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**魏橋紡織股份有限公司**

**Weiqiao Textile Company Limited\***

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

**(Stock Code: 2698)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This announcement is made by Weiqiao Textile Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

In order to further optimize the Company’s internal management systems and in accordance with the relevant requirements of laws and regulations of the People’s Republic of China (the “**PRC**”), the board of directors (the “**Board**”) of the Company proposed to make certain amendments (the “**Proposed Amendments**”) to the current articles of association of the Company (the “**Articles of Association**”) in relation to the chairman and vice chairman of the Board.

Details of the Proposed Amendments are as follows:

<b>Existing Articles of Association</b>	<b>Revised Articles of Association</b>
<b>Article 8.25 General meetings shall be convened and presided over by the board of directors.</b> If the chairman cannot attend the meeting for any reason, <b>the vice chairman shall convene and preside over the meeting.</b> If neither the chairman nor the vice chairman can attend the meeting, <b>the board of directors may designate a director of the Company to convene and preside over the meeting in proxy;</b> if no person is designated to preside over the meeting, the attending shareholders may elect a person to preside over the meeting; if for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxies thereof) holding the most voting shares among the attending shareholders shall preside over the meeting.	<b>Article 8.25 General meetings shall be convened by the board of directors and presided over by the chairman of the board who shall act as the chairman of the meetings.</b> If the chairman cannot attend the meeting for any reason, <b>the vice chairman shall preside over and act as the chairman of the meeting.</b> If neither the chairman nor the vice chairman can attend the meeting, <b>the board of directors may designate a director of the Company to preside over and act as the chairman of the meeting in proxy;</b> if no person is designated to preside over the meeting, the attending shareholders may elect a person to preside over the meeting; if for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxies thereof) holding the most voting shares among the attending shareholders shall preside over the meeting.

Existing Articles of Association	Revised Articles of Association
<p><b>Article 10.1</b> The Company shall have a board of directors, which shall be accountable to and report to general meetings. The board of directors shall consist of at least 7 and at most 11 directors (the exact number of directors shall be passed at a general meeting), including 4 executive directors responsible for the daily affairs assigned by the Company, 3-7 non-executive directors who will not handle daily affairs of the Company, <b>and 1 chairman</b>. The Company shall ensure that the number of independent non-executive directors is at least one third of the total number of members of the board of directors.</p>	<p><b>Article 10.1</b> The Company shall have a board of directors, which shall be accountable to and report to general meetings. The board of directors shall consist of at least 7 and at most 11 directors (the exact number of directors shall be passed at a general meeting), including 4 executive directors responsible for the daily affairs assigned by the Company, 3-7 non-executive directors who will not handle daily affairs of the Company, <b>1 chairman and 1 vice chairman</b>. The Company shall ensure that the number of independent non-executive directors is at least one third of the total number of members of the board of directors.</p>
<p><b>Article 10.2</b> Directors shall be elected at general meetings. Directors shall serve a term of three (3) years starting from the date of being elected. Directors shall retire upon expiry of the said term but may serve successive terms if being re-elected at general meetings. Non-executive directors shall be appointed for a specific term. All directors appointed to fill casual vacancies shall be subject to election by shareholders at the first general meeting after the appointment.</p> <p>In respect of any shareholder’s submission to the Company of (i) a notice of his intention to recommend a director candidate and (ii) a notice by that the director candidate indicates his acceptance of nomination, the deadline for giving the said notice shall not be earlier than the date of issue of the notice of such election meeting nor expires 7 days prior to the date of the meeting; however, such notice shall be given within at least 7 days.</p> <p>A general meeting may dismiss a director within his term of office by an ordinary resolution provided that the relevant laws and administrative regulations are observed (however, the claim for compensation under any contract shall not be affected).</p> <p><b>The chairman shall be elected or removed by more than half of all the directors, shall serve a term of 3 years, and is eligible for re-election starting from the date of being elected.</b></p> <p>The directors shall not be required to hold any shares of the Company.</p>	<p><b>Article 10.2</b> Directors shall be elected at general meetings. Directors shall serve a term of three (3) years starting from the date of being elected. Directors shall retire upon expiry of the said term but may serve successive terms if being re-elected at general meetings. Non-executive directors shall be appointed for a specific term. All directors appointed to fill casual vacancies shall be subject to election by shareholders at the first general meeting after the appointment.</p> <p>In respect of any shareholder’s submission to the Company of (i) a notice of his intention to recommend a director candidate and (ii) a notice by that the director candidate indicates his acceptance of nomination, the deadline for giving the said notice shall not be earlier than the date of issue of the notice of such election meeting nor expires 7 days prior to the date of the meeting; however, such notice shall be given within at least 7 days.</p> <p>A general meeting may dismiss a director within his term of office by an ordinary resolution provided that the relevant laws and administrative regulations are observed (however, the claim for compensation under any contract shall not be affected).</p> <p><b>The chairman and vice chairman shall be elected or removed by more than half of all the directors, shall serve a term of 3 years, and are eligible for re-election starting from the date of being elected.</b></p> <p>The directors shall not be required to hold any shares of the Company.</p>

Existing Articles of Association	Revised Articles of Association
<p><b>Article 10.5</b> The chairman of the board of directors shall exercise the following functions and powers:</p> <p>(I) To preside over general meetings, convene and preside over meetings of the board of directors, and make sure to properly brief all directors on the affairs considered at meetings of the board of directors;</p> <p>(II) To examine the implementation of the resolutions of the board of directors;</p> <p>(III) To sign the securities certificates issued by the Company;</p> <p>(IV) To exercise other functions and powers conferred by the board of directors; and</p> <p>(V) To ensure that each director has full access to data.</p> <p><b>If the chairman is unable to perform his duties, such duties shall be performed in proxy by the vice chairman designated by the chairman.</b></p>	<p><b>Article 10.5</b> The chairman of the board of directors shall exercise the following functions and powers:</p> <p>(I) To preside over general meetings, convene and preside over meetings of the board of directors, and make sure to properly brief all directors on the affairs considered at meetings of the board of directors;</p> <p>(II) To examine the implementation of the resolutions of the board of directors;</p> <p>(III) To sign the securities certificates issued by the Company;</p> <p>(IV) To exercise other functions and powers conferred by the board of directors; and</p> <p>(V) To ensure that each director has full access to data.</p> <p><b>If the chairman is unable to perform his duties, such duties shall be performed in proxy by the vice chairman designated by the chairman. If the vice chairman is unable to or fails to perform such duties, such duties shall be performed in proxy by a director elected by more than half of the directors.</b></p>

Save for the Proposed Amendments set out above, other provisions in the Articles of Association remain unchanged.

The Articles of Association and the Proposed Amendments are written in Chinese and English. If there is any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.

The Proposed Amendments are subject to the approval of the shareholders of the Company (the “Shareholders”) by way of a special resolution at the annual general meeting of the Company (the “AGM”) and the approval of, and registration or filing with, the relevant competent authorities in the PRC.

A special resolution will be put to the Shareholders at the forthcoming AGM for approving, among other things, the Proposed Amendments.

A circular, containing, among other things, details of the Proposed Amendments will be despatched to the Shareholders in due course.

On behalf of the Board  
**Weiqiao Textile Company Limited\***  
**Zhang Jinglei**  
*Executive Director and Company Secretary*

15 March 2019  
Shandong, the PRC

*As at the date of this announcement, the Board comprises nine directors, namely Ms. Zhang Hongxia, Ms. Zhang Yanhong, Ms. Zhao Suwen and Mr. Zhang Jinglei as executive directors, Mr. Zhang Shiping and Ms. Zhao Suhua as non-executive directors and Mr. George Chan Wing Yau, Mr. Chen Shuwen and Mr. Liu Yanzhao as independent non-executive directors.*

\* *The Company is registered in Hong Kong as a non-Hong Kong company under the English name “Weiqiao Textile Company Limited” and the Chinese name of the Company under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).*