



**Quanzhou Huixin Micro-credit Co., Ltd.\***

**泉州匯鑫小額貸款股份有限公司**

(the “Company”)

(Established in the People’s Republic of China with limited liability)

(Stock Code: 1577)

**PROCEDURE FOR SHAREHOLDERS OF THE COMPANY TO PROPOSE  
A CANDIDATE FOR ELECTION AS A DIRECTOR**

Pursuant to the Articles of Association of the Company (the “**Articles**”) and the Company Law of the People’s Republic of China, the Company can elect any person as a director of the Company (“**Director**”) to fill a casual vacancy in the board of Directors (the “**Board**”) of the Company or as a new member of the existing Board in general meeting by an ordinary resolution from time to time.

Article 100 of the Articles stipulates that:

- (1) Directors shall be elected at the general meeting and each has a term of 3 years. Upon the expiry of the term of office of a Director, the term is renewable upon re-election, unless the laws, regulations, the Articles and the listing rules of the place of listing provide otherwise.
- (2) The general meeting shall not dismiss any Director without valid reasons prior to the expiry of his service term. The Company may have independent Directors based on its needs, who shall be nominated by shareholders holding more than 1% of the Company’s shares, and shall be elected and replaced by the general meeting. Each independent Director shall have a term of three years, which can be extended upon reelection.
- (3) Provided that the relevant laws and administrative regulations are observed, a Director whose term of office has not yet expired may be removed in general meeting by way of ordinary resolution (but the right to lodge a claim under any contract is not affected).
- (4) Provided that the relevant laws, regulations and supervisory rulings of the place of listing are observed, if the Board appoints a new Director to take a temporary vacancy at the Board, such appointed Director’s term shall expire at the next general meeting, and is entitled to reelection. If the Board increases a seat thereof and appoint a new Director to take such seat, such appointed Director’s term shall expire at the next annual general meeting, and is entitled to reelection.
- (5) The written notices regarding the intention to nominate a Director and candidate’s intention to accept the nomination shall be delivered to the Company seven days prior to the general meeting (such seven-day period shall commence no earlier than the second day after the meeting notice specifying such election, and shall end no later than seven days prior to the commencement of such general meeting.)

\* For identification purposes only

- (6) The chairman and vice chairman of the Board shall be elected or dismissed by majority of all directors. The terms of office of the chairman and vice chairman of the Board shall be 3 years, which may be extended upon reelection thereof.
- (7) The Directors do not have to hold any share of the Company.
- (8) The Board shall have no less than one-third, and no less than three independent non-executive Directors, at least one of which shall have proper professional qualification, or expertise in accounting or financial management. In the event that any independent non-executive Director becomes non-compliant with the requirement on independency, or other situation occurs which makes it inappropriate for him to act as an independent non-executive Director, and consequently results in the number of independent non-executive Directors fall below the number as required by the Articles, the Company shall make up such number pursuant to the relevant provisions.
- (9) At least one independent non-executive Director of the Company shall reside in Hong Kong.

Based on this, if a shareholder of the Company intends to propose any person for election as a Director, the following documents shall be effectively delivered to the Company's headquarter in the PRC at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC or the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong, including: (i) the signed notice of the intention to propose the candidate for election as a Director in general meeting; and (ii) the signed notice of the candidate indicating his or her willingness to accept the election, together with (a) information about the candidate required to be disclosed under Rule 13.51(2) of the Rules governing the Listing of Securities of The Stock Exchange of Hong Kong Limited, and (b) the written consent indicating the consent of the candidate to release his or her personal information.

29 September 2016

*Note:* If there is any inconsistency between the English and Chinese versions of this document, the Chinese version shall prevail.