



## 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 JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 4 January 2006 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTION

**“THAT**

- (a) the conditional agreement (the “**Agreement**”) dated 22 November 2005 entered into between Qinhuangdao Shougang Plate Mill Co., Ltd. (“**QHD**”) and Shougang Corporation, a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, pursuant to which, Shougang Corporation will, and will procure its associates, to provide raw materials (principally steel billets, iron ingots and steel slabs), spare parts, energy and services (principally repair and maintenance services) in relation to the production of steel products and other related products to QHD (the “**Purchases**”) and QHD will in turn supply to Shougang Corporation and its associates steel products (principally steel plates), scrap materials (principally scrap metals), services (principally possessing services) and other related products (“**Sales**”), be and is hereby approved, ratified and confirmed;
- (b) the cap amounts in relation to the transactions contemplated under the Agreement for each of the three financial years ending 31 December 2008 of HK\$100 million for the Purchases and HK\$190 million for the Sales be and are 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/her to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement.”

#### SPECIAL RESOLUTION

**“THAT** the existing Articles of Association of the Company be and are hereby amended in the following manner:

- (a) (i) by inserting the words “voting by way of a poll is required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or” immediately after the words “At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless” in the first paragraph of the existing Article 74;
- (ii) by replacing the full-stop at the end of the existing Article 74(iv) with a semi-colon and the word “or” immediately thereafter;
- (iii) by inserting the following paragraph as Article 74(v) immediately after Article 74(iv):

“(v) by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing 5 per cent. or more of the total voting rights at such meeting.”;
- (b) by deleting the last sentence “Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.” in Article 94 and substituting thereof with the following new sentence:

“Any Director so appointed by the Board shall hold office, in the case of filling a casual vacancy, only until the next following general meeting of the Company or, in the case of an addition to their number, until the next following annual general meeting of the Company who shall then be eligible for re-election at such annual general meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such annual general meeting.”;
- (c) by deleting Article 103(A) in its entirety and substituting thereof with the following:

“103. (A) At each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election and each of the retiring Directors shall continue to act as a Director throughout the meeting at which he retires.”;
- (d) by deleting the word “annual” in the eighth line of Article 109 and by inserting the words “or the number of Directors” immediately after the word “Directors” in the second last line of Article 109; and
- (e) by deleting the word “number” in the second last line of Article 124 and substituting thereof with the word “members”;

and **THAT** any director of the Company be and is hereby authorised to take such further action as he/she may, in his/her sole and absolute discretion thinks fit for and on behalf of the Company to implement the aforesaid amendments to the existing Articles of Association of the Company.”

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

Hong Kong, 9 December 2005

**Notes:** 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).