



**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)

**FORM OF PROXY FOR THE GENERAL MEETING  
TO BE HELD ON 3 SEPTEMBER 2020 AND ANY ADJOURNMENT THEREOF**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (the “Shares”) in the share capital of Shougang Fushan Resources Group Limited (the “Company”), HEREBY APPOINT the chairman of the meeting, or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the general meeting of the Company to be held at Empire Grand Room, 1st Floor, The Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong on Thursday, 3 September at 11:00 a.m. and at any adjournment thereof (the “Meeting”) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting (the “GM Notice”) and at the Meeting to vote for me/us and in my/our name(s) in respect of the resolutions as indicated hereunder, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
(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		
(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.		

Signature<sup>5</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please strike out “the chairman of the meeting, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for a resolution, please “✓” the box marked “For”. If you wish to vote against a resolution, please “✓” the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the GM Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this 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 share registrar of the Company, 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 Meeting (i.e., at or before 11:00 a.m. on Tuesday, 1 September (Hong Kong time)), or any adjournment thereof (as the case may be).**
- In the case of joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but if more than one of such holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of such Shares shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. If you attend and vote at the Meeting, this form of proxy will be deemed to be revoked.
- The description of the ordinary resolution and the special resolution is by way of summary only. The full text of the ordinary resolution and the special resolution appear in the GM Notice.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.