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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)

SUPPLEMENTARY NOTICE OF THE ADJOURNED ANNUAL GENERAL MEETING

References are made to the notice of annual general meeting (the “**AGM**”) of Xiwang Special Steel Company Limited (the “**Company**”) dated 30 April 2019 (the “**First AGM Notice**”), by which the Company convened the AGM to be held at Boardroom 3-4, Mezzanine Floor, Renaissance Hong Kong Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong at 2:30 p.m. on Thursday, 6 June 2019 and an announcement of the Company dated 6 June 2019 about the adjournment of the AGM to 10:30 a.m. on Friday, 28 June 2019 at the same place (the “**Adjourned AGM**”). This supplementary notice of the Adjourned AGM (the “**Supplementary AGM Notice**”) shall be read together with the First AGM Notice.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the Adjourned AGM will be held at Boardroom 3-4, Mezzanine Floor, Renaissance Hong Kong Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong at 10:30 a.m. on Friday, 28 June 2019 to consider and, if thought fit, pass the resolutions in the First AGM Notice; and that resolution numbered 2 in the First AGM Notice regarding the approval of final dividend of RMB12.8 cents for the year ended 31 December 2018 be deleted in its entirety and replaced by the following:–

ORDINARY RESOLUTION

2. To consider and approve a final dividend (with scrip dividend option) of RMB12.8 cents per ordinary share for the year ended 31 December 2018.

By order of the Board
Xiwang Special Steel Company Limited
WONG Kai Hing
Company Secretary

Hong Kong, 13 June 2019

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. Save for the revised ordinary resolution numbered 2 in the First AGM Notice, there are no other changes to the resolutions set out in the First AGM Notice. For details of the resolutions to be considered at the Adjourned AGM and other relevant matters, please refer to the announcement and circular of the Company dated 30 April 2019 published on the website of The Stock Exchange of Hong Kong Limited and the website of the Company and the supplementary circular to be despatched by the Company in due course.
2. Since the resolution numbered 2 in the form of proxy for the AGM enclosed with the First AGM Notice dated 30 April 2019 (the “**First Proxy Form**”) will be replaced by the resolution proposed in this Supplementary AGM Notice, a revised form of proxy for the Adjourned AGM (the “**Revised Proxy Form**”) has been prepared and is enclosed with this Supplementary AGM Notice.
3. In order to be valid, the Revised Proxy Form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar, Boardroom Share Registrars (HK) Limited, 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the Adjourned AGM or any adjournment thereof (as the case maybe) (the “**Closing Time**”). Delivery of the First Proxy Form or the Revised Proxy Form shall not preclude a member of the Company from attending and voting in person at the Adjourned AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. A shareholder who has already lodged the First Proxy Form with the Company’s share registrar shall note that:
 - (a) if no Revised Proxy Form is lodged with the Company’s share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by the relevant shareholder if correctly completed. The proxy so appointed by the relevant shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form, and in respect of the proposed resolution numbered 2 in relation to the final dividend as set out in the Supplementary AGM Notice and the Revised Proxy Form, the proxy will be entitled to vote at his discretion or to abstain from voting on such resolution;
 - (b) if the Revised Proxy Form is lodged with the Company’s share registrar before the Closing Time, the Revised Proxy Form will revoke and supersede the First Proxy Form previously lodged by the relevant shareholder. The Revised Proxy Form will be treated as a valid form of proxy lodged by the relevant shareholder if correctly completed; and
 - (c) if the Revised Proxy Form is lodged with the Company’s share registrar after the Closing Time or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be deemed invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Revised Proxy Form was lodged with the Company’s share registrar.

5. In order to determine the entitlement to the proposed final dividend for the year ended 31 December 2018, the register of members of the Company will be closed from Monday, 15 July 2019 to Monday, 22 July 2019 (both days inclusive), during which period no transfer of shares can be registered. In order to establish entitlements to the proposed final dividend for the year ended 31 December 2018, 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, 12 July 2019.
6. Shareholders are reminded to refer to other notes contained in the First AGM Notice.
7. As at the date of this Supplementary AGM Notice, the executive directors of the Company are Mr. ZHANG Jian, Mr. SUN Xinhua 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.
8. References to time and dates in this notice are to Hong Kong time and dates.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m., the Adjourned AGM will be postponed. The Company will post an announcement on the Company's website (www.xiwangsteel.com) and the website of the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.