



Chapter X Notice of Annual General Meeting

Notice is hereby given that the 2001 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 Thursday, 23 May 2002 at 9:00 a.m. to transact the following business:

1. To consider and approve the 2001 Report of the Directors of the Company.
2. To consider and approve the 2001 Report of the Supervisory Committee of the Company.
3. To consider and approve the 2001 audited financial statements of the Company.
4. To consider and approve the 2001 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 (PRC Certified Public Accountants) as the Company's international auditors and PRC auditors respectively for the year ending 31st December 2002 and to authorize the Directors to fix their remuneration.
6. To consider and approve the resignation of Mr. Lu Yunliang and Mr. Li Shaoping from Directorship due to job changes and the election of Mr. Zhang Jie and Mr. Pan Shunqun (whose personal particulars are set out in note 6) as Directors of the Company.
7. To consider any other business.

Notes:

1. Holders of the Company's A Shares and H Shares whose names appear in the Company's registers of members on 23rd April 2002 are entitled to attend the Annual General Meeting by showing their identity cards or passports.

Holders of H Shares in the Company kindly note that the registers of members will be closed for 30 days (from 24th April to 23rd May 2002, 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 at or before 4:00 p.m. on 23rd April 2002. 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 3rd May 2002 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 a day, should be responsible for their own travelling and lodging and the related costs.
6. The curriculum vitae of Mr. Zhang Jie and Mr. Pan Shunqun is as follows:

Mr. Zhang Jie, aged 40, is senior engineer and university graduate. He is currently Deputy Party Secretary and General Manager with China Textile Machinery (Group) Co. Ltd. Mr. Zhang joined the Artificial Fibre Department of the former Ministry of Textile Industry upon university graduation in August 1983. Since May 1989, he had been Deputy Section Chief under the Consolidation Unit of the Artificial Fibre Department of the Textile Industry Ministry, Head of the Artificial Fibre Development Centre of the PRC Textile Association, Manager of Huafang Real Estate Development Company, Deputy General Manager of China Textile Machinery (Group) Co. Ltd. Mr. Zhang has taken up his present position since July 2001.

Mr. Pan Shunqun, aged 49, is senior engineer and university graduate. He is currently Deputy General Manager with China National Textile Machinery (Group) Co. Ltd. Since December 1990, he had taken up the positions of Deputy Head and Head of the Machine Tool Business Management Unit and the Electromechanical Department, Head of the Professional Technology Unit under the Science and Quality Supervision section of the Mechanics Department, Deputy Head of the Technology Development Centre under the Mechanics Department, Chief Economist of China National Textile Machinery (Group) Co. Ltd. Mr. Pan has taken up his present position in July 2001.

7. Details of the Secretariat to the Board of the Company are as follows:

Level 7, First Shanghai Centre
39 Liangma Bridge Road
Chaoyang District, Beijing
PRC

Tel: (8610)-8453-4078 Extension 8501
Fax: (8610)-8453-4135
Postal code: 100016

Board of Directors
Jingwei Textile Machinery Company Limited

Beijing, the PRC
1st April 2002