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京西重工國際有限公司  
**BELJINGWEST 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 2:00 p.m. on Tuesday, 13 December 2022 at Boardroom 3-5, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, 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 19 October 2022 (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 2025 (as further detailed in the circular of the Company dated 17 November 2022 (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 2025 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 19 October 2022 (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 2025 (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 2025 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.”

3. To re-elect Mr. Dong Xiaojie as director of the Company.

**SPECIAL RESOLUTION**

As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as a special resolution:

4. **“THAT:**

- (a) the proposed amendments to the memorandum and articles of association of the Company as set out in Appendix II to the circular of the Company dated 17 November 2022 (the **“Proposed Amendments”**) be and are hereby approved and adopted;

- (b) the new memorandum and articles of association of the Company, a copy of which is produced to this meeting marked “C” and for identification purpose signed by the chairman of this meeting, which incorporates and consolidates the Proposed Amendments, be and is hereby approved and adopted as the amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), in substitution for and to the exclusion of the existing memorandum and articles of association of the Company in their entirety with immediate effect after the close of this meeting; and
- (c) any one of the directors or the secretary of the Company be and is hereby authorised to do all things necessary or expedient in order to effect and implement the adoption of the New Memorandum and Articles of Association and be and is authorised to instruct the registered office provider of the Company, its Hong Kong share registrar and/or any person authorised by any such director or secretary of the Company to make relevant registrations and filings in accordance with the requirements of the applicable laws in the Cayman Islands and Hong Kong.”

By Order of the Board  
**BeijingWest Industries International Limited**  
**Dong Xiaojie**  
*Chairman*

17 November 2022

*Notes:*

1. With respect to Resolution 3 above, Mr. Dong Xiaojie will retire from office at the above meeting pursuant to the articles of association of the Company and, being eligible, offer himself for re-election at the above meeting.
2. 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.
3. 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.
4. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).

5. The register of members of the Company will be closed from Thursday, 8 December 2022 to Tuesday, 13 December 2022 (both days inclusive) to determine the entitlement to attend and vote at the above meeting. During such period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 7 December 2022 for registration.
6. 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.
7. 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.
8. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions” caused by super typhoons announced by the Government is/are in force in Hong Kong at or at any time after 6:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the website of the Company ([www.bwi-intl.com.hk](http://www.bwi-intl.com.hk)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the adjourned meeting.
9. In light of the current outbreak of COVID-19, shareholder(s) may consider appointing the chairman of the above meeting as its/his/her proxy to vote on the resolutions, instead of attending the above meeting in person.
10. Due to the ongoing COVID-19 pandemic, the Company will take certain precautionary measures at the venue of the meeting to ensure the safety of attendees, including (but not limited to): (i) compulsory body temperature check; (ii) compulsory wearing of face mask; (iii) limiting the number of attendees to avoid overcrowding; (iv) no refreshments will be served and no corporate gift will be distributed at the meeting; and (v) any COVID-19 related restrictions as required by the laws of Hong Kong from time to time. To the extent as permitted by law, the Company reserves the right in its absolute discretion to deny admission to the meeting venue if any person does not comply with the precautionary measures to be taken at the meeting or such person is subject to any HKSAR Government prescribed quarantine.

*As at the date of this announcement, the Board comprises Mr. Dong Xiaojie (Chairman), Mr. Chen Zhouping (Managing Director), Mr. Li Zhi (Non-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).*