

**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 effected 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)**

**REPORT OF THE DIRECTORS FOR THE YEAR 2018;  
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2018;  
ANNUAL REPORT FOR THE YEAR 2018;  
AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2018;  
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2018;  
FINANCIAL BUDGET PLAN FOR THE YEAR 2019;  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018;  
EXTERNAL AUDITOR'S FEES FOR THE YEAR 2018;  
RE-APPOINTMENT OF EXTERNAL AUDITOR;  
AUTHORISATION TO THE BOARD TO FIX THE DIRECTORS'  
AND SUPERVISORS' REMUNERATION;  
REVISION TO SCOPE OF BUSINESS;  
AMENDMENT TO ARTICLES OF ASSOCIATION;  
GENERAL MANDATE TO ISSUE NEW SHARES;  
PROPOSED ISSUE OF ASSET-BACKED SECURITIES;  
AND  
NOTICE OF AGM**

A notice convening the AGM of the Company to be held at 7/F, Nanyi Square Office, No. 666 Feng Ze Street, Feng Ze District, Quanzhou City, Fujian Province, the PRC at 10:00 a.m. on Wednesday, 12 June 2019 is set out on pages 14 to 16 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the H Shares 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 Shareholders), or to the Company's registered office in the PRC at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC (in respect of Domestic Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the AGM (i.e. before 10:00 a.m. on Tuesday, 11 June 2019) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

\* For identification purpose only

24 April 2019

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 7/F, Nanyi Square Office, No. 666 Feng Ze Street, Feng Ze District, Quanzhou City, Fujian Province, the PRC at 10:00 a.m. on Wednesday, 12 June 2019
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Asset-backed Securities”	credit asset-backed securities of no more than RMB500.0 million in aggregate amount proposed to be issued by the Company
“Authorised Person(s)”	executive Directors and the person(s) authorised by the Board after it has obtained the Shareholders’ authorisation, under the resolution set out in item 14 of the Notice of AGM
“Board” or “Board of Directors”	the board of directors of the Company
“Chairman”	Mr. Zhou Yongwei, the chairman of the Company
“China” or “PRC”	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 “China” and the “PRC” do not apply to Taiwan, Macau Special Administrative Region and Hong Kong
“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)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	issued 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 Renminbi
“Fujian Province” or “Fujian”	Fujian Province (福建省), a province located in the southeastern coast of China
“Group”, “we” or “our”	the Company and its subsidiaries

## 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
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Notice of AGM”	the notice of the AGM as set out on pages 14 to 16 of this circular
“Specific Plan”	the specific plan for the issue of Asset-backed Securities in relation to the securitization of the credit assets of the Company, made pursuant to the Provisions on the Administration of the Asset Securitization Business of Securities Companies and the Subsidiaries of Fund Management Companies (證券公司及基金公司子公司資產證券化業務管理規定) and other applicable laws and regulations, of which are set out on pages 10 to 12 of this circular
“Quanzhou City”	Quanzhou City (泉州市), Fujian Province
“Renminbi” or “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)
“Supervisor(s)”	member(s) of the Supervisory Committee of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	percent

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

*Non-executive Directors:*

Mr. Jiang Haiying  
Mr. Cai Rongjun

*Independent Non-executive Directors:*

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

*Registered Office:*

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

*Principal Place of Business*

*in Hong Kong:*  
31/F, Tower Two,  
Times Square,  
1 Matheson Street,  
Causeway Bay,  
Hong Kong

24 April 2019

*To the Shareholders*

Dear Sir or Madam,

**REPORT OF THE DIRECTORS FOR THE YEAR 2018;  
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2018;  
ANNUAL REPORT FOR THE YEAR 2018;  
AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2018;  
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2018;  
FINANCIAL BUDGET PLAN FOR THE YEAR 2019;  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018;  
EXTERNAL AUDITOR'S FEES FOR THE YEAR 2018;  
RE-APPOINTMENT OF EXTERNAL AUDITOR;  
AUTHORISATION TO THE BOARD TO FIX THE DIRECTORS'  
AND SUPERVISORS' REMUNERATION;  
REVISION TO SCOPE OF BUSINESS;  
AMENDMENT TO ARTICLES OF ASSOCIATION;  
GENERAL MANDATE TO ISSUE NEW SHARES;  
PROPOSED ISSUE OF ASSET-BACKED SECURITIES;  
AND  
NOTICE OF AGM**

\* For identification purpose only

## LETTER FROM THE BOARD

### I. INTRODUCTION

The purpose of this circular is to give you the Notice of AGM and provide the Shareholders with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM for the following issues:

#### Ordinary Resolutions

- (1) Report of the Directors for the year 2018;
- (2) Report of the Supervisory Committee for the year 2018;
- (3) Annual report for the year 2018;
- (4) Audited financial statements for the year 2018;
- (5) Final financial accounts for the year 2018;
- (6) Financial budget plan for the year 2019;
- (7) Profit distribution plan for the year 2018;
- (8) External auditor's fees for the year 2018;
- (9) Re-appointment of Ernst & Young as the Company's external auditor and authorisation to the Board to fix its remuneration;
- (10) Authorisation to the Board to fix the Directors' and the Supervisors' remuneration;

#### Special Resolutions

- (11) Proposed revision to the scope of business;
- (12) Proposed amendment to the Articles of Association;
- (13) Proposed general mandate to issue new Shares; and
- (14) Proposed issue of Asset-backed Securities.

#### **(1) Report of the Directors for the year 2018**

An ordinary resolution will be proposed at the AGM to approve the report of the Directors for the year 2018. Please refer to the Report of the Directors set out in the annual report for the year 2018 published on 24 April 2019.

## LETTER FROM THE BOARD

### **(2) Report of the Supervisory Committee for the year 2018**

An ordinary resolution will be proposed at the AGM to approve the report of the Supervisory Committee for the year 2018. Please refer to the Report of the Supervisory Committee set out in the annual report for the year 2018 published on 24 April 2019.

### **(3) Annual report for the year 2018**

An ordinary resolution will be proposed at the AGM to approve the annual report for the year 2018. The annual report has been published on the HKEx news website of Hong Kong Exchanges and Clearing Limited ([www.hkxnews.hk](http://www.hkxnews.hk)) and the website of the Company ([www.qzhuixin.net](http://www.qzhuixin.net)) on 24 April 2019, and has been dispatched to the Shareholders.

### **(4) Audited financial statements for the year 2018**

An ordinary resolution will be proposed at the AGM to approve our Group's audited financial statements for the year ended 31 December 2018. Please refer to our Group's audited financial statements for the year ended 31 December 2018 set out in the annual report for the year 2018 published on 24 April 2019.

### **(5) Final financial accounts for the year 2018**

An ordinary resolution will be proposed at the AGM to approve the final financial accounts for the year 2018. A summary of our Group's 2018 final financial accounts prepared under the Hong Kong Financial Reporting Standards is as follows:

#### **1. *Income and profit***

In 2018, pursuant to the financial statements, our Group's interest income was RMB156.8 million and interest expense was RMB10.6 million. Operating and administrative expenses amounted to RMB25.2 million. Profit before tax was RMB114.2 million, of which the net profit and total comprehensive income for the year was RMB88.0 million.

#### **2. *Cash flows***

In 2018, pursuant to the financial statements, our Group's net cash flows from operating activities was RMB3.3 million, net cash flows from investing activities was RMB21.4 million and net cash flows from financing activities was RMB15.5 million. The net increase in cash and cash equivalents was RMB40.2 million.

#### **3. *Assets and liabilities***

As at 31 December 2018, pursuant to the financial statements, our Group's total assets amounted to RMB1,292.3 million. Total liabilities amounted to RMB226.1 million. Total equity amounted to RMB1,066.2 million.

## LETTER FROM THE BOARD

### **(6) Financial budget plan for the year 2019**

Our Group plans to control the total operating expenses (net of taxes and surcharges as well as non-business expenditure) for the year 2019 at approximately RMB40.0 million. An ordinary resolution will be proposed at the AGM to approve the financial budget plan of the Company for the year 2019.

### **(7) Profit distribution plan for the year 2018**

According to the *Company Law of the PRC* (中華人民共和國公司法), the *Securities Law of the PRC* (中華人民共和國證券法) and the Articles of Association, an ordinary resolution will be proposed at the AGM to approve the Company's profit distribution plan for the year 2018.

On 19 March 2019, the Board resolved to submit to the Shareholders for their consideration and approval a profit distribution plan for the year ended 31 December 2018. The Board proposed the payment of a final dividend of RMB0.05 per Share for the year ended 31 December 2018 to Shareholders (the “**Proposed Final Dividend**”). If such proposal is approved at the AGM, the dividend will be distributed to Shareholders whose names appear on the register of members of the Company on Tuesday, 25 June 2019. Such dividend is expected to be paid on or around Friday, 16 August 2019. Such dividend will be paid to holders of Domestic Shares in RMB and to holders of H Shares in HKD as converted based on the average median exchange rate of RMB against HKD published by the People's Bank of China (中國人民銀行) for the five consecutive business days immediate before the date of the AGM.

For the purpose of determining the entitlement to the Proposed Final Dividend, the H Share register of members of the Company will be closed from Thursday, 20 June 2019 to Tuesday, 25 June 2019, both days inclusive, during which period no transfers of H Shares will be registered. In order to be entitled to the Proposed Final Dividend, unregistered holders of H Shares should ensure that all Share transfer documents accompanied by the relevant Share certificates must be lodged with the Company's H Share Registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, or to the Company's registered office in the PRC (for holders of Domestic Shares), for registration no later than 4:30 p.m. on Wednesday, 19 June 2019.

### **(8) External auditor's fees for the year 2018**

An ordinary resolution will be proposed at the AGM to approve the fees paid or payable to the external auditor of the Company, Ernst & Young, for the year ended 31 December 2018.

During the year ended 31 December 2018, the Company paid Ernst & Young a total fee of RMB1,300,000 (tax inclusive) for audit services.

## LETTER FROM THE BOARD

### **(9) Re-appointment of Ernst & Young as the Company's external auditor and authorisation to the Board to fix its remuneration**

An ordinary resolution will be proposed at the AGM to 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 and authorised person of the Board to determine its remuneration with reference to its duties and industry level.

### **(10) Authorisation to the Board to fix the Directors' and the Supervisors' remuneration**

An ordinary resolution will be proposed at the AGM to authorise the Board and authorised person of the Board to determine the Directors' and Supervisors' remuneration.

### **(11) Proposed revision to scope of business**

Reference is made to the Company's 2018 annual results announcement dated 19 March 2019 in relation to the proposed revision to the scope of business of the Company. A special resolution will be proposed at the AGM to approve the following proposed revision to the scope of business (the "**Proposed Revision of Scope of Business**"):

*from*

“conduct loan business, loans entrusted by institutions in the bank industry, and other approved business (excluding those that shall be pre-approved by the bank supervisory authorities) in Licheng District, Luojiang District, Jinjiang City and Nan'an City”

*to*

“conduct loan business, bill discount, loans entrusted by institutions in the bank industry, and other approved business (excluding those that shall be pre-approved by the bank supervisory authorities) in Quanzhou City”

in compliance with the *Opinions on the Implementation of Strengthening the Financial Services of Real Economy to further Facilitate and Reduce the Cost of the Financing* (關於加強實體經濟金融服務進一步緩解融資難融資貴的實施意見).

The Proposed Revision of Scope of Business is subject to all the necessary approvals and filing procedures obtained from the relevant authorities in the PRC after the approval of the Shareholders.

## LETTER FROM THE BOARD

### (12) Proposed amendment to the Articles of Association

Reference is made to the Company's 2018 annual results announcement dated 19 March 2019 in relation to the proposed amendment to the Articles of Association. A special resolution will be proposed at the AGM to approve the following proposed amendment to Article 13 of the Articles of Association (the "**Proposed Amendment of Articles of Association**"):

*The Article 13, which originally reads as:*

"The Company's scope of business shall be as approved by the authority in charge of the registration of the Company. The Company's scope of business is: conduct loan business, loans entrusted by institutions in the bank industry, and other approved business (excluding those that shall be pre-approved by the bank supervisory authorities) in Licheng District, Luojiang District, Jinjiang City and Nan'an City."

*is proposed to be amended as:*

"The Company's scope of business shall be as approved by the authority in charge of the registration of the Company. The Company's scope of business is: conduct loan business, bill discount, loans entrusted by institutions in the bank industry, and other approved business (excluding those that shall be pre-approved by the bank supervisory authorities) in Quanzhou City."

The Proposed Amendment of Articles of Association is subject to all necessary filing procedures obtained from the relevant authorities in the PRC after the approval of the Shareholders.

According to the Article 194 of the Articles of Association, the Shareholders further authorised the Board to amend the Articles of Association, if

- (i) any non-substantial amendment to the relevant provisions of the Articles of Association is necessary due to carrying out the resolution already passed by the AGM (such as amendments to the amount of the registered capital, number of Shares, name of the Company, residence of the Company, etc. based on the resolution of the AGM), the Board may make the relevant amendments based on the actual situation; or
- (ii) the wording or sequence of the articles shall be adjusted in the Articles of Association approved by the AGM as required by the competent authorities upon application for review, the Board may make the relevant amendments in accordance with the requirements of such authorities.

## LETTER FROM THE BOARD

### (13) General mandate to issue new Shares

To seize market opportunities, ensure flexibility to issue new Shares and further provide financial support for the strategic development of the Company, it will be proposed at the AGM to approve to grant the Board a general mandate to issue Shares by way of special resolution.

#### (1) *Scope of the general mandate*

Details of the scope of the general mandate include but not limit to:

- (a) granting of a general mandate to the Board to, subject to market conditions and the needs of the Company, separately or concurrently issue, allot and deal with additional Domestic Shares and/or H Shares, and each of the number of the Domestic Shares and/or H Shares to be allotted or agreed conditionally or unconditionally to be allotted by the Board shall not exceed 20% of the respective number of the existing Domestic Shares and/or H Shares in issue on the date of passing of such resolution at the AGM (including but not limited to ordinary shares, preference shares, securities convertible into Shares, options and warrants or similar right which may subscribe for any Share or above convertible securities, as the case may be), and decide to make or grant offers for sale, offers, agreements, share options, power to exchange for or convert into Shares or other powers as required or may be required to allot Shares, as the case may be;
- (b) the Board be authorised to formulate and implement detailed issuance plan in the exercise of the above general mandate, including but not limited to the class of new Shares to be issued, pricing mechanism and/or issuance/convertible/exercise price (including price range), form of issuance, number of Shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to allot Shares to existing Shareholders;
- (c) the Board be authorised to engage professional advisers for matters related to the issuance, and to approve and execute all acts, deeds, documents and other related matters which are necessary, appropriate or advisable for Share issuance; to approve and execute, on behalf of the Company, agreements related to the issuance, including but not limited to underwriting agreement, placing agreement, engagement agreements of professional advisers;
- (d) the Board be authorised to approve and execute, on behalf of the Company, documents in connection with the issuance to be submitted to regulatory authorities, to carry out relevant approval procedures required by regulatory authorities and place where the Company is listed, and to complete all

## LETTER FROM THE BOARD

necessary filings, registrations and records with the relevant government authorities of Hong Kong and/or any other regions and jurisdictions (if applicable);

- (e) the Board be authorised to amend, as required by regulatory authorities within or outside the PRC, the related agreements and statutory and other documents; and
- (f) the Board be authorised to increase the registered capital of the Company after the issuance and to make corresponding amendments to the Articles of Association relating to share capital and shareholdings, etc., and to authorise the management of the Company to carry out the relevant procedures.

### **(2) *Term of the general mandate***

Except that the Board may make or grant offers, agreements, options during the Relevant Period (as defined below) in relation to the issuance, which require or may require further promotion or implementation after the end of the Relevant Period, the exercise of the above general mandate shall be within the relevant period (the “**Relevant Period**”).

The Relevant Period means the period from the approval of this resolution as a special resolution at the AGM until whichever is the earlier of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the revocation or variation of the authority given to the Board under this resolution by passing of a special resolution in a Shareholders’ general meeting of the Company.

The Board may only exercise the above authorisation in accordance with the *Company Law of the PRC*, the *Securities Law of the PRC*, the Listing Rules or any applicable laws, regulations and provisions of any other governments or regulatory authorities, and subject to obtaining approvals from the relevant government agencies.

The above resolution was considered and approved by the Board on 19 March 2019 and is will be proposed at the AGM for Shareholders’ consideration and approval.

### **(14) Proposed issue of Asset-backed Securities**

Reference is made to the announcement of the Company dated 3 April 2019 in relation to the issue of Asset-backed Securities. In order to optimize the Company’s debt financing structure, expand its financing channels, control its overall financing cost and promote the sustainable development of the Company, the Board resolved on 3 April 2019 the proposed issue of Asset-backed Securities in the aggregate principal amount of not more than RMB500.0 million in the PRC.

## LETTER FROM THE BOARD

The proposed issue of Asset-backed Securities is subject to the approval by the Shareholders at the AGM by way of a special resolution and the approval of the relevant regulatory authorities in the PRC.

Particulars of the issue of Asset-backed Securities, if it proceeds, are as follows:

Issue scale:	no more than RMB500.0 million in total. The issue scale of senior and subordinated tranches of the Asset-backed Securities 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
Underlying assets:	credit assets of the Company, the scope of which is to be determined according to the results of the due diligence conducted under the Specific Plan and the relevant trading arrangement
Method of issue:	to be issued following adoption of one or more tranches of the Specific Plan, which will be determined by the Board or the Authorised Person(s) with reference to the Company's financing needs and market conditions
Maturity:	no more than five years. The actual term of the Asset-backed Securities will be determined by the Board or the Authorised Person(s) with reference to the Company's financing needs and market conditions
Interest rate:	the interest rate and the method of payment of the interest will be determined after consultation with the professional institution with reference to the market conditions
Listing place:	the Company will apply for the listing of the Asset-backed Securities on Shanghai Stock Exchange or Shenzhen Stock Exchange as determined by the Board or the Authorised Person(s)
Guarantee:	the Company shall repay the shortfall in the funds under the Specific Plan. The specific guarantee arrangement will be determined by the Board or the Authorised Person(s) according to the credibility of the Company

## LETTER FROM THE BOARD

The Shareholders will be asked to authorise the Board or the Authorised Person(s) to deal with all the matters in relation to the issue of Asset-backed Securities, including but not limited to the following:

1. to execute and amend all the necessary documents regarding the issue of Asset-backed Securities in accordance with applicable laws, regulations and regulatory requirements;
2. subject to the applicable laws, regulations and regulatory requirements, with reference to the specific conditions of the Company and the market, to formulate and adjust the Specific Plan, including but not limited to the determination of issue scale, terms and conditions of the issue, to whom the Asset-backed Securities are to be issued, duration of the issue, credit enhancement measures, use of proceeds, place of listing, interest rate, whether to set (and specific details of) redemption terms, proportion of senior and subordinated tranches of the Asset-backed Securities and other matters related to the issue of the Asset-backed Securities;
3. to decide and engage professional institutions to assist the Company in the issue of Asset-backed Securities;
4. to approve the participation of the Company in the subscription of subordinated tranches of the Asset-backed Securities with its own funds and to deal with matters relating to the cyclical purchase of the Asset-backed Securities (if applicable);
5. to execute, implement, amend and complete all the agreements and documents regarding the issue of Asset-backed Securities and to deal with information disclosure in accordance with the requirements of laws and regulations and listing rules of the place where the Asset-backed Securities are listed (if applicable);
6. to make appropriate adjustments to the matters in relation to the issue of Asset-backed Securities, or to decide whether to proceed with the issue of Asset-backed Securities based on the actual situation in accordance with any changes in the opinions or policies of the regulatory authorities or market conditions, except for matters which are subject to the Shareholders' further approval in accordance with the relevant laws, regulations and the Articles of Association; and
7. to deal with all the relevant matters relating to the issue of Asset-backed Securities,

The above-mentioned authorisation, if granted, shall remain valid for a period of 24 months from the date of passing of the special resolution at the AGM.

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

## LETTER FROM THE BOARD

### II. THE AGM

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

Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the H Shares 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 Shareholders), or to the Company's registered office in the PRC at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC (in respect of Domestic Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the AGM (i.e. before 10.00 a.m. on Tuesday, 11 June 2019) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

If you intend to attend the AGM 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 Shareholders) and the Company's registered office in the PRC (in respect of Domestic Shareholders) on or before Thursday, 23 May 2019.

### III. 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 AGM will exercise his power under the Articles of Association to demand a poll for all resolutions proposed at the AGM.

### IV. RECOMMENDATION

The Directors consider that all resolutions set out in the Notice of AGM for consideration and approval by Shareholders are in the interests of our Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### V. 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 enquiries, 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 ANNUAL 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Quanzhou Huixin Micro-credit Co., Ltd. (the “**Company**”) will be held at 7/F, Nanyi Square Office, No. 666 Feng Ze Street, Feng Ze District, Quanzhou City, Fujian Province, the PRC at 10:00 a.m. on Wednesday, 12 June 2019 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. To receive, consider and approve the report of the directors (the “**Directors**”) of the Company for the year ended 31 December 2018;
2. To receive, consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2018;
3. To receive, consider and approve the annual report of the Company for the year ended 31 December 2018;
4. To receive, consider and approve the audited financial statements of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2018;
5. To receive, consider and approve the final financial accounts of our Group for the year 2018;
6. To receive, consider and approve the financial budget plan of the Company for the year 2019;
7. To consider and approve the Company’s profit distribution plan for the year ended 31 December 2018;
8. To consider and approve the Company’s external auditor’s fees for the year ended 31 December 2018;

\* For identification purpose only

## NOTICE OF ANNUAL GENERAL MEETING

9. To consider and approve the re-appointment of Ernst & Young as the Company's external auditor and to authorise the board of Directors (the "**Board**") to fix its remuneration;
10. To consider and authorise the Board and authorised person of the Board to fix the Directors' and supervisors' remuneration;

### SPECIAL RESOLUTIONS

11. To consider and approve the proposed revision to the scope of business;
12. To consider and approve the proposed amendment to the articles of association of the Company;
13. To consider and approve the general mandate to issue new domestic shares and H shares of the Company; and
14. To consider and approve the issue of asset-backed securities in the aggregate principal amount of not more than RMB500.0 million in the PRC.

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

Hong Kong, 24 April 2019

*Notes:*

1. For details of the resolutions, whether ordinary or special, to be approved in this AGM, please refer to the circular.
2. The register of members of the Company will be closed from Monday, 13 May 2019 to Wednesday, 12 June 2019, both days inclusive, during which period no transfer of shares will be effected. In order to be qualify for attending and voting at the AGM, holders of H shares of the Company shall lodge transfer documents accompanied by the relevant share certificates with the Company's H share registrar in Hong Kong ("**H Shares Registrar**"), Boardroom Share Registrars (HK) Limited, or to the Company's registered office in the PRC (for holders of domestic shares), no later than 4:30 p.m. on Friday, 10 May 2019.

The Board has recommended the payment of a final dividend of RMB0.05 per share for the year ended 31 December 2018 to shareholders whose names appear on the Company's register of members on Tuesday, 25 June 2019 (the "**Proposed Final Dividend**").

For the purpose of determining the entitlement to the Proposed Final Dividend, the H share register of members of the Company will be closed from Thursday, 20 June 2019 to Tuesday, 25 June 2019, both days inclusive, during which period no transfers of H shares of the Company will be registered. In order to be entitled to the Proposed Final Dividend, unregistered holders of H shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, or to the Company's registered office in the PRC (for holders of domestic shares), for registration no later than 4:30 p.m. on Wednesday, 19 June 2019.

## NOTICE OF ANNUAL GENERAL MEETING

3. Shareholder(s) of the Company (the “**Shareholder(s)**”) who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy needs not be a Shareholder.
4. Shareholder shall entrust a proxy by a written form of proxy which shall signed by such Shareholder or an agent entrusted by such Shareholder in writing under the hand of a Shareholder in writing. 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 H Share Registrar of the Company, Boardroom Share Registrars (HK) Limited, or for the holders of domestic shares, to the Company’s registered office in the PRC, not less than 24 hours prior to the commencement of the AGM (i.e. before 10:00 a.m. on Tuesday, 11 June 2019). If the proxy form is signed by a person authorised by Shareholder, the power of attorney or other authorisation documents shall be notarized. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.
6. Shareholders shall show their identity papers when attending the AGM. A proxy, who is on behalf of a Shareholder, shall show his/her identity paper, proxy form and a copy of identity paper of the Shareholder.
7. Corporate Shareholder shall appoint its legal representative or authorised representative to attend the AGM. 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 AGM, 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 AGM should complete and return the reply slip in writing by hand or by post to the Company’s H Shares Registrar in Hong Kong (for holders of H shares) or the registered office of the Company in the PRC (for holders of domestic shares) before Thursday, 23 May 2019.
9. The AGM is expected to take less than half a day, Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses.
10. The name and address of the Company’s H Shares Registrar in Hong Kong is as follows:

Boardroom Share Registrars (HK) Limited  
2103B, 21/F,  
148 Electric Road,  
North Point,  
Hong Kong
11. The registered office of the Company 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 Shareholders of the Company in respect of the joint shareholding.