

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Shougang Fushan Resources Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



# 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)**

## ADOPTION OF THE NEW SHARE OPTION SCHEME AND NOTICE OF GENERAL MEETING

---

Capitalised terms used in this cover page have the same meanings in this circular.

A notice of General Meeting of Shougang Fushan Resources Group Limited to be held at 11:00 a.m. on Tuesday, 28 June 2022 or immediately after the conclusion of the annual general meeting of the Company to be held on the same day, whichever is later, at Empire Grand Room, 1st Floor, The Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong is set out on pages 17 to 18 of this circular. Whether or not you are able to attend the General Meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours (not taken public holiday into account) before the time appointed for holding the General Meeting (i.e. at or before 11:00 a.m. on Saturday, 25 June 2022 (Hong Kong time)), or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the General Meeting or any adjourned meeting (as the case may be) should you so wish.

### PRECAUTIONARY MEASURES FOR THE GENERAL MEETING

Please refer to page 1 of this circular for precautionary measures being taken at the General Meeting for the purpose of preventing and controlling the spread of COVID-19, including:

- 1) Compulsory temperature screening/checks;
- 2) Wearing of surgical face mask;
- 3) Adequate physical distancing at venue; and
- 4) No provision of refreshments or drinks, and corporate gifts or gift coupons.

Any person who does not comply with the precautionary measures may be denied entry into the General Meeting venue. Furthermore, the Company wishes to remind Shareholders, particularly the Shareholders who are subject to quarantine in relation to COVID-19, that they may appoint the chairman of the General Meeting as their proxy to vote on the relevant resolution at the General Meeting as an alternative to attending the General Meeting in person.

---

# CONTENTS

---

	<i>Page</i>
<b>PRECAUTIONARY MEASURES FOR THE GENERAL MEETING</b> .....	1
<b>DEFINITIONS</b> .....	3
<b>LETTER FROM THE BOARD</b> .....	5
<b>APPENDIX – PRINCIPAL TERMS OF THE NEW SHARE OPTION SCHEME</b> ....	10
<b>NOTICE OF GENERAL MEETING</b> .....	17

---

## PRECAUTIONARY MEASURES FOR THE GENERAL MEETING

---

In light of the continuing risks posed by COVID-19, the Company is adopting the following precautionary measures at the General Meeting in order to safeguard the health and safety of the Shareholders who might be attending the General Meeting in person:

1. Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the General Meeting venue. Any person with a body temperature above 37.5 degrees Celsius or the reference point announced by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the General Meeting venue and requested to leave the General Meeting venue;
2. Every attendee will be required to wear a surgical face mask at the General Meeting venue and throughout the General Meeting and to sit at a safe distance from the other attendees. **Please note that no surgical face masks will be provided at the General Meeting venue and attendees should bring and wear their own masks;**
3. No refreshment or drinks will be provided at the General Meeting; and
4. No corporate gifts or gift coupons will be provided at the General Meeting.

To the extent permitted under law, the Company reserves the right to deny any person entry into the General Meeting venue or require any person to leave the General Meeting venue so as to ensure the health and safety of other attendees at the General Meeting.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the General Meeting arrangements at short notice. Shareholders should check the websites of the Company ([www.shougang-resources.com.hk](http://www.shougang-resources.com.hk)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for further announcements and updates on the General Meeting arrangements.

**Voting by proxy in advance of the General Meeting:** The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights to vote, but are conscious of the pressing need to protect them from possible exposure to the COVID-19 pandemic. For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the General Meeting by appointing the chairman of the General Meeting as their proxy instead of attending the General Meeting in person. Physical attendance is not necessary for the purpose of exercising the rights of the Shareholders.

**The deadline to submit completed proxy forms is not less than 48 hours (not taken public holiday into account) before the time appointed for the holding of the General Meeting.** Completed proxy forms must be deposited at the share registrar of the Company, Tricor Tengis Limited, at or before the deadline.

**Appointment of proxy by non-registered Shareholders:** Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) for assistance in the appointment of proxy.

---

## **PRECAUTIONARY MEASURES FOR THE GENERAL MEETING**

---

If Shareholders have any questions relating to the General Meeting, please contact the Company's share registrar, Tricor Tengis Limited, as follows:

Tricor Tengis Limited

Address: Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

Tel: +852 2980 1333

---

## DEFINITIONS

---

*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	Shougang Fushan Resources Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange (SEHK: 639)
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	any full-time or part-time employees, executives, officers or directors (including executive and non-executive directors) of the Company or any of the Subsidiaries and any advisors, consultants, agents, suppliers, customers and distributors who, in the sole opinion of the Board, will contribute or have contributed to the Company and/or any of the Subsidiaries
“Executive Director(s)”	the executive director(s) of the Company
“Existing Share Option Scheme”	the share option scheme adopted by the Company on 25 May 2012 and valid till 25 May 2022 (both days inclusive)
“General Meeting”	the general meeting of the Company to be held at 11:00 a.m. on Tuesday, 28 June 2022 or immediately after the conclusion of the annual general meeting of the Company to be held on the same day, whichever is later, at Empire Grand Room, 1st Floor, The Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong or any adjournment thereof
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Non-executive Director(s)”	the independent non-executive director(s) of the Company

---

## DEFINITIONS

---

“Latest Practicable Date”	30 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange and any amendments thereto
“New Share Option Scheme”	the share option scheme which is proposed to be adopted by the Company at the General Meeting, further information and summary of the principal terms are set out in the Appendix to this circular
“Non-executive Director(s)”	the non-executive director(s) of the Company
“Option(s)”	option(s) to subscribe for Shares granted and/or to be granted pursuant to the New Share Option Scheme
“SEHK”	stock code on the Stock Exchange
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	subsidiary(ies) for the time being of the Company within the meaning of the Companies Ordinance
“substantial shareholder”	has the same meaning ascribed to it under the Listing Rules
“%”	per cent

---

## LETTER FROM THE BOARD

---



# 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)

*Executive Directors:*

Ding Rucai (Chairman)

Fan Wenli (Managing Director)

Chen Zhaoqiang (Deputy Managing Director)

Liu Qingshan (Deputy Managing Director)

Wang Dongming (Deputy Managing Director)

*Registered office and principal place of  
business in Hong Kong:*

6th Floor

Bank of East Asia Harbour View Centre

56 Gloucester Road

Wanchai

Hong Kong

*Non-executive Directors:*

Chang Cun

Shi Yubao

*Independent Non-executive Directors:*

Choi Wai Yin

Japhet Sebastian Law

Chen Jianxiong

Shen Zongbin

2 June 2022

*To the Shareholders*

Dear Sir or Madam,

### **ADOPTION OF THE NEW SHARE OPTION SCHEME AND NOTICE OF GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with details regarding the proposal for adoption of the New Share Option Scheme, and to give the Shareholders notice of the General Meeting. Such proposal will be dealt with at the General Meeting.

---

## LETTER FROM THE BOARD

---

### 2. ADOPTION OF THE NEW SHARE OPTION SCHEME

#### **The Existing Share Option Scheme**

The Existing Share Option Scheme was adopted by the Shareholders on 25 May 2012 for a period of 10 years from the date of adoption and has expired on 25 May 2022, being the tenth anniversary of its adoption. For details, please refer to the circular of the Company dated 13 April 2012.

Upon the expiry of the Existing Share Option Scheme, no further share options will be granted under the Existing Share Option Scheme. No share option has been granted by the Company under the Existing Share Option Scheme and thus no share option was outstanding as at the Latest Practicable Date.

#### **Adoption of the New Share Option Scheme**

At the General Meeting, an ordinary resolution will be proposed by the Company to the Shareholders to approve and adopt the New Share Option Scheme to replace the Existing Share Option Scheme.

The purpose of the New Share Option Scheme is to enable the Company to grant Options to Eligible Participants as incentives or rewards for their contributions to the Group. The Eligible Participants include advisers, consultants, agents, suppliers, customers and distributors (the “**Non-Employee Participants**”) who, in the sole opinion of the Board, will or have contributed to the Group on a continuing or recurring basis in its ordinary and usual course of business which are material to the long-term growth of the Group. The Board considers that the grant of Options to these Non-Employee Participants will offer incentives for (i) advisors and consultants to provide better services to the Group (for example in terms of special skills or technical knowledge to fill any void experienced by the Group) and offer discounted consultant fees; (ii) suppliers to offer more economic, quality and priority supplies to the Group; (iii) customers to maximise the quantity of their orders and increase loyalty to the Group; and (iv) distributors and agents to maximise the quality of their service offerings to the Group, thereby optimising performance efficiency and benefiting the long-term growth of the Group.

In assessing the eligibility of the Non-Employee Participants, the Board will consider whether the Non-Employee Participants will or have contributed to the Group on a continuing or recurring basis in its ordinary and usual course of business which are material to the long-term growth of the Group. Such assessment will be based on various factors including but not limited to (i) the length of engagement and/or business relationship with the Group; (ii) the materiality and nature of the business relationship with the Group (such as whether they relate to the core business of the Group and whether such business dealings could be readily replaced by third parties); (iii) track record in the quality of services provided to and/or cooperation with the Group; and (iv) the scale of business dealings with the Group with regard to factors such as the actual or expected change in the Group’s revenue or profits which is or may be attributable to the Non-Employee Participants.



---

## LETTER FROM THE BOARD

---

The New Share Option Scheme will take effect on the date of its adoption at the General Meeting and is conditional upon:

- (a) the passing of an ordinary resolution to approve the New Share Option Scheme by the Shareholders at the General Meeting and to authorize the Board to grant the Options thereunder and to allot, issue and deal with the Shares which fall to be issued by the Company pursuant to the exercise of the Options under the New Share Options Scheme; and
- (b) the Listing Committee of the Stock Exchange granting approval to the listing of, and permission to deal in, such number of Shares to be issued by the Company pursuant to the exercise of Options which may be granted under the New Share Option Scheme.

Under the provisions of the New Share Option Scheme, the Board may offer to grant any Options subject to such terms and conditions in relation to the minimum period of the Options to be held and/or the performance targets to be achieved before such Options can be exercised and/or any other terms as the Board may determine in its absolute discretion. The Board is of the view that the flexibility given to the Board to impose the minimum period for which the Options have to be held and performance targets and other conditions that have to be achieved before the Options can be exercised, will place the Group in a better position to attract and retain human resources that are valuable to the growth and development of the Group as a whole.

Subject to the provisions of the New Share Option Scheme and the Listing Rules, the Board will also have discretion in determining the exercise price in respect of any Option.

None of the Directors are appointed as trustees of the New Share Option Scheme or have a direct or indirect interest in the trustees, if any, of the New Share Option Scheme.

The Board considers that it is not appropriate or helpful to Shareholders to state the value of the Options that can be granted under the New Share Option Scheme as if they had been granted at the Latest Practicable Date. The Board believes that any statement regarding the value of the Options as at the Latest Practicable Date will not be meaningful to the Shareholders, since the Options to be granted shall not be assignable, and no holder of the Options shall in any way sell, transfer, charge, mortgage or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option.

In addition, the calculation of the value of the Options is based on a number of variables such as exercise price, exercise period, interest rate, expected volatility and other relevant variables. The Board believes that any calculation of the value of the Options as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

---

## LETTER FROM THE BOARD

---

As at the Latest Practicable Date, there were 5,051,837,842 Shares in issue. Assuming that no Shares will be issued and/or repurchased from the Latest Practicable Date to the date of the General Meeting on which the New Share Option Scheme is expected to be conditionally approved and adopted by the Shareholders, the maximum number of Shares that can be issued upon exercise of the Options that may be granted under the New Share Option Scheme is 505,183,784 Shares, representing approximately 10% of the Shares in issue. However, under the New Share Option Scheme, the Company may subject to the approval of Shareholders in general meeting renew such 10% limit.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of the Options that may be granted under the New Share Option Scheme.

With respect to the operation of the New Share Option Scheme, the Company will, where applicable, comply with the relevant requirements under Chapter 17 of the Listing Rules.

A summary of the principal terms of the New Share Option Scheme is set out in the Appendix to this circular. A copy of the New Share Option Scheme will be made available for inspection at the General Meeting and will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.shougang-resources.com.hk](http://www.shougang-resources.com.hk)) for not less than 14 days before the date of the General Meeting.

### 3. GENERAL MEETING

A notice of the General Meeting is set out in this circular. At the General Meeting, resolution will be proposed to approve the adoption of the New Share Option Scheme. In accordance with the requirements of the Listing Rules, all votes at the General Meeting will be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands.

A form of proxy for the General Meeting is enclosed herewith. Whether or not you are able to attend the General Meeting, you are requested to complete the form of proxy and return it to the share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours (not taken public holiday into account) before the time appointed for holding the General Meeting (i.e. at or before 11:00 a.m. on Saturday, 25 June 2022 (Hong Kong time)), or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the General Meeting or any adjourned meeting (as the case may be) should you so wish.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the relevant resolution to be proposed at the General Meeting.

---

## LETTER FROM THE BOARD

---

### 4. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 5. RECOMMENDATION

The Directors consider that the proposal for adoption of the New Share Option Scheme is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant ordinary resolution to be proposed at the General Meeting in respect thereof.

Yours faithfully,  
For and on behalf of  
**Shougang Fushan Resources Group Limited**  
**Ding Rucai**  
*Chairman*

---

## **APPENDIX      PRINCIPAL TERMS OF THE NEW SHARE OPTION SCHEME**

---

The following is a summary of the principal terms of the New Share Option Scheme to be adopted at the General Meeting:

### **1.    PURPOSE**

The purpose of the New Share Option Scheme is to enable the Company to grant options to Eligible Participant(s) as incentives or rewards for their contribution or potential contribution to the Company and/or any of the Subsidiaries.

### **2.    WHO MAY JOIN**

The Board may, at its discretion, offer Eligible Participants, being full-time or part-time employees, executives, officers or directors (including executive and non-executive directors) of the Company or any of the Subsidiaries and any advisors, consultants, agents, suppliers, customers and distributors who, in the sole opinion of the Board, will contribute or have contributed to the Company and/or any of the Subsidiaries, options to subscribe for such number of new Shares as the Board may determine at an exercise price determined in accordance with paragraph 5 below. Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant.

### **3.    MAXIMUM NUMBER OF SHARES**

The maximum number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme(s) of the Company (which for this purpose, excludes the Existing Share Option Scheme) must not exceed 10% of the Shares in issue on the date of approval and adoption of the New Share Option Scheme by the Shareholders. Shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of such share option scheme(s) will not be counted for the purpose of the 10% limit.

Subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

- (a) refresh this limit at any time to 10% of the Shares in issue as at the date of the approval by the Shareholders in general meeting (options previously granted under any share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised options) will not be counted for the purpose of calculating the limit as refreshed); and/or
- (b) grant options beyond the 10% limit to Eligible Participants specifically identified by the Board whereupon the Company shall send a circular to the Shareholders containing, amongst others, a generic description of the specified participants who may be granted such options, the number and terms of the options to be granted and the purpose of granting options to the specified participants with an explanation as to how the terms of the options serve such purpose.

---

## **APPENDIX      PRINCIPAL TERMS OF THE NEW SHARE OPTION SCHEME**

---

Notwithstanding the foregoing, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme(s) of the Company at any time shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

#### **4.    MAXIMUM NUMBER OF OPTIONS TO ANY ONE INDIVIDUAL**

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the New Share Option Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant.

Any further grant of options in excess of this 1% limit shall be subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting with such Eligible Participant and his associates abstaining from voting and/or other requirements prescribed under the Listing Rules from time to time.

#### **5.    PRICE OF SHARES**

The subscription price for a Share in respect of any particular option granted under the New Share Option Scheme (which shall be payable upon exercise of the option) shall be such price as the Board in its absolute discretion shall determine, save that such price must be at least the higher of (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day (and for this purpose shall be taken to be the date of the Board meeting at which the Board resolves to grant the proposed options); and (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant.

#### **6.    GRANTING OPTIONS TO CONNECTED PERSONS**

Any grant of options to a director, chief executive or substantial shareholder of the Company or any of their respective associates is required to be approved by the independent non-executive Directors (excluding the independent non-executive Director who is the grantee of the options).

If the Board determines to offer to grant options to a substantial shareholder of the Company or any independent non-executive Director or their respective associates which would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of the offer of such grant:

- (a) representing in aggregate over 0.1% of the Shares in issue on the date of the grant; and

- (b) having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the date of each grant,

such further grant of options shall be subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting on a poll at which all connected persons of the Company shall abstain from voting in favour of the resolution concerning the grant of such options, and/or such other requirements prescribed under the Listing Rules from time to time. A connected person of the Company will be permitted to vote against the grant only if his intention to do so has been stated in the circular.

#### **7. RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS**

A grant of options may not be made after inside information has come to the Company's knowledge until (and including) the trading day after the information has been announced pursuant to the requirements of the Listing Rules. In particular, no options shall be granted during the period commencing one month immediately preceding the earlier of (a) the date of the Board meeting for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (b) the deadline for the Company to publish an announcement of results for any year or half-year period in accordance with the Listing Rules, and where the Company has elected to publish them, any quarterly or any other interim period, and ending on the date of actual publication of the results announcement.

#### **8. RIGHTS ARE PERSONAL TO GRANTEE**

An option and an offer to grant an option shall be personal to the grantee and the grantee shall not in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any option or any offer relating to the grant of an option or attempt to do so.

#### **9. TIME OF EXERCISE OF OPTION**

There is no general requirement that an option must be held for any minimum period before it can be exercised but the Board is empowered to impose at its discretion any such minimum period at the time of grant of any particular option. The date of grant of any particular option is the date when the duplicate offer document constituting acceptance of the option duly signed by the grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration is received by the Company, such date must be on or before the 30th day after the option is offered to the relevant grantee. The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of adoption of the New Share Option Scheme. Subject to earlier termination by the Company in general meeting or by the Board, the New Share Option Scheme shall be valid and effective for a period of 10 years after the date of adoption of the New Share Option Scheme by the Shareholders by an ordinary resolution at a general meeting.

#### **10. PERFORMANCE TARGET**

The Board has the discretion to require a particular grantee to achieve certain performance targets specified at the time of grant before any option granted under the New Share Option Scheme can be exercised.

**11. RIGHTS ON CEASING TO BE AN ELIGIBLE PARTICIPANT AND DEATH**

- (a) In the event of the grantee ceasing to be an Eligible Participant for any reason other than on his death, ill-health, injury, disability or the termination of his relationship with the Company and/or any of the Subsidiaries on one or more of the grounds specified in paragraph 12 below, the grantee may exercise the option up to his entitlement (to the extent not already exercised) up to the date of cessation of being an Eligible Participant or such longer period as the Board may determine. In relation to a grantee who is an Eligible Participant by reason of his employment with the Company or any of the Subsidiaries, the date of cessation of being an Eligible Participant shall be the last actual working day with the Company or the relevant Subsidiary whether salary is paid in lieu of notice or not.
- (b) In the case of the grantee ceasing to be an Eligible Participant by reason of death, ill- health, injury or disability and none of the events which would be a ground for termination of his relationship with the Company and/or any of the Subsidiaries under paragraph 12 below has occurred, the grantee or legal personal representative(s) of the grantee shall be entitled within a period of 12 months or such longer period as the Board may determine from the date of cessation of being an Eligible Participant or death to exercise the option in full (to the extent not already exercised).

**12. LAPSE OF OPTION**

An option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (a) the expiry date relevant to that option;
- (b) the expiry of any of the periods referred to in paragraph 11(b), 13, 14 or 15;
- (c) the date on which the scheme of arrangement of the Company referred to in paragraph 14 becomes effective;
- (d) the date of commencement of the winding-up of the Company (as determined in accordance with the Companies Ordinance);
- (e) the date on which the grantee ceases to be an Eligible Participant by reason of the termination of his relationship with the Company and/or any of the Subsidiaries on any one or more of the grounds specified in paragraph 11(a) or this paragraph 12. A resolution of the Board or the board of directors of the relevant Subsidiary to the effect that the relationship of a grantee has or has not been terminated on one or more of the grounds specified in paragraph 11(a) or 12 shall be conclusive; and
- (f) the date on which the grantee commits a breach of paragraph 8 above or the options are cancelled in accordance with paragraph 19 below.

---

## **APPENDIX      PRINCIPAL TERMS OF THE NEW SHARE OPTION SCHEME**

---

If a grantee ceases to be an Eligible Participant by reason of the termination of his relationship with the Company and/or any of the Subsidiaries on any one or more of the grounds that he or she has been guilty of serious misconduct; or has been convicted of any criminal offence involving his integrity or honesty or in relation to an employee of the Company and/or any of the Subsidiaries; or has become insolvent, bankrupt or has made any arrangements or compositions with his creditors generally; or on any other ground as determined by the Board that would warrant the termination of his employment at common law or pursuant to any applicable laws or under the grantee's service contract with the Company or the relevant Subsidiary, his option will lapse automatically and not be exercisable on the date of termination of his relationship with the Company and/or any of the Subsidiaries.

### **13. RIGHTS ON TAKEOVER**

If a general offer is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional, the grantee (or his legal personal representative(s)) shall be entitled to exercise his option in full (to the extent not already exercised) at any time within 14 days after the date on which the offer becomes or is declared unconditional.

### **14. RIGHTS ON SCHEME OF ARRANGEMENT FOR THE COMPANY**

If, pursuant to the Companies Ordinance, a compromise or arrangement between the Company and its members and/or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to all the grantees (together with a notice of the existence of the provisions of this paragraph) on the same day as it despatches to members and/or creditors of the Company a notice summoning the meeting to consider such a compromise or arrangement, and thereupon each grantee shall be entitled to exercise all or any of his options in whole or in part at any time prior to 12 noon (Hong Kong time) on the business day immediately preceding the date of the meeting directed to be convened by the relevant court for the purposes of considering such compromise or arrangement and if there are more than one meeting for such purpose, the date of the first meeting. With effect from the date of such meeting, all options shall, to the extent that they have not been exercised, lapse and determine. The Board shall endeavour to procure that the Shares issued as a result of the exercise of options in such circumstances shall for the purposes of such compromise or arrangement form part of the issued share capital of the Company on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement.



**15. RIGHTS ON WINDING-UP**

In the event of a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date as or soon after it despatches such notice to each member of the Company give notice thereof to all grantees and thereupon, each grantee or his legal personal representative(s) shall be entitled to exercise all or any of his options at any time not later than two business days prior to the proposed general meeting of the Company by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate exercise price for the Shares in respect of which the notice is given whereupon the Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the grantee credited as fully paid and register the grantee as holder thereof.

**16. RANKING OF SHARES**

The Shares to be allotted upon the exercise of an option shall not carry voting rights until completion of the registration of the grantee (or such other person nominated by the grantee) as the holder thereof. Subject to the aforesaid, the Shares to be allotted upon the exercise of an option shall rank *pari passu* in all aspects with and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation of the Company as attached to the fully-paid Shares in issue on the date of issue.

**17. EFFECT OF ALTERATIONS TO CAPITAL**

In the event of a capitalisation issue, rights issue, sub-division or consolidation of shares, or reduction of capital of the Company, such corresponding alterations (if any) shall be made in the number of Shares subject to any outstanding options and/or the exercise price of each outstanding option as the auditor of the Company or an approved independent financial adviser shall certify in writing to the Board to be in their opinion fair and reasonable and in compliance with Rule 17.03(13) of the Listing Rules and the note thereto. Any such alterations will be made on the basis that a grantee shall have the same proportion of the equity capital of the Company for which any grantee of an option was entitled to subscribe pursuant to the options held by him before such alteration and the aggregate subscription price payable on the full exercise of any option shall remain as nearly as possible the same as (and in any event not greater than) it was before such event. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations.

**18. ALTERATION OF NEW SHARE OPTION SCHEME**

The New Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (a) any alteration to the advantage of the grantees or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 17.03 of the Listing Rules; or

---

## **APPENDIX      PRINCIPAL TERMS OF THE NEW SHARE OPTION SCHEME**

---

- (b) any material alteration to the terms and conditions of the New Share Option Scheme or any change to the terms of options granted (except any alterations which take effect automatically under the terms of the New Share Option Scheme),

shall first be approved by the Shareholders in general meeting. The amended terms of the New Share Option Scheme shall still comply with Chapter 17 of the Listing Rules.

### **19. CANCELLATION OF OPTIONS**

Any cancellation of options granted but not exercised must be approved by the grantees of the relevant options in writing. Where the Company cancels options, the grant of new options to the same grantee may only be made under the New Share Option Scheme with available unissued options (excluding the cancelled options) within the limit approved by the Shareholders.

### **20. TERMINATION OF THE NEW SHARE OPTION SCHEME**

The Company may by resolution in general meeting or the Board may at any time resolve to terminate the New Share Option Scheme and in such event no further option shall be offered but the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any option granted prior to the termination or otherwise as may be required in accordance with the provisions of the New Share Option Scheme. Options granted prior to such termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

### **21. DISCLOSURE IN ANNUAL AND INTERIM REPORTS**

The Company shall disclose details of the New Share Option Scheme and other schemes of the Company and its Subsidiaries in its annual and interim reports of the Company in compliance with the Listing Rules in force from time to time.

---

# NOTICE OF GENERAL MEETING

---



## 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 IS HEREBY GIVEN** that the General Meeting of Shougang Fushan Resources Group Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 28 June 2022 or immediately after the conclusion of the annual general meeting of the Company to be held on the same day, whichever is later, at Empire Grand Room, 1st Floor, The Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong for the following purposes:

1. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares of the Company (not exceeding 10% of the Company’s issued share capital on the date of this resolution) which may fall to be issued upon the exercise of the options to be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the rules of which are contained in the document marked “A” produced to the meeting and signed by the Chairman of the meeting for identification purposes, the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorized to grant options and to allot, issue and deal with the shares which fall to be issued pursuant to the exercise of any option granted under the New Share Option Scheme and to take all such steps as may be necessary or expedient in order to give full effect to the New Share Option Scheme.”

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

Hong Kong, 2 June 2022

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.

---

## NOTICE OF GENERAL MEETING

---

- (3) 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 share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours (not taken public holiday into account) before the time appointed for holding the General Meeting (i.e. at or before 11:00 a.m. on Saturday, 25 June 2022 (Hong Kong time)), or any adjourned meeting thereof (as the case may be).
- (4) The register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022 (both days inclusive) to determine the entitlement to attend and vote at the above meeting. During such period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged 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 4:30 p.m. on Wednesday, 22 June 2022 for registration.
- (5) Completion and return of the form of proxy will not preclude members from attending and voting in person at the 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.
- (6) 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 was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereto.

(7)

**PRECAUTIONARY MEASURES FOR THE GENERAL MEETING**

Please refer to page 1 of this circular for precautionary measures being taken at the General Meeting for the purpose of preventing and controlling the spread of COVID-19, including:

- 1) Compulsory temperature screening/checks;
- 2) Wearing of surgical face mask;
- 3) Adequate physical distancing at venue; and
- 4) No provision of refreshments or drinks, and corporate gifts or gift coupons.

Any person who does not comply with the precautionary measures may be denied entry into the General Meeting venue. Furthermore, the Company wishes to remind Shareholders, particularly the Shareholders who are subject to quarantine in relation to COVID-19, that they may appoint the chairman of the General Meeting as their proxy to vote on the relevant resolution at the General Meeting as an alternative to attending the General Meeting in person.