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

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

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首 長 科 技 集 團 有 限 公 司

SHOUGANG CONCORD TECHNOLOGY HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 521)

MAJOR TRANSACTION IN RELATION TO THE DISPOSAL OF REMARKABLE MASK TECHNOLOGY COMPANY LIMITED

A notice convening the Extraordinary General Meeting ("**EGM**") of Shougang Concord Technology Holdings Limited (the "**Company**") to be held at 3:00 p.m. on Monday, 8 June 2009 at Concord Rooms II & III, 8/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong is set out on pages 24 to 25 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrars, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the appointed time for holding the meeting 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 and any adjourned meeting (as the case may be) should you so wish.

18 May 2009

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In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

"associate"	has the same meaning as given to it under the Listing Rules;
"Agreement"	the sale and purchase agreement dated 27 April 2009 between the Vendor and the Purchaser in relation to the sale of the Sale Shares by the Vendor to the Purchaser;
"Board"	the board of directors of the Company;
"Company"	Shougang Concord Technology Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
"connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Disposal"	the sale of the Sale Shares by the Vendor pursuant to the Agreement;
"EGM"	the extraordinary general meeting of the Company to be held on Monday, 8 June 2009 to consider and approve, among others, the Agreement and the transaction contemplated thereunder;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Latest Practicable Date"	14 May 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"PRC" or "China"	the People's Republic of China, excluding Hong Kong, Macau Special Administrative Region of the People's Republic of China and Taiwan for the purpose of this circular;
"Purchaser"	Sunrich Investment Limited, a company incorporated in Hong Kong;

"Remarkable"	Remarkable Mask Technology Company Limited, a company incorporated in the Cayman Islands and is an indirect wholly-owned subsidiary of the Company as at the Latest Practicable Date;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Sale Shares"	45,000,000 shares of US$1.00 each, representing the entire issued share capital of Remarkable;
"Shareholder(s)"	shareholder(s) of the Company;
"Shares"	ordinary shares of HK$0.25 each in the capital of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"substantial shareholder"	has the same meaning ascribed to it under the Listing Rules;
"Vendor"	Ready Shine Industrial Limited, a company incorporated in Hong Kong, a wholly-owned subsidiary of the Company; and
"%"	per cent.

For illustration purposes, amounts in US$ in this circular have been translated into HK$ at US$1 = HK$7.8.

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

(Incorporated in Hong Kong with limited liability)

(Stock Code: 521)

Executive Directors:
Mr. Cao Zhong *(Chairman)*
Mr. Chau Chit *(Managing Director)*
Mr. Mung Kin Keung

Non-executive Directors:
Mr. Leung Shun Sang, Tony
Mr. Chen Jang Fung
Mr. Chan Wah Tip, Michael
Mr. Lee Fook Sun
Mr. James Alan Chiddix

Independent Non-executive Directors:
Ms. Kan Lai Kuen, Alice
Mr. Wong Kun Kim
Mr. Leung Kai Cheung

Registered office:
Room 01-04, 5th Floor
Harcourt House
39 Gloucester Road
Wanchai
Hong Kong

18 May 2009

To the Shareholders

Dear Sir/Madam,

MAJOR TRANSACTION IN RELATION TO THE DISPOSAL OF REMARKABLE MASK TECHNOLOGY COMPANY LIMITED

INTRODUCTION

The Board announced that on 27 April 2009, the Vendor, a wholly-owned subsidiary of the Company, entered into the Agreement with the Purchaser pursuant to which the Vendor agreed to sell the Sale Shares, representing the entire issued share capital of Remarkable, to the Purchaser at a consideration of US$42 million (equivalent to approximately HK$327.6 million). After completion of the Disposal, the Group will not have any interest in Remarkable.

The Disposal constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is subject to the approval by the Shareholders at a general meeting of the Company.

The purpose of this circular is to provide you with information in respect of, among other things, the Disposal.

THE AGREEMENT

Date: 27 April 2009

Parties to the Agreement:

Vendor: Ready Shine Industrial Limited, a wholly-owned subsidiary of the Company.

Purchaser: Sunrich Investment Limited, a company incorporated in Hong Kong. The Purchaser is principally engaged in investment and to the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Purchaser and its ultimate beneficial owners are independent of and not connected with the Company or any of its connected persons.

The Company and the Purchaser have not entered into any transactions in the past 12 months that would need to be aggregated with the Agreement pursuant to Rule 14.22 of the Listing Rules.

The Disposal

Pursuant to the Agreement, the Vendor has agreed to sell to the Purchaser the Sale Shares, which represent the entire issued share capital of Remarkable.

Remarkable is a company incorporated in the Cayman Islands and is an indirect wholly-owned subsidiary of the Company as at the Latest Practicable Date. Remarkable is principally engaged in the manufacture and sale of photomask products.

The net liabilities of Remarkable was approximately HK$210,920,000 as at 31 December 2008. The financial results of Remarkable for the two years immediately preceding the date of the Agreement are as follows:

	For the year ended 31 December	
	2007	**2008**
	(audited)	**(audited)**
	HK$'000	*HK$'000*
Net loss before tax	(70,032)	(73,086)
Net loss after tax	(70,032)	(73,086)

Consideration

Subject to adjustment described in more details below, the consideration for the Disposal is US$42 million (equivalent to approximately HK$327.6 million). The consideration was determined after arm's length negotiations between the parties with reference to the fair market value of the machineries held by Remarkable.

Pursuant to the Agreement, the Company has warranted that the machineries owned by Remarkable are of good title and conditions. If there is any defect in any of the machineries, the parties will negotiate in good faith and downward adjust the consideration, provided that any such adjustment will not be more than 10% of the consideration.

The Directors, including the non-executive Directors, are of the view that the terms of the Agreement was concluded after arm's length negotiations under normal commercial terms and are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

The Consideration will be payable by the Purchaser to the Vendor in cash in six installments in accordance with the following schedule:

(a) 25% of the consideration, equivalent to US$10,500,000, will be payable by the Purchaser on the 45th day after the execution of the Agreement;

(b) 10% of the consideration, equivalent to US$4,200,000, will be payable by the Purchaser on or before 30 September 2009;

(c) 20% of the consideration, equivalent to US$8,400,000, will be payable by the Purchaser on or before 31 March 2010;

(d) 10% of the consideration, equivalent to US$4,200,000, will be payable by the Purchaser on or before 30 June 2010;

(e) 25% of the consideration, equivalent to US$10,500,000, will be payable by the Purchaser on or before 30 September 2010; and

(f) the balance of 10% of the consideration, equivalent to US$4,200,000, will be payable by the Purchaser on or before 31 March 2011.

A delay payment interest of 10% per annum will be charged and be payable by the Purchaser if it fails to pay the relevant installment of the consideration when it falls and becomes due. In order to secure the timely payment of the consideration by the Purchaser, the Purchaser has warranted that until the consideration has been fully paid, it will, and will procure that Remarkable will:

(a) at all time maintain such persons nominated by the Vendor as directors of Remarkable who represent 50% of the number of members in the board of Remarkable;

(b) not pass any shareholders' resolutions of Remarkable without the consent of the Vendor;

(c) not sell, transfer or otherwise dispose of any of assets of Remarkable with a market value of over HK$1,000,000 without the written consent of the Vendor; and

(d) not create any encumbrances on the Sale Shares or any assets of Remarkable without the consent of the Vendor.

Conditions

Completion of the Agreement is conditional upon:

(a) the approval of the Agreement by the shareholders of the Company in a general meeting held in accordance with the requirements of the Listing Rules; and

(b) if applicable, the obtaining of all consents by the Vendor which are necessary in connection with the execution and performance of the Agreement.

If the conditions set out above are not satisfied by 30 June 2009, or such other date as may be agreed by the parties, the Agreement will terminate and cease to be of any effect save for any antecedent breach, and the Vendor will repay any installment of the consideration already received, without interest, to the Purchaser within three business days of such termination.

Completion

Completion of the Disposal shall take place on the third business day after the satisfaction of the conditions to the Agreement. After completion of the Disposal, the Group will no longer be interested in any shares of Remarkable and Remarkable will cease to be a subsidiary of the Company.

REASONS FOR THE DISPOSAL

The Group is principally engaged in the provision of digital television technical solutions and equipment, manufacture and sale of telephone cords and accessories, power cords, adaptors and electronic products, high precision metal components, printed circuit boards, and in the photomask and intelligent information businesses.

Remarkable has been loss-making since its establishment. The Disposal would enable the Group to divest its loss-making operation and commit the available resources to businesses that provide a better return to the Shareholders and/or with better development potentials. The Disposal would enable the Group to streamline its business and the Company intends to apply the proceeds from the Disposal to further develop its digital television business in the PRC and any related businesses.

FINANCIAL EFFECT OF THE DISPOSAL

Subject to review and confirmation by the Company's auditors, it is expected that the Group will realise a gain on disposal of approximately HK$255,588,000, which is calculated by reference to the excess of the consideration over the net asset value of Remarkable of approximately HK$61,004,000 after eliminating the amounts due by Remarkable to the Group of approximately HK$292,126,000 based on the latest unaudited financial statements of Remarkable as at 31 March 2009. The Company currently intends to apply the proceeds from the Disposal to further develop the digital television business of the Group in the PRC and any related businesses.

Upon Completion, the financial results of Remarkable will no longer be consolidated in the Group's financial statement. Accordingly, it is expected that the total assets of the Group will be increased by approximately HK$217,771,000 and the total liabilities will be decreased by approximately HK$37,817,000 respectively as a result of the Disposal, based on the audited consolidated financial statements of the Company for the year ended 31 December 2008.

EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at 3:00 p.m. on Monday, 8 June 2009 at Concord Rooms II & III, 8/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong is set out on pages 24 to 25 of this circular for the purpose of considering and, if thought fit, passing the ordinary resolution as set out therein.

A form of proxy for use by the Shareholders at the EGM is enclosed herewith. Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit with the Company's share registrars, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting 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 EGM or any adjourned meeting thereof (as the case may be) should you so wish.

Pursuant to the amended Rule 13.39(4) of the Listing Rules which took effect on 1 January 2009, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Company will procure that the chairman of the EGM shall demand voting on the ordinary resolution set out in the notice of EGM be taken by way of poll.

RECOMMENDATION

The Directors consider that the terms of the Agreement and the transactions contemplated thereunder are fair and reasonable so far as the Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole, and accordingly recommend that all Shareholders should vote in favour of the ordinary resolution in the notice of EGM.

GENERAL

The Disposal constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is subject to the approval by the Shareholders at a general meeting of the Company. To the best knowledge, information and belief of the Directors, having made all reasonable enquiry, no Shareholder is required to abstain from voting for the resolution to approve the Disposal.

Your attention is also drawn to the additional information set out in the appendices of this circular.

By Order of the Board
Shougang Concord Technology Holdings Limited
Cao Zhong
Chairman

1. INDEBTEDNESS

Borrowings

As at 31 March 2009, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had the following outstanding borrowings:

	Non-current portion	**Current portion**	**Total**
	HK$'000	*HK$'000*	*HK$'000*
Bank borrowings, secured *(Note 1)*	1,582	876	2,458
Bank borrowings, unsecured	–	263,960	263,960
Secured trust receipt loans *(Note 1)*	–	7,756	7,756
Convertible loan notes *(Note 2)*	325,983	–	325,983
Obligations under finance leases	10,249	6,051	16,300
	337,814	278,643	616,457

Notes:

1. The bank borrowings and banking facilities were secured by the followings:

   (a) certain of the investment properties, prepaid lease payments and buildings of the Group which had an aggregate carrying value of approximately HK$6,840,000, HK$982,000 and HK$1,473,000; and

   (b) the pledge of certain of the Group's bank deposits of approximately HK$24,288,000.

2. The convertible loan notes (the "Convertible Notes") were issued by the Company on 17 April 2008 (the "Issue Date"). The maturity date of the Convertible Notes is on 17 April 2011 (the "Maturity Date"). The Convertible Notes carry 3% coupon interest per annum which is payable semi-annually and are redeemable at its principal amount of HK$385,000,000 at the Maturity Date by the Company.

   The Convertible Notes are convertible into shares at any time after 17 April 2008 up to, and excluding, the close of business on the Maturity Date at the initial conversion price of HK$1.10 per share, subject to anti-dilution adjustment (the "Initial Conversion Price"). The conversion option component of the Convertible Notes will be settled by the exchange of a fixed amount of cash for a fixed number of the Company's own equity instruments and accordingly is classified as an equity instrument of the Company.

   The Company has the compulsory conversion option to convert the Convertible Notes at any time prior to the Maturity Date, if the closing price of the shares of the Company for any 20 trading days in 30 consecutive trading days shall not be less than 163% of the Initial Conversion Price. Then the Company may, having given not less than 30 but not more than 60 day's prior notice in writing to the noteholders of the Convertible Notes, require the noteholders of the Convertible Notes to convert the Convertible Notes into the conversion shares. Since the Issue Date and up to the date of this circular, no Convertible Notes was converted into shares of the Company.

   The Convertible Notes contain two components, liability and equity components. Based on the relevant requirements of HKAS 32 "Financial Instruments: Presentation", the Convertible Notes are separated between the liability and equity. The equity component is presented in equity heading "Convertible loan notes equity reserve". The effective interest rate of the liability component is 11.64%. The fair value of the liability portion of the Convertible Notes of approximately HK$325,983,000 as at 31 March 2009 was determined with reference to a valuation report carried out by independent and recognised international business valuers.

Save as aforesaid and apart from intra-group liabilities, as at 31 March 2009 the Group had no debt securities issued and outstanding, and authorised or otherwise created but issued, term loans, distinguishing between guaranteed by Group, guaranteed by independent third parties, unguaranteed, secured and unsecured bank borrowings including, bank loans or other similar indebtedness, liabilities under acceptances (other than normal trade bills) or acceptance credit, hire purchase or finance lease commitments, guarantees or other material contingent liabilities.

Contingent liabilities

Save as the litigation disclosed in Appendix II, as at the close of business on 31 March 2009, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the details of the contingent liabilities relating to the Group were set out as follows:

(a) corporate guarantees given in favour of banks amounting to HK$55,750,000 to secure general banking facilities granted to a jointly controlled entity. The total amount of facilities utilised by the jointly controlled entity amounted to approximately HK$11,257,000; and

(b) corporate cross guarantees given in favour of banks amounting to HK$56,500,000 to secure general banking facilities granted to several independent third parties. The total amount of facilities utilised by these independent third parties amounted to HK$50,850,000.

In the opinion of the Directors, the fair value of the financial guarantee contracts based on the credit-rating and default risk of respective companies is insignificant.

Save as disclosed above, and apart from intra-group liabilities, the Group did not, at the close of business on 31 March 2009, have any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans and other similar indebtedness, commitments, guarantees or material contingent liabilities.

2. WORKING CAPITAL

After taking into account the Group's internal resources, the estimated net proceeds to be received upon and after the completion of the Disposal, the presently available banking facilities and in the absence of unforeseen circumstances, the Directors are of the opinion that the Group will have sufficient working capital to meet its present requirements for the next twelve months from the date of this circular.

3. PROSPECT OF THE GROUP

The core businesses of the Group operates mainly in China are, inter alia, the digital cable television business, the intelligent information business and the traditional business comprising of the trading and manufacturing of telephone accessories, power cords, adaptors and electronic products.

Digital Cable Television Business

The digital cable television business of the Group is mainly engaged in the provision of digital television equipment in the PRC and technical solutions for digital television to digital cable television operators in Guangdong province. The overall switch to digital cable television nationwide will be one of the major infrastructure projects in the PRC. In addition to funding support, the PRC government shows its support for the industry by issuing an official document "Policies to Foster Development in the Digital Television Industry (關於鼓勵數字電視產業發展的若干政策)" on 1 January 2008, which encourages the overall switch to digital cable television nationwide. On 18 February 2009, the State also issued the "Adjustment and Stimulus Plans for Electronics and Information Industry (電子信息產業調整振興規劃)" which clearly proposes to make digital television promotion one of the six major projects of the stimulus plans for electronics and information industry.

The Group collaborates with Guangdong Southern Yinshi Network Media Company Limited ("**Southern Yinshi**") to develop and operate an operational platform for the provision of multi-media information services based on a digital television network in China since March 2008. The Group acts as a technical service provider and equipment supplier with respect to digital television and is principally engaged in the provision of technical solutions and digital television equipment.

As at 31 December 2008, the Group has, together with Southern Yinshi, already set up 15 local digital television operating companies (hereinafter abbreviated as the "local operating companies") in Guangdong Province. Southern Yinshi has also, through various local operating companies, successfully entered into agreements with relevant local television stations and established an operational platform with approximately 1,200,000 users of cable television.

In the short term, the Group will make investment in the digital cable television business in China in a stable manner. In the long run, the Group will expand its digital cable television business to other provinces in China. The Group is well positioned to benefit from the future nationwide switch to digital cable television in the PRC.

System Integration Solution Business

System integration solution business comprises the development and provision of system integration solution. As a leading provider of system integration solutions, it is anticipated that it will continue to generate earning and profit for the Group in future.

Traditional business

Traditional business comprises the trading and manufacturing of telephone accessories, power cords, adaptors and electronic products. The Company disposed of Dorup Limited on 4 May 2009 which was engaged in the manufacture and sale of telephone wires and cables.

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. DISCLOSURE OF INTERESTS

(a) Directors and Chief Executive

As at the Latest Practicable Date, the interests and short positions, if any, of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were deemed or taken to have under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies adopted by the Company (the "**Model Code**") were as follows:

Long positions in the shares and underlying shares of the Company

		Number of shares/underlying shares held in the Company			Percentage of total interests as to the issued share capital of the Company as at the Latest Practicable Date
Name of Director	Capacity in which interests are held	Interests in shares	Interests under equity derivatives*	Total interests	
Cao Zhong	Beneficial owner	15,438,000	26,826,000	42,264,000	2.21%
Chau Chit	Beneficial owner and interests of a controlled corporation	316,598,000	10,000,000	326,598,000	17.10%
Mung Kin Keung	Beneficial owner and interests of controlled corporations	101,244,000	–	101,244,000	5.30%

Name of Director	Capacity in which interests are held	Number of shares/underlying shares held in the Company			Percentage of total interests as to the issued share capital of the Company as at the Latest Practicable Date
		Interests in shares	Interests under equity derivatives*	Total interests	
Leung Shun Sang, Tony	Beneficial owner	20,000,000	23,439,810	43,439,810	2.27%
Chen Jang Fung	Beneficial owner	–	3,514,000	3,514,000	0.18%
Chan Wah Tip, Michael	Beneficial owner	–	3,914,000	3,914,000	0.20%
Lee Fook Sun	Beneficial owner	–	1,800,000	1,800,000	0.09%
Kan Lai Kuen, Alice	Beneficial owner	–	3,514,000	3,514,000	0.18%
Wong Kun Kim	Beneficial owner	–	3,514,000	3,514,000	0.18%
Leung Kai Cheung	Beneficial owner	–	3,514,000	3,514,000	0.18%

* *The relevant interests are unlisted physically settled options granted pursuant to the Company's share option scheme adopted on 7 June 2002 (the "**Scheme**"). Upon exercise of the share options in accordance with the Scheme, ordinary shares of HK$0.25 each in the share capital of the Company are issuable. The share options are personal to the respective Directors.*

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were deemed or taken to have under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) Substantial Shareholders

(i) So far as is known to the Directors or the chief executive of the Company, as at the Latest Practicable Date, companies and persons who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

Long positions in the shares and underlying shares of the Company

		Number of shares/underlying shares held in the Company			Total interests as to % to the issued share capital of the Company as at the Latest Practicable Date	
Name of shareholder	**Capacity in which interests are held**	**Interests in shares**	**Interests under equity derivatives***	**Total interests**		*Note(s)*
Shougang Holding (Hong Kong) Limited ("**Shougang Holding**")	Interests of controlled corporations	429,251,098	–	429,251,098	22.47%	*1*
Asset Resort Holdings Limited ("**Asset Resort**')	Beneficial owner	231,515,151	–	231,515,151	12.12%	*1*
Wheeling Holdings Limited ("**Wheeling**")	Beneficial owner	170,044,069	–	170,044,069	8.90%	*1*
Cheung Kong (Holdings) Limited ("**Cheung Kong**")	Interests of controlled corporations	124,069,394	50,000,000	174,069,394	9.11%	*2,3*
Max Same Investment Limited ("**Max Same**")	Beneficial owner	107,654,173	–	107,654,173	5.64%	*2*
Li Ka-shing ("**Mr. Li**")	Interests of controlled corporations, founder of discretionary trusts	124,069,394	200,000,000	324,069,394	16.96%	*3, 4*
Li Ka-Shing Unity Trustee Company Limited ("**TUT1**")	Trustee	124,069,394	50,000,000	174,069,394	9.11%	*3*

Name of shareholder	Capacity in which interests are held	Number of shares/underlying shares held in the Company: Interests in shares	Interests under equity derivatives*	Total interests	Total interests as to % to the issued share capital of the Company as at the Latest Practicable Date	*Note(s)*
Li Ka-Shing Unity Trustee Corporation Limited ("**TDT1**")	Trustee, beneficiary of a trust	124,069,394	50,000,000	174,069,394	9.11%	*3*
Li Ka-Shing Unity Trustcorp Limited ("**TDT2**")	Trustee, beneficiary of a trust	124,069,394	50,000,000	174,069,394	9.11%	*3*
Mayspin Management Limited ("**Mayspin**")	Interests of a controlled corporation	–	150,000,000	150,000,000	7.85%	*4*
Sicilia Holdings Limited ("**Sicilia**")	Beneficial owner	–	150,000,000	150,000,000	7.85%	*4*
Chau Chit ("**Mr. Chau**")	Interests of controlled corporations	301,160,000	–	301,160,000	15.76%	*5*
Mega Start Limited ("**Mega Start**")	Beneficial owner	301,160,000	–	301,160,000	15.76%	*5*
Temasek Holdings (Private) Limited ("**Temasek**")	Interests of controlled corporations	133,523,480	–	133,523,480	6.99%	*6*
Singapore Technologies Engineering Ltd ("**ST Engineering**")	Interests of a controlled corporation	133,523,480	–	133,523,480	6.99%	*6*
Singapore Technologies Electronics Limited ("**ST Electronics**")	Beneficial owner	133,523,480	–	133,523,480	6.99%	6
Argepa Participations S.A.	Interests of controlled corporations	80,000,000	150,000,000	230,000,000	12.04%	*7*

Name of shareholder	Capacity in which interests are held	Number of shares/underlying shares held in the Company: Interests in shares	Interests under equity derivatives*	Total interests	Total interests as to % to the issued share capital of the Company as at the Latest Practicable Date	*Note(s)*
Zygmunt Zaleski Stichting ("**ZZS**")	Interests of controlled corporations	80,000,000	150,000,000	230,000,000	12.04%	*7*
Carlo Tassara S.p.A. ("**CT S.p.A**.")	Interests of controlled corporations	80,000,000	150,000,000	230,000,000	12.04%	*7*
Mung Kin Keung ("**Mr. Mung**")	Beneficial owner and interests of controlled corporations	101,244,000	–	101,244,000	5.30%	*8*

* *The relevant interests are 3% convertible notes due on 17 April 2011 with an aggregate principal amount of HK$385,000,000 issued by the Company pursuant to the Subscription Agreement dated 3 April 2008. Upon full conversion of the convertible notes at the initial conversion price of HK$1.10 per share (subject to adjustment), a total of 350,000,000 conversion shares of the Company will be allotted and issued.*

Notes:

1. Shougang Holding indicated in its disclosure form dated 15 August 2008 (being the latest disclosure form filed up to the Latest Practicable Date) that as at 13 August 2008, its interests included 231,515,151 and 170,044,069 shares of the Company held by Asset Resort and Wheeling respectively, both were wholly-owned subsidiaries of Shougang Holding. Wheeling was recorded as having a Notifiable Interest in the Register and the records relating thereto was updated in accordance with the said disclosure form filed by Shougang Holding.

2. Cheung Kong indicated in its disclosure form dated 21 August 2008 (being the latest disclosure form filed up to the Latest Practicable Date) that as at 15 August 2008, its interests included 107,654,173 shares of the Company held by Max Same, a wholly-owned subsidiary of Cheung Kong. Max Same was recorded as having a Notifiable Interest in the Register and the records relating thereto was updated in accordance with the said disclosure form filed by Cheung Kong.

3. Li Ka-Shing Unity Holdings Limited ("**Unity Holdco**"), of which each of Mr. Li, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard was interested in one-third of the entire issued share capital, owned the entire issued share capital of TUT1. TUT1 as trustee of The Li Ka-Shing Unity Trust ("**UT1**"), together with certain companies which TUT1 as trustee of UT1 was entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, held more than one-third of the issued share capital of Cheung Kong.

   In addition, Unity Holdco also owned the entire issued share capital of TDT1 as trustee of The Li Ka-Shing Unity Discretionary Trust ("**DT1**") and TDT2 as trustee of another discretionary trust ("**DT2**"). Each of TDT1 and TDT2 held units in UT1.

By virtue of the SFO, each of Mr. Li, being the settlor and may being regarded as a founder of each of DT1 and DT2 for the purpose of the SFO, TUT1, TDT1 and TDT2 was deemed to be interested in the same block of shares in which Cheung Kong was interested under the SFO.

4. Mr. Li indicated in his disclosure form dated 8 April 2008 (being the latest disclosure form filed up to the Latest Practicable Date) that as at 3 April 2008, his interests included the interests held by Mayspin which was wholly-owned by Mr. Li.

   Mayspin indicated in its disclosure form dated 8 April 2008 (being the latest disclosure form filed up to the Latest Practicable Date) that as at 3 April 2008, its interests included the interests held by Sicilia, a wholly-owned subsidiary of Mayspin.

5. Mr. Chau indicated in his disclosure form dated 16 October 2008 (being the latest disclosure form filed up to the Latest Practicable Date) that as at 13 October 2008, his interests included 301,160,000 shares of the Company held by Mega Start which was wholly-owned by Mr. Chau. Such interest was also disclosed as the interest of Mr. Chau under "(a) Directors and Chief Executive" of this section.

6. Temasek indicated in its disclosure form dated 11 March 2008 (being the latest disclosure form filed up to the Latest Practicable Date) that as at 4 March 2008, its interests included 133,523,480 shares of the Company held by ST Engineering which was controlled by Temasek as to 50.77%.

   ST Engineering indicated in its disclosure form dated 11 March 2008 (being the latest disclosure form filed up to the Latest Practicable Date) that as at 4 March 2008, its interests included 133,523,480 shares of the Company held by ST Electronics, a wholly-owned subsidiary of ST Engineering.

7. Argepa Participations S.A. indicated in its disclosure form dated 23 January 2009 (being the latest disclosure form filed up to the Latest Practicable Date) that as at 16 October 2008, its interests included 230,000,000 shares of the Company held by Carlo Tassara Assets Management S.A. ("**CTAM S.A.**) which was controlled by Carlo Tassara International S.A. ("**CTI S.A.**") and CT S.p.A. as to 83.42% and 16.58% respectively. CTI S.A. is a wholly-owned subsidiary of CT S.p.A. which in turn was controlled by Argepa Participations S.A. as to 48.8%.

   ZZS indicated in its disclosure form dated 23 January 2009 (being the latest disclosure form filed up to the Latest Practicable Date) that as at 16 October 2008, its interests included 230,000,000 shares of the Company held by CTAM S.A. which was controlled by CTI S.A. and CT S.p.A. as to 83.42% and 16.58% respectively. CTI S.A. is a wholly-owned subsidiary of CT S.p.A. which in turn was controlled by ZZS as to 47.15%.

   CT S.p.A. indicated in its disclosure form dated 23 January 2009 (being the latest disclosure form filed up to the Latest Practicable Date) that as at 16 October 2008, its interests included 230,000,000 shares of the Company held by CTAM S.A. which was controlled by CTI S.A. and CT S.p.A. as to 83.42% and 16.58% respectively. CTI S.A. is a wholly-owned subsidiary of CT S.p.A.

8. Mr. Mung indicated in his disclosure form dated 19 February 2009 (being the latest disclosure form filed up to the Latest Practicable Date) that as at 16 February 2009, his interests included 1,244,000 shares of the Company held by Mastermind Capital Limited which was controlled by 中國天地行物流控股集團有限公司 as to 75%. 中國天地行物流控股集團有限公司 was controlled by Mr. Mung as to 99.99%.

Save as disclosed above, so far as is known to the Directors or chief executive of the Company, as at the Latest Practicable Date, no other person (other than a Director or chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or held any option in respect of such capital.

Save as disclosed in this circular, none of the Directors or proposed Director is a director or employee of a company which has an interest in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

(ii) As the Latest Practicable Date, so far as is known to any Director, the following persons and companies were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or had any option in respect of such capital:

Name of member of the Group	Name of registered shareholder	Number and class of shares held	% of attributable interest
Grow Concept Industrial Limited	Yourkey (H.K.) Limited	4,000 ordinary shares	40%
興揚金屬導體(昆山)有限公司 (Hoperise Conductor (Kunshan) Co., Ltd.) ("Hoperise Conductor")	Hoperise Industrial Limited ("Hoperise Industrial")	*Note 1*	50%
興揚電子科技(昆山)有限公司 (Hoperise Electronics Technology (Kunshan) Co., Ltd.) ("Hoperise Electronics")	Hoperise Industrial	*Note 1*	50%
Hoperise Industrial	Wang Kun Tien	10,005,000 ordinary shares	50%
Hoperise Industrial (International) Limited ("Hoperise Industrial International")	Hoperise Industrial	*Note 1*	50%
Printronics Electronics Limited	Famous Mount Investments Limited	2 ordinary shares	40%
Ready Sound Limited	Ko Soen Chyi	200,000 ordinary shares	20%
	Ko Chang Shu Chin	200,000 ordinary shares	20%

Name of member of the Group	Name of registered shareholder	Number and class of shares held	% of attributable interest
深圳天地導航科技有限公司 (Sky Land Navigator Technology (Shenzhen) Limited) ("Sky Land Navigator")	武漢武大卓越科技有限責任公司 ("武漢武大")	RMB5,000,000	25%
深圳天際信和科技有限公司 (Sky Light Communication (Shenzhen) Limited)	測繪遙感信息工程國家重點實驗室深圳研發中心	RMB5,000,000	25%
深圳市武大數字交通技術有限公司 ("深圳市武大")	武漢大學	RMB300,000 *Note 2*	30%
北京中程滙強科技有限公司 (Beijing Sino Stride Powerlink Technology Co. Ltd.)	孟惠強	RMB2,500,000	25%
東莞常平橋梓興揚電纜制品廠 ("東莞常平")	Hoperise Industrial	*Note 1*	50%

Notes:

1. Each of Hoperise Conductor, Hoperise Electronics, Hoperise Industrial International and 東莞常平 is a wholly-owned subsidiary of Hoprise Industrial. As Hoperise Industrial is held as to 50% by Wang Kun Tien, each of Hoperise Conductor, Hoperise Electronics, Hoperise Industrial International and 東莞常平 is deemed to be held as to 50% by Wang Kun Tien.

2. 深圳市武大 is held as to 70% by Sky Land Navigator. As Sky Land Navigator is held as to 25% by 武漢武大, 深圳市武大 is deemed to be held as to approximately 17% by 武漢武大.

(c) Directors' Service Contracts

As at the Latest Practicable Date, none of the Directors had entered into a service contract with the Company which does not expire or which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

(d) As at the Latest Practicable Date:

(i) none of the Directors had any direct or indirect interest in any assets which have been, since the date to which the latest published audited accounts of the Group were made up, acquired or disposed of by, or leased to the Company or any of its subsidiaries, or are proposed to be acquired or disposed of by, or leased to, the Company or any of its subsidiaries; and

(ii) none of the Directors is materially interested in any contract or arrangement entered into by the Company or any of its subsidiaries which contract or arrangement is subsisting at the date of this circular and which is significant in relation to the business of the Group.

3. MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business of the Group, have been entered into by members of the Group within two years immediately preceding the date of this circular and up to and including the Latest Practicable Date which are or may be material:

(a) the agreement dated 11 July 2007 entered into between Printronics Group Limited as vendor, the Company as guarantor of Printronics Group Limited, and Famous Mount Investments Limited as purchaser in respect of the sale and purchase of 40% of the entire issued share capital of Printronics Electronics Limited at a consideration of HK$181,806,698.

(b) the sale and purchase of shares agreement dated 31 August 2007 entered into between the Company and Singapore Technologies Electronics Limited in respect of the sale and purchase of 304,260,000 shares in the share capital of Sino Stride Technology (Holdings) Limited at a consideration equivalent to HK$102,011,939, which was satisfied by the Company allotting and issuing 133,523,480 shares of the Company to Singapore Technologies Electronics Limited.

(c) the cooperation agreement dated 10 March 2008 entered into between the Company and Guangdong Southern Yinshi Network Media Company Limited (廣東南方銀視網絡傳媒有限公司) in respect of the development of digital television business in the PRC.

(d) the subscription agreement dated 3 April 2008 entered into between the Company and Carlo Tassara International S.A. in respect of the issue by the Company of convertible note in the principal amount of HK$165 million.

(e) the subscription agreement dated 3 April 2008 entered into between the Company and Sicilia Holdings Limited in respect of the issue by the Company of convertible note in the principal amount of HK$165 million.

(f) the subscription agreement dated 3 April 2008 entered into between the Company and CEF Holdings Limited in respect of the issue by the Company of convertible note in the principal amount of HK$55 million.

(g) the subscription agreement dated 27 April 2009 entered into between the Company as issuer and Expert China Investments Limited as subscriber in respect of the subscription of 230,000,000 new shares of the Company at HK$0.40 per share.

(h) the agreement dated 4 May, 2009 entered into between Always Best Industrial Limited, a wholly-owned subsidiary of the Company, as vendor, and Best Shine Enterprise Limited as purchaser in respect of the sale and purchase of 1,200,000 shares of HK$1.00 each in the share capital of Dorup Limited at a consideration of HK$12,440,310.

(i) the subscription agreement dated 13 May 2009 entered into between the Company as issuer and Templeton Strategic Emerging Markets Fund III, LDC as subscriber in respect of the issue by the Company of US$15,000,000 zero coupon convertible bonds due 2014.

4. COMPETING BUSINESS INTEREST OF DIRECTORS

As at the Latest Practicable Date, the interests of the Directors in the businesses (other than those businesses where the Directors were appointed as directors to represent the interests of the Company and/or any member of the Group) which were considered to compete or were likely to compete, either directly or indirectly, with the businesses of the Group were as follows:

Name of Director	Name of entity whose businesses were considered to compete or likely to compete with the businesses of the Group	Description of businesses of the entity which were considered to compete or likely to compete with the businesses of the Group	Nature of interest of the Director in the entity
Lee Fook Sun	Singapore Technologies Electronics Limited#	Intelligent information business	Director

Such business may be carried out through its subsidiaries.

5. MATERIAL ADVERSE CHANGE

The Company is not aware of any material adverse change in the financial or trading position of the Group since 31 December 2008, being the date to which the latest published audited financial statements of the Company were made up.

6. LITIGATION

In December 2008, San Tai Industrial Enterprise Ltd ("**Santai**"), a subsidiary of the Company, was served with an order (the "**Order**") issued by the Court of First Instance of the Hong Kong Special Administrative Region to enforce an arbitration award (the "**Award**") obtained against Santai in Denmark for breach of a referral agreement entered into between Santai and Mercodan A/S ("**Mercodan**"), a Danish public limited company, on 17 February 2004.

The Award was made on 12 September 2008 in favor of Mercodan against Santai in the sum of US$3,000,000 plus interest and legal costs.

On 16 January 2009, an application was made by Santai to the High Court to set aside the Order (the "**Application**"). On 30 April 2009, a judgment was made by the High Court to dismiss the Application and permit the enforcement of the Award. The Management is currently reviewing such judgment and seeking legal advice to resolve the case.

Save as disclosed above and so far as the Company is aware, as at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and there is no litigation or claim of material importance known to the Directors to be pending or threatened by or against any member of the Group.

7. GENERAL

(a) The company secretary of the Company is Ms. Cheng Man Ching, a fellow member of each of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries and an associate member of the Hong Kong Institute of Bankers. She holds a master degree in business administration and a master degree in arts.

(b) The registered office of the Company is Room 01-04, 5th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong.

(c) The share registrars of the Company is Tricor Tengis Limited located at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

(d) The English text of this circular shall prevail over their respective Chinese text for the purpose of interpretation.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the office of the Company at 7th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong during normal business hours on any weekdays, except public holidays, from the date of this circular up to and including the date of the EGM:

(a) the memorandum and articles of association of the Company;

(b) the annual reports of the Company for the two years ended 31 December 2007 and 31 December 2008;

(c) the material contracts referred to in the paragraph headed "Material Contracts" in this Appendix;

(d) the Agreement; and

(e) this circular.

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

(Incorporated in Hong Kong with limited liability)

(Stock Code: 521)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Shougang Concord Technology Holdings Limited (the "**Company**") will be held at 3:00 p.m. on Monday, 8 June 2009 at Concord Rooms II & III, 8/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"THAT

(a) the sale and purchase agreement (the "**Agreement**") dated 27 April 2009 entered into between Ready Shine Industrial Limited, a wholly-owned subsidiary of the Company, and Sunrich Investment Limited ("**Sunrich**") in relation to the sale of 45,000,000 shares of US$1.00 each, representing the entire issued share capital of Remarkable Mask Technology Company Limited, an indirect wholly-owned subsidiary of the Company, to Sunrich at a consideration of US$42 million (equivalent to approximately HK$327.6 million), a copy of which is tabled at the meeting and marked "**A**" and initialled by the chairman of the meeting for identification purpose, and the transactions contemplated under the Agreement, be and are hereby approved, ratified and confirmed; and

(b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated under the Agreement."

By Order of the Board
Shougang Concord Technology Holdings Limited
Cao Zhong
Chairman

Hong Kong, 18 May 2009

Registered office:
Room 01-04, 5th Floor
Harcourt House
39 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.

3. 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.

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 lodged at the office of the Company's share registrars, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).

5. 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.

6. 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 be accepted to the exclusion of the votes of the other registered holders.