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京 西 重 工 國 際 有 限 公 司

**BEIJINGWEST INDUSTRIES INTERNATIONAL LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2339)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of BeijingWest Industries International Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 17 December 2019 at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

**1. “THAT:**

- (a) the master agreement dated 7 November 2019 (the “**Mutual Technical Services Agreement**”) entered into between the Company and BeijingWest Industries Co., Ltd. (“**BWI**”), a controlling shareholder and a connected person of the Company, a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, in relation to the mutual provision of technical services for a period of three financial years until 31 December 2022 (as further detailed in the circular of the Company dated 28 November 2019 (the “**Circular**”)), be and is hereby approved, confirmed and ratified;
- (b) the annual caps under the Mutual Technical Services Agreement as set out in the Circular for each of the three financial years ending 31 December 2022 be and are hereby approved and confirmed; and
- (c) any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents, including under seal of the Company, where applicable, and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Mutual Technical Services Agreement.”

**2. “THAT:**

- (a) the master agreement dated 7 November 2019 (the “**Parts and Components Supply Agreement**”) entered into between the Company and BWI, a controlling shareholder and a connected person of the Company, a copy of which is tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose, in relation to the supply of auto parts and components for a period of three financial years until 31 December 2022 (as further detailed in the Circular), be and is hereby approved, confirmed and ratified;
- (b) the annual caps under the Parts and Components Supply Agreement as set out in the Circular for each of the three financial years ending 31 December 2022 be and are hereby approved and confirmed; and
- (c) any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents, including under seal of the Company, where applicable, and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Parts and Components Supply Agreement.”

By Order of the Board  
**BeijingWest Industries International Limited**  
**Jiang Yunan**  
*Chairman*

28 November 2019

*Notes:*

- 1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her in accordance with the articles of association of the Company. A proxy need not be a member of the Company but must be present in person to represent the member.
- 2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
- 3. In order to be valid, the form of proxy in the prescribed form together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company’s share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the meeting (i.e. at or before 11:00 a.m. on Sunday, 15 December 2019 (Hong Kong time)) or any adjournment thereof (as the case may be).

4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such an event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

*As at the date of this announcement, the board of directors of the Company comprises Mr. Jiang Yunan (Chairman), Mr. Chen Zhouping (Managing Director), Mr. Thomas P Gold (Executive Director), Mr. Tam King Ching, Kenny (Independent Non-executive Director), Mr. Yip Kin Man, Raymond (Independent Non-executive Director) and Mr. Chan Pat Lam (Independent Non-executive Director).*