



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: 8252)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 9 JANUARY 2018

No. of shares to which this form of proxy relates ^(Note 1)	
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I/We^(Note 2), _____,
of _____,
being shareholder(s) of Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (the "Company"),
holding _____

H shares/domestic shares^(Note 3) in the Company, hereby appoint the Chairman of the meeting or^(Note 4) _____
of (address) _____,

as my/our proxy to attend and vote on my/our behalf in respect of the resolutions set out in the revised notice of the extraordinary general meeting (the "EGM") of the Company at the EGM to be held at 10 a.m. on Tuesday, 9 January 2018 at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC or at any adjournment of the meeting, as indicated hereunder or, if no such indication is given, as the proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To re-elect the directors of the Company and to authorize the board of directors of the Company (the "Board") to fix their remuneration;	/		
	(1) To consider and approve the election of Mr. Bo Wanlin as an executive director of the fifth session of the Board of the Company;			
	(2) To consider and approve the election of Ms. Bai Li as an executive director of the fifth session of the Board of the Company;			
	(3) To consider and approve the election of Ms. Zhou Yinqing as an executive director of the fifth session of the Board of the Company;			
	(4) To consider and approve the election of Mr. Bo Nianbin as a non-executive director of the fifth session of the Board of the Company;			
	(5) To consider and approve the election of Mr. Zuo Yuchao as a non-executive director of the fifth session of the Board of the Company;			
	(6) To consider and approve the election of Mr. Bao Zhenqiang as an independent non-executive director of the fifth session of the Board of the Company;			
	(7) To consider and approve the election of Mr. Wu Xiankun as an independent non-executive director of the fifth session of the Board of the Company;			
	(8) To consider and approve the election of Mr. Chan So Kuen as an independent non-executive director of the fifth session of the Board of the Company;			
	(9) To consider and approve the authorisation of the Board of the Company to fix the remuneration of the directors.			
2.	To re-elect the supervisors of the Company and to authorise the Board to fix their remuneration;	/		
	(1) To consider and approve the election of Ms. Wang Chunhong as a shareholder representative supervisor of the fifth session of the supervisory committee of the Company;			
	(2) To consider and approve the election of Ms. Li Guoyan as a shareholder representative supervisor of the fifth session of the supervisory committee of the Company;			
	(3) To consider and approve the authorisation of the Board of the Company to fix the remuneration of the supervisors.			

SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
3.	To consider and approve the amendments to the articles of association of the Company (the “Articles of Association”);			
4.	To consider and approve granting to the Board a general mandate to issue, allot and deal with unissued shares of the Company, whether domestic shares or H shares of the Company, not to exceed 20% of domestic shares in issue and 20% of H shares in issue of the Company;			
5.	(1) To consider and approve the Company’s issue of debt financing instruments (“Debt Financing Instruments”) with an aggregate principal amount of not more than RMB300 million (including RMB300 million), 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 type of Debt Financing Instrument issued inside or outside the PRC; and			
	(2) To authorise the Board to deal with all matters relating to the proposed issue of Debt Financing Instruments.			

Further details of the above resolutions are set out in the revised notice of the EGM dated 20 November 2017.

Dated this _____ day of _____ 2017/2018 (Please delete as appropriate)

Signature: _____

Notes:

1. Please insert the number of shares to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s).
2. Please insert full name(s) (in Chinese or English) and address(es) as recorded in the register of members of the Company in **BLOCK LETTERS**.
3. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s). Please cross out the class of shares that is inapplicable (domestic shares or H shares).
4. If you wish to appoint any person other than the Chairman of the EGM as your proxy, please delete the words “the Chairman of the meeting or” and insert the name and address of the proxy you duly appointed. Any member is entitled to appoint one or more proxies to attend and vote on his/their behalf. A proxy needs not be a member of the Company. Any alterations made in this proxy form should be initialled by the person who signs it.
5. **Important: if you wish to vote for the resolutions, tick the appropriate box marked “FOR”. If you wish to vote against the resolutions, tick the appropriate box marked “AGAINST”. If you wish to abstain from voting, tick the appropriate box marked “ABSTAIN”,** and your voting will be counted in the total number of votes cast in that resolution for the purpose of calculating the result of that resolution. If no direction is given, your proxy may vote at his/her discretion. Unless otherwise directed in the proxy form, the proxy is also entitled to vote as he/she thinks fit for any resolution duly submitted to the meeting in addition to those set out in the revised notice of the EGM. The shares abstained will be counted in the calculation of the required majority.
6. This proxy form must be signed by you or your attorney duly authorised in writing. If the shareholder is a corporation, such instrument must be either under its common seal or duly signed by its directors, its representative duly authorized sign the proxy form. If the proxy form is signed by your attorney duly authorised, the power of attorney or other authorisation document giving such authorization shall be notarised.
7. 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 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.
8. To be valid, this proxy form together with any notarised copy of the power of attorney or other authorisation documents (if any) must be deposited, not less than 24 hours before the time appointed for holding the EGM or any of its adjournments (as the case may be) at Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of H shares) or the Company’s registered office in the PRC at Beizhou Road, Lidian Town, Guangling District, Yangzhou City, Jiangsu Province, the PRC (for holders of domestic shares).
9. The EGM is expected to last for less than half a day. Shareholders attending this general meeting of shareholders are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall present their identity certifications.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.