

Notice of Annual General Meeting

Notice is hereby given that the 2000 Annual General Meeting of Jingwei Textile Machinery Company Limited (the "Company") will be held at Level 7, First Shanghai Centre, 39 Liangma Bridge Road, Chaoyang District, Beijing, the PRC on Saturday, 9 June 2001 at 9:00 a.m. to transact the following business:

1. To consider and approve the 2000 Report of the Directors of the Company.
2. To consider and approve the 2000 Report of the Supervisory Committee of the Company.
3. To consider and approve the 2000 audited financial statements of the Company.
4. To consider and approve the 2000 proposed profit distribution plan of the Company.
5. To consider and approve the re-appointments of PricewaterhouseCoopers (Hong Kong Certified Public Accountants) and PricewaterhouseCoopers Zhong Tian (formerly Price Waterhouse Da Hua) (PRC Certified Public Accountants) as the Company's international auditors and PRC auditors respectively for the year ending 31st December 2001 and to authorize the Directors to fix their remuneration.
6. To consider and approve the resignation of Mr. Lu Chengye from the office of Director due to a job change and the election of Mr. Liu Haitao as a Director of the Company.
7. As a special resolution, to consider and approve the amendment of the Articles of Association of the Company:

In accordance with the practical needs for the development of the Company, it was decided that subject to the shareholders' approval in the next general meeting, the scope of operations of the Company be expanded and Article 15 of the Articles of Association of the Company:

"The scope of operations of the Company shall include: development and sales of computer application software; domestic and overseas sales of products manufactured by the Company; development of import and export trade; consultancy services in respect of technology and economic information related to the products of the Company' be amended as follows: "The scope of operations of the Company shall include: development and sales of computer and application software; domestic and overseas sales of products manufactured by the Company; development of import and export trade; consultancy services in respect of technology and economic information related to the products of the Company; operate businesses and purchasing and sales agencies in steel, timber, metals, chemical products, non-ferrous metals, daily provisions, electrical household appliances, renovations, conferences and leasing.".

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Notes:

1. Holders of the Company's A Shares and H Shares whose names appear on the Company's registers of members on 10 May 2001 are entitled to attend the Annual General Meeting by showing their identity cards or passports. The registers of members will be closed for 30 days (from 11 May 2001 to 9 June 2001, both days inclusive) prior to the Annual General Meeting, during which period transfers of H Shares will not be effected. To qualify for the payment of final dividend of this year, all transfer documents accompanied by share certificates must be lodged with the Company's share registrar and transfer office for H Shares, Hong Kong Registrars Limited at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on or before 4:00 p.m. on 10 May 2001. The book close dates, method and date of payment of dividend for holders of A Shares will be announced separately.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (whether they are members of the Company or not) to attend and vote on his behalf at the Annual General Meeting.
3. The instrument appointing a proxy must be in writing under the hand of his appointer or his attorney duly authorized in writing. To be valid, the notarised certified power of attorney or other documents of authorization and the form of proxy must be delivered to the Secretariat to the Board of the Company not less than 24 hours before the time appointed for holding of the Annual General Meeting.
4. A member intending to attend the Annual General Meeting should return the accompanying reply slip in writing to the Secretariat to the Board of the Company before the close of business on 20 May 2001 either in person, by mail, registered mail or facsimile. Such reply, however, will not preclude a member from attending the Annual General Meeting.
5. Members attending the Annual General Meeting, which is expected to last half a day, should be responsible for their own travelling and lodging and the related costs.
6. Details of the Secretariat to the Board of the Company are as follows:

407 Wanyuan Commercial Centre, Hongda North Road,
Beijing Economic and Technology Development Zone,
Beijing PRC.

Tel: (8610) 6788 0151 Extension 918 or 921

Fax: (8610) 6788 0153

postal code: 100176

By Order of the Board
Ye Xuehua
Company Secretary

Beijing, the PRC
9th April 2001