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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 29 JUNE 2020
AND
APPOINTMENT OF DIRECTORS AND SUPERVISORS**

The Board is pleased to announce that the resolutions set out in the AGM Notice dated 13 May 2020 were duly passed by way of poll at the AGM held on 29 June 2020.

Reference is made to the circular (the “**Circular**”) and the notice (the “**AGM Notice**”) of 2019 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**”) both dated 13 May 2020. The Board is pleased to announce the results of voting taken by way of poll at the AGM pursuant to Rule 13.39(5) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The AGM was held at 3:00 p.m. on Monday, 29 June 2020 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.

As at the date of the AGM, the total number of issued ordinary shares of the Company (the “**Share(s)**”) was 1,180,000,000 Shares, comprising 880,000,000 Domestic Shares and 300,000,000 H Shares, which was the total number of Shares entitling the holders to attend and vote for or against the proposed resolutions as set out in the AGM Notice (the “**Resolutions**”) at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the AGM.

and no shareholder of the Company (the “**Shareholder(s)**”) was required to abstain from voting at the AGM. None of the Shareholders had stated his or her intention in the Circular to vote against the Resolutions at the AGM or to abstain from voting.

The Shareholders, holding a total of 789,132,000 Shares and representing approximately 66.88% of the total issued Shares, were present in person or by proxy at the AGM.

Computershare Hong Kong Investor Services Limited, the H Shares registrar of the Company, acted as the scrutineer at the AGM for the purpose of vote-taking.

The Resolutions were put to vote by way of poll at the AGM. The description of the Resolutions is by way of summary only. The full text of the Resolutions was set out in the AGM Notice. The poll results in respect of the Resolutions are as follows:

ORDINARY RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
1.	To receive, consider and approve the report of the board of directors of the Company (the “ Board ”) for the year ended 31 December 2019;	789,132,000 (100%)	0 (0%)
2.	To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2019;	789,132,000 (100%)	0 (0%)
3.	To receive, consider and approve the annual report of the Company for the year ended 31 December 2019;	789,132,000 (100%)	0 (0%)
4.	To receive, consider and approve the Company’s audited financial statements for the year ended 31 December 2019;	789,132,000 (100%)	0 (0%)
5.	To consider and approve the Company’s profit distribution plan for the year ended 31 December 2019;	789,132,000 (100%)	0 (0%)
6.	To consider and approve the Company’s external auditor’s fees for the year ended 31 December 2019;	789,132,000 (100%)	0 (0%)
7.	To consider and approve the re-appointment of KPMG as the Company’s external auditor for a term until the conclusion of the annual general meeting of the Company to be held in 2021, and to authorize the Board and authorised person of the Board to determine its remuneration;	789,132,000 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
8.	(a) To re-elect Mr. Yu Yin as an executive director of the Company;	789,132,000 (100%)	0 (0%)
	(b) To re-elect Mr. Zheng Xuegen as an executive director of the Company;	789,132,000 (100%)	0 (0%)
	(c) To re-elect Mr. Yang Sheng as an executive director of the Company;	789,132,000 (100%)	0 (0%)
	(d) To re-elect Ms. Hu Fangfang as an executive director of the Company;	789,132,000 (100%)	0 (0%)
	(e) To re-elect Mr. Pan Zhongmin as a non-executive director of the Company;	789,132,000 (100%)	0 (0%)
	(f) To elect Mr. Chan Kin Man as an independent non-executive director of the Company;	789,132,000 (100%)	0 (0%)
	(g) To elect Mr. Zhao Xuqiang as an independent non-executive director of the Company; and	789,132,000 (100%)	0 (0%)
	(h) To elect Ms. Yang Jie as an independent non-executive director of the Company;	789,132,000 (100%)	0 (0%)
9.	(a) To re-elect Mr. Wang Peijun as a supervisor of the Company; and	789,132,000 (100%)	0 (0%)
	(b) To elect Ms. Zhou Mingwan as a supervisor of the Company.	789,132,000 (100%)	0 (0%)
10.	To consider and approve the application for a credit line from the bank with an amount not exceeding RMB800 million (including RMB800 million);	789,132,000 (100%)	0 (0%)
11.	To consider and authorise the board of directors of the Company to purchase wealth management products with temporary idle proceeds.	789,132,000 (100%)	0 (0%)
As more than half of the votes were cast in favour of each of the Resolutions numbered 1 to 11, these Resolutions were duly passed as ordinary resolutions of the Company.			

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
12.	To consider and approve the external guarantees of the Company with an aggregated amount not exceeding RMB1 billion (including RMB1 billion);	789,132,000 (100%)	0 (0%)
13.	<p>(1) To consider and approve granting to the Board a general mandate to issue, allot and deal with unissued shares of the Company, whether domestic shares or H shares of the Company, not to exceed 20% of domestic shares in issue and 20% of H shares in issue of the Company;</p> <p>(2) Subject to the Board resolving to issue shares pursuant to subparagraph (1) of this resolution, the Board be authorised to:</p> <p>(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.</p>	789,132,000 (100%)	0 (0%)

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
14.	<p>(1) To consider and approve the Company's issue of the debt financing instruments inside or outside the PRC with an aggregate principal amount of not more than RMB2 billion (including RMB2 billion) (the "Debt Financing Instruments"), including but not limited to short-term debentures (including super short-term debentures) and medium-term notes; and</p> <p>(2) To authorise the Board</p> <p>(i) to consider issue of Debt Financing Instruments in accordance to 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 Instruments in accordance to the market conditions, including but not limited to 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;</p> <p>(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;</p> <p>(iii) to sign all necessary legal documents regarding to the issue of the Debt Financing Instruments;</p> <p>(iv) to decide the engagement of intermediaries necessary for the issue of the Debt Financing Instruments;</p> <p>(v) to determine any other matters relating the issue of the Debt Financing Instruments.</p>	<p>789,132,000 (100%)</p>	<p>0 (0%)</p>
15.	To consider and approve the proposed amendments to the articles of association of the Company.	<p>789,132,000 (100%)</p>	<p>0 (0%)</p>
As more than two-thirds of the votes were cast in favour of each of the Resolutions numbered 12 to 15, these Resolutions were duly passed as special resolutions of the Company.			

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that the resolutions regarding the appointment of Mr. Chan Kin Man (“**Mr. Chan**”), Mr. Zhao Xuqiang (“**Mr. Zhao**”) and Ms. Yang Jie (“**Ms. Yang**”) as an independent non-executive Director were duly passed. The biographical details of Mr. Chan, Mr. Zhao and Ms. Yang are set out below:

Mr. Chan, aged 40, was appointed as an independent non-executive Director. Mr. Chan was also appointed as the chairman of the audit committee and member of the remuneration and appraisal committee of the Company. Mr. Chan studied at Saint Joseph’s College from September 1998 to June 2000 and obtained a Bachelor degree of Arts in Accountancy from The Hong Kong Polytechnic University in November 2003. Mr. Chan is a member of the Association of Chartered Certified Accountants of the UK (ACCA) and the Hong Kong Institute of Certified Public Accountants (HKICPA).

Mr. Chan has many years of experience in terms of financing, auditing, accounting, etc.. From September 2003 to March 2010, Mr. Chan acted as an accountant, senior accountant and audit manager in Ernst & Young successively, and involved in work in relation to projects of listing in Hong Kong and annual audit for many companies. From August 2010 to November 2015, Mr. Chan served as the chief financial officer in New Northeast Electric Holding Limited (新東北電氣控股有限公司). From July 2016 to September 2019, Mr. Chan served as the general manager of capital operation center and the investor relations director in Lvgem (China) Investment Company Limited (綠景(中國)投資有限公司). From September and November 2019, Mr. Chan serves as the chief financial officer and company secretary of Lvgem (China) Real Estate Investment Company Limited (a company listed on the Stock Exchange of Hong Kong, stock code: 00095).

Mr. Chan has entered into a service contract with the Company for an initial term of three years with effect from the third session of the Board. Mr. Chan will be entitled to a director’s fee of HK\$150,000 per annum, which is determined after arm’s length negotiation between Mr. Chan and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and the time devoted in the Company’s business, as well as the current financial position of the Company and the prevailing market condition. Mr. Chan will also be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

As of the date of this announcement, Mr. Chan does not have or is not deemed to have any interests in any shares or underlying shares of the Company or its associated corporations (the “**Relevant Share(s)**”) pursuant to Part XV of the Securities and Futures Ordinance (“**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) Mr. Chan does not hold any other positions in the Company and its subsidiaries; and (iii) Mr. Chan does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (the “**Relevant Persons**”).

There is no other information that should be disclosed with respect to the appointment of Mr. Chan pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of the Shareholders.

Mr. Zhao, aged 42, was appointed as an independent non-executive Director. Mr. Zhao was also appointed as the chairman of the remuneration and appraisal committee, member of the audit committee and nomination committee of the Company. Mr. Zhao graduated from Shanghai University of Finance & Economics and obtained a bachelor degree of economics in July 2000 and a master degree of economics from Shanghai University of Finance & Economics in March 2003. Mr. Zhao holds a certificate for independent directors issued by the Shanghai Stock Exchange and a certificate for Board secretary issued by Shenzhen Stock Exchange.

From September 2003 to September 2004, Mr. Zhao served at the Listing Office of Yiwu, Zhejiang Province. From October 2004 to September 2008, Mr. Zhao acted as associate chief officer and chief officer in Zhejiang Supervision Bureau of China Securities Regulatory Commission successively. From October 2008 to August 2013, Mr. Zhao acted as chief officer and associate consultant in the institutional supervision department of China Securities Regulatory Commission successively. From September 2013 to September 2014, Mr. Zhao acted as a temporary Deputy Director in Quanzhou Financial Affairs Bureau, Fujian Province. From October 2014 to July 2016, Mr. Zhao acted as an associate consultant and consultant in the Illegal Trading Bureau of China Securities Regulatory Commission (中國證監會打非局) successively. From August 2016 to July 2018, Mr. Zhao acted as a director in the Second Division of the Capital Market of Hangzhou Branch of Industrial Bank Co., Ltd.. Mr. Zhao acted as an executive director of Zhejiang Jiurishan Enterprises Management Consultant Co., Ltd.* (浙江九日山企業管理諮詢有限公司) since September 2018. Mr. Zhao acted as an independent director of Hithink RoyalFlush Information Network Co., Ltd (a company listed on the Shenzhen Stock Exchange, stock code: 300033) since March 2020.

Mr. Zhao has entered into a service contract with the Company for an initial term of three years with effect from the third session of the Board. Mr. Zhao will be entitled to a director's fee of RMB100,000 per annum, which is determined after arm's length negotiation between Mr. Zhao and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and the time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition. Mr. Zhao will also be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

As of the date of this announcement, Mr. Zhao does not have or is not deemed to have any interests in the Relevant Shares pursuant to Part XV of the SFO.

Save as disclosed above, (i) Mr. Zhao 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) Mr. Zhao does not hold any other positions in the Company and its subsidiaries; and (iii) Mr. Zhao does not have any relationship with any Directors, senior management or the Relevant Persons.

There is no other information that should be disclosed with respect to the appointment of Mr. Zhao pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of the Shareholders.

Ms. Yang, aged 41, was appointed as an independent non-executive Director. Ms. Yang was also appointed as the chairman of the nomination committee and the member of the audit committee of the Company. Ms. Yang graduated from Zhongnan University of Economics and Law and obtained a Master of Laws degree in International Economic Law.

Ms. Yang has many years of experience in IPO, mergers and acquisition and reorganization, private equity investment, bonds and other fields. From September 2006 to March 2010, Ms. Yang served at Grandall Legal Group (Hangzhou). From April 2010 to April 2013, Ms. Yang served at the Investment Banking Department of GF Securities Investment Holding Co. Ltd. (廣發證券投資股份有限公司). Ms. Yang joined in T&C (Zhejiang) Law Firm (浙江天冊律師事務所) since May 2013 and is a partner at present.

From 2016 to 2019, Ms. Yang served as an independent director in Qibu Corporation Limited (a company listed on the Shanghai Stock Exchange, stock code: 603557). From June 2018 and April 2019, Ms. Yang served as an independent director in Coma Wisdom Technology Holdings Co., Ltd.* (西馬智慧科技股份有限公司) and Zhejiang Zhongkong Technology (Holdings) Co., Ltd.* (浙江中控技術股份有限公司), respectively. Ms. Yang serves as an independent director in Zhejiang Dali Technology Co., Ltd. (浙江大立科技股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002214) since April 2019.

Ms. Yang has entered into a service contract with the Company for an initial term of three years with effect from the third session of the Board. Ms. Yang will be entitled to a director's fee of RMB100,000 per annum, which is determined after arm's length negotiation between Ms. Yang and the Company on the basis of her past experiences, professional qualifications, responsibilities involved in the Company and the time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition. Ms. Yang will also be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

As of the date of this announcement, Ms. Yang does not have or is not deemed to have any interests in the Relevant Shares pursuant to Part XV of the SFO.

Save as disclosed above, (i) Ms. Yang 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) Ms. Yang does not hold any other positions in the Company and its subsidiaries; and (iii) Ms. Yang does not have any relationship with any Directors, senior management or the Relevant Persons.

There is no other information that should be disclosed with respect to the appointment of Ms. Yang pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of the Shareholders.

APPOINTMENT OF SUPERVISORS

The Board is pleased to announce that the resolutions regarding the appointment of Ms. Zhou Mingwan (“**Ms. Zhou**”) and re-election of Mr. Wang Peijun as shareholder representative supervisors of the Company were duly passed and Mr. Wang Suliang (“**Mr. Wang**”) was appointed as a staff representative supervisor in the staff meeting of the Company. The three supervisors compose the third session of the board of supervisors of the Company and Mr. Wang was appointed as the chairman of the board of supervisors. The biographical details of Ms. Zhou and Mr. Wang are set as below:

Ms. Zhou, aged 32, was appointed as a supervisor of the Company. Ms. Zhou graduated from Harbin University of Commerce in 2011 and obtained a bachelor degree in management (majoring in accounting). From August 2011 to July 2013, Ms. Zhou was involved in financial work in Deqing County Dexin Wine Co., Ltd.* (德清縣德信酒業有限公司) under Zhejiang Sunrise Group* (浙江商源集團). From August 2013 to November 2014, Ms. Zhou acted as a financial supervisor in Zhejiang Asti Electronic Co., Ltd.* (浙江雅士迪電子有限公司). From March 2015 to February 2018, Ms. Zhou acted as deputy manager and manager in the Financial Department of the Company successively. Ms. Zhou acted as a manager in the Financial Department of Deqing Jinhui Micro-finance Company Limited since February 2018. Ms. Zhou obtained an intermediate accountant title in 2016 and obtained a non-practicing certified public accountant certificate in 2018.

Ms. Zhou has entered into a service contract with the Company for an initial term of three years with effect from the third session of the board of supervisors. Ms. Zhou will be entitled to a supervisor’s fee of RMB6,000 per annum. Ms. Zhou will be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

As of the date of this announcement, (i) Ms. Zhou 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) Ms. Zhou does not have any relationship with any other Directors, senior management or the Relevant Persons; (iii) Ms. Zhou does not hold any positions in the Company; and (iv) Ms. Zhou does not have or is not deemed to have any interests in the Relevant Shares within the meaning of Part XV of the SFO.

There is no other information that should be disclosed with respect to the appointment of Ms. Zhou pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of the Shareholders.

Mr. Wang, aged 38, was appointed as a staff representative supervisor of the Company. Mr. Wang graduated from Zhejiang Institute of Finance and Economics (浙江財經學院) (currently known as Zhejiang University of Finance and Economics (浙江財經大學)) and obtained a bachelor of management degree (major in auditing). From August 2004 to March 2015, Mr. Wang was an officer of Deqing County Tax Service, State Taxation Administration (德清縣國家稅務局). From March 2015 to February 2017, Mr. Wang worked in Zuoli Capital Management Company Limited (佐力資本管理股份有限公司). From February 2017 to April 2018, Mr. Wang worked in the Company. Mr. Wang worked in Deqing Jinhui Micro-finance Company Limited from April 2018 to July 2019. Mr. Wang worked in the Company since July 2019.

Mr. Wang has entered into a service contract with the Company as the staff representative supervisor for a term commencing from 29 June 2020 until the expiry of the third session of the board of supervisors. Mr. Wang is entitled to receive a supervisor's fee of RMB6,000 per annum. Mr. Wang will be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

As of the date of this announcement, (i) Mr. 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) Mr. Wang does not have any relationship with any other Directors, senior management or the Relevant Persons; and (iii) Mr. Wang does not have or is not deemed to have any interests in the Relevant Shares within the meaning of Part XV of the SFO.

There is no other information that should be disclosed with respect to the appointment of Mr. Wang pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of the Shareholders.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Upon approval at the AGM, the proposed amendments to the articles of association of the Company were duly passed as a special resolution with effect from the date of the AGM. For details of the proposed amendments to the articles of association of the Company, please refer to the Circular.

By Order of the Board
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, 29 June 2020

As at the date of this announcement, the executive Directors are Mr. Yu Yin, Mr. Zheng Xuegen, Mr. Yang Sheng and Ms. Hu Fangfang, the non-executive Director is Mr. Pan Zhongmin, and the independent non-executive Directors are Mr. Chan Kin Man, Mr. Zhao Xuqiang and Ms. Yang Jie.

** For identification purposes only*