Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Xingye Alloy Materials Group Limited
興業合金材料集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 505)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Xingye Alloy Materials Group Limited (the "**Company**") will be held at No. 68, Jin Xi Road, Hangzhou Bay New Zone, Ningbo, Zhejiang Province, the People's Republic of China on Friday, 12 June 2026 at 10:00 a.m. for the following purposes:

1. To consider, receive and adopt the audited consolidated financial statements and the reports of directors and independent auditor of the Company (the "**Directors**" and "**Auditor**" respectively) for the year ended 31 December 2025.

2. (a) To re-elect the following retiring Directors:

   (i) Mr. Hu Changyuan as an executive Director;

   (ii) Mr. Hu Minglie as an executive Director;

   (iii) Mr. Chai Chaoming (who has served as an independent non-executive Director for more than 9 years) as an independent non-executive Director; and

   (b) To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration for the ensuing year.

3. To re-appoint KPMG as the Auditor for the ensuing year and to authorize the Board to fix the remuneration of the Auditor.

As Special Business

ORDINARY RESOLUTIONS

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

   "**THAT:**

   (a) subject to paragraph (c) below of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.10 each in the

capital of the Company (the "**Shares**") or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

(i) a Rights Issue (as defined in paragraph (d) of this resolution);

(ii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;

(iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;

(iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "**Articles of Association**"); or

(v) a specific authority granted by the shareholders of the Company (the "**Shareholders**") in general meeting,

shall not exceed 20 per cent. of the total number of the Shares (excluding any treasury shares) in issue as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this resolution) and the said approval shall be limited accordingly;

(d) for the purpose of this resolution:

(i) "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(aa) the conclusion of the next annual general meeting of the Company;

(bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or

(cc) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

(ii) "**Rights Issue**" means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People's Republic of China applicable to the Company)."

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT:**

(a) subject to paragraph (b) below of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations of Hong Kong and the Cayman Islands, the Memorandum and Articles of Association of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in paragraph (c) of this resolution) shall not exceed 10 per cent. of the total number of the Shares

(excluding any treasury shares) in issue as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this resolution) and the said approval shall be limited accordingly;

(c) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting."

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT** conditional upon the passing of resolutions 4 and 5 set out in this notice of annual general meeting dated 30 April 2026 (the "**Notice of AGM**"), the total number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the general mandate granted under resolution 4 set out in the Notice of AGM be and is hereby extended by the addition thereto of the total number of the Shares which may be repurchased by the Company pursuant to and in accordance with the general mandate granted under resolution 5 set out in the Notice of AGM, provided that such number shall not exceed 10 per cent. of the total number of the Shares (excluding any treasury shares) in issue as at the date of passing of this resolution 6 (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this resolution)."

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

"**THAT** the Memorandum and Articles of Association of the Company be amended in the manner as set out in Appendix III to the circular of the Company dated 30 April 2026 (the "**Circular**"), and the Amended and Restated Memorandum and Articles of Association of the Company, a copy of which has been produced to the meeting and for the purpose of identification initialled by the chairman of the meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company with immediate effect, (the "**Proposed Adoption**"); and any one Director be and is hereby authorised to execute all such documents and do all such other acts and things as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to effect the Proposed Adoption of the Amended and Restated Memorandum and Articles of Association of the Company."

By order of the Board
Xingye Alloy Materials Group Limited
Hu Minglie
Chief Executive Officer and Executive Director

Hong Kong, 30 April 2026

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting of the Company is entitled to appoint a proxy to attend and vote instead of him. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting of the Company. A proxy need not be a member of the Company.

2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company's branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. before 10:00 a.m. on 10 June 2026, Hong Kong time) before the time appointed for holding the meeting or any adjourned meeting thereof.

3. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.

4. Where there are joint holders of any Share, any one of such joint holder may vote at the meeting, either in person 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, 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, 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.

5. For determining the identity of Shareholders who are entitled to attend and vote at forthcoming annual general meeting, the register of members of the Company will be closed from 9 June 2026 to 12 June 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for the meeting will be 12 June 2026. In order to be eligible to attend and vote at the forthcoming annual general meeting, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 8 June 2026.

6. With regard to item No. 2(a) in this notice, the Board proposes that the retiring Directors namely, Mr. Hu Changyuan, Mr. Hu Minglie and Mr. Chai Chaoming be re-elected as Directors. Details of these retiring Directors are set out in Appendix II to the circular to Shareholders dated 30 April 2026.

As at the date of this Notice of AGM, the executive Directors are Mr. Hu Changyuan, Mr. Hu Minglie and Mr. Zhu Wenjun; and the independent non-executive Directors are Mr. Chai Chaoming, Dr. Lou Dong, Ms. Lu Hong and Ms. Zhao Yan.