



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 GENERAL MEETING TO BE
 HELD ON 10 JANUARY 2020 AND AT ANY ADJOURNMENT THEREOF**

I/We¹ _____
 of _____
 being the registered holder(s) of² _____ shares
 (“Shares”) 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 general meeting of the Company to be held at 10:00 am on Friday, 10 January 2020 at Shougang Qiaomengyuan, Shijingshan, Beijing, China (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 (the “Notice”) and at the Meeting to vote for me/us and in my/our name(s) in respect of such 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 ⁴	For ⁵	Against ⁵
1. (a) To approve, confirm and ratify the Connected Subscription Agreement (as defined in the circular of the Company dated 23 December 2019 (the “Circular”) and the transactions contemplated thereunder, and the specific mandate to allot and issue new shares of the Company under the Connected Subscription Agreement (the “Subscription Shares”); and (b) To authorize any one director of the Company to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Connected Subscription Agreement and the transactions contemplated thereunder and the allotment and issue of the Subscription Shares.		
2. (a) To approve, confirm and ratify the CB Subscription Agreements (as defined in the Circular) and the transactions contemplated thereunder, including the issue of the zero coupon convertible bonds in the aggregate principal amount of HK\$1,231,685,000 (the “Convertible Bonds”), and the specific mandate to allot and issue the conversion shares upon an exercise of the conversion rights attaching to the Convertible Bonds (the “Conversion Shares”); and (b) To authorize any one director of the Company to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the CB Subscription Agreements and the transactions contemplated thereunder and the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares.		

Signature⁶: _____

Dated: _____

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 INITIALED BY THE PERSON WHO SIGNS IT.**
- Full text of the resolution(s) appears in the Notice incorporated in the Circular.
- 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.
- 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 share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting (i.e., at or before 10:00 a.m. on Wednesday, 8 January 2020 (Hong Kong Time)), or any adjournment thereof (as the case may be).
- In the case of joint registered holders of any Shares, 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.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.