



Yangzhou Guangling District Taihe Rural Micro-finance Company Limited

揚州市廣陵區泰和農村小額貸款股份有限公司

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

(Stock code: 8252)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT 2/F, NO. 1 HONGQI AVENUE, JIANGWANG STREET, HANJIANG DISTRICT, YANGZHOU CITY, JIANGSU PROVINCE, THE PRC ON WEDNESDAY, 6 MARCH 2019 AT 9:00 A.M. OR AT ANY ADJOURNMENT THEREOF

I/We ^(Note 2) _____
of _____

being the registered holder(s) of ^(Note 1) _____ H share(s)/domestic share(s) of RMB1.00 each in the share capital of Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (the "Company"), **HEREBY APPOINT**^(Note 3) **THE CHAIRMAN OF THE MEETING** or _____

of _____ as my/our proxy to attend at the extraordinary general meeting of the Company (the "Meeting") (and at any adjournment thereof) to be held at 2/F, No. 1 Hongqi Avenue, Jiangwang Street, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC on Wednesday, 6 March 2019 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting, and vote for me/us and in my/our names in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

	SPECIAL RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
1	to consider and approve the proposed transfer of listing of the H shares of the Company from GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to the Main Board of Stock Exchange (the "Transfer of Listing")			
2	to consider and approve the proposed amendments (the "Articles Amendments") to the articles of association of the Company			
3	to consider and approve the granting of authorization to the board of directors of the Company (the "Board") and/or persons authorized by the Board to deal with matters relevant to the Transfer of Listing and the Articles Amendments (the details and extent of such authorization are set out in Appendix II to the circular of the Company dated 17 January 2019)			

Dated this _____ day of _____ 2019 Signature(s) ^(note 6) _____

Notes:

- Please indicate the number and type of share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the Meeting is preferred, please strike out "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Meeting. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "ABSTAIN". AND YOUR VOTING WILL BE COUNTED IN THE TOTAL NUMBER OF VOTES CAST IN THAT RESOLUTION FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** Failure to complete any or all of the boxes will entitle your proxy to cast his/her/its votes at his/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- Any member of the Company ("Member") entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the Member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a Member. A Member may appoint more than one proxy to attend on the same occasion.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer or attorney duly authorized. If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other document(s) of authorization must be notarized.
- In order to be valid, this proxy form for the Meeting must be deposited by hand, by mail or by fax, for holders of H shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of domestic shares of the Company, to the Company's principal place of business in the PRC at 2/F, No. 1 Hongqi Avenue, Jiangwang Street, Hanjiang District, Yangzhou City, Jiangsu Province, the PRC not less than 24 hours before the time for holding the Meeting (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the Meeting or any adjourned meetings should they so wish, and in such event the proxy form shall be deemed to be revoked.
- If the proxy is a legal person, its legal representative or any representative authorized by a resolution of its board of directors or by other governing body shall attend the above meeting of the Company on its behalf. If the shareholder is a recognized clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the shareholder may authorize one or more persons if considers appropriate as its representative(s) at the above meeting; however, if more than one person are authorized, the power of attorney shall contain the number and class of shares for which such persons are authorized, and shall be signed by an authorized personnel of the recognized clearing house. The person(s) so authorized can represent the recognized clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company's individual shareholders, and shall not be required to produce evidence of shareholding, the notarized power of attorney and/or further evidence to prove that he/she/they have been duly authorized.
- In case of joint shareholder for any 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.
- Shareholders or their proxies shall provide their identity documents when attending the Meeting. If corporate shareholders appoint authorized representative to attend the Meeting, the authorized representative shall produce his/her identity documents and a notarial copy of the relevant authorization instrument signed by the Board or other authorized parties of the corporate shareholders or other notarial documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the shareholders or their attorney when attending the Meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

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