



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)

**PROXY FORM FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON 30 MAY 2019**

I/We _____,
of _____,
am/are the shareholder(s) of Weiqiao Textile Company Limited (the “Company”), holding _____
H shares/domestic shares. I/we hereby appoint _____,
of _____,
as my/our proxy/proxies or I/We hereby appoint the chairman of the annual general meeting (the “Annual General Meeting”) as my/our proxy (please delete where appropriate) for _____
H shares/domestic shares which I/we hold in the share capital of the Company to attend and vote at the Annual General Meeting to be held at the conference hall 401 on the Fourth Floor, Company Office Building, No. 1 Wei Fang Road, Zouping Economic Development Zone, Zouping City, Shandong Province, the People's Republic of China (the “PRC”) at 9:00 a.m. on 30 May 2019 (Thursday) or at any adjournment thereof. The proxy/proxies is/are authorised to vote on the resolutions according to the following instructions. In the absence of instructions, the proxy/proxies shall vote for or against the resolutions or abstain at their discretion.

	Ordinary Resolutions	For	Against	Abstention
1.	to consider and approve the report of the board of directors of the Company (the “Board”) and the report of the supervisory committee of the Company for the year ended 31 December 2018;			
2.	to consider and approve the consolidated audited financial statements of the Company and its subsidiaries for the year ended 31 December 2018;			
3.	to consider and approve the profit distribution proposal of the Company and the relevant declaration and payment of final dividends for the year ended 31 December 2018;			
4.	to consider and approve the report of the final accounts of the Company and the report of the international auditor for the year ended 31 December 2018;			
5.	to consider and approve the annual remuneration proposal for the Company's directors and supervisors for the year ending 31 December 2019;			
6.	to consider and approve the re-appointment of ShineWing Certified Public Accountants as the Company's domestic auditor for the year ending 31 December 2019 and SHINEWING (HK) CPA Limited as the Company's international auditor for the year ending 31 December 2019 and the granting of the authorization to the Board to determine their remuneration; and			
7.	to consider and approve other business, if any.			

* 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).

	Special Resolutions	For	Against	Abstention
8.	to consider and approve the proposed amendments to the articles of association of the Company;			
9.	<p>“THAT:</p> <p>(1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, or make or grant offers, agreements or purchase options, subject to the following conditions:</p> <p>(a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;</p> <p>(b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:</p> <p>(i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue at the date of passing this resolution; and</p> <p>(ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares of the Company in issue at the date of passing this resolution, in each case as of the date of this resolution; and</p> <p>(c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC, the Securities Law of the PRC and relevant laws and regulations, and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals (if required) from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities are obtained; and</p> <p>(2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:</p> <p>(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 to):</p> <p>(i) determine the class and number of shares to be issued;</p> <p>(ii) determine the issue price of the new shares;</p> <p>(iii) determine the opening and closing dates of the new issue;</p> <p>(iv) determine the use of proceeds of the new issue;</p> <p>(v) determine the class and number of new shares (if any) to be issued to the existing shareholders;</p> <p>(vi) make or grant such offers, agreements and options as may be necessary in the exercise of such powers; and</p> <p>(vii) in the case of an offer or allotment of shares to the shareholders of the Company, exclude shareholders who are resident outside the PRC or the Hong Kong Special Administrative Region of the PRC (“Hong Kong”) on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;</p>			

	Special Resolutions	For	Against	Abstention
	<p>(b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and</p> <p>(c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities, and take any other required actions and complete any other procedures as required.</p> <p>For the purposes of this resolution:</p> <p>“Domestic Shares” means domestic invested shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC investors;</p> <p>“H Shares” means the overseas listed foreign invested shares in the share capital of the Company, with a par value of RMB1.00 each, and which are subscribed for and traded in Hong Kong dollars; and</p> <p>“Relevant Period” means the period from the passing of this resolution until the earliest of:</p> <p>(a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or</p> <p>(b) the expiration of the 12-month period following the passing of this resolution; or</p> <p>(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.”</p>			

	Special Resolutions	For	Against	Abstention
10.	<p>“THAT:</p> <p>There be granted to the Board, a general mandate to repurchase H Shares subject to the following conditions:</p> <p>(a) subject to paragraphs (b) and (c) below, the exercise by the Board during the Relevant Period of all the powers of the Company to repurchase H Shares in issue on The Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is approved;</p> <p>(b) the aggregate nominal value of H Shares authorised to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of H Shares in issue as at the date of the passing of this special resolution;</p> <p>(c) the approval in paragraph (a) above shall be conditional upon:</p> <p>(i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this subparagraph (c)(i)) at the Annual General Meeting to be held on Thursday, 30 May 2019 (or on such adjourned date as may be applicable); and the H shareholders class meeting and domestic shareholders class meeting of the Company to be held on Thursday, 30 May 2019 (or on such adjourned date as may be applicable); and</p> <p>(ii) the approval of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate;</p> <p>(d) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be hereby authorised to:</p> <p>(i) make such amendments to the articles of association of the Company as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares as contemplated in paragraph (a) above; and</p> <p>(ii) file the amended articles of association of the Company with the relevant governmental authorities of the PRC and to apply for registration with the relevant companies registration authorities in the PRC of the change of registered capital of the Company in accordance with all applicable laws, rules, regulations and/or requirements of the relevant governmental or regulatory body in the PRC.</p>			

	Special Resolutions	For	Against	Abstention
	<p>For the purposes of this resolution:</p> <p>“Domestic Shares” means domestic invested shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC investors;</p> <p>“H Shares” means the overseas listed foreign invested shares in the share capital of the Company, with a par value of RMB1.00 each, and which are subscribed for and traded in Hong Kong dollars; and</p> <p>“Relevant Period” means the period from the passing of this resolution until the earliest of:</p> <p>(a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or</p> <p>(b) the expiration of the 12-month period following the passing of this resolution; or</p> <p>(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 or by a special resolution of holders of H Shares or holders of Domestic Shares at their respective class meetings.”</p>			

Date: _____ 2019

Signature: _____

Notes:

- (A) The Company’s H Share register of members will be closed from Tuesday, 30 April 2019 to Thursday, 30 May 2019 (both dates inclusive), during which no transfer of shares will be registered. In order to qualify for attending to, and voting in, the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 29 April 2019.

The Company’s H Share register of members will be closed from Sunday, 9 June 2019 to Friday, 14 June 2019 (both dates inclusive), during which no transfer of shares will be registered. In order to qualify for the proposed final dividends, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 6 June 2019.

- (B) Holders of H Shares and Domestic Shares, who intend to attend the Annual General Meeting, must complete the reply slips for attending the Annual General Meeting and return them to the office of the secretary to the Board not later than 20 days before the date of the Annual General Meeting, i.e. no later than Friday, 10 May 2019.

Details of the office of the secretary to the Board are as follows:

Room 412, Fourth Floor
Company Office Building
No. 1 Wei Fang Road
Zouping Economic Development Zone
Zouping City
Shandong Province
The PRC

Postal Code: 256200
Tel: (86) 543 416 2222
Fax: (86) 543 416 2000

- (C) Each holder of H Shares who has the right to attend and vote at the Annual General Meeting (or at any adjournment thereof) is entitled to appoint in writing one or more proxies, whether a shareholder of the Company or not, to attend and vote on his behalf at the Annual General Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. Each shareholder who wishes to appoint one or more proxies should first review the annual report of the Company for the year ended 31 December 2018.
- (D) 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.
- (E) 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 certified copy of that power of attorney or other authority (such certification to be made by a notary public), must be delivered to the Company’s H Shares registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 24 hours before the time for holding the Annual General Meeting or any adjournment thereof.

- (F) 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 Annual General Meeting. Notes (C) to (D) 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, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the Annual General Meeting or any adjournment, thereof in order for such documents to be valid.
- (G) If a proxy attends the Annual General Meeting 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 Annual General Meeting, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a legal person share shareholder appoints a representative of the company other than its legal representative to attend the Annual General Meeting, 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.
- (H) The Annual General Meeting is expected to last for half a day. Shareholders attending the Annual General Meeting are responsible for their own transportation and accommodation expenses.
- (I) **IMPORTANT:** If you wish to vote for a resolution, please place a “✓” in the box marked “FOR”. If you wish to vote against a resolution, please place a “✓” in the box marked “AGAINST”. Failure to complete a box will entitle your proxy to cast your vote(s) at his discretion. The shares abstained will not be counted in the calculation of the required majority. Your proxy will also be entitled to vote at his discretion on any resolution (or any amendment thereto) properly put to the Annual General Meeting other than those set out in the notice convening the Annual General Meeting.
- (J) Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
- (K) Each alteration made to this form of proxy must be initialed by the person who signs it.