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If you have sold or transferred all your shares in Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (揚州市廣陵區泰和農村小額貸款股份有限公司), you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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This circular is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (揚州市廣陵區泰和農村小額貸款股份有限公司).

TaiHe

Yangzhou Guangling District Taihe Rural Micro-finance Company Limited

揚州市廣陵區泰和農村小額貸款股份有限公司

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

(Stock Code: 1915)

**REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2019,
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2019,
ANNUAL REPORT FOR THE YEAR 2019,
THE COMPANY'S AUDITED FINANCIAL STATEMENTS AND
AUDITOR'S REPORT FOR THE YEAR 2019,
FINAL FINANCIAL REPORT FOR 2019,
ANNUAL FINANCIAL BUDGET FOR 2020,
PROFIT DISTRIBUTION PROPOSAL FOR 2019,
RE-APPOINTMENT OF AUDITOR,
RE-ELECTION OF DIRECTORS,
RE-ELECTION OF SUPERVISORS,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
AUTHORISATION TO THE BOARD TO AMEND THE RULES OF
PROCEDURE OF SHAREHOLDERS' MEETINGS,
GENERAL MANDATE TO ISSUE SHARES,
ISSUE OF DEBT FINANCING INSTRUMENTS
AND
NOTICES OF THE AGM AND THE CLASS MEETINGS**

Terms used in this cover page shall have the same meaning as those defined in the section "Definitions" in this circular.

The annual general meeting of the Company ("AGM"), the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting will be held on Friday, 12 June 2020 at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC at 10:00 a.m., 10:30 a.m. (or as soon as the AGM to be convened at the same date and place at 10:00 a.m. shall conclude or adjourn) and 11:00 a.m. (or as soon as the H Shareholders Class Meeting to be convened at the same date and place at 10:30 a.m. shall conclude or adjourn), respectively. The notices of the AGM and the Class Meetings have been sent to you on 23 April 2020.

Proxy forms to be used by Shareholders at the AGM and the Class Meetings have been sent to you on 23 April 2020. Whether or not you intend to attend the AGM and the Class Meetings in person, you are advised to complete the proxy forms. The proxy forms for holders of H Shares should be returned to Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, and the proxy forms for holders of Domestic Shares should be returned to the principal place of business of the Company in the PRC at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC, either by hand or by post by 24 hours before the time fixed for holding the relevant meetings or any adjourned meeting thereof. Completion and return of the proxy forms will not preclude you from attending and voting at the relevant meetings, or any adjourned meeting, in person, if you so wish.

Shareholders who intend to attend the AGM and the Class Meetings in person or by proxy are required to return the completed reply slip to Tricor Investor Services Limited (for holders of H Shares) or to the principal place of business of the Company (for holders of Domestic Shares) on or before Saturday, 23 May 2020.

23 April 2020

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company or any adjourned meeting thereof (as the case may be) to be held at 10:00 a.m. on Friday, 12 June 2020 at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC
“Articles of Association”	the articles of association of the Company prevailing from time to time
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Class Meetings”	the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting
“Company”	Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (揚州市廣陵區泰和農村小額貸款股份有限公司), whose H Shares are listed and traded on the main board of the Stock Exchange on 17 July 2019 (stock code: 1915)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) in issue in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed in RMB and/or credited as fully paid in RMB by PRC natural persons or entities established under the laws of the PRC and all of such shares have not been listed on the Stock Exchange
“Domestic Shareholders Class Meeting”	the class meeting of holders of Domestic Shares to be held at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC on Friday, 12 June 2020 at 11:00 a.m. (or as soon as the H Shareholders Class Meeting to be convened at the same date and place at 10:30 a.m. shall conclude or adjourn), to consider and if appropriate, to approve, the resolution contained in the notice of the class meeting of holders of Domestic Shares, or any adjournment thereof
“H Share(s)”	the ordinary share(s) in issue in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HK Dollars and listed on the main board of the Stock Exchange

DEFINITIONS

“H Shareholders Class Meeting”	the class meeting of holder of H Shares to be held at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC on Friday, 12 June 2020 at 10:30 a.m. (or as soon as the AGM to be convened at the same date and place at 10:00 a.m. shall conclude or adjourn), to consider and if appropriate, to approve, the resolution contained in the notice of the class meeting of holders of H Shares, or any adjournment thereof
“HK\$” or “HK Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, modified or otherwise supplemented from time to time
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“%”	percentage



**Yangzhou Guangling District Taihe Rural Micro-finance
Company Limited**

揚州市廣陵區泰和農村小額貸款股份有限公司

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

(Stock Code: 1915)

Executive Directors:

Mr. Bo Wanlin (*Chairman*)

Ms. Bai Li

Ms. Zhou Yinqing

Non-executive Directors:

Mr. Bo Nianbin

Mr. Zuo Yuchao

Independent Non-executive Directors:

Mr. Bao Zhenqiang

Mr. Wu Xiankun

Mr. Chan So Kuen

Registered Office:

Beizhou Road, Lidian Town,
Guangling District,
Yangzhou City, Jiangsu Province,
the PRC

Principle Place of

Business in Hong Kong:
40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai, Hong Kong

23 April 2020

To the Shareholders

Dear Sir or Madam,

**REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2019,
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2019,
ANNUAL REPORT FOR THE YEAR 2019,
THE COMPANY'S AUDITED FINANCIAL STATEMENTS AND
AUDITOR'S REPORT FOR THE YEAR 2019,
FINAL FINANCIAL REPORT FOR 2019,
ANNUAL FINANCIAL BUDGET FOR 2020,
PROFIT DISTRIBUTION PROPOSAL FOR 2019,
RE-APPOINTMENT OF AUDITOR,
RE-ELECTION OF DIRECTORS,
RE-ELECTION OF SUPERVISORS,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
AUTHORISATION TO THE BOARD TO AMEND THE RULES OF
PROCEDURE OF SHAREHOLDERS' MEETINGS,
GENERAL MANDATE TO ISSUE SHARES,
ISSUE OF DEBT FINANCING INSTRUMENTS
AND
NOTICES OF THE AGM AND THE CLASS MEETINGS**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the relevant information on certain ordinary resolutions and/or special resolution(s) to be proposed at the AGM and the Class Meetings to enable you to make an informed decision on whether to vote for or against or abstain from voting on any of those resolutions at the relevant meetings.

The following resolutions will be proposed at the AGM, and special resolution no. 11 below will also be proposed at the Class Meetings:

ORDINARY RESOLUTIONS

- (1) Report of the Board of Directors for the year 2019;
- (2) Report of the Board of Supervisors for the year 2019;
- (3) Annual report for the year 2019;
- (4) The Company's audited financial statements and auditor's report for the year 2019;
- (5) Final financial report for 2019;
- (6) Annual financial budget for 2020;
- (7) Profit distribution proposal for 2019;
- (8) Re-appointment of auditor;
- (9) To re-elect the Directors and to authorise the Board to fix their remuneration; and
- (10) To re-elect the Supervisors and to authorise the Board to fix their remuneration.

SPECIAL RESOLUTIONS

- (11) Amendments to the Articles of Association and authorisation to the Board to amend the rules of procedures of shareholders' meetings;
- (12) General mandate to issue Shares; and
- (13) Issue of debt financing instruments.

LETTER FROM THE BOARD

(1) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Directors for the year 2019, the text of which is set out in the Company's 2019 annual report dispatched on 23 April 2020.

(2) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Supervisors for the year 2019, the text of which is set out in the Company's 2019 annual report dispatched on 23 April 2020.

(3) ANNUAL REPORT FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to approve the Company's 2019 annual report dispatched on 23 April 2020.

(4) THE COMPANY'S AUDITED FINANCIAL STATEMENTS AND AUDITOR'S REPORT FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to approve the Company's audited financial statements and auditor's report for the year ended 31 December 2019, the text of which is set out in the Company's 2019 annual report dispatched on 23 April 2020.

(5) FINAL FINANCIAL REPORT FOR 2019

The final financial accounts for 2019 were completed by the Company in accordance with applicable regulations. In accordance with the audited financial statements for the year ended 31 December 2019, the final financial accounts of the Company for 2019 are set out below:

1. Business Scale Indicators

The Company's balance of outstanding loans (before allowance for impairment losses) as at 31 December 2019 was approximately RMB901.6 million, representing an increase of approximately 7.1% as compared to approximately RMB841.5 million as at 31 December 2018. Total assets as at 31 December 2019 were approximately RMB881.0 million, representing an increase of approximately 6.5% as compared to approximately RMB827.5 million as at 31 December 2018, and net assets were approximately RMB861.4 million as at 31 December 2019, representing an increase of approximately 6.2% as compared to approximately RMB811.3 million as at 31 December 2018.

2. Operation Efficiency Indicators

For the year ended 31 December 2019, the Company recorded gross interest income of approximately RMB104.2 million, representing a decrease of approximately 3.9% as compared to approximately RMB108.3 million for the year ended 31 December 2018, and profit after tax of approximately RMB50.1 million, representing a decrease of approximately 27.1% as compared to approximately RMB68.8 million for the year ended 31 December 2018.

LETTER FROM THE BOARD

3. *Risk Management Indicators*

As at 31 December 2019, the impaired loan ratio was 3.3%, representing an increase of 1.9 percentage point as compared with the previous year. The total balance of impaired loan as at the end of the 2019 was approximately RMB29.7 million, representing an increase of 158.3% as compared with the previous year. The total allowance for impairment losses as at the end of the 2019 was approximately RMB38.9 million and the allowance coverage ratio was approximately 131.0%.

Please refer to the financial statements in the 2019 annual report of the Company which is dispatched together with this circular for details of the audited financial information of the Company for the year ended 31 December 2019.

(6) ANNUAL FINANCIAL BUDGET FOR 2020

Considering the macro-economic situation, financial condition and the business growth of the Company in last three years, the Company has formulated the annual financial budget for 2020 after detailed calculation and analysis and collecting different opinions. The details are set out as follows:

1. The estimated maximum total administrative expenses will be RMB20 million;
2. According to the needs of strategic development and business expansion, the planned maximum capital expenditure of the Company will be RMB4 million, mainly including the expenses for properties renovation, IT system development and purchasing other fixed assets.

The annual financial budget for 2020 of the Company was considered and approved by the Board on 25 March 2020 and is subject to the approval of the Shareholders at the AGM.

(7) PROFIT DISTRIBUTION PROPOSAL FOR 2019

As approved at the Board meeting held on 25 March 2020, the profit distribution proposal of 2019 was as follows:

1. 10% of 2019 net profit amounting to RMB5,011,924 was appropriated to the statutory surplus reserve;
2. RMB611,682 was appropriated to the general reserve; and
3. A cash dividend of RMB0.025 per share amounting to RMB15,000,000 was approved, and is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

The above profit distribution proposal for 2019 is subject to the approval of the Shareholders at the AGM.

LETTER FROM THE BOARD

Upon Shareholders' approval at the AGM, the final dividend will be payable in or about 28 August 2020 to Shareholders whose names appear on the register of members of the Company on 10 July 2020. The proposed dividend will be denominated in Renminbi. Dividend payable to holders of Domestic Shares will be paid in Renminbi, whereas dividend payable to holders of H Shares will be paid in Hong Kong dollars. The exchange rate of Renminbi to Hong Kong dollars to be adopted will be the average middle rate of the five business days preceding the date of declaration of such dividend (exclusive) (being 12 June 2020 (Friday), the date of the 2019 annual general meeting of the Company) as announced by the People's Bank of China.

(8) RE-APPOINTMENT OF AUDITOR

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of Ernst & Young as the Company's external auditor for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration.

(9) TO RE-ELECT THE DIRECTORS AND TO AUTHORISE THE BOARD TO FIX THEIR REMUNERATION

Pursuant to the Articles of Association, the term of the fifth session of the Board will expire in January 2021. The fifth session of the Board proposed to re-elect Mr. Bo Wanlin, Ms. Bai Li and Ms. Zhou Yinqing as executive Directors of the sixth session of the Board, Mr. Bo Nianbin and Mr. Zuo Yuchao as non-executive Directors of the sixth session of the Board, and Mr. Bao Zhenqiang, Mr. Wu Xiankun and Mr. Chan So Kuen as independent non-executive Directors of the sixth session of the Board.

According to the Articles of Association, the following ordinary resolutions will be proposed by the Board at the AGM:

- (i) to consider and approve the re-election of Mr. Bo Wanlin as an executive Director of the sixth session of the Board;
- (ii) to consider and approve the re-election of Ms. Bai Li as an executive Director of the sixth session of the Board;
- (iii) to consider and approve the re-election of Ms. Zhou Yinqing as an executive Director of the sixth session of the Board;
- (iv) to consider and approve the re-election of Mr. Bo Nianbin as a non-executive Director of the sixth session of the Board;
- (v) to consider and approve the re-election of Mr. Zuo Yuchao as a non-executive Director of the sixth session of the Board;
- (vi) to consider and approve the re-election of Mr. Bao Zhenqiang as an independent non-executive Director of the sixth session of the Board;

LETTER FROM THE BOARD

- (vii) to consider and approve the re-election of Mr. Wu Xiankun as an independent non-executive Director of the sixth session of the Board;
- (viii) to consider and approve the re-election of Mr. Chan So Kuen as an independent non-executive Director of the sixth session of the Board; and
- (ix) to consider and approve the authorisation to the Board to fix the Directors' remuneration.

The biographical details of candidates for Directors are set out in Appendix I to this circular.

(10) TO RE-ELECT THE SUPERVISORS AND TO AUTHORISE THE BOARD TO FIX THEIR REMUNERATION

Pursuant to the Articles of Association, the term of the fifth session of the Board of Supervisors will expire in January 2021. The fifth session of the Board of Supervisors proposed to re-elect Ms. Wang Chunhong and Ms. Li Guoyan as the shareholder representative Supervisors of the sixth session of the Board of Supervisors. The Company will appoint one employee representative Supervisor by way of election at the meeting of representatives of employees in due course. According to the Articles of Association, the following ordinary resolutions will be proposed by the Board of Supervisors at the AGM:

- (i) to consider and approve the re-election of Ms. Wang Chunhong as a shareholder representative Supervisor of the sixth session of the Board of Supervisors;
- (ii) to consider and approve the re-election of Ms. Li Guoyan as a shareholder representative Supervisor of the sixth session of the Board of Supervisors; and
- (iii) to consider and approve the authorisation to the Board to fix the Supervisors' remuneration.

The biographical details of the candidates for Supervisors are set out in Appendix I to this circular.

(11) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND AUTHORISATION TO THE BOARD TO AMEND THE RULES OF PROCEDURES OF SHAREHOLDERS' MEETINGS

Reference is made to the announcement of the Company dated 25 March 2020 in relation to the proposed amendments to the Articles of Association. According to the latest regulations of the PRC on overseas listed companies, the Board proposes to amend the relevant provisions of the Articles of Association in compliance with those requirements. Further, the Board also proposes to take this opportunity to improve the Articles of Association to enhance the corporate governance of the Company. For details of the proposed amendments to the Articles of Association, please refer to Appendix II to this circular.

In light of the proposed amendments to the Articles of Association, corresponding amendments shall be made to the rules of procedures of Shareholders' meeting after the proposed amendments to the Articles of Association become effective. It is therefore proposed that the Board be granted authorisation to amend the rules of procedure of Shareholders' meeting in accordance with the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

A special resolution in relation to the proposed amendments to the Articles of Association and the authorisation to the Board to amend the rules of procedures of Shareholders' meeting will be proposed at the AGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting for the Shareholders' consideration and approval. The proposed amendments to the Articles of Association will come into effect upon the passing of the special resolution at the AGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting and obtaining the approval, registration and filing with the relevant government authorities of the PRC (if necessary).

Shareholders should note that the Articles of Association are made in Chinese, and the English version is a translation from the Chinese version. Therefore, any English translation is for reference only. In case of inconsistency between the Chinese and English versions, the Chinese version shall prevail.

(12) GENERAL MANDATE TO ISSUE SHARES

To consider and approve the following matters as a special resolution of the Company:

“THAT:

- (1) in accordance with the requirements of the Listing Rules, the Company Law of the PRC, as well as other applicable laws and regulations, in each case as amended from time to time, a general mandate be granted to the Board to exercise, for once or more than once, all the power of the Company to allot, issue and deal with Domestic Shares and/or H Shares or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities (including the power to make or grant any offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers) during the Relevant Period (as defined below):

In exercising the above power, the authority of the Board to determine the specific issue plan shall include (but not limited to) the following:

- (i) to determine the amount of the Domestic Shares and/or H Shares to be allotted;
- (ii) to determine the issue price of the new Domestic Shares and/or H Shares;
- (iii) to determine the date(s) on which the issue of new Domestic Shares and/or H Shares is/are to be commenced and closed;
- (iv) to determine the number of new Domestic Shares and/or H Shares, if applicable, to be issued to the existing holders of Domestic Shares and/or H Shares;
- (v) to make or grant an offer, agreement and option necessary for the exercise of such powers; and

LETTER FROM THE BOARD

- (vi) where prohibited and required by foreign laws or regulations, or by other reasons which in the opinion of the Board are appropriate, to determine that the offer of subscription for and issue of Shares to holders of H Shares shall exclude Shareholders residing in the PRC or the offer of subscription for and issue of Shares to holders of Domestic Shares shall exclude Shareholders residing outside the PRC.
 - (a) upon the exercise of the powers granted to the Board above, the Board may during the Relevant Period make or grant any offers, agreements, or options which might require the exercise of such powers either during or after the expiration of the Relevant Period;
 - (b) the aggregate number of Domestic Shares and H Shares to be allotted or agreed conditionally or unconditionally to be allotted by the Board pursuant to such mandate granted to the Board above shall not exceed:
 - (i) 20% of the number of Domestic Shares in issue; and
 - (ii) 20% of the number of H Shares in issue;in each case as of the date of the passing of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association; (iii) the exercise of any right of subscription or conversion under the terms of any bonds, warrants or debentures which may be issued by the Company or any securities which are convertible into shares of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting; and
 - (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC, the Listing Rules and other applicable laws and regulations (in each case as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities have been obtained;
- (2) subject to the Board resolving to issue shares pursuant to subparagraph (1) of this resolution, the Board be authorised to:
 - (a) formulate and implement the specific issuance plan with details including but not limited to: the class and number of the shares of the Company to be issued; the pricing method and/or issue price (including the range of issue price); the start and end date of the issuance; use of proceeds; and other matters to be included in a specific issuance plan as required by the relevant laws, regulations and other regulatory documents, relevant regulatory institutions as well as the stock exchange of the place where the H Shares are listed;

LETTER FROM THE BOARD

- (b) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new Shares including, without limitation, the agreement for the engagement of any professional parties, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement) and making appropriate amendments;
- (c) make all necessary filings and registrations with the relevant PRC and Hong Kong authorities; and
- (d) increase the registered capital of the Company in accordance with the actual increase of capital by issuing Shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase and any other changes in the registered capital of the Company.”

For the purpose of this resolution:

“Relevant Period” means the period from the passing of the resolution at the AGM until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company; or
- (B) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or
- (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and

“Rights Issue” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Board to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements and having regard to any legal or practical problems, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company) and an offer, allotment or issue of Shares by way of rights shall be construed accordingly.

(13) ISSUE OF DEBT FINANCING INSTRUMENTS

In order to further expand financing channels, business development and lower the financing costs of the Company, the Board resolved to submit to the Shareholders at the AGM for consideration and, if thought fit, approval of the proposed issue of debt financing instruments with an aggregate principal amount of not more than RMB300 million (including RMB300 million) (the “**Debt Financing Instruments**”) inside and/or outside the PRC.

LETTER FROM THE BOARD

According to the laws and regulations of the PRC and the Articles of Association, the proposed issue of the Debt Financing Instruments is subject to the approval of the Shareholders by way of a special resolution at the AGM and the approval by relevant regulatory authorities (if necessary).

(1) Arrangements for the issue

- (a) Size of issue: not more than RMB300 million in aggregate (including RMB300 million), excluding existing debt financing instruments;
- (b) Categories of issue: one or several categories of Debt Financing Instruments including but not limited to private placement of Debt Financing Instruments, assets-backed notes, project revenue notes, corporate bonds, enterprise asset-backed bonds, convertible bonds, overseas bond issuance, and other types of Debt Financing Instruments issued inside or outside the PRC;
- (c) Maturity: not more than 3 years (including 3 years);
- (d) Use of proceeds: supplement of working capital; and
- (e) Term of validity of the resolution: the authority of a special resolution passed at the AGM will expire 24 months after the date of the passing of such resolution.

(2) Authorisation to the Board

It will be submitted to the AGM to authorise the Board to deal with, in the best interest of the Company, all matters relating to the proposed issue of Debt Financing Instruments, including without limitation:

- (i) to consider the issue of Debt Financing Instruments in accordance with the needs of the Company, to deal with the specific proposals, specific terms and conditions and other relevant matters for the issue of public Debt Financing Instruments in accordance with the market conditions, including but not limited to the issue subject, size of issue, interest rate, duration, type and condition of guarantee, intended investors, issuing time, model, pricing method, underwriting, use of proceeds, arrangement for offering in tranches (if any) and producing, filing, executing, signing, accepting and publishing of any necessary legal documents;
- (ii) to make any changes or adjustments to the relevant matters of the issue of the Debt Financing Instruments with reference to the comments from relevant regulatory authorities or the market conditions if there is any change to the regulatory policies or the market conditions;
- (iii) to sign all necessary legal documents regarding to the issue of Debt Financing Instruments;

LETTER FROM THE BOARD

- (iv) to decide the engagement of intermediaries necessary for the issue of Debt Financing Instruments;
- (v) to make all necessary filings and registrations with the relevant PRC and Hong Kong authorities regarding the issue of Debt Financing Instruments; and
- (vi) to determine any other matters relating the issue of Debt Financing Instruments.

AGM AND THE CLASS MEETINGS AND PROXY ARRANGEMENT

Notice

The AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting will be held on Friday, 12 June 2020 at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC at 10:00 a.m., 10:30 a.m. (or as soon as the AGM to be convened at the same date and place at 10:00 a.m. shall conclude or adjourn) and 11:00 a.m. (or as soon as the H Shareholders Class Meeting to be convened at the same date and place at 10:30 a.m. shall conclude or adjourn), respectively. The Notices of the AGM and the Class Meetings have been sent to you on 23 April 2020.

Closure of books

In order to determine the eligibility of the Shareholders to attend the AGM and the Class Meetings, the register of members of the Company will be closed from Wednesday, 13 May 2020 to Friday, 12 June 2020, both days inclusive, during which no transfer of Shares will be registered. Only Shareholders whose names appear on the register of members of the Company on Friday, 12 June 2020 or their proxies or duly authorized corporate representatives are entitled to attend the relevant meetings. In order to qualify for attending and voting at the AGM and the Class Meetings, all properly completed transfer documents accompanied with relevant Share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares), or the Company's principal place of business in the PRC at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Tuesday, 12 May 2020.

The register of members of the Company will also be closed from Monday, 6 July 2020 to Friday, 10 July 2020, both days inclusive, in order to determine the entitlement of the Shareholders to the final dividend. The Shareholders whose names appear on the register of members of the Company on Friday, 10 July 2020 will be entitled to the final dividend. In order to be eligible to entitle to the final dividend, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H share register, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares), or the Company's registered office in the PRC at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC (for holders of domestic shares) not later than 4:30 p.m. on Friday, 3 July 2020.

LETTER FROM THE BOARD

Attendance slip and proxy form

If you are eligible and intend to attend the AGM, the H Shareholders Class Meeting and/or the Domestic Shareholders Class Meeting, please complete and return the attendance slip, in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding such meeting or any adjournment thereof.

Shareholders who intend to attend the relevant meetings by proxy are required to complete and return the proxy form, in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the relevant meetings or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the relevant meetings or any adjournment thereof should you so wish.

Voting by poll at the AGM and the Class Meetings

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at a general meeting must be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his or her or its name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her or its votes or cast all the votes he or she or it uses in the same way.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that all resolutions set out in the Notices of the AGM and the Class Meetings for Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favor of the resolutions to be proposed at the AGM and the Class Meetings.

By Order of the Board
**Yangzhou Guangling District Taihe Rural
Micro-finance Company Limited**
Bo Wanlin
Chairman

Executive Directors

Mr. Bo Wanlin (柏萬林), aged 71, is the chairman of the Board and executive Director. He is primarily responsible for corporate strategic planning and overall business development and management of the Company. He is also the chairman of the nomination committee. Mr. Bo has been the chairman and executive Director since the incorporation of the Company in November 2008. Mr. Bo is the father of Mr. Bo Nianbin and Ms. Bai Li.

From February 1973 to December 1990, Mr. Bo was the director and the secretary of branch of the Party of Yangzhou Zhenxing Garment Factory* (揚州市振興服裝廠) (a garment manufacturing and sales company), and was fully responsible for company's operations and management as well as the Party and political works. From January 1991 to July 1996, Mr. Bo was the chairman and general manager of Jiangsu Qinman Group Limited* (江蘇琴曼集團有限公司), and was fully responsible for company's operations and management. From August 1996 to November 2014, Mr. Bo Wanlin was the chairman of Jiangsu Botai Group Co., Ltd.* (江蘇柏泰集團有限公司) ("Botai Group") (a garment manufacturing, import and export, sales, and investment management company), formulating the company's operational development strategy and planning, overseeing the operations and management of the company. From November 2009 to September 2014, Mr. Bo was a director of Jiangsu Hanjiang Mintai Rural Bank Co., Ltd * (江蘇邗江民泰村鎮銀行股份有限公司), involved in the formulation of the company's operational development strategy and planning. From October 2013 to January 2015, Mr. Bo served as a supervisor of Yangzhou Guangling Zhongcheng Rural Bank Co., Ltd.* (揚州廣陵中城村鎮銀行股份有限公司) to supervise the performance of the board of directors of the company.

Mr. Bo once served as the chairman and legal representative of Yangzhou Weiyi Garment Manufactory Co., Ltd.* (揚州唯一製衣有限公司), a company incorporated in the PRC. Its business scope includes manufactory and sale of luxury garment. Since this company no longer carried on business and did not conduct annual inspection, the business license of this company was revoked on 16 April 2008. Mr. Bo once served as the supervisor of Jiangsu Kaichang Garment Co., Ltd.* (江蘇凱昌服裝有限公司), a company incorporated in the PRC. Its business scope includes manufacture and sale of garment. Since this company no longer carried on business and did not conduct annual inspection, the business license of this company was revoked on 2 December 2010.

Mr. Bo completed his secondary school education in Jiangsu Province Hanjiang Middle School* (江蘇省邗江中學) in the PRC in 1968.

Mr. Bo has entered into a service agreement with the Company for a term of three years commencing from the date of the transfer of listing of H Shares from GEM to the main board of the Stock Exchange (the "**Transfer of Listing**"), which upon expiry is renewable for a further term of three years subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association. He is entitled to a directors' fee of RMB500,000 per annum, which is determined by the remuneration committee with reference to his experience, responsibilities in the Company and general market conditions.

As at the Latest Practicable Date, Mr. Bo is beneficially interested in 430,100,000 Domestic Shares and approximately 50.00% shareholding percentage in the shares in Botai Group, an associated corporation of the Company within the meaning of Part XV of the SFO, which is required to be disclosed under Part XV of the SFO. Apart from those disclosed above, Mr. Bo does not have any interest in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Bo has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Bo that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. Bai Li (柏莉), aged 44, is the executive Director, chief executive and the general manager of the Company. She is primarily responsible for formulating and implementing the Company's corporate strategies, overseeing the Company's business development and participating in the day-to-day management of the Company's business operations. Ms. Bai was appointed as the executive Director on 23 August 2012. She joined the Company on 1 July 2010 as a deputy general manager and was subsequently promoted as a general manager and chief executive on 6 May 2013 responsible for overall management and operations. Ms. Bai is the daughter of Mr. Bo Wanlin and the sister of Mr. Bo Nianbin.

From August 1998 to March 2010, Ms. Bai was a customer manager of the Bank of Communications Co., Ltd. Yangzhou Branch (交通銀行股份有限公司揚州分行) (stock code: 601328.SH, 3328.HK), responsible for loan investigation and issue. From March 2010 to August 2012, Ms. Bai was a supervisor of Botai Group, supervising the performance of the Board.

Ms. Bai graduated from Yangzhou University* (揚州大學) in the PRC in July 1997 majoring in international business.

Ms. Bai Li has entered into a service agreement with the Company for a term of three years commencing from the date of the Transfer of Listing, which upon expiry is renewable for a further term of three years subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association. She is entitled to a directors' fee of RMB150,000 per annum, which is determined by the remuneration committee with reference to her experience, responsibilities in the Company and general market conditions.

As at the Latest Practicable Date, Ms. Bai is beneficially interested in 10,000,000 Domestic Shares and approximately 25.00% shareholding percentage in the shares in Botai Group, an associated corporation of the Company within the meaning of Part XV of the SFO, which is required to be disclosed under Part XV of the SFO. Apart from those disclosed above, Ms. Bai does not have any interest in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Ms. Bai has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) she does not hold any other positions in the Company and its subsidiaries; and (iii) she does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Ms. Bai that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Zhou Yinqing (周吟青), aged 41, is the executive Director and the deputy general manager of the Company. She is primarily responsible for overseeing the financial management of the Company. Ms. Zhou was appointed as the executive Director on 6 May 2013 and as a deputy general manager on 10 March 2014.

From March 1996 to March 2014, Ms. Zhou was the financial controller (last position) of Botai Group and was responsible for the financial management of Botai Group.

Ms. Zhou graduated from Central Radio and Television University* (中央廣播電視大學, currently known as The Open University of China* (國家開放大學)) majoring in financial accounting in the PRC in July 2007.

Ms. Zhou has entered into a service agreement with the Company for a term of three years commencing from the date of the Transfer of Listing, which upon expiry is renewable for a further term of three years subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association. She is entitled to a directors' fee of RMB120,000 per annum, which is determined by the remuneration committee with reference to her experience, responsibilities in the Company and general market conditions.

As at the Latest Practicable Date, Ms. Zhou is beneficially interested in 700,000 Domestic Shares, which is required to be disclosed under Part XV of the SFO. Apart from those disclosed above, Ms. Zhou does not have any interest in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Ms. Zhou has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) she does not hold any other positions in the Company and its subsidiaries; and (iii) she does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Ms. Zhou that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Non-executive Directors

Mr. Bo Nianbin (柏年斌), aged 45, is the non-executive Director. He is primarily responsible for attending meetings of the Board to perform duties as a Board member, but not participating in the day-to-day management of the Company's business operations. Mr. Bo has been the non-executive Director since the incorporation of the Company in November 2008. Mr. Bo is the son of Mr. Bo Wanlin and the brother of Ms. Bai Li.

Since April 1995, Mr. Bo has served as a director of Botai Group. He has been responsible for formulating the company's operational development strategy and planning. From July 2001 to March 2019, Mr. Bo served as a director and general manager of Yangzhou Bo Tai Garment Company Limited* (揚州柏泰製衣有限公司), a company that manufactures and sells garments, fully responsible for the company's operation and management. From November 2004 to the present day, Mr. Bo has served as a supervisor of Jiangsu Liantai Fashion Shopping Mall Real Estate Co., Ltd.* (江蘇聯泰時尚購物廣場置業有限公司), which principally engaged in the business of household building materials, supervising the company. From November 2014 to the present day, Mr. Bo has served as a supervisor of Shanghai Boke Fashion Co., Ltd.* (上海柏可時裝有限公司), a garment sales company, supervising the performance of the board of directors of the company. Since December 2014, Mr. Bo has been the chairman of Botai Group and is responsible for the formulation of the company's operational development strategy and planning and overseeing the company's operation and management. Since March 2017, Mr. Bo has been the chairman of Jiangsu Botai Company Limited* (江蘇柏泰股份有限公司), a company that manufactures and sells garment, and is fully responsible for the operation and management of the company.

Mr. Bo completed his secondary school education in Jiangsu Province Yangzhou Middle School* (江蘇省揚州中學) in the PRC in May 1992.

Mr. Bo has entered into a service agreement with the Company for a term of three years commencing from the date of the Transfer of Listing, which upon expiry is renewable for a further term of three years subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association. He is not entitled to receive any remuneration in his capacity as a Director, subject to review by the remuneration committee with reference to his experience, responsibilities in the Company and general market conditions.

As at the Latest Practicable Date, Mr. Bo is beneficially interested in approximately 25.00% shareholding percentage in the shares in Botai Group, an associated corporation of the Company within the meaning of Part XV of the SFO, which is required to be disclosed under Part XV of the SFO. Apart from those disclosed above, Mr. Bo does not have any interest in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Bo has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Bo that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Zuo Yuchao (左玉潮), aged 48, is a non-executive Director. He is primarily responsible for attending meetings of the Board to perform duties as a Board member, but not participating in the day-to-day management of the Company's business operations. Mr. Zuo joined the Company on 12 November 2008 as a non-executive Director.

From July 1992 to December 1999, Mr. Zuo served as a loan officer of Agricultural Bank of China Limited Yangzhou Guangling Branch* (中國農業銀行揚州廣陵支行) (stock code: 601288.SH) for loan review. Since December 1999, Mr. Zuo has been the general manager (last position) of Botai Group and is fully responsible for the company's operation and management. From March 2017 to the present day, Mr. Zuo has served as the chairperson of the supervisory committee of board in Jiangsu Botai Company Limited* (江蘇柏泰股份有限公司), a company that manufactures and sells garments, supervising the performance of the board of directors of the company.

Mr. Zuo graduated from Suzhou Urban Construction and Environmental Protection Institute* (蘇州城建環保學院) (currently known as Suzhou University of Science and Technology*(蘇州科技學院)) in July 1992 majoring in real estate management.

Mr. Zuo has entered into a service agreement with the Company for a term of three years commencing from the date of the Transfer of Listing, which upon expiry is renewable for a further term of three years subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association. He is not entitled to receive any remuneration in his capacity as a Director, subject to review by the remuneration committee with reference to his experience, responsibilities in the Company and general market conditions.

As at the Latest Practicable Date, Mr. Zuo is beneficially interested in 2,600,000 Domestic Shares, which is required to be disclosed under Part XV of the SFO. Apart from those disclosed above, Mr. Zuo does not have any interest in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Zuo has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Zuo that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Independent non-executive Directors

Mr. Bao Zhenqiang (包振強), aged 57, was appointed as an independent non-executive Director on 31 May 2016. Mr. Bao is primarily responsible for attending meetings of the Board to perform duties as a Board member, but not participating in the day-to-day management of the Company's business operations. He is also the chairman of the remuneration committee, and a member of the audit committee and the nomination committee.

Mr. Bao has over 35 years of teaching experience in the field of academic research and teaching. From February 1982 to July 2004, Mr. Bao was a teacher at Yangzhou University* (揚州大學) and since July 2004, he has been a professor at Yangzhou University* (揚州大學) and engaged in academic research and teaching.

Mr. Bao graduated from Yangzhou Industrial College* (揚州工業專科學校) (currently known as Yangzhou University* (揚州大學)) in December 1981 majoring in mechanical manufacturing. He obtained a doctorate degree in electric engineering from the Nanjing University of Aeronautics and Astronautics* (南京航空航太大學) in December 2003.

Mr. Bao has entered into a service agreement with the Company for a term of three years commencing from the date of the Transfer of Listing, which upon expiry is renewable for a further term of three years subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association. He is entitled to a directors' fee of RMB20,000 per annum, which is determined by the remuneration committee with reference to his experience, responsibilities in the Company and general market conditions.

As at the Latest Practicable Date, Mr. Bao does not have any interest in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Bao has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Bao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wu Xiankun (吳賢坤), aged 69, was appointed as an independent non-executive Director on 15 January 2015. He is primarily responsible for attending meetings of the Board to perform duties as a Board member, but not participating in the day-to-day management of the Company's business operations. He is also a member of the remuneration committee, audit committee and the nomination committee.

Mr. Wu has over 36 years of experience in teaching and administrative management. From February 1981 to July 1983, Mr. Wu was a teacher in Hanjiang County Middle School* (邗江縣中學). From September 1983 to September 2000, Mr. Wu was the principal of Guangling Beizhou Middle School* (廣陵北洲中學) and engaged in teaching and administrative work. From September 2000 to June 2010, Mr. Wu was the Party secretary of Hanjiang Secondary School* (邗江中等專科學校) and was responsible for the party and government work.

Mr. Wu graduate from Yang Zhou Normal College* (揚州師範學院) (currently known as Yangzhou University* (揚州大學)) in January 1981 majoring in Chinese.

Mr. Wu has entered into a service agreement with the Company for a term of three years commencing from the date of the Transfer of Listing, which upon expiry is renewable for a further term of three years subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association. He is entitled to a directors' fee of RMB20,000 per annum, which is determined by the remuneration committee with reference to his experience, responsibilities in the Company and general market conditions.

As at the Latest Practicable Date, Mr. Wu does not have any interest in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Wu has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Wu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chan So Kuen (陳素權), aged 40, was appointed as an independent non-executive Director on 15 January 2015. He is primarily responsible for attending meetings of the Board to perform duties as a Board member, but not participating in the day-to-day management of the Company's business operations. He is also the chairman of the audit committee and a member of the remuneration committee.

Mr. Chan has over 15 years of experience in accounting, auditing and finance industry. He is also a member of the Hong Kong Institute of Certified Public Accountants. From June 2001 to October 2003, Mr. Chan was a semi-senior audit clerk of Shinewing (HK) CPA Limited (信永中和(香港)會計師事務所有限公司) (formerly known as Ho and Ho & Company (何錫麟會計師行)). From January 2004 to July 2009, Mr. Chan was appointed as a manager (last position) of KPMG, and was responsible for project audit. From November 2009 to October 2012, Mr. Chan was the chief financial officer and the company secretary of China Great Wall Electric Holdings Limited (中國長城電氣控股有限公司), responsible for compliance and overall financial accounting activities. Since February 2014, Mr. Chan has been the chief financial officer, company secretary and authorised representative of Huazhang Technology Holding Limited (華章科技控股有限公司) (stock code: 1673.HK) and is responsible for internal control and overseeing financial and accounting activities. Since October 2014, Mr. Chan has served as an independent non-executive director of Link Holdings Limited (華星控股有限公司) (stock code: 8237.HK), providing independent judgment on the issue of strategy, performance, resources and standard of conduct.

Mr. Chan obtained a Bachelor of Arts degree in Accountancy from the Hong Kong Polytechnic University in November 2001. He has been a member of the Hong Kong Institute Certified Public Accountants since April 2005.

Mr. Chan has entered into a service agreement with the Company for a term of three years commencing from the date of the Transfer of Listing, which upon expiry is renewable for a further term of three years subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association. He is entitled to a directors' fee of HK\$120,000 per annum, which is determined by the remuneration committee with reference to his experience, responsibilities in the Company and general market conditions.

As at the Latest Practicable Date, Mr. Chan does not have any interest in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Chan has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Chan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Supervisors

Ms. Wang Chunhong (王春宏), aged 70, was appointed as the chairperson of the Supervisory Committee and a Supervisor on 15 January 2015.

From August 1988 to July 2005, Ms. Wang was a teacher of Hanjiang Professional Education Centre* (邗江職教中心) where she engaged in teaching and research. Ms. Wang has retired since August 2005 and has not been engaged in any employment until her current position with the Company.

Ms. Wang graduated from the long-distance learning courses of the Long Distance Learning School of China Central Party School* (中共中央黨校函授學院) in the PRC in December 1999.

Ms. Wang has entered into a service agreement with the Company for a term of three years commencing from the date of the Transfer of Listing, which upon expiry is renewable for a further term of three years subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association. She is entitled to remuneration of RMB20,000 per annum.

As at the Latest Practicable Date, Ms. Wang does not have any interest in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Ms. Wang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) she does not hold any other positions in the Company and its subsidiaries; and (iii) she does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Ms. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Li Guoyan (李國彥), aged 40, was appointed as a Supervisor on 15 January 2015.

Ms. Li has been an associate professor of the School of Economics and Management of Nanjing Institute of Industry Technology (南京工業職業技術學院), responsible for research and teaching since July 2018. Prior to that, Ms. Li had been a teacher at Nanjing University of Aeronautics and Astronautics* (南京航空航天大學) since July 2005, responsible for teaching.

Ms. Li graduated from Nanjing University of Aeronautics and Astronautics* (南京航空航天大學) in June 2001 majoring in engineering management. She obtained a master's degree in technical economics and management and a doctor's degree in management science and engineering from Nanjing University of Aeronautics and Astronautics* (南京航空航天大學) in the PRC in April 2005 and October 2017, respectively.

Ms. Li has entered into a service agreement with the Company for a term of three years commencing from the date of the Transfer of Listing, which upon expiry is renewable for a further term of three years subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association. She is entitled to remuneration of RMB20,000 per annum.

As at the Latest Practicable Date, Ms. Li does not have any interest in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Ms. Li has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) she does not hold any other positions in the Company and its subsidiaries; and (iii) she does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Ms. Li that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

** For identification purpose only*

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This appendix sets out the summary of the proposed amendments to the Articles of Association:

Articles	Original articles	Amended articles
1	<p>Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (揚州市廣陵區泰和農村小額貸款股份有限公司) (the “Company”) is a joint stock limited liability company established under the Company Law of the People’s Republic of China (the “PRC”) (the “Company Law”) and other relevant requirements of the PRC. These Articles of Association are formulated pursuant to the Company Law, the Securities Law of PRC (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Liability Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the “Mandatory Provisions”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函) (the “Letter of Opinions”) and other relevant laws, administrative regulations, departmental regulations and other regulatory documents (the “Laws and Regulations”) of the PRC.</p>	<p>Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (揚州市廣陵區泰和農村小額貸款股份有限公司) (the “Company”) is a joint stock limited liability company established under the Company Law of the People’s Republic of China (the “PRC”) (the “Company Law”) and other relevant requirements of the PRC. These Articles of Association are formulated pursuant to the Company Law, the Securities Law of PRC (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Liability Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the “Mandatory Provisions”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函) (the “Letter of Opinions”), the Official Reply of the State Council on the Adjustment of the Notice Period for the General Meeting and Other Matters Applicable to the Overseas Listed Companies (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆) and other relevant laws, administrative regulations, departmental regulations and other regulatory documents (the “Laws and Regulations”) of the PRC.</p>
19	<p>Domestic shares refer to the shares denominated in Renminbi issued by the Company to domestic investors. Foreign shares refer to the shares denominated in foreign currencies issued by the Company to foreign investors and the shares held by foreign investors which were transferred from domestic shareholders. Among foreign shares, those listed overseas are referred to as overseas listed foreign shares (those listed in Hong Kong can be referred to as H shares) and those not listed overseas are referred to as non-overseas listed foreign shares.</p>	<p>Domestic shares refer to the shares denominated in Renminbi issued by the Company to domestic investors. Foreign shares refer to the shares denominated in foreign currencies issued by the Company to foreign investors and the shares held by foreign investors which were transferred from domestic shareholders. Among foreign shares, those listed overseas are referred to as overseas listed foreign shares (those listed in Hong Kong can be referred to as H shares) and those not listed overseas are referred to as non-overseas listed foreign shares. Subject to the approval of the regulatory authorities authorized by the State Council and the overseas securities regulatory authorities (if necessary), the shares listed and traded on the overseas Stock Exchange(s) are referred to as overseas listed shares.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Articles	Original articles	Amended articles
22	<p>Subject to the approval of the plans of the Company to issue overseas listed foreign shares or domestic shares by the China Securities Regulatory Commission, the Board of Directors of the Company may arrange for a separate issuance of such shares. The Company may implement the plan of issuing overseas listed foreign shares and domestic shares separately within 15 months since it is approved by the China Securities Regulatory Commission.</p>	<p>Subject to the approval of the plans of the Company to issue overseas listed foreign shares or domestic shares by the China Securities Regulatory Commission, the Board of Directors of the Company may arrange for a separate issuance of such shares. The Company may implement the plan of issuing overseas listed foreign shares and domestic shares separately within 15 months since it is approved by the China Securities Regulatory Commission.</p> <p>Subject to the approval of the securities regulatory authorities under the State Council and the overseas securities regulatory authorities (if necessary), shareholders holding non-overseas listed shares of the Company may have all or part of their shares listed and traded on the overseas Stock Exchange(s). Listing and trading of the aforesaid shares on the overseas Stock Exchange(s) shall also comply with the regulatory procedures, regulations and requirements of the overseas securities market(s). Listing and trading of the aforesaid shares overseas does not require the convening of and voting at the general meeting or class meeting. The overseas listed foreign shares converted from domestic shares shall be of the same class as the existing overseas listed foreign shares.</p>
49	<p>No changes resulting from shares transfer may be made to the register of shareholders within 30 days prior to a general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends.</p>	<p>No changes resulting from shares transfer may be made to the register of shareholders within 30 days prior to a general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends.</p> <p>Where PRC laws and regulations, the securities regulatory authorities and the Stock Exchange(s) where the shares of the Company are listed stipulate the period of closure of the register of shareholders before convening of a general meeting or the reference date set by the Company for the purpose of distribution of dividends, such requirements shall prevail.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Articles	Original articles	Amended articles
65	<p>Where a general meeting is convened by the Company, it shall issue a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.</p>	<p>Where a general meeting is convened by the Company, it shall issue a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting the convener shall notify the shareholders 20 days prior to the convening of an annual general meeting, and 15 days prior to the convening of an extraordinary general meeting.</p> <p>The date of the general meeting is excluded for the purpose of calculation of the above notice period.</p> <p>If the stock exchange(s) on which the Company's shares are listed requires otherwise, such requirements shall be complied with.</p>
67	<p>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the general meeting.</p> <p>An extraordinary general meeting shall not make decision on matters not specified in the notice.</p>	<p>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the general meeting.</p> <p>An extraordinary general meeting shall not make decision on matters not specified in the notice of the general meeting.</p>
69	<p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the China Securities Regulatory Commission within the period of 45 to 50 days before convening the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.</p>	<p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the China Securities Regulatory Commission within the period of 45 to 50 days before convening the meeting with reference to the requirements of Article 65 of the Articles of Association on the notice period for convening the general meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Articles	Original articles	Amended articles
96	(XII) Any amendment to or repeal of the provisions of this section.	<p>(XII) Any amendment to or repeal of the provisions of this section.</p> <p>Subject to the approval of the securities regulatory authorities under the State Council and the overseas securities regulatory authorities (if necessary), holders of domestic shares of the Company transfer all or part of their shares to overseas investors for listing and trading overseas, or shareholders holding non-overseas listed shares of the Company convert all or part of their non-overseas listed shares into overseas listed foreign shares for listing and trading overseas, shall not be deemed to be a variation or abrogation of the rights of class shareholders.</p>
99	<p>When the Company is to hold a class meeting, it shall issue a written notice forty-five days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within twenty days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting.</p>	<p>When the Company is to hold a class meeting, it shall issue a written notice with reference to the requirements of Article 65 of the Articles of Association on the notice period for convening the general meeting forty five days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within twenty days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Articles	Original articles	Amended articles
101	<p>In addition to the holders of other classes of shares, holders of domestic shares and overseas listed foreign shares are deemed to be different classes of shareholders.</p> <p>(III) Where with the approval by the securities regulatory authorities under the State Council, the shareholders convert their unlisted domestic shares and foreign shares into overseas listed foreign shares for listing and trading overseas.</p>	<p>In addition to the holders of other classes of shares, holders of non-overseas listed domestic shares and overseas listed foreign shares are deemed to be different classes of shareholders.</p> <p>(III) Where with the approval of the securities regulatory authorities under the State Council and the overseas securities regulatory authorities (if necessary), holders of domestic shares of the Company transfer all or part of their shares to overseas investors for listing and trading overseas, or shareholders holding non-overseas listed shares of the Company convert unlisted domestic shares all or part of their non-overseas listed shares and foreign shares into overseas listed foreign shares for listing and trading overseas.</p>
131	(X)Other persons stipulated in the relevant laws and regulations of the place where the Company’s shares are listed	(X)Other persons stipulated specified in the relevant laws and regulations of the place where the Company’s shares are listed.
148	With the prior approval of the general meeting, the Company shall enter into a written contract with a director, supervisor or senior management with respect to his emoluments.	With the prior approval of the general meeting or the Board of Directors , the Company shall enter into a written contract with a director, supervisor or senior management with respect to his emoluments.
157	The Company shall publish two financial reports in each fiscal year, that is an interim financial report within 2 months upon the completion of the first six months of the fiscal year and an annual financial report within 3 months upon the completion of the fiscal year.	<p>The Company shall publish two financial reports in each fiscal year, that is an interim financial report within 2 months60 days upon the completion of the first six months of the fiscal year and an annual financial report within 3 months120 days upon the completion of the fiscal year.</p> <p>Notwithstanding the above, for the disclosure of financial reports by the Company, if it is otherwise required by laws, regulations or the stock exchange(s) on which the Company’s shares are listed, such requirements shall be complied with.</p>



**Yangzhou Guangling District Taihe Rural Micro-finance
Company Limited**

揚州市廣陵區泰和農村小額貸款股份有限公司

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

(Stock Code: 1915)

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the “**AGM**”) of Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 12 June 2020 at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC, for the following purposes:

ORDINARY RESOLUTIONS

To consider and approve the following matters as ordinary resolutions:

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2019;
2. To consider and approve the report of the board of supervisors of the Company (the “**Supervisors**”) for the year ended 31 December 2019;
3. To consider and approve the 2019 annual report of the Company;
4. To consider and approve the audited financial statements and auditor’s report of the Company for the year ended 31 December 2019;
5. To consider and approve the final financial report of the Company for the year ended 31 December 2019;
6. To consider and approve the annual financial budget of the Company for the year ending 31 December 2020;
7. To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2019;
8. To consider and approve the re-appointment of Ernst & Young as the Company’s auditor and to authorise the board of Directors (the “**Board**”) to fix its remuneration for the year ending 31 December 2020;
9. To re-elect the Directors and to authorise the Board to fix their remuneration; and

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

10. To re-elect the Supervisors and to authorise the Board to fix their remuneration.

SPECIAL RESOLUTIONS

To consider and approve the following matters as special resolutions:

11. (1) To consider and approve the amendments to the articles of association of the Company (the “**Articles of Association**”);
- (2) To authorise the Board to amend the rules of procedures of meetings of shareholders of the Company in accordance with the proposed amendments to the Articles of Association;

12. **“THAT:**

- (1) in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), the Company Law of the People’s Republic of China (the “**PRC**”), as well as other applicable laws and regulations, in each case as amended from time to time, a general mandate be granted to the Board to exercise, for once or more than once, all the power of the Company to allot, issue and deal with Domestic Shares (as defined below) and/or H Shares (as defined below) or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities (including the power to make or grant any offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers) during the Relevant Period (as defined below):

In exercising the above power, the authority of the Board to determine the specific issue plan shall include (but not limited to) the following:

- (i) to determine the amount of the Domestic Shares and/or H Shares to be allotted;
- (ii) to determine the issue price of the new Domestic Shares and/or H Shares;
- (iii) to determine the date(s) on which the issue of new Domestic Shares and/or H Shares is/are to be commenced and closed;
- (iv) to determine the number of new Domestic Shares and/or H Shares, if applicable, to be issued to the existing holders of Domestic Shares and/or H Shares;
- (v) to make or grant an offer, agreement and option necessary for the exercise of such powers; and

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

(vi) where prohibited and required by foreign laws or regulations, or by other reasons which in the opinion of the Board are appropriate, to determine that the offer of subscription for and issue of shares of the Company to holders of H Shares shall exclude shareholders of the Company residing in the PRC or the offer of subscription for and issue of shares of the Company to holders of Domestic Shares shall exclude shareholders of the Company residing outside the PRC.

(a) upon the exercise of the powers granted to the Board above, the Board may during the Relevant Period make or grant any offers, agreements, or options which might require the exercise of such powers either during or after the expiration of the Relevant Period;

(b) the aggregate number of Domestic Shares and H Shares to be allotted or agreed conditionally or unconditionally to be allotted by the Board pursuant to such mandate granted to the Board above shall not exceed:

(i) 20% of the number of Domestic Shares in issue; and

(ii) 20% of the number of H Shares in issue;

in each case as of the date of the passing of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association; (iii) the exercise of any right of subscription or conversion under the terms of any bonds, warrants or debentures which may be issued by the Company or any securities which are convertible into shares of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting; and

(c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC, the Listing Rules and other applicable laws and regulations (in each case as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities have been obtained;

(2) subject to the Board resolving to issue shares pursuant to subparagraph (1) of this resolution, the Board be authorised to:

(a) formulate and implement the specific issuance plan with details including but not limited to: the class and number of the shares of the Company to be issued; the pricing method and/or issue price (including the range of issue price); the start and end date of the issuance; use of proceeds; and other matters to be included in a specific issuance plan as required by the relevant laws, regulations and other regulatory documents, relevant regulatory institutions as well as the stock exchange of the place where the H Shares are listed;

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

- (b) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the agreement for the engagement of any professional parties, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement) and making appropriate amendments;
- (c) make all necessary filings and registrations with the relevant PRC and Hong Kong authorities; and
- (d) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase and any other changes in the registered capital of the Company.”

For the purpose of this resolution:

“**Domestic Shares**” means ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are subscribed for and paid up in RMB;

“**H Shares**” means the ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are subscribed for and paid up in HKD and listed on the main board of the Stock Exchange;

“**Relevant Period**” means the period from the passing of the resolution at the AGM until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company; or
- (B) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or
- (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and

“**Rights Issue**” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Board to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements and having regard to any legal or practical

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

problems, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

13. **“THAT:**

- (1) the issue of the debt financing instruments with an aggregate principal amount of not more than RMB300 million (including RMB300 million) (the **“Debt Financing Instruments”**) inside and/or outside the PRC, on the terms set forth below be and is detailed below and hereby approved:
 - (a) Size of issue: not more than RMB300 million (including RMB300 million), excluding existing debt financing instruments;
 - (b) Categories of issue: one or several categories of Debt Financing Instruments including but not limited to private placement of Debt Financing Instruments, assets-backed notes, project revenue notes, corporate bonds, enterprise asset-backed bonds, convertible bonds, overseas bond issuance, and other types of Debt Financing Instruments issued inside or outside the PRC;
 - (c) Maturity: not more than 3 years (including 3 years);
 - (d) Use of proceeds: supplement of working capital;
 - (e) Term of validity of the resolution: the authority of a special resolution passed at the AGM will expire 24 months after the date of the passing of such resolution;
- (2) the Board be and is hereby authorised to deal with all matters relating to the proposed issue of Debt Financing Instruments, including but not limited to:
 - (a) to consider the issue of Debt Financing Instruments in accordance with the needs of the Company, to deal with the specific proposals, specific terms and conditions and other relevant matters for the issue of public Debt Financing Instrument in accordance with the market conditions, including but not limited to the issue subject, size of issue, interest rate, duration, type and condition of guarantee, intended investors, issuing time, model, pricing method, underwriting, use of proceeds, arrangement for offering in tranches (if any) and producing, filing, executing, signing, accepting and publishing of any necessary legal documents;
 - (b) to make any changes or adjustments to the relevant matters of the issue of the Debt Financing Instruments with reference to the comments from relevant regulatory authorities or the market conditions if there is any change to the regulatory policies or the market conditions;

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

- (c) to sign all necessary legal documents regarding to the issue of Debt Financing Instruments;
- (d) to decide the engagement of intermediaries necessary for the issue of Debt Financing Instruments; and
- (e) to determine any other matters relating the issue of Debt Financing Instruments.”

By Order of the Board
**Yangzhou Guangling District Taihe Rural
Micro-finance Company Limited**
Bo Wanlin
Chairman

Yangzhou, the PRC, 23 April 2020

Notes:

1. In order to determine the eligibility of the shareholders of the Company (the “**Shareholders**”) to attend the AGM, the register of members of the Company will be closed from Wednesday, 13 May 2020 to Friday, 12 June 2020, both days inclusive, during which no transfer of shares of the Company (the “**Shares**”) will be registered. Only Shareholders whose names appear on the register of members of the Company on Friday, 12 June 2020 or their proxies or duly authorised corporate representatives are entitled to attend the AGM. In order to qualify for attending and voting at the AGM, all properly completed transfer documents accompanied with relevant Share certificates must be lodged with the Company’s H Share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of H Shares), or the Company’s principal place of business in the PRC at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC (for holders of domestic Shares) not later than 4:30 p.m. on Tuesday, 12 May 2020.
2. A Shareholder entitled to attend and vote at the AGM may appoint one or more person (whether he/she/it is a Shareholder or not) to attend and vote at the same on his or her or its behalf.
3. The instrument appointing a proxy must be in writing and signed by a Shareholder or his/her duly authorised attorney. If the Shareholder is a corporation, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorised attorney(s).
4. Shareholders who intend to attend the AGM by proxy should complete the proxy form. For holders of H Shares, the proxy form should be returned to Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong and for holders of domestic Shares, the proxy form should be returned to the Company’s principal place of business in the PRC at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC, in person or by post not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the AGM or any adjournment thereof and voting in person.
5. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip to Tricor Investor Services Limited (for holders of H Shares) or the Company’s principal place of business in the PRC (for holders of domestic Shares) on or before Saturday, 23 May 2020.

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

6. Shareholders shall provide their identity documents when attending the AGM. A proxy who attends the AGM on behalf of a Shareholder shall produce his/her identification document. If a Shareholder who is a legal person appoints its legal representative to attend the meeting, the legal representative shall produce his/her identification document and a notarially certified copy of the resolution or form of proxy of the board of directors or other governing body of the legal person (other than a recognised clearing house or its nominee) authorising the legal representative.
7. The AGM is expected to last for less than half a day. Shareholders (in person or by proxy) attending this AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending this AGM shall present their identity certifications.
8. In case of joint holders of a Share, any one of such holders is entitled to vote at the meeting either in person or by proxy for such Share, as if he/she/it is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such Share shall be accepted if more than one joint holder attend the meeting personally or by proxy.
9. The resolutions as set out above are required to be determined by way of poll under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
10. Please refer to 2019 annual report and AGM circular of the Company dated 23 April 2020 for the content of the resolutions in this notice.
11. The contact information of the Company is as follows:

Contact person: Mr. Xu Lei/ Mr. Pete Lau

Contact Tel: 86 514 87947629/ 852 3912 0876

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Bo Wanlin, Ms. Bai Li and Ms. Zhou Yinqing; two non-executive Directors, namely Mr. Bo Nianbin and Mr. Zuo Yuchao and three independent non-executive Directors, namely Mr. Bao Zhenqiang, Mr. Wu Xiankun and Mr. Chan So Kuen.

NOTICE OF THE H SHAREHOLDERS CLASS MEETING



Yangzhou Guangling District Taihe Rural Micro-finance Company Limited

揚州市廣陵區泰和農村小額貸款股份有限公司

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

(Stock Code: 1915)

NOTICE OF THE H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting of holders of H Shares of Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (the “**Company**”) (the “**H Shareholders Class Meeting**”) will be held at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC, on Friday, 12 June 2020 at 10:30 a.m. (or as soon as the annual general meeting of the Company to be convened on the same date and at the same place at 10:00 a.m. shall conclude or adjourn) for the following purposes:

SPECIAL RESOLUTION

To consider and approve the following matter as a special resolution:

1. (1) To consider and approve the amendments to the articles of association of the Company (“**Articles of Association**”); and
- (2) To authorise the Board to amend the rules of procedures of meetings of shareholders of the Company in accordance with the proposed amendments to the Articles of Association.

By Order of the Board
**Yangzhou Guangling District Taihe Rural
Micro-finance Company Limited**
Bo Wanlin
Chairman

Yangzhou, the PRC, 23 April 2020

Notes:

1. In order to determine the eligibility of the holders of H Shares (the “**H Shares**”) of the Company (the “**H Shareholders**”) to attend the H Shareholders Class Meeting, the register of members of the Company will be closed from Wednesday, 13 May 2020 to Friday, 12 June 2020, both days inclusive, during which no transfer of H Shares will be registered. Only H Shareholders whose names appear on the register of members of the Company on Friday, 12 June 2020 or their proxies or duly authorised corporate representatives are entitled to attend the H Shareholders Class Meeting. In order

NOTICE OF THE H SHAREHOLDERS CLASS MEETING

to qualify for attending and voting at the H Shareholders Class Meeting, all properly completed transfer documents accompanied with relevant H Share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 12 May 2020.

2. A H Shareholder entitled to attend and vote at the H Shareholders Class Meeting may appoint one or more person (whether he/she/it is a H Shareholder or not) to attend and vote at the same on his or her or its behalf.
3. The instrument appointing a proxy must be in writing and signed by a H Shareholder or his/her duly authorised attorney. If the H Shareholder is a corporation, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorised attorney(s).
4. H Shareholders who intend to attend the H Shareholders Class Meeting by proxy should complete the proxy form and return the same to Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the H Shareholders Class Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the H Shareholders Class Meeting or any adjournment thereof and voting in person.
5. H Shareholders who intend to attend the H Shareholders Class Meeting in person or by proxy should return the reply slip to Tricor Investor Services Limited on or before Saturday, 23 May 2020.
6. H Shareholders shall provide their identity documents when attending the H Shareholders Class Meeting. A proxy who attends the H Shareholders Class Meeting on behalf of a H Shareholder shall produce his/her identification document. If a H Shareholder who is a legal person appoints its legal representative to attend the meeting, the legal representative shall produce his/her identification document and a notarially certified copy of the resolution or form of proxy of the board of directors or other governing body of the legal person (other than a recognised clearing house or its nominee) authorising the legal representative.
7. The H Shareholders Class Meeting is expected to last for less than half a day. H Shareholders (in person or by proxy) attending the H Shareholders Class Meeting are responsible for their own transportation and accommodation expenses. H Shareholders or their proxies attending the H Shareholders Class Meeting shall present their identity certifications.
8. In case of joint holders of a H Share, any one of such holders is entitled to vote at the meeting either in person or by proxy for such H Share, as if he/she/it is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such H Share shall be accepted if more than one joint holder attend the meeting personally or by proxy.
9. The resolution as set out above is required to be determined by way of poll under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
10. Please refer to the circular of the Company dated 23 April 2020 for the content of the resolution in this notice.
11. The contact information of the Company is as follows:

Contact person: Mr. Xu Lei/ Mr. Pete Lau
Contact Tel: 86 514 87947629/ 852 3912 0876

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Bo Wanlin, Ms. Bai Li and Ms. Zhou Yinqing; two non-executive Directors, namely Mr. Bo Nianbin and Mr. Zuo Yuchao and three independent non-executive Directors, namely Mr. Bao Zhenqiang, Mr. Wu Xiankun and Mr. Chan So Kuen.

NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING



Yangzhou Guangling District Taihe Rural Micro-finance Company Limited

揚州市廣陵區泰和農村小額貸款股份有限公司

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

(Stock Code: 1915)

NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting of holders of domestic shares of Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (the “**Company**”) (the “**Domestic Shareholders Class Meeting**”) will be held at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC on Friday, 12 June 2020 at 11:00 a.m. (or as soon as the class meeting of holders of H Shares of the Company to be convened on the same date and at the same place at 10:30 a.m. shall conclude or adjourn) for the following purposes:

SPECIAL RESOLUTION

To consider and approve the following matter as a special resolution:

1. (1) To consider and approve the amendments to the articles of association of the Company (“**Articles of Association**”); and
- (2) To authorise the Board to amend the rules of procedures of meetings of shareholders of the Company in accordance with the proposed amendments to the Articles of Association.

By Order of the Board
**Yangzhou Guangling District Taihe Rural
Micro-finance Company Limited**
Bo Wanlin
Chairman

Yangzhou, the PRC, 23 April 2020

Notes:

1. In order to determine the eligibility of the holders of domestic shares (the “**Domestic Shares**”) of the Company (the “**Domestic Shareholders**”) to attend the Domestic Shareholders Class Meeting, the register of members of the Company will be closed from Wednesday, 13 May 2020 to Friday, 12 June 2020, both days inclusive, during which no transfer of Domestic Shares will be registered. Only Domestic Shareholders whose names appear on the register of members of the Company on Friday, 12 June 2020 or their proxies or duly authorised corporate representatives are entitled to attend

NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

the Domestic Shareholders Class Meeting. In order to qualify for attending and voting at the Domestic Shareholders Class Meeting, all properly completed transfer documents accompanied with relevant Domestic Share certificates must be lodged with the the Company's principal place of business in the PRC at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC not later than 4:30 p.m. on Tuesday, 12 May 2020.

2. A Domestic Shareholder entitled to attend and vote at the Domestic Shareholders Class Meeting may appoint one or more person (whether he/she/it is a Domestic Shareholder or not) to attend and vote at the same on his or her or its behalf.
3. The instrument appointing a proxy must be in writing and signed by a Domestic Shareholder or his/her duly authorised attorney. If the Domestic Shareholder is a corporation, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorised attorney(s).
4. Domestic Shareholders who intend to attend the Domestic Shareholders Class Meeting by proxy should complete the proxy form and return the same to the Company's principal place of business in the PRC at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC, in person or by post not less than 24 hours before the time fixed for holding the Domestic Shareholders Class Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the Domestic Shareholders Class Meeting or any adjournment thereof and voting in person.
5. Domestic Shareholders who intend to attend the Domestic Shareholders Class Meeting in person or by proxy should return the reply slip to the Company's principal place of business in the PRC on or before Saturday, 23 May 2020.
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