
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in Shougang Century Holdings Limited, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS FOR GRANTING OF GENERAL MANDATES FOR THE ISSUANCE OF SHARES AND SHARE BUY-BACKS, EXTENSION OF GENERAL MANDATE TO ISSUE SHARES AND RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used on this cover have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 3 to 7 of this circular. A notice of the Annual General Meeting to be held at 5/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 30 June 2026 at 10:00 a.m. is set out on pages 20 to 24 of this circular. Whether or not you are able to attend the said meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company’s share registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL (<https://evoting.vistra.com/>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time appointed for holding the said meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the said meeting or any adjourned meeting should you so wish.

No corporate gifts will be distributed to the Shareholders or their proxies who attend the Annual General Meeting and **no refreshments or drinks** will be served.

29 May 2026

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DEFINITIONS

In this circular, except where the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 5/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 30 June 2026 at 10:00 a.m., the notice of which is set out on pages 20 to 24 of this circular, or where the context so admits, any adjournment of such annual general meeting
“Articles”	the New Articles of Association of the Company as from time to time altered in accordance with the Companies Ordinance
“Board”	the board of Directors for the time being or a duly authorised committee thereof
“Board Diversity Policy”	Shougang Century Holdings Limited’s Board Diversity Policy adopted on 26 August 2013 and revised from time to time thereafter
“CCASS”	the Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or modified from time to time
“Company”	Shougang Century Holdings Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and/or its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	20 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Member(s)/Shareholder(s)”	holder(s) of the Shares
“Policy for Nomination of a Director of the Company”	Shougang Century Holdings Limited’s Policy for Nomination of a Director of the Company adopted on 18 December 2018 and revised from time to time thereafter
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiaries”	the subsidiaries for the time being of the Company within the meaning of the Companies Ordinance whether incorporated in Hong Kong or elsewhere
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules, as amended and supplemented from time to time
“%”	per cent

References to times and dates in this circular are to Hong Kong times and dates.

LETTER FROM THE BOARD



SHOUGANG CENTURY HOLDINGS LIMITED

首 佳 科 技 製 造 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 103)

Executive Directors:

Su Fanrong (*Chairman*)
Zhao Yue (*Vice Chairman*)
Li Jinping (*Managing Director*)
Yang Junlin (*Deputy Managing Director*)
Chen Na

Registered office:

Room 1215, 12/F.,
Honour Industrial Centre,
6 Sun Yip Street, Chai Wan,
Hong Kong

Non-executive Director:

Xu Hongyan (*Sun Chao act as her Alternate Director*)

Independent Non-executive Directors:

Lam Yiu Kin
Feng Yaoling
Wang Jiaqiong
Kang Yanan
Wang Xiaodong

29 May 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GRANTING OF GENERAL MANDATES
FOR THE ISSUANCE OF SHARES AND SHARE BUY-BACKS,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with details regarding the proposed granting of general mandates for the issuance of Shares and Share buy-backs and extension of general mandate to issue Shares and re-election of retiring Directors. Such proposals will be dealt at the Annual General Meeting.

2. GENERAL MANDATES FOR THE ISSUANCE OF SHARES AND SHARE BUY-BACKS AND EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

At the 2025 annual general meeting held on 10 June 2025 and the extraordinary general meeting held on 3 November 2025, general mandates were granted by the Company to the Board to exercise the powers of the Company to issue new Shares and Share buy-backs and extension of general mandate to issue Shares. These general mandates will lapse at the conclusion of the forthcoming Annual General Meeting. The Directors propose to seek your approval to renew the general mandates.

(A) General Mandate to Issue Shares

An ordinary resolution will be proposed as resolution 5 at the Annual General Meeting to grant a general mandate to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) at the date of passing the said resolution at the Annual General Meeting. The general mandate to issue Shares, if granted, will remain in effect until the earliest 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 law to be held; and (iii) the revocation or variation of resolution 5 by any ordinary resolution of the Shareholders in general meeting. As at the Latest Practicable Date, the number of issued Shares (excluding 15,875,000 Treasury Shares) comprised 519,152,941 fully paid-up Shares. If there is no allotment or Share buy-backs between the Latest Practicable Date and the date of the Annual General Meeting, the fresh general mandate to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) shall not exceed 103,830,588 Shares. Approval is being sought from the Shareholders for a general mandate for the purposes of sections 140 to 141 of the Companies Ordinance and the Listing Rules.

LETTER FROM THE BOARD

(B) General Mandate to Buy Back Shares

Another ordinary resolution will be proposed as resolution 6A at the Annual General Meeting to grant a general mandate to the Directors to buy back Shares (the “**Share Buy-back Mandate**”) on the Stock Exchange of up to a maximum of 10% of the aggregate number of issued Shares (excluding any Treasury Shares) at the date of passing the said resolution at the Annual General Meeting. The Share Buy-back Mandate, if granted, will remain in effect until the earliest 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 law to be held; and (iii) the revocation or variation of resolution 6A by any ordinary resolution of the Shareholders in general meeting. An explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules is set out in Appendix I to this circular. The purpose of the explanatory statement is to provide you with all the information reasonably necessary for you to make an informed decision as to whether or not to vote in favour of the resolution approving the Share Buy-back Mandate and it also forms the memorandum of the terms of the proposed buy-back required under section 239(2) of the Companies Ordinance.

If the Company buys back any of the Shares pursuant to the Share Buy-back Mandate, the Company may (i) cancel the Shares bought back and/or (ii) hold such Shares bought back in treasury as Treasury Shares, subject to the market conditions and the capital management needs of the Company at the relevant time such buy-back of Shares is made. If the Company holds any Shares bought back in treasury, any subsequent sale or transfer of such Shares held in treasury shall be subject to the general mandate to issue shares as approved at the Annual General Meeting and made in accordance with the Listing Rules, the Articles, the Companies Ordinance and applicable laws and regulations of Hong Kong.

(C) Extension of General Mandate to Issue Shares

A separate ordinary resolution, as required by the Listing Rules, to add the aggregate amount of the Shares which may be bought back pursuant to the authority granted by the aforesaid resolution 6A to the general mandate to the Directors to allot and issue new Shares of up to 20% of the aggregate number of issued Shares (excluding any Treasury Shares) will be proposed as resolution 6B at the Annual General Meeting.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 101 and 102 of the Articles, Messrs. Su Fanrong, Li Jinping and Feng Yaoling will retire from office by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting. In accordance with article 106 of the Articles, Ms. Chen Na, Mr. Wang Jiaqiong, Ms. Kang Yanan and Mr. Wang Xiaodong will retire from office and, being eligible, offer themselves for re-election at the Annual General Meeting. Details of the above Directors who are required to be disclosed under the Listing Rules are set out in Appendix II of this circular.

LETTER FROM THE BOARD

The nomination committee of the Company, having reviewed the Board's composition, nominated Mr. Su Fanrong, Mr. Li Jinpinag, Mr. Feng Yaoling, Ms. Chen Na, Mr. Wang Jiaqiong, Ms. Kang Yanan and Mr. Wang Xiaodong to the Board for it to recommend to the Shareholders for re-election at the Annual General Meeting. Mr. Su Fanrong, Mr. Feng Yaoling, Mr. Wang Jiaqiong, Ms. Kang Yanan and Mr. Wang Xiaodong, who are members of the nomination committee of the Company, abstained from voting at the nomination committee meeting when their own nomination were being considered.

The nominations were made in accordance with the Policy for Nomination of a Director of the Company and the Board Diversity Policy, after having considered a range of diversity perspectives, including but not limited to gender, language, age, religion, social-economic status, cultural and educational background, ethnicity, professional experience, regional and industry experience, skills, knowledge, thinking styles, know-how and length of service. The nomination committee of the Company and the Board have also taken into account their respective contributions to the Board and their commitment to their roles.

The Board considers that all independent non-executive Directors, including Mr. Feng Yaoling, Mr. Wang Jiaqiong, Ms. Kang Yanan and Mr. Wang Xiaodong remain independent for re-election and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. All independent non-executive Directors have met the independence guidelines set out in Rule 3.13 of the Listing Rules and have provided their annual confirmation of independence.

Under the resolutions 2A, 2B, 2C, 2D, 2E, 2F and 2G, the re-election of the above Directors will be individually voted on by Shareholders.

4. ANNUAL GENERAL MEETING

The notice of Annual General Meeting is set out in this circular. In addition to the ordinary business of the meeting, resolutions will be proposed to approve the general mandates for the issuance of Shares and Share buy-backs and extension of general mandate to issue Shares.

A proxy form for the Annual General Meeting is enclosed herewith. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL (<https://evoting.vistra.com/>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time appointed for holding the said meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the said meeting or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

5. VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must 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 on by a show of hands. Therefore, each of the resolutions set out in the notice of the Annual General Meeting will be taken by way of poll. The chairman would explain the detailed procedures for conducting a poll at the Annual General Meeting. The results of the poll will be published on the websites of the Stock Exchange and the Company subject to the Listing Rules.

6. 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.

7. GENERAL

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

8. RECOMMENDATION

The Board is of the opinion that the proposals referred to above are in the best interests of the Company and its Shareholders as a whole and therefore recommends you to vote in favour of the resolutions to be proposed at the Annual General Meeting in respect of the proposals for granting of general mandates for the issuance of Shares and Share buy-backs, extension of general mandate to issue Shares and re-election of retiring Directors.

Yours faithfully,
For and on behalf of the Board
Su Fanrong
Chairman

This appendix serves as the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide you with the information necessary for your consideration of the proposed Share Buy-back Mandate to be granted to the Directors. It also forms the memorandum of the terms of the proposed buy-back required under section 239(2) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares (excluding 15,875,000 Treasury Shares) comprised 519,152,941 Shares. On the basis that no further Shares are bought back before the conclusion of the Annual General Meeting and that no further Shares are issued prior to the Annual General Meeting, the Company would be allowed to buy back a total of 51,915,294 Shares, representing 10% of the total number of Shares in issue.

2. REASONS FOR SHARE BUY-BACKS

The Directors 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 in the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company 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.

3. FUNDING OF SHARE BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the applicable laws of Hong Kong. The Companies Ordinance provides that the amount of capital repaid in connection with a Share buy-back may only be paid from the distributable profits of the Company and/or the proceeds of a fresh issue of Shares made for the purpose of the buy-back to such an extent allowable.

The Directors propose that Share buy-backs will be financed from the Company's internal resources or existing banking facilities.

4. IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

There might be material adverse impact on the working capital or gearing position of the Company as compared with the position as disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2025 in the event that the proposed Share buy-backs were to be carried out in full at any time during the proposed buy-back period. 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company unless the Directors consider that such buy-backs are in the best interests of the Company notwithstanding such material adverse effect.

5. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
May*	2.150	1.950
June*	2.450	2.050
July*	3.050	2.275
August*	3.200	2.700
September*	4.300	3.000
October*	4.150	3.800
November*	3.900	2.960
December	3.630	3.000
2026		
January	3.200	2.920
February	3.190	2.620
March	2.800	2.020
April	2.680	2.140
May (<i>Up to the Latest Practicable Date</i>)	2.450	2.030

* The share prices were adjusted for the effect of share consolidation effective on 5 November 2025.

6. GENERAL

The Directors will, so far as the same may be applied, exercise the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company or its Subsidiaries.

No other core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders.

Neither this explanatory statement nor the proposed Share Buy-back Mandate has any unusual features.

7. THE TAKEOVERS CODE

If on exercise of the powers to Share buy-backs 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 the purposes of rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Shougang Group Co., Ltd ("**Shougang Group**") was deemed to be interested in the 242,578,683 Shares, representing approximately 46.73% of the total number of issued Shares (excluding Treasury Shares). In the event that the Share Buy-back Mandate is exercised in full and no further Shares are issued or bought back during the proposed buy-back period, the beneficial interest of Shougang Group in the number of issued Shares (excluding Treasury Shares) will increase by more than 2% to approximately 51.92% and therefore Shougang Group may be required under the Takeovers Code to make an offer for all the number of issued Shares. The Directors have no present intention to exercise the power to buy back Shares to such extent as would result in a takeover obligation on the part of Shougang Group.

The Directors have no present intention to execute the power to buy back Shares pursuant to the Share Buy-back Mandate to such an extent as to result in the number of Shares held by the public being reduced to less than 25%.

8. SHARE BUY-BACKS BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has repurchased a total of 1,596,000 Shares on the Stock Exchange. Such repurchased Shares were held as Treasury Shares as of the Latest Practicable Date. Details of the repurchases are as follows:

Date of Repurchase	Number of Shares Repurchased	Purchase Price per Share	
		Highest HK\$	Lowest HK\$
20/11/2025	33,000	3.24	3.05
21/11/2025	19,000	3.11	3.05
24/11/2025	19,000	3.35	3.17
25/11/2025	36,000	3.25	3.16
26/11/2025	22,000	3.31	3.25
27/11/2025	74,000	3.34	3.16
28/11/2025	30,000	3.25	3.17
1/12/2025	20,000	3.20	3.14
2/12/2025	91,000	3.20	3.14
3/12/2025	55,000	3.30	3.17

Date of Repurchase	Number of Shares Repurchased	Purchase Price per Share	
		Highest HK\$	Lowest HK\$
4/12/2025	69,000	3.22	3.18
5/12/2025	9,000	3.30	3.29
8/12/2025	4,000	3.37	3.29
11/12/2025	59,000	3.51	3.43
12/12/2025	9,000	3.60	3.51
12/1/2026	4,000	3.00	2.99
13/1/2026	9,000	3.16	3.09
14/1/2026	18,000	3.14	3.08
15/1/2026	16,000	3.18	3.06
16/1/2026	45,000	3.17	3.01
19/1/2026	41,000	3.20	3.03
20/1/2026	25,000	3.20	3.04
21/1/2026	10,000	3.10	3.06
22/1/2026	14,000	3.08	3.02
23/1/2026	20,000	3.16	3.00
26/1/2026	26,000	3.00	2.96
27/1/2026	9,000	3.14	2.99
28/1/2026	26,000	3.05	3.00
29/1/2026	30,000	3.10	2.99
30/1/2026	11,000	3.04	2.96
2/2/2026	12,000	3.19	2.95
3/2/2026	20,000	3.00	2.97
4/2/2026	20,000	2.99	2.95
5/2/2026	67,000	2.95	2.87
6/2/2026	31,000	2.96	2.94
9/2/2026	66,000	2.90	2.81
10/2/2026	79,000	2.90	2.82
11/2/2026	89,000	2.84	2.65
12/2/2026	32,000	2.76	2.67
13/2/2026	40,000	2.89	2.66
16/2/2026	45,000	2.93	2.80
20/2/2026	1,000	2.90	2.90
23/2/2026	16,000	2.94	2.90
24/2/2026	32,000	2.94	2.81
25/2/2026	17,000	2.94	2.87
26/2/2026	8,000	2.89	2.86
27/2/2026	77,000	2.85	2.83

Date of Repurchase	Number of Shares Repurchased	Purchase Price per Share	
		Highest HK\$	Lowest HK\$
1/4/2026	5,000	2.18	2.18
4/5/2026	35,000	2.40	2.25
19/5/2026	51,000	2.20	2.15
	1,596,000		

Save as disclosed above, neither the Company nor any of its Subsidiaries purchases, sold or redeemed any of the Company's listed Shares (including Treasury Shares) during the six months prior to the Latest Practicable Date.

9. INTENTION STATEMENT REGARDING REPURCHASED SHARES

The Company may cancel the repurchased Shares following settlement of any such repurchase or hold them as Treasury Shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases. Should the Company decide to hold repurchased Shares as Treasury Shares, the Company will, upon completion of the Share repurchase, withdraw the repurchased Shares from CCASS and register the Treasury Shares in the Company's name.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will have appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in its own name as Treasury Shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS pending resale; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury Shares from CCASS, and either re-register them in the Company's name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of Treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

The following are the particulars of the seven Directors proposed to be elected at the Annual General Meeting.

1. Mr. Su Fanrong

Mr. Su Fanrong, aged 58, joined the Group as a deputy general manager of the Company in January 2015 and was appointed as the executive deputy managing Director on 1 December 2015. Mr. Su has re-designated as the chairman of the Company and acted as the chairman and vice-chairman of the nomination committee and remuneration committee of the Company respectively since 18 January 2018, and he has been appointed as the managing Director on 31 January 2018. He resigned as the managing Director on 1 July 2023 but remains as the chairman of the Company. At present, Mr. Su holds directorship in all wholly-owned subsidiaries of the Company. He also acts as the deputy general manager of Shougang Holding (Hong Kong) Limited (“**Shougang HK**”) which is a substantial Shareholder within the meaning of Part XV of the SFO. He holds a Master’s degree in Business Administration from Missouri State University and a Bachelor’s degree specialising in Pressure Processing from University of Science and Technology Beijing. He joined Shougang Group in 1990 and has been working in various companies under Shougang Group. Mr. Su has over 30 years of sales and management experience in the steel industry.

Other than the directorship and position disclosed above, Mr. Su has not previously held any position with the Company and/or its Subsidiaries, and does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, Mr. Su does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. At the Latest Practicable Date, Mr. Su beneficially owns 200,000 shares of the Company. Save as disclosed above, Mr. Su does not have any interest in securities of the Company within the meaning of Part XV of the SFO.

A service contract was entered into between Mr. Su and the Company for a term commencing from 1 January 2024 and ending on 31 December 2026 to act as the chairman of the Company. He is 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. At present, Mr. Su’s monthly salaries is entitled to HK\$220,000 which is determined with reference to the financial position of the Company, the experience and duties of Mr. Su, the remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Mr. Su’s particulars as being a Director that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

2. Mr. Li Jinping

Mr. Li Jinping, aged 49, was appointed as an executive Director with effect from 1 January 2020. At present, he also holds directorship in several wholly-owned subsidiaries of the Company. He was appointed as the managing Director with effect from 1 July 2023. Mr. Li was graduated from Shandong University of Finance and Economics with a Master's degree in Accounting. He is a senior accountant and a Public Valuer. Mr. Li had worked in Beijing Supervision Bureau of Ministry of Finance of PRC for approximately 18 years and held various senior positions including the deputy division director and division director. He was principally engaged in the work relating to supervision, inspection, risk control management and so on. In 2019, Mr. Li joined Shougang HK. He currently serves as a financial controller of Shougang HK and a director of various companies under Shougang HK. In all, Mr. Li has extensive experience and expertise in financial supervision and risk control.

Other than the directorship and position disclosed above, Mr. Li has not previously held any position with the Company and/or its Subsidiaries, and does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, Mr. Li does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Li beneficially owns 200,000 shares of the Company. Save as disclosed above, Mr. Li does not have any interest in securities of the Company within the meaning of Part XV of the SFO.

A service contract was entered into between Mr. Li and the Company for a term commencing from 1 January 2026 and ending on 31 December 2028. Mr. Li has voluntarily declined any director's emoluments.

Save as disclosed above, there are no other matters relating to Mr. Li's particulars as being a Director that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

3. Mr. Feng Yaoling

Mr. Feng Yaoling, aged 68, was appointed as an independent non-executive Director and a member of each of the audit committee, nomination committee and remuneration committee of the Company with effect from 1 January 2020. He was appointed as the vice chairman of nomination committee of the Company with effect from 1 September 2023. Mr. Feng was a professor-level senior engineer who is awarded special government subsidy by the State Council of PRC as a specialist. He graduated from Beijing University of Chemical Technology with a Bachelor's degree in Engineering in January 1982.

Mr. Feng is currently a deputy chief engineer of Eve Rubber Institute Co., Ltd. and he has over 35 years of extensive experience in the tyre manufacturing industry. Mr. Feng was previously the chief engineer, senior engineer, deputy general manager cum chief engineer and director of Aeolus Tyre Co., Ltd. ("**Aeolus Tyre**") from 1982 to 2017. Aeolus Tyre was listed on the Main Board of the Shanghai Stock Exchange in October 2003 (Stock code: 600469).

On 6 March 2015, Aeolus Tyre received the administrative penalty decision including warnings and a fine of RMB600,000 from the Henan regulatory bureau of the China Securities Regulatory Commission, due to its misstatement of accounting information in the 2011 and 2012 annual reports which violated the "Measures for the Administration of Information Disclosure of Listed Companies". Mr. Feng, as a then senior management of Aeolus Tyre, among others, also received the "Decision to Impose Training Order to Zheng Yuli, Fan Rende and others in Total 7 Persons" and the "Decision to Issue Warning Letters to Zheng Yuli, Fan Rende and others in Total 10 Persons" (the "**Decisions**"). Pursuant to the Decisions, Mr. Feng needed to participate in the training of laws and regulations related to listed companies, and was warned and recorded in the Integrity Archive of Securities and Futures. Mr. Feng confirms that (i) remedial actions have been taken by Aeolus Tyre which include correcting and restating figures in the relevant annual reports; (ii) the proceedings regarding the aforesaid matter has been completely settled; and (iii) the Decisions have been fully complied with and no further administrative penalties or liabilities were outstanding by Aeolus Tyre or Mr. Feng regarding the aforesaid matter.

Other than the directorship disclosed above, Mr. Feng has not previously held any position with the Company and/or its Subsidiaries, and does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, Mr. Feng does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interest in the Company within the meaning of Part XV of the SFO.

A service contract was entered into between Mr. Feng and the Company for a term commencing from 1 January 2026 and ending on 31 December 2028. At present, Mr. Feng is entitled to receive a director's fee of HK\$240,000 per annum which is determined with reference to his experience and duties, his role played in the Board, the Company's performance and profitability, the remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Mr. Feng's particulars as being a Director that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

4. Ms. Chen Na

Ms. Chen Na, aged 44, was appointed as an executive Director on 1 January 2026. Ms. Chen is currently pursuing a PhD in Management Psychology from the Institute of Psychology of the Chinese Academy of Sciences, and holds a Master's degree in Business Administration from Newcastle University in the United Kingdom. She has been awarded the Honour of being one of China's 100 Most Influential Human Resources Practitioners. In 2019, Ms. Chen joined Shoucheng Holdings Limited ("**Shoucheng**", a company listed on the Main Board of the Stock Exchange) and served as the deputy general manager of human resources at Shoucheng. In 2020, she joined Beijing Shougang Fund Co., Ltd. ("**Shougang Fund**"). She is currently an executive director and general manager of human resources at Shougang Fund, and is fully responsible for the human resources-related work of the headquarters and important companies invested by Shougang Fund, including Jingxi Holdings Limited, as well as companies in infrastructure real estate and medical fields. Prior to joining Shoucheng, Ms. Chen had worked for well-known companies such as Shell China and Baidu where she was responsible for the organisational and talent development of supply chain and international business respectively. In all, Ms. Chen has rich experience in talent team building, motivation and performance management and organisational development.

Other than the directorship disclosed above, Ms. Chen has not previously held any position with the Company and/or its Subsidiaries, and does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, Ms. Chen does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, she does not have any interest in the Company within the meaning of Part XV of the SFO.

A service contract was entered into between Ms. Chen and the Company for a term commencing from 1 January 2026 and ending on 31 December 2028. Ms. Chen has voluntarily declined any director's emoluments.

Save as disclosed above, there are no other matters relating to Ms. Chen's particulars as being a Director that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

5. Mr. Wang Jiaqiong

Mr. Wang Jiaqiong, aged 61, was appointed as an independent non-executive Director and a member of each of the audit committee, nomination committee and remuneration committee of the Company on 1 January 2026. Mr. Wang is a professor as well as a doctoral supervisor at Beijing Jiaotong University. He holds a Bachelor's degree in Science and a Master's degree in Economics from Nankai University and a Doctorate in Economics from Beijing Jiaotong University.

Mr. Wang has served as the chief expert of the Sustainable Transportation Innovation Centre, the national high-end think tank, and the chief expert of the Beijing High-End Think Tank for Transportation Development since November 2024. He also serves as the deputy to the 16th Beijing Municipal People's Congress. Mr. Wang previously served as the vice president of Beijing Jiaotong University, the president of Beijing Wuzi University, the president of Capital University of Economics and Business, the president of the University of International Business and Economics, the president of Beijing Jiaotong University and the secretary of the Party Committee of Beijing Jiaotong University. Mr. Wang's researches covered industrial economics and strategy, business management and strategy, transportation development strategy and higher education. He has extensive research and think tank accomplishments in relevant fields. He and his team specifically proposed numerous think tank policy recommendations on the integrated development of energy and transportation, urban transportation, the establishment of the integrated transport system, lowering the costs of logistics in the society, and building a transportation network with the Belt and Road Initiative. His team also has strong connection with the local government and departments, corporations, social associations as well as oversea corporations, universities and think tanks.

Other than the directorship disclosed above, Mr. Wang has not previously held any position with the Company and/or its Subsidiaries, and does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, Mr. Wang does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interest in the Company within the meaning of Part XV of the SFO.

A service contract was entered into between Mr. Wang and the Company for a term commencing from 1 January 2026 and ending on 31 December 2028. At present, Mr. Wang is entitled to receive a director's fee of HK\$240,000 per annum which is determined with reference to his experience and duties, his role played in the Board, the Company's performance and profitability, the remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Mr. Wang's particulars as being a Director that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

6. Ms. Kang Yanan

Ms. Kang Yanan, aged 38, was appointed as an independent non-executive Director and a member of each of the audit committee, nomination committee and remuneration committee of the Company on 1 February 2026. Ms. Kang holds a Bachelor of Laws (First Class Honors) from City University of Hong Kong and a Bachelor of Civil Law from University of Oxford. She is a practising barrister, a member of The Chartered Institute of Arbitrators and holds Greater Bay Area lawyer's license. She has a broad civil practice with a focus on corporate, commercial and employment disputes, and has developed a substantial practice in cross-border commercial litigation and international arbitration. Ms. Kang is the vice president of Legal Professional Advance Association, the co-secretary of Standing Committee on Mainland Affairs of the Hong Kong Bar Association, and a panel arbitrator for various Mainland Arbitration Commissions. She has served as a guest lecturer at East China University of Political Science and Law, a guest lecturer at the School of Law of Peking University, and a part-time tutor at the School of Law of City University of Hong Kong.

Other than the directorship disclosed above, Ms. Kang has not previously held any position with the Company and/or its Subsidiaries, and does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, Ms. Kang does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, she does not have any interest in the Company within the meaning of Part XV of the SFO.

A service contract was entered into between Ms. Kang and the Company for a term commencing from 1 February 2026 and ending on 31 December 2028. At present, Ms. Kang is entitled to receive a director's fee of HK\$240,000 per annum which is determined with reference to her experience and duties, her role played in the Board, the Company's performance and profitability, the remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Ms. Kang's particulars as being a Director that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

7. Mr. Wang Xiaodong

Mr. Wang Xiaodong, aged 50, was appointed as an independent non-executive Director and a member of each of the audit committee, nomination committee and remuneration committee of the Company on 1 February 2026. Mr. Wang holds a Bachelor's degree in Optoelectronic Technology from Shandong University and a Master's degree in Software Engineering from Tianjin University. Mr. Wang currently serves as the deputy general manager of China Energy Chemical Innovation Investment Group Co., Ltd.* (中能化創新投資集團有限公司). He previously served as a member of party committee, executive general manager, board secretary and other senior executive positions of Shandong Hi-Speed Group Co. Ltd. He concurrently served as an executive director and the chairman of the board of directors of Shandong Hi-Speed Holdings Group Limited (stock code: 412, a company listed on the Main Board of the Stock Exchange) and Shandong Hi-Speed New Energy Group Limited (stock code: 1250, a company listed on the Main Board of the Stock Exchange), and resigned from his positions in these two listed companies on 2 August 2024. Over his long tenure at Shandong Hi-Speed Group Co. Ltd., where he held various major positions, Mr. Wang has accumulated over 20 years of management experience and in-depth knowledge in corporate governance.

Other than the directorship disclosed above, Mr. Wang has not previously held any position with the Company and/or its Subsidiaries, and does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, Mr. Wang does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interest in the Company within the meaning of Part XV of the SFO.

A service contract was entered into between Mr. Wang and the Company for a term commencing from 1 February 2026 and ending on 31 December 2028. At present, Mr. Wang is entitled to receive a director's fee of HK\$240,000 per annum which is determined with reference to his experience and duties, his role played in the Board, the Company's performance and profitability, the remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Mr. Wang's particulars as being a Director that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING



SHOUGANG CENTURY HOLDINGS LIMITED

首 佳 科 技 製 造 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 103)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Shougang Century Holdings Limited (the “**Company**”) will be held at 5/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 30 June 2026 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited financial statements and the report of the directors and independent auditor’s report for the year ended 31 December 2025.
2. To re-elect the retiring directors (note 3).
3. To declare a final dividend for the year ended 31 December 2025 (note 5).
4. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the directors of the Company to fix the auditor’s remuneration.

AS SPECIAL BUSINESS

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

“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 additional shares in the capital of the Company (including any sale or transfer of treasury shares of the Company (the “**Treasury Shares**”) out of treasury) 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 issued shares allotted or agreed conditionally or unconditionally to be allotted (or sold or transferred out of treasury) (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 and/or any of its associated companies and/or any of its jointly controlled entities or any eligible participant/qualifying grantee pursuant to the scheme of shares or rights to acquire shares of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the New Articles of Association of the Company, shall not exceed the aggregate of 20% of the number of shares of the Company in issue (excluding any Treasury Shares) as at the date of passing this resolution; and
- (d) for the purpose 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 law 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

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

A. **“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 number of shares in issue of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), and that the exercise by the directors of the Company of all the powers of the Company to buy back such shares subject to and in accordance with all applicable laws or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, 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 shares at a price determined by the directors;
- (c) the aggregate number of issued shares of the Company 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 aggregate number of shares of the Company in issue (excluding any Treasury Shares) as at the date of passing this resolution, and the authority pursuant to paragraph (a) shall be limited accordingly; and
- (d) for the purpose 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 law 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.”

NOTICE OF ANNUAL GENERAL MEETING

- B. “**THAT** conditional upon the passing of the ordinary resolution 6A above, the aggregate number of issued shares in the Company which are bought back by the Company pursuant to and in accordance with the said ordinary resolution 6A shall be added to the aggregate number of issued shares in the Company that may be allotted, issued or dealt with (or sold or transferred out of treasury) or agreed conditionally or unconditionally to be allotted, issued or dealt with (or sold or transferred out of treasury) by the directors of the Company pursuant to and in accordance with the ordinary resolution 5 above.”

By order of the Board
Cheung Wa Ying
Company Secretary

Hong Kong, 29 May 2026

Notes:

1. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. Any shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a shareholder of the Company. To be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed or notarially certified copy thereof must be lodged at the Company’s share registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL (<https://evoting.vistra.com/>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting.
2. Where there are joint holders of any shares, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. With respect to resolution 2, Mr. Su Fanrong, Mr. Li Jinping and Mr. Feng Yaoling will retire from office by rotation and Ms. Chen Na, Mr. Wang Jiaqiong, Ms. Kang Yanan and Mr. Wang Xiaodong will retire from office pursuant to the New Articles of Association of the Company and all being eligible, offer themselves for re-election at the Meeting.

NOTICE OF ANNUAL GENERAL MEETING

4. The register of members of the Company will be closed from Wednesday, 24 June 2026 to Tuesday, 30 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 June 2026.
5. The board of directors has recommended the payment of a final dividend for the year ended 31 December 2025. In order to qualify for the proposed 2025 final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 17 July 2026.
6. **No corporate gifts** will be distributed to the shareholders or their proxies who attend the Meeting and **no refreshments or drinks** will be served.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning signal is in effect at the time of the Meeting, the Company will post an announcement on the Company's website at <http://www.irasia.com/listco/hk/shougangcentury/> and the Stock Exchange's website at <http://www.hkexnews.hk> to notify shareholders of the date, time and place of the rescheduled annual general meeting.

Shareholders should make their own decision as to whether they would attend the Meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

8. As at the date of this notice, the board of directors comprises Mr. Su Fanrong (Chairman), Mr. Zhao Yue (Vice Chairman), Mr. Li Jinping (Managing Director), Mr. Yang Junlin (Deputy Managing Director), Ms. Chen Na (Executive Director), Ms. Xu Hongyan (Non-executive Director) (Mr. Sun Chao as her Alternate Director), Mr. Lam Yiu Kin (Independent Non-executive Director), Mr. Feng Yaoling (Independent Non-executive Director), Mr. Wang Jiaqiong (Independent Non-executive Director), Ms. Kang Yanan (Independent Non-executive Director) and Mr. Wang Xiaodong (Independent Non-executive Director).