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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)

**PROPOSED CHANGE OF AUDITORS
AND
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

PROPOSED CHANGE OF AUDITORS

The Board hereby announces that it proposes to discontinue the engagement of Deloitte Touche Tohmatsu (Hong Kong certified public accountants) and Deloitte Touche Tohmatsu CPA Ltd. (the PRC certified public accountants) as the respective international auditors and PRC auditors of the Company for the financial year ending 31 December 2009, and to appoint UHY Vocation HK CPA Limited (Hong Kong certified public accountants) and Vocation International Certified Public Accountants Co., Ltd (the PRC certified public accountants) as the respective international auditors and PRC auditors of the Company for the financial year ending 31 December 2009, subject to the approval by the Shareholders at the EGM.

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

To bring the Articles of Association in line with the developing business activities of the Group, certain amendments are proposed to be made to the Articles of Association. Such proposed amendments to the Articles of Association are subject to Shareholders' approval by way of special resolution at the EGM.

GENERAL

A circular containing (i) details of the proposed change of auditors, (ii) full provisions of the proposed amendments to the Articles of Association and an explanation of the effect of such proposed amendments to the Articles of Association in accordance with Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, together with a notice convening the EGM will be despatched to Shareholders in due course.

PROPOSED CHANGE OF AUDITORS

The board of directors (the “**Board**”) of Jingwei Textile Machinery Company Limited (the “**Company**”) hereby announces that it proposes to discontinue the engagement of Deloitte Touche Tohmatsu (Hong Kong certified public accountants) and Deloitte Touche Tohmatsu CPA Ltd. (the PRC certified public accountants) as the respective international auditors and PRC auditors of the Company for the financial year ending 31 December 2009, and to appoint UHY Vocation HK CPA Limited (Hong Kong certified public accountants) and Vocation International Certified Public Accountants Co., Ltd (the PRC certified public accountants) as the respective international auditors and PRC auditors of the Company for the financial year ending 31 December 2009, subject to the approval by the shareholders of the Company (“**Shareholders**”) at an extraordinary general meeting of the Company (“**EGM**”) to be convened. The decision to propose to Shareholders the change of auditors of the Company was taken by the Board on the recommendation of the audit committee of the Company.

According to the Notice of Commencement of Financial Audit to be Performed on Randomly Selected Central Enterprises for the Financial Year 2009 (“**Commencement Notice**”) (No.142 of [2009] Guo Zi Fa Ping Jia) (《關於開展中央企業2009年度財務審計抽查工作的通知》(國資發評價[2009]142號)) issued by the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會), the ultimate beneficial controller of the Company, China Hengtian Group Company (“**Hengtian**”), was randomly selected as a candidate for the performance of an overall financial audit. The Company, being indirectly owned as to approximately 33.83% of its total issued share capital by Hengtian, was requested to observe the Commencement Notice as well.

Hengtian recently received the Notice Regarding Financial Audit to be Performed on Randomly Selected Central Enterprises for the Financial Year 2009 (“**Notice**”) (No. 150 Ping Jia Han [2009]) (《中央企業2009年度財務抽查審計通知書》(評價函[2009]150號)) issued by the State-owned Assets Supervision and Administration Commission of the State Council, under which it has been urged to change, and procure the Company to change, their respective auditors to Vocation International Certified Public Accountants Co., Ltd on a timely basis and in accordance with the applicable laws and regulations.

Deloitte Touche Tohmatsu has confirmed in its letter dated 6 November 2009 that save for the reasons mentioned above, there were no circumstances connected with its cessation as the auditors of the Company which it considered should be brought to the attention of the holders of securities of the Company. The Board also confirms that save for the reasons mentioned above, there are no circumstances in respect of the change of auditors which it considers should be brought to the attention of the holders of securities of the Company.

In order to comply with the Commencement Notice and the Notice, subject to the approval by Shareholders at the EGM, the Company will engage UHY Vocation HK CPA Limited (Hong Kong certified public accountants) and Vocation International Certified Public Accountants Co., Ltd (the PRC certified public accountants) as the respective international auditors and PRC auditors of the Company for the financial year ending 31 December 2009.

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

To bring the articles of association of the Company (“**Articles of Association**”) in line with the developing business activities of the Company and its subsidiaries (“**Group**”), certain amendments are proposed to be made to the Articles of Association. Such proposed amendments to the Articles of Association are subject to Shareholders’ approval by way of special resolution at the EGM.

To amend Article 15 of the Articles of Association by replacing:

“Article 15: The business scope of the Company should be the one reviewed and approved by the corporate registration authorities.

The business scope of the Company includes:

development and production of textile machineries, other electrical products, automatic office equipment and their specialised accessories and appliances (products with specific requirements shall be reported and approved separately); development of computer application software; domestic and overseas sale of products manufactured by the Company; development of consultancy services in respect of technology and economic information related to the products of the Company.”

with the following:

“Article 15: The business scope of the Company should be the one reviewed and approved by the corporate registration authorities.

The business scope of the Company includes:

development and production of textile machineries, other electrical products, automatic office equipment and their specialised accessories and appliances (products with specific requirements shall be reported and approved separately); development of computer application software; domestic and overseas sale of products manufactured by the Company; carrying on business relating to cotton and its by-products, textile products, cottonseed and short staple; development of consultancy services in respect of technology and economic information related to the products of the Company.”

The above is the English translation of the Chinese version of the proposed amendments to the Articles of Association. Should there be any inconsistencies between the English version and the Chinese version, the Chinese version shall prevail.

GENERAL

A circular containing (i) details of the proposed change of auditors (ii) full provisions of the proposed amendments to the Articles of Association and an explanation of the effect of such proposed amendments to the Articles of Association in accordance with Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, together with a notice convening the EGM will be despatched to Shareholders in due course.

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

Beijing, the PRC, 10 November 2009

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. Zhao Xi Zi, Mr. Chen Zhong and Mr. Yu Shiquan, all being independent non-executive Directors.