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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)**

### **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The board of directors (the "Board") of G-Resources Group Limited (the "Company") hereby announces that the Company has offered to grant share options to certain employees of the Company, subject to acceptance of the grantees, under its share option scheme adopted by the Company on 30 July 2004 with details as follows:

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|--|---|
| Date of grant                                    | : 10 January 2012 (the "Date of Grant")   |
| Exercise price of share options granted          | : HK\$0.600 <sup>(Note)</sup> to subscribe for one ordinary share of HK\$0.01 each of the Company (the "Share")   |
| Number of share options granted                  | : 3,500,000 share options (each share option shall entitle the holder of the share option to subscribe for one Share)   |
| Closing price of the Shares on the Date of Grant | : HK\$0.415 per Share   |
| Validity period of the share options             | : upon fulfillment of vesting conditions and upto a maximum period of 5 years from the date of offer letter   |
| Vesting conditions                               | : 1) as to 50%, 180 days after the first gold production by G-Resources Martabe Pty Ltd (ACN 119 655 506) (formerly known as OZ Minerals Martabe Pty Ltd ACN 119 655 506) and its subsidiary under the Martabe Gold and Silver Project owned by PT Agincourt Resources in the Regency of South Tapanuli, Northern Sumatra, Indonesia (the "Martabe Project");<br>2) as to 25%, upon the process plant of the Martabe Project being in operation and having reached its designed capacity of not less than a monthly cumulated average of gold production of 90% of the board approved production output for that year over a period of any six (6) consecutive months |

after the first gold production at the Martabe Project; and

- 3) as to 25%, upon the process plant of the Martabe Project being in operation and having reached its designed capacity of not less than a monthly cumulated average of gold production of 90% of the board approved production output for that year over a period of any twelve (12) consecutive months after the first gold production at the Martabe Project,

provided always that, in each case, no share options shall be vested at any time prior to the expiry of nine (9) months from the Date of Grant of the share options.

*Note: the exercise price of HK\$0.600 per share is higher than (i) the closing price of HK\$0.415 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$0.425 per Share as stated in the daily quotations sheet issued by the Stock Exchange for the 5 business days immediately preceding the Date of Grant; and (iii) the nominal value of the Share.*

By Order of the Board  
**G-Resources Group Limited**  
**Chiu Tao**  
*Chairman*

Hong Kong, 10 January 2012

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

- (i) Mr. Chiu Tao, Mr. Owen L Hegarty, Mr. Peter Geoffrey Albert, Mr. Ma Xiao, Mr. Wah Wang Kei, Jackie, Mr. Hui Richard Rui and Mr. Kwan Kam Hung, Jimmy as executive directors of the Company;*
- (ii) Mr. Tsui Ching Hung as non-executive director of the Company; and*
- (iii) Mr. Or Ching Fai, Ms. Ma Yin Fan and Mr. Leung Hoi Ying as independent non-executive directors of the Company.*

*\* For identification purpose only*