



首長四方(集團)有限公司*

SHOUGANG CONCORD GRAND (GROUP) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 730)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Shougang Concord Grand (Group) Limited (the “**Company**”) will be held at the Falcon Room, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on 19 September 2006 at 11:00 a.m. for the purpose of considering, and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) **“THAT** the adoption of the share option scheme (the “**GDC Tech Share Option Scheme**”) of GDC Technology Limited (“**GDC Technology**”), a non wholly-owned subsidiary of the Company, a copy of which is produced at the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification, be and is hereby confirmed and approved.”
- (2) **“THAT** subject to and conditional upon the passing of resolution (1), the grant of options (“**GDC Tech Options**”) under the GDC Tech Share Option Scheme to the Grantees (as defined in the circular of the Company dated 1 September 2006 (the “**Circular**”)), be and is hereby confirmed and approved.”
- (3) **“THAT** subject to and conditional upon the passing of resolutions (1) and (2), the grant of GDC Tech Options under the GDC Tech Share Option Scheme to the Relevant Grantees (as defined in the Circular), be and is hereby confirmed and approved.”
- (4) **“THAT** subject to and conditional upon the passing of resolutions (1) to (3), the grant of GDC Tech Options under the GDC Tech Share Option Scheme to the Relevant Grantees, which would exceed 1% of the issued share capital of GDC Technology, be and is hereby confirmed and approved.”
- (5) **“THAT** subject to and conditional upon the passing of resolutions (1) to (4), the grant of GDC Tech Options under the GDC Tech Share Option Scheme to Mr. Cao Zhong which would entitle him to subscribe for 4,266,667 shares of HK\$0.10 each in the share capital of GDC Technology, be and is hereby confirmed and approved and the directors of the Company be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the GDC Tech Options.”
- (6) **“THAT** subject to and conditional upon the passing of resolutions (1) to (4), the grant of GDC Tech Options under the GDC Tech Share Option Scheme to Mr. Chen Zheng which would entitle him to subscribe for 4,266,667 shares of HK\$0.10 each in the share capital of GDC Technology, be and is hereby confirmed and approved and the directors of the Company be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the GDC Tech Options.”
- (7) **“THAT** subject to and conditional upon the passing of resolutions (1) to (4), the grant of GDC Tech Options under the GDC Tech Share Option Scheme to Dr. Chong Man Nang which would entitle him to subscribe for 7,466,666 shares of HK\$0.10 each in the share capital of GDC Technology, be and is hereby confirmed and approved and the directors of the Company be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the GDC Tech Options.”
- (8) **“THAT** subject to and conditional upon the passing of resolutions (1) to (4), the grant of GDC Tech Options under the GDC Tech Share Option Scheme to Mr. Leung Shun Sang, Tony, which would entitle him to subscribe for 2,133,333 shares of HK\$0.10 each in the share capital of GDC Technology, be and is hereby confirmed and approved and the directors of the Company be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the GDC Tech Options.”
- (9) **“THAT** subject to and conditional upon the passing of resolutions (1) to (4), the grant of GDC Tech Options under the GDC Tech Share Option Scheme to Mr. Kwong Che Keung, Gordon which would entitle him to subscribe for 1,706,667 shares of HK\$0.10 each in the share capital of GDC Technology, be and is hereby confirmed and approved and the directors of the Company be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the GDC Tech Options.”
- (10) **“THAT** subject to and conditional upon the passing of resolutions (1) and (2) and subject further to the condition that none of the grantees shall be granted GDC Tech Options that exceed 1% of the issued share capital of GDC Technology, the grant of GDC Tech Options under the GDC Tech Share Option Scheme to such grantees as may be determined by the board of directors of GDC Technology which would entitle such grantees to subscribe for an aggregate of 1,493,333 shares of HK\$0.10 each in the share capital of GDC Technology, be and is hereby confirmed and approved and the directors of the Company be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the GDC Tech Options.”
- (11) **“THAT**
 - (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the shares in the share capital of GDC to be issued pursuant to the exercise of options which may be granted under the Refreshed Limit (as defined below), the refreshment of the limit on the grant of share options under the share option scheme of GDC adopted on 18 July 2003 and all other share option scheme(s) up to 10 per cent of the number of shares in issue at the date of the passing of this resolution (the “**Refreshed Limit**”) be and is hereby approved; and
 - (b) any director of the Company be and is hereby authorized to do all such acts and execute all such documents to effect the Refreshed Limit.”

By Order of the Board
SHOUGANG CONCORD GRAND (GROUP) LIMITED
Cao Zhong
Vice Chairman and Managing Director

Hong Kong, 1 September 2006

Notes: In order to be valid, the instrument appointing a proxy and 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 delivered to the office of Tengis Limited, the Company's branch share registrars and transfer office in Hong Kong at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting thereof (as the case may be).

As at the date of this announcement, the board of the Company comprises Mr. Wang Qinghai (Chairman), Mr. Cao Zhong (Vice Chairman and Managing Director), Mr. Chen Zheng (Managing Director of Operations), Mr. Wang Tian (Deputy Managing Director), Ms. Cheng Xiaoyu (Deputy Managing Director), Mr. Yuan Wenxin (Deputy Managing Director), Mr. Leung Shun Sang, Tony (Non-executive Director), Mr. Tam King Ching, Kenny (Independent Non-executive Director), Ms. Zhou Jianhong (Independent Non-executive Director) and Mr. Liu Wei (Independent Non-executive Director).

* For identification purpose only

Please also refer to the published version of this announcement in South China Morning Post - Classified.