



**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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Shougang Concord Century Holdings Limited (the “**Company**”) will be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 10 January 2008 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as the ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

- (1) “**THAT** the execution of the subscription agreement (the “Subscription Agreement”) dated 29 November 2007 and entered into between the Company and Shougang Concord International Enterprises Company Limited as subscriber in relation to the subscription (the “First Subscription”) of 400,000,000 shares (“Subscription Shares”) of HK\$0.10 each in the share capital of the Company at a price of HK\$1.03 per Subscription Share, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose and the First Subscription and the performance by the Company thereof and the transactions contemplated thereby be and are hereby confirmed, ratified and approved; and that any one or more of the Directors of the Company be and are hereby authorised to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary or desirable for the purpose of giving effect to the Subscription Agreement and completing the transactions contemplated by the Subscription Agreement with such changes as any such director(s) may consider necessary, desirable or expedient.”
- (2) “**THAT** conditional upon the ordinary resolution no. 1 contained in the notice of the Extraordinary General Meeting of which this resolution forms part being approved, the waiver for Shougang Concord International Enterprises Company Limited and its parties acting in concert from the obligations which may arise under Rule 26 of the Hong Kong Code on Takeovers and Mergers promulgated by the Securities and Futures Commission to make a general offer for all the shares of the Company not already owned by them as a result of the completion of the First Subscription (as the term is defined in ordinary resolution no.1 contained in the notice of the Extraordinary General Meeting of which this resolution forms part) be and is hereby approved.”

- (3) “**THAT** conditional upon the ordinary resolutions nos. 1 and 2 contained in the notice of the Extraordinary General Meeting of which this resolution forms part being approved and becoming unconditional and effective, the Directors of the Company be and they are hereby authorised to allot and issue 400,000,000 shares of HK\$0.10 each in the share capital of the Company to Shougang Concord International Enterprises Company Limited (or to such other person or persons as it may nominate) upon the completion of the First Subscription (as defined in ordinary resolution no. 1 contained in the notice of the Extraordinary General Meeting of which this resolution forms part) pursuant to the terms of the Subscription Agreement (as defined in ordinary resolution no. 1 contained in the notice of the Extraordinary General Meeting of which this resolution forms part).”
- (4) “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$200,000,000 comprising 2,000,000,000 shares of HK\$0.10 each to HK\$500,000,000 comprising 5,000,000,000 shares of HK\$0.10 each by the creation of an additional 3,000,000,000 shares of HK\$0.10 each and that each new shares, upon issue, will rank pari passu in all respects with the existing shares of the Company.”

By Order of the Board  
**Shougang Concord Century Holdings Limited**  
**Cao Zhong**  
*Chairman*

Hong Kong, 21 December 2007

*Registered office:*

5th Floor  
Bank of East Asia Harbour View Centre  
51-57 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 vote instead of him. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. To be valid, the form of proxy, together with the notarially certified power of attorney or other authority (if any) under which it is signed must be lodged at the Company’s share registrars, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
3. Where there are joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders be present at the meeting in person or by proxy, the person so present whose name stands first in the register of member of the Company in respect of such share shall alone be entitled to vote in respect of it.

4. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjourned meeting if he so desires. If a member attends the meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
5. The votes to be taken at the meeting for resolutions 1 to 3 will be by way of a poll.

*As at the date of this announcement, the Board comprises the following Directors:*

*Mr. Cao Zhong (Chairman), Mr. Li Shaofeng (Managing Director), Mr. Tong Yihui (Deputy Managing Director), Mr. Leung Shun Sang, Tony, Mr. Tang Cornor Kwok Kau (Deputy Managing Director), Mr. Geert Johan Roelens, Mr. Yip Kin Man, Raymond (Independent Non-executive Director), Mr. Law, Yui Lun (Independent Non-executive Director) and Mr. Chan Chung Chun (Independent Non-executive Director).*