



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)

**Proxy form for use at the second special general meeting
to be held on Monday, 16 November 2015**

The number of H Shares to which this proxy form relates ^(Note 1)	H Shares
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I/We ^(Note 2) _____
of _____
being the registered holder of _____
H Shares ^(Note 3) in Jingwei Textile Machinery Company Limited (the “Company”) HEREBY APPOINT the Chairman of the Meeting, or _____
^(Note 4) of _____
as my/our proxy(ies) to attend and act for me/us at the second special general meeting (the “EGM”) of the Company to be held at 2:30 p.m. on Monday, 16 November 2015 or at any adjournment thereof and to vote at such meeting or any adjournment thereof in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTION		For ^(Note 5)	Against ^(Note 5)
1.	THAT the voluntary withdrawal of the listing of the H Shares of the Company from the Hong Kong Stock Exchange, be and is hereby approved;		
2.	THAT 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.		

Dated this _____ day of _____ 2015 Signature(s) ^(Note 6) _____

Notes:

- Please insert the number of H Shares registered in your name(s) and to which this form of proxy relates. If no such number is inserted, this form of proxy will be deemed to relate to all the H Shares in the Company registered in your name(s).
- Please insert full name(s) and address(es) (as shown in the register of shareholders) in BLOCK CAPITALS.
- Please insert the number of all the H Shares registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “the Chairman of the Meeting, or” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. Each Shareholder is entitled to appoint one or more proxy(ies) to attend and vote at the EGM. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be signed by the person who signs it.
- Important:** If you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. Failure to tick either box will entitle your proxy to cast your vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under its common seal or under the hand of an officer or attorney duly authorised in that regard. Any alteration made to this form of proxy must be signed by the person who signs it.
- To be valid, this form of proxy 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 (see Note (10)) not less than 24 hours before the time scheduled for holding the EGM.
- Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person if he is subsequently able to be present and has notified the Company not less than 24 hours in writing before the time scheduled for holding the EGM.
- Shareholders who intend to attend the EGM in person or by proxy should return the reply slip, for information purposes, 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, 4:00 p.m., Monday, 26 October 2015.
- Holders of H Shares shall deliver this form of proxy (and a notarised copy of the power of attorney or other authority if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority) to the Company’s Registrar, Hong Kong Registrars Limited at, 17M Floor, Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong.
- A Shareholder or his/her/its proxy should produce proof of identity when attending the EGM. If a corporate Shareholder appoints its legal representative to attend the EGM, 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 EGM.
- Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the Composite Document of the Company dated 30 September 2015.