
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 DIVIDEND,
PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS,
PROPOSED ELECTION OF AN EXECUTIVE DIRECTOR,
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 11 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 Friday, 28 May 2021 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 30 to 45 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, at 17M 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, Zouping 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.

12 April 2021

* For identification purposes only.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Introduction	4
Proposed Declaration of Final Dividend	4
Proposed Re-election of Directors and Supervisors	4
Proposed Election of an Executive Director	5
Proposed Amendments to Articles of Association	6
Proposed Renewal of General Mandate to Issue Shares	6
Proposed Renewal of General Mandate to Repurchase H Shares	8
Annual General Meeting and Class Meetings	10
Book Closure	10
Recommendations	11
Appendix I – Details of Directors and Supervisors Proposed to be Re-elected	12
Appendix II – Proposed Amendments to the Articles of Association	21
Appendix III – Details on Proposed Mandate to Repurchase H Shares	26
Notice of Annual General Meeting	30
Notice of H Shareholders Class Meeting	38
Notice of Domestic Shareholders Class Meeting	42

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 Friday, 28 May 2021 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 38 to 45 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”	1 April 2021, 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
“Nomination Committee”	the nomination committee under the Board
“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
“Supervisor(s)”	the supervisor(s) of the Company
“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:

Ms. Zhang Hongxia (*Chairman*)
Ms. Zhang Yanhong (*Vice Chairman*)
Ms. Zhao Suwen
(*Chief Financial Officer, Authorized Representative*)
Mr. Zhang Jinglei
(*Company Secretary, Authorized Representative*)

Non-executive Directors:

Ms. Zhao Suhua

Independent Non-executive Directors:

Mr. George Chan Wing Yau
Mr. Chen Shuwen
Mr. 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

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 DIVIDEND,
PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS,
PROPOSED ELECTION OF AN EXECUTIVE DIRECTOR,
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 dividend, the proposed re-election of Directors and Supervisors, the proposed election of an executive Director, the Proposed Amendments, 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 DIVIDEND

As disclosed in the announcement of annual results of the Company for the year ended 31 December 2020 dated 19 March 2021, it was proposed by the Board for the payment of a final dividend for the year ended 31 December 2020 of RMB0.061 (including tax) per Share on Tuesday, 29 June 2021 to the Shareholders whose names appear on the register of members of the Company on Friday, 11 June 2021.

The proposed payment of final dividend for the year ended 31 December 2020 will be subject to the approval by the Shareholders at the Annual General Meeting.

C. PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS

Ordinary resolutions will be proposed to re-elect Ms. Zhang Hongxia, Ms. Zhang Yanhong, Ms. Zhao Suwen and Mr. Zhang Jinglei as executive Directors, Ms. Zhao Suhua as non-executive Director and Mr. George Chan Wing Yau and Mr. Liu Yanzhao as independent non-executive Directors, respectively, at the Annual General Meeting.

According to code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. Mr. George Chan Wing Yau (“**Mr. Chan**”) has been appointed as an independent non-executive Director for more than eighteen years. The Company has received from Mr. Chan a confirmation of independence according to Rule 3.13 of the Listing Rules. Mr. Chan has not engaged in any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Board considers Mr. Chan to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. The Board has benefited greatly from the presence of Mr. Chan who has contributed valuable insight into the Group over time and the Board believes that Mr. Chan’s continued tenure will bring considerable stability to the Board. Separate resolution will be proposed for Mr. Chan’s re-election at the Annual General Meeting.

The nomination of Mr. Chan for re-election as an independent non-executive Director has been considered and approved by the Nomination Committee and the Board. In approving such nomination, the Nomination Committee has considered the past performance of Mr. Chan, the independence confirmation he has furnished to the Company pursuant to Rule 3.13 of the Listing Rules and his skills, knowledge and experience. Mr. Chan is familiar with the Company’s business and has proved his ability to provide independent, fair and objective opinions on the affairs of the Company. The Nomination Committee is of the view that Mr. Chan will continue to bring to the Board his own perspective, skills and experience, as

LETTER FROM THE BOARD

described in his biographical details in Appendix I to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Chan can contribute to the diversity of the Board in various aspects, including culture, knowledge, educational background, experience and skills, in particular, with his professional experience in investment management. Mr. Chan does not hold seven or more listed company directorship, thus he can give sufficient time and attention to the Company's affairs. The Board is of the view that Mr. Chan meets the independence guidelines set out in Rule 3.13 of the Listing Rules and therefore, with the recommendation of the Nomination Committee, has nominated Mr. Chan for re-election as an independent non-executive Director at the Annual General Meeting.

Ordinary resolutions will also be proposed to re-elect Ms. Fan Xuelian and Ms. Bu Xiaoxia as shareholder representative Supervisors, respectively, at the Annual General Meeting.

The biographical details of such proposed Directors and Supervisors for re-election as required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

D. PROPOSED ELECTION OF AN EXECUTIVE DIRECTOR

An ordinary resolution will be proposed to elect Mr. Wei Jiakun (“**Mr. Wei**”) as an executive Director at the Annual General Meeting.

In order to allow the Shareholders to make an informed decision in respect of the proposed election, the biographical details of Mr. Wei are set out below pursuant to Rule 13.74 of the Listing Rules:

Mr. Wei, aged 53, was appointed as the general manager of the Company on 18 November 2014. Mr. Wei is responsible for overseeing the Group's production, operation and marketing and formulating the Group's business strategies. He joined the Company's predecessor, Zouping County Weiqiao Cotton Spinning Factory (鄒平縣位橋棉紡織廠) in 1986 and had over 31 years of experience in cotton textile industry. Mr. Wei served as the workshop supervisor and the director in the spinning mill of Zouping County Weiqiao Cotton Spinning Factory (鄒平縣位橋棉紡織廠) from September 1990 to October 2001, the general manager of Weihai Weiqiao Textile Company Limited (威海魏橋紡織有限公司) from November 2001 to September 2002, the deputy general manager of Weiqiao Industrial Park of the Company from October 2002 to January 2005, the general manager of Zouping No.2 Industrial Park of the Company from February 2005 to April 2009 and the general manager of Binzhou Weiqiao Technology Industrial Park Company Limited (濱州魏橋科技工業園有限公司) from May 2009 to November 2014. Currently, he also serves as a director of Shandong Weiqiao Chuangye Group Company Limited (山東魏橋創業集團有限公司). Mr. Wei is the brother of the husband of Ms. Zhao Suhua, a non-executive Director.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wei (i) has not held any directorship in listed public companies in the last three (3) years; (ii) does not have any other relationship with any Directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iii) was not interested in any shares of the Company as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information in relation to the appointment of Mr. Wei as an executive Director which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Wei will be appointed for a term of three (3) years commencing from the grant of approval at the Annual General Meeting and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The fixed portion of the annual salary of Mr. Wei shall be not less than RMB300,000. The Company may provide Mr. Wei with other benefits which it may determine from time to time.

E. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with the current laws and regulations of the PRC and 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 II to this circular.

Save for the 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.

F. 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:
 - (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;

LETTER FROM THE BOARD

- (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, exclude Shareholders who are resident outside the PRC or 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 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;

LETTER FROM THE BOARD

“**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 in a general meeting of the Company.

G. 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 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.

LETTER FROM THE BOARD

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.

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 of the Company 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.

LETTER FROM THE BOARD

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

H. 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 Friday, 28 May 2021 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 30 to 45 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, at 17M 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 Saturday, 8 May 2021 in accordance with the instructions printed thereon.

I. BOOK CLOSURE

The Company's register of members will be closed from Wednesday, 28 April 2021 to Friday, 28 May 2021 (both dates inclusive), during which no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company on Wednesday, 28 April 2021 are entitled to attend and vote at the Annual General Meeting and the Class Meetings. In order to qualify for attending and voting at 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 in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 27 April 2021.

LETTER FROM THE BOARD

The Company's register of members will be closed from Monday, 7 June 2021 to Friday, 11 June 2021 (both dates inclusive), during which no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company on Friday, 11 June 2021 are entitled to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 4 June 2021.

J. 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
12 April 2021

** For identification purposes only.*

DIRECTORS

Zhang Hongxia

Ms. Zhang Hongxia, aged 49, is the chairman and an executive Director of the Company. She graduated from Shandong Cadre Correspondence University (山東幹部函授大學) and obtained a professional diploma in financial accounting. She is a qualified political administrator (政工員). She obtained a master degree in business administration for senior management from Dalian University of Technology (大連理工大學) on 7 July 2006. She joined the Company in 1999, and is responsible for the overall strategic planning of the Group. She was re-elected as an executive Director at the Company's annual general meeting held on 28 May 2018. She had over 26 years of management experience in the cotton textile industry. She previously worked in Zouping County Weiqiao Cotton Spinning Factory (鄒平縣位橋棉紡織廠) (“**Weiqiao Cotton Spinning Factory**”) as the deputy head and head of the technical division as well as the director of the production technical department. She had also served as the deputy general manager and the general manager of Shandong Weiqiao Chuangye Group Company Limited (山東魏橋創業集團有限公司) (the “**Holding Company**”), a controlling shareholder of the Company, the director of Binzhou Weiqiao Property Company Limited (濱州魏橋置業有限公司), the chairman of Shandong Weilian Printing and Dyeing Company Limited (山東魏聯印染有限公司) (“**Weilian Print**”), the director and the general manager of Shandong Huibin Cotton Spinning and Dyeing Company Limited (山東慧濱棉紡漂染有限公司), the director and the general manager of Shandong Weiqiao Mianye Company Limited (山東魏橋棉業有限公司) (from 30 September 2003 to 25 December 2012), the executive director of Weihai Weiqiao Technology Industrial Park Company Limited (威海魏橋科技工業園有限公司) (“**Weihai Industrial Park**”), the executive director of Weihai Weiqiao Textile Company Limited (威海魏橋紡織有限公司) (“**Weihai Weiqiao**”), the chairman and the general manager of Shandong Luteng Textile Company Limited (山東魯藤紡織有限公司) (from 12 September 2002 to 1 March 2019), and the chairman and general manager of Shandong Binteng Textile Company Limited (山東濱藤紡織有限公司) (from 13 September 2002 to 1 March 2019). She is currently a director of the Holding Company (from 14 April 1998), a director of Binzhou Weiqiao Technology Industrial Park Company Limited (濱州魏橋科技工業園有限公司) (“**Binzhou Industrial Park**”) (from 26 November 2001) and the chairman and an executive director of Weiqiao Textile (Hong Kong) Trading Company Limited (魏橋紡織(香港)貿易有限公司) (from 12 October 2011). She is the vice chairman of the 11th and 12th session of The Hong Kong General Chamber of Textiles, the vice president of the 6th session of the China Chamber of Commerce for Import & Export of Textiles and Apparel, the invited vice chairman of China National Textile and Apparel Council, the vice president of China Cotton Textile Association, the vice president of China Cotton Association, the chairman of Binzhou Textile Association, the vice president of Shandong Association of Women Entrepreneurs, the president of Binzhou Association of Women Entrepreneurs, the vice president of Binzhou Entrepreneurs Association and the president of the fifth council of Shandong Textile and Apparel Association. Ms. Zhang Yanhong is her younger sister.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhang Hongxia directly holds 17,700,400 shares of the Company and was deemed to be interested in 9.73% of the equity interest of the Holding Company, which in turn holds 757,869,600 shares of the Company.

Save as disclosed above, Ms. Zhang Hongxia was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In accordance with the Articles of Association, Ms. Zhang Hongxia's appointment will be for a term of three years with effect from 28 May 2021 and until the convening of the annual general meeting of the year 2023 subject to Shareholders' approval being obtained at the Annual General Meeting. Ms. Zhang Hongxia will enter into a service contract with the Company for a term of three years.

The fixed portion of the annual salary of Ms. Zhang Hongxia shall be not less than RMB300,000 but not more than 150% of her annual salary for the year ended 31 December 2020. The Company may provide Ms. Zhang Hongxia with other benefits which it may determine from time to time.

Save as disclosed above, Ms. Zhang Hongxia is not related to any Director, Supervisor, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to the re-appointment of Ms. Zhang Hongxia that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Zhang Yanhong

Ms. Zhang Yanhong, aged 45, is the vice chairman and an executive Director of the Company. She graduated from Shandong University (山東大學) and obtained a professional diploma in computer and its application. She further obtained a professional diploma in computer application from Renmin University of China in 1996, a senior diploma in Innovative Management MIA from senior research class of Tsinghua University in 2006 and a master degree in business administration for senior management from Dalian University of Technology in July 2006. She was re-elected as an executive Director at the Company's annual general meeting held on 28 May 2018. She had over 20 years of management experience in the cotton textile industry. She once acted as an executive director and the general manager of Weihai Industrial Park, an executive director and the general manager of Weihai Weiqiao. She has also been a director of Weihai Weiqiao since 15 June 2017. She has been a director of Weihai Industrial Park from 12 June 2017, a director of the Holding Company since October 2012 and the vice chairman of the Company from 24 January 2019. Ms. Zhang Hongxia is her elder sister.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhang Yanhong was deemed to be interested in 5.63% of the equity interest of the Holding Company, which in turn holds 757,869,600 shares of the Company.

Save as disclosed above, Ms. Zhang Yanhong was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In accordance with the Articles of Association, Ms. Zhang Yanhong's appointment will be for a term of three years with effect from 28 May 2021 and until the convening of the annual general meeting of the year 2023 subject to Shareholders' approval being obtained at the Annual General Meeting. Ms. Zhang Yanhong will enter into a service contract with the Company for a term of three years.

The fixed portion of the annual salary of Ms. Zhang Yanhong shall be not less than RMB300,000 but not more than 150% of her annual salary for the year ended 31 December 2020. The Company may provide Ms. Zhang Yanhong with other benefits which it may determine from time to time.

Save as disclosed above, Ms. Zhang Yanhong is not related to any Director, Supervisor, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to the re-appointment of Ms. Zhang Yanhong that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Zhao Suwen

Ms. Zhao Suwen, aged 46, is an executive Director and the chief financial officer of the Company. She graduated from Shandong Normal University (山東師範大學) and obtained a professional diploma in business administration. She is a qualified economist. Ms. Zhao obtained the chief financial officer (CFO) advanced study graduation certificate from School of Continuing Education, Tsinghua University (清華大學) on 11 October 2008. She joined the Company in 1999, and is responsible for the supervision of the Group's finance and accounting affairs. She was re-elected as an executive Director at the Company's annual general meeting held on 28 May 2018. She had over 27 years of experience in the cotton textile industry. She previously worked at Weiqiao Cotton Spinning Factory as an accountant for about 5 years and served as the manager of the financial department of the Company. She is currently also a director of the Holding Company (from October 2012). Ms. Zhao Suwen is the younger sister of Ms. Zhao Suhua.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhao Suwen was deemed to be interested in 0.38% of the equity interest of the Holding Company, which in turn holds 757,869,600 shares of the Company.

Save as disclosed above, Ms. Zhao Suwen was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In accordance with the Articles of Association, Ms. Zhao Suwen's appointment will be for a term of three years with effect from 28 May 2021 and until the convening of the annual general meeting of the year 2023 subject to Shareholders' approval being obtained at the Annual General Meeting. Ms. Zhao Suwen will enter into a service contract with the Company for a term of three years.

The fixed portion of the annual salary of Ms. Zhao Suwen shall be not less than RMB300,000 but not more than 150% of her annual salary for the year ended 31 December 2020. The Company may provide Ms. Zhao Suwen with other benefits which it may determine from time to time.

Save as disclosed above, Ms. Zhao Suwen is not related to any Director, Supervisor, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to the re-appointment of Ms. Zhao Suwen that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Zhang Jinglei

Mr. Zhang Jinglei, aged 44, is an executive Director and the company secretary of the Company. He graduated from Xi'an Engineering College (西安工程學院) and obtained a junior college diploma majoring in proximate analysis in July 1997. He joined the Company (including its predecessor) in October 1997. He worked in the sales department of the Company from September 1998 to September 2000, and has successively worked in the securities office, production technology section and the securities department since October 2000. He has engaged in corporate governance of the Company for years and participated in relevant trainings provided by domestic and overseas securities regulatory authorities. He was re-elected as an executive Director at the Company's annual general meeting held on 28 May 2018. He is currently also a non-executive director of China Hongqiao Group Limited (中國宏橋集團有限公司) ("**China Hongqiao**") (which is listed on the Stock Exchange, stock code: 1378.HK) and a director of the Holding Company.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang Jinglei was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In accordance with the Articles of Association, Mr. Zhang Jinglei's appointment will be for a term of three years with effect from 28 May 2021 and until the convening of the annual general meeting of the year 2023 subject to Shareholders' approval being obtained at the Annual General Meeting. Mr. Zhang Jinglei will enter into a service contract with the Company for a term of three years.

The fixed portion of the annual salary of Mr. Zhang Jinglei shall be not less than RMB300,000 but not more than 150% of his annual salary for the year ended 31 December 2020. The Company may provide Mr. Zhang Jinglei with other benefits which it may determine from time to time.

Save as disclosed above, Mr. Zhang Jinglei is not related to any Director, Supervisor, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to the re-appointment of Mr. Zhang Jinglei that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Zhao Suhua

Ms. Zhao Suhua, aged 51, graduated from Adult Education College of Qingdao University (青島大學成人教育學院), and obtained a professional diploma in textile engineering management. She joined the Company in 1999. She was re-elected as a non-executive Director at the Company's annual general meeting held on 28 May 2018. She had over 23 years of management experience in the cotton textile industry. She had been the head of the production technical division and head of the production technical department of

the Company (from May 2000 to February 2006), and the standing deputy general manager of the sales department (from February 2006 to May 2008). Ms. Zhao Suhua is the elder sister of Ms. Zhao Suwen and the wife of the brother of Mr. Wei Jiakun, the general manager of the Company.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhao Suhua was deemed to be interested in 4.93% of the equity interest of the Holding Company, which in turn holds 757,869,600 shares of the Company.

In accordance with the Articles of Association, Ms. Zhao Suhua's appointment will be for a term of three years with effect from 28 May 2021 and until the convening of the annual general meeting of the year 2023 subject to Shareholders' approval being obtained at the Annual General Meeting. Ms. Zhao Suhua will enter into a letter of appointment with the Company for a term of three years.

The fixed portion of the annual salary of Ms. Zhao Suhua shall be not less than RMB100,000 but not more than 150% of her annual salary for the year ended 31 December 2020. The Company may provide Ms. Zhao Suhua with other benefits which it may determine from time to time.

Save as disclosed above, Ms. Zhao Suhua is not related to any Director, Supervisor, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to the re-appointment of Ms. Zhao Suhua that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

George Chan Wing Yau

Mr. Chan Wing Yau, George, aged 66, graduated from Waterloo University in Canada and obtained a bachelor degree in mathematics. Mr. Chan served as the executive director of China Golden Development Holdings Limited (中國金展控股有限公司), and served as the assistant vice president of William M. Mercer Ltd. (偉世服務顧問有限公司), the director of Jardine Fleming Investment Services Ltd. (怡富投資服務有限公司), the executive director of HSBC Asset Management Ltd. (滙豐投資管理有限公司), a member of the Central Policy Unit of Hong Kong Government (香港政府中央政策組), a member of the Consumers Litigation Fund Executive Committee (消費者訴訟基金執行委員會), president of the Rotary Club of Tsim Sha Tsui East (國際扶輪社香港尖沙咀東), the director of Peregrine Asset Management Ltd. (百富勤資產管理有限公司), a board member of Hong Kong Ocean Park (香港海洋公園董事局), the chairman of Hong Kong Ocean Park Investment Committee (香港海洋公園投資委員會), the director, general manager and chief investment officer of Dao Heng Fund Management Co., Ltd. (道亨基金管理有限公司), the chairman of China Sub-Committee of the Hong Kong Investment Funds Association (香港投資基金公會中國事務委員會), a member of the Financial Committee of Hong Kong Trade Development Council (香港貿易發展局金融委員會), a member of Sir McLehose Trust Fund Investment Committee (麥理浩爵士信託基金投資委員會), a convener of Sir Robert Black Trust Fund Investment Committee (柏立基爵士信託基金投資委員會), a member of Police Children's Education Trust (警察子女教育信託基金) and Police Education and Welfare Trust (警察教育及福利信託基金) and the chairman of Capital Focus Asset Management Limited (匯駿資產管理有限公司). He is currently the chief executive officer of Capital Focus Asset Management Limited (匯駿資產管理有限公司), the managing director of Shun Loong Securities Co.,

Ltd. (順隆證券行有限公司), and the independent non-executive director of Infinity Development Holdings Company Limited (星謙發展控股有限公司) (which is listed on the Stock Exchange, stock code: 640.HK). He was appointed as an independent non-executive Director at the Company's extraordinary general meeting held on 12 February 2003. He was re-elected as an independent non-executive Director at the Company's annual general meeting held on 28 May 2018.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. George Chan Wing Yau was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In accordance with the Articles of Association, Mr. George Chan Wing Yau's appointment will be for a term of three years with effect from 28 May 2021 and until the convening of the annual general meeting of the year 2023 subject to Shareholders' approval being obtained at the Annual General Meeting. Mr. George Chan Wing Yau will enter into a letter of appointment with the Company for a term of three years.

The fixed portion of the annual salary of Mr. George Chan Wing Yau shall be HK\$600,000. The Company may provide Mr. George Chan Wing Yau with other benefits which it may determine from time to time.

Save as disclosed above, Mr. George Chan Wing Yau is not related to any Director, Supervisor, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to the re-appointment of Mr. George Chan Wing Yau that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Liu Yanzhao

Mr. Liu Yanzhao, aged 47, graduated from Shandong Economics College (山東經濟學院), currently known as Shandong University of Finance and Economics (山東財經大學), and obtained a bachelor's degree in economics in July 1996. He has almost 25 years of experience in accounting. He served as the director of capital verification department of Shandong Binzhou Audit Firm (山東濱州審計事務所) from July 1996 to October 1999. From October 1999 to January 2005, he served as the director of audit department of Shandong Huanghe Limited Liability Accounting Firm (山東黃河有限責任會計師事務所) and he has been the deputy head and deputy director accountant of Shandong Huanghe Limited Liability Accounting Firm (山東黃河有限責任會計師事務所) since January 2005. Mr. Liu was accredited as a Chinese certified public accountant by Shandong Institute of Certified Public Accountants (山東省註冊會計師協會) in 2000, a Chinese certified public valuer by China Appraisal Society (中國資產評估協會) in 2001, a Chinese certified tax agent by Shandong Certified Tax Agent Management Center (山東省註冊稅務師管理中心) in 2003 and a senior accountant by Shandong Senior Evaluation Committee of Qualification in Account (山東省會計專業資格高級評審委員會) in 2012. He was awarded the "Outstanding Inspection Individual in Asset Appraisal Industry (資產評估行業檢查先進個人)" by Ministry of Finance and China Appraisal Society (中國資產評估協會) in 2004 and the "Outstanding Certified Public Accountant in

Shandong Province (山東省優秀註冊會計師)” by Shandong Institute of Certified Public Accountants (山東省註冊會計師協會) in 2012. He was appointed as an independent non-executive Director at the Company’s annual general meeting held on 28 May 2018.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Liu Yanzhao was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In accordance with the Articles of Association, Mr. Liu Yanzhao’s appointment will be for a term of three years with effect from 28 May 2021 and until the convening of the annual general meeting of the year 2023 subject to Shareholders’ approval being obtained at the Annual General Meeting. Mr. Liu Yanzhao will enter into a letter of appointment with the Company for a term of three years.

The fixed portion of the annual salary of Mr. Liu Yanzhao shall be RMB150,000. The Company may provide Mr. Liu Yanzhao with other benefits which it may determine from time to time.

Save as disclosed above, Mr. Liu Yanzhao is not related to any Director, Supervisor, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to the re-appointment of Mr. Liu Yanzhao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

SUPERVISORS

Fan Xuelian

Ms. Fan Xuelian, aged 50, graduated from Binzhou Area Supply and Marketing Staff Secondary School (濱州地區供銷職工中專學校) in December 1994 in Binzhou, Shandong, the PRC, majoring in corporate management. She served as a yarn worker at Binzhou First Cotton Textile Plant (濱州第一棉紡織廠) from September 1988 to June 1989, and at Weiqiao Cotton Spinning Factory successively as a responsible person for doffing, an operating manager and the deputy factory head from June 1989 to April 1998. She also successively served as a deputy head and head in the sub-branch factory of the Company (including its predecessor) from April 1998 to August 2014, and as the head of the publicity section of the Holding Company from August 2014 to March 2021. She has served at the Holding Company as the chairwoman of the labor union, the head of the party committee office and a committee member of the C.P.C. since August 2014, and as the supervisor of the Holding Company since November 2012. She was appointed as a shareholder representative supervisor of the Company at the extraordinary general meeting of the Company held on 1 March 2018.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Fan Xuelian was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In accordance with the Articles of Association, Ms. Fan Xuelian's appointment will be for a term of three years with effect from 28 May 2021 and until the convening of the annual general meeting of the year 2023 subject to Shareholders' approval being obtained at the Annual General Meeting. Ms. Fan Xuelian will enter into a letter of appointment with the Company for a term of three years.

The fixed portion of the annual salary of Ms. Fan Xuelian shall be not less than RMB30,000 but not more than 150% of her annual salary for the year ended 31 December 2020. The Company may provide Ms. Fan Xuelian with other benefits which it may determine from time to time.

Save as disclosed above, Ms. Fan Xuelian is not related to any Director, Supervisor, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to the re-appointment of Ms. Fan Xuelian that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Bu Xiaoxia

Ms. Bu Xiaoxia, aged 48, graduated from Shandong University (山東大學) in July 1994 in Jinan, Shandong, the PRC, majoring in corporate management. She served at the production technology division of Weiqiao Cotton Spinning Factory as an operation inspector from September 1994 to April 1998. She also served successively as an operation inspector, a section head, a deputy division head and a division head of the production technology division of the Company (including its predecessor) from April 1998 to May 2009. She has served as a deputy general manager of Zouping No. 3 Industrial Park (鄒平第三工業園) of the Company since May 2009. She was appointed as a shareholder representative supervisor of the Company at the extraordinary general meeting of the Company held on 1 March 2018.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Bu Xiaoxia was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In accordance with the Articles of Association, Ms. Bu Xiaoxia's appointment will be for a term of three years with effect from 28 May 2021 and until the convening of the annual general meeting of the year 2023 subject to Shareholders' approval being obtained at the Annual General Meeting. Ms. Bu Xiaoxia will enter into a letter of appointment with the Company for a term of three years.

The fixed portion of the annual salary of Ms. Bu Xiaoxia shall be not less than RMB30,000 but not more than 150% of her annual salary for the year ended 31 December 2020. The Company may provide Ms. Bu Xiaoxia with other benefits which it may determine from time to time.

Save as disclosed above, Ms. Bu Xiaoxia is not related to any Director, Supervisor, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information relating to the re-appointment of Ms. Bu Xiaoxia that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

The Proposed Amendments are set out below:

Existing Articles of Association	Revised Articles of Association
<p>Article 2.2 The business scope of the Company is: cotton processing; spinning, weaving, printing and dyeing, and production, processing and sales of knitgoods and clothes; production and sales of thermal power and electricity; self-operated import and export within the approved scope of practice; sales of cotton. (Items which require approvals under the law shall be subject to the approval from relevant authorities before the commencement of business.)</p> <p>The business scope of the Company shall be as approved by the industrial and commercial administration authority. The Company may, as per market changes and the Company’s own needs and upon approval of the examination and approval authority, adjust the business and operation method, and establish branches in and outside China.</p>	<p>Article 2.2 The business scope of the Company is: cotton processing; spinning, weaving, printing and dyeing, and production, processing and sales of knitgoods and clothes; production and sales of thermal power and electricity; self-operated import and export within the record scope of practice; sales of cotton. (Items which require approvals under the law shall be subject to the approval from relevant authorities before the commencement of business.)</p> <p>The business scope of the Company shall be as approved by the industrial and commercial administration authority/market regulatory authorities. The Company may, as per market changes and the Company’s own needs and upon approval of the examination and approval authority (if required), adjust the business and operation method, and establish branches in and outside China.</p>
<p>Article 3.3 The Company may offer its shares to both domestic and foreign investors with the approval of the relevant securities regulatory authority under the State Council.</p> <p>Foreign investors as referred to in the preceding paragraph shall mean those investors in foreign countries and Hong Kong, Macau or Taiwan who subscribe for shares of the Company. Domestic investors shall mean those investors in the PRC, excluding the aforementioned regions, who subscribe for shares of the Company.</p>	<p>Article 3.3 The Company may offer its shares to both domestic and foreign investors with the approval of CSRC.</p> <p>Foreign investors as referred to in the preceding paragraph shall mean those investors in foreign countries and Hong Kong, Macau or Taiwan who subscribe for shares of the Company. Domestic investors shall mean those investors in the PRC, excluding the aforementioned regions, who subscribe for shares of the Company.</p>

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. 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>	<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 CSRC 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 CSRC and comply with the regulatory procedures, provisions and requirements of the overseas securities market.</p>
<p>Article 3.7 The board of directors of the Company may make arrangement for separately issuing overseas listed foreign shares and domestic shares according to the issue scheme approved by the securities regulatory authority under the State Council.</p> <p>According to the aforesaid scheme for separate issue of overseas listed foreign shares and domestic shares, the Company may issue the shares within 15 months after approval of CSRC.</p>	<p>Article 3.7 The board of directors of the Company may make arrangement for separately issuing overseas listed foreign shares and domestic shares according to the issue scheme approved by CSRC.</p> <p>According to the aforesaid scheme for separate issue of overseas listed foreign shares and domestic shares, the Company may issue the shares within 15 months after approval of CSRC.</p>

Existing Articles of Association	Revised Articles of Association
<p>Article 6.1 Shares are certificates issued by the Company as evidence of the shareholders’ equity of the Company. The Company shall issue book entry shares or shares in script form or shares in any other form specified by the securities regulatory authority under the State Council according to provisions of relevant government agencies at the location where the Company’s shares are issued and listed.</p>	<p>Article 6.1 Shares are certificates issued by the Company as evidence of the shareholders’ equity of the Company. The Company shall issue book entry shares or shares in script form or shares in any other form specified by CSRC according to provisions of relevant government agencies at the location where the Company’s shares are issued and listed.</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 6.5 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 CSRC 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>

Existing Articles of Association	Revised Articles of Association
<p>Article 8.9 The notice of a general meeting shall be sent to shareholders (whether or not they are entitled to vote at the general meeting) by personal delivery or by pre-paid mail to their addresses as recorded in the shareholders' register. For holders of domestic shares, the notice of a general meeting may be issued in the form of public announcement.</p> <p>Public announcement referred to in the preceding paragraph shall be published in one or more newspaper(s) designated by the securities regulatory authority under the State Council during the period between 45 days to 50 days prior to the date of the meeting. Once the announcement has been published, all holders of domestic shares shall be deemed to have received the notice of relevant general meeting.</p> <p>Where the Company intends to give a notice of a general meeting, it shall ensure that holders of foreign shares registered in Hong Kong have enough time to exercise their rights or act in accordance with the notice.</p>	<p>Article 8.9 The notice of a general meeting shall be sent to shareholders (whether or not they are entitled to vote at the general meeting) by personal delivery or by pre-paid mail to their addresses as recorded in the shareholders' register. For holders of domestic shares, the notice of a general meeting may be issued in the form of public announcement.</p> <p>Public announcement referred to in the preceding paragraph shall be published in one or more newspaper(s) designated by CSRC during the period between 45 days to 50 days prior to the date of the meeting. Once the announcement has been published, all holders of domestic shares shall be deemed to have received the notice of relevant general meeting.</p> <p>Where the Company intends to give a notice of a general meeting, it shall ensure that holders of foreign shares registered in Hong Kong have enough time to exercise their rights or act in accordance with the notice.</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>	<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 5-19 directors (the exact number of directors shall be passed at a general meeting), including executive directors responsible for the daily affairs assigned by the Company and non-executive directors (including independent non-executive directors), 1 chairman and 1-2 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 14.2 The validity of an act of a director, manager or other senior executive on behalf of the Company for a goodwill third person is not affected by any incompliance in the appointment, election or qualification thereof.</p>	<p>Article 14.2 The validity of an act of a director, general manager, vice-general manager or other senior executive on behalf of the Company for a goodwill third person is not affected by any incompliance in the appointment, election or qualification thereof.</p>
<p>Article 16.7 Appointment, dismissal or non-appointment of certified public accountants shall be subject to decision at the general meeting and shall be filed with the securities regulatory authority under the State Council.</p>	<p>Article 16.7 Appointment, dismissal or non-appointment of certified public accountants shall be subject to decision at the general meeting and shall be filed with CSRC (if required).</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 2020 as disclosed in the Company's latest published audited financial statements contained in the annual report for the year ended 31 December 2020. 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 2020		
April	1.62	1.44
May	1.63	1.39
June	1.45	1.35
July	1.83	1.38
August	1.73	1.54
September	1.87	1.64
October	1.80	1.65
November	1.83	1.68
December	1.83	1.66
In 2021		
January	1.79	1.69
February	2.43	1.75
March	2.47	2.07
April (up to the Latest Practicable Date)	2.10	2.10

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, 山東魏橋創業集團有限公司 (Shandong Weiqiao Chuangye Group Company Limited) (the "**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 2020 will be held at 9:00 a.m. on Friday, 28 May 2021 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 2020;
2. to consider and approve the consolidated audited financial statements of the Company and its subsidiaries for the year ended 31 December 2020;
3. 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 2020;
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 2020;
5. to consider and approve the re-election of Ms. Zhang Hongxia as an executive director of the Company;
6. to consider and approve the re-election of Ms. Zhang Yanhong as an executive director of the Company;
7. to consider and approve the re-election of Ms. Zhao Suwen as an executive director of the Company;
8. to consider and approve the re-election of Mr. Zhang Jinglei as an executive director of the Company;

NOTICE OF ANNUAL GENERAL MEETING

9. to consider and approve the re-election of Ms. Zhao Suhua as a non-executive director of the Company;
10. to consider and approve the re-election of Mr. George Chan Wing Yau, who has served the Company for more than nine years, as an independent non-executive director of the Company;
11. to consider and approve the re-election of Mr. Liu Yanzhao as an independent non-executive director of the Company;
12. to consider and approve the re-election of Ms. Fan Xuelian as a shareholder representative supervisor of the Company;
13. to consider and approve the re-election of Ms. Bu Xiaoxia as a shareholder representative supervisor of the Company;
14. to consider and approve the election of Mr. Wei Jiakun as an executive director of the Company;
15. to consider and approve the annual remuneration proposal for the Company's directors and supervisors for the year ending 31 December 2021;
16. to consider and approve the re-appointment of ShineWing Certified Public Accountants as the Company's domestic auditor for the year ending 31 December 2021 and SHINEWING (HK) CPA Limited as the Company's international auditor for the year ending 31 December 2021 and the granting of the authorization to the Board to determine their remuneration; and
17. 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

18. to consider and approve the proposed amendments to the articles of association of the Company;
19. **“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:

NOTICE OF ANNUAL GENERAL MEETING

- (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; and
 - (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 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;
 - (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

NOTICE OF ANNUAL GENERAL MEETING

- (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
- (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 of the Company.”

20. “**THAT:**

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

NOTICE OF ANNUAL GENERAL MEETING

- (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 of Hong Kong Limited (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 Friday, 28 May 2021 (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 Friday, 28 May 2021 (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
 - (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;

NOTICE OF ANNUAL GENERAL MEETING

“**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 of the Company 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

12 April 2021
Shandong, the PRC

As at the date of this notice, the Board comprises eight directors, namely Ms. Zhang Hongxia, Ms. Zhang Yanhong, Ms. Zhao Suwen and Mr. Zhang Jinglei as executive directors, Ms. Zhao Suhua as non-executive director and Mr. George Chan Wing Yau, Mr. Chen Shuwen and Mr. Liu Yanzhao as independent non-executive directors.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (A) The Company's register of members will be closed from Wednesday, 28 April 2021 to Friday, 28 May 2021 (both dates inclusive), during which no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company on Wednesday, 28 April 2021 are entitled to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 27 April 2021.

The Company's register of members will be closed from Monday, 7 June 2021 to Friday, 11 June 2021 (both dates inclusive), during which no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company on Friday, 11 June 2021 are entitled to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 4 June 2021.

- (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 Saturday, 8 May 2021.

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 2020.
- (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, at 17M 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.

NOTICE OF ANNUAL GENERAL MEETING

- (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 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 Friday, 28 May 2021 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 of Hong Kong Limited (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 Friday, 28 May 2021 (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 Friday, 28 May 2021 (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 of the Company 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

12 April 2021
Shandong, the PRC

As at the date of this notice, the Board comprises eight directors, namely Ms. Zhang Hongxia, Ms. Zhang Yanhong, Ms. Zhao Suwen and Mr. Zhang Jinglei as executive directors, Ms. Zhao Suhua as non-executive director and Mr. George Chan Wing Yau, Mr. Chen Shuwen and Mr. Liu Yanzhao as independent non-executive directors.

Notes:

- (A) The Company’s register of members will be closed from Wednesday, 28 April 2021 to Friday, 28 May 2021 (both dates inclusive), during which no transfer of shares will be registered. Holders of H Shares whose names appear on the register of members of the Company on Wednesday, 28 April 2021 are entitled to attend and vote at the H Shareholders Class Meeting. In order to qualify for attending and voting at the H Shareholders Class Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 27 April 2021.
- (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 Saturday, 8 May 2021.

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, at 17M 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 Friday, 28 May 2021 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 of Hong Kong Limited (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 Friday, 28 May 2021 (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 Friday, 28 May 2021 (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 of the Company 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

12 April 2021
Shandong, the PRC

As at the date of this notice, the Board comprises eight directors, namely Ms. Zhang Hongxia, Ms. Zhang Yanhong, Ms. Zhao Suwen and Mr. Zhang Jinglei as executive directors, Ms. Zhao Suhua as non-executive director and Mr. George Chan Wing Yau, Mr. Chen Shuwen and Mr. Liu Yanzhao as independent non-executive directors.

Notes:

- (A) The Company’s register of members will be closed from Wednesday, 28 April 2021 to Friday, 28 May 2021 (both dates inclusive), during which no transfer of shares will be registered. Holders of Domestic Shares whose names appear on the register of members of the Company on Wednesday, 28 April 2021 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 Saturday, 8 May 2021.

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.

NOTICE OF DOMESTIC 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 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).*