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**China Hi-Tech Holding Company Limited**  
*(incorporated in Hong Kong with  
limited liability)*

 **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: 350)**

**JOINT ANNOUNCEMENT**

**DESPATCH OF COMPOSITE DOCUMENT  
IN RELATION TO**

**VOLUNTARY CONDITIONAL CASH OFFER BY  
UBS AG HONG KONG BRANCH  
ON BEHALF OF  
CHINA HI-TECH HOLDING COMPANY LIMITED  
TO ACQUIRE ALL OF THE ISSUED H SHARES IN THE CAPITAL OF  
JINGWEI TEXTILE MACHINERY COMPANY LIMITED**

**AND**

**PROPOSED WITHDRAWAL OF LISTING OF H SHARES**

**Financial Adviser to China Hi-Tech Holding  
Company Limited**



**UBS AG Hong Kong Branch**

**Financial Adviser to the Company**



**First Shanghai Capital Limited**

The Composite Document together with the accompany Form of Acceptance will be despatched to the H Shareholders on Wednesday, 30 September 2015.

The Offer is open for acceptance on and from Wednesday, 30 September 2015 and the latest time for acceptance of the Offer on the First Closing Date is 4:00 p.m. on Monday, 23 November 2015 (unless the Offeror revises or extends the Offer, with the consent of the Executive, if necessary, and in accordance with the Takeovers Code).

The respective notices of the EGM and the H Class Share Meeting to be held on Monday, 16 November 2015 are set out in the Composite Document.

**Independent H Shareholders are encouraged to read the Composite Document and the Form of Acceptance carefully, including the recommendation from the Independent Board Committee to the Independent H Shareholders in respect of the Offer and the letter of advice from Gram Capital to the Independent Board Committee in respect of the Offer, before deciding whether or not to accept the Offer.**

**Shareholders and/or potential investors of the Company should note that the Offer is subject to the satisfaction or waiver (where applicable) of the Conditions in all respects. Accordingly, the Offer may or may not become unconditional. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company (including the Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

Reference is made to the announcement jointly issued by China Hi-Tech Holding Company Limited (the “**Offeror**”) and Jingwei Textile Machinery Company Limited (the “**Company**”) on 13 August 2015 in relation to the voluntary conditional cash offer (the “**Offer**”) by UBS AG Hong Kong Branch on behalf of the Offeror to acquire all the issued H shares in the capital of the Company, the announcements jointly issued by the Offeror and the Company on 2 September 2015 and 22 September 2015 in relation to delay in despatch of Composite Document (as defined hereinafter) and the composite offer and response document jointly issued by the Offeror and the Company dated 30 September 2015 (the “**Composite Document**”) in relation to, among other things, the Offer. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document together with the accompany Form of Acceptance will be despatched to the H Shareholders on Wednesday, 30 September 2015.

A copy of the Composite Document is also available at the website of the Hong Kong Stock Exchange.

## **MEETINGS**

The EGM to approve the voluntary withdrawal of the listing of the H Shares from the Hong Kong Stock Exchange will be held at 2:30 p.m. on Monday, 16 November 2015. The H Share Class Meeting to approve the voluntary withdrawal of the listing of the H Shares from the Hong Kong Stock Exchange will be held immediately after the conclusion or adjournment of the EGM. The EGM and the H Share Class Meeting will be held at Room 701, First Shanghai Centre, Block C, 39 Liangmaqiao Road, Chaoyang District Beijing, the PRC. Notices of those meetings are set out in the Composite Document.

## DETAILS OF THE OFFER AND EXPECTED TIMETABLE

The Composite Document contains the letter from UBS making the Offer on behalf of the Offeror. It sets out, among other things, the details of the Offer, the reasons and the intentions of the Offeror and certain background information of the Offeror. Further details on the terms and procedures for acceptance of the Offer are set out in Appendix I to the Composite Document and the accompanying Form of Acceptance. The H Shareholders are strongly advised to consider carefully the information contained in the Composite Document and to consult their professional advisers if in doubt.

The Offer is open for acceptance on and from Wednesday, 30 September 2015 and the latest time for acceptance of the Offer on the First Closing Date is 4:00 p.m. on Monday, 23 November 2015 (unless the Offeror revises or extends the Offer, with the consent of the Executive, if necessary, and in accordance with the Takeovers Code).

The expected timetable of the Offer and the proposed voluntary withdrawal of listing of the H Shares on the Hong Kong Stock Exchange in the Composite Document as reproduced below is indicative only and may be subject to change. Any changes to the timetable will be announced by the Offeror and the Company as and when appropriate:

Despatch date of the Composite Document and the Form of Acceptance <sup>(Note 1)</sup> . . . . .	Wednesday, 30 September 2015
Opening date of the Offer <sup>(Note 1)</sup> . . . . .	Wednesday, 30 September 2015
Latest time for lodging transfers of the Shares in order to be entitled to attend and vote at the H Share Class Meeting and the EGM . . . . .	4:30 p.m. on Thursday, 15 October 2015
Closure of the register of the Company for the determination of entitlements of the Independent H Shareholders to attend and vote at the H Share Class Meeting and of the Shareholders to attend and vote at the EGM . . . . .	Friday, 16 October 2015 to Monday, 16 November 2015 (both days inclusive)
Last day for return of reply slip for the H Share Class Meeting and the EGM <sup>(Note 2)</sup> . . . . .	Monday, 26 October 2015
Latest time for lodging proxy form in respect of the H Share Class Meeting and the EGM <sup>(Note 3)</sup> . . . . .	2:30 p.m. on Sunday, 15 November 2015
Suspension of dealings in the A Shares and the H Shares . . . . .	Monday, 16 November 2015

EGM . . . . .	2:30 p.m. on Monday, 16 November 2015
H Share Class Meeting . . . . .	Monday, 16 November 2015 immediately after the conclusion or adjournment of the EGM
Announcement of the results of the H Share Class Meeting and the EGM on the website of the Hong Kong Stock Exchange . . . . .	by 7:00 p.m. on Monday, 16 November 2015
Written notification sent to the Shareholders in respect of the First Closing Date and the implications of not accepting the Offer . . . . .	Monday, 16 November 2015
Resumption of dealings in the A Shares and the H Shares . . . . .	9:00 a.m. on Tuesday, 17 November 2015
Re-opening of the shareholder register of the Company . . . . .	Tuesday, 17 November 2015
First Closing Date <sup>(Note 4)</sup> . . . . .	Monday, 23 November 2015
Latest time and date for acceptance of the Offer on the First Closing Date <sup>(Note 5)</sup> . . . . .	4:00 p.m. on Monday, 23 November 2015
Announcement of the results of the Offer as at the First Closing Date on the website of the Hong Kong Stock Exchange. . . . .	by 7:00 p.m. on Monday, 23 November 2015
Latest time and date for the Offeror to declare the Offer unconditional as to acceptances. . . . .	7:00 p.m. on Sunday, 29 November 2015
Latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances received at or before the latest time for acceptances of the Offer on the First Closing Date (assuming the Offer has become unconditional in all respects on the First Closing Date) <sup>(Note 6)</sup> . . . . .	Wednesday, 2 December 2015
Final Closing Date (assuming the Offer has become unconditional in all respects on the First Closing Date) <sup>(Note 7)</sup> . . . . .	Monday, 21 December 2015
Latest time and date for the Offer remaining open for acceptance on the Final Closing Date and closing of the Offer <sup>(Note 7)</sup> . . . . .	4:00 p.m. on Monday, 21 December 2015

Announcement of the results of the Offer as at  
the Final Closing Date on the website of  
the Hong Kong Stock Exchange . . . . . by 7:00 p.m. on Monday, 21 December 2015

Last day of trading the H Shares on  
the Hong Kong Stock Exchange. . . . . Monday, 21 December 2015

Withdrawal of the listing of the H Shares from  
the Hong Kong Stock Exchange<sup>(Note 8)</sup> . . . . . 4:00 p.m. on Monday, 28 December 2015

Latest date for posting of remittances for the amounts due  
under the Offer in respect of valid acceptances of the Offer  
on the Final Closing Date<sup>(Note 6)</sup> . . . . . Thursday, 31 December 2015

*Notes:*

- (1) The Offer is made on Wednesday, 30 September 2015, the date of posting of this Composite Document, and is capable of being accepted on and from this date.
- (2) Reply slip should be duly completed and returned to the secretariat of the board of directors of the Company at Level 7, First Shanghai Centre, 39 Liangmaqiao Road, Chaoyang District, Beijing, the PRC no later than Monday, 26 October 2015 (i.e. 20 clear days prior to the date of convening of the H Share Class Meeting and the EGM). Failure to return the reply slip will not affect Independent H Shareholders' right to attend the H Share Class Meeting nor Shareholder's right to attend the EGM.
- (3) Proxy form should be deposited with Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event by the time stated above, in order to be valid. Completion and return of a proxy form for the H Share Class Meeting and/or the EGM will not preclude an Independent H Shareholder or a Shareholder from attending the H Share Class Meeting and/or the EGM respectively and voting in person if he/she/it so wishes and if such Independent H Shareholder and Shareholder has notified the Company not less than 24 hours in writing before the time appointed for any adjournment of the H Share Class Meeting and the EGM. In such event, the returned proxy form will be deemed to have been revoked.
- (4) It is assumed that the Offer has not become unconditional as to acceptances or in all respects prior to the First Closing Date. The Offeror reserves the right to extend the Offer until such time and/or date as it may determine and in accordance with the Takeovers Code. The Offeror will issue an announcement, stating whether the Offer has been revised or extended, has expired or has become or been declared unconditional (as to acceptances or in all respects).
- (5) Unless the Offer has previously become or been declared unconditional, revised or extended, the latest time and date for acceptance of the Offer is 4:00 p.m. on the First Closing Date. Please refer to Appendix I to the Composite Document for additional information on how to accept the Offer.
- (6) Pursuant to Rule 20.1 of the Takeovers Code, settlement in cash in respect of acceptances of the Offer will be made within 7 Business Days of the later of the the date on which the Offer has become or is declared unconditional and the date on which the H Shares are tendered for acceptance of the Offer. Relevant documents of title must be received by the Registrar to render each acceptance of the Offer complete and valid.

- (7) In accordance with Rule 15.3 of the Takeovers Code, where the Offer becomes or is declared unconditional (whether as to acceptances or in all respects), it should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the Offer is closed to the Independent H Shareholders who have not accepted the Offer and an announcement will be published. The Offeror will extend the 14-day period under Rule 15.3 of the Takeovers Code to 28 calendar days.
- (8) It is currently expected that the withdrawal of listing of the H Shares from the Hong Kong Stock Exchange would happen at 4:00 p.m. on Monday, 28 December 2015, subject to the satisfaction of any conditions for delisting such securities from the Hong Kong Stock Exchange, and receipt of any regulatory approvals required for such delisting.
- (9) Beneficial owners of the H Shares who hold their H Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
- (10) The latest time and date for acceptance of the Offer, the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the last day of trading of H Shares and withdrawal of listing of the H Shares will not take effect if there is a tropical cyclone warning signal number 8 above, or a "black" rainstorm warning, in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the such relevant date. Instead, such relevant date will be rescheduled to the same time on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

*Unless otherwise indicated, all time references contained above are to Hong Kong time.*

## **IMPORTANT**

**Independent H Shareholders are encouraged to read the Composite Document and the Form of Acceptance carefully, including the recommendation from the Independent Board Committee to the Independent H Shareholders in respect of the Offer and the letter of advice from Gram Capital to the Independent Board Committee in respect of the Offer, before deciding whether or not to accept the Offer.**

**Shareholders and/or potential investors of the Company should note that the Offer is subject to the satisfaction or waiver (where applicable) of the Conditions in all respects. Accordingly, the Offer may or may not become unconditional. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company (including the Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

By order of the board of  
**China Hi-Tech Holding Company Limited**  
**Ye Maoxin**  
*Director*

By order of the board of  
**Jingwei Textile Machinery Company Limited**  
**Ye Maoxin**  
*Chairman*

Beijing, the PRC, 29 September 2015

*As at the date of this announcement, the board of directors of the Offeror comprises Mr. Ye Maoxin, Mr. Du Qianyi and Mr. Shi Tinghong.*

*As at the date of this announcement, the board of directors of CHG comprises Mr. Zhang Jie, Mr. Liu Haitao, Mr. Ye Huicheng, Mr. Guo Guorong, Mr. Qi Zerui, Mr. Zhao Xiaogang and Mr. Jing Xinbao.*

*As at the date of this announcement, the Board comprises Mr. Ye Maoxin, Mr. Wang Jiangan, Mr. Yan Fuquan, Mr. Shi Tinghong and Mr. Yao Yuming, all being executive Directors, and Ms. Chen Jinrong, Ms. An Guojun and Mr. Niu Hongjun, all being independent non-executive Directors.*

*The directors of the Offeror and CHG jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group) and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Group or the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Offeror and CHG) and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Offeror or CHG) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*