



XIWANG SPECIAL STEEL COMPANY LIMITED
西王特鋼有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 1266)

**Form of proxy for use at the extraordinary general meeting (the “Meeting”)
to be held on Tuesday, 9 January 2018 (or any adjournment thereof)**

I/We,⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____
ordinary share(s) in the capital of Xiwang Special Steel Company Limited (the “Company”), hereby appoint the Chairman of
the Meeting or⁽³⁾ _____
of _____
as my/our proxy to attend for me/us on my/our behalf at the Meeting (or at any adjournment thereof) to be held at Boardroom
3-4, Mezzanine Floor, Renaissance Hong Kong Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong at 3:00 p.m.
on Tuesday, 9 January 2018, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution⁽⁶⁾
as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/
our name(s) in respect of the resolution as directed below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION ⁽⁶⁾		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To consider and approve the transactions and the related annual caps under the New Guarantee Agreement entered into between the Company and Xiwang Group Company Limited on 10 November 2017		

Dated _____ 2018

Shareholder's signature⁽⁵⁾ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the Meeting, or” and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to abstain or cast his vote at his discretion. Your proxy will also be entitled to abstain or vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney or other person duly authorized.
6. The full text of the resolution is set out in the notice of the Meeting contained in the circular of the Company dated 19 December 2017.
7. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the holders stand in the register of members of the Company.
8. 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 certified copy of that power of attorney or authority, must be deposited at Company's share registrar, Boardroom Share Registrars (HK) Limited, 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Any alterations made in this form should be initialled by the person who signs it.