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

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Shougang Concord Grand (Group) Limited (the “**Company**”) will 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. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) the subscription agreement dated 26 March 2015 (the “**Subscription Agreement**”) entered into between the Company as issuer and Shougang Holding (Hong Kong) Limited (“**Shougang Holding**”) as subscriber in relation to the subscription of an aggregate of 920,000,000 new shares of HK\$0.01 each in the share capital of the Company (each a “**Subscription Share**”, and collectively, the “**Subscription Shares**”) at the subscription price of HK\$0.41 per Subscription Share, a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment of the conditions of the Subscription Agreement, any one director of the Company be and is hereby to allot and issue the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement within 30 days from the date of passing of this resolution;

- (c) the waiver (the “**Whitewash Waiver**”), granted or to be granted by the Executive Director (the “**Executive**”) of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong pursuant to the Hong Kong Code on Takeovers and Mergers waiving any obligation on the part of Shougang Holding 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 as a result of the subscription of 920,000,000 Subscription Shares by Shougang Holding, be and is hereby approved; and
- (d) all other transactions contemplated under the Subscription Agreement be and are hereby approved and any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised to execute any other documents for and on behalf of the Company, and to sign all such security documents, other documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Subscription Agreement.”

(2) “**THAT:**

- (a) the placing agreement dated 26 March 2015 (the “**Placing Agreement**”) entered into between the Company and VMS Securities Limited (the “**Placing Agent**”) in connection with the placing through the Placing Agent of new 600,000,000 new shares of HK\$0.01 each in the share capital of the Company (each a “**Placing Share**”, and collectively, the “**Placing Shares**”) at the placing price of HK\$0.41 per Placing Share on a fully-written basis, a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment of the conditions of the Placing Agreement, any one director of the Company be and is hereby authorised to allot and issue the Placing Shares within 30 days from the date of passing of this resolution; and
- (c) all other transactions contemplated under the Placing Agreement be and are hereby approved and any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised to execute any other documents for and on behalf of the Company, and to sign all such security documents, other documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Placing Agreement.”

(3) **“THAT:**

- (a) the capital injection agreement dated 26 March 2015 (the **“Capital Injection Agreement”**) entered into among the Company, Shougang Holding, and South China International Leasing Company Limited (**“South China Leasing”**) pursuant to which the Company (through its subsidiaries) shall inject capital of approximately US\$97,500,000 and Shougang Holding shall inject capital of US\$40,500,000 respectively into South China Leasing by way of cash and/or transfer of undistributed profits, a copy of which has been produced to the meeting and marked “C” and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) all other transactions contemplated under the Capital Injection Agreement be and are hereby approved and any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised to execute any other documents for and on behalf of the Company, and to sign all such security documents, other documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Capital Injection Agreement.”

(4) **“THAT:**

- (a) the master facilities agreement dated 26 March 2015 (the **“Master Facilities Agreement”**) entered into between the Company and Shougang Corporation, pursuant to which the Company agreed to provide, or procure its subsidiaries to provide, facilities to Shougang Corporation and/or its subsidiaries in an aggregate principal amount of up to RMB8,000,000,000 for a term of 3 years, a copy of which has been produced to the meeting and marked “D” and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the annual caps of the facilities to be granted under the Master Facilities Agreement as set out in the circular of the Company dated 26 May 2015 be and is hereby approved; and
- (c) all other transactions to be entered into by the Company and/or its subsidiaries as contemplated under the Master Facilities Agreement be and are hereby approved and any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised to execute any other documents for and on behalf of the Company, and to sign all such security documents, other documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Master Facilities Agreement.”

By Order of the Board
Shougang Concord Grand (Group) Limited
Li Shaofeng
Chairman

Hong Kong, 26 May 2015

Notes:

1. Any member of the Company 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 appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. In order to be valid, a 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 Company's Hong Kong branch share registrar and transfer office, 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 or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting or 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.
5. 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 shares 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 be accepted to the exclusion of the votes of the other registered holders.

As at the date of this announcement, the board of directors of the Company comprises Mr. Li Shaofeng (Chairman), Mr. Luo Zhenyu (Managing Director), Mr. Wang Tian (Deputy Managing Director), Mr. Wang Qinghua (Deputy Managing Director), Mr. Yuan Wenxin (Deputy Managing Director), Mr. Leung Shun Sang, Tony (Non-executive Director), Mr. Tam King Ching, Kenny (Independent Non-executive Director), Ms. Zhou Jianhong (Independent Non-executive Director) and Mr. Yip Kin Man, Raymond (Independent Non-executive Director).

** For identification purpose only*