



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)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON
 13 JULY 2011 AND ANY ADJOURNMENT THEREOF**

I/We¹ _____
 of _____
 being the registered holder(s) of² _____ shares (“Shares”) of HK\$0.20 each in the capital of Shougang Concord International Enterprises Company Limited (the “Company”), HEREBY APPOINT the chairman of the meeting, or³ _____
 of _____
 or failing him/her _____
 of _____
 as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Forum Room 1, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 13 July 2011 at 11:00 a.m. (and at any adjournment thereof) (the “Meeting”) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, 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 Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1. (a) To confirm, approve and ratify an agreement dated 5 May 2011 (the “Agreement”) entered into between Shougang Holding (Hong Kong) Limited (“Shougang Holding”) and the Company in relation to sale of the 1 share of US\$1.00 in the share capital of Fair Gain Investments Limited by Shougang Holding to the Company at a consideration of HK\$785,704,263, which will be satisfied in full by the allotment and issue of 777,925,013 new shares (the “Consideration Shares”) by the Company to Shougang Holding or its nominee at an issue price of HK\$1.01 per Consideration Share (the “Acquisition”); (b) To confirm and approve the allotment and issue of the Consideration Shares to Shougang Holding or its nominee at an issue price of HK\$1.01 per Consideration Share to satisfy the consideration for the Acquisition subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consideration Shares; and (c) To authorise any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary or desirable in connection with the matters contemplated in and for completion of the Agreement.		
2. To approve and confirm the waiver of the obligation of Shougang Holding and parties acting in concert with it to make a mandatory general offer for all the issued securities in the Company (the “Shares”) (other than the Shares already owned by Shougang Holding and parties acting in concert with it), arising from the issue of the Consideration Shares (as defined in resolution no. 1) under the Agreement (as defined in resolution no. 1) pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers.		

Signature⁵: _____

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 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 INITIALLED 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 Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- 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 share registrars of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- In the case of joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such holders be present at the 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 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 Meeting if you so wish. If you attend and vote at the Meeting, this form of proxy will be deemed to be revoked.