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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 GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the “GM”) of Shougang Concord International Enterprises Company Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 10 January 2020 at Shougang Qiaomengyuan, Shijingshan, Beijing, China for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. The Connected Subscription Agreement

“**THAT:**

- (a) the share subscription agreement (the “**Connected Subscription Agreement**”) dated 29 November 2019 entered into between the Company and Shougang Holding (Hong Kong) Limited (“**Shougang Holding**”) in relation to Shougang Holding’s subscription of shares of the Company (the “**Subscription Shares**”) (a copy of the Connected Subscription Agreement has been produced to the meeting and marked “A” and initialled by the Chairman of the meeting for identification purpose) and the transactions contemplated thereunder, and the specific mandate to allot and issue Subscription Shares under the Connected Subscription Agreement, be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Connected Subscription Agreement and the transactions contemplated thereunder and the allotment and issue of the Subscription Shares.”

2. The CB Subscription Agreements

“THAT:

- (a) the convertible bonds subscription agreements (the “**CB Subscription Agreements**”) dated 29 November 2019 entered into between the Company and each of ORIX Asia Capital Limited, Matrix Partners China V, L.P. and Matrix Partners China V-A, L.P. (together, the “**CB Subscribers**”) in relation to the CB Subscribers’ subscription of the zero coupon convertible bonds in the aggregate principal amount of HK\$1,231,685,000 to be issued by the Company (the “**Convertible Bonds**”) (a copy of each of the CB Subscription Agreements has been produced to the meeting and marked “B” and initialled by the Chairman of the meeting for identification purpose) and the transactions contemplated thereunder, including the issue of the Convertible Bonds, and the specific mandate to allot and issue the conversion shares upon an exercise of the conversion rights attaching to the Convertible Bonds (the “**Conversion Shares**”), be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the CB Subscription Agreements and the transactions contemplated thereunder and the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares.”

By order of the Board
Shougang Concord International
Enterprises Company Limited
Zhao Tianyang
Chairman

Hong Kong, 23 December 2019

Notes:

- 1. Any member of the Company entitled to attend and vote at the GM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- 2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney duly authorised.
- 3. 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 deposited with the share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the GM (i.e., at or before 10:00 a.m. on Wednesday, 8 January 2020 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be).
- 4. Completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the GM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the GM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
6. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the GM will be Monday, 6 January 2020. In order to qualify for the entitlement to attend and vote at the above GM, all transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 6 January 2020 for registration.

As at the date of this announcement, the Board comprises Mr. Zhao Tianyang (Chairman), Mr. Xu Liang and Mr. Liang Hengyi (Managing Director) as Executive Directors; Dr. Li Yinhui, Mr. Liu Jingwei, Mr. Ho Gilbert Chi Hang and Mr. Li Hao as Non-executive Directors; Dr. Wang Xin, Mr. Choi Fan Keung Vic, Mr. Deng Yougao, Ms. Zhang Quanling and Dr. Qiao Yongyuan as Independent Non-executive Directors.