



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 H SHAREHOLDERS CLASS 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. I/we hereby appoint _____ ,
of _____ ,
as my/our proxy/proxies or I/We hereby appoint the chairman of the H shareholders class meeting (the “**H Shareholders Class Meeting**”) as my/our proxy (please delete where appropriate) for _____
H shares which I/we hold in the share capital of the Company to attend and vote at the H Shareholders Class 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 resolution according to the following instructions. In the absence of instructions, the proxy/proxies shall vote for or against the resolution or abstain at their discretion.

	Special Resolution	For	Against	Abstention
1	<p>“THAT: There be granted to the board of directors of the Company (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>			

* 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 Resolution	For	Against	Abstention
<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 of the Company 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> <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 H Shareholders Class 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, 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.
- (B) Holders of H Shares, who intend to attend the H Shareholders Class Meeting, must complete the reply slips for attending the H Shareholders Class Meeting and return them to the office of the secretary to the Board not later than 20 days before the date of the H Shareholders Class 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 H Shareholders Class 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 H Shareholders Class Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (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 notorially 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 H Shareholders Class Meeting or any adjournment thereof.
- (F) If a proxy attends the H Shareholders Class 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 H Shareholders Class 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 H Shareholders Class 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.
- (G) The H Shareholders Class Meeting is expected to last for half a day. Shareholders attending the H Shareholders Class Meeting are responsible for their own transportation and accommodation expenses.
- (H) **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 H Shareholders Class Meeting other than those set out in the notice convening the H Shareholders Class Meeting.
- (I) 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.
- (J) Each alteration made to this form of proxy must be initialed by the person who signs it.