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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, Wanchai, Hong Kong, at 2:00 p.m. on Friday, 17 September 2021 (or any adjournment thereof) for the purposes of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 25 August 2021.

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the entering into of the capital contribution agreement (the “**Capital Contribution Agreement**”) dated 16 August 2021 among Xiwang Special Steel Company Limited* (西王特鋼有限公司), The Institute of Metal Research, Chinese Academy of Sciences (中國科學院金屬研究所), 10 individuals in total, namely Li Yiyi (李依依), Li Dianzhong (李殿中), Xia Lijun (夏立軍), Hu Xiaoqiang (胡小強), Fu Paixian (傅排先), Liu Hongwei (劉宏偉), Luan Yikun (欒義坤), Wang Pei (王培), Kang Xiuhong (康秀紅) and Lu Shanping (陸善平), a copy of which will be tabled at the EGM and marked “A” and initialled by the chairman of the EGM (the “**Chairman**”) for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) any one director of the Company (the “**Director**”), or any two Directors (or any one Director and the company secretary of the Company) if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Capital Contribution Agreement and the transactions contemplated thereunder and all such acts and things the Directors have done are hereby approved, confirmed and ratified.”

By Order of the Board

WANG Di

Chairman

Hong Kong, 25 August 2021

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

Shandong Province

China

256209

Notes:

1. All resolutions at the EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy (or more than one proxy if he is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

3. Where there are joint registered holders of any share of the Company (the “**Share**”), any one such persons may vote at the EGM, 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 EGM personally or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the joint holder, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. 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 share registrar of the Company in Hong Kong, 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 holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 14 September 2021 to 17 September 2021 (both days inclusive), during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the EGM, 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 13 September 2021.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m., the EGM will be postponed. The Company will post an announcement on the Company’s website (www.xiwangsteel.com) and the website of the Stock Exchange of Hong Kong Limited (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.

8. Precautionary measures for the EGM:

Please see cover page of the circular of the Company dated 25 August 2021 for measures being taken to try to prevent and control the spreading of the coronavirus disease (COVID-19) at the EGM, including: (i) compulsory temperature screening/checks; (ii) submission of health and travel declaration form; (iii) wearing of surgical face mask; (iv) no provision of refreshments or drinks; and (v) no provision of corporate gifts.

Any person who does not comply with the precautionary measures may be denied entry to the EGM venue. Shareholders are encouraged to appoint the chairman of the EGM as their proxy to vote on the relevant resolution at the EGM instead of attending the EGM in person.

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 Director of the Company is Mr. WANG Di, and the independent non-executive Directors of the Company are Mr. LEUNG Shu Sun Sunny, Mr. LI Bangguang and Mr. YU Kou.