	
	Highest (HK\$)	Lowest (HK\$)
May 2017	0.139	0.131
June 2017	0.134	0.108
July 2017	0.115	0.100
August 2017	0.107	0.093
September 2017	0.118	0.094
October 2017	0.114	0.102
November 2017	0.106	0.098
December 2017	0.106	0.094
January 2018	0.103	0.093
February 2018	0.096	0.081
March 2018	0.087	0.072
April 2018	0.074	0.061
May 2018 (up to and including the Latest Practicable Date)	0.068	0.061

Source: Quoted prices available from Bloomberg.

*The following is the particulars of the Directors proposed to be re-elected at the AGM:*

**1. Mr. Chiu Tao (“Mr. Chiu”) — Chairman, Acting Chief Executive Officer and Executive Director**

Mr. Chiu, aged 62, was appointed as the Chairman of the Company and an executive Director on 19 August 2009 and 22 July 2009, respectively. Mr. Chiu was also appointed as Acting Chief Executive Officer of the Company on 30 June 2015. Mr. Chiu is an experienced executive and merchant, and was engaged as the chairman of various listed companies in Hong Kong. Mr. Chiu has extensive experience in the metal business, trading, investment planning, business acquisitions and development, and corporate management. He is currently the Chairman and an executive director of CST Group Limited (“CST”) (formerly known as NetMind Financial Holdings Limited), whose shares are listed on the Main Board of the Stock Exchange.

Save as disclosed herein, Mr. Chiu did not hold any directorships or take any major appointment in any Hong Kong or overseas listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Chiu has entered into a service agreement with the Company without a fixed term and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Under Mr. Chiu’s service agreement, Mr. Chiu is entitled to a monthly salary of HK\$450,000, which was determined by reference to his duties and responsibilities and the prevailing market conditions. Mr. Chiu may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to Mr. Chiu’s performance and the Group’s performance for the financial year concerned. In view of the development of Martabe Mine, Mr. Chiu agreed to suspend payment of his salary as from October 2010 and did not resume the receipt of his salary from the Company at the time the disposal of Martabe Mine was completed in March 2016. Mr. Chiu has not yet resumed receipt of his salary from the Company as at the Latest Practicable Date.

Mr. Chiu does not have any relationships with any Directors, senior management, substantial or controlling Shareholder nor any interests in the Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Chiu was a director of CST from 1997 to 2003. On 8 September 2004, a bankruptcy order (the “**Bankruptcy Order**”) was made by the High Court of Hong Kong (the “**High Court**”) against Mr. Chiu. On 6 August 2008, all the creditors of Mr. Chiu approved with modification the voluntary arrangement proposed by Mr. Chiu on the creditors’ meeting. Mr. Chiu applied to the High Court on 8 August 2008 to annul the Bankruptcy Order and to dismiss the bankruptcy petition dated 21 July 2004 (the “**Bankruptcy Petition**”) and on 5 September 2008, the High Court ordered that the Bankruptcy Order be annulled and the Bankruptcy Petition be dismissed. He was the director of the following companies which were incorporated in Hong Kong and were wound up and the relevant details are as follows:

Name of the relevant Company	Principal activity of the relevant company	The amount involved in winding-up	Date of filing of winding-up petition	Date of winding-up
1. WIN GAIN PROPERTIES LIMITED 永盈物業有限公司	Property Holding	HK\$21 million	2 March 2004	9 August 2004
2. WONSON INVESTMENTS LIMITED 和成投資有限公司	General Trading	US\$1.45 million	2 March 2004	9 August 2004

Mr. Chiu was the director of the following companies which were incorporated in Hong Kong and were deregistered and the relevant details are as follows:

Name of the relevant company	Principal activity of the relevant company	Date of Deregistration
1. ACTIVE KING ENTERPRISES LIMITED 振雄企業有限公司	Investment holding	14 July 2000
2. BATE INVESTMENTS (HONG KONG) LIMITED 巴特投資(香港)有限公司	Investment holding	28 July 2000
3. BONNIE ALUMINIUM INDUSTRY LIMITED 匯英鋁業有限公司	Investment holding	14 July 2000
4. GOODSTONE DEVELOPMENT LIMITED 精石發展有限公司	Investment holding	14 July 2000

<b>Name of the relevant company</b>	<b>Principal activity of the relevant company</b>	<b>Date of Deregistration</b>
5. MIGHTY DRAGON INVESTMENT LIMITED 強龍投資有限公司	Investment holding	11 August 2000
6. PAN ASIA TELECOM LIMITED 泛亞電訊有限公司	General trading	24 May 2002
7. SMARTRICH PETROLEUM LIMITED 匯發石油有限公司	Investment holding	23 June 2000
8. SMARTRICH SHIPPING LIMITED 匯發海運有限公司	Investment holding	23 June 2000
9. WONSON (ASIA) LIMITED 和成(亞洲)有限公司	Investment holding	27 October 2000
10. WONSON (CHINA) LIMITED 和成(中國)有限公司	General trading	14 December 2001
11. WONSON (H.K.) PHARMACEUTICAL COMPANY LIMITED 香港和成藥廠有限公司	General trading	14 July 2000
12. WONSON ENTERTAINMENT & ADVERTISING LIMITED 和成娛樂廣告有限公司	General trading	14 July 2000
13. WONSON ERDENE RESOURCES LIMITED	General trading	19 May 2000
14. WONSON METALS LIMITED 和成金屬有限公司	General trading	22 December 2000
15. WONSON PIPE MANUFACTURING CO., LIMITED 和成製管實業有限公司	General trading	14 July 2000

Name of the relevant company	Principal activity of the relevant company	Date of Deregistration
16. WONSON REAL ESTATES LIMITED 和成地產有限公司	Investment holding	27 October 2000
17. WONSON RESOURCES LIMITED (和成金屬礦產資源有限公司)	General trading	27 October 2000
18. WONSON RUSSINO GROUP LIMITED	General trading	19 May 2000
19. YIELD HOPE FAR EAST LIMITED 英浩遠東有限公司	Investment holding	14 July 2000

In or about February 2000, due to the failure by Wonson International Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange) to keep its shareholders and the Stock Exchange timely informed of a change in the use of proceeds relating to its initial public offering, Mr. Chiu was publicly censured by the Stock Exchange for the breach of his Declarations and Undertakings with regard to Directors given by him to the Stock Exchange.

Save as disclosed above, Mr. Chiu is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to Rule 13.51(2) of the Listing Rules.

## 2. Mr. Wah Wang Kei, Jackie (“Mr. Wah”) — Executive Director

Mr. Wah, aged 51, was appointed as an executive Director on 9 April 2008. Mr. Wah graduated from The University of Hong Kong in 1990 and was qualified as a solicitor in 1992. Up until 1997, Mr. Wah was a partner of a Hong Kong law firm. He is currently an executive director and in-house legal counsel of CST; and an independent non-executive director of Symphony Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange.

Mr. Wah was a director of Star Digitel Limited (“SDL”) until 2 September 1999, and SDL was ordered to be wound up by a winding up order of the High Court of HKSAR on 3 April 2000.

Save as disclosed herein, Mr. Wah did not hold any directorships or take any major appointment in any Hong Kong or overseas listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Wah has entered into a service agreement with the Company without a fixed term and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Under Mr. Wah's service agreement, Mr. Wah is entitled to a monthly salary of HK\$240,000, which was determined by reference to his duties and responsibilities and the prevailing market conditions. Mr. Wah may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to Mr. Wah's performance and the Group's performance for the financial year concerned.

Mr. Wah is the beneficial owner of 1,780,800 Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed herein, Mr. Wah does not have any relationships with any Directors, senior management, substantial or controlling Shareholder nor any interests in the Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Wah is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to Rule 13.51(2) of the Listing Rules.

### **3. Mr. Lo Wa Kei, Roy ("Mr. Lo") — Independent Non-executive Director**

Mr. Lo, aged 46, was appointed as an independent non-executive Director and chairman of both the audit committee and the remuneration committee of the company on 17 July 2017. He is also a member of the nomination committee of the Company. Mr. Lo received a bachelor's degree of business administration from The University of Hong Kong in 1993 and a master's degree of professional accounting from The Hong Kong Polytechnic University in 2000. Mr. Lo is a practicing accountant in Hong Kong and is a certified public accountant in Hong Kong, a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the CPA Australia and an associate of the Institute of Chartered Accountants in England and Wales. He serves as the managing partner of SHINEWING (HK) CPA Limited, which is a full service accounting and consulting firm engaged in the provision of, among others, audit and business advisory services. He is also a member of the Shanghai Pudong New Area Committee of the Chinese People's Political Consultative Conference, the founding executive vice-president and council member of the Hong Kong Independent Non-Executive Director Association and the Divisional Deputy President 2018 — Greater China of CPA Australia. Mr. Lo has over twenty-three years of experience in auditing, accounting, risk management and finance and has been serving as an independent non-executive director of a number of companies listed on the Stock Exchange, including China Oceanwide International Financial Limited (formerly known as Quam Limited), Wan Kei Group Holdings

Limited, Sun Hing Vision Group Holdings Limited, China Zhongwang Holdings Limited, Sheen Tai Holdings Group Company Limited, China Oceanwide Holdings Limited (formerly known as Hutchison Harbour Ring Limited) and Xinming China Holdings Limited. He also served as an independent non-executive director of North Mining Shares Company Limited.

Save as disclosed herein, Mr. Lo did not hold any directorships or take any major appointment in any Hong Kong or overseas listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Lo has entered into a letter of appointment with the Company with a fixed term of service for three years commencing on 17 July 2017, and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Under Mr. Lo's letter of appointment, Mr. Lo is entitled to receive an annual remuneration of HK\$240,000 (pro rata adjusted for any period shorter than a year), which was determined by reference to his duties and responsibilities and the prevailing market conditions.

Mr. Lo meets the independence guidelines set out in Rule 3.13 of the Listing Rules and the Company has received his written independence confirmation. The Board considers him to be independent.

Mr. Lo does not have any relationships with any Directors, senior management, substantial or controlling Shareholder nor any interests in the Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Lo is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to Rule 13.51(2) of the Listing Rules.

#### **4. Mr. Leung Wai Yiu, Malcolm (“Mr. Leung”) — Executive Director**

Mr. Leung, aged 36, was appointed as an executive Director on 16 April 2018. Mr. Leung currently serves as executive director, Head of Investments of the Company and is primarily responsible for the Group's investment, asset management and strategic planning, as well as formulating the Group's overall business and asset portfolio strategy. Mr. Leung is also responsible for the day-to-day operations and overall management of the Company's investment management team. He is a director of various subsidiaries of the Company. Mr. Leung has over fourteen years of extensive experience in asset management, investment banking and technology industry, based in the United States, Singapore and Hong Kong. Prior to joining the Group in 2017, Mr. Leung held key

positions in various multinational financial institutions and investment banks including Bank of America Merrill Lynch, Standard Chartered and HSBC, and he was responsible for leading global private equity investments and cross-border merger and acquisition transactions, covering different industries such as technology, real estate, financials, insurance and healthcare. Mr. Leung obtained a master's degree in business administration from the Massachusetts Institute of Technology in the United States.

Save as disclosed herein, Mr. Leung did not hold any directorships or take any major appointment in any Hong Kong or overseas listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Leung has entered into a service agreement with the Company without a fixed term and is subject to the retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Under Mr. Leung's service agreement, Mr. Leung is entitled to a monthly director's fee of HK\$20,000, which was determined by reference to his duties and responsibilities and the prevailing market conditions. Mr. Leung may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to Mr. Leung's performance and the Group's performance for the financial year concerned.

Mr. Leung does not have any relationships with any Directors, senior management, substantial or controlling Shareholder nor any interests in the Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Leung is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to Rule 13.51(2) of the Listing Rules.

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# NOTICE OF ANNUAL GENERAL MEETING

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## G-Resources Group Limited

國際資源集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1051)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of G-Resources Group Limited (the “**Company**”) will be held at Novotel Century Hong Kong, Plaza 1–2, lower lobby, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 15 June 2018 at 10:00 a.m. (the “**AGM**”) or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

### **As Ordinary Businesses**

1. To receive and consider the audited consolidated financial statements and reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2017.
2. To re-elect, each as a separate resolution, the following persons as the Directors, and to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors:
  - (i) Mr. Chiu Tao
  - (ii) Mr. Wah Wang Kei, Jackie
  - (iii) Mr. Lo Wa Kei, Roy
  - (iv) Mr. Leung Wai Yiu, Malcolm
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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### As Special Businesses

4. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; and
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the bye-laws of the Company,

shall not exceed 20% of the total number of the issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws of Bermuda or the bye-laws of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of the Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or stock exchange in any territory outside Hong Kong).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Code on Share Buy-backs (the “**Recognised Stock Exchange**”) and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time or that of any other Recognised Stock Exchange, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the total number of the Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued Shares as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws of Bermuda or the bye-laws of the Company to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

“**THAT** conditional upon the passing of the ordinary resolutions numbered 4 and 5 as set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares pursuant to ordinary resolution numbered 4 as set out in the notice convening this meeting be and is hereby extended by the addition to the total number of Shares which may be allotted by the Directors pursuant to such general mandate an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5 as set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of the issued Shares at the date of passing of this resolution.”

7. To consider and, if thought fit, pass with or without amendments the following resolution as ordinary resolution of the Company:

“**THAT** the proposed amendments to the terms of the share option scheme of the Company adopted on 18 June 2014 (the “**2014 Share Option Scheme**”) as set out in “Letter from the Board” contained in the circular of the Company accompanying this notice of AGM, be and are hereby approved and confirmed; and any Director if the affixation of the

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## NOTICE OF ANNUAL GENERAL MEETING

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common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to do all such acts or things and to execute and enter into all documents and arrangements as may be necessary or expedient for the purpose of, or in connection with, the implementation of the amendments to the 2014 Share Option Scheme.”

By Order of the Board  
**G-Resources Group Limited**  
**Leung Oi Kin**

*Executive Director and Company Secretary*

Hong Kong, 15 May 2018

*Principal Place of Business in Hong Kong:*

Room 1801, 18/F

Capital Centre

No. 151 Gloucester Road

Wanchai, Hong Kong

*Registered Office:*

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Notes:*

1. In order to qualify for attending and voting at the AGM, all transfer of shares, accompanied by the relevant share certificate and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 11 June 2018.
2. A shareholder of the Company (the "**Shareholder**") entitled to attend and vote at the AGM may appoint another person as his proxy to attend and to vote in his stead. A Shareholder who is the holder of two or more shares of the Company (the "**Shares**") may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
3. Where there are joint registered holders of any Share, any one such person may vote at the AGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of shareholders of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy when duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company's branch share registrar in Hong Kong, 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 appointed for holding the AGM or any adjournment thereof.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. Unless otherwise announced by the Company, the AGM will be held as scheduled even when Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force on the date of the AGM.

Shareholders should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

*As at the date of this notice, the Board comprises:*

- (i) *Mr. Chiu Tao, Mr. Ma Xiao, Mr. Wah Wang Kei, Jackie, Mr. Leung Oi Kin and Mr. Leung Wai Yiu, Malcolm as executive Directors; and*
- (ii) *Mr. Lo Wa Kei, Roy, Mr. Chen Gong and Mr. Martin Que Meideng as independent non-Executive Directors.*