

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.



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)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the “**General Meeting**”) of Shougang Fushan Resources Group Limited (the “**Company**”) will be 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 purposes of considering and, if thought fit, passing with or without amendments, the following resolutions as an ordinary resolution and a special resolution of the Company, respectively:

ORDINARY RESOLUTION

The following resolution (a) will be proposed to be considered and if thought appropriate passed as an ordinary resolution of the Company:

“**THAT:**

- (a) the conditional cash offer (the “**Offer**”) by Octal Capital Limited on behalf of the Company to buy back up to 250,000,000 ordinary shares of the Company (the “**Shares**”) at a price of HK\$2.00 per Share in cash and subject to the terms and conditions set out in the Offer Document (a copy of which marked “A” has been produced to the General Meeting and initialled by the chairman of the General Meeting for the purpose of identification) together with the accompanying acceptance form despatched to the shareholders of the Company (the “**Shareholders**”) and dated 19 August 2020 be approved, without prejudice to the existing authority of the Company under the general mandate to buy-back Shares granted by the Shareholders at the annual general meeting of the Company on 21 May 2020, and that any one of the directors of the Company be and is hereby authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the articles of association of the Company) with or without amendments and do all such things as he/she considers desirable, necessary or expedient in connection with or to give effect to any matters relating to or in connection with the Offer including without limitation, completion of the Offer;

SPECIAL RESOLUTION

The following resolution (b) will be proposed to be considered and if thought appropriate passed as a special resolution of the Company:

- (b) the waivers (the “**Whitewash Waivers**”) in respect of any obligation under the Codes on Takeovers and Mergers and Share Buy-Backs of Hong Kong (the “**Codes**”) of Funde Shareholder and Shougang Shareholders (as defined in the Offer Document) to make a mandatory general offer for the issued Shares not held by the Funde Concert Group and the Shougang Concert Group (as defined in the Offer Document) respectively which may, but for such Whitewash Waivers, arise upon completion of the Offer be and is hereby approved, and that any one of the directors of the Company be and is hereby authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the articles of association of the Company) with or without amendments and do all such things as he/she considers desirable, necessary or expedient in connection with or to give effect to any matters relating to or in connection with the Whitewash Waivers.”

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

Hong Kong, 19 August 2020

Notes:

1. Any Shareholder entitled to attend and vote at the General Meeting or at any adjourned meeting thereof (as the case may be) will be entitled to appoint a proxy or, if such Shareholder is a holder of two or more Shares, proxies to attend and vote in such Shareholder’s stead. A proxy need not be a Shareholder but must attend the General Meeting or any adjourned meeting thereof (as the case may be) in person to represent the appointing Shareholder.
2. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours before the time appointed for holding the General Meeting (i.e. at or before 11:00 a.m. on Tuesday, 1 September 2020 (Hong Kong time)), or any adjourned meeting thereof (as the case may be).

3. The Register of Members will be closed from Monday, 31 August 2020 to Thursday, 3 September 2020 (both days inclusive) to determine the entitlement to attend and vote at the above General Meeting. During such period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the above General Meeting, all transfer forms accompanied by the relevant Share certificates must be lodged with the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 28 August 2020 for registration.
4. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the General Meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the General Meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the Register of Members in respect of the Shares shall alone be entitled to vote in respect thereto.
6. The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the General Meeting to protect attending Shareholders, staff and stakeholders from the risk of infection:
 - (i) compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the General Meeting venue or be required to leave the General Meeting venue;
 - (ii) each attendee is required to wear a surgical face mask at all times at the General Meeting and inside the General Meeting venue, and to maintain a safe distance between seats;
 - (iii) no refreshment will be served; and
 - (iv) each attendee may be asked whether (a) he/she has travelled outside of Hong Kong within the 14-day period immediately before the General Meeting and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the General Meeting venue or be required to leave the General Meeting venue. Alternatively, Shareholders may appoint the chairman of the General Meeting as their proxy to attend and vote on the relevant resolutions at the General Meeting as an alternative to attending the General Meeting or any adjourned meeting thereof (as the case may be) in person by completing and returning the form of proxy attached to this Offer Document.

Pursuant to the restriction of the number of participants in a shareholders' meeting imposed under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (the "**Regulation**") as amended from time to time, group gatherings of more than 20 persons for shareholders' meetings are required to be accommodated in separate rooms or partitioned areas of not more than 20 persons each. To comply with the Regulation, the Company will provide enough rooms to separate Shareholders if necessary. Therefore, the Company reminds all Shareholders that physical attendance in person at the General Meeting is not necessary for the purpose of exercising voting rights.

The Company will keep the Shareholders informed by way of further announcement if there are any material updates on the Regulation which would affect the General Meeting.

If any Shareholder has any question relating to the General Meeting, please contact the Registrar as follows:

Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Email: is-enquiries@hk.tricorglobal.com
Tel: (852)2980 1333
Fax: (852)2810 8185

As at the date of this announcement, the Directors are:

Executive Directors:

Mr. Ding Rucai (*Chairman*)
Mr. Fan Wenli (*Managing Director*)
Mr. Chen Zhaoqiang (*Deputy Managing Director*)
Mr. Liu Qingshan (*Deputy Managing Director*)
Mr. Wang Dongming

Non-executive Directors:

Ms. Chang Cun
Mr. Shi Yubao

Independent non-executive Directors:

Mr. Kee Wah Sze
Mr. Choi Wai Yin
Mr. Japhet Sebastian Law
Mr. Chen Jianxiong