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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Weiqiao Textile Company Limited (the “**Company**”) for the year ended 31 December 2010 will be held at 9:00 a.m. on 24 May 2011 at the conference hall on the Fourth Floor, Company Office Building, No. 1 Wei Fang Lu, Economic Development Zone, Zouping County, Shandong Province, the People's Republic of China (the “**PRC**”) for the following purposes:

ORDINARY RESOLUTIONS

1. to consider and approve the Consolidated Audited Financial Statements of the Company, the Report of the Board of Directors of the Company, the Report of the Supervisory Committee of the Company, the Report of the Final Accounts of the Company and the Report of the International Auditors, for the year ended 31 December 2010;
2. to consider and approve the profit distribution proposal of the Company and the relevant declaration and payment of a final dividend for the year ended 31 December 2010;
3. to consider and approve the annual remuneration proposal for the Company's Directors and Supervisors for the year ending 31 December 2011;
4. to consider and approve, the re-appointment of Ernst & Young Hua Ming as the Company's domestic auditors for the year ending 31 December 2011 and Ernst & Young as the Company's international auditors for the year ending 31 December 2011 and the granting of the authorisation to the Board of Directors of the Company to determine their remuneration;

5. to consider and approve the re-election of Ms. Zhao Suhua (“Ms. Zhao”) (Details of Ms. Zhao are disclosed in Note (H)) as a non-executive director of the Company with a term commencing from the date for convening the annual general meeting for 2010 to the date for convening the annual general meeting for the year ending 31 December 2013;
6. to consider and approve the re-election of Ms. Wang Xiaoyun (“Ms. Wang”) (Details of Ms. Wang are disclosed in Note (I)) as a non-executive director of the Company with a term commencing from the date for convening the annual general meeting for 2010 to the date for convening the annual general meeting for the year ending 31 December 2013;
7. to consider and approve other business, if any.

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

SPECIAL RESOLUTIONS

8. **“THAT:**
 - (1) there be granted to the Board of Directors of the Company, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, or make or grant offers, agreements or options, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board of Directors of the Company may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board of Directors of the Company pursuant to such mandate, shall not exceed:
 - (i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue; and
 - (ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares of the Company in issue, in each case as of the date of this Resolution; and

- (c) the Board of Directors of the Company shall only exercise its power under such mandate in accordance with the Company Law of the PRC and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals (if required) from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities are obtained; and
- (2) contingent on the Board of Directors of the Company resolving to issue shares pursuant to sub-paragraph (1) of this Resolution, the Board of Directors of the Company be authorised to:
- (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):
 - (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 Special Administrative Region of the PRC (“**Hong Kong**”) on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board of Directors of the Company considers necessary or expedient;
 - (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 Renminbi 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.”

9. **“THAT**

(1) Depending on the bond market conditions in China, the Company be authorised to issue the medium-term notes pursuant to the following principal terms:

Issuer:	the Company
Place of issue:	China
Issue size:	an aggregate principal amount of no more than RMB3.0 billion and will be issued in one or more batches according to the actual funding needs
Term:	7 years from the date of issue
Rate:	to be determined with the underwriter upon issue after taking into consideration of the prevailing market conditions and subject to approval by the relevant regulatory authorities in China (if required)
Target investors:	all financial market institutional investors in China

Use of proceeds: include but not limited to replenish the working capital of the Company and its subsidiaries and finance other funding needs

Precedent conditions to the issue:

- (i) shareholders' approval at the general meeting of the Company by way of special resolution to approve the issue of medium-term notes; and
 - (ii) National Association of Financial Market Institutional Investors' acceptance of the application for registration of medium-term notes of the Company or completion of relevant procedures required by the PRC laws.
- (2) the committee comprising of any two executive Directors of the Company be authorised generally and unconditionally to deal with all matters relating to the proposed issue of medium-term notes, including but not limited to the following:
- (i) to determine the details of the issue of medium-term notes and formulate and adopt specific plans for the issue of medium-term notes, including but not limited to issue size of no more than RMB3.0 billion, batch issue of medium-term notes, amount and term of each batch, repayment term and method for principal and interests, rate of medium-term notes or its pricing mechanism, provision of guarantee, specific arrangements based on the actual use of the above proceeds and use of proceeds and selection of qualified professional parties to participate in the issue of medium-term notes;
 - (ii) to engage in all negotiations in connection with the issue of medium-term notes, sign on behalf of the Company and execute all the relevant agreements and other documents, and comply with information disclosure procedures in accordance with the requirements of the regulatory authorities and the Listing Rules (if necessary);
 - (iii) to apply for approval from the relevant regulatory authorities for the issue of medium-term notes, and make adjustment as appropriate regarding the specific issue plans and terms of medium-term notes based on the advice given by the relevant regulatory authorities (if any); and
 - (iv) to take all necessary actions that are in the interest of the Company, and make decision and arrangements in connection with all matters relating to the issue of medium-term notes.

the committee comprising of any two executive Directors of the Company be authorised to deal with the above matters for a period of 24 months from the date on which the relevant resolutions are considered and approved at the annual general meeting.”

By Order of the Board

Zhang Jinglei

Executive Director and Company Secretary

Shandong, the PRC

8 April 2011

As at the date of this notice, the board of Directors of the Company comprises 11 Directors, namely Ms. Zhang Hongxia, Ms. Zhao Suwen, Ms. Zhang Yanhong Mr. Zhang Jinglei as executive Directors, Mr. Zhang Shiping, Mr. Wang Zhaoting, Ms. Zhao Suhua and Ms. Wang Xiaoyun as non-executive Directors and Mr. Wang Naixin, Mr. Xu Wenying and Mr. George Chan Wing Yau as independent non-executive Directors.

Notes:

- (A) The H Share register of the Company will be closed from 25 April 2011 to 24 May 2011 (both days inclusive), during which no transfer of H Shares will be effected. In order to be entitled to attend and vote at the Annual General Meeting, share transfer documents should be lodged with the Company's H Shares share registrar not later than 4:00 p.m. on 21 April 2011.

In order to qualify for the proposed final dividend, all properly completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's H shares registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:00 p.m. on 21 April 2011.

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

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

- (B) Holders of H Shares and Domestic Shares, who intend to attend the Annual General Meeting, must complete the reply slips for attending the Annual General Meeting and return them to the Office of the Secretary to the Board of Directors of the Company not later than 20 days before the date of the Annual General Meeting, i.e. no later than 4 May 2011.

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

Fourth Floor, Company Office Building
No. 1 Wei Fang Lu
Economic Development Zone
Zouping County
Shandong Province
People's Republic of China
Postal Code: 256200
Tel: (86) 543 4162222
Fax: (86) 543 4162000

- (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 2010.
- (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, on the 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time for holding the Annual General Meeting or any adjournment thereof in order for such documents to be valid.
- (F) Each holder of Domestic Shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the Annual General Meeting. Notes (C) to (D) also apply to holders of Domestic Shares, except that the proxy form or other documents of authority must be delivered to the Office of the Secretary to the Board of Directors, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the Annual General Meeting or any adjournment, thereof in order for such documents to be valid.
- (G) If a proxy attends the Annual General Meeting on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person share shareholder attends the Annual General Meeting, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a legal person share shareholder appoints a representative of the company other than its legal representative to attend the Annual General Meeting, such representative should produce his ID card and an authorization instrument affixed with the seal of the legal person share shareholder and duly signed by its legal representative.

- (H) Details of Ms. Zhao Suhua, the non-executive Director of the Company to be re-elected are as follows:

Ms. Zhao Suhua (“Ms. Zhao”), aged 41, graduated from the Adult Education College of Qingdao University, and obtained a professional diploma on textile engineering management. She joined the Company in 1999. She has over 13 years of management experience in the cotton textile industry. She had been the supervisor of the production technical department and head of the production technical department of the Company (from May 2000 to February 2006), and is now the standing deputy general manager of the sales department of the Company (since February 2006).

Save as disclosed above, Ms. Zhao has not held any other directorship in any other listed public companies in the last three years. Ms. Zhao is the elder sister of Ms. Zhao Suwen, an executive director of the Company. Other than that, Ms. Zhao does not have any relationship with any directors, the senior management, substantial shareholders or controlling shareholders of the Company. Ms. Zhao holds 3.09% of the interests in Shandong Weiqiao Chuangye Group Company Limited (the “Holding Company”) (an associated corporation (interpretation in Division XV of the Securities and Future Ordinance) of the Company), including 0.28% of beneficial interests and 2.81% of spouse interests (being held by Mr. Wei Yingzhao, the husband of Ms. Zhao). Save as the aforesaid, Ms. Zhao does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance or other information required to be disclosed in relation to Ms. Zhao in accordance with Rule 13.51(2) of the Listing Rules. Should the resolutions for her appointment been duly passed, during the term of appointment, Ms. Zhao will be paid RMB100,000 upon appointment as annual remuneration. Such remuneration is the same as the remuneration level of the other current non-executive directors of the Company. Save as disclosed herein, there are no other matters that need to be brought to the attention of the shareholders of the Company.

- (I) Details of Ms. Wang Xiaoyun, the non-executive Director of the Company to be re-elected are as follows:

Ms. Wang Xiaoyun (“Ms. Wang”), aged 46, graduated from the Adult Education College of Qingdao University, and obtained a professional diploma on textile engineering management. She joined the Company in 1999. She has over 16 years of management experience in the cotton textile industry. She had been a quality control officer, workshop supervisor, deputy factory head of the Company, and deputy general manager of the production district of Zouwei Garden I (from January 2004 to February 2006). She is now the head of the production technical department of the Company (since February 2006).

Save as disclosed above, Ms. Wang has not held any other directorship in any other listed public companies in the last three years. Ms. Wang does not have any relationship with any directors, the senior management or substantial or controlling shareholders of the Company. Ms. Wang holds 0.25% of the interests in the Holding Company (an associated corporation (interpretation in Division XV of the Securities and Future Ordinance) of the Company). Save as the aforesaid, Ms. Wang does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance or other information required to be disclosed in relation to Ms. Wang in accordance with Rule 13.51(2) of the Listing Rules. Should the resolutions for her appointment been passed, during the term of appointment, Ms. Wang will be paid RMB100,000 upon appointment as remuneration. Such remuneration is the same as the remuneration level of the other current non-executive directors of the Company. Save as disclosed herein, there are no other matters that need to be brought to the attention of the shareholders of the Company.

- (J) 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 purpose only*