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XIWANG PROPERTY HOLDINGS COMPANY LIMITED

西王置業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2088)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Xiwang Property Holdings 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 on 30 November 2022 at 3 p.m. (or any adjournment thereof) for the following purposes:

ORDINARY RESOLUTION

1. To consider and, if thought fit, passing the following resolution as an ordinary resolution of the Company, with or without modification:

“THAT

the Financial Services Framework Agreement and the Proposed Annual Caps (both as defined and described in the circular of the Company dated 8 November 2022), the implementation of the deposit services thereunder, and all other transactions contemplated thereunder and in connection therewith and any other ancillary documents be and are hereby approved, confirmed and/or ratified; and the directors of the Company be and are hereby authorised for and on behalf of the Company, to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts and things and take all such steps as they may in their discretion consider necessary, desirable or expedient for the implementation of and/or giving effect to the Financial Services Framework Agreement and the Proposed Annual Caps, the implementation of the deposit services thereunder, and all other transactions contemplated thereunder and all such acts and things the directors have done are hereby approved, confirmed and ratified.”

* *For identification purpose only*

SPECIAL RESOLUTION

2. To consider and, if thought fit, passing the following resolution as a special resolution of the Company, with or without modification:

“**THAT**

the amended and restated bye-laws of the Company (the “**New Bye-laws**”), a copy of which is produced to this meeting and signed by the chairman of this meeting for the purpose of identification, be and are hereby approved and adopted in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect, and that any one director, secretary or registered office provider of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Bye-laws, including but not limited to making the relevant registrations and filings in accordance with the requirements of the applicable laws in Bermuda and Hong Kong.”

By Order of the Board
Xiwang Property Holdings Company Limited
WANG DI
Chairman

Hong Kong, 8 November 2022

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
Unit 2110, 21/F, Harbour Centre
25 Harbour Road, Wanchai
Hong Kong

Notes:

1. In order to determine the entitlement to attend and vote at the Meeting, the register of members in respect of Ordinary Shares will be closed from 25 November 2022 to 30 November 2022 (both days inclusive), during which period no transfer of Ordinary Shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates and, in the case of holders of convertible preference shares, all duly completed notices of conversion accompanied by the relevant certificates of convertible preference shares, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 24 November 2022.

2. A shareholder of the Company entitled to attend and vote at the SGM (or any adjournment thereof) 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.
3. In the case of joint holders of an ordinary share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such ordinary share as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. 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. 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 deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the SGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises the following Directors:

Executive Directors:

Mr. WANG Jin Tao
Mr. WANG Wei Min

Independent non-executive Directors:

Mr. WONG Kai Hing
Mr. WANG An
Mr. WANG Zhen

Non-executive Directors:

Mr. WANG Di
Mr. WANG Yong
Mr. SUN Xihu