



**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 ANNUAL GENERAL MEETING  
 TO BE HELD ON 18 JUNE 2013 AND ANY ADJOURNMENT THEREOF**

I/We<sup>1</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares ("Shares") of HK\$0.10 each in the 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 annual general meeting of the Company to be held at The Residence, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 18 June 2013 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 "**AGM 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.

	RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive the report of the directors and the audited financial statements for the year ended 31 December 2012.		
2.	To declare a final dividend for the year ended 31 December 2012.		
3.	A. To re-elect Mr. Chen Zhaoqiang as director.		
	B. To re-elect Mr. Liu Qingshan as director.		
	C. To re-elect Mr. Kee Wah Sze as director.		
	D. To re-elect Mr. Chan Pat Lam as director.		
	E. To re-elect Mr. Chan Chung Chun as director.		
4.	To appoint auditor and to authorise the directors to fix its remuneration.		
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.		
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.		
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.		

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

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

**Notes:**

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. 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).
3. 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.**
4. **IMPORTANT:** If you wish to vote for a resolution, please tick in the box marked "For". If you wish to vote against a resolution, please tick in 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 AGM Notice.
5. 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 to sign the same.
6. 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 registrars of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting.
7. 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 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.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. 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.