



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 1 June 2009

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 as my/our proxy/proxies (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 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 at 9 a.m. on 1 June 2009 (Monday) 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 Consolidated Audited Financial Statements of the Company, the Report of the Board of Directors of the Company, the Report of the Supervisory Committee of the Company and the Report of the International Auditors, for the year ended 31 December 2008;			
2.	To consider and approve the profit distribution proposal of the Company and the relevant declaration and payment of a final dividend for the year ended 31 December 2008;			
3.	To consider and approve the annual remuneration proposal for the Company's Directors and Supervisors for the year ending 31 December 2009;			
4.	To consider and approve, the re-appointment of Ernst & Young Hua Ming as the Company's domestic auditors and Ernst & Young as the Company's international auditors for the year ending 31 December 2009 and the granting of the authorisation to the Board of Directors of the Company to determine their remuneration;			
5.	To consider and approve the re-election of Ms. Zhang Hongxia as an executive director;			
6.	To consider and approve the re-election of Mr. Qi Xingli as an executive director;			
7.	To consider and approve the re-election of Ms. Zhao Suwen as an executive director;			
8.	To consider and approve the re-election of Ms. Zhang Yanhong as an executive director;			
9.	To consider and approve the re-election of Mr. Zhang Shiping as a non-executive director;			
10.	To consider and approve the re-election of Mr. Wang Zhaoting as a non-executive director;			

Ordinary Resolutions		For	Against	Abstention
11.	To consider and approve the re-election of Mr. Wang Naixin as an independent non-executive director;			
12.	To consider and approve the re-election of Mr. Xu Wenying as an independent non-executive director;			
13.	To consider and approve the re-election of Mr. George Chan Wing Yau as an independent non-executive director;			
14.	To consider and approve the re-election of Mr. Liu Mingping as a supervisor;			
15.	To consider and approve the re-election of Mr. Lu Tianfu as an independent supervisor;			
16.	To consider and approve the re-election of Ms. Wang Wei as an independent supervisor; and			
17.	To consider and approve other matters, if any.			
Special Resolutions		For	Against	Abstention
18.	<p>“THAT:</p> <p>(1) there be granted to the Board of Directors of the Company, 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 options, subject to the following conditions:</p> <p>(a) such mandate shall not extend beyond the Relevant Period save that the Board of Directors of the Company 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 of Directors of the Company 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; 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, in each case as of the date of this Resolution; and</p> <p>(c) the Board of Directors of the Company shall only exercise its power under such mandate in accordance with the Company Law of the PRC 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 of Directors of the Company resolving to issue shares pursuant to sub-paragraph (1) of this Resolution, the Board of Directors of the Company 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):</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>			

Special Resolutions	For	Against	Abstention
<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 of Directors of the Company considers necessary or expedient;</p> <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>			
<p>19. To review and approve the resolution to amend the Articles of Association of the Company and to authorise the Board of Directors to take all necessary actions in respect of such amendments including obtaining approvals from the relevant authorities, if required.</p>			

Date: _____ 2009

Signature: _____

Notes:

- (A) The H Share register of the Company will be closed from 1 May 2009 (Friday) to 1 June 2009 (Monday) (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 the close of business on 30 April 2009 (Thursday), are entitled to attend and vote at the Annual General Meeting after completing the registration procedures for attending the meeting. In order to be entitled to attend and vote at the Annual General Meeting, share transfer documents should be lodged with the Company's H Shares share registrar not later than 4:00 p.m. on 30 April 2009 (Thursday).

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

Computershare Hong Kong Investor Services Limited
Rooms 1712-1716
17th Floor
Hopewell Centre
183 Queens Road East
Wanchai
Hong Kong

- (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 of Directors of the Company not later than 20 days before the date of the Annual General Meeting, i.e. no later than 12 May 2009 (Tuesday).

Details of the Office of the Secretary to the Board of Directors of the Company are as follows:

First Floor
Company Office Building
No.1 Wei Fang Lu
Economic Development Zone
Zouping County
Shandong Province
The People's Republic of China

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 2008.
- (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), must be delivered to the Company's H Shares share registrar, Computershare Hong Kong Investor Services Limited on the 46th Floor, Hopewell Centre, 183 Queens Road East, Hong Kong, 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.
- (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 of Directors, 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.

* *The Company is registered in Hong Kong as an oversea company under the English name Weiqiao Textile Company Limited*