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魏橋紡織股份有限公司

Weiqiao Textile Company Limited*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2698)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Weiqiao Textile Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be convened and held at 9:00 a.m. on 24 December 2014 (Wednesday) at the conference hall 401 on the Fourth Floor, Company Office Building, No. 1 Wei Fang Lu, Economic Development Zone, Zouping County, Shandong Province, the People's Republic of China (the “**PRC**”), to consider and, if thought fit, approve the following ordinary resolutions:

AS ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the thermal power assets swap agreement (the “**Thermal Power Assets Swap Agreement**”) entered into between the Company and 山東魏橋創業集團有限公司 (Shandong Weiqiao Chuangye Group Company Limited) (“**Holding Company**”, together with its subsidiaries and associates (excluding the Group) the “**Parent Group**”) on 21 October 2014 be and is hereby approved, ratified and confirmed; and
- (b) any director of the Company be and is hereby authorised to do further acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the Thermal Power Asset Swap Agreement and the transactions thereunder.”

* *For identification purpose only*

2. **“THAT:**

- (a) the renewed cotton yarn/grey fabric and denim supply agreement (the **“Renewed Cotton Yarn/Grey Fabric and Denim Supply Agreement”**) entered into between the Company and the Holding Company on 21 October 2014 be and is hereby approved, ratified and confirmed;
- (b) the estimated maximum values of the annual aggregate supply of cotton yarn/grey fabric and denim by the Group to Parent Group (as set out in the announcements of the Company dated 21 October 2014) for each of the three years ending 31 December 2017 (the **“Annual Parent Cotton Yarn/Grey Fabric and Denim Supply Caps”**) be and are hereby approved and confirmed; and
- (c) any director of the Company be and is hereby authorised to do further acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the Renewed Cotton Yarn/Grey Fabric and Denim Supply Agreement and the transactions thereunder, and the Annual Parent Cotton Yarn/Grey Fabric and Denim Supply Caps.”

By Order of the Board
Weiqiao Textile Company Limited
Zhang Jinglei
Executive Director and Company Secretary

10 November 2014
Shandong
The PRC

Notes:

- (A) A circular containing, among others, further details of the Thermal Power Assets Swap Agreement, the Renewed Cotton Yarn/Grey Fabric and Denim Supply Agreement and the Annual Parent Cotton Yarn/Grey Fabric and Denim Supply Caps, the letter from the independent board committee to the independent shareholder and the letter of advice from the independent financial adviser to the independent board committee and the independent shareholders will be despatched to the shareholders as soon as possible.
- (B) The H Share register of the Company will be closed from 25 November 2014 (Tuesday) to 24 December 2014 (Wednesday) (both days inclusive), during which no transfer of H Shares will be effected. Any holders of H Shares of the Company, whose names appear on the Company’s register of members at 4:30 p.m. on 24 November 2014 (Monday), are entitled to attend and vote at the EGM after completing the registration procedures for attending the meeting. In order to be entitled to attend and vote at the EGM, share transfer documents should be lodged with the Company’s H Share registrar not later than 4:30 p.m. on 24 November 2014 (Monday).

The address of the share registrar for the Company's H Shares is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (C) Holders of H Shares and Domestic Shares, who intend to attend the EGM, must complete the reply slips for attending the EGM and return them to the Office of the secretary to the board of directors of the Company not later than 20 days before the date of the EGM, i.e. on or before 4 December 2014 (Thursday).

Details of the Office of the secretary to the board of directors of the Company are as follows:

Fourth Floor
Company Office Building
No. 1 Wei Fang Lu
Economic Development Zone
Zouping County
Shandong Province
People's Republic of China
Tel: 86 (543) 4162222
Fax: 86 (543) 4162000

- (D) The resolutions proposed at the EGM will be voted by way of poll.
- (E) Each holder of H Shares who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the EGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (F) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified.
- (G) To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Shares share registrar, Computershare Hong Kong Investor Services Limited, on 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

- (H) Each holder of Domestic Shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the EGM. Notes (E) to (F) also apply to holders of Domestic Shares, except that the proxy form or other documents of authority must be delivered to the Office of the secretary to the board of directors, the address of which is set out in Note (C) above, not less than 24 hours before the time for holding the EGM or any adjournment, thereof in order for such documents to be valid.
- (I) If a proxy attends the EGM on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person share shareholder attends the EGM, such legal representative should produce his/her ID card and valid documents evidencing his capacity as such legal representative. If a legal person share shareholder appoints a representative of a company other than its legal representative to attend the EGM, such representative should produce his ID card and an authorization instrument affixed with the seal of the legal person share shareholder and duly signed by its legal representative.
- (J) The EGM is expected to last not more than half a day. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.
- (K) As at the date of this announcement, the board of directors of the Company comprises 9 directors, namely Ms. Zhang Hongxia, Ms. Zhao Suwen, Ms. Zhang Yanhong and Mr. Zhang Jinglei as executive directors, Mr. Zhang Shiping, and Ms. Zhao Suhua as non-executive directors and Mr. Wang Naixin, Mr. George Chan Wing Yau and Mr. Chen Shuwen as independent non-executive directors.

* *For identification purposes only. The Company is registered in Hong Kong as a non-Hong Kong company under the English name "Weiqiao Textile Company Limited" and the Chinese name of the Company under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).*