

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement has been prepared pursuant to, and in order to comply with, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Takeovers Code and the Share Buy-backs Code, and does not constitute an offer to buy, or the solicitation of an offer to sell or subscribe for, any securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to buy, sell or subscribe for any securities.*



**首鋼福山資源集團有限公司**  
**SHOUGANG FUSHAN RESOURCES GROUP LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 639)**

**CONDITIONAL CASH OFFER BY  
OCTAL CAPITAL LIMITED ON BEHALF OF  
SHOUGANG FUSHAN RESOURCES GROUP LIMITED  
TO BUY-BACK UP TO 250,000,000 SHARES FOR HK\$2.00 PER SHARE  
INVOLVING APPLICATIONS FOR WHITEWASH WAIVERS**

**DESPATCH OF OFFER DOCUMENT  
AND  
EXPECTED TIMETABLE OF THE OFFER**

**Financial adviser to the Company**



Reference is made to the announcements of the Company dated 20 July 2020, 22 July 2020, 10 August 2020 and 14 August 2020 and the offer document dated 19 August 2020 (the “**Offer Document**”) in relation to, among other things, the Offer involving applications for Whitewash Waivers. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

## DESPATCH OF THE OFFER DOCUMENT

The Offer Document containing, among other things, (i) detailed information relating to the Offer and the Whitewash Waivers; (ii) a letter from the Independent Board Committee containing its recommendation and advice to the Independent Shareholders as to whether the Offer and the Whitewash Waivers are fair and reasonable and as to acceptance and voting; (iii) a letter of advice from the Independent Financial Adviser containing its advice to the Independent Board Committee as to whether the Offer and the Whitewash Waivers are fair and reasonable and as to acceptance and voting; and (iv) a notice of General Meeting to consider and approve, if thought fit, the Offer and the Whitewash Waivers, together with the accompanying form of proxy and Acceptance Form, has been despatched to the Shareholders on Wednesday, 19 August 2020 in accordance with the Codes.

Shareholders are advised to read the Offer Document carefully, before deciding whether or not to accept the Offer and/or to approve the resolutions in connection with the Offer and the Whitewash Waivers to be proposed at the General Meeting.

## EXPECTED TIMETABLE

The General Meeting will be convened and held at Empire Grand Room, 1st Floor, The Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong on Thursday, 3 September 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the resolutions in respect of the Offer and the Whitewash Waivers.

The timetable set out below is indicative only and is subject to change. Any changes to the expected timetable will be announced by the Company.

<b>Event</b>	<b>Time &amp; Date</b>
Despatch of the Offer Document and notice of General Meeting . . . . .	Wednesday, 19 August 2020
Latest time for lodging transfer documents to qualify for attendance at the General Meeting . . . . .	4:30 p.m. on Friday, 28 August 2020
Register of Members close . . . . .	Monday, 31 August 2020 to Thursday, 3 September 2020 (both days inclusive)
Latest time for lodging proxy forms for the General Meeting . . . . .	11:00 a.m. on Tuesday, 1 September 2020
General Meeting . . . . .	11:00 a.m. on Thursday, 3 September 2020

**Event****Time & Date**

Announcement of results of the General Meeting and  
whether the Offer has become unconditional . . . . . not later than 7:00 p.m.  
on Thursday, 3 September 2020

Latest time and date for submitting  
the Acceptance Forms (*Note 2*) . . . . . 4:00 p.m.  
on Thursday, 17 September 2020

Closing date of the Offer (*Note 2*). . . . . Thursday, 17 September 2020

Announcement of the results of the Offer  
on the website of the Stock Exchange . . . . . not later than 7:00 p.m.  
on Thursday, 17 September 2020

Latest date for despatch of cheques to  
the Accepting Shareholders and,  
if applicable, return of the Share certificates to parties  
with unsuccessful tenders (*Note 3*) . . . . . Monday, 28 September 2020

*Notes:*

1. The above timetable assumes that the Offer is approved by the Independent Shareholders at the General Meeting and the Conditions are satisfied resulting in the Offer becoming unconditional on Thursday, 3 September 2020.
2. The Offer will remain open for acceptance for a period of 14 days after it becomes unconditional. Where the Offer Period ends on a day which is not a Business Day, the Offer Period is extended until the next Business Day.
3. Remittance for the total amounts due to Accepting Shareholders under the Offer (subject to deduction of seller's ad valorem stamp duty payable on the Shares bought-back from such Accepting Shareholders) will be made by the Company within 7 Business Days after the close of the Offer.
4. All references to dates and time contained in this announcement refer to Hong Kong dates and time.

## **WARNING**

**Shareholders and potential investors should note that the Offer is subject to all of the Conditions being fulfilled in full, and, therefore, may or may not become unconditional and the Offer may or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares and should consult their professional advisers when in doubt.**

By Order of the Board  
**Shougang Fushan Resources Group Limited**  
**Ding Rucai**  
*Chairman of the Board*

Hong Kong, 19 August 2020

*As at the date of this announcement, the Board comprises Mr. Ding Rucai (Chairman), Mr. Fan Wenli (Managing Director), Mr. Chen Zhaoqiang (Deputy Managing Director), Mr. Liu Qingshan (Deputy Managing Director), Mr. Wang Dongming (Executive Director), Ms. Chang Cun (Non-executive Director), Mr. Shi Yubao (Non-executive Director), Mr. Kee Wah Sze (Independent Non-executive Director), Mr. Choi Wai Yin (Independent Non-executive Director), Mr. Japhet Sebastian Law (Independent Non-executive Director) and Mr. Chen Jianxiong (Independent Non-executive Director).*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*