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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in BeijingWest Industries International Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of annual general meeting of BeijingWest Industries International Limited to be held at 10:00 a.m. on Thursday, 23 May 2019 at Empire Grand Room, 1/F., Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wanchai, Hong Kong is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting (i.e., at or before 10:00 a.m. on Tuesday, 21 May 2019 (Hong Kong time)), or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting (as the case may be) should you so wish.

17 April 2019

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 23 May 2019 at Empire Grand Room, 1/F., Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wanchai, Hong Kong or any adjournment thereof
“Audit Committee”	the audit committee of the Board, which was established on 27 January 2014
“Board”	the board of Directors
“BWI”	BeijingWest Industries Co., Ltd.* (北京京西重工有限公司), a company incorporated in the PRC with limited liability, the controlling shareholder of the Company
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	BeijingWest Industries International Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“controlling shareholder”	has the same meaning as ascribed to it under the Listing Rules
“core connected person”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Committee”	the executive committee of the Board, which was established on 27 January 2014
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange and any amendments thereto

DEFINITIONS

“Nomination Committee”	the nomination committee of the Board, which was established on 27 January 2014
“PRC”	the People’s Republic of China but excluding, for the purpose of this circular, Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board, which was established on 27 January 2014
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	subsidiary(ies) for the time being of the Company within the meaning of the Companies Ordinance or the Companies Law
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent.

* *for identification purpose only*

LETTER FROM THE BOARD



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)

Directors:

Mr. Jiang Yunan (*Chairman*)
Mr. Chen Zhouping (*Managing Director*)
Mr. Li Shaofeng (*Executive Director*)
Mr. Thomas P Gold (*Executive Director*)
Mr. Zhang Yaochun (*Non-executive Director*)
Mr. Tam King Ching, Kenny
(Independent Non-executive Director)
Mr. Yip Kin Man, Raymond
(Independent Non-executive Director)
Mr. Chan Pat Lam
(Independent Non-executive Director)

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY 1-1111
Cayman Islands

*Principal Place of Business in
Hong Kong:*

Rooms 1005-06, 10th Floor
Harcourt House
39 Gloucester Road
Wanchai
Hong Kong

17 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

(1) INTRODUCTION

The purpose of this circular is to provide the Shareholders with details regarding the proposals for (i) granting of general mandates to the Directors to issue and repurchase Shares; and (ii) re-election of retiring Directors, and to give the Shareholders notice of the Annual General Meeting. Such proposals will be dealt with at the Annual General Meeting.

LETTER FROM THE BOARD

(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the Annual General Meeting, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution; (ii) to repurchase Shares comprising the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution; and (iii) to add the aggregate nominal amount of the Shares repurchased by the Company to the general mandate to the Directors to allot new Shares of up to 20% of the issued share capital of the Company.

The mandates to issue and repurchase Shares granted at the annual general meeting held on 18 May 2018 will lapse at the conclusion of the Annual General Meeting. Resolutions Nos. 6 to 8 set out in the notice of Annual General Meeting will be proposed at the Annual General Meeting to renew these mandates.

Based on 574,339,068 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are repurchased or issued prior to the Annual General Meeting, subject to the passing of the relevant ordinary resolutions to approve the mandate to issue Shares at the Annual General Meeting, the Directors will be authorised to allot and issue up to a limit of 114,867,813 Shares under the general mandate to issue Shares.

If approved by the Shareholders at the Annual General Meeting, the general mandate to issue Shares will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein; or (ii) the revocation or variation of the general mandate to issue Shares by an ordinary resolution of the Shareholders in general meeting.

The explanatory statement, required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase the Shares (the “Repurchase Mandate”) is set out in the Appendix to this circular which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

(3) RE-ELECTION OF RETIRING DIRECTORS

In accordance with clause 84 of the articles of association of the Company, Messrs. Jiang Yunan, Chen Zhouping and Thomas P Gold will retire by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting. Mr. Chan Pat Lam will be subject to re-election at the forthcoming general meeting of the Company according to clause 83 of the Company’s articles of association, and he is eligible and will offer himself for re-election.

Details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Jiang Yunan, aged 57, engineer and senior economist. He holds a master’s degree in business administration from Tsinghua University and a master’s degree in applied accounting and finance from Hong Kong Baptist University. Mr. Jiang was appointed an Executive Director and the Managing Director of the Company in July 2014 and was appointed as the Chairman of the Board in June 2016. He ceased to act as the Managing Director of the Company from September 2016. Mr. Jiang is also the

LETTER FROM THE BOARD

chairman of the Executive Committee and the Nomination Committee as well as a member of the Remuneration Committee. He joined Shougang Group Co., Ltd. (formerly known as Shougang Corporation) (“Shougang Group”) in 1992 and thereafter held various senior positions in the group companies of Shougang Group and Shougang Concord International Enterprises Company Limited (“Shougang International”, a Hong Kong listed company and an associate (within the meaning of the Listing Rules)) of Shougang Group. Mr. Jiang was appointed a director of BWI, a subsidiary of Shougang Group, in June 2014 and currently is the chairman and president of BWI. He is also a director of BWI Company Limited (“BWI HK”), a wholly-owned subsidiary of BWI. Each of Shougang Group, BWI and BWI HK is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Jiang does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Jiang has extensive experiences in management.

A service agreement was entered into between Mr. Jiang and the Company for a term of three years commencing on 1 January 2017. Under the service agreement, Mr. Jiang is entitled to a salary and discretionary bonus as may be determined by the Board or its delegated committee(s) from time to time. Mr. Jiang declined any salary from the Group voluntarily since the date of his appointment as a Director of the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Jiang did not have any interests in the Shares.

In relation to the proposed re-election of Mr. Jiang as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Chen Zhouping, aged 53, graduated from the School of Economics and Management, Tsinghua University and is a member of the Chinese Institute of Certified Public Accountants. Mr. Chen was appointed as an Executive Director and the Managing Director of the Company in September 2016 and is a member of the Executive Committee. He joined Shougang Group in 1988 and held various senior positions in the group companies of Shougang Group. Mr. Chen was appointed as a director of BWI, a subsidiary of Shougang Group, in June 2017. He is also a director of BWI HK (a wholly-owned subsidiary of BWI) and certain other wholly-owned subsidiaries of BWI. Each of Shougang Group, BWI and BWI HK is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Mr. Chen was a director of Shougang International from November 2002 to September 2014 and a director of Shougang Fushan Resources Group Limited (“Shougang Resources”) from January 2009 to September 2014. Both Shougang International and Shougang Resources are Hong Kong listed companies. Mr. Chen was also a non-executive director of Mount Gibson Iron Limited, a company listed on the Australian Securities Exchange, from January 2009 to April 2014. Save as disclosed above, Mr. Chen does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Chen has extensive experience in steel industry, engineering design, human resources and management.

LETTER FROM THE BOARD

A service agreement was entered into between Mr. Chen and the Company for a term of three years commencing on 1 January 2017. Under the service agreement, Mr. Chen is entitled to a salary and discretionary bonus as may be determined by the Board or its delegated committee(s) from time to time. For the financial years 2018 and 2019, Mr. Chen's salary is HK\$2,073,600 per annum and HK\$2,136,000 per annum respectively. Such salaries were determined by the Remuneration Committee with reference to the then prevailing market conditions, the performance of the Company as well as Mr. Chen's individual performance.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Chen did not have any interests in the Shares.

In relation to the proposed re-election of Mr. Chen as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Thomas P Gold, aged 60, graduated with Bachelor's degree in Mechanical Engineering from General Motors Institute (currently known as Kettering University), United States in 1981. Mr. Gold was appointed as an Executive Director of the Company in September 2016 and is a member of the Executive Committee. Since 1981, Mr. Gold has worked in the automotive components business with General Motors, Delphi Corporation and BWI respectively. BWI is a substantial shareholder of the Company within the meaning of Part XV of the SFO. During the period from 1981 to 1990, Mr. Gold was product development engineer and supervisor in anti-vibration devices department of General Motors. From 1990 to 1992, Mr. Gold was manufacturing general supervisor in brake components department of General Motors. From 1992 to 1998, Mr. Gold served as manufacturing engineering manager and later became manufacturing operations manager in anti-vibration devices department of General Motors. From 1998 to 2008, Mr. Gold served as global product line executive in Delphi Energy and Chassis Systems, and he was responsible for multiple product lines within the chassis business unit including electronic suspensions, anti-vibration devices, chassis components, and Liteflex springs. From 2009 to 2012, Mr. Gold served as global purchasing director in BWI, and he was responsible for the direct and indirect material procurement of global business in six manufacturing facilities and three major technology centers. From 2012 to 2015, Mr. Gold served as assistant president and doubled as global purchasing director in BWI. Mr. Gold currently is vice president of operations in BWI, and he holds directorships in certain wholly-owned subsidiaries of BWI. Save as disclosed above, Mr. Gold does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

A service agreement was entered into between Mr. Gold and the Company for a term of three years commencing on 1 January 2017. Under the service agreement, Mr. Gold is entitled to a salary and discretionary bonus as may be determined by the Board or its delegated committee(s) from time to time. Mr. Gold declined any salary from the Group voluntarily since the date of his appointment as a Director of the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Gold did not have any interests in the Shares.

LETTER FROM THE BOARD

In relation to the proposed re-election of Mr. Gold as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Chan Pat Lam, aged 70. Mr. Chan was appointed an Independent Non-executive Director of the Company in November 2018 and is a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. He is also an independent non-executive director of Shougang Resources, a Hong Kong listed company. Mr. Chan is the consultant of a private company which is an international container shipping agency in the Western region of Pearl River Delta. He is also a partner of Chan Kai Wing & Brothers Limited, a private company which is engaged in trading and wholesaling of grocery items. Save as disclosed above, Mr. Chan does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Chan has extensive experience in the field of international banking industry in Hong Kong, Macau and California.

An engagement letter was entered into with Mr. Chan for a term commencing on 16 November 2018 and ending on 31 December 2019, subject to renewal. Under the engagement letter, Mr. Chan is entitled to a director's fee as may be determined by the Board from time to time. For the financial year 2018, the director's fee received by Mr. Chan was HK\$30,000 in aggregate. For the financial year 2019, the director's fee of Mr. Chan is HK\$240,000 per annum. Such director's fee was determined with reference to Mr. Chan's experience and duties as well as the then prevailing market conditions.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Chan did not have any interests in the Shares.

In relation to the proposed re-election of Mr. Chan as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

In respect of the nomination of Mr. Chan as an Independent Non-executive Director of the Company in November 2018, the Nomination Committee made its recommendation to the Board with reference to the background of Mr. Chan and in accordance with the nomination policy and board diversity policy of the Company. Mr. Chan has extensive experience in the banking industry as he had been working in well-known international and local banks for over 40 years. Furthermore, Mr. Chan currently is a businessman who owns businesses in the private sector. In view of the above, the Board believes that Mr. Chan can give suggestions to the Board in respect of corporate finance and offer his opinion to the Board from entrepreneur's and banker's perspectives. As Mr. Chan has provided a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules, the Board is of the view that Mr. Chan is independent.

LETTER FROM THE BOARD

(4) ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out in this circular. At the Annual General Meeting, in addition to the ordinary businesses of the meeting, resolutions will be proposed to approve the general mandates for the issue and repurchase by the Company of its own Shares. In accordance with the requirements of the Listing Rules, all votes at the Annual General Meeting 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 by a show of hands.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting (i.e., at or before 10:00 a.m.) on Tuesday, 21 May 2019 (Hong Kong time)), or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the relevant resolutions to be proposed at the Annual General Meeting.

(5) RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

(6) RECOMMENDATION

The Directors consider that the proposals for (i) granting of general mandates to the Directors to issue and repurchase Shares; and (ii) re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the Annual General Meeting in respect thereof.

Yours faithfully,
For and on behalf of
BeijingWest Industries International Limited
Jiang Yunan
Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHAREHOLDERS' APPROVAL

All proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval of a particular transaction. The Company's sole listing is on the Stock Exchange.

2. SOURCE OF FUNDS

Repurchases must be funded out of funds legally available for the purpose in accordance with the articles of association of the Company and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that Shares may only be repurchased out of profits of the Company, out of the share premium account or out of the proceeds of a fresh issue of Shares made for the purpose or, if so authorised by the articles of association of the Company and subject to the provisions of the Companies Law, out of capital under certain circumstances. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorised by its articles of association and subject to the provisions of the Companies Law, out of capital under certain circumstances.

3. EXERCISE OF THE REPURCHASE MANDATE

The Shares proposed to be repurchased by the Company must be fully paid up. Under the Listing Rules, the total number of shares which a company is authorised to repurchase on the Stock Exchange is shares representing up to a maximum of 10% of the existing issued share capital as at the date of the resolution granting such general mandate. Exercise in full of the Repurchase Mandate, on the basis of 574,339,068 Shares in issue as at the Latest Practicable Date and assuming no Shares are issued and repurchased by the Company prior to the Annual General Meeting, could result in up to 57,433,906 Shares, which represents 10% of the issued share capital of the Company as at the Latest Practicable Date, being repurchased by the Company during the period from the passing of the resolution granting the Repurchase Mandate up to the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of the Cayman Islands to be held, or when revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever occurs first.

4. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from Shareholders to enable the Directors to purchase Shares on the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

5. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the articles of association of the Company and the applicable laws of the Cayman Islands.

The exercise in full of the Repurchase Mandate might have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2018. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

6. GENERAL

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders to sell the Shares to the Company or its Subsidiaries.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.
- (c) If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for purposes of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of a repurchasing company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, BWI through its subsidiary was interested in a total of 301,842,572 Shares, representing approximately 52.55% of the total number of Shares in issue. In the event that the Repurchase Mandate is exercised in full and no further Shares are issued during the proposed repurchase period, the total interests of BWI in the Shares will increase to approximately 58.39%. On the basis of the current shareholding in the Company held by BWI, the Directors are not aware of any consequences which the exercise in full of the Repurchase Mandate would have under the Takeovers Code.

- (d) The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date and will not repurchase its Shares if public float is less than 25%.
- (e) No core connected person has notified the Company that he or she has a present intention to sell Shares to the Company, and no core connected person has undertaken not to sell any of Shares held by him or her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

- (f) The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	1.200	1.110
May	1.190	1.070
June	1.420	1.130
July	1.240	1.100
August	1.290	1.100
September	1.110	0.930
October	0.950	0.740
November	0.900	0.770
December	0.860	0.750
2019		
January	0.810	0.730
February	0.860	0.750
March	1.060	0.790
April (up to the Latest Practicable Date)	0.910	0.820

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the Annual General Meeting of BeijingWest Industries International Limited (the “Company”) will be held at 10:00 a.m. on Thursday, 23 May 2019 at Empire Grand Room, 1/F., Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wanchai, Hong Kong for the following purposes:

1. To receive the report of the directors and the audited financial statements for the year ended 31 December 2018.
2. (A) To declare a final dividend for the year ended 31 December 2018.
(B) To declare a special dividend for the year ended 31 December 2018.
3. (A) To re-elect Mr. Jiang Yunan as director of the Company (“Director”).
(B) To re-elect Mr. Chen Zhouping as Director.
(C) To re-elect Mr. Thomas P Gold as Director.
(D) To re-elect Mr. Chan Pat Lam as Director.
4. To authorise the board of Directors of the Company to fix the Directors’ remuneration.
5. To appoint auditor and to authorise the Directors to fix its remuneration.
6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of share capital 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) above, otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) 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 of shares or rights to acquire shares of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 of the Company or any applicable laws or rules to be held; and
- (iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof (subject to such exclusion 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 territories outside Hong Kong).”

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, and that the exercise by the Directors of all the powers of the Company to repurchase such shares subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and it is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) in addition, the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the authority pursuant to paragraph (a) shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 of the Company or any applicable laws or rules to be held; and
- (iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting.”

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolution no. 7 as set out in the notice convening this meeting of which this resolution forms part, the aggregate nominal amount of the shares in the Company which are repurchased by the Company pursuant to and in accordance with the said resolution no. 7 shall be added to the aggregate nominal amount of the shares in the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 6 as set out in the notice convening this meeting of which this resolution forms part.”

By Order of the Board
BeijingWest Industries International Limited
Cheng Chun Shing
Company Secretary

Hong Kong, 17 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) With respect to Resolutions 2(A) and 2(B) above, the board of directors of the Company recommended a final dividend of HK 2 cents per ordinary share and a special dividend of HK 4 cents per ordinary share for the year ended 31 December 2018 payable to shareholders whose names appear on the register of members of the Company at the close of business on Friday, 31 May 2019. The register of members of the Company will be closed on Thursday, 30 May 2019 and Friday, 31 May 2019 to determine the entitlement to the proposed final dividend and special dividend. In order to qualify for the proposed final dividend and special dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 29 May 2019 for registration. The final dividend and special dividend are expected to be paid on or about Thursday, 20 June 2019.
- (2) With respect to Resolutions 3(A) to 3(D) above, Messrs. Jiang Yunan, Chen Zhouping, Thomas P Gold and Chan Pat Lam will retire from office at the above meeting pursuant to the articles of association of the Company and, being eligible, offer themselves for re-election at the above meeting.
- (3) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (4) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (5) In order to be valid, the form of proxy together with the 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 with the share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e., at or before 10:00 a.m. on Tuesday, 21 May 2019 (Hong Kong time)), or any adjourned meeting thereof (as the case may be).
- (6) The register of members of the Company will be closed from Monday, 20 May 2019 to Thursday, 23 May 2019 (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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 17 May 2019 for registration.
- (7) 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 event, the form of proxy shall be deemed to be revoked.
- (8) 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 share 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.