

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Quanzhou Huixin Micro-credit Co., Ltd.\***, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

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**Quanzhou Huixin Micro-credit Co., Ltd.\***  
**泉州匯鑫小額貸款股份有限公司**

*(Established in the People's Republic of China with limited liability)*

**(Stock Code: 1577)**

**ISSUE OF BONDS  
AND  
NOTICE OF EGM**

A notice convening the EGM of the Company to be held at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC at 10:30 a.m. on Monday, 5 February 2018 is set out on pages 8 to 10 of this circular. A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the H Share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (in respect of H Shares), or to the Company's headquarters/principal place of business in the PRC at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC (in respect of Domestic Shares) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the EGM (i.e. before 10:30 a.m. on Sunday, 4 February 2018) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

\* *For identification purposes only*

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Authorised Person(s)”	executive directors of the Company and the person(s) authorised by the Board after obtaining the Shareholders’ authorisation at the EGM
“Board” or “Board of Directors”	the board of directors of the Company
“Bonds”	domestic corporate bonds of not more than RMB500.0 million (inclusive) in aggregate amount proposed to be issued by the Company
“Company”	Quanzhou Huixin Micro-credit Co., Ltd.* (泉州匯鑫小額貸款股份有限公司), a joint stock company established in the PRC with limited liability on 8 January 2010, the H Shares of which are listed on the Hong Kong Stock Exchange (stock code:1577)
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC at 10:30 a.m. on Monday, 5 February 2018
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“Fujian Province” or “Fujian”	Fujian Province (福建省), a province located in the southeastern coast of China
“Fujian Septwolves Group”	Fujian Septwolves Group Co., Ltd.* (福建七匹狼集團有限公司), a Shareholder directly interested in approximately 19.05% of the total issued share capital of the Company as of the date of this circular
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited

## DEFINITIONS

“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Measures”	<i>Measures for Administration of the Issuance and Trading of Corporate Bonds</i> (《公司債券發行與交易管理辦法》) issued by China Securities Regulatory Commission
“Notice of EGM”	the notice of the EGM as set out on pages 8 to 10 of this circular
“PRC” or “China”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, references in this circular to “PRC” do not apply to Taiwan, Macau Special Administrative Region and Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)

LETTER FROM THE BOARD



**Quanzhou Huixin Micro-credit Co., Ltd.\***  
**泉州匯鑫小額貸款股份有限公司**

*(Established in the People's Republic of China with limited liability)*

**(Stock Code: 1577)**

*Executive Directors:*

Mr. Zhou Yongwei (*Chairman*)  
Mr. Wu Zhirui  
Mr. Yan Zhijiang  
Ms. Liu Aiqin

*Headquarters/Principal Place of Business  
in the PRC:*

12/F, Former Finance Building,  
No. 361 Feng Ze Street,  
Quanzhou City,  
Fujian Province, the PRC

*Non-executive Directors:*

Mr. Jiang Haiying  
Mr. Zhu Jinsong

*Principal Place of Business  
in Hong Kong:*

36/F, Tower Two, Times Square,  
1 Matheson Street,  
Causeway Bay, Hong Kong

*Independent Non-executive Directors:*

Mr. Sun Leland Li Hsun  
Mr. Zhang Lihe  
Mr. Lin Jianguo

19 December 2017

*To the Shareholders*

Dear Sir or Madam,

**ISSUE OF BONDS  
AND  
NOTICE OF EGM**

**I. INTRODUCTION**

The purpose of this circular is to give you the Notice of EGM and provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed special resolution at the EGM to approve the issue of Bonds.

\* For identification purposes only

## LETTER FROM THE BOARD

### II. ISSUE OF BONDS

Reference is made to the announcement of the Company dated 11 December 2017 in relation to the proposed issue of Bonds. In order to optimize the Company's debt financing structure, expand its financing channels, control its financing cost and further expand its business in a healthy and sustainable way, on 11 December 2017, the Board approved the proposed issue of Bonds in the PRC and the submission of this proposal to the EGM for the approval by Shareholders by way of a special resolution.

Particulars of the issue of Bonds, if it proceeds, are as follows:

Aggregate amount:	Not more than RMB500.0 million (inclusive). Subject to the above amount limit, the specific tranches of issue and the amount of issue per tranche will be determined by the Board or the Authorised Person(s) with reference to the Company's financing needs and market conditions
Place of issue:	The PRC
Method of issue:	Non-public issue to no more than 200 qualified investors in accordance with the Measures
Maturity:	No more than three years (inclusive). The Bonds may have either one fixed term or various terms. The actual term(s) and types of the Bonds will be determined by the Board or the Authorised Person(s) with reference to the Company's financing needs and market conditions
Interest rates:	The interest rate will be determined after consultation with the underwriter of the issue of Bonds with reference to the market conditions
Guarantee:	Unconditionally and irrevocably guaranteed by Fujian Septwolves Group
Listing:	The Company will apply for the listing of the Bonds on qualified exchange(s) to be determined by the Board or the Authorised Person(s) in accordance with the Measures
Use of proceeds:	To replenish working capital, repay bank loans and other purposes as determined by the Board or the Authorised Person(s) subject to compliance with the relevant laws, rules and requirements of the PRC
Term of validity of the resolution:	24 months commencing from the date of passing of the special resolution at the EGM

## LETTER FROM THE BOARD

Subject to the Shareholders' consideration and approval, the Board or the Authorised Person(s) shall be authorised to do the following in accordance with applicable laws, taking into account the then prevailing market conditions at the time of the issue of Bonds:

1. specifically determine the plan of issue and amend or adjust the terms of issue, including but not limited to all matters relating to the actual size of the issue, interest rates or their basis of determination, timing of issue, one-off issue or issue by tranches and the number of tranches to be issued, terms of option (if any), guarantee, maturity and method for repayment of principal and interests, placing arrangement, place of listing, use of proceeds and all other related matters, subject to the applicable laws, regulations and relevant requirements of regulatory authorities, exchanges and securities self-regulated organization, as well as the resolution passed at the EGM;
2. decide and engage intermediaries to handle matters in relation to the issue and trading of the Bonds;
3. decide and engage custodian, execute the custodian agreement and promulgate the rules of bondholders' meeting;
4. implement and execute the matters in relation to the issue and trading of the Bonds, including but not limited to determining, authorising, signing, implementing and amending the legal documentations relating to the issue and trading of the Bonds, such as the offer document, underwriting agreement, custodian agreement, rules of bondholders' meeting and relevant announcements, and disclosing relevant information in accordance with applicable laws, regulations and other regulatory documents;
5. handle all matters in relation to the issue and trading of the Bonds with full authority; and
6. make corresponding adjustments to matters relating to the plan of issue in accordance with the opinions of regulatory authorities, exchanges and securities self-regulated organization, or make decisions as to whether to proceed with the issue according to the actual situation, if there are any changes in regulatory policies or market conditions, (other than matters which require to be approved again on the Shareholders' meeting under applicable laws, regulations and the Articles of Association),

the abovementioned mandate shall remain valid from the date of passing of the special resolution at the EGM to the date of completion of the abovementioned matters.

The Bonds will be unconditionally and irrevocably guaranteed by Fujian Septwolves Group. Fujian Septwolves Group is a substantial Shareholder and hence a connected person of the Company. Since such guarantee will be conducted on normal commercial terms or better and will not be secured by the assets of the Company, the guarantee will constitute financial assistance to

## LETTER FROM THE BOARD

the Company from a connected person under Chapter 14A of the Listing Rules which is exempt from the reporting, announcement and independent Shareholders' approval requirements pursuant to Rule 14A.90 of the Listing Rules.

The proposed issue of Bonds is subject to the approval of the Shareholders at the EGM. The Shareholders at the EGM authorise the Board or Authorised Person(s) to determine the number of tranches issued and specific plan of the issue of Bonds with reference to the Company's capital needs and market conditions at the time of the issuance. After the completion of the issue of Bonds, the necessary filing procedures will be fulfilled in accordance with the relevant provisions of the Measures.

**The proposed issue of Bonds may or may not proceed. Shareholders and potential investors should therefore exercise caution in dealing in the Company's Shares.**

### III. THE EGM

The EGM will be held at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC at 10:30 a.m. on Monday, 5 February 2018. The Notice of EGM is set out on pages 8 to 10 of this circular.

The register of members of the Company will be closed from Friday, 5 January 2018 to Monday, 5 February 2018, both days inclusive, during which period no transfer of Shares will be effected. In order to be qualified for attending and voting at the EGM, holders of H Shares of the Company shall lodge transfer documents with the Company's H Share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, or to the Company's headquarters/principal place of business in the PRC, in respect of Domestic Shares, no later than 4:30 p.m. on Thursday, 4 January 2018.

The form of proxy and reply slip of the EGM are enclosed herewith.

Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the H Share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (in respect of H Shares), or to the Company's headquarters/principal place of business in the PRC at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC (in respect of Domestic Shares) as soon as possible in any event but not later than 24 hours before the time appointed for holding of the EGM (i.e. before 10:30 a.m. on Sunday, 4 February 2018) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

If you intend to attend the EGM in person or by proxy, please complete the enclosed reply slip and return the same to Boardroom Share Registrars (HK) Limited (in respect of H Shares) and the Company's headquarters/principal place of business in the PRC (in respect of Domestic Shares) on or before Tuesday, 16 January 2018.

## LETTER FROM THE BOARD

### IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, the chairman of the EGM will exercise his power under the Articles of Association to demand a poll for the special resolution proposed at the EGM.

### V. RECOMMENDATION

The Directors consider that the special resolution set out in the Notice of EGM for consideration and approval by Shareholders are in the interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution to be proposed at the EGM.

### VI. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regards to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

By Order of the Board  
**Quanzhou Huixin Micro-credit Co., Ltd.\***  
**ZHOU Yongwei**  
*Chairman*

## NOTICE OF EXTRAORDINARY GENERAL MEETING



**Quanzhou Huixin Micro-credit Co., Ltd.\***

**泉州匯鑫小額貸款股份有限公司**

*(Established in the People's Republic of China with limited liability)*

**(Stock Code: 1577)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Quanzhou Huixin Micro-credit Co., Ltd. (the “**Company**”) will be held at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC at 10:30 a.m. on Monday, 5 February 2018 to consider and, if thought fit, to pass, with or without modifications, the following special resolution of the Company:

### **SPECIAL RESOLUTION**

1. To consider and approve:

**“THAT**

- (a) the Company be and is hereby authorised, within 24 months from the date of passing of this resolution, to issue the domestic corporate bonds in the aggregate amount of not more than RMB500.0 million (inclusive) (the “**Bonds**”);
- (b) the board of directors of the Company (the “**Board**”) or executive directors of the Company and the person(s) authorised by the Board (“**Authorised Person(s)**”) be and are hereby generally and unconditionally authorised to handle all matters relating to the issue of Bonds, which includes but not limited to the following:
  - (i) specifically determine the plan of issue and amend or adjust the terms of issue, including but not limited to all matters relating to the actual size of the issue, interest rates or their basis of determination, timing of issue, one-off issue or issue by tranches and the number of tranches to be issued, terms of option (if any), guarantee, maturity and method for repayment of principal and interests, placing arrangement, place of listing, use of proceeds and all other related matters, subject to the applicable laws, regulations and relevant requirements of regulatory authorities, exchanges and securities self-regulated organization, as well as the resolution passed at the EGM;
  - (ii) decide and engage intermediaries to handle matters in relation to the issue and trading of the Bonds;

\* For identification purposes only

## NOTICE OF EXTRAORDINARY GENERAL MEETING

- (iii) decide and engage custodian, execute the custodian agreement and promulgate the rules of bondholders' meeting;
- (iv) implement and execute the matters in relation to the issue and trading of the Bonds, including but not limited to determining, authorising, signing, implementing and amending the legal documentations relating to the issue and trading of the Bonds, such as the offer document, underwriting agreement, custodian agreement, rules of bondholders' meeting and relevant announcements, and disclosing relevant information in accordance with applicable laws, regulations and other regulatory documents;
- (v) handle all matters in relation to the issue and trading of the Bonds with full authority; and
- (vi) make corresponding adjustments to matters relating to the plan of issue in accordance with the opinions of regulatory authorities, exchanges and securities self-regulated organization, or make decisions as to whether to proceed with the issue according to the actual situation, if there are any changes in regulatory policies or market conditions, (other than matters which require to be approved again on the shareholders' meeting under applicable laws, regulations and the articles of association of the Company),

the abovementioned mandate shall remain valid from the date of passing of the special resolution at the EGM to the date of completion of the abovementioned matters.”

By Order of the Board  
**Quanzhou Huixin Micro-credit Co., Ltd.\***  
**ZHOU Yongwei**  
*Chairman*

Fujian Province, the PRC, 19 December 2017

*Notes:*

1. For details of the special resolution to be approved at this EGM, please refer to the circular.
2. The register of members of the Company will be closed from Friday, 5 January 2018 to Monday, 5 February 2018, both days inclusive, during which period no transfer of shares will be effected. In order to be qualified for attending and voting at the EGM, holders of H shares of the Company shall lodge transfer documents with the Company's H share registrar in Hong Kong (“**H Share Registrar**”), Boardroom Share Registrars (HK) Limited, or to the Company's headquarters/principal place of business in the PRC, in respect of domestic shares, no later than 4:30 p.m. on Thursday, 4 January 2018.
3. Shareholders of the Company (the “**Shareholders**”) who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

4. Shareholder shall entrust a proxy by a written form of proxy which shall be signed by such Shareholder or an agent entrusted by such Shareholder in writing under the hand of a Shareholder. If the Shareholder is a legal person, the power of attorney shall be affixed with its official seal or signed by its director or an agent or other personnel officially entrusted thereby. Such power of attorney shall specify the number of shares held by the Shareholder represented by each proxy.
5. In order to be valid, the form of proxy must be deposited, for the holders of H shares, to the Company's H Share Registrar, or for the holders of domestic shares, to the Company's headquarters/principal place of business in the PRC, not less than 24 hours prior to the commencement of the EGM (i.e. before 10:30 a.m. on Sunday, 4 February 2018). If the form of proxy is signed by a person authorised by Shareholder, the power of attorney or other authorisation documents shall be notarised. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should you so wish.
6. Shareholders shall show their identity papers when attending the EGM. A proxy, who is on behalf of a Shareholder, shall show his/her identity paper, form of proxy and a copy of identity paper of the Shareholder.
7. Corporate Shareholders shall appoint its legal representative or authorised representative to attend the EGM. Such person shall show his/her identity paper and a copy of corporate's business certificate affixed with its official seal. If corporate Shareholders appoint authorised representative to attend the EGM, the authorised representative shall show his/her identity paper, the original document of power of attorney issued by the such legal person and a copy of corporate's business certificate affixed with its official seal (except for a clearing house or its proxy).
8. Shareholders who intend to attend the EGM should complete and return the reply slip in writing by hand or by post to the Company's H Share Registrar in Hong Kong (for H shares) or the Company's headquarters/principal place of business in the PRC (for domestic shares) before Tuesday, 16 January 2018.
9. The EGM is expected to take less than half a day, Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses.
10. The name and address of the Company's H Share Registrar is as follows:

Boardroom Share Registrars (HK) Limited  
2103B, 21/F, 148 Electric Road,  
North Point,  
Hong Kong
11. The Company's headquarters/principal place of business in the PRC is as follows:

12/F, Former Finance Building,  
No. 361 Feng Ze Street,  
Quanzhou City, Fujian Province,  
PRC
12. If more than one of joint Shareholders attend the meeting, whether in person or by proxy, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.