



魏橋紡織股份有限公司*
Wei Qiao 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 25 APRIL 2016**

I/We _____ ,
of _____ ,
am/are the shareholder(s) of Wei Qiao 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 25 April 2016 (Monday) or at any adjournment thereof. The proxy/proxies is/are authorised to vote on the resolutions according to the following instructions. In the absence of instructions, the proxy/proxies shall vote for or against the resolutions or abstain at their discretion.

Ordinary Resolution		For	Against	Abstention
1.	That: (a) the assets acquisition agreement (the "Assets Acquisition Agreement") entered into between the Company and 鄒平長山實業有限公司 (Zouping Changshan Industry Co., Ltd.**) dated 11 March 2016 be and is hereby approved, ratified and confirmed; and (b) any director of the Company be and is hereby authorised 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 Assets Acquisition Agreement and the transactions thereunder."			
Special Resolution		For	Against	Abstention
1.	That: (a) the amendments to the articles of association of the Company in relation to the change of business scope be and is hereby approved and confirmed; and (b) any director of the Company be and is hereby authorised to do further acts and things in relation to the amendments to the articles of association of the Company, as he/she thinks necessary, appropriate or expedient."			

Date: _____ 2016

Signature: _____

* The Company is registered in Hong Kong as a non-Hong Kong company under the English name "Wei Qiao Textile Company Limited" and the Chinese name of the Company under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

** For identification purposes

Notes:

- (A) The Company's H Share register of members will be closed from 27 March 2016 (Sunday) to 25 April 2016 (Monday) (both dates inclusive), during which no transfer of shares will be registered. Any holders of H Shares of the Company, whose names appear on the Company's register of members at 4:30 p.m. on 25 March 2016 (Friday), are entitled to attend and vote at the Extraordinary General Meeting after completing the registration procedures for attending the meeting. 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 24 March 2016 (Thursday).
- (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 5 April 2016 (Tuesday).

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.