



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 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 Rooms II & III, 8/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 17 October 2005 at 2:30 p.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 "**First Agreement**") dated 6 August 2005 entered into between Central Pro Investments Limited ("**Central Pro**"), a wholly-owned subsidiary of the Company, and Profit Access Investments Limited ("**Profit Access**"), 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 Central Pro will acquire from Profit Access the entire issued share capital of Standnew Limited (the "**First Acquisition**") for a total consideration of RMB100,000,000 (approximately HK\$95,880,000), 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 Profit Access Consideration Shares (as defined in the circular of the Company dated 30 September 2005 (the "**Circular**")), the issue of the Profit Access Consideration Shares as part payment for the consideration of the First Acquisition 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/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the First Agreement."

(2) "THAT

- (a) the conditional agreement (the "**Second Agreement**") dated 5 August 2005 entered into by and among Central Pro, Mr. Guo Fengshan (the "**First Vendor**"), Silver Plus Development Limited (the "**Second Vendor**") and Middle Asia Limited (the "**Third Vendor**"), 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 Central Pro will acquire from the First Vendor, the Second Vendor and the Third Vendor the entire issued share capital of Hong Kong – Canada Welcen Kingsway International Investments (Holdings) Limited (the "**Second Acquisition**") for a total consideration of RMB367,500,000 (approximately HK\$352,359,000), 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 First Consideration Shares (as defined in the Circular), the Second Consideration Shares (as defined in the Circular) and the Third Consideration Shares (as defined in the Circular), the issue of the First Consideration Shares, the Second Consideration Shares and the Third Consideration Shares as part payment for the consideration of the Second Acquisition 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/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Second Agreement."

(3) "THAT

- (a) the conditional agreement (the "**Master Agreement**") dated 5 August 2005 entered into between 秦皇島首秦金屬材料有限公司 (Qinhuangdao Shouqin Metal Materials Co., Ltd.) ("**Shouqin Joint Venture**"), a sino-foreign joint venture enterprise in the People's Republic of China, and Shougang Corporation, a copy of which is tabled at the meeting and marked "C" and initialled by the chairman of the meeting for identification purpose, pursuant to which Shougang Corporation will provide, or will procure its associates to provide, raw materials, materials, fuel, equipment and services to Shouqin Joint Venture (the "**Continuing Connected Transactions**"), be and is hereby approved, ratified and confirmed;
- (b) the cap amounts in relation to the Continuing Connected Transactions for each of the three financial years ending 31 December 2007 of HK\$2,600 million, HK\$4,800 million and HK\$6,000 million, respectively, be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if 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/her to be incidental to, ancillary to or in connection with the matters contemplated in the Master Agreement."

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

Hong Kong, 30 September 2005

Note: 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, at 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).

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. Luo Zhenyu (Deputy Managing Director), Mr. Ip Tak Chuen, Edmond, Mr. Leung Shun Sang, Tony, Ms. Choy Hok Man, Constance, Ms. Kan Lai Kuen, Alice (Independent Non-executive Director), Mr. Kwan Bo Ren, Dick (Independent Non-executive Director) and Mr. Wong Kun Kim (Independent Non-executive Director).