

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Quanzhou Huixin Micro-credit Co., Ltd.* (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

At the meeting of the board of directors (the “**Board**”) held on 26 December 2019, the Board approved the proposed amendments to the articles of association of the Company (“**Articles of Association**”) as follow:

Original articles	Amended articles
<p>Article 1 Quanzhou Huixin Micro-Credit Co., Ltd. (the “Company”) is a joint stock limited liability company established pursuant to the Company Law of the PRC (the “Company Law”) and other relevant laws and regulations of the PRC. These Articles of Association are made in accordance with the Company Law, the Securities Law of the PRC (the “Securities Law”), Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the “Special Regulations”), Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas (the “Mandatory Provisions”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong (the “Circular on AOA”), and other relevant laws and regulations.</p>	<p>Article 1 Quanzhou Huixin Micro-Credit Co., Ltd. (the “Company”) is a joint stock limited liability company established pursuant to the Company Law of the PRC (the “Company Law”) and other relevant laws and regulations of the PRC. These Articles of Association are made in accordance with the Company Law, the Securities Law of the PRC (the “Securities Law”), Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the “Special Regulations”), Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas (the “Mandatory Provisions”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong (the “Circular on AOA”), <u>Reply of the State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meeting and Other Matters Applicable to the Overseas Listed Companies</u>, and reference to the <u>Guideline for Articles of Association of Listed Companies (Revised in 2019)</u> and other relevant laws and regulations.</p>

Article 18 The shares issued by the Company to Domestic Investors for subscription in RMB are called “Domestic-Invested Shares”. The shares issued by the Company to Foreign Investors for subscription in foreign currencies, and the shares transferred from the domestic shareholders of the Company and held by Foreign Investors, are collectively called “Foreign-Invested Shares”. Among the Foreign-Invested Shares, those are listed overseas are called “Overseas-Listed Foreign-Invested Shares” (among which, those listed in Hong Kong are called “H Shares”), and those are not listed overseas are called “Non-Overseas-Listed Foreign-Invested Shares”.

Article 18 The shares issued by the Company to Domestic Investors for subscription in RMB are called “Domestic-Invested Shares”. The shares issued by the Company to Foreign Investors for subscription in foreign currencies, and the shares transferred from the domestic shareholders of the Company and held by Foreign Investors, are collectively called “Foreign-Invested Shares”. Among the Foreign-Invested Shares, those are listed overseas are called “Overseas-Listed Foreign-Invested Shares” (among which, those listed in Hong Kong are called “H Shares”), and those are not listed overseas are called “Non-Overseas-Listed Foreign-Invested Shares”. Subject to the approval of the regulatory authorities delegated by the State Council and overseas securities regulatory authorities, shares which are listed and traded on overseas stock exchange are called “Overseas-Listed Shares”.

Article 21 The Company's board of directors may take all necessary actions for the separate issuance of the Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares after the proposals for the same have been approved by the CSRC. The Company may implement its proposals to issue Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares pursuant to the preceding paragraph within 15 months from the date of approval by the CSRC.

Upon approval by the CSRC, the non-listed shares of the Company held by its shareholders may be listed and traded in overseas markets. The listing and trade of such shares in overseas markets shall be subject to the relevant supervisory procedures, stipulations and requirements of such overseas securities markets. Such listing and trade of shares in overseas markets do not require voting at the meeting of shareholders of the relevant class.

Article 21 The Company's board of directors may take all necessary actions for the separate issuance of the Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares after the proposals for the same have been approved by the CSRC. The Company may implement its proposals to issue Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares pursuant to the preceding paragraph within 15 months from the date of approval by the CSRC.

Upon approval by the CSRC and overseas securities regulatory authorities (if applicable), the non-listed shares of the Company held by its shareholders may be listed and traded entirely or partially in overseas markets. The listing and trade of such shares in overseas markets shall be subject to the relevant supervisory procedures, stipulations and requirements of such overseas securities markets. Such listing and trade of shares in overseas markets do not require voting at the general meeting or meeting of shareholders of the relevant class. The Overseas-Listed Foreign-Invested Shares converted from Domestic-Invested Shares shall be of the same class with the existing overseas listed foreign shares.

<p>Article 64 A notice of a general meeting shall be given 45 days before the date of the meeting to all registered shareholders. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the general meeting. A shareholder who intends to attend the general meeting shall deliver his written reply to the Company 20 days before the date of the general meeting.</p>	<p>Article 64 A notice of a general meeting shall be given <u>20</u> days before the date of the <u>annual general meeting and 15 days (no less than 10 business days) before the date of the extraordinary general meeting</u> to all <u>registered shareholders by the convener</u>. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the general meeting. A shareholder who intends to attend the general meeting shall deliver his written reply to the Company 20 days before the date of the general meeting.</p> <p><u>The notice period is not including the date of the general meeting and the date of the notice of the meeting.</u></p>
<p>Article 65 At a general meeting, the shareholder(s) who holds no less than 5% of all shares with voting power of the Company, solely or jointly, are entitled to make new motion in writing, and the Company shall include any matter set out in such motions that fall within the scope of functions and duties of general meeting into the agenda of such meeting.</p>	<p>Article 65 At a general meeting, the shareholder(s) who holds no less than <u>3%</u> of all shares of the Company, solely or jointly, are entitled to make <u>interim motion and submit it to the convener in writing 10 days before the date of the general meeting</u>. <u>The convener shall issue a supplemental notice including the matters of such motion within 2 days upon receipt. Except as stipulated above, the convener shall not make any modification or new proposal to the motions set forth in the issued notice of general meeting.</u></p> <p><u>Motions not set forth in the notice of general meeting or not conformed to this article shall not be put to vote and resolve at a general meeting.</u></p> <p>and the Company shall include any matter set out in such motions that fall within the scope of functions and duties of general meeting into the agenda of such meeting.</p>

Article 66 The Company shall, based on the written replies which it receives from the shareholders 20 days before the date of the general meeting, calculate the number of voting shares held by the shareholders and the authorised proxies who intend to attend the meeting. If the number of voting shares held by the shareholders who intend to attend the meeting represents majority of the Company's total shares with voting power, the Company may hold the general meeting; if not, the Company shall, within 5 days, notify the shareholders by public announcement or other means as prescribed in the Articles of Association the matters to be considered and the place and date for, the general meeting. The Company may then hold the general meeting after publication of such announcement or such other means as prescribed in the Articles of Association.

Matters which are not specified in the notice shall not be decided at an extraordinary general meeting.

~~**Article 66** The Company shall, based on the written replies which it receives from the shareholders 20 days before the date of the general meeting, calculate the number of voting shares held by the shareholders and the authorised proxies who intend to attend the meeting. If the number of voting shares held by the shareholders who intend to attend the meeting represents majority of the Company's total shares with voting power, the Company may hold the general meeting; if not, the Company shall, within 5 days, notify the shareholders by public announcement or other means as prescribed in the Articles of Association the matters to be considered and the place and date for, the general meeting. The Company may then hold the general meeting after publication of such announcement or such other means as prescribed in the Articles of Association.~~

~~Matters which are not specified in the notice shall not be decided at an extraordinary general meeting.~~

The matters not set forth in the notice of general meeting shall not be resolved at a general meeting.

Article 68 The notice of a general meeting shall be publicly announced and delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of Domestic-Invested Shares, the notice of the meeting may also be given by way of public announcement.

The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the CSRC during the period between 45 and 50 days before the date of the meeting. Once the announcement is made, all the shareholders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant general meeting.

Article 68 The notice of a general meeting shall be publicly announced and delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of Domestic-Invested Shares, the notice of the meeting may also be given by way of public announcement.

The public announcement referred to in the preceding paragraph shall be subject to the requirements regarding the notice period for convening a general meeting set out in Article 64 of the Articles of Association and published in one or more newspapers designated by the CSRC. Once the announcement is made, all the shareholders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant general meeting.

Article 93 The following circumstances shall be deemed to be variation or cancellation of the rights attaching to a particular class of shares:

1. to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having equal or better voting, distribution or other rights to those of shares of that class;
2. to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class;
3. to remove or reduce rights to accrued dividends or to cumulative dividends attaching to shares of that class;
4. to reduce or remove preferential rights attaching to shares of that class to receive dividends or to the distribution of assets in the event that the Company is liquidated;
5. to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attaching to shares of that class;
6. to remove or reduce rights to receive payment from the Company in specific currencies attaching to shares of that class;

Article 93 The following circumstances shall be deemed to be variation or cancellation of the rights attaching to a particular class of shares:

1. to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having equal or better voting, distribution or other rights to those of shares of that class;
2. to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class;
3. to remove or reduce rights to accrued dividends or to cumulative dividends attaching to shares of that class;
4. to reduce or remove preferential rights attaching to shares of that class to receive dividends or to the distribution of assets in the event that the Company is liquidated;
5. to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attaching to shares of that class;
6. to remove or reduce rights to receive payment from the Company in specific currencies attaching to shares of that class;

<p>7. to create a new class of shares having equal or better voting, distribution or other rights to those of the shares of that class;</p> <p>8. to impose or increase restrictions on the transfer of ownership of shares of that class;</p> <p>9. to issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class;</p> <p>10. to increase the rights or privileges of shares of another class;</p> <p>11. to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders;</p> <p>12. to vary or abrogate the provisions of this Chapter.</p>	<p>7. to create a new class of shares having equal or better voting, distribution or other rights to those of the shares of that class;</p> <p>8. to impose or increase restrictions on the transfer of ownership of shares of that class;</p> <p>9. to issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class;</p> <p>10. to increase the rights or privileges of shares of another class;</p> <p>11. to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders;</p> <p>12. to vary or abrogate the provisions of this Chapter.</p> <p><u>The conversion of Domestic-Invested Shares into Overseas-Listed Foreign-Invested Shares and the listing and trading of all or part of the Overseas-Listed Foreign-Invested Shares converted from the Domestic-Invested Shares on overseas stock exchange shall not be deemed to be a proposal of variation or cancellation of the rights attaching to a particular class of shares.</u></p>
--	--

Article 96 A written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders 45 days before the date of the class meeting (not including the date of meeting). Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company 20 days before the date of the class meeting.

If the shareholders who intend to attend such class meeting represent the majority of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement or in such other form as required by the Articles of Association. The Company may then hold the class meeting after such public announcement or such other form as required by the Articles of Association has been made.

If the listing rules of the place of listing have special requirement, such requirement shall prevail.

Article 96 A ~~written~~ notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders subject to the requirements of the notice period for convening a general meeting set out in Article 64 of the Articles of Association. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. ~~A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company 20 days before the date of the class meeting.~~

~~If the shareholders who intend to attend such class meeting represent the majority of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement or in such other form as required by the Articles of Association. The Company may then hold the class meeting after such public announcement or such other form as required by the Articles of Association has been made.~~

If the listing rules of the place of listing have special requirement, such requirement shall prevail.

Article 98 Apart from the holders of other classes of shares, the holders of the Domestic-Invested Shares and holders of Non-Overseas-Listed Foreign-Invested Shares shall be deemed to be holders of the same classes of shares; the holders of the Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares shall be deemed to be holders of different classes of shares; the holders of Non-Overseas-Listed Foreign-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares shall be deemed as holders of different classes of shares.

The special procedures for approval by a class of shareholders shall not apply in the following circumstances:

1. where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares;
2. where such shares belong to the Company's plan to issue Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council.

Article 98 Apart from the holders of other classes of shares, ~~the holders of Domestic-Invested Shares and holders of Non-Overseas-Listed Foreign-Invested Shares shall be deemed to be holders of the same classes of shares;~~ the holders of non-overseas-listed Domestic-Invested Shares and holders of Overseas-Listed ~~Foreign-Invested~~ Shares shall be deemed to be holders of different classes of shares; ~~the holders of Non-Overseas-Listed Foreign-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares shall be deemed as holders of different classes of shares.~~

The special procedures for approval by a class of shareholders shall not apply in the following circumstances:

1. where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares;
2. where such shares belong to the Company's plan to issue Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council.
3. where the non-listed shares of the Company, upon the approval of the regulatory authorities delegated by the State Council and overseas securities regulatory authorities (if applicable), are listed and traded on overseas stock exchange.

<p>Article 101 The board of directors is responsible to the general meeting, and exercise the following functions and duties:</p> <ol style="list-style-type: none"> 1. to be responsible for the convening of the general meetings and to report on its work to the shareholders in general meetings; 2. to implement the resolutions passed by the shareholders in general meetings; 3. to determine the Company's business plans and investment proposals; 4. to formulate the Company's annual preliminary and final financial budgets; 5. to formulate the Company's profit distribution proposal and loss recovery proposal; 6. to formulate proposals for the increase or decrease of the Company's registered capital and for the issue bonds; 7. to formulate plans for merger, division, or dissolution of the Company; 8. to decide the on the Company's internal management structure; 9. to hire or dismiss the general manager and secretary of the board of directors, and hire or dismiss the vice general manager and other senior management personnel (including the chief financial officer), and decide on their remuneration; 	<p>Article 101 The board of directors is responsible to the general meeting, and exercise the following functions and duties:</p> <ol style="list-style-type: none"> 1. to be responsible for the convening of the general meetings and to report on its work to the shareholders in general meetings; 2. to implement the resolutions passed by the shareholders in general meetings; 3. to determine the Company's business plans and investment proposals; 4. to formulate the Company's annual preliminary and final financial budgets; 5. to formulate the Company's profit distribution proposal and loss recovery proposal; 6. to formulate proposals for the increase or decrease of the Company's registered capital and for the issue bonds; 7. to formulate plans for merger, division, or <u>change of the corporate form</u> of the Company; 8. to decide the on the Company's internal management structure; 9. to hire or dismiss the general manager and secretary of the board of directors, and hire or dismiss the vice general manager and other senior management personnel (including the chief financial officer), and decide on their remuneration;
---	--

10. to formulate the general management policies of the Company;
11. to formulate the plan to amend the Articles of Association;
12. other functions and duties authorized by the Articles of Association and the general meeting.

For the purposes of passing resolutions by the board of directors for the matters set forth above, affirmative votes by more than two-thirds of the directors are required for all the Items except for Items 6, 7 and 11, and for any other matters, affirmative votes by the majority of the directors are required.

In the event of vacancy at the board of directors, if the remaining number of directors falls below the number as required in the Company Law or less than two-third of the number provided in the Articles of Association, the board of directors is entitled to appoint any person to act as a director to fill in such vacancy. The term of such temporary director shall last till the next AGM, and is entitled to reelection.

10. to formulate the general management policies of the Company;
11. to formulate the plan to amend the Articles of Association;
12. to formulate plans for the purchase and sale of major assets and repurchase of shares of the Company;
13. to determine the investments, purchase or sale of assets, financing, connected transactions and other matters which are required to be determined by the board of directors by relevant laws, regulations and other regulatory documents and the rules of Hong Kong Stock Exchange;
14. to manage the disclosure of the information of the Company subject to the requirements of the relevant laws, regulations and other regulatory documents, rules of Hong Kong Stock Exchange, Articles of Association and internal rules of the Company;
15. to determine other major matters of the Company except for the matters shall be resolved by a resolution at a general meeting subject to the requirements of the relevant laws, regulations and other regulatory documents, rules of Hong Kong Stock Exchange and Articles of Association;

~~12-~~16. other functions and duties authorized by the relevant laws, regulations and other regulatory documents, rules of Hong Kong Stock Exchange, Articles of Association and the general meeting.

For the purposes of passing resolutions by the board of directors for the matters set forth above, affirmative votes by more than two-thirds of the directors are required for 11 the Items except for Items 6, 7 and 11, and for any other matters, affirmative votes by the majority of the directors are required.

In the event of vacancy at the board of directors, if the remaining number of directors falls below the number as required in the Company Law or less than two-third of the number provided in the Articles of Association, the board of directors is entitled to appoint any person to act as a director to fill in such vacancy. The term of such temporary director shall last till the next AGM, and is entitled to reelection.

The above proposed amendment to the Articles of Association is subject to the shareholder's approval by way of special resolution at the extraordinary general meeting currently scheduled to be held on or about 20 February 2020 (the "EGM") and all necessary filing procedures having been obtained from relevant authorities in the PRC.

A circular containing, among other things, more details of the proposed amendments to the Articles of Association, together with a notice of the EGM, will be despatched to the shareholders in due course.

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

Fujian Province, PRC, 27 December 2019

As at the date of this announcement, the executive directors of the Company are Mr. ZHOU Yongwei, Mr. WU Zhirui, Mr. YAN Zhijiang and Ms. LIU Aiqin; the non-executive directors are Mr. JIANG Haiying and Mr. CAI Rongjun; and the independent non-executive directors are Mr. SUN Leland Li Hsun, Mr. ZHANG Lihe and Mr. LIN Jianguo.

* For identification purpose only