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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)

**APPOINTMENT OF DIRECTORS
AND
LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS**

APPOINTMENT OF DIRECTORS

The board of directors (the “Board”) of Shougang Fushan Resources Group Limited (the “Company”) announces that:

1. Mr. Xiang Xu Jia (“Mr. Xiang”) has been appointed as a Non-executive Director of the Company with effect from 1 September 2013; and
2. Mr. Japhet Sebastian Law (“Mr. Law”) has been appointed as an Independent Non-executive Director of the Company as well as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 1 September 2013.

Mr. Xiang, aged 44, graduated from the Department of Information Science and Electronic Engineering of Zhejiang University with a bachelor degree in electrical engineering. He obtained a master of laws degrees from Southwest University of Political Science and Law. Mr. Xiang was qualified as a lawyer in the PRC and had been a practicing lawyer for over 7 years. He is the secretary of the board of Sino Life Insurance Co., Ltd. (“Sino Life”), a director of each of Life Insurance Assets Management Co., Ltd., Sino-Life Asset Management (Hong Kong) Company Limited, Fund Resources Investment Holding Group Company Limited (“Fund Resources”) and Shenzhen Qianhai Fude Energy Investment Holding Company Limited*. Each of Sino Life and Fund Resources is a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”). Mr. Xiang has extensive experiences in securities and finance, corporate governance and risk management.

An engagement letter will be entered into with Mr. Xiang for a term commencing on 1 September 2013 and expiring on 31 December 2015. Under the engagement letter, Mr. Xiang will be entitled to a director’s fee as may be determined by the Board from time to time pursuant to the authority given by the shareholders of the Company (the “Shareholders”). For the financial year ending 31 December 2013, the director’s fee of Mr. Xiang will be HK\$35,000 per month which will be paid in proportion to the actual length of services

provided by Mr. Xiang. Such director's fee was determined with reference to Mr. Xiang's experience and duties as well as the then prevailing market conditions.

As at the date of this announcement and within the meaning of Part XV of the SFO, Mr. Xiang does not have any interests in the shares of the Company.

In accordance with the articles of association of the Company, Mr. Xiang will hold office until the next annual general meeting of the Company, at which time he will be eligible for re-election. Thereafter, Mr. Xiang will be subject to rotation requirements as contained in the articles of association of the Company and shall retire from office by rotation at least once every three years.

Save as disclosed above, Mr. Xiang does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. There is no information relating to the appointment of Mr. Xiang which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Law, aged 61, graduated from the University of Texas at Austin with a doctor of philosophy degree in mechanical/industrial engineering in 1976. He joined The Chinese University of Hong Kong in 1986 and retired in August 2012. Before retirement, Mr. Law was a professor in the Department of Decision Sciences and Managerial Economics. He was the associate dean and subsequently the dean of the Faculty of Business Administration of The Chinese University of Hong Kong from 1993 until 2002. Prior to returning to Hong Kong, Mr. Law was a director of Operations Research at the Cullen College of Engineering and a director of Graduate Studies in Industrial Engineering at the University of Houston and was also involved with the U.S. Space Program in his career with McDonnell Douglas and Ford Aerospace in the United States. He acts as a consultant for various corporations in Hong Kong and overseas. Mr. Law is active in public services and serves as a member of the Provisional Regional Council of the Hong Kong SAR Government and various other committees. He is active on the boards of profit, non-profit and charitable organisations in Hong Kong and overseas. Mr. Law currently serves as an independent non-executive director of each of Global Digital Creations Holdings Limited, Tianjin Port Development Holdings Limited, Beijing Capital International Airport Company Limited, Binhai Investment Company Limited, Regal Hotels International Holdings Limited and Tianjin Binhai Teda Logistics (Group) Corporation Limited, all of which are listed companies in Hong Kong. He also served as an independent non-executive director of Cypress Jade Agricultural Holdings Limited, a listed company in Hong Kong, during the period from December 2011 to July 2013.

An engagement letter will be entered into with Mr. Law for a term commencing on 1 September 2013 and expiring on 31 December 2015. Under the engagement letter, Mr. Law will be entitled to a director's fee as may be determined by the Board from time to time pursuant to the authority given by the Shareholders. For the financial year ending 31 December 2013, the director's fee of Mr. Law will be HK\$35,000 per month which will be paid in proportion to the actual length of services provided by Mr. Law. Such director's fee was determined with reference to Mr. Law's experience and duties as well as the then prevailing market conditions.

As at the date of this announcement and within the meaning of Part XV of the SFO, Mr. Law does not have any interests in the shares of the Company.

In accordance with the articles of association of the Company, Mr. Law will hold office until the next annual general meeting of the Company, at which time he will be eligible for re-election. Thereafter, Mr. Law will be subject to rotation requirements as contained in the articles of association of the Company and shall retire from office by rotation at least once every three years.

Save as disclosed above, Mr. Law does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. There is no information relating to the appointment of Mr. Law which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. Xiang and Mr. Law to join the Board.

LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS

With effect from 1 September 2013, the members of the Board and the membership of the four Board committees of the Company will be as follows:

Members of the Board

Executive Directors

Li Shaofeng (Chairman)
Chen Zhouping (Vice-chairman and Managing Director)
Wong Lik Ping (Vice-chairman)
So Kwok Hoo (Deputy Managing Director)
Chen Zhaoqiang (Deputy Managing Director)
Liu Qingshan (Deputy Managing Director)

Non-executive Directors

Leung Shun Sang, Tony
Zhang Yaoping
Xiang Xu Jia

Independent Non-executive Directors

Kee Wah Sze
Choi Wai Yin
Chan Pat Lam
Chan Chung Chun
Japhet Sebastian Law

Memberships of the four Board committees

Board Committee Director	Executive Committee	Audit Committee	Remuneration Committee	Nomination Committee
Li Shaofeng	C		M	C
Chen Zhouping	M			
Wong Lik Ping	M			M
So Kwok Hoo	M			
Chen Zhaoqiang	M			
Liu Qingshan	M			
Leung Shun Sang, Tony			M	
Zhang Yaoping				
Xiang Xu Jia				
Kee Wah Sze		M	M	M
Choi Wai Yin		C	M	M
Chan Pat Lam		M	M	M
Chan Chung Chun		M	C	M
Japhet Sebastian Law		M	M	M

Notes:

C Chairman of the relevant Board committees

M Member of the relevant Board committees

By Order of the Board
Shougang Fushan Resources Group Limited
Li Shaofeng
Chairman

Hong Kong, 28 August 2013

As at the date of this announcement, the Board comprises Mr. Li Shaofeng (Chairman), Mr. Chen Zhouping (Vice-chairman and Managing Director), Mr. Wong Lik Ping (Vice-chairman), Mr. So Kwok Hoo (Deputy Managing Director), Mr. Chen Zhaoqiang (Deputy Managing Director), Mr. Liu Qingshan (Deputy Managing Director), Mr. Leung Shun Sang, Tony (Non-executive Director), Mr. Zhang Yaoping (Non-executive Director), Mr. Kee Wah Sze (Independent Non-executive Director), Mr. Choi Wai Yin (Independent Non-executive Director), Mr. Chan Pat Lam (Independent Non-executive Director) and Mr. Chan Chung Chun (Independent Non-executive Director).

** The English translation is unofficial and for identification purpose only.*