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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)

**PROPOSED FURTHER AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

This announcement is made by Weiqiao Textile Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the announcement of the Company dated 15 March 2019 in relation to the certain amendments (the “**Proposed Amendments**”) to the current articles of association of the Company (the “**Articles of Association**”) proposed by the board of directors (the “**Board**”) of the Company. In view of the changes in regulatory requirements and economic environment and in light of the actual situations of the Company, the Board proposed to make further amendments (the “**Proposed Further Amendments**”) to the current Articles of Association.

Details of the Proposed Further Amendments are as follows:

Existing Articles of Association	Revised Articles of Association
<p>Article 3.4 Shares that the Company issues to domestic investors for subscription in Renminbi shall be known as domestic shares. Shares that the Company issues to foreign investors for subscription in foreign currencies shall be known as foreign shares. Foreign shares offered and listed overseas shall be known as overseas listed foreign shares.</p>	<p>Article 3.4 Shares that the Company issues to domestic investors for subscription in Renminbi shall be known as domestic shares. Shares that the Company issues to foreign investors for subscription in foreign currencies shall be known as foreign shares. Foreign shares offered and listed overseas shall be known as overseas listed foreign shares. The domestic shares that are allowed to be listed and traded on foreign stock exchanges with the approval of the securities regulatory authorities under the State Council and the overseas listed foreign shares are collectively referred to as overseas listed shares. Among which, those listed on the Hong Kong Stock Exchange are referred to as “H Shares”.</p> <p>Unless otherwise required under the laws and regulations, conversion of all or part of the shares held by the holders of domestic shares into the H Shares is not subject to voting at the general meeting or shareholders class meeting, provided that it shall be subject to the approval of the securities regulatory authorities under the State Council and comply with the regulatory procedures, provisions and requirements of the overseas securities market.</p>

Existing Articles of Association	Revised Articles of Association
<p>Article 6.5 The Company may keep overseas the register of holders of overseas listed foreign shares and entrust it to the care of an overseas agency in accordance with the understanding and agreement reached between the securities regulatory authority under the State Council and the overseas securities regulatory authority. The original of the register of holders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall keep at its domicile a copy of the register of holders of overseas listed foreign shares; the entrusted overseas agency shall always ensure that the original and copies of the register of holders of overseas listed foreign shares are consistent. Where the original and copies of the register of holders of overseas listed foreign shares are discrepant, the original shall prevail.</p>	<p>Article 6.5 The Company may keep overseas the register of holders of overseas listed shares and entrust it to the care of an overseas agency in accordance with the understanding and agreement reached between the securities regulatory authority under the State Council and the overseas securities regulatory authority. The original of the register of holders of overseas listed shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall keep at its domicile a copy of the register of holders of overseas listed shares; the entrusted overseas agency shall always ensure that the original and copies of the register of holders of overseas listed shares are consistent. Where the original and copies of the register of holders of overseas listed shares are discrepant, the original shall prevail.</p>
<p>Article 6.6 The Company shall keep a complete shareholders' register.</p> <p>The shareholders' register shall include the following parts:</p> <p>(I) Shareholders' register kept at the domicile of the Company, save as specified in (II) and (III) herein;</p> <p>(II) Register of holders of overseas listed foreign shares kept at the overseas stock exchange;</p> <p>(III) Shareholders' register that the board of directors decides to keep at other place for the purpose of listing.</p>	<p>Article 6.6 The Company shall keep a complete shareholders' register.</p> <p>The shareholders' register shall include the following parts:</p> <p>(I) Shareholders' register kept at the domicile of the Company, save as specified in (II) and (III) herein;</p> <p>(II) Register of holders of overseas listed shares kept at the overseas stock exchange;</p> <p>(III) Shareholders' register that the board of directors decides to keep at other place for the purpose of listing.</p>

Existing Articles of Association	Revised Articles of Association
<p>Article 6.8 All overseas listed foreign shares listed in Hong Kong for which full payment has been made may be transferred freely in accordance with these Articles of Association; save under the following conditions, the board of directors may refuse to recognise any transfer instrument without providing any reason:</p> <p>(I) HK\$2.5 or a higher amount approved by SEHK has been paid to the Company to register the share transfer instrument and any other document relating to or affecting ownership of the shares;</p> <p>(II) The transfer instrument only involves overseas listed foreign shares listed in Hong Kong;</p> <p>(III) Stamp tax has been paid for the transfer instrument;</p> <p>(IV) It is required to provide relevant shares and evidence reasonably required by the board of directors to prove that the transferor has the right to transfer the said shares;</p> <p>(V) If the shares are transferred to joint holders, the number of joint holders shall not exceed four;</p> <p>(VI) The relevant shares are not subject to lien of any company.</p>	<p>Article 6.8 All overseas listed shares listed in Hong Kong for which full payment has been made may be transferred freely in accordance with these Articles of Association; save under the following conditions, the board of directors may refuse to recognise any transfer instrument without providing any reason:</p> <p>(I) HK\$2.5 or a higher amount approved by SEHK has been paid to the Company to register the share transfer instrument and any other document relating to or affecting ownership of the shares;</p> <p>(II) The transfer instrument only involves overseas listed shares listed in Hong Kong;</p> <p>(III) Stamp tax has been paid for the transfer instrument;</p> <p>(IV) It is required to provide relevant shares and evidence reasonably required by the board of directors to prove that the transferor has the right to transfer the said shares;</p> <p>(V) If the shares are transferred to joint holders, the number of joint holders shall not exceed four;</p> <p>(VI) The relevant shares are not subject to lien of any company.</p>

Existing Articles of Association	Revised Articles of Association
<p>Any holder of foreign shares may transfer all or part of his shares of the Company via the common written transfer instrument of the place where the foreign shares are listed or via a transfer instrument signed by hand or in printed form. The standard transfer form specified by SEHK may be used for the aforesaid share transfer. The transfer instrument shall be signed by the transferor and transferee either by hand or in printed form.</p>	<p>Any holder of foreign shares may transfer all or part of his shares of the Company via the common written transfer instrument of the place where the foreign shares are listed or via a transfer instrument signed by hand or in printed form. The standard transfer form specified by SEHK may be used for the aforesaid share transfer. The transfer instrument shall be signed by the transferor and transferee either by hand or in printed form.</p>
<p>Article 6.12 If any shareholder in the shareholders' register or any person requesting to have his name recorded in the shareholders' register has lost his shares (i.e. "the Original Shares"), the said shareholder or person may apply to the Company to reissue new shares for the said shares (i.e. "the Relevant Shares"). Application for reissue of shares lost by domestic shareholders shall be processed pursuant to Article 150 of <i>Company Law</i>.</p> <p>Application for reissue of shares lost by holders of overseas listed foreign shares shall be processed pursuant to the law, rules of the stock exchange and other relevant regulations of the place where the original of the register of holders of overseas listed foreign shares is kept. Reissue of the said shares shall meet the following requirements:</p> <p>.....</p>	<p>Article 6.12 If any shareholder in the shareholders' register or any person requesting to have his name recorded in the shareholders' register has lost his shares (i.e. "the Original Shares"), the said shareholder or person may apply to the Company to reissue new shares for the said shares (i.e. "the Relevant Shares"). Application for reissue of shares lost by domestic shareholders shall be processed pursuant to Article 143 of <i>Company Law</i>.</p> <p>Application for reissue of shares lost by holders of overseas listed shares shall be processed pursuant to the law, rules of the stock exchange and other relevant regulations of the place where the original of the register of holders of overseas listed shares is kept. Reissue of the said shares shall meet the following requirements:</p> <p>.....</p>

Existing Articles of Association	Revised Articles of Association
<p>Article 9.8 Apart from holders of other classes of shares, holders of domestic shares and overseas listed foreign shares are deemed as shareholders of different classes.</p> <p>The special procedures for approval by class shareholders shall not apply in the following circumstances:</p> <p>(I) With the approval by special resolutions at a general meeting, the Company issues and plans to issue, at one or more occasions, a total number of shares not exceeding 20% of each of its existing issued and outstanding domestic shares and overseas listed foreign shares in every 12 months;</p> <p>(II) The Company’s plan to issue domestic shares and overseas listed foreign shares at the time of its establishment is completed within 15 months from the date of approval by China Securities Regulatory Committee.</p>	<p>Article 9.8 Apart from holders of other classes of shares, holders of domestic shares and overseas listed shares are deemed as shareholders of different classes.</p> <p>The special procedures for approval by class shareholders shall not apply in the following circumstances:</p> <p>(I) With the approval by special resolutions at a general meeting, the Company issues and plans to issue, at one or more occasions, a total number of shares not exceeding 20% of each of its existing issued and outstanding domestic shares and overseas listed foreign shares in every 12 months;</p> <p>(II) The Company’s plan to issue domestic shares and overseas listed foreign shares at the time of its establishment is completed within 15 months from the date of approval by China Securities Regulatory Committee.</p>
<p>Article 15.4 The financial reports of the Company shall be kept in the Company and accessible to the shareholders at least 20 days before convening of the annual general meeting. Every shareholder shall have the right of access to the aforesaid financial reports.</p> <p>The Company shall send by prepaid mail to all holders of overseas listed foreign shares copies of the financial reports, balance sheets (including appendixes required by PRC laws and administrative regulations), and income statements (or the aforesaid reports). The financial reports shall be served to all shareholders at least 21 days before the annual general meeting, as per the addresses in the shareholders’ register.</p>	<p>Article 15.4 The financial reports of the Company shall be kept in the Company and accessible to the shareholders at least 20 days before convening of the annual general meeting. Every shareholder shall have the right of access to the aforesaid financial reports.</p> <p>The Company shall send by prepaid mail to all holders of overseas listed shares copies of the financial reports, balance sheets (including appendixes required by PRC laws and administrative regulations), and income statements (or the aforesaid reports). The financial reports shall be served to all shareholders at least 21 days before the annual general meeting, as per the addresses in the shareholders’ register.</p>

Existing Articles of Association	Revised Articles of Association
<p>Article 15.22 The Company shall appoint collection agents for holders of overseas listed foreign shares. The collection agents shall, on behalf of the related shareholders, collect dividends and other payables distributed by the Company for the overseas listed foreign shares.</p> <p>The agents appointed by the Company shall meet the requirements of the laws of the listing place or the stock exchange.</p> <p>The agents appointed by the Company for holders of H shares listed on SEHK shall be trust companies registered pursuant to Trustee Ordinance of Hong Kong.</p>	<p>Article 15.22 The Company shall appoint collection agents for holders of overseas listed shares. The collection agents shall, on behalf of the related shareholders, collect dividends and other payables distributed by the Company for the overseas listed shares.</p> <p>The agents appointed by the Company shall meet the requirements of the laws of the listing place or the stock exchange.</p> <p>The agents appointed by the Company for holders of H shares listed on SEHK shall be trust companies registered pursuant to Trustee Ordinance of Hong Kong.</p>
<p>Article 16.11 The Company shall send a copy of the written notice mentioned in (II) of Article 16.10 of these Articles of Association to the competent authority within 14 days after receipt of the said notice. If the notice contains the statement mentioned in (II) of Article 16.10 of these Articles of Association, the Company shall keep a copy of the said statement in the domicile of the Company for reference by the shareholders. The Company shall also send the aforesaid copy by prepaid mail to every holder of overseas listed foreign shares at the address as shown in the shareholders' register.</p>	<p>Article 16.11 The Company shall send a copy of the written notice mentioned in (II) of Article 16.10 of these Articles of Association to the competent authority within 14 days after receipt of the said notice. If the notice contains the statement mentioned in (II) of Article 16.10 of these Articles of Association, the Company shall keep a copy of the said statement in the domicile of the Company for reference by the shareholders. The Company shall also send the aforesaid copy by prepaid mail to every holder of overseas listed shares at the address as shown in the shareholders' register.</p>

Existing Articles of Association	Revised Articles of Association
<p>Article 23.1 The Company shall settle disputes following the rules below:</p> <p>(I) In the event of any dispute or claim between a holder of overseas listed foreign shares and the Company, between a holder of overseas listed foreign shares and a director, supervisor, manager or other senior executive, and between a holder of overseas listed foreign shares and a holder of domestic shares arising from rights and obligations specified in these Articles of Association, Company Law and other relevant laws and administrative regulations and relating to the affairs of the Company, the parties concerned shall submit the said dispute or claim for arbitration.</p> <p>Disputes relating to definition of shareholders and shareholders' register may be settled other than through arbitration.</p> <p>.....</p>	<p>Article 23.1 The Company shall settle disputes following the rules below:</p> <p>(I) In the event of any dispute or claim between a holder of overseas listed shares and the Company, between a holder of overseas listed shares and a director, supervisor, manager or other senior executive, and between a holder of overseas listed shares and a holder of domestic shares arising from rights and obligations specified in these Articles of Association, Company Law and other relevant laws and administrative regulations and relating to the affairs of the Company, the parties concerned shall submit the said dispute or claim for arbitration.</p> <p>Disputes relating to definition of shareholders and shareholders' register may be settled other than through arbitration.</p> <p>.....</p>

Save for the Proposed Amendments and the Proposed Further Amendments as set out above, other provisions in the Articles of Association remain unchanged.

The Articles of Association and the Proposed Further Amendments are written in Chinese and English. If there is any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.

The Proposed Further Amendments are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the annual general meeting of the Company (the “**AGM**”) and the approval of, and registration or filing with, the relevant competent authorities in the PRC.

A special resolution will be put to the Shareholders at the forthcoming AGM for approving, among other things, the Proposed Amendments and the Proposed Further Amendments.

A circular, containing, among other things, details of the Proposed Amendments and the Proposed Further Amendments will be despatched to the Shareholders in due course.

On behalf of the Board
Weiqiao Textile Company Limited*
Zhang Jinglei
Executive Director and Company Secretary

8 April 2019
Shandong, the PRC

As at the date of this announcement, the Board comprises nine directors, namely Ms. Zhang Hongxia, Ms. Zhang Yanhong, Ms. Zhao Suwen and Mr. Zhang Jinglei as executive directors, Mr. Zhang Shiping and Ms. Zhao Suhua as non-executive directors and Mr. George Chan Wing Yau, Mr. Chen Shuwen and Mr. Liu Yanzhao as independent non-executive directors.

* *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).*