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**陝西西北新技術實業股份有限公司**  
**SHAANXI NORTHWEST NEW TECHNOLOGY INDUSTRY COMPANY LIMITED\***  
*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 8258)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Shaanxi Northwest New Technology Industry Company Limited (the “Company”) will be held at No. 6, Gao Xin Yi Road, Xi’an National Hi-tech Industrial Development Zone, Xi’an, Shaanxi Province, the People’s Republic of China (“PRC”) at 10:00 a.m. (Beijing time) on 3 January 2012, to consider the following businesses:

### **As ordinary resolutions:**

1. To consider and approve the report of the board of directors (the “Board”) of the Company for 2010;
2. To consider and approve the report of the supervisory committee (the “Supervisory Committee”) of the Company for 2010;
3. To consider and approve the audited financial statements and the auditors’ report for 2010;
4. To consider and approve the re-appointment of CCIF CPA Limited as the Company’s auditors for 2010 and to authorize the Board to determine their remunerations;
5. To consider and, if thought fit, to approve the re-election of Mr. Wang Cong as the executive director of the Company for a term of three years commencing from the conclusion of the AGM;
6. To consider and, if thought fit, to approve the re-election of Mr. Wang Feng as the executive director of the Company for a term of three years commencing from the conclusion of the AGM;

\* *For identification purpose only*

7. To consider and, if thought fit, to approve the re-election of Mr. Yang Xiaohuai as the executive director of the Company for a term of three years commencing from the conclusion of the AGM;
8. To consider and, if thought fit, to approve the re-election of Mr. Gao Peng as the non-executive director of the Company for a term of three years commencing from the conclusion of the AGM;
9. To consider and, if thought fit, to approve the re-election of Mr. Li Gangjian as the independent non-executive director of the Company for a term of three years commencing from the conclusion of the AGM;
10. To consider and, if thought fit, to approve the re-election of Mr. Chen Tao as the independent non-executive director of the Company for a term of three years commencing from the conclusion of the AGM;
11. To consider and, if thought fit, to approve the appointment of Ms. Tian Linlin as executive director of the Company for a term of three years commencing from the conclusion of the AGM;
12. To consider and, if thought fit, to approve the appointment of Mr. Zeng Yinglin as executive director of the Company for a term of three years commencing from the conclusion of the AGM;
13. To consider and, if thought fit, to approve the appointment of Mr. Zhao Boxiang as independent non-executive director of the Company for a term of three years commencing from the conclusion of the AGM;
14. To consider and, if thought fit, to approve the re-election of Mr. Yan Buqiang as the supervisor of the Company for a term of three years commencing from the conclusion of the AGM;
15. To consider and, if thought fit, to approve the re-election of Mr. Duan Lin as the supervisor of the Company for a term of three years commencing from the conclusion of the AGM;
16. To consider and, if thought fit, to approve the re-election of Mr. Wang Gongxun as the supervisor of the Company for a term of three years commencing from the conclusion of the AGM;
17. To consider and, if thought fit, to approve the re-election of Mr. Zhang Xiaoping as the supervisor of the Company for a term of three years commencing from the conclusion of the AGM;

18. To consider and, if thought fit, to approve the appointment of Ms. Xing Manli as the supervisor of the Company for a term of three years commencing from the conclusion of the AGM;
19. To consider and, if thought fit, to authorize the Board to enter into service agreements with the directors and supervisors of the Company with terms and conditions which it, in its absolute discretion, may deem appropriate, and to do or authorize doing all such acts, matters and things as it may in its absolute discretion consider necessary, expedient or desirable in connection with the re-election and appointment of directors and supervisors of the Company;
20. To consider and, if thought fit, to authorize the Board to fix the remuneration of directors and supervisors of the Company;

**As a special resolutions:**

21. **“THAT** the proposed amendments to the articles of association of the Company (details of which are set out in the section headed “Proposed Amendments to the Articles of Association” of the “Letter from the Board” of the circular of the Company dated 18 November 2011) be and are hereby considered and approved, and any one director or secretary to the board of directors of the Company be and is hereby authorised to deal with on behalf of the Company the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the articles of association of the Company.”
22. **“THAT:**
  - (A) there be granted to the Board an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company (the “Shares”), whether domestic shares or H shares, and to make or grant offers or agreements in respect thereof, subject to the following conditions:
    - (a) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
    - (b) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted by the Board, otherwise than pursuant to any scrip dividends or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares in accordance with the articles of association of the Company (“Articles of Association”), shall not exceed:

- (i) 20 per cent of the aggregate nominal amount of domestic shares of the Company in issue at the date of the passing of this Resolution; and
  - (ii) 20 per cent of the aggregate nominal amount of H shares of the Company in issue at the date of the passing of this Resolution, in each case as at the date of this Resolution; and
- (c) the Board will only exercise its power under such mandate in accordance with the relevant provisions of the Company Law of the PRC (as amended from time to time) and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

For the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
  - (b) the expiration of the 12-month period following the passing of this Resolution; or
  - (c) the date on which the authority set out in this Resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (B) contingent on the Board resolving to issue Shares pursuant to sub-paragraph (A) of this Resolution, authorize the Board to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement);
  - (b) determine the use of proceeds and make all necessary filing to the relevant authorities in the PRC and/or Hong Kong (if required);

- (c) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (A) of this Resolution, to register the increased capital with the relevant authorities in the PRC; and
- (d) to make such amendments to the Articles of Association accordingly as it thinks fit so as to reflect the new capital and/or new capital structure of the Company.”

Yours faithfully  
By Order of the Board,  
**Shaanxi Northwest New Technology Industry Company Limited\***  
**Wang Cong**  
*Chairman*

Shaanxi Province, the PRC, 18 November 2011

\* *For identification purposes only*

*Notes:*

1. The register of members of the Company will be closed from 3 December 2011 to 3 January 2012, both days inclusive, during which period no share transfer shall be effected. Shareholders whose names appear on the register of members of the Company at 4:30 p.m. on 2 December 2011 shall be entitled to attend and vote at the annual general meeting.
2. Shareholders who are entitled to attend and vote at the annual general meeting convened by the above notice may appoint one or more proxies in writing to attend and vote at the annual general meeting on their behalf. A proxy need not be a member of the Company.
3. A proxy form for used at the annual general meeting is enclosed. In order to be valid, the proxy form shall be signed by the appointer or his attorney duly authorized in writing or, in case of a legal person, under the company seal or in person by its director or a duly authorized attorney.
4. Proxy forms shall be lodged 24 hours prior to the convening of the annual general meeting. In case of H shares, the proxy form shall be lodged at Computershare Hong Kong Investor Services Limited, the Company’s share registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. In case of domestic shares, the proxy form shall be lodged at the principal place of business of the Company in the PRC.
5. Shareholders who wish to attend the annual general meeting shall complete and return the reply slip for the annual general meeting on or before 14 December 2011. In case of H shares, the slip shall be lodged at Computershare Hong Kong Services Limited, the Company’s H shares registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. In case of domestic shares, the slip shall be lodged at the principal place of business of the Company in the PRC.

6. Shareholders or proxies attending the annual general meeting shall state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.
7. The annual general meeting is expected to last for about half a day. Shareholders or proxies attending the annual general meeting shall be responsible for their own traveling and accommodation expenses.
8. The principal place of business of the Company in the PRC is as follow:  
  
No.6, Gao Xin Yi Road  
Xi'an National Hi-tech Industrial Development Zone  
Xi'an, Shaanxi Province  
The People's Republic of China

As at the date of this announcement, the Board comprised:

*Executive directors:* Mr. Wang Cong, Mr. Wang Feng, Mr. Gao Peng and Mr. Yang Xiaohuai

*Non-executive director:* Ms. Zheng Rongfang

*Independent non-executive directors:* Mr. Li Gangjian, Mr. Chen Tao and Mr. Wei Dazhi

*This notice will remain on the "Latest Company Announcements" page of the GEM website for at least 7 days from the day of its posting.*