



## 首長國際企業有限公司

# Shougang Concord International Enterprises Company Limited

*(incorporated in Hong Kong with limited liability)*

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shougang Concord International Enterprises Company Limited (the “Company”) will be held at Basement 1, Monaco Room, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong, on Friday, 7th June, 2002 at 11:00 a.m. for the following purposes:

### As Ordinary Business

1. To receive the report of the directors and the audited financial statements for the year ended 31st December, 2001.
2. To re-elect the retiring directors.
3. To appoint auditors and to authorise the directors to fix their remuneration.

### As Special Business

4. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting listing of, and permission to deal in, the shares of HK\$0.20 each in the capital of the Company (“Shares”) to be issued pursuant to the exercise of options which may be granted under the new share option scheme, a copy of which is produced to this meeting and signed by the chairman of this meeting for the purpose of identification (the “New Scheme”),

- (a) the operation of the existing share option scheme (the “Existing Scheme”) adopted by the Company by ordinary resolution of its shareholders on 15th June, 2001 be terminated and that no further options will be granted under the Existing Scheme but in all other respects the provisions of the Existing Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Existing Scheme and options granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Scheme; and
  - (b) the rules of the New Scheme be and are hereby approved and adopted and that the directors of the Company be and they are hereby authorized:
    - (i) to administer the New Scheme under which the options will be granted to eligible participants under the New Scheme to subscribe for Shares;
    - (ii) to modify and/or amend the rules of the New Scheme from time to time subject to the provisions of such rules;
    - (iii) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the New Scheme; and
    - (iv) to make application at the appropriate time to the Stock Exchange, and any other stock exchange upon which the Shares may for the time being be listed, for listing of, and permission to deal in, the Shares which may thereafter from time to time issued and allotted pursuant to the exercise of the options under the New Scheme.”
5. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any territories outside Hong Kong).”

6. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, and that the exercise by the directors of all the powers of the Company to repurchase such shares subject to and in accordance with all applicable laws or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and it is hereby generally and unconditionally approved;
- (b) in addition, the approval in paragraph (a) above shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors;
- (c) the aggregate nominal amount of shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the authority pursuant to paragraph (a) shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting.”

B. “**THAT** conditional upon the passing of Ordinary Resolution 6A above, the aggregate nominal amount of the shares in the Company which are repurchased by the Company pursuant to and in accordance with the said Ordinary Resolution 6A shall be added to the aggregate nominal amount of the shares in the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to and in accordance with Ordinary Resolution 5 above.”

7. To consider and, if thought fit, pass the following resolution as a Special Resolution:

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

(a) by adding the following as a new paragraph after the existing third last paragraph, and before the existing pre-ultimate paragraph, of Article 2:

“Where these Articles require notice or document to be or given in writing, any notice or document sent by electronic means by the Company in accordance with these Articles shall satisfy such requirement if such notice or document is accessible so as to be usable for subsequent reference.”;

(b) by deleting the existing Article 167 in its entirety and substitute therefor the following:

“167 (A) The Board shall from time to time in accordance with the provisions of the Companies Ordinance cause to be prepared and laid before the Company at its annual general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Companies Ordinance. The Board may also cause to be prepared any other financial documents (including but without limitation any summary financial report) as the Board thinks fit.

(B) Every balance sheet of the Company shall be signed pursuant to the provisions of the Companies Ordinance.

(C) Subject to paragraph (D) of this Article, copies of the relevant financial documents (or a copy of the summary financial report in place of a copy of those documents from which the report is derived) together with any other reports as may be required by the Companies Ordinance shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and every person registered under Article 46 and every other person entitled to receive notices of general meetings of the Company. However, this Article shall not require copies of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

(D) Where a member of, or debenture holder of, the Company has, in accordance with the Companies Ordinance and other applicable laws, rules and regulations binding on the Company from time to time, consented to treat the publication of the relevant financial documents and/or the summary financial report and/or any other reports on the Company’s computer network as discharging the Company’s obligation under the Companies Ordinance to send copies of the relevant financial documents and/or the summary financial report and/or such reports, then subject to compliance with the publication and notification requirements of all applicable laws, rules and regulations from time to time, by the Company on the Company’s computer network of the relevant financial documents and/or the summary financial report of the Company at least twenty-one days before the date of the meeting shall, in relation to each such member of, or debenture holder of, the Company, be deemed to discharge the Company under paragraph (C) of this Article.

(E) For the purpose of this Article, “relevant financial documents” and “summary financial report” shall have the meaning ascribed to them in the Companies Ordinance.”;

(c) by deleting the existing Article 171 in its entirety and substitute therefor the following:

“171 (A) Any notice or document to be given or issued under these Articles shall be in writing, and may be served by the Company on any member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in English in an English language newspaper and in Chinese in a Chinese language newspaper.

(B) Subject to applicable laws, rules and regulations binding on the Company from time to time, and unless the Board shall otherwise in its absolute discretion consider not appropriate for any purpose or purposes under these Articles, any notice or document to be given or issued under these Articles may also be served by the Company on any

member by using electronic means in the manner prescribed under applicable laws, rules and regulations or such other designated electronic means as may be agreed between the Company and the relevant member from time to time.

In the case of sending notices or other documents by electronic means under this Article, the Board may make it subject to such terms and conditions as it shall in its absolute discretion consider appropriate in the circumstances.

- (C) In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”;
- (d) by inserting the following Article after Article 173 as new Article 173(A):
- “173 (A) Subject to applicable laws, rules and regulations binding on the Company from time to time, any notice or document sent by electronic means in accordance with Article 171(B) shall be deemed to have been served or delivered at the expiration of twenty-four hours after the time it was first sent and in proving such service or delivery it shall be conclusive to prove that the address used for the electronic communication was the address supplied for that purpose and the electronic communication was properly despatched, unless the Company is aware that there has been a failure of delivery of such notice or document following at least two attempts in which case such notice or document shall be sent to the member by post provided that the date of deemed service or delivery shall be twenty-four hours from the despatch of the original electronic communication in accordance with this Article.”; and
- (e) by adding “or transmitted by electronic means in accordance with Article 171(B)” after “or left at the registered address of any member in pursuance of these presents” in Article 176.”

By Order of the Board  
**Cheng Man Ching**  
*Company Secretary*

Hong Kong, 30th April, 2002

*Notes:*

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and in the event of a poll, vote instead of him or her. A proxy need not be a member of the Company. Forms of proxy must be deposited with the Company’s registrars, Tengis Limited of 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time for holding the meeting.
- (2) With respect to Resolution 2 above, Messrs. Cao Zhong, Ip Tak Chuen, Edmond and Lai Kam Man, David will retire from office at the above meeting pursuant to the Articles of Association of the Company and, being eligible, offer themselves for re-election at the above meeting.

Please also refer to the published version of this announcement in the Hong Kong iMail.