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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;

* *For identification purpose only*

- 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;
- 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;

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
 - (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
 - (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

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

No. 6, Gao XinYi 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.

This announcement, 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 announcement 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 announcement misleading.