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

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

TaiHe

Yangzhou Guangling District Taihe Rural Micro-finance Company Limited

揚州市廣陵區泰和農村小額貸款股份有限公司

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

(Stock Code: 1915)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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

The extraordinary general meeting of the Company (“EGM”) will be held at 10:00 a.m. on Tuesday, 26 October 2021 at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC. The Notice of EGM has been sent to you on 7 October 2021.

Proxy form to be used by Shareholders at the EGM have been sent to you on 7 October 2021. Whether or not you intend to attend the EGM in person, you are advised to complete the proxy form. The proxy form for holders of H Shares should be returned to Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, and the proxy form for holders of Domestic Shares should be returned to the principal place of business of the Company in the PRC at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC, either by hand or by post by 24 hours before the time fixed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM, or any adjourned meeting, in person, if you so wish.

7 October 2021

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 prevailing from time to time
“Board”	the board of Directors
“Company”	Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (揚州市廣陵區泰和農村小額貸款股份有限公司), whose H Shares are listed and traded on the main board of the Stock Exchange on 17 July 2019 (stock code: 1915)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	the ordinary shares in issue in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed in RMB and/or credited as fully paid in RMB by PRC natural persons or entities established under the laws of the PRC and all of such shares have not listed on the Stock Exchange
“EGM”	the extraordinary general meeting of the Company or any adjourned meeting thereof (as the case may be) to be held at 10:00 a.m. on Tuesday, 26 October 2021 at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC
“H Shares”	the ordinary shares in issue in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HK Dollars and listed on the main board of the Stock Exchange
“HK\$” or “HK Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	30 September 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information
“Listing Rules”	The Rules governing the Listing of Securities on the Main Board of the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“RMB” or “Reminbi”	Renminbi, the lawful currency of the PRC
“Shares”	Domestic Shares and/or H Shares
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percentage



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

揚州市廣陵區泰和農村小額貸款股份有限公司

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

(Stock Code: 1915)

Executive Directors:

Mr. Bo Wanlin (*Chairman*)
Ms. Bai Li
Ms. Zhou Yinqing

Non-executive Directors:

Mr. Bo Nianbin
Mr. Zuo Yuchao

Independent Non-executive Directors:

Mr. Bao Zhenqiang
Mr. Wu Xiankun
Mr. Chan So Kuen

Registered Office:

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

Principle Place of

Business in Hong Kong:
40th Floor,
Dah Sing Financial Centre,
No. 248 Queen's Road East
Wanchai, Hong Kong

7 October 2021

To the Shareholders

Dear Sir or Madam,

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 26 August 2021. On 26 August 2021, the Board proposed to amend the Articles of Association, subject to the approval by Shareholders by way of a special resolution and the approval, registration and filing with the relevant government authorities of the PRC (if necessary).

The purpose of this circular is to provide you with the relevant information in relation to the special resolution to approve the amendments to the Articles of Association, to enable you to make an informed decision on whether to vote for or against or abstain from voting on any of those resolutions at the EGM.

LETTER FROM THE BOARD

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 26 August 2021, the Board proposed to amend the relevant provisions of the Articles of Association to reflect the following transfer of Domestic Shares:

- (i) the transfer of 30,000,000 Domestic Shares by Jiangsu Botai Group Co., Ltd.* (江蘇柏泰集團有限公司) to each of Mr. Zhang Zhuo (張卓) and Mr. Lu Qi (魯齊); and
- (ii) the transfer of 48,000,000 Domestic Shares by Jiangsu Liantai Fashion Shopping Mall Real Estate Co., Ltd.* (江蘇聯泰時尚購物廣場置業有限公司) to Shenzhen Gangfutong Financial Information Services Co., Ltd. * (深圳港付通金融信息服務有限公司).

For details of the proposed amendments to the Articles of Association, please refer to Appendix I to this circular.

A special resolution in relation to the proposed amendments to the Articles of Association will be proposed at the EGM for the Shareholders' consideration and approval. The proposed amendments to the Articles of Association will come into effect upon the passing of the special resolution at the EGM, and obtaining the approval, registration and filing with the relevant government authorities of the PRC (if necessary).

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

THE EGM AND PROXY ARRANGEMENT

Notice

The EGM will be held at 10:00 a.m. on Tuesday, 26 October 2021 at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC. The Notice of the EGM has been sent to you on 7 October 2021.

Closure of books

In order to determine the eligibility of the Shareholders to attend the EGM, the register of members of the Company will be closed from Thursday, 21 October 2021 to Tuesday, 26 October 2021, both days inclusive, during which no transfer of Shares will be registered. Only Shareholders whose names appear on the register of members of the Company on Tuesday, 26 October 2021 or their proxies or duly authorized corporate representatives are entitled to attend the EGM. In order to qualify for attending and voting at the EGM, all properly completed transfer documents accompanied with relevant Share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares), or the Company's principal place of business in the PRC at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Wednesday, 20 October 2021.

LETTER FROM THE BOARD

Proxy form

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

Voting by poll at the EGM

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

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

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

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

* *For identification purposes only*

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

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

Existing Articles	Proposed Amendments
<p>Article 1</p> <p>...</p> <p>On 12 November 2008, Yangzhou Hanjiang District Taihe Rural Micro-finance Company Limited (揚州市邗江區泰和農村小額貸款有限公司) was established upon approval by the Pilot Leading Group for Rural Micro-finance Organizations of Jiangsu Province (江蘇省農村小額貸款組織試點工作領導小組) and obtained the Enterprise Business License (registration number: 321027000084991) issued by the Administration for Industry and Commerce of the Hanjiang District of Yangzhou. On 10 August 2012, the Company was converted into a joint stock limited liability company upon approval by Yangzhou City People’s Government Financial Affairs Office (揚州市人民政府金融工作辦公室) and obtained the Enterprise Business License (Registration number: 321027000084991) issued by the Administration for Industry and Commerce of Yangzhou, Jiangsu Province. The current Unified Social Credit Code of the Company is: 91321000682158920M. The promoters of the Company are: Jiangsu Botai Group Co., Ltd. (江蘇柏泰集團有限公司), Jiangsu Liantai Fashion Shopping Mall Real Estate Co., Ltd. (江蘇聯泰時尚購物廣場置業有限公司), and 47 natural persons including Guo Lanxiu (郭蘭秀), Cao Songmei (曹松妹), Bai Li (柏莉), Zuo Yuchao (左玉潮), Li Yunzhen (李雲珍) and Zhou Yinqing (周吟青).</p>	<p>Article 1</p> <p>...</p> <p>On 12 November 2008, Yangzhou Hanjiang District Taihe Rural Micro-finance Company Limited (揚州市邗江區泰和農村小額貸款有限公司) was established upon approval by the Pilot Leading Group for Rural Micro-finance Organizations of Jiangsu Province (江蘇省農村小額貸款組織試點工作領導小組) and obtained the Enterprise Business License (registration number: 321027000084991) issued by the Administration for Industry and Commerce of the Hanjiang District of Yangzhou. On 10 August 2012, the Company was converted into a joint stock limited liability company upon approval by Yangzhou City People’s Government Financial Affairs Office (揚州市人民政府金融工作辦公室) and obtained the Enterprise Business License (Registration number: 321027000084991) issued by the Administration for Industry and Commerce of Yangzhou, Jiangsu Province. The current Unified Social Credit Code of the Company is: 91321000682158920M. The promoters of the Company are: Jiangsu Botai Group Co., Ltd. (江蘇柏泰集團有限公司) (hereafter referred to as the “Botai Group”), Jiangsu Liantai Fashion Shopping Mall Real Estate Co., Ltd. (江蘇聯泰時尚購物廣場置業有限公司) (hereafter referred to as the “Liantai Guangchang”), and 47 natural persons including Guo Lanxiu (郭蘭秀), Cao Songmei (曹松妹), Bai Li (柏莉), Zuo Yuchao (左玉潮), Li Yunzhen (李雲珍) and Zhou Yinqing (周吟青).</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Articles				Proposed Amendments			
Article 20				Article 20			
The Company issued 450,000,000 ordinary shares before the issuance of overseas listed foreign shares, accounting for 100% of the outstanding ordinary shares of the Company.				The Company issued 450,000,000 ordinary shares before the issuance of overseas listed foreign shares, accounting for 100% of the outstanding ordinary shares of the Company.			
The current shareholding structure of the domestic shares of the Company is as follows:				<u>The Company issued 260,000,000 ordinary shares to 49 promoters at the time of its establishment. All such shares were subscribed and held by the promoters, representing 100% of the total number of ordinary shares issuable of the Company at the time. The Company issued 450,000,000 ordinary shares before the issuance of overseas listed foreign shares, of which six promoters, namely Botai Group, Liantai Guangchang, Bai Li, Zuo Yuchao, Li Yunzhen and Zhou Yinqing, held 240,200,000 shares, 189,900,000 shares, 10,000,000 shares, 2,600,000 shares, 2,100,000 shares and 700,000 shares, respectively, accounting to a total of 445,500,000 shares, and another non-promoter shareholder Lv Shuyi held 4,500,000 shares.</u>			
No.	Shareholder Name	Number of shares (in ten thousand)	Shareholding percentage (%)	No.	Shareholder Name	Number of shares (in ten thousand)	Shareholding percentage (%)
1	Botai Group	24,020	53.38	1	Botai Group	24,020	53.38
2	Liantai Guangchang	18,990	42.20	2	Liantai Guangchang	18,990	42.20
3	Bai Li	1,000	2.22	3	Bai Li	1,000	2.22
4	Lv Shuyi	450	1.00	4	Lv Shuyi	450	1.00
5	Zuo Yuchao	260	0.58	5	Zuo Yuchao	260	0.58
6	Li Yunzhen	210	0.47	6	Li Yunzhen	210	0.47
7	Zhou Yinqing	70	0.15	7	Zhou Yinqing	70	0.15
	Total	45,000	100		Total	45,000	100
				The current shareholding structure of the domestic shares of the Company is as follows:			

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Articles	Proposed Amendments
<p>Article 21</p> <p>With the approval of the China Securities Regulatory Commission on 21 November 2016, the Company can issue up to 172,500,000 overseas listed foreign shares.</p> <p>The shareholding structure of the Company as of the listing date of 8 May 2017 is: 600,000,000 ordinary shares, of which domestic shareholders hold 450,000,000 shares (of which the promoters hold 445,500,000 shares) and overseas shareholder hold 150,000,000 shares.</p>	<p>Article 21</p> <p>With the approval of the China Securities Regulatory Commission on 21 November 2016, the Company can issue up to 172,500,000 overseas listed foreign shares.</p> <p>The shareholding structure of the Company as of the listing date of 8 May 2017 is: <u>600,000,000 ordinary shares, upon the completion of the above issuance is: 600,000,000 ordinary shares, of which the promoters hold 445,500,000 shares, other</u> of which <u>domestic shareholders hold 450,000,000 4,500,000 shares (of which the promoters hold 445,500,000 shares) and overseas shareholder</u> shareholders <u>of overseas listed foreign shares hold 150,000,000 shares. The shareholding of the domestic shareholders of the Company upon the completion of the above issuance is the same as the shareholding of each shareholder of the Company before the issuance of overseas listed foreign shares (see Article 20 of these Articles of Association).</u></p> <p><u>The current shareholding structure of the Company is: 600,000,000 ordinary shares, of which 337,500,000 shares are held by the promoters (specifically, 180,200,000 shares, 141,900,000 shares, 10,000,000 shares, 2,600,000 shares, 2,100,000 shares and 700,000 shares are held by Botai Group, Liantai Guangchang, Bai Li, Zuo Yuchao, Li Yunzhen and Zhou Yinqing, respectively). 112,500,000 shares are held by other domestic shareholders (specifically, 48,000,000 shares, 30,000,000 shares, 30,000,000 shares and 4,500,000 shares are held by Shenzhen Gangfutong Financial Information Services Co., Ltd., Lu Qi, Zhang Zhuo and Lv Shuyi, respectively), and 150,000,000 shares are held by shareholders of overseas listed foreign shares.</u></p>

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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

揚州市廣陵區泰和農村小額貸款股份有限公司

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

(Stock Code: 1915)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 26 October 2021 at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC, for the following purposes:

SPECIAL RESOLUTION

To consider and approve the amendments to the articles of association of the Company (the “**Articles of Association**”) (details of which are set out in the circular of the Company dated 7 October 2021 (the “**EGM Circular**”), and that any director of the Company (the “**Directors**”) be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles of Association.

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

Yangzhou, the PRC, 7 October 2021

Notes:

1. In order to determine the eligibility of the shareholders of the Company (the “**Shareholders**”) to attend the EGM, the register of members of the Company will be closed from Thursday, 21 October 2021 to Tuesday, 26 October 2021, both days inclusive, during which no transfer of shares of the Company (the “**Shares**”) will be registered. Only Shareholders whose names appear on the register of members of the Company on Tuesday, 26 October 2021 or their proxies or duly authorised corporate representatives are entitled to attend the EGM. In order to qualify for attending and voting at the EGM, all properly completed transfer documents accompanied with relevant Share certificates must be

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

lodged with the Company's H Share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares), or the Company's principal place of business in the PRC at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC (for holders of domestic Shares) not later than 4:30 p.m. on Wednesday, 20 October 2021.

2. A Shareholder entitled to attend and vote at the EGM may appoint one or more person (whether he/she/it is a Shareholder or not) to attend and vote at the same on his or her or its behalf.
3. The instrument appointing a proxy must be in writing and signed by a Shareholder or his/her duly authorised attorney. If the Shareholder is a corporation, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorised attorney(s).
4. Shareholders who intend to attend the EGM by proxy should complete the proxy form. For holders of H Shares, the proxy form should be returned to Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and for holders of domestic Shares, the proxy form should be returned to the Company's principal place of business in the PRC at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC, in person or by post not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the EGM or any adjournment thereof and voting in person.
5. Shareholders shall provide their identity documents when attending the EGM. A proxy who attends the EGM on behalf of a Shareholder shall produce his/her identification document. If a Shareholder who is a legal person appoints its legal representative to attend the meeting, the legal representative shall produce his/her identification document and a notarially certified copy of the resolution or form of proxy of the board of directors or other governing body of the legal person (other than a recognised clearing house or its nominee) authorising the legal representative.
6. The EGM is expected to last for less than half a day. Shareholders (in person or by proxy) attending this EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending this EGM shall present their identity certifications.
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/it is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such Share shall be accepted if more than one joint holder attend the meeting personally or by proxy.
8. The resolutions as set out above are required to be determined by way of poll under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
9. Please refer to EGM Circular of the Company dated 7 October 2021 for the content of the resolutions in this notice. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the EGM Circular.
10. The contact information of the Company is as follows:

Contact person: Ms. Zhou Yinqing/ Mr. Pete Lau

Contact Tel: 86 13605277739/ 852 3912 0876

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