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

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

**If you have sold or transferred** all your shares in Shaanxi Northwest New Technology Industry Company Limited\*, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**陝西西北新技術實業股份有限公司**  
**SHAANXI NORTHWEST NEW TECHNOLOGY**  
**INDUSTRY COMPANY LIMITED\***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 8258)**

**PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS;**  
**PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION;**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (the "AGM") to be held on Monday, 30 December 2019 at 10:00 a.m. (Beijing time) at the Company's conference room, at No. 6, Gao Xin Yi Road, Xi'an National Hi-tech Industrial Development Zone, Xi'an, Shaanxi, the People's Republic of China, is set out on pages 12 to 16 of this circular.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions contained therein as soon as possible. In case of H Shares, the proxy form shall be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and in case of Domestic Shares, the form of proxy shall be lodged at the principal place of business of the Company at No. 6, Gao Xin Yi Road, Xi'an National Hi-tech Industrial Development Zone, Xi'an, Shaanxi, the People's Republic of China, as soon as possible and in any event no later than 24 hours before the time scheduled for holding the AGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish.

This circular will remain on the "Latest Company Announcements" page of the website of the GEM of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the day of its posting.

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 30 December 2019 at 10:00 a.m. (Beijing time) at No. 6, Gao Xin Yi Road, Xi’an National Hi-tech Industrial Development Zone, Xi’an, Shaanxi, the PRC
“Articles of Association”	the articles of associations of the Company
“Board”	the board of Directors
“Company”	陝西西北新技術實業股份有限公司 (Shaanxi Northwest New Technology Industry Company Limited*), a joint stock company incorporated in the PRC with limited liability and whose H Shares are listed on GEM
“Director(s)”	director(s) of the Company
“Domestic Shares”	the domestic invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are subscribed for in RMB
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“H Shares”	the overseas-listed foreign-invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed in RMB and subscribed for and traded in Hong Kong dollar
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	13 November 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

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## DEFINITIONS

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“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong)
“Shareholders”	holders of the Domestic Shares and the H Shares
“Share(s)”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“%”	percent.

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LETTER FROM THE BOARD

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陝西西北新技術實業股份有限公司  
SHAANXI NORTHWEST NEW TECHNOLOGY  
INDUSTRY COMPANY LIMITED\*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 8258)

**Directors:**

*Executive Directors:*

Mr. Wang Cong

Mr. Wang Feng

Mr. Zhou Jian

Ms. Tian Lingling

*Non-executive Director:*

Ms. Shi Dandan

*Independent non-executive Directors:*

Mr. Li Gangjian

Mr. Zhao Boxiang

Prof. Zhao Xiaoning

**Registered Office and Principal Place  
of Business in the PRC:**

No. 6, Gao Xin Yi Road

Xi'an National Hi-tech Industrial  
Development Zone

Xi'an, Shaanxi

The PRC

**Principal Place of Business  
in Hong Kong:**

Room 509, 5/F, Peninsula Centre

67 Mody Road, Tsim Sha Tsui East  
Kowloon, Hong Kong

14 November 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS;  
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the purpose of, among other things, approving (i) the re-election of Directors and Supervisors; and (ii) the amendment of the Articles of Association.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### RE-ELECTION DIRECTORS AND SUPERVISORS

Pursuant to the Articles of Association, the term of each session of the Board and the Supervisory Committee shall be three years. Upon expiry of the term, the Directors and Supervisors shall be eligible for re-election and re-appointment. The Directors shall be elected by Shareholders in general meeting. The independent Supervisor and the Supervisor representing the Shareholders shall be elected by Shareholders in general meeting. The Supervisor representing staff of the Company shall be elected by the employees of the Company.

At the AGM, the existing Directors (collectively, the “Existing Directors”), namely (i) Mr. Wang Cong, Mr. Wang Feng, Mr. Zhou Jian and Ms. Tian Lingling will offer themselves for re-election as executive Directors; (ii) Ms. Shi Dandan will offer herself for re-election as non-executive Director; and (iii) Mr. Li Gangjian, Mr. Zhao Boxiang and Ms. Zhao Xiaoning will offer themselves for re-election as independent non-executive Directors. The existing Supervisors, namely (i) Mr. Zeng Yinglin and Mr. Zhang Xiaoping (the “Existing Supervisors”) will offer themselves for re-election at the AGM; and (ii) Ms. Xing Manli will offer herself for re-election by the staff of the Company.

Resolutions will be proposed at the AGM to (i) approve the re-election of the Existing Directors as Directors; (ii) approve the re-election of the Existing Supervisors as Supervisors; (iii) authorise the Board to enter into service agreements with and to fix the remuneration of the Directors and the Supervisors. The term of the appointment will be for a period of three years which is proposed to commence from the conclusion of the AGM.

### BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED

The biographical details of the Existing Directors proposed to be re-elected are set out below:

#### Executive Directors

**Mr. Wang Cong** (王聰), aged 62, is the chairman and president of the Company, and is responsible for the Company’s overall strategic planning and the formulation of corporate policies. He graduated from the Department of Textile Engineering of Northwest Textile Technical Institute (西北紡織工學院紡織工程系) with a bachelor’s degree in 1982. He has obtained a master’s degree from the EMBA programme of China Europe International Business School. From July 1982 to December 1990, Mr. Wang Cong served as secretary to the delegation committee (團委書記) of Northwest Textile Technical Institute (西北紡織工學院). Mr. Wang Cong was appointed to be a professor and supervisor of postgraduate students of Xi’an Petroleum University in 2001. From February 1991 to the present, Mr. Wang Cong has served as the deputy general manager, general manager, president and chairman of the Company or its predecessor.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, Mr. Wang Cong was deemed to be interested in 609,500,000 Domestic Shares, representing approximately 62.58% of the issued share capital of the Company, under the SFO. These 609,500,000 Domestic Shares were held by Xi'an Northwest Industry (Group) Company Limited, which is beneficially owned as to 98% by Wang Cong.

**Mr. Wang Feng** (王峰), aged 60, is an executive Director, vice president and secretary to the Board. From August 1981 to December 1993, Mr. Wang Feng was the deputy general manager of Ankang District Department Store (安康地區百貨公司). Mr. Wang Feng completed a Chinese language and literature course in Shaanxi Province Broadcasting Television University (陝西省廣播電視大學) in 1993. He joined the Company in 1994. He served as a general manager of Jing He Branch and a marketing branch of the Company and was mainly responsible for the overall operation of product production, promotion and sales. He took the position of vice president and secretary to the Board in November 2010 to manage the administrative and secretarial matters of the Company. Mr. Wang Feng is the younger brother of the Company's chairman, Mr. Wang Cong.

As at the Latest Practicable Date, Mr. Wang Feng was interested in 2,000,000 Domestic Shares, representing approximately 0.15% of the issued share capital of the Company.

**Mr. Zhou Jian** (周健), aged 49, graduated from the School of Economics and Management of Nanchang University (南昌大學經管學院) in 2005 with a master's degree. Mr. Zhou obtained a Finance EMBA degree from the PBC School of Finance, Tsinghua University (清華大學五道口) in 2015. He was a department manager at Fuzhou Branch of China Construction Bank from July 1991 to September 2002, a financial manager at Yangzhou AsiaStar Bus Co., Ltd. (揚州亞星客車股份有限公司) from September 2002 to July 2005, the financial controller, assistant to the president and vice president of Zhengbang Group Co., Ltd. (正邦集團有限公司) from July 2005 to January 2010, and the chairman of Jiangxi Zhengbang Technology Co., Ltd. (江西正邦科技股份有限公司) (the shares of which are listed on the Shenzhen Stock Exchange, stock code: 002157) from January 2010 to April 2015. Mr. Zhou has been the chairman of Jiangxi Dagang Automobile Group Co., Ltd. (江西大剛汽車集團有限公司) since April 2015. He was a director of Huiyin Holdings Group Limited (the shares of which are listed on the Stock Exchange, stock code: 01178) from June to December 2017.

**Ms. Tian Lingling** (田玲玲), aged 58, is an executive Director and vice president of the Company. She is responsible for the human resource and external affairs of the Company. She graduated from Shaanxi Business College majoring in the Chinese Language in 1985 and completed her MBA Studies at Xi'an Jiaotong University between 2005 and 2006. She was the deputy general manager and artistic director of Xi'an Shuguang Decoration Group Company Limited (西安曙光裝飾集團有限公司). She has been the deputy general manager of Xi'an Northwest Industry (Group) Company Limited since 2005. She joined the Company in 2005. She served as a manager of the human resources department of the Company. Ms. Tian Lingling is the spouse of Mr. Wang Cong, chairman of the Company.



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## LETTER FROM THE BOARD

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### Non-executive Directors

**Ms. Shi Dandan** (史丹丹), aged 40, graduated from the Department of Finance of Tsinghua University in 2003 with a master's degree. She was a manager of the major client department, Citi Bank from 2003 to 2005, and the CEO of Beijing Shi Dai Bao Hua Management Consultancy Co., Ltd. (北京時代寶華管理顧問有限責任公司) from 2005 to 2007. Ms. Shi has been the executive president of Yingmai Culture and Media Co., Ltd. (英邁文化傳媒有限公司) since 2007.

### Independent non-executive Directors

**Mr. Li Gangjian** (李剛劍), aged 56, is an independent non-executive Director. Mr. Li graduated from Renmin University of China (中國人民大學) in June 1991 with a doctorate degree in economics. From April 1996 to June 1997, he worked at Beijing Bite Industry Joint Stock Company Limited (北京比特實業股份有限公司) as a director and the deputy general manager. Mr. Li has been the general manager of Beijing Huizheng Financial Consultancy Company Limited (北京匯正財經顧問有限公司) since July 1998. He was appointed as an independent non-executive Director of the Company in January 2000.

**Mr. Zhao Boxiang** (趙伯祥), aged 75, graduated and obtained an undergraduate degree from the Department of Politics and Education of Shaanxi Normal University (陝西師範大學) in July 1969. He is a senior economist and a member of the ninth and tenth sessions of Shaanxi Provincial Political Consultative Committee. He spent his time at Lanzhou Airforce Farm after graduation in 1969 and started working for Shaanxi's authorities at provincial level in the spring of 1971 until his retirement in the spring of 2005. During this period, he worked for Shaanxi Light-Textile Industry Bureau, Shaanxi Light Industry Department, Shaanxi Second Light Industry Department, Shaanxi Province Party Rectification Office, Shaanxi Commission for Economic System Restructuring and SASAC of Shaanxi Province and served as an executive, associate director, director, deputy officer, officer, secretary to the party and inspector, respectively. Currently, he is also the president of Shaanxi System Reform Research Association, honorary president of Shaanxi Economic Development Promotion Association, president of Shaanxi Independent Directors Association, Shaanxi Credit Promotion Association and Public Relations Association in Shaanxi Province and a visiting professor of Northwest University (西北大學) and chief planner of the Institute of Planning and Research of Economic Development in Central and Western China.

**Ms. Zhao Xiaoning** (趙小寧), aged 65, has a bachelor's degree. She holds the professional titles of professor. During the period from December 1972 to April 1984, Ms. Zhao worked in a microwave equipment factory in Xi'an, the PRC, and was responsible for, among others, the high frequency mechanical studies and development, the Structural technique studies and handling various factory administration matters. Between 1981 and 1985, she studied and graduated from The Open University of China (中央廣播電視大學) with a bachelor's degree in mechanical studies. Since August 1985, Prof. Zhao has

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## LETTER FROM THE BOARD

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worked in Shaanxi Radio & TV University (陝西廣播電視大學) as the deputy officer, officer, deputy director and director and has become a professor at Shaanxi Radio & TV University and has been responsible for teaching management, corporate culture development and corporate development strategies studies. Prof. Zhao has in-depth knowledge in personnel management, corporate development strategies studies and corporate culture development.

The biographical details of the Existing Supervisors proposed to be re-elected at the AGM are set out below:

### **Independent Supervisor**

**Mr. Zhang Xiaoping** (張小平), aged 47, is a Supervisor. He has worked at the office of president of the Company since May 2004 and currently has left office. From March 1990 to November 1996, Mr. Zhang has served at the Fire Prevention Detachment, Armed Police of Haixizhou, Qinghai Province (青海省海西州武警消防支隊). From January 1997 to June 1997, he worked at Jinhua Mountain Mine of Tongchuan Minerals Bureau (銅川礦物局金華山礦). From September 1997 to August 2003, he worked at Xi'an High and New Xinda Commercial Products Company Limited (西安市高新新建商品有限公司).

### **Supervisor representing the Shareholders**

**Mr. Zeng Yinglin** (曾應林), aged 67, is a vice president of the Company and the general manager of Wei Nan Branch of the Company in charge of the business department. Mr. Zeng graduated from Northwest Textile Technical Institute (西北紡織工學院) majoring in textile studies in 1982. Mr. Zeng had worked in Sanmenxia Huixing Textile Factory (三門峽會興棉紡織廠) as the factory office director and vice factory director from July 1982 to October 1991 and Henang No. 2 Printing and Dyeing Factory (河南第二印染廠) as factory director from October 1991 to June 1994. He joined the Company in June 1994.

As at the Latest Practicable Date, Mr. Zeng Yinglin was beneficially interested in 2,000,000 Domestic Shares, representing approximately 0.15% of the issued share capital of the Company.

### **Supervisor representing staff of the Company**

**Ms. Xing Manli** (邢曼麗), aged 46, joined the predecessor of the Company since 1998, and served as an office clerk and treasurer of the financial department of the Company and accountant of the financial department of Xi'an Northwest Industry (Group) Company Limited.

Save as disclosed herein, the Company considers that in relation to the re-election or appointment of the above Directors and Supervisors as Directors and Supervisors,

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## LETTER FROM THE BOARD

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respectively, there was no information which is discloseable nor were the above persons involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(v) of the GEM Listing Rules, and there was no other matter which needs to be brought to the attention of the Shareholders as at the Latest Practicable Date.

### REMUNERATION OF DIRECTORS AND SUPERVISORS

The term of the Directors and the Supervisors will be three years proposed to be commenced from the conclusion of the AGM. Pursuant to the service agreements entered into between the Company and each of the Existing Directors, the Existing Supervisors and Ms. Xing Manli, such service agreements will continue in effect if a Director or a Supervisor is re-elected as Director or Supervisor by the Shareholders in general meeting and the staff of the Company (as the case may be).

It is proposed that under the service agreements of the Directors and the Supervisors, their annual remuneration will be as follows:

		<b>Fee</b>	<b>Salaries and other benefits</b>
		<i>RMB'000</i>	<i>RMB'000</i>
Executive Directors	Wang Cong	–	120
	Wang Feng	–	60
	Zhou Jian	–	50
	Tian Lingling	–	60
Non-executive Director	Shi Dandan	–	50
Independent non-executive Directors	Li Gangjian	50	–
	Zhao Xiaoning	50	–
	Zhao Boxiang	50	–
Supervisors	Zeng Yinglin	–	60
	Xing Manli	–	36
	Zhang Xiaoping	–	24

The proposed remuneration of the Directors and the Supervisor has been reviewed by the remuneration committee of the Company and was determined having regard to, among other things, the Company's operating results, individual performance, industry and market practice and remuneration of the Directors and the Supervisors.

Resolutions will be proposed at the AGM to authorise the Board to enter into service agreements with and to fix the remuneration of the Directors and the Supervisors.

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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

The Board decides to propose amendment of the Articles of Association for Shareholders' consideration and approval at the AGM. As the Company issued additional 158,000,000 Domestic Shares in 2019, the ordinary shares of the Company in issue have increased to 1,305,000,000 Shares and its registered capital has increased to RMB130,500,000.

The Board proposed the amendment of the Articles of Association as follows:

(a) The current Article 21 of the Articles of Association reads as follows:

“After the establishment of the Company, it issued at its first capital increase and share issuance 230,000,000 overseas-listed foreign-invested shares (H shares), at its second capital increase and share issuance 46,000,000 overseas-listed foreign-invested shares (H shares) and at its third capital increase and share issuance 55,000,000 overseas-listed foreign-invested shares (H shares), totaling 331,000,000 shares and representing 28.86% of the total number of the ordinary shares which may be issued by the Company.

After the establishment of the Company, 680,000,000 domestic shares were held by the original shareholders and additional 136,000,000 domestic shares were issued at its second share issuance, totaling 816,000,000 domestic shares.

After the issuance of shares referred to in the preceding paragraph, the share structure of the Company is 1,147,000,000 ordinary shares, of which 816,000,000 shares are held by the original shareholders and 331,000,000 shares are held by other holders of overseas- listed foreign-invested shares (H shares).”

Article 21 will be amended to read as follows:

“After the establishment of the Company, it issued at its first capital increase and share issuance 230,000,000 overseas-listed foreign-invested shares (H shares), at its second capital increase and share issuance 46,000,000 overseas-listed foreign-invested shares (H shares), and at its third capital increase and share issuance 55,000,000 overseas-listed foreign-invested shares (H shares), totaling 331,000,000 shares and representing 25.36% of the total number of the ordinary shares which may be issued by the Company.

After the establishment of the Company, 680,000,000 domestic shares were held by the original shareholders, additional 136,000,000 domestic shares were issued at its second share issuance, and additional 158,000,000 domestic shares were issued at its third share issuance, totaling 974,000,000 domestic shares.

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## LETTER FROM THE BOARD

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After the issuance of shares referred to in the preceding paragraph, the share structure of the Company is 1,305,000,000 ordinary shares, of which 974,000,000 shares are held by holders of domestic shares and 331,000,000 shares are held by other holders of overseas-listed foreign-invested shares (H shares).”

(b) The current Article 24 of the Articles of Association reads as follows:

“The registered capital of the Company is RMB114,700,000.”

Article 24 will be amended to read as follows:

“The registered capital of the Company is RMB130,500,000.”

The proposed amendment of the Articles of Association requires approval at the general meeting by way of a special resolution. The proposed amendment of the Articles of Association shall come into effect upon the completion of the relevant approval, filing and/or registration procedures in the PRC.

Shareholders should be aware that the Articles of Association were adopted in Chinese only and no official translation is available. The English text of the Articles of Association (or the proposed amendment thereof) is only an unofficial translation prepared for reference only. The Chinese version of the Articles of Association shall prevail in case there is discrepancy in the translation and/or inconsistency between the two versions.

### ANNUAL GENERAL MEETING

Resolutions will be proposed at the AGM, among other things, for the purpose of approving the proposed re-election of Directors, re-election of Supervisors and amendment of the Articles of Association.

A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions contained therein as soon as possible. In case of H Shares, the form of proxy shall be lodged with the Company’s H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares); and in case of Domestic Shares, the form of proxy shall be lodged at the principal place of business of the Company in the People’s Republic of China at No. 6, Gao Xin Yi Road, Xi’an National Hi-tech Industrial Development Zone, Xi’an, Shaanxi, the People’s Republic of China (for holders of Domestic Shares), as soon as possible and in any event no later than 24 hours before the time scheduled for holding the AGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish.

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## LETTER FROM THE BOARD

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### **CLOSURE OF REGISTER OF MEMBERS**

The Company's register of H Share members will be closed from 30 November 2019 to 30 December 2019 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares who are registered in the register of members of the Company at the close of business on 29 November 2019 will be entitled to attend and vote at the AGM. In order to qualify to attend and vote at the AGM, all instruments of transfer must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 29 November 2019.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

### **RECOMMENDATIONS**

The Directors consider that the proposed resolutions referred to in this circular are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolutions set out in the notice of the AGM.

Yours faithfully,  
By Order of the Board  
**Shaanxi Northwest New Technology Industry Company Limited\***  
**Wang Cong**  
*Chairman*

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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# 陝西西北新技術實業股份有限公司 SHAANXI NORTHWEST NEW TECHNOLOGY INDUSTRY COMPANY LIMITED\*

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 8258)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Shaanxi Northwest New Technology Industry Company Limited (the “Company”) will be held at the Company’s conference room, at No. 6, Gao Xin Yi Road, Xi’an National Hi-tech Industrial Development Zone, Xi’an, Shaanxi, the People’s Republic of China (the “PRC”) on Monday, 30 December 2019, at 10:00 a.m. to discuss the following businesses:

### Ordinary Resolutions

1. To consider and approve the report of the board of directors (the “Board”) of the Company for 2018;
2. To consider and approve the report of the supervisory committee (the “Supervisory Committee”) of the Company for 2018;
3. To consider and approve the audited financial statements and the auditors’ report of the Company for 2018;
4. To consider and approve the re-appointment of Elite Partners CPA Limited as the Company’s auditor for 2019 and to authorise the Board to determine its remuneration;
- 5A. To consider and approve the re-election of Mr. Wang Cong as an executive director of the Company for a term of three years commencing from the conclusion of the AGM;
- 5B. To consider and approve the re-election of Mr. Wang Feng as an executive director of the Company for a term of three years commencing from the conclusion of the AGM;

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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- 5C. To consider and approve the re-election of Mr. Zhou Jian as an executive director of the Company for a term of three years commencing from the conclusion of the AGM;
- 5D. To consider and approve the re-election of Ms. Tian Lingling as an executive director of the Company for a term of three years commencing from the conclusion of the AGM;
- 5E. To consider and approve the re-election of Ms. Shi Dandan as a non-executive director of the Company for a term of three years commencing from the conclusion of the AGM;
- 5F. To consider and approve the re-election of Mr. Li Gangjian as an independent non-executive director of the Company for a term of three years commencing from the conclusion of the AGM;
- 5G. To consider and approve the re-election of Mr. Zhao Boxiang as an independent non-executive director of the Company for a term of three years commencing from the conclusion of the AGM;
- 5H. To consider and approve the re-election of Ms. Zhao Xiaoning as an independent non-executive director of the Company for a term of three years commencing from the conclusion of the AGM;
- 5I. To consider and approve the re-election of Mr. Zeng Yinglin as a supervisor of the Company for a term of three years commencing from the conclusion of the AGM;
- 5J. To consider and approve the re-election of Mr. Zhang Xiaoping as a supervisor of the Company for a term of three years commencing from the conclusion of the AGM;
- 6. To authorise the Board to enter into service agreements with and to fix the remuneration of directors and supervisors of the Company;



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## NOTICE OF ANNUAL GENERAL MEETING

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### Special Resolutions

7. To consider and approve the proposed amendment of the articles of association of the Company (details of which are set out in the section headed “Letter from the Board –Proposed Amendment of Articles of Association” of the circular of the Company dated 14 November 2019), and to authorise any director or secretary to the Board to deal with the relevant filing, amendments and registration (where necessary) procedures and other related matters arising from the amendment of the articles of association of the Company on behalf of the Company.
  
8. **“THAT:**
  - (A) the Board be and is hereby granted an unconditional general mandate to allot, issue and deal with additional shares in the share capital of the Company (the “Shares”), whether domestic shares or H shares, and to make or grant offers or agreements in respect thereof, subject to the following conditions:
    - (a) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
    - (b) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted by the Board, otherwise than pursuant to any scrip dividends or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares in accordance with the articles of association (the “Articles of Association”) of the Company, shall not exceed:
      - (i) 20% of the aggregate nominal amount of domestic shares of the Company in issue at the date of the passing of this Resolution; and
      - (ii) 20% of the aggregate nominal amount of H shares of the Company in issue at the date of the passing of this Resolution, in each case as at the date of this Resolution; and

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- (c) the Board will exercise its power under such mandate only when the relevant regulations of the Company Law of the PRC (as amended from time to time) and the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (as amended from time to time) are complied with and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

For the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
  - (b) the expiration of the 12-month period following the passing of this Resolution; or
  - (c) the date on which the authority set out in this Resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (B) contingent on the Board resolving to issue Shares pursuant to sub-paragraph (A) of this Resolution, the Board be and is hereby authorised to:
- (a) approve, execute and do or procure to be executed and done all such documents, deeds and things as it may consider necessary in connection with the issue of such new Shares, including, without limitation, the time, price, quantity and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement);
  - (b) determine the use of proceeds and make all necessary filing to the relevant authorities in the PRC and/or Hong Kong (if required);
  - (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (A) of this Resolution, and register the increased capital with the relevant authorities in the PRC; and

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- (d) make such amendments to the Articles of Association accordingly as it thinks fit so as to reflect the new capital and/or new capital structure of the Company.”

Yours faithfully,  
By Order of the Board  
**Shaanxi Northwest New Technology Industry Company Limited\***  
**Wang Cong**  
*Chairman*

Shaanxi, the PRC, 14 November 2019

*Notes:*

1. The register of members of the Company will be closed from 30 November 2019 to 30 December 2019, both days inclusive, during which period no share transfer of the Company will be effected. Shareholders whose names appear on the register of members of the Company on 29 November 2019 at 4:30 p.m. shall be entitled to attend and vote at the AGM.
2. Shareholders who are entitled to attend and vote at the AGM convened by the above notice may appoint one or more proxies in writing to attend and vote at the AGM on their behalf. A proxy need not be a member of the Company.
3. A form of proxy for use at the AGM is enclosed. To be valid, the form of proxy shall be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a legal person, under the company seal or under the hand of its director or a duly authorised attorney.
4. The form of proxy shall be lodged no later than 24 hours before the convening of the AGM. In case of H shares, the form of proxy shall be lodged with the Company’s Share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. In case of domestic shares, the form of proxy shall be lodged at the principal place of business of the Company in the PRC.
5. Shareholders who wish to attend the AGM shall complete and return the accompanying reply slip for use at the AGM on or before 10 December 2019. In case of H shares, the slip shall be lodged with the Company’s H share registrar, Computershare Hong Kong Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. In case of domestic shares, the slip shall be lodged at the principal place of business of the Company in the PRC.
6. Shareholders or their proxies attending the AGM shall state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes will not be regarded by the Company as votes with voting rights for the purpose of vote counts of such resolution.
7. The AGM is expected to last for about half a day. Shareholders or their proxies shall be responsible for their own traveling and accommodation expenses.

\* *For identification purpose only*

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8. The principal place of business of the Company in the PRC is as follows:

No. 6, Gao Xin Yi Road  
Xi'an National Hi-tech Industrial Development Zone  
Xi'an  
Shaanxi  
The PRC

As at the date of this notice, the Board comprises:

*Executive Directors:*

Mr. Wang Cong, Mr. Wang Feng, Mr. Zhou Jian and Ms. Tian Lingling

*Non-executive Director:*

Ms. Shi Dandan

*Independent non-executive Directors:*

Mr. Li Gangjian, Mr. Zhao Boxiang and Ms. Zhao Xiaoning

*This notice will remain on the "Latest Company Announcements" page on the website of the GEM of the Stock Exchange for at least 7 days from the day of its posting.*