

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

**APPOINTMENT OF MEMBER OF AUDIT COMMITTEE
AND
RE-DESIGNATION OF DIRECTOR**

APPOINTMENT OF MEMBER OF AUDIT COMMITTEE

Reference is made to the announcements of Shougang Fushan Resources Group Limited (the “**Company**”) dated 12 January 2024 and 19 January 2024 in relation to non-fulfilment with the requirement under Rule 3.21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) following the passing away of Mr. Shen Zongbin on 28 November 2023.

The board of directors (the “**Board**”) of the Company announces that Ms. Chang Cun, non-executive director of the Company, has been appointed as a member of the audit committee of the Company (the “**Audit Committee**”) with effect from 13 March 2024.

Ms. Chang Cun, aged 45, was appointed non-executive director of the Company in July 2018. Ms. Chang is a certified public accountant in China and a certified internal auditor. She holds a bachelor degree in economics from Beijing Institute of Business and a master degree in management from Beijing Technology and Business University. Ms. Chang has extensive experience in accounting, auditing, financial and insurance businesses.

Previously, Ms. Chang held various positions in Funde Sino Life Insurance Co., Ltd., a substantial shareholder of the Company.

Currently, she is the director, deputy general manager and chief auditor of Funde Insurance Holdings Co., Ltd, the director and chief auditor of Funde Sino Life Insurance Co., Ltd., the chief auditor of Sino Life AMC, and also the chief supervisor of The National Trust Co., Ltd respectively.

Following the appointment of Ms. Chang Cun as a member of the Audit Committee, the Company has complied with the requirement of Rule 3.21 of the Listing Rules.

RE-DESIGNATION OF DIRECTOR

The Board announces that Mr. Shi Yubao, a non-executive director of the Company, has been re-designated as an independent non-executive director of the Company with effect from 13 March 2024.

Mr. Shi Yubao, aged 70, was appointed non-executive director of the Company in September 2019. Mr. Shi is a senior economist and a senior political affairs specialist. He graduated from Chongqing University with a master degree in business administration. Mr. Shi has extensive experience in the fields of corporate management, strategic planning and economic.

Previously, Mr. Shi held various senior positions in Chongqing Changan Industry (Group) Co., Ltd. including the chairman of its board of directors, chairman of its labour union, general manager, etc. In addition, he served as the factory director of the automobile manufacturing plants of Changan Automobile (Group) Company Limited, the chairman of the board of directors of Chongqing Changan Real Estate Development Co., Ltd. and Changan Minsheng APLL Logistics Co., Ltd., a company listed in Hong Kong, respectively, and the chairman of supervisory committee of Chongqing Changan Automobile Co., Ltd., a company listed in Shenzhen. Mr. Shi also served as the external director of Shougang Group Co., Ltd. (“**Shougang Group**”) from February 2015 to May 2019. Mr. Shi was a member of the 14th and 15th executive committee of China National General Labour Union, a member of the 2nd and 3rd labour union committee of Chongqing General Labour Union and a member of the expert group jury panel of Chongqing Enterprise Management Excellence Evaluation Committee.

Currently, he is the independent director of Chengdu Haoneng Technology Co., Ltd. (SSE: 603809), a company listed on the Shanghai Stock Exchange.

An engagement letter has been entered into with Mr. Shi with no fixed term of appointment, but is subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. Under the engagement letter, Mr. Shi is entitled to a director’s fee as may be determined by the Board from time to time pursuant to the authority given by the shareholders of the Company (the “**Shareholders**”). Such director’s fee has been determined with reference to Mr. Shi’s experience and duties, the prevailing market conditions and the recommendation from the remuneration committee of the Company. The current director’s fee of Mr. Shi is HK\$35,000 per month, which will be paid in proportion to the actual length of services provided by Mr. Shi.

Save as disclosed above, in the 3 years prior to the date of this announcement, Mr. Shi has not held any directorship in any listed public companies in Hong Kong or overseas.

As at the date of this announcement, Mr. Shi:

- (i) ceased to be an external director of Shougang Group, a substantial shareholder of the Company, in May 2019. Hence, he is not connected with Shougang Group within two years immediately prior to the date of his proposed redesignation;
- (ii) does not have any interests or is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Future Ordinance;

- (iii) other than holding the office as a non-executive director of the Company immediately prior to the re-designation as an independent non-executive director of the Company, does not hold any position with the Company or any of its subsidiaries;
- (iv) save as disclosed above, does not have any relationship with any directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) of the Company; and
- (v) save as disclosed above, has no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (2)(v) of the Listing Rules, nor any other matters that need to be brought to the attention of the Shareholders in relation to the appointment.

Other than holding the office as a non-executive director of the Company immediately prior to the re-designation as an independent non-executive director of the Company, Mr. Shi confirmed that he has satisfied all factors set out in Rule 3.13 of the Listing Rules in assessing his independence. Mr. Shi's independence has been reviewed by the Board and will be assessed annually. The Company is of the view that Mr. Shi meets the independence requirements under the Listing Rules.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders relating to Mr. Shi's re-designation.

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

Hong Kong, 13 March 2024

As at the date of this announcement, the Board comprises Mr. Ding Rucai (Chairman), Mr. Fan Wenli (Managing Director), Mr. Chen Zhaoqiang (Deputy Managing Director), Mr. Wang Dongming (Deputy Managing Director), Ms. Chang Cun (Non-executive Director), Mr. Shi Yubao (Independent Non-executive Director), Mr. Choi Wai Yin (Independent Non-executive Director), Mr. Japhet Sebastian Law (Independent Non-executive Director) and Mr. Chen Jianxiong (Independent Non-executive Director).