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SHOUGANG CONCORD CENTURY HOLDINGS LIMITED

首長寶佳集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 103)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a general meeting (the “Meeting”) of Shougang Concord Century Holdings Limited (the “Company”) will be held at 2nd Floor, The Function Room, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Wednesday, 10 August 2016 at 10:00 a.m. for the following purposes:

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 21 July 2016.

AS ORDINARY BUSINESS:

1. **“THAT:**

- (a) the Sale and Purchase Agreement entered into between (i) Tengzhou Eastern (an indirect wholly-owned subsidiary of the Company) as seller and (ii) South China Leasing as purchaser whereby Tengzhou Eastern agreed to sell the Machineries and Equipment to South China Leasing at the Purchase Consideration of RMB70,000,000 (equivalent to approximately HK\$81,620,000) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) each of the Directors be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Sale and Purchase Agreement and any of the transactions contemplated thereunder.”

2. **“THAT:**

- (a) the Finance Lease Agreement entered into between (i) Tengzhou Eastern (an indirect wholly-owned subsidiary of the Company) as lessee and (ii) South China Leasing as lessor whereby South China Leasing agreed to lease back the Machineries and Equipment to Tengzhou Eastern for the Lease Consideration of approximately RMB78,158,000 (equivalent to approximately HK\$91,132,228) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) each of the Directors be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Finance Lease Agreement and any of the transactions contemplated thereunder.”

3. **“THAT:**

- (a) the Guarantee Agreement entered into between (i) the Company and (ii) South China Leasing whereby the Company agreed to provide a guarantee in favour of South China Leasing as security for the payment obligations of Tengzhou Eastern under the Finance Lease Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) each of the Directors be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Guarantee Agreement and any of the transactions contemplated thereunder”

By order of the Board
Shougang Concord Century Holdings Limited
Li Shaofeng
Chairman

Hong Kong, 21 July 2016

Notes:

1. Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. Any Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a Shareholder. To be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged with the Company's share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude a member from attending and voting in person at the meeting.
2. Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
3. The Register of Members of the Company will be closed from Monday, 8 August 2016 to Wednesday, 10 August 2016, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on Friday, 5 August 2016.
4. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect at the time of the Meeting, the Meeting will be held as scheduled unless further notice posted on the websites of the Company at <http://www.irasia.com/listco/hk/sccentury/> and the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and place of the rescheduled meeting.

Shareholders should make their own decision as to whether they would attend the Meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

5. As at the date of this announcement, the Board comprises Mr. Li Shaofeng (Chairman), Mr. Yang Kaiyu (Managing Director), Mr. Su Fanrong (Executive Deputy Managing Director), Mr. Leung Shun Sang, Tony (Non-executive Director), Mr. Tang Cornor Kwok Kau (Deputy Managing Director), Mr. Liao Jun (Non-executive Director), Mr. Yip Kin Man, Raymond (Independent Non-executive Director), Mr. Law, Yui Lun (Independent Non-executive Director) and Mr. Lam Yiu Kin (Independent Non-executive Director).