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SHOUGANG CONCORD CENTURY HOLDINGS LIMITED

首長寶佳集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 103)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a general meeting (the “**Meeting**”) of Shougang Concord Century Holdings Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 1 February 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 11 January 2019.

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the Subscription Agreement entered into between the Company and Jingxi Holdings in relation to the subscription for the Convertible Bonds in the principal amount of up to HK\$150,000,000, a copy of the Subscription Agreement having been produced to the Meeting marked “A” and signed by the chairman of the Meeting for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue by the Company of the Convertible Bonds in the principal amount of HK\$150,000,000 at an initial Conversion Price of HK\$0.33 per Share (subject to adjustments) pursuant to the Subscription Agreement together with the issuance of the bond instrument and the bond certificate to Jingxi Holdings be and are hereby approved;
- (c) the Directors be and are hereby granted a specific mandate to allot and issue up to 454,545,454 Conversion Shares upon the exercise of the Conversion Rights (subject to Conversion Restrictions) attaching to the Convertible Bonds; and

- (d) each of the Directors be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement, the issue of the Convertible Bonds to Jingxi Holdings, the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights attaching to the Convertible Bonds and any of the transactions contemplated thereunder.”

By order of the Board
Shougang Concord Century Holdings Limited
Su Fanrong
Chairman and managing Director

Hong Kong, 11 January 2019

Notes:

1. Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. Any Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a Shareholder. To be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged with the Company's share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting.
2. Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
3. For determining the entitlement to attend and vote at the Meeting or any adjournment thereof, the record date is fixed on Friday, 25 January 2019. Shareholders whose names appear on the Register of Members of the Company at the close of business on the record date will be entitled to attend and vote at the Meeting. In order to be entitled to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 25 January 2019.
4. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect at the time of the Meeting, the Meeting will be held as scheduled unless further notice posted on the websites of the Company at <http://www.irasia.com/listco/hk/sccentury/> and the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and place of the rescheduled meeting.

Shareholders should make their own decision as to whether they would attend the Meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

5. As at the date of this announcement, the Board comprises Mr. Su Fanrong (chairman and managing Director), Mr. Tang Cornor Kwok Kau (deputy managing Director), Mr. Liao Jun (non-executive Director), Mr. Yip Kin Man, Raymond (independent non-executive Director), Mr. Law, Yui Lun (independent non-executive Director) and Mr. Lam Yiu Kin (independent non-executive Director).