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If you are in doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Weiqiao Textile Company Limited, you should at once hand this circular together with the enclosed forms of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 DECLARATION OF FINAL DIVIDENDS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED RENEWAL OF GENERAL MANDATE TO ISSUE SHARES,
PROPOSED RENEWAL OF GENERAL MANDATE TO REPURCHASE H SHARES,
AND
NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

A letter from the Board is set out on pages 3 to 9 of this circular.

Notices convening the Annual General Meeting and the Class Meetings to be convened and held at 9:00 a.m. and immediately after the conclusion of the Annual General Meeting on Thursday, 30 May 2019 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 are set out on pages 23 to 37 of this circular. Whether or not you are able to attend the above meetings, you are requested to complete the forms of proxy in accordance with the instructions printed thereon and return them to the Company's branch 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 (for holders of H Shares) or to the office of the secretary to the Board, Room 412, Fourth Floor, Company Office Building, No. 1 Wei Fang Road, Economic Development Zone, Zouping City, Shandong Province, The PRC (for holders of Domestic Shares) as soon as possible and in any event not less than 24 hours before the time for holding the above meetings or the time appointed for taking the poll. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the Annual General Meeting and the Class Meetings or any adjournment thereof if you so wish.

15 April 2019

* For identification purposes only.

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DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this circular:

“Annual General Meeting”	the Annual General Meeting of the Company to be held at 9:00 a.m. on Thursday, 30 May 2019 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 PRC
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors
“Class Meetings”	the class meeting for holders of H Shares to be held immediately after the conclusion of the Annual General Meeting and the class meeting for holders of Domestic Shares to be held immediately after the conclusion of the said class meeting for holders of H Shares, the respective notices of which or any adjournment thereof respectively are set out on pages 30 to 37 of this circular
“Company”	魏橋紡織股份有限公司 (Weiqiao Textile Company Limited)
“CSRC”	China Securities Regulatory Commission
“Company Law”	the Company Law of the PRC
“Director(s)”	the director(s) of the Company
“Domestic Shares”	domestic shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for in RMB
“Group”	the Company and its subsidiaries
“H Shares”	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Mandatory Provisions”	《到境外上市公司章程必備條款》 (the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas) issued on 27 August 1994 by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System of the PRC
“PRC”	People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in this circular
“Repurchase Mandate”	subject to the conditions set out in the proposed resolution approving the repurchase mandate at the Annual General Meeting and the Class Meetings, the general mandate to be granted to the Board to exercise the power of the Company to repurchase H Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of H Shares in issue of the Company as at the date of the passing of the relevant resolution as set out in the notices of the Annual General Meeting and the Class Meetings
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC and its competent local branches
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	include Domestic Shares and H Shares
“Shareholder(s)”	registered holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Zhang Hongxia (Chairman)
Zhang Yanhong
Zhao Suwen
Zhang Jinglei

Non-executive Directors:

Zhang Shiping
Zhao Suhua

Independent Non-executive Directors:

George Chan Wing Yau
Chen Shuwen
Liu Yanzhao

Registered Office:

No. 34 Qidong Road
Weiqiao Town
Zouping City
Shandong Province
The PRC

Principal Place of Business in the PRC:

No. 1, Wei Fang Road
Zouping Economic Development Zone
Zouping City
Shandong Province
The PRC

Principal Place of Business in Hong Kong:

Suite 5109
The Center, 99th Queen's Road Central
Central
Hong Kong

To the Shareholders

Dear Sir/Madam,

**PROPOSED DECLARATION OF FINAL DIVIDENDS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED RENEWAL OF GENERAL MANDATE TO ISSUE SHARES,
PROPOSED RENEWAL OF GENERAL MANDATE TO REPURCHASE H SHARES,
AND
NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

* For identification purposes only

LETTER FROM THE BOARD

A. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting and the Class Meetings relating to the proposed declaration of final dividends, the Proposed Amendments to the Articles of Association, the proposed renewal of general mandate to allot, issue and deal with the Shares and the proposed renewal of general mandate to repurchase H Shares and to give you the notices of the Annual General Meeting and the Class Meetings.

B. PROPOSED DECLARATION OF FINAL DIVIDENDS

As disclosed in the announcement of annual results of the Company for the year ended 31 December 2018 dated 15 March 2019, it was proposed by the Board for the payment of final dividends for the year ended 31 December 2018 of RMB0.1656 (including tax) per Share on Friday, 28 June 2019 to the Shareholders whose names appear on the register of members of the Company on Friday, 14 June 2019.

The proposed payment of final dividends for the year ended 31 December 2018 will be subject to the approval by the Shareholders at the Annual General Meeting.

C. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to further optimize the Company's internal management systems, and 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 certain amendments to the current Articles of Association. Details of the Proposed Amendments are set out in Appendix I to this circular.

Save for the aforesaid Proposed Amendments, other provisions in the Articles of Association remain unchanged.

The Hong Kong and PRC legal advisers of the Company have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the applicable PRC laws and regulations, respectively. The Directors also confirmed that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting and the approval of, and registration or filing with, the relevant competent authorities in the PRC.

D. PROPOSED RENEWAL OF GENERAL MANDATE TO ISSUE SHARES

- (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, and make or grant offers, agreements or purchase options, subject to the following conditions:

LETTER FROM THE BOARD

- (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;
 - (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:
 - (i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares in issue at the date of passing this resolution; and
 - (ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares in issue at the date of passing this resolution, in each case as of the date of this resolution;
 - (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 Listing Rules (as the same may be amended from time to time) and only if all necessary approvals (if required) from the CSRC and/or other relevant PRC governmental authorities are obtained; and
- (2) Contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
- (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):
 - (i) determine the class and number of shares to be issued;
 - (ii) determine the issue price of the new shares;
 - (iii) determine the opening and closing dates of the new issue;
 - (iv) determine the use of proceeds of the new issue;
 - (v) determine the class and number of new shares (if any) to be issued to the existing shareholders;
 - (vi) make or grant such offers, agreements and options as may be necessary in the exercise of such powers; and
 - (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 on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;

LETTER FROM THE BOARD

- (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 as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (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.

For the purposes of this resolution:

“**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 RMB by PRC investors;

“**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

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiration of the 12-month period following the passing of this resolution; or
- (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.

E. PROPOSED RENEWAL OF GENERAL MANDATE TO REPURCHASE H SHARES

Repurchase Mandate

The Company Law, the Mandatory Provisions and the Articles of Association provide for certain restrictions on share repurchase which are applicable to all classes of Shares of the Company.

In order to increase the flexibility and efficiency in operation of the Company, the Board proposes a special resolution to grant to the Directors a general mandate to repurchase H Shares of the Company not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of the passing of such special resolution.

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its registered capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as reward to the staff of the company; or (d) the repurchase is made at the request of its shareholders who disagrees with shareholders’ resolutions

LETTER FROM THE BOARD

in connection with a merger or division. The Mandatory Provisions, which the Company has incorporated in the Articles of Association, provide that subject to obtaining the approval of the relevant PRC regulatory authorities and in compliance with the Articles of Association, the Company may repurchase its issued Shares for the purpose of reducing its share capital or in connection with a merger between itself and another entity that holds its Shares or in circumstances permitted by laws or administrative regulations.

The Listing Rules permit the shareholders of a PRC joint stock limited company to grant a general mandate to its directors to repurchase shares of such company that is listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by its shareholders in general meeting and special resolutions passed by holders of domestic shares and holders of overseas listed foreign shares at separate class meetings.

H Shares are traded on the Stock Exchange in Hong Kong dollars. Therefore, the repurchase of H Shares by the Company is subject to the approval of the SAFE (or its successor authority), and the price payable by the Company upon any repurchase of H Shares will be paid in Hong Kong dollars.

In accordance with the requirements of the Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of the resolution for the reduction of the registered capital of the Company. In addition, the Company Law provides that the shares repurchased by a company will have to be cancelled and the registered capital of that company will therefore be reduced by an amount equivalent to the aggregate nominal value of the shares so cancelled. In the event of a reduction of registered capital, the Company shall inform its creditors by way of written notice and announcement within a prescribed period after the passing of the relevant resolutions approving such reduction.

Conditions to repurchase H Shares

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares (including where such repurchase may lead to an enhancement of the net asset value per Share and/or the earnings per Share), approval is proposed to be sought from the Shareholders for the grant of the Repurchase Mandate to the Directors. In accordance with the legal and regulatory requirements described above, the Directors give notices to convene the Annual General Meeting and the Class Meetings. At each such meeting, a special resolution will be proposed to grant to the Directors the Repurchase Mandate which is a conditional general mandate to repurchase H Shares in issue on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of such special resolution.

The Repurchase Mandate will be conditional upon (a) the special resolution for approving the grant of the Repurchase Mandate being passed at each of the Annual General Meeting and the Class Meetings; and (b) the approvals of SAFE (or its successor authority) 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. If the above conditions are not fulfilled, the Repurchase Mandate will not be exercisable by the Directors.

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The Repurchase Mandate would expire on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of a period of twelve months following the passing of the relevant resolution at the Annual General Meeting and the Class Meetings; or (c) the date on which the authority conferred by the special resolution is revoked or varied by a special resolution of the Shareholders in a general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares at their respective class meetings.

The H Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of the resolution approving the Repurchase Mandate at the Annual General Meeting and the Class Meetings.

An explanatory statement giving certain information regarding the Repurchase Mandate is set out in the Appendix II to this circular.

F. ANNUAL GENERAL MEETING AND CLASS MEETINGS

The notices convening the Annual General Meeting and the Class Meetings to be held at 9:00 a.m. on Thursday, 30 May 2019 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 PRC, are set out on pages 23 to 37 of this circular for the purpose of considering and if thought fit, passing the resolutions set out therein.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the Annual General Meeting and the Class Meetings will be conducted by poll. The poll results will be published on the websites of the Company and of the Stock Exchange following the Annual General Meeting and the Class Meetings.

Forms of proxy for use at the Annual General Meeting and the Class Meetings are accompanied with this circular. Whether or not you are able to attend the Annual General Meeting and the Class Meetings, you are requested to complete the forms of proxy in accordance with the instructions printed thereon and return them to the Company's branch 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 (for holders of H Shares) or to the office of the secretary to the Board, Room 412, Fourth Floor, Company Office Building, No. 1 Wei Fang Road, Economic Development Zone, Zouping City, Shandong Province, The PRC (for holders of Domestic Shares) as soon as possible and in any event not less than 24 hours before the time for holding the above meetings or the time appointed for taking the poll. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the Annual General Meeting and the Class Meetings or any adjournment thereof if you so wish.

The reply slips for the Annual General Meeting and the Class Meetings are also enclosed with this circular. You are reminded to complete and sign the reply slips and return the signed reply slips to the office of the secretary to the Board at Room 412, Fourth Floor, Company Office Building, No. 1 Wei Fang Road, Zouping Economic Development Zone, Zouping City, Shandong Province, the PRC, no later than Friday, 10 May 2019 in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

G. BOOK CLOSURE

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 and the Class Meetings, 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.

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.

H. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting and the Class Meetings are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders vote in favour of all the resolutions to be proposed at the Annual General Meeting and the Class Meetings.

Yours faithfully,
By the order of the Board
Weiqiao Textile Company Limited*
Zhang Hongxia
Chairman and Executive Director

Shandong, the PRC
15 April 2019

The Proposed Amendments are set out below:

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>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 6.8 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> <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>

Existing Articles of Association	Revised Articles of Association
<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>
<p>Article 8.25 General meetings shall be convened and presided over by the board of directors. If the chairman cannot attend the meeting for any reason, the vice chairman shall convene and preside over the meeting. If neither the chairman nor the vice chairman can attend the meeting, the board of directors may designate a director of the Company to convene and preside over the meeting in proxy; if no person is designated to preside over the meeting, the attending shareholders may elect a person to preside over the meeting; if for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxies thereof) holding the most voting shares among the attending shareholders shall preside over the meeting.</p>	<p>Article 8.25 General meetings shall be convened by the board of directors and presided over by the chairman of the board who shall act as the chairman of the meetings. If the chairman cannot attend the meeting for any reason, the vice chairman shall preside over and act as the chairman of the meeting. If neither the chairman nor the vice chairman can attend the meeting, the board of directors may designate a director of the Company to preside over and act as the chairman of the meeting in proxy; if no person is designated to preside over the meeting, the attending shareholders may elect a person to preside over the meeting; if for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxies thereof) holding the most voting shares among the attending shareholders shall preside over the meeting.</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 10.1 The Company shall have a board of directors, which shall be accountable to and report to general meetings. The board of directors shall consist of at least 7 and at most 11 directors (the exact number of directors shall be passed at a general meeting), including 4 executive directors responsible for the daily affairs assigned by the Company, 3-7 non-executive directors who will not handle daily affairs of the Company, and 1 chairman. The Company shall ensure that the number of independent non-executive directors is at least one third of the total number of members of the board of directors.</p>	<p>Article 10.1 The Company shall have a board of directors, which shall be accountable to and report to general meetings. The board of directors shall consist of at least 7 and at most 11 directors (the exact number of directors shall be passed at a general meeting), including 4 executive directors responsible for the daily affairs assigned by the Company, 3-7 non-executive directors who will not handle daily affairs of the Company, 1 chairman and 1 vice chairman. The Company shall ensure that the number of independent non-executive directors is at least one third of the total number of members of the board of directors.</p>

Existing Articles of Association	Revised Articles of Association
<p>Article 10.2 Directors shall be elected at general meetings. Directors shall serve a term of three (3) years starting from the date of being elected. Directors shall retire upon expiry of the said term but may serve successive terms if being re-elected at general meetings. Non-executive directors shall be appointed for a specific term. All directors appointed to fill casual vacancies shall be subject to election by shareholders at the first general meeting after the appointment.</p> <p>In respect of any shareholder’s submission to the Company of (i) a notice of his intention to recommend a director candidate and (ii) a notice by that the director candidate indicates his acceptance of nomination, the deadline for giving the said notice shall not be earlier than the date of issue of the notice of such election meeting nor expires 7 days prior to the date of the meeting; however, such notice shall be given within at least 7 days.</p> <p>A general meeting may dismiss a director within his term of office by an ordinary resolution provided that the relevant laws and administrative regulations are observed (however, the claim for compensation under any contract shall not be affected).</p> <p>The chairman shall be elected or removed by more than half of all the directors, shall serve a term of 3 years, and is eligible for re-election starting from the date of being elected.</p> <p>The directors shall not be required to hold any shares of the Company.</p>	<p>Article 10.2 Directors shall be elected at general meetings. Directors shall serve a term of three (3) years starting from the date of being elected. Directors shall retire upon expiry of the said term but may serve successive terms if being re-elected at general meetings. Non-executive directors shall be appointed for a specific term. All directors appointed to fill casual vacancies shall be subject to election by shareholders at the first general meeting after the appointment.</p> <p>In respect of any shareholder’s submission to the Company of (i) a notice of his intention to recommend a director candidate and (ii) a notice by that the director candidate indicates his acceptance of nomination, the deadline for giving the said notice shall not be earlier than the date of issue of the notice of such election meeting nor expires 7 days prior to the date of the meeting; however, such notice shall be given within at least 7 days.</p> <p>A general meeting may dismiss a director within his term of office by an ordinary resolution provided that the relevant laws and administrative regulations are observed (however, the claim for compensation under any contract shall not be affected).</p> <p>The chairman and vice chairman shall be elected or removed by more than half of all the directors, shall serve a term of 3 years, and are eligible for re-election starting from the date of being elected.</p> <p>The directors shall not be required to hold any shares of the Company.</p>

Existing Articles of Association	Revised Articles of Association
<p>Article 10.5 The chairman of the board of directors shall exercise the following functions and powers:</p> <p>(I) To preside over general meetings, convene and preside over meetings of the board of directors, and make sure to properly brief all directors on the affairs considered at meetings of the board of directors;</p> <p>(II) To examine the implementation of the resolutions of the board of directors;</p> <p>(III) To sign the securities certificates issued by the Company;</p> <p>(IV) To exercise other functions and powers conferred by the board of directors; and</p> <p>(V) To ensure that each director has full access to data.</p> <p>If the chairman is unable to perform his duties, such duties shall be performed in proxy by the vice chairman designated by the chairman.</p>	<p>Article 10.5 The chairman of the board of directors shall exercise the following functions and powers:</p> <p>(I) To preside over general meetings, convene and preside over meetings of the board of directors, and make sure to properly brief all directors on the affairs considered at meetings of the board of directors;</p> <p>(II) To examine the implementation of the resolutions of the board of directors;</p> <p>(III) To sign the securities certificates issued by the Company;</p> <p>(IV) To exercise other functions and powers conferred by the board of directors; and</p> <p>(V) To ensure that each director has full access to data.</p> <p>If the chairman is unable to perform his duties, such duties shall be performed in proxy by the vice chairman designated by the chairman. If the vice chairman is unable to or fails to perform such duties, such duties shall be performed in proxy by a director elected by more than half of the directors.</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>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>

Existing Articles of Association	Revised Articles of Association
<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>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>
<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>

The Articles of Association and the Proposed 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.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the Repurchase Mandate to the Directors.

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by the Articles of Association to repurchase its own securities.

REGISTERED CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was 1,194,389,000 shares, comprising 780,770,000 Domestic Shares and 413,619,000 H Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the Annual General Meeting and the Class Meetings, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 41,361,900 H Shares, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution.

REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

In repurchasing the H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC, including but not limited to surplus funds and undistributed profits of the Company.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 December 2018 as disclosed in the Company's latest published audited financial statements contained in the annual report for the year ended 31 December 2018. However, the Directors do not intend to make any repurchases to such an extent as, in the circumstances, has a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time

appropriate for the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

STATUS OF REPURCHASED H SHARES

The Listing Rules provide that all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

H SHARE PRICES

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

Month	H Shares	
	The Highest Price (HKD)	The Lowest Price (HKD)
In 2018		
May	3.98	3.80
June	3.78	3.37
July	3.48	3.25
August	3.26	2.81
September	2.90	2.64
October	2.76	2.52
November	2.68	2.50
December	2.65	2.48
In 2019		
January	2.84	2.55
February	3.17	2.89
March	3.15	2.96
April (up to the Latest Practicable Date)	3.21	3.15

SHARES REPURCHASED BY THE COMPANY

No repurchase of Shares has been made by the Company within 6 months preceding the date of this circular (whether on the Stock Exchange or otherwise).

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates, have any present intention to sell to the Company any of the H Shares in the Company if the Repurchase Mandate is approved at the Annual General Meeting and the Class Meetings.

No core connected person has notified the Company that he or she or it has a present intention to sell any H Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved and exercised.

If a Shareholder's proportionate interest in the voting rights of the Company increases upon the exercise by the Company of its powers to repurchase H Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Company has a total of 1,194,389,000 Shares. To the best knowledge and belief of the Directors, Holding Company was the controlling shareholder (as defined under the Listing Rules) of the Company, and held 757,869,600 Domestic Shares (representing approximately 97.07% of the total Domestic Shares of the Company) and 2,571,500 H Shares (representing approximately 0.62% of the total H Shares of the Company), representing approximately 63.67% of the registered capital of the Company. On the basis that 1,194,389,000 Shares was in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased by the Company on or prior to the date of the Annual General Meeting and the Class Meetings, if the Repurchase Mandate is exercised in full,

- (a) the percentage interests in the Company of the Holding Company (in terms of Domestic Shares only) would remain as approximately 97.07% of the total Domestic Shares of the Company. To the best knowledge and belief of the Directors, the repurchase of H Shares will not give rise to an obligation to make a mandatory offer under the Takeovers Code; and
- (b) the percentage interests in the Company of the Holding Company would increase to approximately 65.95% of the then registered capital of the Company. To the best knowledge and belief of the Directors, such increase will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

The Directors are not aware of any consequences which will arise under either or both of the Takeovers Code and/or any similar applicable law as a result of any repurchases to be made under the Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of Weiqiao Textile Company Limited (the “**Company**”) for the year ended 31 December 2018 will be held at 9:00 a.m. on Thursday, 30 May 2019 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**”) for the following purposes:

ORDINARY RESOLUTIONS

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.

In respect of special business, to consider and, if thought fit, to approve the following resolution as a special resolution:

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

8. to consider and approve the proposed amendments to the articles of association of the Company;
9. **“THAT:**
 - (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:
 - (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;
 - (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:
 - (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
 - (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
 - (c) the Board 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
 - (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
 - (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):
 - (i) determine the class and number of shares to be issued;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) determine the issue price of the new shares;
 - (iii) determine the opening and closing dates of the new issue;
 - (iv) determine the use of proceeds of the new issue;
 - (v) determine the class and number of new shares (if any) to be issued to the existing shareholders;
 - (vi) make or grant such offers, agreements and options as may be necessary in the exercise of such powers; and
 - (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;
- (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
- (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.

For the purposes of this resolution:

“**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 RMB by PRC investors;

“**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

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

NOTICE OF ANNUAL GENERAL MEETING

- (b) the expiration of the 12-month period following the passing of this resolution; or
- (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.”

10. **“THAT:**

There be granted to the Board, a general mandate to repurchase H Shares subject to the following conditions:

- (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;
- (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;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (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
 - (ii) the approval of the State Administration of Foreign Exchange of the PRC or its competent branches 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;
- (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:
 - (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

NOTICE OF ANNUAL GENERAL MEETING

- (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.

For the purposes of this resolution:

“**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 RMB by PRC investors;

“**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

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiration of the 12-month period following the passing of this resolution; or
- (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.”

By behalf of the Board
Wei qiao Textile Company Limited*
Zhang Jinglei
Executive Director and Company Secretary

15 April 2019
Shandong, the PRC

As at the date of this notice, 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.

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

NOTICE OF ANNUAL GENERAL MEETING

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.

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

NOTICE OF ANNUAL GENERAL MEETING

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.

* *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).*

NOTICE OF H SHAREHOLDERS CLASS MEETING



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 H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that an H shareholders class meeting (the “**H Shareholders Class Meeting**”) of Weiqiao Textile Company Limited (the “**Company**”) will be held at 9:00 a.m. on Thursday, 30 May 2019 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**”) for the following purpose:

SPECIAL RESOLUTION

1. “**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:

- (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;
- (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;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (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

NOTICE OF H SHAREHOLDERS CLASS MEETING

- (ii) the approval of the State Administration of Foreign Exchange of the PRC or its competent branches 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;
- (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:
- (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
 - (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.

For the purposes of this resolution:

“**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 RMB by PRC investors;

“**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

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiration of the 12-month period following the passing of this resolution; or

NOTICE OF H SHAREHOLDERS CLASS MEETING

- (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.”

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

15 April 2019
Shandong, the PRC

As at the date of this notice, 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.

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 forthcoming 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.

NOTICE OF H SHAREHOLDERS CLASS MEETING

- (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 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.

* *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).*

NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING



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 DOMESTIC SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that a domestic shareholders class meeting (the “**Domestic Shareholders Class Meeting**”) of Weiqiao Textile Company Limited (the “**Company**”) will be held at 9:00 a.m. on Thursday, 30 May 2019 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**”) for the following purpose:

SPECIAL RESOLUTION

1. “**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:

- (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;
- (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;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (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

NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING

- (ii) the approval of the State Administration of Foreign Exchange of the PRC or its competent branches 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;
- (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:
 - (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
 - (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.

For the purposes of this resolution:

“**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 RMB by PRC investors;

“**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

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiration of the 12-month period following the passing of this resolution; or

NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING

- (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.”

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

15 April 2019
Shandong, the PRC

As at the date of this notice, 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.

Notes:

- (A) Holders of Domestic Shares whose names appear on the Company’s register of members of Domestic Shares at the close of business on Monday, 29 April 2019 are entitled to attend and vote at the Domestic Shareholders Class Meeting after complying with the necessary registration procedures.
- (B) Holders of Domestic Shares, who intend to attend the Domestic Shareholders Class Meeting, must complete the reply slips for attending the Domestic 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 Domestic 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 Domestic Shares who has the right to attend and vote at the Domestic 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 Domestic 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 notarially certified.

NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING

- (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 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 Domestic Shareholders Class Meeting or any adjournment thereof.
- (F) If a proxy attends the Domestic 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 Domestic 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 Domestic 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 Domestic Shareholders Class Meeting is expected to last for half a day. Shareholders attending the Domestic Shareholders Class Meeting are responsible for their own transportation and accommodation expenses.
- * *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).*