



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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of Shougang Concord International Enterprises Company Limited (the "Company") will be held at Concord Room I, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour View Road, Wanchai, Hong Kong on 28 September 2004 at 10:30 a.m. 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 conditional agreement (the "**Acquisition Agreement**") dated 18 August 2004 entered into between Firstlevel Holdings Limited ("**Firstlevel Holdings**"), a wholly-owned subsidiary of the Company, and Shougang Holding (Hong Kong) Limited ("**Shougang Holding**"), a copy of which is tabled at the meeting and marked "A" and initialled by the chairman of the meeting for identification purposes, pursuant to which Firstlevel Holdings will acquire from Shougang Holding the entire issued share capital of, and the shareholder's loan in the amount of HK\$214,993,954.46 to, Equity Dragon Assets Limited for a total consideration of HK\$377,400,000 be and is hereby approved, ratified and confirmed;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares (as defined in the Acquisition Agreement), the issue of the Consideration Shares be and is hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/they to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Acquisition Agreement."

(2) "THAT

- (a) the conditional agreement (the "**Subscription Agreement**") dated 18 August 2004 entered into between the Company and Max Same Investment Limited ("**Max Same**"), a wholly-owned subsidiary of Cheung Kong (Holdings) Limited, a copy of which is tabled at the meeting and marked "B" and initialled by the chairman of the meeting for identification purposes, pursuant to which the Company agreed to issue to Max Same an aggregate of 150,000,000 new ordinary shares ("**Subscription Shares**") of HK\$0.20 each at the

subscription price of HK\$0.315 per Subscription Share be and is hereby ratified, approved and confirmed;

- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the Subscription Shares, the issue of the Subscription Shares be and is hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/they to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Subscription Agreement."

(3) "THAT

- (a) the proposal to increase the authorised share capital of the Company from HK\$1,000,000,000 to HK\$2,000,000,000 (the "**Capital Increase**") by the addition thereto of HK\$1,000,000,000 divided into 5,000,000,000 Shares of HK\$0.20 each and rank pari passu with all existing Shares be and is hereby approved and confirmed; and
- (b) any two Directors be and are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Capital Increase."

By Order of the Board  
**Shougang Concord International  
Enterprises Company Limited**  
**Cao Zhong**  
Managing Director

10 September 2004

Notes:

1. 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 lodged at the office of the Company's share registrars, Tengis Limited, G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
2. As at the date of this announcement, the board of directors of the Company comprises Mr. Wang Qinghai (Chairman), Mr. Cao Zhong (Managing Director), Mr. Chen Zhouping (Deputy Managing Director), Mr. Zhang Wenhui (Deputy Managing Director), Mr. Tsoi Wai Kwong, Mr. Ip Tak Chuen, Edmond, Mr. Leung Shun Sang, Tony, Mr. Lai Kam Man, David (Independent Non-executive Director) and Ms. Choy Hok Man, Constance (Independent Non-executive Director).