



JINGWEI TEXTILE MACHINERY COMPANY LIMITED

经纬纺织机械股份有限公司

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

(Stock Code: 0350)

**ANNOUNCEMENT IN RESPECT OF RESULTS OF THE RESOLUTIONS  
PASSED BY POLL AT THE FIRST EXTRAORDINARY GENERAL MEETING OF 2007**

At the EGM held on 15 August 2007, all resolutions as set out in the EGM Notice dated 29 June 2007 as supplemented by the Supplementary Notice dated 1 August 2007 were passed by the shareholders of the Company. This announcement was made in accordance with Rules 13.09(2) and 13.39(5) of the Listing Rules, which sets out the content of an announcement to be published in the PRC's newspapers on 16 August 2007.

This announcement was made in accordance with Rules 13.09(2) and 13.39(5) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**").

The board ("**Board**") of directors ("**Directors**") of Jingwei Textile Machinery Company Limited ("**Company**") is pleased to announce that at the first extraordinary general meeting of 2007 ("**EGM**") held at Room 701, First Shanghai Centre, 39 Liangmachiao Road, Chaoyang District, Beijing, the People's Republic of China ("**PRC**") at 9:30 a.m. on 15 August 2007, all resolutions as set out in the notice of the EGM dated 29 June 2007 ("**EGM Notice**") as supplemented by a supplementary notice thereof dated 1 August 2007 ("**Supplementary Notice**") were duly passed by poll without amendment by the attending shareholders and authorised proxies carrying voting rights.

According to the replies received by the Company on or before 26 July 2007, the shareholders who intended to attend the EGM held an aggregate of 384,393,147 shares ("**Shares**") of the Company (comprising 204,255,248 A Shares and 180,137,899 H Shares), which accounted for 63.66% of all the Shares. Shareholders and authorised proxies thereof who attended the EGM held an aggregate of 239,096,471 Shares carrying voting rights (comprising 205,412,471 A Shares and 33,684,000 H Shares), which accounted for 39.60% of all the Shares.

The summary of the results of the poll for each of the resolutions as set out in the EGM Notice as supplemented by the Supplementary Notice is as follows:

Ordinary Resolutions	Number of Votes (%)			
	For	Against	Abstained	Total Votes
(1) To consider and approve the election of the 13 candidates each as separate resolution as the members of the fifth Board for a term of three years, with effect from the conclusion of the EGM and to authorise the Board to determine their remuneration.				
(a) Mr. Liu Haitao (executive Director)	238,702,864 (99.84%)	222,172 (0.09%)	171,435 (0.07%)	239,096,471 (100%)
(b) Mr. Ye Maoxin (executive Director)	238,731,764 (99.85%)	222,172 (0.09%)	142,535 (0.06%)	239,096,471 (100%)
(c) Mr. Fan Xinmin (executive Director)	238,702,864 (99.84%)	211,272 (0.09%)	182,335 (0.08%)	239,096,471 (100%)
(d) Mr. Yan Fuquan (executive Director)	238,702,864 (99.84%)	222,172 (0.09%)	171,435 (0.07%)	239,096,471 (100%)
(e) Mr. Liu Hong (executive Director)	238,702,864 (99.84%)	222,172 (0.09%)	171,435 (0.07%)	239,096,471 (100%)
(f) Mr. Shi Tinghong (executive Director)	238,713,764 (99.84%)	211,272 (0.09%)	171,435 (0.07%)	239,096,471 (100%)
(g) Mr. Yao Yuming (executive Director)	238,702,864 (99.84%)	222,172 (0.09%)	171,435 (0.07%)	239,096,471 (100%)
(h) Mr. Zhang Jianguo (executive Director)	238,702,864 (99.84%)	222,172 (0.09%)	171,435 (0.07%)	239,096,471 (100%)
(i) Mr. Wang Zengjing (independent non-executive Director)	This resolution has been withdrawn by the Board.			
(j) Ms. Li Hui (independent non-executive Director)	238,702,864 (99.84%)	222,172 (0.09%)	171,435 (0.07%)	239,096,471 (100%)
(k) Mr. Gao Yong (independent non-executive Director)	238,703,664 (99.84%)	222,172 (0.09%)	170,635 (0.07%)	239,096,471 (100%)

Ordinary Resolutions	Number of Votes (%)			
	For	Against	Abstained	Total Votes
(l) Mr. Chen Zhong (independent non-executive Director)	238,702,864 (99.84%)	222,172 (0.09%)	171,435 (0.07%)	239,096,471 (100%)
(m) Mr. Yu Shiquan (independent non-executive Director)	238,702,864 (99.84%)	222,172 (0.09%)	171,435 (0.07%)	239,096,471 (100%)
2. To consider and approve the election of the 4 candidates each as separate resolution as the shareholder representative supervisors (“Supervisors”) for the fifth supervisory committee (“Supervisory Committee”) of the Company for a term of three years, with effect from the conclusion of the EGM and to authorise the Supervisory Committee to determine their remuneration.				
(a) Mr. Tu Kelin	238,697,084 (99.83%)	90,900 (0.04%)	308,487 (0.13%)	239,096,471 (100%)
(b) Ms. Peng Zeqing	235,971,084 (98.69%)	2,816,900 (1.18%)	308,487 (0.13%)	239,096,471 (100%)
(c) Mr. Liu Jiebo	235,971,084 (98.69%)	2,816,900 (1.18%)	308,487 (0.13%)	239,096,471 (100%)
(d) Ms. Zhang Xiaoli	238,697,084 (99.83%)	90,900 (0.04%)	308,487 (0.13%)	239,096,471 (100%)
3. To consider and approve the resolution concerning the use of the self-owned funds without any prescribed use of not more than RMB500 million by the Company (including its subsidiaries) for the subscription of the new A shares in the primary market.	238,758,519 (99.86%)	81,200 (0.03%)	256,752 (0.11%)	239,096,471 (100%)

Ordinary Resolutions	Number of Votes (%)			
	For	Against	Abstained	Total Votes
4. To consider and approve the appointment of Deloitte Touche Tohmatsu (certified public accountants in Hong Kong) and Deloitte Touche Tohmatsu Certified Public Accountants Ltd. (certified public accountants in the PRC) as the international auditors and the PRC auditors of the Company respectively for the year ending 31 December 2007 with effect from the conclusion of the EGM and to authorise the Board to determine their remuneration.	238,237,788 (99.64%)	65,000 (0.03%)	793,683 (0.33%)	239,096,471 (100%)
<b>Special Resolution</b>				
5. To consider and approve the proposed amendments to the articles of association (“ <b>Articles of Association</b> ”) of the Company with effect from the conclusion of the EGM.	238,249,588 (99.64%)	65,000 (0.03%)	781,883 (0.33%)	239,096,471 (100%)

Shareholders of the Company may refer to the EGM Notice as supplemented by the Supplementary Notice for details of the above resolutions.

As at the date of the EGM, the issued share capital of the Company was 603,800,000 Shares of nominal value of RMB1 each, of which 423,000,000 Shares are A Shares and 180,800,000 Shares are H Shares, which entitled their holders to attend and vote on the resolutions at the EGM. Each of the shareholders present in person or by proxy at the EGM had one vote for every Share of which he was the holder. There was no Share entitling the holders thereof to attend and vote only against the resolutions at the EGM. There is no restriction on the shareholders to cast votes on any of the aforementioned resolutions at the EGM.

Voting was carried out by way of on-site voting (for all the shareholders of the Company) and internet voting (for the holders of A Shares). Messrs. Deloitte Touche Tohmatsu have acted as the scrutineer and compared the poll results summary to the poll forms collected by the Company. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

Pursuant to the legal opinions issued by Beijing Jincheng Tongda Law Office, the convening and procedures of the EGM, the qualification of the shareholders and the proxies attending the EGM and the procedures of voting (i.e. by way of on-site voting and internet voting) were all in compliance with the Articles of Association and the relevant PRC laws and regulations.

## **APPOINTMENT OF DIRECTORS OF THE FIFTH BOARD**

The Board is pleased to announce that the following 12 persons have been appointed as the Directors of the fifth Board, namely, Mr. Liu Haitao, Mr. Ye Maoxin, Mr. Fan Xinmin, Mr. Yan Fuquan, Mr. Liu Hong, Mr. Shi Tinghong, Mr. Yao Yuming and Mr. Zhang Jianguo, being executive Directors, and Ms. Li Hui, Mr. Gao Yong, Mr. Chen Zhong and Mr. Yu Shiquan, being independent non-executive Directors, with effect from the conclusion of the EGM for a term of three years. Please refer to the EGM Notice for the profiles of the above 12 Directors.

The Company will enter into a service contract with each of the elected Directors of the fifth Board. 5 executive Directors, namely, Mr. Liu Haitao, Mr. Fan Xinmin, Mr. Yan Fuquan, Mr. Liu Hong and Mr. Shi Tinghong are not entitled to director's remuneration and/or bonus. 3 executive Directors, namely, Mr. Ye Maoxin, Mr. Yao Yuming and Mr. Zhang Jianguo, are entitled to an annual director's remuneration of RMB288,000, RMB282,000 and RMB218,400 respectively, which are determined with reference to their job duties, the prevailing market price and their working experience. In addition, each of the aforementioned 3 Directors may be entitled to an annual bonus to be determined by the Board with reference to the annual work performance of the relevant Director and the Group's results at the end of each calendar year. All independent non-executive Directors, namely, Ms. Li Hui, Mr. Gao Yong, Mr. Chen Zhong and Mr. Yu Shiquan, are entitled to an annual director's fees of RMB50,000, RMB50,000, RMB50,000 and RMB50,000 respectively, which are determined with reference to the prevailing market price and their working experience.

Save as disclosed in the EGM Notice and this announcement, there is no information and matter which may involve or have involved the above 12 Directors which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Save as disclosed in the EGM Notice and this announcement, there is no other matter concerning the appointment of the above 12 Directors that needs to be brought to the attention of the shareholders of the Company.

As supplementary information, Mr. Wang Zengjing, a retiring Director whose term of office in the Company ceased with effect from the conclusion of the EGM, has confirmed that he has no disagreement with other members of the Board and there are no matters relating to his retirement that need to be brought to the attention of the holders of securities of the Company.

## **APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISORS OF THE FIFTH SUPERVISORY COMMITTEE**

The Board is also pleased to announce that the following 4 persons have been appointed as the shareholder representative Supervisors of the fifth Supervisory Committee, namely, Mr. Tu Kelin, Ms. Peng Zeqing, Mr. Liu Jiebo and Ms. Zhang Xiaoli, with effect from the conclusion of the EGM for a term of three years. Please refer to the EGM Notice for the profiles of the above 4 shareholder representative Supervisors.

The Company will enter into a service contract with each of the elected shareholder representative Supervisors of the fifth Supervisory Committee. Mr. Tu Kelin, Mr. Liu Jiebo and Ms. Zhang Xiaoli are not entitled to supervisor's remuneration and/or bonus. Ms. Peng Zeqing is entitled to an annual supervisor's remuneration of RMB217,800, which is determined with reference to the prevailing market price and her working experience. In addition, Ms. Peng may be entitled to an annual bonus to be determined by the Supervisory Committee with reference to her annual work performance and the Group's results at the end of each calendar year.

Save as disclosed in the EGM Notice and this announcement, there is no information and matter which may involve or have involved the above 4 shareholder representative Supervisors which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Save as disclosed in the EGM Notice and this announcement, there is no other matter concerning the appointment of the above 4 shareholder representative Supervisors that needs to be brought to the attention of the shareholders of the Company.

#### **APPOINTMENT OF STAFF REPRESENTATIVE SUPERVISORS OF THE FIFTH SUPERVISORY COMMITTEE**

In accordance with the Company Law of the PRC, the supervisory committee shall comprise staff representative supervisors who are elected at the meeting of the staff representative of the Company. The number of staff representative supervisors shall not be less than one-third of the total number of supervisors in the supervisory committee. It was resolved at the staff representative meeting held on 15 August 2007 that the following 3 persons be elected to assume the office of staff representative Supervisors of the fifth Supervisory Committee, with a term of 3 years commencing from the conclusion of the EGM.

**Mr. Dong Min**, (re-elected), aged 51, post-graduate of business administration and Mechanical Engineer. Since June 2005, he has been Supervisor of the Company. Since 1993, Mr. Dong had been the Director of Marketing Department and Deputy Factory Manager of Operation Department of Xianyang Textile Machinery Factory and General Manager of Xianyang Textile Machinery Manufacturing Co. Ltd. Since April 2002, he has been Assistant to General Manager of the Company and has been General Manager of Textile Engineering Department of the Company since January 2003.

**Mr. Lian Jianhua**, (re-elected), aged 48, university graduate and Senior Accountant. He has been Supervisor of the Company since August 2004. Mr. Lian is also currently the Head of the Strategic Management Department of the Company, Director of the Company's subsidiary of Zhengzhou Hongda Non-woven Fabric Engineering and Technological Co., Ltd., Supervisor of Beijing Jingwei New Technology Co., Ltd., Chairman of Supervisors of Shanghai Weixin Electrical & Machinery Co., Ltd. etc. Since August 1986, Mr. Lian had been Auditor of Auditing Office of Jingwei Textile Machinery Plant, Deputy Director of Supervisory and Auditing Department, Supervisor of the Auditing Office, Chief Accountant of Shanxi Textile Machinery Plant of Jingwei Textile Machinery Plant.

**Mr. Li Xisheng**, aged 48, university graduate and senior political worker. Since 1994, Mr. Li had worked as the Deputy Head and Head of the Advertising Department of Jingwei Textile Machinery Factory, the Head of Advertising Department of Jingwei Machinery (Group) Company Limited and the Company, the Supervisor of Auditing Office and the Chairman of the Labour Union of Jingwei Machinery (Group) Company Limited. Since July 2005, Mr. Li has been the Chairman of Labour Union of Yuci Branch of the Company.

The Company will enter into a service contract with each of the elected staff representative Supervisors of the fifth Supervisory Committee. Mr. Dong Min, Mr. Lian Jianhua and Mr. Li Xisheng are entitled to an annual supervisor's remuneration of RMB150,600, RMB98,400 and RMB60,000 respectively, which are determined with reference to the prevailing market price and their working experience. In addition, each of the aforementioned 3 Supervisors may be entitled to an annual bonus to be determined by the Supervisory Committee with reference to the annual work performance of the relevant Supervisor and the Group's results at the end of each calendar year. Save as disclosed above, each of the elected staff representative Supervisors of the fifth Supervisory Committee did not have interest in shares, underlying shares and debentures in the Company and associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (cap 571, laws of Hong Kong) as at the date of this announcement. Save as disclosed above, each of the elected staff representative Supervisors do not have any relationship with any directors, supervisors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, each of the elected staff representative Supervisors did not hold any directorship nor other important positions and titles in any listed public companies in the past three years. There is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. There are no other matters concerning the appointment of the elected staff representative Supervisors that need to be brought to the attention of the shareholders of the Company.

As the term of office of Mr. Bao Weiguo, the staff representative supervisor of the fourth Supervisory Committee, will expire and he does not offer himself for re-election, his term of office in the Company will cease with effect from the conclusion of the EGM. Mr. Bao has confirmed that he has no disagreement with other members of the Board and there are no matters relating to his resignation that need to be brought to the attention of the holders of securities of the Company.

The Board would like to take this opportunity to express its gratitude to the Directors and Supervisor who retired for their efforts and contribution to the Company during their respective term of office.

By order of the Board  
**Jingwei Textile Machinery Company Limited**  
**Liu Haitao**  
*Chairman*

Beijing, the PRC, 15 August 2007

*As at the date of this announcement, the Board comprises Mr. Liu Haitao, Mr. Ye Maoxin, Mr. Fan Xinmin, Mr. Yan Fuquan, Mr. Liu Hong, Mr. Shi Tinghong, Mr. Yao Yuming and Mr. Zhang Jianguo, all being executive Directors, and Mr. Gao Yong, Mr. Chen Zhong, Ms. Li Hui and Mr. Yu Shiquan, all being independent non-executive Directors.*