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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
APPOINTMENT OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the annual general meeting of Shougang Concord International Enterprises Company Limited to be held at 10:00 a.m. on Friday, 22 May 2020 at Shougang Qiaomengyuan, Shijingshan, Beijing, China is set out in Appendix IV to 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 54, 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 Wednesday, 20 May 2020 (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.

17 April 2020

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DEFINITIONS

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 Friday, 22 May 2020 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

DEFINITIONS

“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 April 2020, 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
“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”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

LETTER FROM THE BOARD



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:

Mr. Zhao Tianyang (*Chairman*)
Mr. Xu Liang
Mr. Liang Hengyi (*Managing Director*)

Non-executive Directors:

Dr. Li Yin-hui
Mr. Liu Jingwei
Mr. Ho Gilbert Chi Hang
Mr. Li Hao

Independent Non-executive Directors:

Dr. Wang Xin
Mr. Choi Fan Keung Vic
Mr. Deng Yougao
Ms. Zhang Quanling
Dr. Qiao Yongyuan

Registered Office:

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

17 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
RE-ELECTION OF RETIRING DIRECTORS
APPOINTMENT OF 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; (ii) re-election of retiring Directors; and (iii) appointment of Directors, and to give the Shareholders notice of the Annual General Meeting. Such proposals will be dealt with at the Annual General Meeting.

LETTER FROM THE BOARD

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 28 May 2019 will lapse at the conclusion of the Annual General Meeting. Resolutions Nos. 7 to 9 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 6,925,576,780 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 1,385,115,356 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 article 93 of the Articles, Dr. Qiao Yongyuan will be subject to, and offer himself for re-election at the Annual General Meeting. In accordance with article 102(A) of the Articles, Mr. Liang Hengyi, Dr. Li Yinhui, Mr. Deng Yougao and Ms. Zhang Quanling will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Each of Dr. Qiao Yongyuan, Mr. Deng Yougao and Ms. Zhang Quanling, 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. The Nomination Committee and the Board have assessed the independence of Dr. Qiao Yongyuan, Mr. Deng Yougao and Ms. Zhang Quanling and are satisfied that each of them has the required character, integrity and experience to continue fulfilling the role of an Independent Non-executive Director and consider each of them to be independent.

Given their respective education background, in-depth experience and practice which allow them to provide valuable and relevant insights and contribute to the diversity of the Board, the Board believes that the re-election of each of Dr. Qiao Yongyuan, Mr. Deng Yougao and Ms. Zhang Quanling as a Director is in the interest of the Company and the Shareholders, and therefore recommend the Shareholders to re-elect each of them as a Director at the Annual General Meeting.

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.

4. APPOINTMENT OF DIRECTORS

In accordance with article 105 of the Articles, the Company proposes to appoint Ms. Zhang Meng and Mr. Li Wei as Executive Directors, subject to the Shareholders' approval by way of separate ordinary resolutions to be proposed at the Annual General Meeting.

Details of the candidates who are proposed to be appointed as Directors at the Annual General Meeting are set out in Appendix III to this circular.

5. ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out in Appendix IV 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.

LETTER FROM THE BOARD

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 54, 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 Wednesday, 20 May 2020 (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.

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. RECOMMENDATION

The Directors consider that the proposals for (i) granting of general mandates to the Directors to issue and buy back Shares; (ii) re-election of retiring Directors and (iii) appointment of 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 6,925,576,780 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 692,557,678 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 2019. 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, 首鋼集團有限公司(Shougang Group Co., Ltd., "**Shougang Group**"), through its subsidiaries held approximately 36.75% 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 40.84% 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	0.345	0.300
May	0.325	0.280
June	0.305	0.260
July	0.320	0.265
August	0.320	0.265
September	0.350	0.295
October	0.415	0.315
November	0.405	0.335
December	0.390	0.340
2020		
January	0.385	0.335
February	0.360	0.335
March (up to 29 March)	0.345	0.250
March (from 30 March*)	1.470	1.310
April (up to the Latest Practicable Date)	1.350	1.220

* Consolidation of shares on the basis of every 5 Shares into 1 Share with effect from 30 March 2020.

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

1. DR. QIAO YONGYUAN

Dr. Qiao Yongyuan, aged 37, was appointed as an Independent Non-executive Director on 14 June 2019 and is also a member of each of the Audit Committee and the Remuneration Committee. He obtained a Bachelor degree in Physics from Peking University in the People's Republic of China in 2005 and a Doctorate degree in Philosophy from the University of St Andrews in the United Kingdom in 2008. Dr. Qiao currently works in Industrial Bank Co., Ltd. as the chief strategist and worked in Guotai Junan Securities Co., Ltd., a company listed on the Stock Exchange, where he was the chief strategy analyst who led the strategy research team. He also served as a consultant for each of China Soong Ching Ling Foundation and China Youth Development Foundation. Dr. Qiao received the first prize and the second prize for the "Best Strategic Analyst" awarded by New Fortune in October 2015 and October 2014, respectively. He also received the second prize for the "Crystal Ball Award for Best Strategic Analyst" awarded by Security Market Weekly for two consecutive years from 2014 to 2015. Dr. Qiao has extensive experience in financial management and securities trading.

During his time of appointment, Dr. Qiao had demonstrated his ability to provide an independent view to the Company's matters, and the Board is of the view that Dr. Qiao meets the independence guidelines set out in Rule 3.13 of the Listing Rules and has the required character, integrity, independence and experience to fulfill the role of an Independent Non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent and believes that Mr. Qiao's experience as a strategy analyst as well as his experience in financial management and securities trading will contribute to the diversity of the Board in terms of professional experience.

An engagement letter was entered into between Dr. Qiao and the Company with an initial term commencing on 1 January 2020 and ending on 31 December 2020; such appointment being automatically renewed for successive 12-month periods, 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. Pursuant to the engagement letter, Dr. Qiao is entitled to a director's fee as may be from time to time determined by the Board. Dr. Qiao confirmed that he opted not to receive any director's fee during his appointment.

Save as disclosed above, Dr. Qiao 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, Dr. Qiao does not have any interests in the Shares.

Save as set out above, there is no other matter regarding the re-election of Dr. Qiao 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. LIANG HENGYI

Mr. Liang Hengyi, aged 46, was appointed as an Executive Director and the Managing Director on 6 January 2018 and is also a member of each of the Executive Committee and the Nomination Committee. He holds a Master degree in Economics and a Doctor of Philosophy degree in Management and is a senior economist. Mr. Liang was the managing director of 北京首鋼基金有限公司(Beijing Shougang Fund Co., Ltd., “**Shougang Fund**”), a wholly-owned subsidiary of Shougang Group. He also served as the general manager of non-fare business unit of Beijing Infrastructure Investment Co., Ltd., the general manager of 北京京投軌道交通資產經營管理有限公司(Beijing Capital Investment Rail Transit Assets Management Company) and the president of 北京城投地下空間開發建設有限公司(Beijing Urban Underground Space Development and Construction Co., Ltd.).

A service agreement was entered into between Mr. Liang and a wholly-owned subsidiary of the Company for a term commencing from 1 January 2020 and continuing until terminated by either party by prior written notice, 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. Liang is entitled to a salary, discretionary bonus, director’s fee or other compensations as may be determined by the Board (or its committee delegated with such authority) from time to time. The salary currently received by Mr. Liang annually amounts to HK\$2,640,000. Such salary was determined by the Remuneration Committee with reference to his experience and duties as well as the then prevailing market conditions.

Mr. Liang is a director of certain subsidiaries of the Company. Save as disclosed above, Mr. Liang 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. Liang had a personal interest in 776,000 Shares, representing approximately 0.011% of the issued Shares.

Save as set out above, there is no other matter regarding the re-election of Mr. Liang 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. DR. LI YINHUI

Dr. Li Yinhui, aged 52, was appointed as a Non-executive Director on 6 January 2018 and is a member of each of the Audit Committee and the Remuneration Committee. He obtained a Bachelor degree in Arts (History) and a Doctorate degree in World Economy from Jilin University in 1991 and 2001, respectively, and a Master degree in Business Administration from Nanjing University in 1997. Dr. Li completed his Postdoctoral research in China Centre for International Economic Exchanges in 2016. He is also a non-executive director and the chairman of CIMC-TianDa Holdings Company Limited, a company listed on the Stock Exchange, and a vice-president of China International Marine Containers (Group) Co., Ltd., a company listed on both Shenzhen Stock Exchange and the Stock Exchange. Dr. Li has extensive experience in managing large-scale enterprises.

An engagement letter was entered into between Dr. Li and the Company with an initial term commencing on 1 January 2020 and ending on 31 December 2020; such appointment being automatically renewed for successive 12-month periods, 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. Pursuant to the engagement letter, Dr. Li is entitled to a director's fee as may be from time to time determined by the Board. The director's fee currently received by Dr. Li annually amounts to HK\$410,000. Such director's fee was determined by the Board with reference to Dr. Li's experience and duties as well as the then prevailing market conditions.

Dr. Li is a director of certain subsidiaries of the Company. Save as disclosed above, Dr. 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, Dr. Li does not have any interests in the Shares.

Save as set out above, there is no other matter regarding the re-election of Dr. 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.

4. MR. DENG YOUGAO

Mr. Deng Yougao, aged 53, 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 Nomination Committee. He obtained a Master degree in Business Economics from 江西財經學院(Institute of Finance and Economics of Jiangxi, now known as Jiangxi University of Finance and Economics) in 1994 and a Bachelor degree in Shipbuilding Engineering from 哈爾濱船舶工程學院(Harbin Shipbuilding Engineering Institute, now known as Harbin Engineering University) in 1988. Mr. Deng is a director of 深圳恆固防腐納米科技有限公司(Shenzhen Henggu Anti-corrosion Nano Technology Co., Ltd.), the chairman of the board and the general manager of 深圳市唯實成長投資管理有限公司(Shenzhen City Weishi Chengzhang Investment Management Co., Ltd.) and a supervisor of each of 上海市心意答融訊電子股份有限公司(Shanghai Xinyi Darongxun Electronic Shares Co., Ltd., which had been delisted on the National Equities Exchange and Quotations System since 9 July 2018) and 上海天壇納米科技有限公司(Shanghai Tiantan Nano Technology Co., Ltd.). He is also an independent non-executive director of Success Dragon International Holdings Limited, a company listed on the Stock Exchange. Mr. Deng has numerous experiences in different roles in various companies in different industries.

During his time of appointment, Mr. Deng had demonstrated his ability to provide an independent view to the Company's matters, and the Board is of the view that Mr. Deng meets the independence guidelines set out in Rule 3.13 of the Listing Rules and has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent and believes that Mr. Deng's broad-ranging career experience in different roles in various companies in different industries as well as his experience in listed company will contribute to the diversity of the Board in terms of professional experience.

An engagement letter was entered into between Mr. Deng and the Company with an initial term commencing on 1 January 2020 and ending on 31 December 2020; such appointment being automatically renewed for successive 12-month periods, 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. Pursuant to the engagement letter, Mr. Deng is entitled to a director's fee as may be from time to time determined by the Board. The director's fee currently received by Mr. Deng annually amounts to HK\$370,000. Such director's fee was determined by the Board with reference to Mr. Deng's experience and duties as well as the then prevailing market conditions.

Save as disclosed above, Mr. Deng 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. Deng does not have any interests in the Shares.

Save as set out above, there is no other matter regarding the re-election of Mr. Deng 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. MS. ZHANG QUANLING

Ms. Zhang Quanling, aged 46, was appointed as an Independent Non-executive Director on 6 January 2018 and is also a member and the chairlady of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. She holds a Bachelor degree in Arts. Ms. Zhang joined China Central Television in 1997 and has hosted the famous programmes such as "Oriental Horizon" and "Focus Interview". She participated in numerous news live coverage and was awarded the "Golden Microphone Awards", the "Golden Eagle Awards", the "Fan Changjiang Journalism Award", the most prestigious journalism award in China, and the 19th "Top Ten Outstanding Chinese Youths". Ms. Zhang is the founding partner of 紫牛基金 (Ziniu Fund) and the chairlady of 酷得少年(天津)文化傳播有限公司(Cool Youth (Tianjin) Culture Communication Co., Ltd.). She has extensive experience in news media, brand building and strategic planning.

During her time of appointment, Ms. Zhang had demonstrated her ability to provide an independent view to the Company's matters, and the Board is of the view that Ms. Zhang meets the independence guidelines set out in Rule 3.13 of the Listing and has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and she will be able to maintain an independent view of the Group's affairs. The Board considers her to be independent and believes that Ms. Zhang's extensive experience in news media, brand building and strategic planning as well as her experience in fund management and corporate management will contribute to the diversity of the Board in terms of professional experience.

An engagement letter was entered into between Ms. Zhang and the Company with an initial term commencing on 1 January 2020 and ending on 31 December 2020; such appointment being automatically renewed for successive 12-month periods, 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. Pursuant to the engagement letter, Ms. Zhang is entitled to a director's fee as may be from time to time determined by the Board. The director's fee currently received by Ms. Zhang annually amounts to HK\$430,000. Such director's fee was determined by the Board with reference to Ms. Zhang's experience and duties as well as the then prevailing market conditions.

Save as disclosed above, Ms. Zhang 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, Ms. Zhang does not have any interests in the Shares.

Save as set out above, there is no other matter regarding the re-election of Ms. Zhang 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.

The following are the particulars of the candidates proposed to be appointed as Directors at the Annual General Meeting:

1. MS. ZHANG MENG

Ms. Zhang Meng, aged 38, obtained a Bachelor degree in Laws from China University of Political Science and Law in 2003 and a Master degree in Laws from University of Tübingen in 2008. She is a director and the general manager of 京冀天成(北京)基金管理有限公司(Jingji Tiancheng (Beijing) Fund Management Co., Ltd., “**Jingji Capital**”) and was a Deputy General Manager of the Company, the controller of risk control department of 北京京西創業投資基金管理有限公司(Beijing Jingxi Venture Capital Fund Management Co., Ltd., “**Jingxi Venture**”) and the controller of risk management department of Shougang Fund. Both Jingji Capital and Jingxi Venture are principal subsidiaries of the Company engaging in management of private fund. Prior to joining the Group and Shougang Fund, Ms. Zhang was a solicitor in Beijing Jia Yuan Law Firm where she participated in a number of mega projects involving mergers and acquisitions, listing, financing, fund raising and capital restructuring activities.

Ms. Zhang is a director and a general manager of certain subsidiaries of the Company. Save as disclosed above, Ms. Zhang 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, Ms. Zhang does not have any interests in the Shares.

Subject to Shareholders’ approval of Ms. Zhang’s appointment, Ms. Zhang will enter into a service agreement with a wholly-owned subsidiary of the Company for a term commencing from the conclusion of the Annual General Meeting (22 May 2020) and continuing until terminated by either party by prior written notice, 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, Ms. Zhang is entitled to a salary, discretionary bonus, director’s fee or other compensations as may be determined by the Board (or its committee delegated with such authority) from time to time. Ms. Zhang confirmed that she opted not to receive any salary or director’s fee during her appointment.

Save as set out above, there is no other matter regarding the proposed appointment of Ms. Zhang as an Executive Director 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. LI WEI

Mr. Li Wei, aged 46, obtained a Bachelor degree in Agriculture from Beijing University of Agriculture in 1997 and a Master degree in Management from Renmin University of China in 2008 and is a senior political worker and an economist. He is a director and the general manager of 北京首達慧合企業服務有限公司(Beijing Shouda Huihe Enterprise Services Co., Ltd., a subsidiary of the Company) and was the president of regional development and service group of Shougang Fund. Prior to joining Shougang Fund, Mr. Li held various important positions in various departments of Beijing Municipal Committee of the Communist Youth League and held senior positions in Beijing International Technical Cooperation Center.

Mr. Li is a director and a general manager of certain subsidiaries of the Company. Save as disclosed above, Ms. 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 had a personal interest in 1,020,000 Shares, representing approximately 0.015% of the issued Shares.

Subject to Shareholders' approval of Mr. Li's appointment, Mr. Li will enter into a service agreement with a wholly-owned subsidiary of the Company for a term commencing from the conclusion of the Annual General Meeting (22 May 2020) and continuing until terminated by either party by prior written notice, 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, discretionary bonus, director's fee or other compensations as may be determined by the Board (or its committee delegated with such authority) from time to time. Mr. Li confirmed that he opted not to receive any salary or director's fee during his appointment.

Save as set out above, there is no other matter regarding the proposed appointment of Mr. Li as an Executive Director 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 Friday, 22 May 2020 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 2019.
2. To declare a final dividend for the year ended 31 December 2019.
3. To re-elect the following retiring directors as directors of the Company (each as a separate resolution):
 - (a) Dr. Qiao Yongyuan
 - (b) Mr. Liang Hengyi
 - (c) Dr. Li Yinhui
 - (d) Mr. Deng Yougao
 - (e) Ms. Zhang Quanling
4. To appoint Ms. Zhang Meng as a director of the Company.
5. To appoint Mr. Li Wei as a director of the Company.
6. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the directors of the Company to fix its remuneration.

7. 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).”

8. 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.”

9. 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. 8 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. 8 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. 7 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, 17 April 2020

Notes:

- (1) With respect to Resolution 3 above, Dr. Qiao Yongyuan, Mr. Liang Hengyi, Dr. Li Yinhui, Mr. Deng Yougao and Ms. Zhang Quanling 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 54, 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 Wednesday, 20 May 2020 (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 Tuesday, 19 May 2020 to Friday, 22 May 2020 (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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Monday, 18 May 2020 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.