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首長國際企業有限公司
SHOUGANG CONCORD INTERNATIONAL ENTERPRISES COMPANY LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 697)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Shougang Concord International Enterprises Company Limited (the “**Company**”) will be held at 11:00 a.m. on Thursday, 12 October 2017, at The Function Room, 2nd Floor, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong 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 agreement dated 8 September 2017 (the “**First Agreement**”) entered into between Jingji (Hong Kong) Limited (京冀(香港)有限公司) (the “**First Purchaser**”), a wholly-owned subsidiary of the Company, and 北京首鋼基金有限公司 (Beijing Shougang Fund Co., Ltd.*) (“**Shougang Fund**”), a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, pursuant to which Shougang Fund has conditionally agreed to sell, and the First Purchaser has conditionally agreed to purchase, the First Sale Shares (as defined in the circular of the Company dated 25 September 2017 (the “**Circular**”) for RMB231,135,000, and the capital injection to the First Target Company (as defined in the Circular) in the sum of RMB32,300,000 as committed and unpaid capital for the First Sale Shares, be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company (each a “**Director**”, collectively the “**Directors**”) be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the First Agreement.”

2. **“THAT:**

- (a) the agreement dated 8 September 2017 (the **“Second Agreement”**) entered into between Shouzhong (Hong Kong) Limited (首中(香港)有限公司) (the **“Second Purchaser”**), a wholly-owned subsidiary of the Company, and Shougang Fund, a copy of which is tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose, pursuant to which Shougang Fund has conditionally agreed to sell, and the Second Purchaser has conditionally agreed to purchase, the Second Sale Share (as defined in the Circular) for RMB115,597,000, and the capital injection to the Second Target Company (as defined in the Circular) in the sum of RMB71,200,000 as committed and unpaid capital for the Second Sale Shares, be and are hereby approved, confirmed and ratified; and
- (b) any one Director be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Second Agreement.”

3. **“THAT:**

- (a) subject to and conditional upon the fulfilment of the conditions set out in the underwriting agreement dated 8 September 2017 (the **“Underwriting Agreement”**) entered into between the Company and Shougang Holding (Hong Kong) Limited (the **“Underwriter”**) (a copy of which is tabled at the meeting and marked “C” and initialed by the chairman of the meeting for identification purpose) and the Underwriting Agreement not being terminated in accordance with the terms thereof, the open offer (the **“Open Offer”**) of 8,957,896,227 new shares of the Company (the **“Open Offer Shares”**) to the Qualifying Shareholders (as defined in the Circular) in the proportion of one (1) Open Offer Share for every one (1) existing share of the Company held on 24 October 2017 (or such other date as the Company and the Underwriter may agree to be the record date for the Open Offer) at a subscription price of HK\$0.225 per Open Offer Share, subject to the terms and conditions as may be determined by the Directors, be and is hereby approved;
- (b) any one Director be and is hereby authorised to allot and issue the Open Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing shareholdings of the Shareholders and, in particular, any one Director be and is hereby authorised to make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders (as defined in the Circular) as he/she deems necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised

regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company, and to do all such acts and things as he/she considers necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution;

- (c) the absence of arrangements for application for the Open Offer Shares by the Qualifying Shareholders (as defined in the Circular) in excess of their entitlements under the Open Offer is hereby approved, confirmed and ratified; and
- (d) any one Director be and is hereby authorised to do all such acts and things and to sign and execute all such further deeds, documents, instruments, agreements and to take such steps as the Director may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Open Offer and all transactions contemplated thereunder and in this resolution.”

4. **“THAT:**

- (a) the master agreement dated 8 September 2017 (the **“Master Agreement”**) entered into between Shougang Fund and the Company, a copy of which is tabled at the meeting and marked “D” and initialed by the chairman of the meeting for identification purpose, pursuant to which the Company and/or its subsidiaries will provide private fund management services to Shougang Fund and/or its associates (the **“Continuing Connected Transactions”**), be and is hereby approved, confirmed and ratified;
- (b) the cap amounts in respect of the Continuing Connected Transactions as set out in the Circular for each of the three financial years ending 31 December 2019 be and are hereby approved; and
- (c) any one Director be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated hereunder.”

By order of the Board
Shougang Concord International Enterprises
Company Limited
Li Shaofeng
Managing Director

Hong Kong, 25 September 2017

Registered office:

7th Floor
Bank of East Asia Harbour View Centre
56 Gloucester Road
Wanchai, Hong Kong

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 of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the meeting (i.e., at or before 11:00 a.m. on Tuesday, 10 October 2017 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy shall not preclude members of the Company 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.
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 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 thereof.

* *For identification purpose only*

As at the date of this announcement, the Board comprises Mr. Zhang Bingcheng (Chairman), Mr. Li Shaofeng (Managing Director), Mr. Ding Rucai (Deputy Managing Director), Mr. Shu Hong (Deputy Managing Director), Mr. Leung Shun Sang, Tony (Non-executive Director), Ms. Kan Lai Kuen, Alice (Independent Non-executive Director), Mr. Wong Kun Kim (Independent Non-executive Director) and Mr. Leung Kai Cheung (Independent Non-executive Director).