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SHOUGANG CENTURY HOLDINGS LIMITED
首 佳 科 技 製 造 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 103)

INSIDE INFORMATION
INDICATIVE ANNOUNCEMENT IN RELATION TO
SIGNING OF THE SHARE TRANSFER AGREEMENTS

This announcement is made by the board (the “Board”) of directors (the “Directors”) of Shougang Century Holdings Limited (the “Company”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the inside information announcements of the Company dated 18 June 2024 and 12 July 2024 in relation to, among others, the intended transfers of certain shares of the Company held by Fair Union Holdings Limited (“Fair Union”) and Lyre Terrace Management Limited (“Lyre Terrace Management”), the shareholders of the Company, by way of public solicitation of transferees.

I. THE SHARE TRANSFERS

On 29 July 2024, Fair Union and Lyre Terrace Management, the shareholders of the Company, signed two separate share transfer agreements (collectively, the “Share Transfer Agreements”) with Redamancy.Z Holdings Limited (the “Transferee Candidate”) and its actual controller, respectively.

Pursuant to the Share Transfer Agreements, Fair Union has agreed to transfer 87,516,000 shares of the Company (equivalent to approximately 4.47% of the number of issued shares of the Company as at the date of this announcement) to the Transferee Candidate at the price of HK\$0.863 per share with a total consideration of HK\$75,526,308.00; Lyre Terrace Management has agreed to transfer 8,446,000 shares of the Company (equivalent to approximately 0.43% of the number of issued shares of the Company as at the date of this announcement) to the Transferee Candidate at the price of HK\$0.863 per share with a total consideration of HK\$7,288,898.00 (the “Share Transfers”).

II. BASIC INFORMATION ON TRANSFEREE CANDIDATE OF THE SHARE TRANSFERS

Name of Transferee Candidate: Redamancy.Z Holdings Limited

Place of incorporation: British Virgin Islands

Type of company: Limited company

Business nature: Investment holding

Ultimate beneficial owner: Mr. Zhao Yue

III. EFFECTS OF THE SHARE TRANSFERS ON THE COMPANY

As at the date of signing of the Share Transfer Agreements, the number of issued shares of the Company was 1,958,381,828 shares. Immediately after the completion of the Share Transfers:

1. Fair Union will still hold 806,833,179 shares of the Company (representing approximately 41.20% of the number of issued shares of the Company as at the date of signing of the Share Transfer Agreements);
2. Lyre Terrace Management will cease to hold any shares of the Company; and
3. 828,595,377 shares of the Company will be held by the public, representing approximately 42.31% of the number of issued shares of the Company (assuming there is no change in the number of issued shares of the Company). Accordingly, the Company will satisfy the minimum public float requirement of 25% as set out in Rule 8.08(1)(a) of the Listing Rules.

IV. OTHER RELATED STATEMENTS

There is a risk that the conditions precedent for completion of the delivery of the Share Transfers under the Share Transfer Agreements may not be met, resulting in the failure of completion of the Share Transfers. The completion of the Share Transfers is subject to certain uncertainties and investors are advised to pay attention to the relevant risks.

Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.

By order of the Board
Shougang Century Holdings Limited
SU Fanrong
Chairman

Hong Kong, 29 July 2024

As at the date of this announcement, the Board comprises the following Directors:

Mr. Su Fanrong (Chairman), Mr. Li Jinping (Managing Director), Mr. Yang Junlin (Deputy Managing Director), Mr. Zhang Dan (Executive Director), Mr. Adam Touhig (Non-executive Director), Mr. Lam Yiu Kin (Independent Non-executive Director), Mr. Feng Yaoling (Independent Non-executive Director) and Ms. Ho Shuk Ying, Sabrina (Independent Non-executive Director).