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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 CHAIRMAN OF REMUNERATION COMMITTEE
AND
LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS**

APPOINTMENT OF CHAIRMAN OF REMUNERATION COMMITTEE

Reference is made to the announcement of Shougang Fushan Resources Group Limited (the “Company”) dated 12 May 2015 in respect of the non-fulfilment with the requirement of having the remuneration committee chaired by an independent non-executive director under Rule 3.25 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) following the passing away of Mr. Chan Chung Chun on 8 May 2015.

The board of directors (the “Board”) of the Company announces that Mr. Japhet Sebastian Law (“Mr. Law”), an Independent Non-executive Director as well as a member of each of the audit committee, the remuneration committee and the nomination committee of the Company, has been appointed as the chairman of the remuneration committee of the Company with effect from 19 June 2015.

Mr. Law, aged 63, graduated from the University of Texas at Austin with a doctor of philosophy degree in mechanical/industrial engineering in 1976. Mr. Law was appointed 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 of the Company in September 2013 and is now the chairman of the remuneration committee of the Company. 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, Tianjin Binhai Teda Logistics (Group) Corporation Limited and Shanghai La Chapelle Fashion Co., Ltd., all of which are listed companies in Hong Kong. He was 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 was 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 is entitled to a director's fee as may be determined by the Board from time to time. For the financial year ending 31 December 2015, the director's fee of Mr. Law will be HK\$420,000 for a full year 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 Securities and Futures Ordinance, Mr. Law does not have any interests in the shares of the Company.

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.

Saved as disclosed above, Mr. Law does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years. He 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 as the chairman of the remuneration committee of the Company 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 of the Company.

Following the appointment of Mr. Law as the chairman of the remuneration committee of the Company, the Company has complied with the requirement of Rule 3.25 of the Listing Rules.

LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS

With effect from 19 June 2015, the members of the Board and the membership of the four Board committees of the Company are as follows:

Members of the Board

Executive Directors

Li Shaofeng (Chairman)
Ding Rucai (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
Xiang Xu Jia

Independent Non-executive Directors

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

Memberships of the four Board committees

Director \ Board Committee	Executive Committee	Audit Committee	Remuneration Committee	Nomination Committee
Li Shaofeng	C		M	C
Ding Rucai	M			
Wong Lik Ping	M			M
So Kwok Hoo	M			
Chen Zhaoqiang	M			
Liu Qingshan	M			
Leung Shun Sang, Tony			M	
Xiang Xu Jia				
Kee Wah Sze		M	M	M
Choi Wai Yin		C	M	M
Chan Pat Lam		M	M	M
Japhet Sebastian Law		M	C	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, 19 June 2015

As at the date of this announcement, the Board comprises Mr. Li Shaofeng (Chairman), Mr. Ding Rucai (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. Xiang Xu Jia (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. Japhet Sebastian Law (Independent Non-executive Director).