# XIWANG SPECIAL STEEL COMPANY LIMITED
# 西王特鋼有限公司

*(incorporated in Hong Kong with limited liability)*

**(Stock code: 1266)**

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (the "Meeting") (OR AT ANY ADJOURNMENT THEREOF)**

I/We[1] ______________________________________________

of ______________________________________________

being the registered holder(s) of[2] ______________________ shares of Xiwang Special Steel Company Limited (the "**Company**"),

**HEREBY APPOINT**[3] the Chairman of the Meeting, or ______________________________________________

of ______________________________________________

as my/our proxy to act for me/us at the Meeting (or at any adjournment thereof) of the Company to be held at Monaco Room, Basement 1, Regal HongKong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 29 May 2015 at 9:30 a.m. to consider and, if thought fit, pass the resolutions as set out in the notice convening the said Meeting and at such Meeting to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS | FOR[4] | AGAINST[4] |
|---|---|---|
| 1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 December 2014. | | |
| 2. To consider and approve a final dividend for the year ended 31 December 2014. | | |
| 3. (a) Re-appointment of Directors. | | |
| (i) To re-appoint SUN Xinhu as an executive Director. | | |
| (ii) To re-appoint WANG Di as a non-executive Director. | | |
| (iii) To re-appoint WANG Yong as a non-executive Director. | | |
| (iv) To re-appoint LI Yiyi as a non-executive Director. | | |
| (v) To re-appoint LEUNG Shu Sun Sunny as an independent non-executive Director. | | |
| (vi) To re-appoint YU Kou as an independent non-executive Director. | | |
| (vii) To re-appoint LIU Xiangming as an independent non-executive Director. | | |
| (b) To authorise the board of directors of the Company (the "**Board**") to fix their remuneration. | | |
| 4. To consider and approve the re-appointment of Ernst & Young as auditors of the Company and to authorise the Board of the Company to fix their remuneration. | | |
| 5. To grant the Share Repurchase Mandate to the directors of the Company. | | |
| 6. To grant the Issue Mandate to the directors of the Company. | | |
| 7. To extend the Issue Mandate by the addition of the aggregate nominal amount of Shares repurchased by the Company pursuant to the Share Repurchase Mandate. | | |

Signature[5] ______________________ Dated this ____________ day of ____________, 2015

*Notes:*

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of the Company to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX UNDER THE COLUMN MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX UNDER THE COLUMN MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar, 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 or adjourned meeting.
7. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was 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 joint holder, 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.
8. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote instead of him/her. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Please refer to the notice of the Meeting for full text of the resolutions.