

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)

**Despatch of circular  
in relation to  
Major and Connected Transaction  
and  
Application for Whitewash Waiver  
and  
Publication of certain financial information of the Target Group**

Reference is made to the Announcement in relation to, among other things, the Acquisition, the issue of the Consideration Shares and the Whitewash Waiver.

The Circular containing, inter alia, details of the Acquisition, the issue of the Consideration Shares and the Whitewash Waiver and the notice convening the EGM has been despatched to the Shareholders on 21 August 2009.

As a condition under the Waiver, the Required Financial Information pursuant to Rule 14.58(7) of the Listing Rules is disclosed in this announcement.

Reference is made to the announcement of the Company dated 8 July 2009 (the “**Announcement**”) in relation to, among other things, the Acquisition, the issue of the Consideration Shares and the Whitewash Waiver. References are also made to the announcements of the Company dated 29 July 2009 and 10 August 2009 in relation to, among other things, delay in despatch of circular regarding the major and connected transaction and the application for Whitewash Waiver. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise stated.

**DESPATCH OF CIRCULAR**

The directors of the Company (the “**Directors**”) are pleased to announce that the circular (the “**Circular**”) in relation to, inter alia, the major and connected transaction and the application for Whitewash Waiver has been despatched to the Shareholders on 21 August 2009. The Circular contains, among other things, details of the Acquisition, the issue of the Consideration Shares and the

Whitewash Waiver, the recommendation of the Independent Board Committee, a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Acquisition, the issue of the Consideration Shares and the Whitewash Waiver, the financial information of the Target Group as required under Rule 14.58(7) of the Listing Rules and the notice convening the EGM.

Shareholders are advised to read carefully the contents of the Circular, in particular, the recommendation of the Independent Board Committee and the letter of advice of the independent financial adviser to the Independent Board Committee and the Independent Shareholders before considering the resolutions to approve the Acquisition, the issue of the Consideration Shares and the Whitewash Waiver.

## **FINANCIAL INFORMATION OF THE TARGET GROUP**

As stated in the Announcement, under Rule 14.58(7) of the Listing Rules, the Company is required to include the net profits (both before and after taxation and extraordinary items) of the Target Group for the two financial years immediately preceding the transaction in such announcement. In connection with the abovementioned requirements, a waiver from strict compliance with the requirement under Rule 14.58(7) of the Listing Rules (the “**Waiver**”) was granted by the Stock Exchange to the Company for excluding the Required Financial Information to be included in such announcement subject to the conditions, among others, a further announcement containing the Required Financial Information to be made at the time of despatch of the Circular by the Company.

Set out below are the financial information of the Target Group for the period from 11 April 2008 (being the date of incorporation of Fine Power) to 30 June 2009 as extracted from the accountants’ report in Appendix II to the Circular:

**For the period from 11 April 2008  
(being the date of incorporation of Fine  
Power) to 30 June 2009  
(audited)  
HK\$’000**

Revenue	-
Loss before taxation	(834)
Loss after taxation	(834)

Further details on the financial information of the Target Group can be referred to Appendix II to the Circular.

**As Completion is subject to the fulfillment of a number of conditions precedent, the Acquisition may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.**

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

Hong Kong, 21 August 2009

*As at the date of this announcement, the Board comprises Mr. Wang Qinghai (Chairman), Mr. Cao Zhong (Managing Director), Mr. Chen Zhouping (Deputy Managing Director), Mr. Zhang Wenhui (Deputy Managing Director), Mr. Luo Zhenyu (Deputy Managing Director), Mr. Ip Tak Chuen, Edmond (Non-executive Director), Mr. Leung Shun Sang, Tony (Non-executive Director), Ms. Kan Lai Kuen, Alice (Independent non-executive Director), Mr. Wong Kun Kim (Independent non-executive Director) and Mr. Leung Kai Cheung (Independent non-executive Director).*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*