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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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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### 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)**

#### **(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; (2) PROPOSED CHANGE OF DIRECTORS; (3) PROPOSED CHANGE OF SUPERVISORS; AND (4) NOTICE OF THE FIRST EGM OF 2025**

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Unless otherwise requires, capitalized terms used on this cover shall have the same meanings as those defined in the circular.

The first extraordinary general meeting of 2025 of the Company ("**First EGM**") will be held at 10:00 a.m. on Thursday, 16 January 2025 at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC. The notice of the First EGM is set out on pages First EGM-1 to First EGM-4 of this circular.

A form of proxy for the First EGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gltaihe.com](http://www.gltaihe.com)). Whether or not you intend to attend the First 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 First EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the First EGM, or any adjourned meeting, in person, if you so wish.

23 December 2024

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company prevailing from time to time
“Audit Committee”	the audit committee of the Board from time to time
“Board” or “Board of Directors”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“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)”	director(s) of the Company from time to time
“Domestic Share(s)”	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 been listed on the Stock Exchange
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“First EGM”	the first extraordinary general meeting of 2025 of the Company to be convened and held on Thursday, 16 January 2025 at 10:00 a.m. at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC to consider and, if thought fit, approve the change of Directors, the change of Supervisors and the proposed amendments to the Articles of Association, details of which are set out in this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	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
“H Share Registrar”	Tricor Investor Services Limited
“H Shareholder(s)”	holder(s) of H Share(s)

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## DEFINITIONS

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“HK\$” or “HK Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 December 2024, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or otherwise supplemented from time to time
“Nomination Committee”	the nomination committee of the Board from time to time
“PRC”	The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and/or the H Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company from time to time
“%”	per cent.



**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

Mr. Zhang Yi

*Registered Office:*

Beizhou Road, Lidian Town

Guangling District

Yangzhou City, Jiangsu Province  
the PRC

*Non-executive Directors:*

Mr. Bo Nianbin

Mr. Zhang Zhuo

*Principal Place of Business in Hong Kong:*

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

*Independent non-executive Directors:*

Ms. Zhang Lingling

Ms. Wang Chunhong

23 December 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(2) PROPOSED CHANGE OF DIRECTORS;  
(3) PROPOSED CHANGE OF SUPERVISORS;  
AND  
(4) NOTICE OF THE FIRST EGM**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 23 December 2024 in relation to, among others, the proposed change of Directors, the proposed change of Supervisors and the proposed amendments to the Articles of Association. The purpose of this circular is to provide you with, among other things, (i) further information on the proposed change of Directors, the proposed change of Supervisors and the proposed amendments to the Articles of Association; and (ii) a notice convening the First EGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to Article 102 of the Articles of Association, the Board shall be composed of eight Directors, including one chairman and seven Directors. Based on the proposed change of Directors as mentioned in the paragraph headed “3. Proposed change of Directors” below, there will only be seven Directors at the conclusion of the First EGM if all relevant resolutions are passed at the First EGM.

In order to provide flexibility in the number of Directors, the Board has resolved to propose that Article of 102 of the Articles of Association be amended to the effect that the Board is composed of five or more Directors, including the chairman of the Board (the “**Proposed Amendments**”).

Details of the Proposed Amendments are set out in Appendix I to this circular. A special resolution will be proposed at the First EGM for the Shareholders to consider and, if thought fit, approve the Proposed Amendments. The Proposed Amendments will come into effect upon the passing of the resolution at the First EGM, and obtaining the approval, registration and filing with the relevant government authorities of the PRC (if necessary).

The Company’s legal advisers as to Hong Kong laws and PRC laws have respectively confirmed that the Proposed Amendments conform to the requirements of the Listing Rules and the laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments for a company with shares listed on the Main Board of the Stock Exchange.

### 3. PROPOSED CHANGE OF DIRECTORS

After due consideration and the receipt of the recommendation of the Nomination Committee, the Board has resolved to propose to change the composition of the Board, by reason that some Directors are unable to perform their duties as Directors because of the bankruptcy liquidation proceedings of Jiangsu Botai Group Co., Ltd.\* (江蘇柏泰集團有限公司), a controlling shareholder (as defined in the Listing Rules) of the Company, and 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), a substantial shareholder (as defined in the Listing Rules) of the Company as disclosed in the the announcements of the Company dated 31 October 2024 and 14 November 2024 respectively, and for the re-compliance by the Company with Rules 3.10(1), 3.10(2), 3.10A and 3.21 of the Listing Rules after the resignation of Mr. Xu Xuechuan as an independent non-executive Director and his cessation to be the chairman of the Audit Committee and a member of the Remuneration Committee as referred to in the announcement of the Company dated 14 October 2024.

It is proposed that subject to the passing of the relevant resolutions by the Shareholders at the First EGM:

- (i) each of Mr. Bo Wanlin (“**Mr. WL Bo**”), Ms. Bai Li (“**Ms. Bai**”), Mr. Zhang Yi, Mr. Bo Nianbin (“**Mr. NB Bo**”) and Ms. Wang Chunhong (“**Ms. Wang**”) cease to be a Director at the conclusion of the First EGM;
- (ii) each of Mr. Tian Zhenyong (“**Mr. Tian**”) and Ms. Huang Min (“**Ms. Huang**”) be appointed an executive Director of the seventh session (the “**Seventh Session**”) of the Board, which will expire on 19 January 2027;

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## LETTER FROM THE BOARD

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- (iii) Mr. Zhang Zhuo (“**Mr. Zhang**”) be re-designated from a non-executive Director to an executive Director of the Seventh Session and act as such until the end of the Seventh Session;
- (iv) Mr. Lu Qi (“**Mr. Lu**”) be appointed a non-executive Director of the Seventh Session; and
- (v) each of Mr. Tse Pui Leung (“**Mr. Tse**”) and Mr. Chan Man Chun (“**Mr. Chan**”) be appointed an independent non-executive Director of the Seventh Session.

Mr. Zhang was also appointed as the secretary to the Board on 23 December 2024.

As a result, the composition of the Board will be changed as follows:

*Existing composition of the Board:* Mr. WL Bo, Ms. Bai and Mr. Zhang Yi as executive Directors; Mr. NB Bo and Mr. Zhang as non-executive Directors; and Ms. Zhang Lingling (“**Ms. Zhang**”) and Ms. Wang as independent non-executive Directors.

*Proposed new composition of the Board:* Mr. Tian, Ms. Huang and Mr. Zhang as executive Directors; Mr. Lu as non-executive Director; and Ms. Zhang, Mr. Tse and Mr. Chan as independent non-executive Directors.

In identifying suitable candidates for independent non-executive Directors, the Nomination Committee shall consider candidates on merit against objective criteria and with due regard to the benefits of the diversity of the Board. The factors considered by the Nomination Committee in assessing the suitability of a proposed candidate include: (i) accomplishments, professional knowledge and industry experience which may be relevant to the Group; (ii) commitment to the business of the Group in respect of time; (iii) views, skills and experiences that the candidates might contribute to the Board; (iv) diversities in a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service; (v) Board succession planning consideration and long-term objectives of the Group; and (vi) the independence of such candidates with reference to, among other things, the requirements as set out in Rule 3.13 of the Listing Rules.

The Nomination Committee had assessed and reviewed the written confirmation of independence of Mr. Tse and Mr. Chan based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that Mr. Tse and Mr. Chan are independent in accordance with Rule 3.13 of the Listing Rules.

The Nomination Committee also considers that the election of new Directors, namely Mr. Tian, Ms. Huang, Mr. Zhang, Mr. Lu, Mr. Tse and Mr. Chan can contribute to the diversity of the Board, in particular, with their diversified education background in economics, fashion design, enterprise management, finance management, international finance, computation, business administration and real estate.

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## LETTER FROM THE BOARD

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Each of Mr. Tse and Mr. Chan has confirmed that (i) he meets the independence criteria set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors which might affect his independence at the time of his appointment and as at the Latest Practicable Date.

Each of Mr. WL Bo, Ms. Bai, Mr. Zhang Yi, Mr. NB Bo and Ms. Wang has confirmed that he/she has no disagreement with the Board and there is no other matter relating to his/her cessation as a Director that needs to be brought to the attention of the Shareholders.

The biographical details of Mr. Tian, Ms. Huang, Mr. Zhang, Mr. Lu, Mr. Tse and Mr. Chan are set out in Appendix II to this circular.

A separate ordinary resolution will be proposed at the First EGM for the Shareholders to consider and, if thought fit, approve each of the proposed changes of Directors, on an individual basis, as mentioned in sub-paragraphs (i) to (v) above.

#### 4. PROPOSED CHANGE OF SUPERVISORS

On 19 December 2024, Ms. Zhang Xing has been elected by the employees of the Company to replace Ms. Lu Lu as the employee representative Supervisor of the seventh session of the Board of Supervisors, which will expire on 19 January 2027, effective from 19 December 2024.

The Board has resolved that subject to the passing of the relevant resolutions by the Shareholders at the First EGM, the composition of the Board of Supervisors be further changed as follows:

- (i) Ms. Li Guoyan (“**Ms. Li**”) cease to be a shareholder representative Supervisor at the conclusion of the First EGM; and
- (ii) Ms. Wang be appointed a shareholder representative Supervisor of the seventh session of the Board of Supervisors.

As a result of the above change and proposed changes, the members of the Board of Supervisors will be changed from Mr. Wu Xiankun (“**Mr. Wu**”) (Chairman), Ms. Li and Ms. Lu Lu to Mr. Wu (Chairman), Ms. Wang and Ms. Zhang Xing.

Each of Ms. Li and Ms. Lu Lu has confirmed that he/she has no disagreement with the Board and there is no other matter relating to his/her cessation as a Supervisor that needs to be brought to the attention of the Shareholders.

The biographical details of Ms. Wang are set out in Appendix II to this circular.



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## LETTER FROM THE BOARD

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A separate ordinary resolution will be proposed at the First EGM for the Shareholders to consider and, if thought fit, approve each of the proposed changes of Supervisors, on an individual basis, as mentioned in sub-paragraphs (i) to (ii) above.

### **5. FIRST EGM AND PROXY ARRANGEMENT**

#### **(a) Notice of the First EGM**

The Company will convene the First EGM at 10:00 a.m. on Thursday, 16 January 2025 at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the First EGM. The notice of the First EGM is set out on pages First EGM-1 to First EGM-4 of this circular. The circular is also published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gltaihe.com](http://www.gltaihe.com)).

#### **(b) Closure of books**

In order to determine the eligibility of the Shareholders to attend the First EGM, the register of members of the Company will be closed from Monday, 13 January 2025 to Thursday, 16 January 2025, both days inclusive, during which period no transfer of Shares will be registered. Only Shareholders whose names appear on the register of members of the Company on Thursday, 16 January 2025 or their proxies or duly authorized corporate representatives are entitled to attend the First EGM. In order to qualify for attending and voting at the First 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Friday, 10 January 2025.

#### **(c) Proxy form**

Shareholders who intend to attend the First 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 First EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the First EGM or any adjournment thereof should you so wish.

#### **(d) Voting by poll at the First 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.

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## LETTER FROM THE BOARD

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### 6. 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.

### 7. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the First 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 the First EGM which are to be proposed at the First EGM.

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

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

<b>Existing Articles</b>	<b>Proposed Amendments</b>
<b>Article 102</b>  The Company shall establish the Board, which is composed of eight directors, including one Chairman and seven directors.	<b>Article 102</b>  The Company shall establish the Board, which <u>is composed of five or more</u> <del>is composed of eight</del> directors, including one Chairman <del>and seven</del> <u>directors</u> .

**Proposed executive Directors**

**Mr. Tian Zhenyong (田真庸)**, aged 59, obtained a Master's degree in Economics (International Finance) from the Graduate Department of the Institute of Finance of the People's Bank of China (中國人民銀行金融研究所研究生部) (currently known as Tsinghua University PBC School of Finance\* (清華大學五道口金融學院)) in 1992.

Mr. Tian has over 30 years work experience in the finance industry and has held various positions in different financial institutions, including as a project manager of the International Department of the Asian Development Bank Division of the People's Bank of China (中國人民銀行國際司亞洲發展銀行處) from 1991 to 1992; the secretary to the general manager and head of branch of Shenzhen Special Economic Zone Securities\* (深圳經濟特區證券公司) from June 1992 to December 1993; the general manager of the Chengdu sales department of Junan Securities Co., Ltd. (君安證券股份有限公司) from December 1993 to September 1996; executive director of Junan Securities Co., Ltd. (君安證券股份有限公司) from September 1996 to January 1998; executive director and executive vice president of Junan Securities Co., Ltd. (君安證券股份有限公司) and director of Vanke Group (萬科集團) from January 1998 to December 2000; executive vice president of Baoying Fund Management Company\* (寶盈基金管理公司) from July 2001 to early 2003; president of Peking University Founder Investment Co., Ltd.\* (北大方正投資有限公司) from March 2003 to July 2004; chairman of Think Tank Capital\* (智庫資本) from July 2004 to September 2018; and chairman of Hong Kong Bluestone International Holdings\* (香港青石國際控股) since 2018.

Mr. Tian will enter into an executive director service agreement with the Company, and his term of office shall start from the day upon which his appointment as an executive Director is approved at the First EGM and end on the expiry date of the Seventh Session, and can be re-appointed after the expiry of his initial term of office. Mr. Tian is entitled to receive a remuneration of HK\$600,000 per annum (tax inclusive), which is determined by the Remuneration Committee with reference to his experience, responsibilities in the Company and general market conditions.

As at the Latest Practicable Date, Mr. Tian was beneficially interested in 7,358,000 H Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Tian did not have any interests in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Tian has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Tian that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Ms. Huang Min (黃敏)**, aged 37, graduated from Hongik University of South Korea (韓國弘益大學) with a bachelor's degree majoring in Fashion Design (服裝設計) in 2010.

Ms. Huang has over 15 years of work experience and has previously involved in the organization of various events and entertainment shows, including but not limited to FUE City Fashion Salon — Hundred Cities Linkage\* (FUE城市時尚沙龍 - 百城聯動), the “Sister Ray of Light” Variety Show\* (光芒姐姐綜藝節目), FUE Beauty Without Borders (International)\* (FUE美無國界 (國際)) and FUE Fashion Culture Festival (Domestic)\* (FUE時尚文化節 (國內)).

Ms. Huang will enter into an executive director service agreement with the Company, and her term of office shall start from the day upon which her appointment as an executive Director is approved at the First EGM and end on the expiry date of the Seventh Session, and can be re-appointed after the expiry of her initial term of office. Ms. Huang is entitled to receive a remuneration of HK\$300,000 per annum (tax inclusive), which is determined by the Remuneration Committee with reference to her experience, responsibilities in the Company and general market conditions.

As at the Latest Practicable Date, Ms. Huang did not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, (i) Ms. Huang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) she does not hold any other positions in the Company and its subsidiaries; and (iii) she does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Ms. Huang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Zhang Zhuo (張卓)**, aged 45, is an existing non-executive Director and secretary to the Board. He graduated from Central South University (中南大學) in 2002 and has worked successively at Zhonghua Finance\* (中華財務), China Water Affairs Group Limited\* (中國水務) and fund companies. He has participated in the evaluation and restructuring of several state-owned enterprises and is skilled in project investment in the primary and secondary markets, comprehensive evaluation of proposed acquisition projects and proposed initial public offering projects. He has unique insights into corporate governance before and after public offering.

Mr. Zhang currently serves as an executive director of Shenzhen Taiyuan Biotechnology Co., Ltd.\* (深圳市泰源生物科技公司) and Hainan Luhang Lianche Technology Co., Ltd (海南路航鏈車科技有限公司)\*, being the wholly owned subsidiaries of the Company.

Mr. Zhang will enter into an executive director service agreement with the Company, and his term of office shall start from the day upon which his appointment as an executive Director is approved at the First EGM and end on the expiry date of the Seventh Session, and can be re-appointed after the expiry of his initial term of office. Mr. Zhang is entitled to receive a remuneration of HK\$300,000 per annum (tax inclusive), which is determined by the Remuneration Committee with reference to his experience, responsibilities in the Company and general market conditions.

As at Latest Practicable Date, Mr. Zhang was beneficially interested in 30,000,000 Domestic Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Zhang did not have any interest in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Zhang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Zhang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

#### **Proposed non-executive Director**

**Mr. Lu Qi (魯齊)**, aged 63, graduated from the University of Wisconsin with a bachelor's degree majoring in enterprise management in 1993. He obtained his MBA majoring in finance management from Houston First Baptist University in 1998 and a Ph.D. in international finance in 2000 from Houston University.

Mr. Lu has extensive experience in investment, financing and capital management and has previously worked as a vice president of Enron Asset Management (安然資產管理公司) from July 1995 to April 2002; general manager of Guangzhou Dingyu Investment Co., Ltd.\* (廣州鼎昱投資有限公司) from April 2003 to December 2006; vice-president of Guangdong Zhujiang Investment Holding Group Co., Ltd.\* (廣東珠江投資控股集團有限公司) from March 2006 to April 2012; vice president of Shenzhen Baoneng Investment Group Co., Ltd.\* (深圳市寶能投資集團有限公司) from March 2012 to July 2013; chairman of Madagascar Continental Mining Ltd.\* (馬達加斯加大陸礦業有限公司) from July 2013 to July 2015; chief executive officer of Shenzhen Rainbow Venture Capital Group Co., Ltd.\* (深圳市彩虹創業投資集團有限公司) from February 2015 to February 2018; advisor to the chairman and finance president of Shenzhen Zhaobang Financial Group Co., Ltd.\* (深圳市兆邦金融集團有限公司) from December 2016 to June 2018; and the vice president of Hong Kong Well Link Financial Group (香港立橋金融集團) since 2018.

Mr. Lu will enter into a non-executive director service agreement with the Company, and his term of office shall start from the day upon which his appointment as a non-executive Director is approved at the First EGM and end on the expiry date of the Seventh Session, and can be re-appointed after the expiry of his initial term of office. Mr. Lu is entitled to receive a remuneration of HK\$300,000 per annum (tax inclusive), which is determined by the Remuneration Committee with reference to his experience, responsibilities in the Company and general market conditions.

As at the Latest Practicable Date, Mr. Lu was beneficially interested in 30,000,000 Domestic Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Lu does not have any interest in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Lu has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Lu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

#### **Proposed independent non-executive Directors**

**Mr. Tse Pui Leung** (謝沛良), aged 62, obtained a bachelor of science degree majoring in computation from the University of Manchester Institute of Science and Technology in 1997, a MBA degree from the University of Bradford in 1997 and a Ph.D. in business administration from the West Coast University of the Americas School of Management\* (美洲西海岸大學管理學院) in 2016.

Mr. Tse has extensive work experience and has previously worked as an artists supervisor of Capital Artists Ltd. from February 1987 to September 1988; a marketing executive of TTC Systems Ltd. (TTC系統有限公司) from June 1989 to October 1990; systems consultant/systems manager of Impact Systems (Hong Kong) Ltd. (安柏系統(香港)有限公司) from November 1990 to June 1996; IT consultant of Paka Consumer Products Limited (栢嘉消費品有限公司) from June 1996 to September 1997; manager of the general systems division of Asian Instruments (Far East) Ltd. (亞洲儀器(遠東)有限公司) from October 1997 to June 1999; R&D director of Combo Technologies Ltd. from July 1999 to February 2000; senior vice president of HKsite Ltd. from February 2000 to December 2023; senior consultant of Smart Legend Asia Ltd. (駿耀亞洲有限公司) from January 2003 to September 2006; chief executive officer and director of Concept Investment Limited (概念投資有限公司) from September 2006 to September 2021; and southeast Asia regional marketing development manager of International Engineering Co. China Railway 18th Bureau Group (中鐵十八局集團國際工程公司) since September 2021.

Mr. Tse will enter into an independent non-executive director appointment letter with the Company, and his term of office shall start from the day upon which his appointment as an independent non-executive Director is approved at the First EGM and end on the expiry date of the Seventh Session, and can be re-appointed after the expiry of his initial term of office. Mr. Tse is entitled to receive a remuneration of HK\$120,000 per annum (tax inclusive), which is determined by the Remuneration Committee with reference to his experience, responsibilities in the Company and general market conditions.

As at the Latest Practicable Date, Mr. Tse did not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, (i) Mr. Tse has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Tse that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Chan Man Chun (陳文駿)**, aged 25, obtained a bachelor of business administration degree majoring in real estate from the Schack Institute of Real Estate of the New York University in 2023.

Mr. Chan has previously worked as a research assistant of Duo Asset Management Limited (雙瑩資產管理有限公司) from June 2020 to September 2020. Since October 2023, Mr. Chan served as a sustainability officer of New World Development Company Limited (Stock Code: 17), a company listed on the Main Board of the Stock Exchange.

Mr. Chan will enter into an independent non-executive director appointment letter with the Company, and his term of office shall start from the day upon which his appointment as an independent non-executive Director is approved at the First EGM and end on the expiry date of the Seventh Session, and can be re-appointed after the expiry of his initial term of office. Mr. Chan is entitled to receive a remuneration of HK\$120,000 per annum (tax inclusive), which is determined by the Remuneration Committee with reference to his experience, responsibilities in the Company and general market conditions.

As at the Latest Practicable Date, Mr. Chan was beneficially interested in 5,230,000 H Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Chan did not have any interests in the shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO).



Save as disclosed above, (i) Mr. Chan has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Chan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### **Proposed Supervisor**

**Ms. Wang Chunhong (王春宏)**, aged 74, is an independent non-executive Director. She was the chairperson of the Board of Supervisors and a shareholder representative Supervisor from 15 January 2015 until her retirement as such on 19 January 2024.

From August 1988 to July 2005, Ms. Wang was a teacher of Hanjiang Professional Education Centre\* (邗江職教中心) where she engaged in teaching and researching. Ms. Wang has retired since August 2005 and has not been engaged in any employment until her current position with the Company.

Ms. Wang graduated from the long-distance learning courses of the Long Distance Learning School of China Central Party School\* (中共中央黨校函授學院) in the People's Republic of China in December 1999.

Ms. Wang will enter into a service agreement with the Company, and her term of office shall start from the day upon which her appointment as a shareholder representative Supervisor is approved at the First EGM and end on the expiry date of the seventh session of the Board of Supervisors, and will be eligible for re-election pursuant to the Articles of Association. She is entitled to a remuneration of RMB20,000 per annum (tax inclusive).

As at the Latest Practicable Date, Ms. Wang did not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, (i) Ms. Wang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) she does not hold any other positions in the Company and its subsidiaries; and (iii) she does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Ms. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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### **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 FIRST EXTRAORDINARY GENERAL MEETING OF 2025**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting (the “**First EGM**”) of 2025 of Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 16 January 2025 at 2/F, No. 1 Hongqi Avenue, Jiangwang Town, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC for the following purpose:

### **SPECIAL RESOLUTION**

1. 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 23 December 2024 (the “**First 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.

### **ORDINARY RESOLUTIONS**

Conditional upon the passing of the special resolution numbered 1 above, to consider and approve the following as ordinary resolutions:

2. To consider and approve the dismissal of the following directors of the Company, each as a separate ordinary resolution:
  - (a) Mr. Bo Wanlin;
  - (b) Ms. Bai Li;

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- (c) Mr. Zhang Yi;
  - (d) Mr. Bo Nianbin; and
  - (e) Ms. Wang Chunhong.
3. To consider and approve the re-designation of Mr. Zhang Zhuo from a non-executive director to an executive director of the seventh session of the board of directors of the Company.
4. To consider and approve the appointment of the following persons as directors (the “**Directors**”) of the seventh session of the board of directors of the Company, each as a separate ordinary resolution:
- (a) Mr. Tian Zhenyong as an executive Director;
  - (b) Ms. Huang Min as an executive Director;
  - (c) Mr. Lu Qi as a non-executive Director;
  - (d) Mr. Tse Pui Leung as an independent non-executive Director; and
  - (e) Mr. Chan Man Chun as an independent non-executive Director.
5. To consider and approve the authorisation to the board of directors (the “**Directors**”) to fix the remuneration of the Directors.
6. To consider and approve the dismissal of Ms. Li Guoyan as a shareholder representative supervisor of the Company.
7. To consider and approve the appointment of Ms. Wang Chunhong as a shareholder representative supervisor of the Company.
8. To consider and approve the authorisation to the board of directors to fix the remuneration of the supervisors of the Company.

By Order of the board of directors  
**Yangzhou Guangling District Taihe Rural**  
**Mirco-finance Company Limited**  
**Bo Wanlin**  
*Chairman*

Yangzhou, the People’s Republic of China, 23 December 2024

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*Notes:*

1. In order to determine the eligibility of the Shareholders to attend the First EGM, the register of members of the Company will be closed from Monday, 13 January 2025 to Thursday, 16 January 2025, 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 Thursday, 16 January 2025 or their proxies or duly authorised corporate representatives are entitled to attend the First EGM. In order to qualify for attending and voting at the First 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Friday, 10, January 2025.
2. A Shareholder entitled to attend and vote at the First EGM may appoint one or more person (whether he/she/it is a Shareholder or not) to attend at the First EGM and speak and vote for any matters 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 First 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 First EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the First EGM or any adjournment thereof and voting in person, but your proxy’s authority to vote on a resolution is to be regarded as revoked if you attend in person at the meeting and vote on that particular resolution.
5. Shareholders shall provide their identity documents when attending the First EGM. A proxy who attends the First 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. Shareholders (in person or by proxy) attending the First EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the First 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 Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
9. Please refer to the Company’s circular of the First EGM dated 23 December 2024 for the content of the resolutions in this notice.

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10. The contact information of the Company is as follows:

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

Contact Tel: 86 514 8794 7629 / 852 3912 0876

*As at the date of this notice, the board of directors of the Company comprises three executive Directors, namely Mr. Bo Wanlin, Ms. Bai Li and Mr. Zhang Yi; two non-executive Directors, namely Mr. Bo Nianbin and Mr. Zhang Zhuo; and two independent non-executive Directors, namely Ms. Zhang Lingling and Ms. Wang Chunhong.*