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佐力科創小額貸款股份有限公司
(**Zuoli Kechuang Micro-finance Company Limited***)

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

(Stock Code: 6866)

NOTICE OF 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of 佐力科創小額貸款股份有限公司 (Zuoli Kechuang Micro-finance Company Limited*) (the “**Company**”) for the year ended 31 December 2018 will be held at Conference Room, 3rd Floor, Zuoli Building, No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the People's Republic of China at 3:00 p.m. on 28 June 2019 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 of directors of the Company for the year ended 31 December 2018;
2. To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2018;
3. To receive, consider and approve the annual report of the Company for the year ended 31 December 2018;
4. To receive, consider and approve the Company's audited financial statements for the year ended 31 December 2018;
5. To consider and approve the Company's profit distribution plan for the year ended 31 December 2018;
6. To consider and approve the Company's external auditor's fees for the year ended 31 December 2018;

7. To consider and approve the re-appointment of KPMG as the Company's external auditor for a term until the conclusion of the next annual general meeting of the Company and other applicable laws and regulations, and to authorise the board of directors of the Company to determine its remuneration;
8. To consider and approve the application for a credit line from the bank with an amount not exceeding RMB800 million (including RMB800 million); and
9. To consider and approve the election of Ms. Hu Fangfang as an executive Director of the 2nd session of the board of directors of the Company;

SPECIAL RESOLUTION

10. To consider and approve the external guarantees of the Company with an aggregated amount not exceeding RMB1 billion (including RMB1 billion);
11. To consider and approve the following as a special resolution of the Company:

“THAT:

- (1) in accordance with the requirements of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), the Company Law of the People's Republic of China (the “**PRC**”), as well as other applicable laws and regulations, in each case as amended from time to time, a general mandate be granted to the board of directors of the Company (the “**Board**”) to exercise, for once or more than once, all the power of the Company to allot, issue and deal with Domestic Shares (as defined below) and/or H Shares (as defined below) or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities (including the power to make or grant any offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers) during the Relevant Period (as defined below):

In exercising the power to allot, issue and deal with the Domestic Shares and/or H Shares, the authority of the Board to determine the specific issue plan shall include (but not limited to) the following:

- (i) to determine the amount of the Domestic Shares and/or H Shares to be allotted;
- (ii) to determine the issue price of the new Domestic Shares and/or H Shares;
- (iii) to determine the date(s) on which the issue of new Domestic Shares and/or H Shares is/are to be commence and close;
- (iv) to determine the number of new Domestic Shares and/or H Shares, if applicable, to be issued to the existing holders of Domestic Shares and/or H Shares;

- (v) to make or grant an offer, agreement and option necessary for the exercise of such powers; and
- (vi) where prohibited and required by foreign laws or regulations, or by other reasons which in the opinion of the Board are appropriate, to determine that the offer of subscription for and issue of shares to holders of H Shares shall exclude shareholders residing in the PRC or the offer of subscription for and issue of shares to holders of Domestic Shares shall exclude shareholders residing outside the PRC;
- (a) upon the exercise of the powers granted to the Board above, the Board may during the Relevant Period make or grant any offers, agreements, or options which might require the exercise of such powers either during or after the expiration of the Relevant Period;
- (b) the aggregate number of Domestic Shares and H Shares to be allotted or agreed conditionally or unconditionally to be allotted by the Board pursuant to such mandate granted to the Board above shall not exceed:
 - (i) 20 per cent of the number of Domestic Shares in issue; and
 - (ii) 20 per cent of the number of H Shares in issue;

in each case as of the date of the passing of this resolution, otherwise than pursuant to (i) a Right Issue (as defined below); (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; (iii) the exercise of any right of subscription or conversion under the terms of any bonds, warrants or debentures which may be issued by the Company or any securities which are convertible into shares of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting; and

- (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC, the Listing Rules and other applicable laws and regulations (in each case as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities have been obtained;

For the purpose of this resolution:

“Domestic Shares” means ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are subscribed for and paid up in RMB;

“H Shares” means the ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are subscribed for and paid up in HKD and listed on the Stock Exchange; and

“Relevant Period” means the period from the passing of the resolution at the AGM until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company; or
- (B) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or other applicable laws to be held; or
- (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; or
- (D) “Rights Issue” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Board to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements and having regard to any legal or practical problems, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly; and

(2) subject to the Board resolving to issue shares pursuant to subparagraph (1) of this resolution, the Board be authorised to:

- (a) formulate and implement the specific issuance plan with details including but not limited to: the class and number of the shares of the Company to be issued; the pricing method and/or issue price (including the range of issue price); the start and end date of the issuance; use of proceeds; and other matters to be included in a specific issuance plan as required by the relevant laws, regulations and other regulatory documents, relevant regulatory institutions as well as the stock exchange of the place where the H Shares are listed;
- (b) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the agreement for the engagement of any professional parties, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement) and making appropriate amendments;
- (c) make all necessary filings and registrations with the relevant PRC and Hong Kong authorities; and

- (d) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other changes in the registered capital of the Company.”

12. To consider and approve the following as a special resolution of the Company:

“**THAT:** the issue of the debt financing instruments with an aggregate principal amount of not more than RMB2 billion (including RMB2 billion) (the “**Debt Financing Instruments**”), on the terms set forth below be and is detailed below and hereby approved:

- (a) Size of issue: not more than RMB2 billion in aggregate (including RMB2 billion), excluding existing debt financing instruments, hybrid financing instruments and equity financing instruments;
- (b) Categories of issue: one or several categories of Debt Financing Instruments including but not limited to super short-term debentures, short-term debentures, medium-term notes, private placement of Debt Financing Instruments, assets-backed notes, project revenue notes, corporate bonds, enterprise asset-backed bonds, overseas bond issuance, and other type of Debt Financing Instrument issued inside or outside the PRC;
- (c) Maturity: not more than five years for the term of each Debt Financing Instruments (including five years);
- (d) Use of proceeds: supplement of working capital;
- (e) Authorisation: the board of directors of the Company be and is hereby authorised to deal with all matters relating to the proposed issue of Debt Financing Instruments, including but not limited to:
 - (i) to consider the issue of Debt Financing Instruments in accordance with the needs of the Company, to deal with the specific proposals, specific terms and conditions and other relevant matters for the issue of public Debt Financing Instrument in accordance with the market conditions, including but not limited to the issue subject, size of issue, interest rate, duration, type and condition of guarantee, intended investors, use of proceeds, arrangement for offering in tranches (if any) and producing, filing, executing, signing, accepting and publishing of any necessary legal documents;
 - (ii) to make any changes or adjustments to the relevant matters of the issue of the Debt Financing Instruments with reference to the comments from relevant regulatory authorities or the market conditions if there is any change to the regulatory policies or the market conditions;

- (iii) to sign all necessary legal documents regarding to the issue of Debt Financing Instruments;
 - (iv) to decide the engagement of intermediaries necessary for the issue of Debt Financing Instruments; and
 - (v) to determine any other matters relating the issue of Debt Financing Instruments.
- (f) The abovementioned authorisation shall be deemed effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or other applicable laws and regulations; or (iii) the date on which the granted authority under relevant resolution of the Shareholders is revoked or varied by a special resolution of the Shareholders in a General Meeting.”

By order of the Board of
佐力科創小額貸款股份有限公司
(**Zuoli Kechuang Micro-finance Company Limited***)
YU Yin
Chairman

Hong Kong, 30 April 2019

* *For identification purpose only*

Notes:

1. The register of members of the Company will be closed from Wednesday, 29 May 2019 to Friday, 28 June 2019, both days inclusive, during which period no transfer of Shares will be effected. In order to be qualified to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company (in respect of H Shares), Computershare Hong Kong Investor Services Limited, or to the Company's registered office in the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Tuesday, 28 May 2019.
2. Any shareholders of the Company (the “Shareholders”) who is entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, or for the holders of Domestic Shares, to the Company's registered office in the PRC, not less than 24 hours before the time for holding the AGM (or any adjournment thereof). If the proxy form is signed by a person under a power of attorney or other authorisation instrument, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.

5. If corporate Shareholders appoint any authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company.
6. 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 Shares registrar in Hong Kong (for holders of H Shares) or the registered office of the Company in the PRC (for holders of Domestic Shares) on or before 8 June 2019.
7. The AGM is expected to be held for less than half a day. Shareholders who intend to attend the AGM shall arrange and bear their own transportation and accommodation expenses.
8. The name and address of the Company's H shares registrar in Hong Kong is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor and 17M Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai,
Hong Kong
9. The registered office of the Company in the PRC is as follows:

No. 399 Deqing Avenue,
Wukang Road,
Deqing County,
Huzhou City,
Zhejiang Province,
The PRC
10. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
11. As at the date of this notice, the board of directors (the "Director(s)") of the Company comprises three executive Directors, namely Mr. YU Yin (the Chairman), Mr. ZHENG Xuegen and Mr. YANG Sheng; one non-executive Director, namely Mr. PAN Zhongmin; and three independent non-executive Directors, namely Mr. HO Yuk Ming, Hugo, Mr. JIN Xuejun and Ms. HUANG Lianxi.