

*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.*



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

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 103)

**CONVERSION OF CONVERTIBLE BONDS**

Reference is made to the announcements of Shougang Century Holdings Limited (the “Company”, together with its subsidiaries, collectively the “Group”) dated 18 December 2018 and 11 February 2019 (collectively, the “Announcements”) and the circular of the Company dated 11 January 2019 (the “Circular”), in relation to the issue of convertible bonds under the specific mandate. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements and Circular.

**CONVERSION OF CONVERTIBLE BONDS**

The Company received a conversion notice from the Subscriber in relation to the exercise of the conversion rights attaching to the Convertible Bonds to convert the Convertible Bonds in the principal amount of HK\$24,000,000 at the Conversion Price of HK\$0.33 per Conversion Share (the “Conversion”). Accordingly, on 7 February 2022, 72,727,272 Conversion Shares, representing approximately 3.83% of the total number of issued Shares immediately before the Conversion and approximately 3.69% of the total number of issued Shares as enlarged by the issue of the Conversion Shares, were allotted and issued to the Subscriber in accordance with the terms and conditions of the Convertible Bonds.

The Conversion Shares shall rank pari passu with, and carry the same rights in all aspects (including the rights to dividends) as, the other Shares in issue as at the date of issue and among themselves in all respects. The aggregate outstanding principal amount of the Convertible Bonds will be reduced to HK\$126,000,000 immediately after the Conversion.

The Board is welcome to the decision of the Subscriber and considers the Conversion is in the interests of the Company and Shareholders as a whole since the Conversion can further (i) enhance and strengthen the liquidity, capital base and financial position of the Company; (ii) alleviate the finance costs for the Convertible Bonds; and (iii) reflect the confidence and commitment of Shougang Fund towards the long-term business development of the Group which is beneficial to the long-term business development of the Group.

The shareholding structure of the Company immediately before and after the Conversion and the issue of the Conversion Shares is set out below:

Name of Shareholders	Immediately before the Conversion and the issue of the Conversion Shares		Immediately after the Conversion and the issue of the Conversion Shares	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Shougang Group and its controlled corporations ( <i>Note 1</i> )	906,719,179	47.76	979,446,451	49.68
Bekaert Combustion Technology B.V.	250,000,000	13.17	250,000,000	12.68
Public Shareholders	741,933,377	39.07	741,933,377	37.64
<b>Total</b>	<b>1,898,652,556</b>	<b>100.00</b>	<b>1,971,379,828</b>	<b>100.00</b>

*Note:*

1. Shougang Group is the ultimate holding company of Shougang HK, by virtue of the SFO, it is deemed to be interested in the 894,349,179 Shares held by Fair Union Holdings Limited ("Fair Union") as Fair Union is Shougang HK's wholly owned subsidiary and Shougang Group is deemed to be interested in the 12,370,000 Shares held by Lyre Terrace Management Limited, a subsidiary of Shougang Concord Grand (Group) Limited (Stock code: 730) ("Shougang Grand") as Shougang Group is the ultimate holding company of Shougang Grand. Immediately after the Conversion and the issue of the Conversion Shares, by virtue of the SFO, Shougang Group is also deemed to be interested in the 72,727,272 Conversion Shares held by Jingxi Holdings, a wholly owned subsidiary of Shougang Fund, which is a wholly owned subsidiary of Shougang Group.

By order of the Board  
**Shougang Century Holdings Limited**  
**SU Fanrong**  
*Chairman and Managing Director*

Hong Kong, 7 February 2022

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

*Mr. Su Fanrong (Chairman and Managing Director), Mr. Ye Qian (Executive Director), Mr. Li Jinping (Executive Director), Mr. Adam Touhig (Non-executive Director), Mr. Yip Kin Man, Raymond (Independent Non-executive Director), Mr. Lam Yiu Kin (Independent Non-executive Director) and Mr. Feng Yaoling (Independent Non-executive Director).*