



**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 21 DECEMBER 2017 AND ANY ADJOURNMENT THEREOF**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (“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 Forum Room 1, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 21 December 2017 at 11:00 a.m. (and at any adjournment thereof) (the “Meeting”) for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated, 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>
To approve, ratify and confirm the Second Master Agreement (as defined in the circular of the Company dated 4 December 2017) entered into between the Company and Shougang Group Co., Ltd.* (首鋼集團有限公司) and the cap amounts in respect of the continuing connected transactions as set out in the Second Master Agreement, and to authorise any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Second Master Agreement.		

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 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 notice convening the Meeting.
- 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, attorney or other person duly authorised to sign the same.
- 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 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting (i.e., at or before 11:00 a.m. on Tuesday, 19 December 2017 (Hong Kong time)), or any adjourned meeting thereof (as the case may be).
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares 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.
- 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.

**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.

\* For identification purpose only