



**首長四方（集團）有限公司\***  
**SHOUGANG CONCORD GRAND (GROUP) LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
 (Stock Code: 730)

**FORM OF PROXY FOR THE SPECIAL GENERAL MEETING  
 TO BE HELD ON 19 JUNE 2015 AND ANY ADJOURNMENT THEREOF**

I/We<sup>1</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (“Shares”) of HK\$0.01 each in the capital of  
 Shougang Concord Grand (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 special general meeting of the Company to be held at The Function Room, 2nd Floor, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Friday, 19 June 2015 at 10:45 a.m. and at any adjournment thereof (the “Special General Meeting”) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Special General Meeting (the “SGM Notice”) and at the Special General 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 Special General Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1	To pass resolution 1 of the SGM Notice – to approve, confirm and ratify the Subscription Agreement (as defined in the SGM Notice); to authorise any one director of the Company to allot and issue the Subscription Shares (as defined in the SGM Notice); to approve the Whitewash Waiver (as defined in the SGM Notice) granted or to be granted by the Executive (as defined in the SGM Notice) waiving any obligation on Shougang Holding (as defined in the SGM Notice) and parties acting in concert with it, to make a general offer for all the issued shares of the Company not already owned or agreed to be acquired by them; and to authorise any one director of the Company, or any two directors of the Company if the affixation of the seal is necessary, to execute documents and to do things deemed by him/her/them to be ancillary to the implementation of the Subscription Agreement and to give effect to the transactions contemplated thereunder.		
2	To pass resolution 2 of the SGM Notice – to approve, confirm and ratify the Placing Agreement (as defined in the SGM Notice); to authorise any one director of the Company to allot and issue the Placing Shares (as defined in the SGM Notice); and to authorise any one director of the Company, or any two directors of the Company if the affixation of the seal is necessary, to execute documents and to do things deemed by him/her/them to be ancillary to the implementation of the Placing Agreement and to give effect to the transactions contemplated thereunder.		
3	To pass resolution 3 of the SGM Notice – to approve, confirm and ratify the Capital Injection Agreement (as defined in the SGM Notice); and to authorise any one director of the Company, or any two directors of the Company if the affixation of the seal is necessary, to execute documents and to do things deemed by him/her/them to be ancillary to the implementation of the Capital Injection Agreement and to give effect to the transactions contemplated thereunder.		
4	To pass resolution 4 of the SGM Notice – to approve, confirm and ratify the Master Facilities Agreement (as defined in the SGM Notice); to approve the annual caps as set out in the circular of the Company dated 26 May 2015; and to approve all other transactions to be entered into by the Company and/or its subsidiaries as contemplated under the Master Facilities Agreement, and to authorise any one director of the Company, or any two directors of the Company if the affixation of the seal is necessary, to execute documents and to do things deemed by him/her/them to be ancillary to the implementation of the Master Facilities Agreement and to give effect to the transactions contemplated thereunder.		

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 Special General 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 Special General Meeting other than those referred to in the SGM 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 Hong Kong branch share registrar and transfer office 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 Special General Meeting.
- In the case of joint registered holders of any Share, any one of such persons may vote at the Special General 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 Special General 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 Special General 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 Special General Meeting if you so wish. If you attend and vote at the Special General Meeting, this form of proxy will be deemed to be revoked.

\* For identification purpose only