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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Shougang Concord International Enterprises Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**首長國際企業有限公司**  
**SHOUGANG CONCORD INTERNATIONAL ENTERPRISES COMPANY LIMITED**  
*(Incorporated in Hong Kong with limited liability)*  
(Stock Code: 697)

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice of the annual general meeting of Shougang Concord International Enterprises Company Limited to be held at 10:00 a.m. on Tuesday, 28 May 2019 at Shougang Qiaomengyuan, Shijingshan, Beijing, China is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting (i.e., at or before 10:00 a.m. on Saturday, 25 May 2019 (Hong Kong Time)), or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting (as the case may be) should you so wish.

18 April 2019

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 28 May 2019 at Shougang Qiaomengyuan, Shijingshan, Beijing, China or any adjournment thereof
“Articles”	the articles of association of the Company
“Audit Committee”	the audit committee of the Board, which was established in December 1998
“Board”	the board of Directors
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	Shougang Concord International Enterprises Company Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange
“controlling shareholder”	has the same meaning as ascribed to it under the Listing Rules
“core connected person”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Committee”	the executive committee of the Board, which was established in February 2005
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	9 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange and any amendments thereto
“Nomination Committee”	the nomination committee of the Board, which was established in February 2005
“PRC”	the People’s Republic of China but excluding, for the purpose of this circular, Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board, which was established in February 2005
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Shares(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	subsidiary(ies) for the time being of the Company within the meaning of the Companies Ordinance
“Takeovers Code”	Code on Takeovers and Mergers
“%”	per cent

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## LETTER FROM THE BOARD

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首長國際企業有限公司  
SHOUGANG CONCORD INTERNATIONAL ENTERPRISES COMPANY LIMITED  
(Incorporated in Hong Kong with limited liability)  
(Stock Code: 697)

*Executive Directors:*

Zhao Tianyang (*Chairman*)  
Li Shaofeng (*Vice Chairman*)  
Xu Liang  
Liang Hengyi (*Managing Director*)

*Non-executive Directors:*

Li Yinhui  
Liu Jingwei  
Ho Gilbert Chi Hang  
Li Hao

*Independent Non-executive Directors:*

Wang Xin  
Choi Fan Keung Vic  
Deng Yougao  
Zhang Quanling

*Registered Office:*

7th Floor  
Bank of East Asia  
Harbour View Centre  
56 Gloucester Road  
Wanchai  
Hong Kong

18 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with details regarding the proposals for (i) granting of general mandates to the Directors to issue and buy back Shares; and (ii) re-election of retiring Directors, and to give the Shareholders notice of the Annual General Meeting. Such proposals will be dealt with at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the Annual General Meeting, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the total number of Shares in issue at the date of passing of such resolution; (ii) to buy back Shares not exceeding 10% of the total number of Shares in issue at the date of passing of such resolution; and (iii) to add the aggregate number of the Shares bought back by the Company to the general mandate to the Directors to allot new Shares of up to 20% of the total number of Shares in issue.

The mandates to issue and buy back Shares granted at the annual general meeting held on 18 May 2018 will lapse at the conclusion of the Annual General Meeting. Resolutions Nos. 5 to 7 set out in the notice of Annual General Meeting will be proposed at the Annual General Meeting to renew these mandates. With reference to these resolutions, the Directors wish to state that they have no present intention to buy back any Shares or to issue any new Shares pursuant to the relevant mandates.

Based on 27,428,933,903 Shares in issue as at the Latest Practicable Date and assuming that there is no change to the number of Shares in issue prior to the Annual General Meeting, subject to the passing of the relevant ordinary resolutions to approve the mandate to issue Shares at the Annual General Meeting, the Directors will be authorised to allot and issue up to a limit of 5,485,786,780 Shares under the general mandate to issue Shares.

If approved by the Shareholders at the Annual General Meeting, the general mandate to issue Shares will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein; or (ii) the revocation or variation of the general mandate to issue Shares by an ordinary resolution of the Shareholders in general meeting.

The explanatory statement, required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to buy back the Shares (the “**Share Buy-back Mandate**”) is set out in the Appendix I to this circular which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution.

### 3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 93 and 102(A) of the Articles, Mr. Xu Liang, Mr. Ho Gilbert Chi Hang, Mr. Li Hao, Mr. Li Shaofeng, Mr. Liu Jingwei and Mr. Choi Fan Keung Vic will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

Mr. Choi Fan Keung Vic, being an Independent Non-executive Director eligible for re-election at the Annual General Meeting, has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Further, the Board is of the view that Mr. Choi meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. The Board considers that Mr. Choi can contribute to the diversity of the Board, as further described in his biography in Appendix II to this circular.

Details of retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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#### 4. ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out in Appendix III to this circular. At the Annual General Meeting, in addition to the ordinary businesses of the meeting, resolutions will be proposed to approve the general mandates for the issue and buy back by the Company of its own Shares. In accordance with the requirements of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting (i.e., at or before 10:00 a.m. on Saturday, 25 May 2019 (Hong Kong Time)), or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the relevant resolutions to be proposed at the Annual General Meeting.

#### 5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

#### 6. RECOMMENDATION

The Directors consider that the proposals for (i) granting of general mandates to the Directors to issue and buy back Shares; and (ii) re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the Annual General Meeting in respect thereof.

Yours faithfully,  
For and on behalf of  
**Shougang Concord International  
Enterprises Company Limited**  
**Zhao Tianyang**  
*Chairman*

*This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Share Buy-back Mandate.*

*This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:*

### **1. SHAREHOLDERS' APPROVAL**

All proposed buy-back of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval of a particular transaction. The Company's sole listing is on the Stock Exchange.

### **2. SOURCE OF FUNDS**

Buying back of Shares must be funded out of funds legally available for the purpose in accordance with the Articles and the Companies Ordinance. The Companies Ordinance provides that a company may make a payment in respect of a share buy-back out of the company's distributable profits and/or the proceeds of a fresh issue of shares made for the purpose of the buy-back to such extent allowable under the Companies Ordinance.

### **3. EXERCISE OF THE SHARE BUY-BACK MANDATE**

The Shares proposed to be bought back by the Company must be fully paid up. Under the Listing Rules, the total number of shares which a company is authorised to buy back on the Stock Exchange is shares representing up to a maximum of 10% of the total number of Shares in issue as at the date of the resolution granting such general mandate. Exercise in full of the Share Buy-back Mandate, on the basis of 27,428,933,903 Shares in issue as at the Latest Practicable Date and assuming there is no change to the number of Shares in issue prior to the Annual General Meeting, could result in up to 2,742,893,390 Shares, which represents 10% of the total number of Shares in issue as at the Latest Practicable Date, being bought back by the Company during the period from the passing of the resolution granting the Share Buy-back Mandate up to the conclusion of the next annual general meeting of the Company or the expiration of the period within the next annual general meeting of the Company as required by the applicable laws of Hong Kong to be held, or when revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever occurs first.



**4. REASONS FOR THE BUY-BACK**

Although the Directors have no present intention of buying back any Shares, they believe that it is in the best interests of the Company and the Shareholders to have a general authority from Shareholders to enable the Directors to buy-back Shares on the market. Such buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

**5. FUNDING OF THE BUY-BACK**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws of Hong Kong.

The exercise in full of the Share Buy-back Mandate might have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2018. However, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

**6. GENERAL**

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Share Buy-back Mandate is approved by the Shareholders to sell the Shares to the Company or its Subsidiaries.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.
- (c) If on exercise of the power to buy back Shares pursuant to the Share Buy-back Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for purposes of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Shougang Group Co., Ltd. (“**Shougang Group**”), through its subsidiaries held approximately 46.06% of the total number of Shares in issue. In the event that the Share Buy-back Mandate is exercised in full and no further Shares are issued during the proposed buy-back period, the total number of Shares held by the subsidiaries of Shougang Group will increase to approximately 51.18% of the total number of Shares in issue. Accordingly, pursuant to the Takeovers Code, such increased shareholding interests in the Company will give rise to an obligation to make a mandatory offer for the remaining Shares under Rules 26 and 32 of the Takeovers Code. Save as disclosed, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the power to buy-back Shares pursuant to the Share Buy-back Mandate to the extent that would trigger such obligation.

In the event that the power to buy-back Shares pursuant to the buy-back resolution is exercised in full, the number of Shares held by the public would not fall below 25%.

- (d) The Company has not bought back any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date and will not buy back its Shares if public float is less than 25%.
- (e) No core connected person has notified the Company that he or she has a present intention to sell Shares to the Company, and no core connected person has undertaken not to sell any of the Shares held by him or her to the Company, in the event that the Share Buy-back Mandate is approved by the Shareholders.

- (f) The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
April	0.227	0.213
May	0.250	0.213
June	0.231	0.198
July	0.215	0.180
August	0.209	0.184
September	0.203	0.178
October	0.191	0.165
November	0.226	0.171
December	0.225	0.187
<b>2019</b>		
January	0.230	0.181
February	0.243	0.210
March	0.335	0.221
April (up to the Latest Practicable Date)	0.345	0.315

*The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:*

**1. MR. XU LIANG**

Mr. Xu Liang, aged 53, was appointed as an Executive Director on 21 May 2018 and is also a member of the Executive Committee. He graduated from Fudan University with a Bachelor degree in Statistics and obtained a Master degree in Business Administration from Tsinghua University and is a senior accountant. Mr. Xu joined the group of Shougang Group Co., Ltd. (“**Shougang Group**”) in 1988 and held various senior positions. He is also the managing director of Shougang Holding (Hong Kong) Limited, a subsidiary of Shougang Group and a substantial Shareholder within the meaning of Part XV of the SFO. Mr. Xu is also an executive director and the chairman of Shougang Concord Grand (Group) Limited (“**Shougang Grand**”), an executive director of Global Digital Creations Holdings Limited (“**GDC**”) and was the chairman of GDC (resigned on 21 July 2018), both are listed on the Stock Exchange. He has extensive experience in management.

A service agreement was entered into between Mr. Xu and a wholly-owned subsidiary of the Company for a term commencing on 21 May 2018 and ending on 31 December 2019, subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Articles. Under the service agreement, Mr. Xu is entitled to a salary and discretionary bonus as may be determined by the Board (or its delegated committee(s)) from time to time. Mr. Xu declined any salary from the Group voluntarily.

Mr. Xu is a director of certain companies controlled by certain substantial Shareholders within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Xu does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years, does not hold other positions in the Company or its subsidiaries and does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Xu does not have any interests in the Shares.

Save as set out above, there is no other matter regarding the re-election of Mr. Xu that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules.

**2. MR. HO GILBERT CHI HANG**

Mr. Ho Gilbert Chi Hang, aged 42, was appointed as a Non-executive Director on 21 May 2018 and is also a member of the Audit Committee. He holds a Bachelor of Commerce degree and a Bachelor of Laws degree from University of Sydney, Australia and was admitted as a solicitor in New South Wales, Australia and England and Wales and as a solicitor and barrister in the High Court of Australia. Mr. Ho is also a fellow member of CPA Australia. He is a committee member of the Chinese People's Political Consultative Conference of Shenyang, a standing committee member of the Youth Federation of Inner Mongolia and a vice chairman of Inner Mongolia & Hong Kong Youth Exchange Association.

Mr. Ho is an executive director of NWS Holdings Limited (appointed on 9 July 2018), a substantial shareholder of the Company, a non-executive director of Wai Kee Holdings Limited (appointed on 31 December 2018) and an independent non-executive director of each of Kam Hing International Holdings Limited, Hailiang International Holdings Limited and Asia Allied Infrastructure Holdings Limited, all being listed on the Stock Exchange. He was the senior investment director of New World Development Company Limited, a substantial shareholder of the Company and a company listed on the Stock Exchange, and an executive director of New World Strategic Investment Limited. Mr. Ho was also a partner of an international law firm Fried, Frank, Harris, Shriver & Jacobson LLP. He was an executive director of HMV Digital China Group Limited (resigned on 28 June 2017) and an executive director and the chief executive officer of AID Partners Technology Holdings Limited (now known as AID Life Science Holdings Limited) (resigned on 1 January 2018), both are listed on the Stock Exchange. Mr. Ho has extensive experience in the area of corporate management, investments, corporate finance, merger and acquisition transactions and international brand and retail management.

An engagement letter was entered into between Mr. Ho and the Company for a term commencing on 21 May 2018 and ending on 31 December 2019, subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Articles. Under the engagement letter, Mr. Ho is entitled to a director's fee as may be determined by the Board from time to time pursuant to the authority given by the Shareholders. The director's fee currently received by Mr. Ho annually amounts to HK\$350,000 which are paid in proportion to the actual length of services provided by Mr. Ho. Such director's fee was determined by the Board with reference to Mr. Ho's experience and duties as well as the then prevailing market conditions.

Mr. Ho is a director of certain companies controlled by a substantial Shareholder within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Ho does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years, does not hold other positions in the Company or its subsidiaries and does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Ho does not have any interests in the Shares.

Save as set out above, there is no other matter regarding the re-election of Mr. Ho that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules.

### **3. MR. LI HAO**

Mr. Li Hao, aged 37, was appointed as a Non-executive Director on 27 September 2018. He holds a Bachelor degree from Dalian University of Technology and a Master of Business Administration degree in Finance from Waseda University, Japan. Mr. LI has been with ORIX Corporation (“**ORIX**”) since October 2007. He is currently the managing director of Greater China Division, East Asia Business Headquarters at ORIX, a diversified financial services company and whose shares are listed on both Tokyo Stock Exchange and New York Stock Exchange. Mr. Li also serves as the director and president of each of ORIX (China) Investment Company Limited and ORIX Asia Capital Limited, both of which are wholly-owned subsidiaries of ORIX. He is also a non-executive director of each of Panda Green Energy Group Limited (appointed on 20 March 2017) and Haichang Ocean Park Holdings Ltd. (appointed on 27 August 2018), both are listed on the Stock Exchange.

An engagement letter was entered into between Mr. Li and the Company for a term commencing on 27 September 2018 and ending on 31 December 2019, subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Articles. Under the engagement letter, Mr. Li is entitled to a director’s fee as may be determined by the Board from time to time pursuant to the authority given by the Shareholders. The director’s fee currently received by Mr. Li annually amounts to HK\$250,000 which are paid in proportion to the actual length of services provided by Mr. Li. Such director’s fee was determined by the Board with reference to Mr. Ho’s experience and duties as well as the then prevailing market conditions.

Mr. Li is a director of certain companies controlled by a substantial Shareholder within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Li does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years, does not hold other positions in the Company or its subsidiaries and does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Li does not have any interests in the Shares.

Save as set out above, there is no other matter regarding the re-election of Mr. Li that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2) of the Listing Rules.

**4. MR. LI SHAOFENG**

Mr. Li Shaofeng, aged 52, was appointed as an Executive Director and the Managing Director in May 2010 and was re-designated from the Managing Director to the Vice Chairman of the Board on 6 January 2018 and is also a member of each of the Executive Committee and the Remuneration Committee. He holds a Bachelor degree in Automation from University of Science and Technology Beijing. Mr. Li joined Shougang Group in 1989 and held many senior positions in the group companies of Shougang Group. He is also an executive director and the managing director of Shougang Fushan Resources Group Limited (“**Shougang Resources**”, an associate of the Company) and an executive director of BeijingWest Industries International Limited, both are listed on the Stock Exchange. Mr. Li is also a non-executive director of Mount Gibson Iron Limited, a company listed on the Australian Securities Exchange. He was the chairman of Shougang Resources (resigned on 18 January 2018), an executive director and the chairman of Shougang Concord Century Holdings Limited, an associate of the Company and a company listed on the Stock Exchange (resigned on 18 January 2018) and an executive director and the chairman of each of Shougang Grand and GDC (both resigned on 14 June 2017). Mr. Li has extensive experience in management of listed companies, investments and capital operation.

A service agreement was entered into between Mr. Li and a wholly-owned subsidiary of the Company for a term commencing on 1 January 2017 and ending on 31 December 2019, subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Articles. Under the service agreement, Mr. Li is entitled to a salary and discretionary bonus as may be determined by the Board (or its delegated committee(s)) from time to time. Mr. Li declined any salary from the Group voluntarily.

Save as disclosed above, Mr. Li does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years, does not hold other positions in the Company or its subsidiaries and does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Li does not have any interests in the Shares.

Save as set out above, there is no other matter regarding the re-election of Mr. Li that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules.

**5. MR. LIU JINGWEI**

Mr. Liu Jingwei, aged 51, was appointed as a Non-executive Director on 6 January 2018 and is also a member of the Audit Committee. He graduated from the School of Economics of Beijing Forestry University in 1989 and from Shanghai Advanced Institute of Finance with a Master degree in 2016. Mr. Liu is a PRC Certified Public Accountant. He currently serves as a senior partner of Shinewing Certified Public Accountants and is an external director of Shougang Group. Mr. Liu is also an independent non-executive director of China Nonferrous Mining Corporation Limited, a company listed on the Stock Exchange, an independent director of Shanghai Yaohua Pilkington Glass Group Co., Ltd., a company listed on Shanghai Stock Exchange, and an independent director of each of Guiyang Longmaster Information & Technology Co., Ltd. and BeiJing StarNeto Technology Co., Ltd. (appointed on 16 May 2018), both are listed on Shenzhen Stock Exchange. He was an independent director of Jinxi Axle Company Limited (resigned on 8 March 2017), a company listed on Shanghai Stock Exchange, and Xuzhou Kerong Environmental Resources Co., Ltd. (resigned on 2 June 2017), a company listed on Shenzhen Stock Exchange.

An engagement letter was entered into between Mr. Liu and the Company for a term commencing on 6 January 2018 and ending on 31 December 2019, subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Articles. Under the engagement letter, Mr. Liu is entitled to a director's fee as may be determined by the Board from time to time pursuant to the authority given by the Shareholders. The director's fee currently received by Mr. Liu annually amounts to HK\$350,000 which are paid in proportion to the actual length of services provided by Mr. Liu. Such director's fee was determined by the Board with reference to Mr. Liu's experience and duties as well as the then prevailing market conditions.

Save as disclosed above, Mr. Liu does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years, does not hold other positions in the Company or its subsidiaries and does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Liu had a personal interest in 1,380,000 Shares and a corporate interest in 300,000 Shares, in aggregate representing approximately 0.007% of the Shares in issue.

Save as set out above, there is no other matter regarding the re-election of Mr. Liu that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules.



**6. MR. CHOI FAN KEUNG VIC**

Mr. Choi Fan Keung Vic, aged 54, was appointed as an Independent Non-executive Director on 18 May 2018 and is also a member of each of the Audit Committee and the Remuneration Committee. He was identified by the Company and the Nomination Committee through referral to serve as Independent Non-executive Director. Mr. Choi obtained a Bachelor degree, Postgraduate Certificate in Laws and a Master degree from The University of Hong Kong in 1997, 1998 and 2001 respectively. He is a solicitor of the High Court of Hong Kong. Mr. Choi also serves as a consultant of Howse Williams (formerly known as Howse Williams Bowers) and a managing director of Mainland Financial Holdings Limited. He served as deputy head of compliance, area compliance officer in China and head of compliance with HSBC Bank (China) Co. Ltd., where he managed over 160 compliance officers and was responsible for regulatory compliance and prevention and control of financial crime in over 60 cities in China. Mr. Choi worked at Clifford Chance and Herbert Smith and was specialized in compliance, anti-money laundering, anti-fraud and corporate finance and other advisory work. He served in the Hong Kong Police Force and was a senior inspector. Mr. Choi has over 30 years of experience in compliance management, prevention and control of commercial crime and investigation, and has extensive experience in legal practice and, crime investigation and prosecution. During his time of appointment, Mr. Choi had demonstrated his ability to provide an independent view to the Company's matters, and the Board is of the view that Mr. Choi meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. The Board believes that Mr. Choi's broad-ranging career experience as a member of the Hong Kong Police Force as well as his experience in compliance will help to contribute to the diversity of the Board in terms of professional experience.

An engagement letter was entered into between Mr. Choi and the Company for a term commencing from the conclusion of the annual general meeting held on 18 May 2018 and ending on 31 December 2019, subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Articles. Under the engagement letter, Mr. Choi is entitled to a director's fee as may be determined by the Board from time to time pursuant to the power conferred on it at annual general meetings of the Company. The director's fee currently received by Mr. Choi annually amounts to HK\$410,000 which are paid in proportion to the actual length of services provided by Mr. Choi. Such director's fee was determined by the Board with reference to Mr. Choi's experience and duties as well as the then prevailing market conditions.

Save as disclosed above, Mr. Choi does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years, does not hold other positions in the Company or its subsidiaries and does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Choi does not have any interests in the Shares.

Save as set out above, there is no other matter regarding the re-election of Mr. Choi that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules.



首長國際企業有限公司  
SHOUGANG CONCORD INTERNATIONAL ENTERPRISES COMPANY LIMITED  
(Incorporated in Hong Kong with limited liability)  
(Stock Code: 697)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shougang Concord International Enterprises Company Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 28 May 2019 at Shougang Qiaomengyuan, Shijingshan, Beijing, China for the following purposes:

1. To receive the report of the directors and the audited financial statements for the year ended 31 December 2018.
2. To declare a final dividend for the year ended 31 December 2018.
3. To re-elect the following retiring directors as directors of the Company (each as a separate resolution):
  - (a) Mr. Xu Liang
  - (b) Mr. Ho Gilbert Chi Hang
  - (c) Mr. Li Hao
  - (d) Mr. Li Shaofeng
  - (e) Mr. Liu Jingwei
  - (f) Mr. Choi Fan Keung Vic
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the directors of the Company to fix its remuneration.

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws or rules to be held; and

- (iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any territories outside Hong Kong).”

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period of all the powers of the Company to buy back shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, and that the exercise by the directors of all the powers of the Company to buy back such shares subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and it is hereby generally and unconditionally approved;
- (b) in addition, the approval in paragraph (a) above shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to buy back its shares at a price determined by the directors;
- (c) the aggregate number of shares bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution, and the authority pursuant to paragraph (a) shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws or rules to be held; and
- (iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolution no. 6 as set out in the notice convening this meeting of which this resolution forms part, the aggregate number of shares of the Company which are bought back by the Company pursuant to and in accordance with the said resolution no. 6 shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to and in accordance with resolution no. 5 as set out in the notice convening this meeting of which this resolution forms part.”

By Order of the Board  
**Shougang Concord International  
Enterprises Company Limited**  
**Leung Yuen Chee Sara**  
*Company Secretary*

Hong Kong, 18 April 2019

*Notes:*

- (1) With respect to Resolution 3 above, Mr. Xu Liang, Mr. Ho Gilbert Chi Hang, Mr. Li Hao, Mr. Li Shaofeng, Mr. Liu Jingwei and Mr. Choi Fan Keung Vic will retire from office at the above meeting pursuant to the articles of association of the Company and, being eligible, offer themselves for re-election at the above meeting.
- (2) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
- (4) In order to be valid, the form of proxy together with 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 deposited with the share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e., at or before 10:00 a.m. on Saturday, 25 May 2019 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be).
- (5) The register of members of the Company will be closed from Thursday, 23 May 2019 to Tuesday, 28 May 2019 (both days inclusive) to determine the entitlement to attend and vote at the above meeting. During such period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 22 May 2019 for registration.
- (6) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (7) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.