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**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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary 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, 15 December 2023 at 10:00 a.m. for the following purpose:

**SPECIAL RESOLUTION**

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

**“THAT:**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”), which are set out in Appendix I to the circular of the Company dated 21 November 2023, be and are hereby approved;
- (b) the amended and restated memorandum and articles of association of the Company (the “**Amended and Restated Memorandum and Articles of Association**”), which incorporate all of the Proposed Amendments, a copy of which has been tabled at the meeting and marked “A” and initialled by the chairman of the meeting for the purposes of identification, be and are hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Memorandum and Articles of Association with immediate effect; and
- (c) any Director be and is hereby authorised and instructed to do all such acts and things as may be necessary or expedient in order to effect and implement the adoption of the Amended and Restated Memorandum and Articles of Association, including but not

limited to attending to any necessary registration and/or filing of the Amended and Restated Memorandum and Articles of Association and all requisite documents for and on behalf of the Company, and to make each filing in Hong Kong that is necessary in connection with this resolution, and the Company's registered office provider be and is hereby authorised and instructed to make each filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution."

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

Hong Kong, 21 November 2023

*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 13 December 2023, 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 extraordinary general meeting, the register of members of the Company will be closed from 12 December 2023 to 15 December 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the forthcoming extraordinary 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 11 December 2023.

*As at the date of this Notice of EGM, 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 and Ms. Lu Hong.*