

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 **Quanzhou Huixin Micro-credit Co., Ltd.**, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**REPORT OF THE DIRECTORS FOR THE YEAR 2017;
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2017;
ANNUAL REPORT FOR THE YEAR 2017;
AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2017;
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2017;
FINANCIAL BUDGET PLAN FOR THE YEAR 2018;
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2017;
EXTERNAL AUDITOR'S FEES FOR THE YEAR 2017;
RE-APPOINTMENT OF EXTERNAL AUDITOR;
ELECTION OF DIRECTOR;
ELECTION OF SUPERVISOR;
AUTHORISATION TO THE BOARD TO FIX THE DIRECTORS'
AND SUPERVISORS' REMUNERATION;
GENERAL MANDATE TO ISSUE NEW SHARES;
AND
NOTICE OF AGM**

A notice convening the AGM of the Company to be held at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC at 10:00 a.m. on Tuesday, 12 June 2018 is set out on pages 12 to 14 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the H Share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (in respect of H Shareholders), or to the Company's registered office in the PRC at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC (in respect of Domestic Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the AGM (i.e. before 10:00 a.m. on Monday, 11 June 2018) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

* For identification purposes only

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC at 10:00 a.m. on Tuesday, 12 June 2018
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“Chairman”	Mr. Zhou Yongwei, the chairman of the Company
“China” or “PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, references in this circular to “China” and the “PRC” do not apply to Taiwan, Macau Special Administrative Region and Hong Kong
“Company”	Quanzhou Huixin Micro-credit Co., Ltd.* (泉州匯鑫小額貸款股份有限公司), a joint stock company established in the PRC with limited liability on 8 January 2010, the H Shares of which are listed on the Hong Kong Stock Exchange (stock code:1577)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	issued ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Fujian Province” or “Fujian”	Fujian Province (福建省), a province located in the southeastern coast of China
“Group”, “we” or “our”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Notice of AGM”	the notice of AGM as set out on pages 12 to 14 of this circular
“Quanzhou City”	Quanzhou City (泉州市), Fujian Province
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Supervisor(s)”	member(s) of the Supervisory Committee of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	percent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhou Yongwei (*Chairman*)
Mr. Wu Zhirui
Mr. Yan Zhijiang
Ms. Liu Aiqin

Non-executive Directors:

Mr. Jiang Haiying
Mr. Zhu Jinsong

Independent Non-executive Directors:

Mr. Zhang Lihe
Mr. Lin Jianguo
Mr. Sun Leland Li Hsun

Registered Office:

12/F, Former Finance Building,
No. 361 Feng Ze Street, Quanzhou City,
Fujian Province, the PRC

Principal Place of Business

in Hong Kong:

36/F, Tower Two, Times Square,
1 Matheson Street, Causeway Bay,
Hong Kong

24 April 2018

To the Shareholders

Dear Sir or Madam,

**REPORT OF THE DIRECTORS FOR THE YEAR 2017;
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2017;
ANNUAL REPORT FOR THE YEAR 2017;
AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2017;
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2017;
FINANCIAL BUDGET PLAN FOR THE YEAR 2018;
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2017;
EXTERNAL AUDITOR'S FEES FOR THE YEAR 2017;
RE-APPOINTMENT OF EXTERNAL AUDITOR;
ELECTION OF DIRECTOR;
ELECTION OF SUPERVISOR;
AUTHORISATION TO THE BOARD TO FIX DIRECTORS'
AND SUPERVISORS' REMUNERATION;
GENERAL MANDATE TO ISSUE NEW SHARES;
AND
NOTICE OF AGM**

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LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to give you the Notice of AGM and provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM for the following issues:

Ordinary Resolutions

- (1) Report of the Directors for the year 2017;
- (2) Report of the Supervisory Committee for the year 2017;
- (3) Annual report for the year 2017;
- (4) Audited financial statements for the year 2017;
- (5) Final financial accounts for the year 2017;
- (6) Financial budget plan for the year 2018;
- (7) Profit distribution plan for the year 2017;
- (8) External auditor's fees for the year 2017;
- (9) Re-appointment of Ernst & Young as the Company's external auditor and authorisation to the Board to fix its remuneration;
- (10) Election of Director;
- (11) Election of Supervisor; and
- (12) Authorisation to the Board to fix the Directors' and Supervisors' remuneration;

Special Resolution

- (13) Proposed general mandate to issue new Shares.

(1) Report of the Directors for the year 2017

An ordinary resolution will be proposed at the AGM to approve the report of the Directors for the year 2017. Please refer to the Report of the Directors set out in the annual report for the year 2017 published on 24 April 2018.

(2) Report of the Supervisory Committee for the year 2017

An ordinary resolution will be proposed at the AGM to approve the report of the Supervisory Committee for the year 2017. Please refer to the Report of the Supervisory Committee set out in the annual report for the year 2017 published on 24 April 2018.

LETTER FROM THE BOARD

(3) Annual report for the year 2017

An ordinary resolution will be proposed at the AGM to approve the annual report for the year 2017. The annual report has been published on the HKEx news website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.qzhuixin.net) on 24 April 2018, and has been dispatched to the Shareholders.

(4) Audited financial statements for the year 2017

An ordinary resolution will be proposed at the AGM to approve our Group's audited financial statements for the year ended 31 December 2017. Please refer to our Group's audited financial statements for the year ended 31 December 2017 set out in the annual report for the year 2017 published on 24 April 2018.

(5) Final financial accounts for the year 2017

An ordinary resolution will be proposed at the AGM to approve the final financial accounts for the year 2017. A summary of our Group's 2017 final financial accounts prepared under the Hong Kong Financial Reporting Standards is as follows:

1. *Income and profit*

In 2017, pursuant to the financial statements, our Group's interest income was RMB140.0 million and interest expense was RMB1.1 million. Operating and administrative expenses amounted to RMB20.4 million. Profit before tax was RMB119.9 million, of which the net profit and total comprehensive income for the year was RMB91.0 million.

2. *Cash flows*

In 2017, pursuant to the financial statements, our Group's net cash flows used in operating activities was RMB29.1 million, net cash flows used in investing activities was RMB173.7 million and net cash flows from financing activities was RMB105.1 million. The net decrease of cash and cash equivalents was RMB97.8 million.

3. *Assets and liabilities*

As at 31 December 2017, pursuant to the financial statements, our Group's total assets amounted to RMB1,156.3 million. Total liabilities amounted to RMB160.3 million. Total equity amounted to RMB996.0 million.

LETTER FROM THE BOARD

(6) Financial budget plan for the year 2018

The Company plans to control the total operating expenses (net of taxes and surcharges as well as non-business expenditure) for the year 2018 at approximately RMB35.0 million. An ordinary resolution will be proposed at the AGM to approve the financial budget plan of the Company for the year 2018.

(7) Profit distribution plan for the year 2017

According to the *Company Law of the PRC* (中華人民共和國公司法), the *Securities Law of the PRC* (中華人民共和國證券法) and the Articles of Association, an ordinary resolution will be proposed at the AGM to approve the Company's profit distribution plan for the year 2017.

On 15 March 2018, the Board resolved to submit to the Shareholders for their consideration and approval a profit distribution plan for the year ended 31 December 2017. The Board proposed the payment of a final dividend of RMB0.05 per Share for the year ended 31 December 2017 to Shareholders (the “**Proposed Final Dividend**”). If such proposal is approved at the AGM, the dividend will be distributed to Shareholders whose names appear on the register of members of the Company on Monday, 25 June 2018. Such dividend is expected to be paid on or around Thursday, 16 August 2018. Such dividend will be paid to holders of Domestic Shares in RMB and to holders of H Shares in HKD as converted based on the average median exchange rate of RMB against HKD published by the People's Bank of China (中國人民銀行) for the five consecutive business days immediate before the date of the AGM.

For the purpose of determining the entitlement to the Proposed Final Dividend, the H Share register of members of the Company will be closed from Wednesday, 20 June 2018 to Monday, 25 June 2018, both days inclusive, during which period no transfers of H Shares will be registered. In order to be entitled to the Proposed Final Dividend, unregistered holders of H Shares should ensure that all Share transfer documents accompanied by the relevant Share certificates must be lodged with the Company's H Share Registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, for registration no later than 4:30 p.m. on Tuesday, 19 June 2018.

(8) External auditor's fees for the year 2017

An ordinary resolution will be proposed at the AGM to approve the fees paid or payable to the external auditor of the Company, Ernst & Young, for the year ended 31 December 2017.

During the year ended 31 December 2017, the Company paid Ernst & Young a total fee of RMB1,084,906 (tax exclusive) for audit services and HK\$11,000 for non-audit service in connection with profit tax declaration in Hong Kong.

LETTER FROM THE BOARD

(9) Re-appointment of Ernst & Young as the Company's external auditor and authorisation to the Board to fix its remuneration

An ordinary resolution will be proposed at the AGM to approve the re-appointment of Ernst & Young as the Company's external auditor for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board and authorised person of the Board to determine its remuneration with reference to its duties and industry level.

(10) Election of Director

The Board consists of nine Directors, comprising four executive Directors, two non-executive Directors and three independent non-executive Directors. According to the Articles of Association, Directors shall be elected at the general meeting.

Resignation of Mr. Zhu Jinsong as a non-executive Director

Mr. Zhu Jinsong (朱金松先生) (“**Mr. Zhu**”) will resign from office as a non-executive Director and cease to be a member of Audit Committee due to his personal commitments on other business immediately upon conclusion of the AGM.

Mr. Zhu has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation from office that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Appointment of Mr. Cai Rongjun as a non-executive Director

With the recommendation from the nomination committee of the Company, the Board proposes to appoint Mr. Cai Rongjun (蔡鎔駿先生) (“**Mr. Cai**”) as a non-executive Director immediately upon conclusion of the AGM. A separate ordinary resolution will be proposed at the AGM to appoint Mr. Cai as a non-executive Director.

Upon approval of Mr. Cai's appointment at the AGM, the Company will enter into a service contract with Mr. Cai for an initial term of three years commencing from the date of AGM. Mr. Cai will not receive remuneration from the Company during his service as a non-executive Director. It is proposed that Mr. Cai will be appointed as a member of the Audit Committee.

The biographical details of Mr. Cai are set out in Appendix I to this circular.

LETTER FROM THE BOARD

(11) Election of Supervisor

The Supervisory Committee currently consists of five Supervisors, comprising one representative of Shareholders, two representatives of employees and two independent Supervisors. Except for the employee representative Supervisors elected by employees, the Supervisors were elected by our Shareholders for a term of three years, which is renewable upon re-election and re-appointment.

Resignation of Mr. Ng Seng Chuan as a Shareholder representative Supervisor

Mr. Ng Seng Chuan (黃成泉先生) (“**Mr. Ng**”) will resign from office as a Shareholder representative Supervisor due to his personal commitments on other business immediately upon conclusion of the AGM. Mr. Ng has confirmed that he has no disagreement with the Board and the Supervisory Committee and there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Appointment of Mr. Li Jiancheng as a Shareholder representative Supervisor

The Supervisory Committee proposes to appoint Mr. Li Jiancheng (李建成先生) (“**Mr. Li**”) as a Shareholder representative Supervisor immediately upon conclusion of the AGM. A separate ordinary resolution will be proposed at the AGM to appoint Mr. Li as a Shareholder representative Supervisor.

Upon approval of Mr. Li’s appointment at the AGM, the Company will enter into a service contract with Mr. Li for an initial term of three years commencing from the date of AGM. Mr. Li will not receive remuneration from the Company during his service as a Shareholder representative Supervisor.

The biographical details of Mr. Li are set out in Appendix II to this circular.

(12) Authorisation to the Board to fix the Directors’ and Supervisors’ remuneration

An ordinary resolution will be proposed at the AGM to authorise the Board and authorised person of the Board to determine the Directors’ and Supervisors’ remuneration.

LETTER FROM THE BOARD

(13) General mandate to issue new Shares

To seize market opportunities, ensure flexibility to issue new Shares and further provide financial support for the strategic development of the Company, it will be proposed at the AGM to approve to grant the Board a general mandate to issue Shares by way of special resolution.

(1) *Scope of the general mandate*

Details of the scope of the general mandate include but not limit to:

- (a) granting of a general mandate to the Board to, subject to market conditions and the needs of the Company, separately or concurrently issue, allot and deal with additional Domestic Shares and/or H Shares of the Company, and each of the number of the Domestic Shares and/or H Shares to be allotted or agreed conditionally or unconditionally to be allotted by the Board shall not exceed 20% of the respective number of the existing Domestic Shares and/or H Shares in issue on the date of passing of such resolution at the AGM (including but not limited to ordinary shares, preference shares, securities convertible into Shares, options and warrants or similar right which may subscribe for any Share or above convertible securities, as the case may be), and decide to make or grant offers for sale, offers, agreements, share options, power to exchange for or convert into Shares or other powers as required or may be required to allot Shares, as the case may be;
- (b) the Board be authorised to formulate and implement detailed issuance plan in the exercise of the above general mandate, including but not limited to the class of new Shares to be issued, pricing mechanism and/or issuance/convertible/exercise price (including price range), form of issuance, number of Shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to allot Shares to existing Shareholders;
- (c) the Board be authorised to engage professional advisers for matters related to the issuance, and to approve and execute all acts, deeds, documents and other related matters which are necessary, appropriate or advisable for Share issuance; to approve and execute, on behalf of the Company, agreements related to the issuance, including but not limited to underwriting agreement, placing agreement, engagement agreements of professional advisers;
- (d) the Board be authorised to approve and execute, on behalf of the Company, documents in connection with the issuance to be submitted to regulatory authorities, to carry out relevant approval procedures required by regulatory authorities and place where the Company is listed, and to complete all

LETTER FROM THE BOARD

necessary filings, registrations and records with the relevant government authorities of Hong Kong and/or any other regions and jurisdictions (if applicable);

- (e) the Board be authorised to amend, as required by regulatory authorities within or outside the PRC, the related agreements and statutory and other documents; and
- (f) the Board be authorised to increase the registered capital of the Company after the issuance and to make corresponding amendments to the Articles of Association relating to share capital and shareholdings, etc., and to authorise the management of the Company to carry out the relevant procedures.

(2) *Term of the general mandate*

Except that the Board may make or grant offers, agreements, options during the Relevant Period (as defined below) in relation to the issuance, which require or may require further promotion or implementation after the end of the Relevant Period, the exercise of the above general mandate shall be within the relevant period (the “**Relevant Period**”).

The Relevant Period means the period from the approval of this resolution as a special resolution at the AGM until whichever is the earlier of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the revocation or variation of the authority given to the Board under this resolution by passing of a special resolution in a Shareholders’ general meeting of the Company.

The Board may only exercise the above authorisation in accordance with the *Company Law of the PRC*, the *Securities Law of the PRC*, the Listing Rules or any applicable laws, regulations and provisions of any other governments or regulatory authorities, and subject to obtaining approvals from the relevant government agencies.

The above resolution was considered and approved by the Board on 15 March 2018 and is will be proposed at the AGM for Shareholders’ consideration and approval.

II. AGM

The form of proxy and the reply slip of the AGM are enclosed herewith.

LETTER FROM THE BOARD

Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the H Share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (in respect of H Shareholders), or to the Company's registered office in the PRC at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC (in respect of Domestic Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the AGM (i.e. before 10:00 a.m. on Monday, 11 June 2018) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

If you intend to attend the AGM in person or by proxy, please complete the enclosed reply slip and return the same to Boardroom Share Registrars (HK) Limited (in respect of H Shareholders) and the Company's registered office in the PRC (in respect of Domestic Shareholders) on or before Wednesday, 23 May 2018.

III. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, the chairman of the AGM will exercise his power under the Articles of Association to demand a poll for all resolutions proposed at the AGM.

IV. RECOMMENDATION

The Directors consider that all resolutions set out in the Notice of AGM for consideration and approval by Shareholders are in the interests of our Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

V. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to our Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

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

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Quanzhou Huixin Micro-credit Co., Ltd. (the “**Company**”) will be held at 12/F, Former Finance Building, No. 361 Feng Ze Street, Quanzhou City, Fujian Province, the PRC at 10:00 a.m. on Tuesday, 12 June 2018 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2017;
2. To receive, consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2017;
3. To receive, consider and approve the annual report of the Company for the year ended 31 December 2017;
4. To receive, consider and approve our Group's audited financial statements for the year ended 31 December 2017;
5. To receive, consider and approve the final financial accounts of our Group for the year 2017;
6. To receive, consider and approve the financial budget plan of the Company for the year 2018;
7. To consider and approve the Company's profit distribution plan for the year ended 31 December 2017;
8. To consider and approve the Company's external auditor's fees for the year ended 31 December 2017;
9. To consider and approve the re-appointment of Ernst & Young as the Company's external auditor and to authorise the board to fix its remuneration;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

10. To consider and approve the appointment of Mr. Cai Rongjun as a non-executive Director;
11. To consider and approve the appointment of Mr. Li Jiancheng as a shareholder representative supervisor; and
12. To consider and authorise the Board and authorised person of the Board to fix the Directors' and supervisors' remuneration.

SPECIAL RESOLUTION

13. To approve the general mandate to issue new shares.

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

Hong Kong, 24 April 2018

Notes:

1. For details of the resolutions, whether ordinary or special, to be approved in this AGM, please refer to the circular.
2. The register of members of the Company will be closed from Saturday, 12 May 2018 to Tuesday, 12 June 2018, both days inclusive, during which period no transfer of shares will be effected. In order to be qualified for attending and voting at the AGM, holders of H shares of the Company shall lodge transfer documents accompanied by the relevant share certificates with the Company's H share registrar in Hong Kong ("**H Share Registrar**"), Boardroom Share Registrars (HK) Limited, or to the Company's registered office in the PRC (for holders of domestic shares), no later than 4:30 p.m. on Friday, 11 May 2018.

The Board has recommended the payment of a final dividend of RMB0.05 per share for the year ended 31 December 2017 to shareholders whose names appear on the Company's register of members on Monday, 25 June 2018 (the "**Proposed Final Dividend**").

For the purpose of determining the entitlement to the Proposed Final Dividend, the H share register of members of the Company will be closed from Wednesday, 20 June 2018 to Monday, 25 June 2018, both days inclusive, during which period no transfers of H shares will be registered. In order to be entitled to the Proposed Final Dividend, unregistered holders of H shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, for registration no later than 4:30 p.m. on Tuesday, 19 June 2018.

3. Shareholder(s) of the Company (the "**Shareholder(s)**") who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalfs. A proxy need not be a Shareholder.
4. Shareholder shall entrust a proxy by a written form of proxy which shall be signed by such Shareholder or an agent entrusted by such Shareholder in writing under the hand of a Shareholder in writing. If the Shareholder is a legal person, the power of attorney shall be affixed with its official seal or signed by its director or an agent or other personnel officially entrusted thereby. Such power of attorney shall specify the number of shares held by the Shareholder represented by each proxy.

NOTICE OF ANNUAL GENERAL MEETING

5. In order to be valid, the form of proxy must be deposited, for the holders of H shares, to the H Share Registrar of the Company, Boardroom Share Registrars (HK) Limited, or for the holders of domestic shares, to the Company's registered office in the PRC, not less than 24 hours prior to the commencement of the AGM (i.e. before 10:00 a.m. on Monday, 11 June 2018). If the proxy form is signed by a person authorised by Shareholder, the power of attorney or other authorisation documents shall be notarized. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.
6. Shareholders shall show their identity papers when attending the AGM. A proxy, who is on behalf of a Shareholder, shall show his/her identity paper, proxy form and a copy of identity paper of the Shareholder.
7. Corporate Shareholder shall appoint its legal representative or authorised representative to attend the AGM. Such person shall show his/her identity paper and a copy of corporate's business certificate affixed with its official seal. If corporate Shareholders appoint authorised representative to attend the AGM, the authorised representative shall show his/her identity paper, the original document of power of attorney issued by the such legal person and a copy of corporate's business certificate affixed with its official seal (except for a clearing house or its proxy).
8. Shareholders who intend to attend the AGM should complete and return the reply slip in writing by hand or by post to the Company's H Share Registrar in Hong Kong (for holders of H shares) or the registered office of the Company in the PRC (for holders of domestic shares) before Wednesday, 23 May 2018.
9. The AGM is expected to take less than half a day, Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses.
10. The name and address of the Company's H Shares Registrar in Hong Kong is as follows:

Boardroom Share Registrars (HK) Limited
2103B, 21/F,
148 Electric Road,
North Point,
Hong Kong
11. The registered office of the Company in the PRC is as follows:

12/F, Former Finance Building,
No. 361 Feng Ze Street,
Quanzhou City,
Fujian Province,
PRC
12. If more than one of joint Shareholders attend the meeting, whether in person or by proxy, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

The biographical details of the Director proposed to be elected at the AGM are set out as follows:

NON-EXECUTIVE DIRECTOR**Mr. Cai Rongjun**

Mr. Cai Rongjun (蔡鎔駿先生), aged 31, had been worked as general manager of Jinyuan Real Estate Development LLC (金源房地產發展有限公司) of Longyan City from September 2006 to September 2009. From September 2009 to present, Mr. Cai works as general manager of Anhui Junan Real Estate Development LLC (安徽君安房地產開發有限公司). From January 2017 to present, Mr. Cai works as general manager of Fujian Panpan Investment LLC (福建盼盼投資有限公司).

From 2009 to present, Mr. Cai serves as standing vice president of Fuzhou Chamber (福建商會) of Chuzhou City, Anhui Province. From 2013 to present, Mr. Cai serves as member of Junior Chamber (青商會) of Fujian Province. He also served as a deputy of the 13th People's Congress of Anhui Province (安徽省第十三屆人大代表) since 2018.

Mr. Cai graduated from Jiangxi University of Technology (江西科技學院) majoring in business management in December 2016.

The Company will enter into a service contract with Mr. Cai for an initial term of three years commencing from the date of AGM. Mr. Cai will not receive remuneration from the Company during his service as a non-executive Director.

Save as disclosed above, as at the date of this circular, Mr. Cai (i) has not held any directorship in any public listed companies in the past three years; (ii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in any Shares, underlying Shares or debentures of the Company; (iii) does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders; and (iv) does not hold any other positions within our Group.

Mr. Cai has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules regarding his appointment as a non-executive Director.

The biographical details of the Supervisor proposed to be elected at the AGM are set out as follows:

SHAREHOLDER REPRESENTATIVE SUPERVISOR**Mr. Li Jiancheng**

Mr. Li Jiancheng (李建成先生) (“**Mr. Li**”), aged 30, has been appointed as a Shareholder representative Supervisor at the conclusion of AGM.

Mr. Li has been an office secretary of Septwolves Group Holding Co., Ltd.* (七匹狼控股集團股份有限公司) since April 2012. He had been a Shareholder representative Supervisor from 4 February 2016 to 22 August 2017.

Mr. Li completed his four-year study in art design from Zhejiang University (浙江大學) in July 2011.

The Company will enter into a service contract with Mr. Li for an initial term of three years commencing from the date of AGM. Mr. Li will not receive remuneration from the Company during his service as a Shareholder representative Supervisor.

Save as disclosed above, as at the date of this circular, Mr. Li (i) has not held any directorship in any public listed companies in the past three years; (ii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in any Shares, underlying Shares or debentures of the Company; (iii) does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders; and (iv) does not hold any other positions within our Group.

Mr. Li has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules regarding his appointment as a Shareholder representative Supervisor.