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JINGWEI TEXTILE MACHINERY COMPANY LIMITED

經緯紡織機械股份有限公司

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

(Stock Code: 0350)

NOTICE OF THE FIRST CLASS MEETING OF HOLDERS OF H SHARES IN 2015

NOTICE IS HEREBY GIVEN that the first class meeting of holders of H Shares in 2015 (the “**H Share Class Meeting**”) of Jingwei Textile Machinery Company Limited (the “**Company**”) will be held on Monday, 16 November 2015 immediately after the conclusion of the second special general meeting of the Company to be held on the same date at Room 701, First Shanghai Centre, Block C, 39 Liangmaqiao Road, Chaoyang District, Beijing, the PRC to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the composite offer and response document of the Company dated 30 September 2015:

AS SPECIAL RESOLUTIONS

“THAT:

- (a) the voluntary withdrawal of the listing of the H Shares from the Hong Kong Stock Exchange, be and is hereby approved; and
- (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal.”

By order of the Board

Jingwei Textile Machinery Company Limited

Ye Maoxin

Chairman

Beijing, the PRC, 30 September 2015

As at the date hereof, the board of directors of the Company 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.

Notes:

- (a) The holders of H Shares whose names appear in the Company's register of shareholders on Friday, 16 October 2015 are entitled to attend the H Share Class Meeting by showing their identity cards or passports.

The holders of H Shares are reminded that pursuant to the articles of association of the Company, the register of shareholders of the Company will be closed from Friday, 16 October 2015 to Monday, 16 November 2015 (both days inclusive), during which period no transfer of shares will be registered. The holders of H Shares, who intend to attend the H Share Class Meeting, must deliver their instrument of transfers together with the relevant share certificates to the Company's Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 15 October 2015.

- (b) Any holders of H Shares entitled to attend and vote at the H Share Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (c) Pursuant to the Listing Rules and the articles of association of the Company, at any extraordinary general meeting, a resolution shall be decided on a one share one vote basis.
- (d) To be valid, the proxy forms for the use of holders of H Shares and, if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a notarised copy of that power of attorney or other authority must be delivered to the Company's Registrar (Hong Kong Registrars Limited at 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong) not less than 24 hours before the time scheduled for holding the H Share Class Meeting.
- (e) The holders of H Shares intending to attend the H Share Class Meeting should return the accompanying reply slip 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 on or before Monday, 26 October 2015.
- (f) Completion and return of the proxy forms and notices of attendance will not preclude a holder of H Shares from attending and voting in the H Share Class Meeting if such holder has notified the Company not less than 24 hours in writing before the time scheduled for holding the H Share Class Meeting.
- (g) A holder of H Shares or his/her/its proxy shall produce proof of identity when attending the H Share Class Meeting. If a corporate shareholder appoints its legal representative to attend the meeting, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative to attend the meeting.
- (h) In accordance with the articles of association of the Company, where there are joint registered holders of any share, only the first named shareholder in the register of members has the right to receive this notice, attend the H Share Class Meeting and exercise the voting rights in relation to the relevant shares in the H Share Class Meeting.
- (i) The H Share Class Meeting is expected to last for about 30 minutes. Holders of H Shares of the Company and their respective proxies attending the H Share Class Meeting shall be responsible for their own transportation and accommodation expenses.