



魏橋紡織股份有限公司
Wei Qiao Textile Company Limited*

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

(Stock Code: 2698)

Proxy Form for the Extraordinary General Meeting to be held on 18 March 2008

I/We _____
of _____
am/are the shareholder(s) of Wei Qiao Textile Company Limited (the "Company"), holding _____ H Shares/
domestic shares. I/We hereby appoint _____
of _____
as my/our proxy/proxies or I/We hereby appoint the chairman of the Extraordinary General Meeting as my/our proxy/proxies (please delete where appropriate) for _____
H Shares/domestic shares which I/we hold in the share capital of the Company to attend and vote at the Extraordinary General Meeting to be held at the conference hall on the Fourth Floor, Company Office Building, No.1 Wei Fang Lu, Jing Ji Kai Fa Qu, Zouping County, Shandong Province, The People's Republic of China at 9 a.m. on 18 March 2008 or at any adjournment thereof. The proxy/proxies is/are authorised to vote on the resolutions according to the following instructions. In the absence of instructions, the proxy/proxies shall vote for or against the resolutions or abstain at their discretion.

Ordinary Resolution	For	Against	Abstention
<p>1. “THAT:</p> <p>(a) the asset transfer agreement dated 14 January 2008 (the "Asset Transfer Agreement") and entered into between the Company and Shandong Weiqiao Chuangye Group Company Limited (山東魏橋創業集團有限公司) ("Holding Company") in relation to the acquisition of the Thermal Power Assets (as defined in the announcement of the Company dated 14 January 2008 and the circular of the Company dated 1 February 2008 of which this notice forms part) by the Company from Holding Company (the "Acquisition") (a copy of which has been produced to this meeting marked "A" and signed by the Chairman hereof for identification purpose) and the transactions contemplated thereunder, be and is hereby approved, ratified and confirmed;</p> <p>(b) the execution of the Asset Transfer Agreement by a director of the Company for and on behalf of the Company, be and is hereby approved, ratified and confirmed; and</p>			
<p>2. “THAT subject to the passing of Resolution No. 1 above as a special resolution by poll:</p> <p>(a) the form of the supply of excess electricity agreement proposed to be entered into between the Company and Holding Company (a copy of which has been produced to this meeting marked "B" and signed by the Chairman hereof for identification purpose) at completion of the Asset Transfer Agreement ("Completion") in relation to the supply by the Company of electricity which is in excess of the actual electricity and steam consumption by the Company and its subsidiaries to Holding Company for a term commencing from the date of Completion and ending on 31 December 2010 (both dates inclusive) ("Supply of Excess Electricity Agreement") be and is hereby approved;</p> <p>(b) the continuing connected transactions contemplated under the Supply of Excess Electricity Agreement and the proposed annual caps therefor, be and are hereby approved;</p> <p>(c) the execution of the Supply of Excess Electricity Agreement by a director of the Company for and on behalf of the Company be and is hereby approved; and</p> <p>(d) the directors of the Company be and are hereby authorized to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the Supply of Excess Electricity Agreement with such changes as the directors of the Company may consider necessary, desirable or expedient.”</p>			

Date: _____ 2008

Signature: _____

Notes:

- (A) **The H share register of the Company will be closed from 18 February 2008 to 18 March 2008 (both days inclusive), during which no transfer of H shares will be effected.** Any holders of H shares of the Company, whose names appear on the Company's register of members at close of business on 15 February 2008, are entitled to attend and vote at the Extraordinary General Meeting after completing the registration procedures for attending the meeting. In order to be entitled to attend and vote at the Extraordinary General Meeting, share transfer documents should be lodged with the Company's H shares share registrar not later than 4:00 p.m. on 15 February 2008.

The address of the share registrar for the Company's H shares is as follows:

Computershare Hong Kong Investor Services Limited
Rooms 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (B) Holders of H shares and domestic shares of the Company, who intend to attend the Extraordinary General Meeting, must complete the reply slips for attending the Extraordinary General Meeting and return them to the Office of the Secretary to the Board of Directors of the Company not later than 20 days before the date of the Extraordinary General Meeting, i.e. no later than 27 February 2008.

Details of the Office of the Secretary to the Board of Directors of the Company are as follows:

First Floor
Company Office Building
No.1 Wei Fang Lu
Jing Ji Kai Fa Qu
Zouping County
Shandong Province
The People's Republic of China

Tel: 86 (543) 416 2222

Fax: 86 (543) 416 2000

- (C) Each holder of H shares who has the right to attend and vote at the Extraordinary General Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Extraordinary General Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified.
- (E) To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H shares share registrar, Wanchai, Computershare Hong Kong Investor Services Limited on the 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof in order for such documents to be valid.
- (F) Each holder of domestic shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the Extraordinary General Meeting. Notes (C) to (D) also apply to holders of domestic shares, except that the proxy form or other documents of authority must be delivered to the Office of the Secretary to the Board of Directors, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof, in order for such documents to be valid.
- (G) If a proxy attends the Extraordinary General Meeting on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person share shareholder attends the Extraordinary General Meeting, such legal representative should produce his/her ID card and valid documents evidencing his/her capacity as such legal representative. If a legal person share shareholder appoints a representative of a company other than its legal representative to attend the Extraordinary General Meeting, such representative should produce his/her ID card and an authorization instrument affixed with the seal of the legal person share shareholder and duly signed by its legal representative.
- (H) The Extraordinary General Meeting is expected to last not more than half a day. Shareholders attending the Extraordinary General Meeting are responsible for their own transportation and accommodation expenses.

* *The Company is registered in Hong Kong as an oversea company under the English name "Weiqiao Textile Company Limited"*