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XIWANG SPECIAL STEEL COMPANY LIMITED

西王特鋼有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1266)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the an extraordinary general meeting (the “**EGM**”) of Xiwang Special Steel Company Limited (the “**Company**”) will be held at Boardroom 3-4, Mezzanine Floor, Renaissance Hong Kong Harbour View Hotel, No. 1 Harbour Road, Wan Chai, Hong Kong at 11:00 a.m. on Monday, 31 December 2018 (or any adjournment thereof) for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

the deposit services, bill discounting services and bill acceptance services under Financial Services Agreement and the related annual caps be and hereby approved, confirmed and ratified; and the Directors be and are hereby authorised to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to deposit services, bill discounting and bill acceptance services under the Financial Services Agreement and the related annual caps and all such acts and things the Directors have done are hereby approved, confirmed and ratified.”

2. **“THAT**

the Steel Delivery Service Agreement and the transactions contemplated thereunder and the related annual caps be and hereby approved, confirmed and ratified; and the Directors be and are hereby authorised to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Steel Delivery Service Agreement and the transactions contemplated thereunder and the related annual caps and all such acts and things the Directors have done are hereby approved, confirmed and ratified.”

3. **“THAT**

the Ore Powder Delivery Service Agreement and the transactions contemplated thereunder and the related annual caps be and hereby approved, confirmed and ratified; and the Directors be and are hereby authorised to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Ore Powder Delivery Service Agreement and the transactions contemplated thereunder and the related annual caps and all such acts and things the Directors have done are hereby approved, confirmed and ratified.”

By the order of the Board

WANG Di

Chairman

Hong Kong, 10 December 2018

Registered office:

Unit 2110, 21/F
Harbour Centre
25 Harbour Road
Wanchai, Hong Kong

Head office and principal place of

business in the PRC:
Xiwang Industrial Area
Zouping County
Shandong Province
China
256209

Notes:

1. A Shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a Shareholder of the Company.
2. Where there are joint registered holders of any Share, any one 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, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's share registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. In order to determine the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 24 December 2018 to Monday, 31 December 2018 (both days inclusive), during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration by not later than 4:30 p.m. on Friday, 21 December 2018.

As at the date of this Notice, the executive directors of the Company are Mr. ZHANG Jian, Mr. SUN Xihu and Ms. LI Hai Xia, the non-executive directors of the Company are Mr. WANG Di and Mr. WANG Yong, and the independent non-executive directors of the Company are Mr. LEUNG Shu Sun Sunny, Mr. LI Bangguang and Mr. YU Kou.