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*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Shougang Concord Technology Holdings Limited and Sino Stride Technology (Holdings) Limited.*



**首長科技集團有限公司**  
**SHOUGANG CONCORD TECHNOLOGY**  
**HOLDINGS LIMITED**

*(incorporated in Hong Kong with limited liability)*  
(Stock Code: 521)



**SINO STRIDE TECHNOLOGY**  
**(HOLDINGS) LIMITED**

*(incorporated in the Cayman Islands*  
*with limited liability)*  
(Stock Code: 8177)

**Voluntary conditional share exchange offer by**  
**CIMB-GK Securities (HK) Limited**  
**on behalf of Made Connection Limited, a wholly-owned**  
**subsidiary of**  
**Shougang Concord Technology Holdings Limited**  
**to acquire all the issued shares of**  
**Sino Stride Technology (Holdings) Limited**  
**Major Transaction of Shougang Concord Technology**  
**Holdings Limited**

**Results of extraordinary general meeting**  
**Share Exchange Offer becoming unconditional in all respects**  
**and**  
**Extension of the Closing Date of the Share Exchange Offer**

**Results of EGM**

At the EGM of Shougang Concord Technology Holdings Limited ("SCT") held on 20 March 2006, the resolution in relation to the acquisition of all the issued shares of SST by the Offeror was duly passed by the Shareholders. Accordingly, condition (a) of the Share Exchange Offer has been fulfilled.

**Results of the Share Exchange Offer**

The board of directors of SCT wishes to announce that as at 4:00 p.m. on 20 March 2006, valid acceptances have been received in respect of 758,819,000 SST Shares (representing approximately 69.85% of the issued share capital of SST as at date of this announcement) under the Share Exchange Offer. As at the date of the Joint Announcement, the Offeror and parties acting in concert with it did not own any shares in SST and this has remained unchanged throughout the period between the date of the Joint Announcement and the date of this announcement. Accordingly, after taking into account the valid acceptances received under the Share Exchange Offer, the Offeror and parties acting in concert with it together shall own 758,819,000 SST Shares, representing approximately 69.85% of the issued share capital of SST as at the date of this announcement (the titles of which have yet to be legally transferred to the Offeror). Condition (d) of the Share Exchange Offer has therefore been fulfilled on 20 March 2006.

As conditions (a), (b), (c), (d) and (e) of the Share Exchange Offer have been fulfilled today, accordingly, the Offeror announces that the Share Exchange Offer is declared unconditional in all respects on 20 March 2006.

Pursuant to the requirements of the Takeovers Code, SCT will extend the Closing Date to Monday, 3 April 2006 (or any subsequent date(s) as may be determined and announced by the Offeror with the consent of the Executive). Further announcement will be made by SCT and the Offeror as and when necessary in this regard.

SCT and the Offeror intend to effect the compulsory acquisition of SST in the event that the Offeror is permitted to do so under the Companies Law and the Takeovers Code, and to apply for the withdrawal of listing of the SST Shares on GEM, further announcement will be made as and when necessary.

SST Shareholders who have not accepted the Share Exchange Offer prior to or on the First Closing Date but intend to accept the Share Exchange Offer under the Extended Share Exchange Offer should submit their completed Form of Acceptance, together with the relevant share certificate(s) in respect of their SST Shares and/or transfer receipt(s) and/or other document(s) of title, to Abacus Share Registrars Ltd. at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in an envelope marked "Share Exchange Offer", by no later than 4:00 p.m. on Monday, 3 April 2006.

## **RESULTS OF EGM**

Reference is made to the joint announcement dated 23 December 2005 (the "Joint Announcement") and the major transaction circular dated 3 March 2006 (the "Circular"). Terms defined in the Circular shall have the same meanings when used herein.

The board of directors of SCT is pleased to announce that at the EGM held on 20 March 2006, the resolution in relation to the acquisition of all the issued shares of SST by the Offeror was duly passed by the Shareholders. Accordingly, condition (a) of the Share Exchange Offer has been fulfilled.

## **RESULTS OF THE SHARE EXCHANGE OFFER**

Reference is made to the joint announcement, the Offer Document dated 20 February 2006 (the "Offer Document"), the Supplemental Document dated 3 March 2006 and the Offeree Document dated 3 March 2006. Terms defined in the Offer Document shall have the same meanings when used herein, unless otherwise stated.

## **ACCEPTANCE LEVEL OF THE SHARE EXCHANGE OFFER**

As at 4:00 p.m. on 20 March 2006, valid acceptances have been received in respect of 758,819,000 SST Shares (representing approximately 69.85% of the issued share capital of SST as at date of this announcement) under the Share Exchange Offer. As at the date of the Joint Announcement, the Offeror and parties acting in concert with it did not own any shares and/or securities in SST and they have not dealt in SST Shares and/or SST securities throughout the period between the date of the Joint Announcement and the date of this announcement. Accordingly, after taking into account the valid acceptances received under the Share Exchange Offer, the Offeror and parties acting in concert with it together shall own 758,819,000 SST Shares, representing approximately 69.85% of the issued share capital of SST as at the date of this announcement (the titles of which have yet to be legally transferred to the Offeror). Condition (d) of the Share Exchange Offer has therefore been fulfilled as at 20 March 2006. Save as disclosed above, as at the date of this announcement, the Offeror and parties acting in concert with it do not own or control any SST Shares, SST Options, convertible securities, warrants, or other derivatives of SST.

Mega Start and Mr. Wong Wai Tin, who together own 454,240,000 SST Shares, representing approximately 41.82% of all issued SST Shares, have accepted the Share Exchange Offer pursuant to the irrevocable undertaking.

## **THE SHARE EXCHANGE OFFER BECOMING UNCONDITIONAL IN ALL RESPECTS**

As conditions (a), (b), (c), (d) and (e) of the Share Exchange Offer have been fulfilled today, accordingly, the Offeror announces that the Share Exchange Offer is declared unconditional in all respects on 20 March 2006.

## **EXTENSION OF THE CLOSING DATE OF THE SHARE EXCHANGE OFFER**

Pursuant to Rule 15.3 of the Takeovers Code, where the Share Exchange Offer has become or is declared unconditional in all respects, it should remain open for acceptance for not less than 14 days thereafter (the "Extended Share Exchange Offer"). The Share Exchange Offer will remain open till the Final Closing Date on Monday, 3 April 2006 (or any subsequent date(s) as may be determined and announced by the Offeror with the consent of the Executive). Further announcement will be made by SCT and the Offeror as and when necessary. The Offeror reserves the right to further extend the Final Closing Date, with the consent of the Executive and subject to the requirements of the Takeovers Code.

SST Shareholders who have not accepted the Share Exchange Offer prior to or on the First Closing Date but intend to accept the Share Exchange Offer under the Extended Share Exchange Offer should submit their completed Form of Acceptance, together with the relevant share certificate(s) in respect of their SST Shares and/or transfer receipt(s) and/or other document(s) of title, to Abacus Share Registrars Ltd. at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in an envelope marked "Share Exchange Offer", by no later than 4:00 p.m. Monday, 3 April 2006.

Share certificates for new SCT Shares in respect of the SST Shares tendered under the Extended Share Exchange Offer will be posted by ordinary post within 10 days from the later of the date (i) of receipt by the Registrar or the company secretary of SST, as the case may be, of all the relevant documents to render acceptance under the Extended Share Exchange Offer complete and valid and (ii) the Final Closing Date.

All other terms of the Share Exchange Offer, as set out in the Offer Document and in the Form of Acceptance, remain unchanged and apply to the Extended Share Exchange Offer.

## **COMPULSORY ACQUISITIONS, PUBLIC FLOAT AND INTENTION OF THE OFFEROR REGARDING THE LISTING STATUS OF SST**

Based on the acceptance rate of the Share Exchange Offer as at 20 March 2006, SCT and its associates will be interested in approximately 69.85% of the issued share capital of SST (the titles of which have yet to be legally transferred to the Offeror) and will become the controlling shareholder of SST. On this basis, and after accounting for the shareholding interests of ST Electronics (being a substantial shareholder of SST) of approximately 28.00% of the issued share capital of SST which has not indicated as to whether or not to accept the Share Exchange Offer, the public float of SST is estimated to be at approximately 2.15% (the titles of the SST Shares accepted under the Share Exchange Offer have yet to be legally transferred to the Offeror). For avoidance of doubt, as at the date of this announcement, the Offeror was not the legal and beneficial owner of any SST Shares.

As disclosed in the Offer Document, to the extent applicable and pursuant to the compulsory acquisition power under the Companies Law and Takeovers Code, if the Offeror acquires the prescribed percentage of SST Shares as required by the relevant provisions of the Companies Law and Takeovers Code, SCT and the Offeror intend to exercise the compulsory acquisition power under the relevant provisions of the Companies Law and Takeovers Code and to apply for the withdrawal of listing of the SST Shares on GEM. SST may apply for suspension in the trading of SST Shares from or about the date on which the Share Exchange Offer has been accepted by the holders of not less than 90% of the disinterested SST Shares until the withdrawal of listing. If SCT and the Offeror cannot acquire the requisite percentage of SST shareholding to effect the compulsory acquisition, SCT and the Offeror will use its best endeavours to maintain the listing of SST on GEM and will undertake to the Stock Exchange to use its best endeavours following the closing of the Offer to ensure that not less than 25% of the SST Shares will be held by the public by, inter alia, the placement of existing SST Shares or the issue of new SST Shares as soon as possible in compliance with the GEM Rules.

The Stock Exchange has stated that if, upon the close of the Extended Share Exchange Offer, less than 25% of the SST Shares are held by the public or if the Stock Exchange believes that:

- a false market exists or may exist in the trading of the SST Shares; or
- there are insufficient SST Shares in public hands to maintain an orderly market,

then it will consider exercising its discretion to suspend trading in the SST Shares until a level of sufficient public float is attained.

By Order of the Board  
**SHOUGANG CONCORD TECHNOLOGY HOLDINGS LIMITED**  
Cao Zhong  
Chairman

By Order of the Board  
**SINO STRIDE TECHNOLOGY (HOLDINGS) LIMITED**  
Wong Wai Tin  
Chairman

Hong Kong, 20 March 2006

*The directors of SCT and the Offeror jointly and severally accept full responsibility for the accuracy of the information (other than that in respect of the SST Group) in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*The directors of SST jointly and severally accept full responsibility for the accuracy of the information (other than that in respect of the SCT Group and the Offeror) in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the board of directors of SCT comprises Cao Zhong (Chairman), Zhang Wenhui (President), Tzu San Te (Executive Director), Tse Chun Sing (Executive Director), Chen Jang Fung (Non-executive Director), Leung Shun Sang, Tony (Non-executive Director), Chan Wah Tip, Michael (Non-executive Director), Choy Hok Man, Constance (Non-executive Director), Kan Lai Kuen, Alice (Independent Non-executive Director), Kwan Bo Ren, Dick (Independent Non-executive Director) and Wong Kun Kim (Independent Non-executive Director).*

*As at the date of this announcement, the board of directors of SST comprises Wong Wai Tin (Chairman), Chau Chit (Executive Director), Shen Yue (Executive Director), Wong Wai Kwan (Non-executive Director), Ng Chong Khim (Non-executive Director), Tay Hun Kiat (Non-executive Director), Cai Xiao Fu (Independent non-executive Director), Shi Jian Jun (Independent non-executive Director) and Li Xiaoqiang Richard (Independent non-executive Director).*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the day of its posting and at SST's website [www.sinostride.com](http://www.sinostride.com).*

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