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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)

**VOTING RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 25 MAY 2012
AND
ADOPTION OF THE NEW SHARE OPTION SCHEME AND
TERMINATION OF THE EXISTING SHARE OPTION SCHEME**

The Board is pleased to announce that all the resolutions set out in the AGM Notice were duly passed by the Shareholders by way of poll at the Annual General Meeting held on 25 May 2012.

Reference is made to the circular of the Company dated 13 April 2012 (the “Circular”) to the Shareholders regarding proposals for general mandates to issue and repurchase shares, re-election of retiring directors, adoption of the New Share Option Scheme and termination of the Existing Share Option Scheme and notice of Annual General Meeting (the “AGM Notice”). Capitalized terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise. The Circular may be viewed at, and downloaded from, the website of the Company at www.shougang-resources.com.hk and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

VOTING RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all the resolutions set out in the AGM Notice contained in the Circular were duly passed by the Shareholders by way of poll at the Annual General Meeting held on 25 May 2012.

The Company’s share registrars, Tricor Tengis Limited, was appointed the scrutineer at the Annual General Meeting for the purpose of vote-taking. The voting results in respect of the resolutions as set out in the AGM Notice are as follows:-

Resolutions	Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
	For	Against	
1. To receive the report of the directors and the audited financial statements for the year ended 31 December 2011.	2,407,498,113 (100%)	0 (0%)	2,407,498,113
2. To declare a final dividend for the year ended 31 December 2011.	2,407,498,113 (100%)	0 (0%)	2,407,498,113
3. A. To re-elect Mr. Li Shaofeng as director.	2,298,367,834 (95.51%)	107,978,279 (4.49%)	2,406,346,113
3. B. To re-elect Mr. Chen Zhouping as director.	2,394,626,921 (99.60%)	9,703,892 (0.40%)	2,404,330,813
3. C. To re-elect Mr. Wong Lik Ping as director.	2,146,787,766 (89.25%)	258,695,047 (10.75%)	2,405,482,813
3. D. To re-elect Mr. So Kwok Hoo as director.	2,314,114,035 (96.25%)	90,216,778 (3.75%)	2,404,330,813
3. E. To re-elect Mr. Zhang Yaoping as director.	2,215,472,494 (92.07%)	190,745,619 (7.93%)	2,406,218,113
3. F. To re-elect Mr. Zhang Wenhui as director.	1,972,743,639 (81.94%)	434,754,474 (18.06%)	2,407,498,113
4. To appoint auditor and to authorise the directors to fix its remuneration.	2,397,450,195 (99.58%)	10,047,918 (0.42%)	2,407,498,113
5. To pass Resolution 5 of the AGM Notice – to give a general mandate to the directors to issue and dispose of shares not exceeding 20% of the existing issued share capital of the Company.	1,937,003,444 (80.46%)	470,494,669 (19.54%)	2,407,498,113
6. To pass Resolution 6 of the AGM Notice – to give a general mandate to the directors to repurchase shares not exceeding 10% of the existing issued share capital of the Company.	2,403,125,606 (100%)	0 (0%)	2,403,125,606
7. To pass Resolution 7 of the AGM Notice – to add, conditional upon the passing of resolution 6 above, the nominal amount of repurchased shares to the general mandate given to the directors to allot shares.	1,932,630,937 (80.28%)	474,867,176 (19.72%)	2,407,498,113
8. To approve and adopt the New Share Option Scheme and to terminate the Existing Share Option Scheme of the Company.	2,018,131,990 (83.83%)	389,366,123 (16.17%)	2,407,498,113

As at the date of the Annual General Meeting, the number of Shares in issue was 5,301,837,842 which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the Annual General Meeting. There were no Shares entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules and no Shareholders were required under the Listing Rules to abstain from voting at the Annual General Meeting. No parties have indicated in the Circular that they intend to vote against or to abstain from voting on any resolutions at the Annual General Meeting.

ADOPTION OF THE NEW SHARE OPTION SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME

As the ordinary resolution no. 8 as set out in the AGM Notice was duly passed by the Shareholders at the Annual General Meeting, the New Share Option Scheme is adopted on 25 May 2012 but the effectiveness of the New Share Option Scheme is subject to the Listing Committee of the Stock Exchange granting approval to the listing of, and permission to deal in, the Shares to be issued by the Company pursuant to the exercise of Options which may be granted under the New Share Option Scheme. The Existing Share Option Scheme will be terminated with effect from the date on which the New Share Option Scheme becomes effective. Nevertheless, all outstanding options granted pursuant to the Existing Share Option Scheme shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme despite the termination of the Existing Share Option Scheme.

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

Hong Kong, 25 May 2012

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. Xue Kang (Deputy Managing Director), Mr. Leung Shun Sang, Tony (Non-executive Director), Mr. Zhang Yaoping (Non-executive Director), Mr. Zhang Wenhui (Non-executive Director), Mr. Kee Wah Sze (Independent Non-executive Director), Mr. Choi Wai Yin (Independent Non-executive Director) and Mr. Chan Pat Lam (Independent Non-executive Director).