



魏橋紡織股份有限公司

Weiqiao Textile Company Limited*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2698)

Proxy Form for the Extraordinary General Meeting to be held on 24 December 2014

I/We _____,
of _____,
am/are the shareholder(s) of Weiqiao Textile Company Limited (the "Company"), holding _____
H Shares/domestic shares. I/we hereby appoint _____,
of _____, as my/our
proxy/proxies or I/We hereby appoint the chairman of the extraordinary general meeting (the "Extraordinary General Meeting") as my/our proxy (please delete where appropriate) for _____ H Shares/domestic shares which I/we hold in the share capital of the Company to attend and vote at the Extraordinary General Meeting to be held at the conference hall 401 on the Fourth Floor, Company Office Building, No.1 Wei Fang Road, Economic Development Zone, Zouping County, Shandong Province, The People's Republic of China at 9:00 a.m. on 24 December 2014 (Wednesday) or at any adjournment thereof. The proxy/proxies is/are authorised to vote on the resolutions according to the following instructions. In the absence of instructions, the proxy/proxies shall vote for or against the resolutions or abstain at their discretion.

| Ordinary Resolutions | | For | Against | Abstention |
|----------------------|---|-----|---------|------------|
| 1. | <p>That:</p> <p>(a) to consider to approve, ratify and confirm the thermal power assets swap agreement (the "Thermal Power Assets Swap Agreement") entered into between the Company and 山東魏橋創業集團有限公司(Shandong Weiqiao Chuangye Group Company Limited) ("Holding Company", together with its subsidiaries and associates (excluding the Group) the "Parent Group") on 21 October 2014;</p> <p>(b) to consider to authorise any director to do further acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the Thermal Power Assets Swap Agreement and the transactions thereunder;</p> | | | |
| 2. | <p>That:</p> <p>(a) to consider to approve, ratify and confirm the renewed cotton yarn/grey fabric and denim supply agreement (the "Renewed Cotton Yarn/Grey Fabric and Denim Supply Agreement") entered into between the Company and Holding Company on 21 October 2014;</p> <p>(b) to consider to approve and confirm the estimated maximum values of the annual aggregate supply of cotton yarn/grey fabric and denim by the Group to Parent Group (as set out in the announcements of the Company dated 21 October 2014) for each of the three years ending 31 December 2017 (the "Annual Parent Cotton Yarn/Grey Fabric and Denim Supply Caps"); and</p> <p>(c) to consider to authorise any director to do further acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the Renewed Cotton Yarn/Grey Fabric and Denim Supply Agreement and the transactions thereunder, and the Annual Parent Cotton Yarn/Grey Fabric and Denim Supply Caps.</p> | | | |

Date: _____ 2014

Signature: _____

* For identification purposes only

Notes:

- (A) The Company's H Share register of members will be closed from Tuesday, 25 November 2014 to Wednesday, 24 December 2014 (both dates inclusive), during which no transfer of shares will be registered. In order to qualify for attending to, and voting in, the forthcoming Extraordinary General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 24 November 2014.
- (B) Holders of H Shares and Domestic Shares, who intend to attend the Extraordinary General Meeting, must complete the reply slips for attending the Extraordinary General Meeting and return them to the Office of the Secretary to the Board not later than 20 days before the date of the Extraordinary General Meeting, i.e. no later than 4 December 2014.

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

Fourth Floor
Company Office Building
No. 1 Wei Fang Road
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 Extraordinary 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 Extraordinary General 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.
- (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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting or any adjournment, thereof in order for such documents to be valid.
- (G) If a proxy attends the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting is expected to last for half a day. Shareholders attending the Extraordinary General Meeting are responsible for their own transportation and accommodation expenses.
- (I) **IMPORTANT:** If you wish to vote for a resolution, please place a "✓" in the box marked "FOR". If you wish to vote against a resolution, please place a "✓" in the box marked "AGAINST". Failure to complete a box will entitle your proxy to cast your vote(s) at his discretion. The shares abstained will not be counted in the calculation of the required majority. Your proxy will also be entitled to vote at his discretion on any resolution (or any amendment thereto) properly put to the Extraordinary General Meeting other than those set out in the notice convening the Extraordinary General Meeting.
- (J) Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
- (K) Each alteration made to this form of proxy must be initialed by the person who signs it.

* *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).*