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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)

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 Boardroom 8, Lower Lobby, Renaissance Harbour View Hotel Hong Kong, No. 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 29 August 2023 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 125,000,000 ordinary shares of the Company (the “**Shares**”) at a price of HK\$2.40 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 1 August 2023 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 31 May 2023, 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 waiver (the “**Whitewash Waiver**”) in respect of any obligation under the Codes on Takeovers and Mergers and Share Buy-Backs of Hong Kong (the “**Codes**”) of Shougang Holding Shareholders (as defined in the Offer Document) to make a mandatory general offer for the issued Shares not held by the Shougang Concert Group (as defined in the Offer Document) respectively which may, but for such Whitewash Waiver, 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 Waiver.”

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

Hong Kong, 1 August 2023

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Saturday, 26 August 2023 (Hong Kong time)), or any adjourned meeting thereof (as the case may be).
3. The Register of Members will be closed from Thursday, 24 August 2023 to Tuesday, 29 August 2023 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 23 August 2023 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. No refreshments or drinks, and corporate gifts or gift coupons will be provided at the General Meeting.

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

Tricor Tengis Limited,
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

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

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

Executive Directors:

Mr. Ding Rucai (*Chairman*)

Mr. Fan Wenli (*Managing Director*)

Mr. Chen Zhaoqiang (*Deputy Managing Director*)

Mr. Wang Dongming (*Deputy Managing Director*)

Non-executive Directors:

Ms. Chang Cun

Mr. Shi Yubao

Independent non-executive Directors:

Mr. Choi Wai Yin

Mr. Japhet Sebastian Law

Mr. Chen Jianxiong

Mr. Shen Zongbin