

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**REPORT OF THE DIRECTORS FOR THE YEAR 2022,  
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2022,  
ANNUAL REPORT FOR THE YEAR 2022,  
THE COMPANY'S AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2022,  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2022,  
EXTERNAL AUDITOR'S FEES FOR THE YEAR 2022,  
RE-APPOINTMENT OF THE COMPANY'S EXTERNAL AUDITOR,  
RE-ELECTION OF DIRECTORS,  
RE-ELECTION OF SUPERVISORS,  
BANK CREDIT APPLICATIONS,  
PURCHASE OF WEALTH MANAGEMENT PRODUCTS  
WITH TEMPORARY IDLE PROCEEDS,  
THE GRANTS OF EXTERNAL GUARANTEES,  
GENERAL MANDATE TO ISSUE SHARES,  
ISSUE OF DEBT FINANCING INSTRUMENTS,  
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION  
AND  
NOTICE OF AGM**

A notice of convening the AGM of the Company to be held at Conference Room, 3rd Floor, Zuoli Building, No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC at 3:30 p.m. on Thursday, 29 June 2023 is set out on pages 34 to 41 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Company's registered office in the PRC at No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC (in respect of Domestic Shares) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the AGM 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 purpose only*

26 April 2023

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Conference Room, 3rd Floor, Zuoli Building, No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC at 3:30 p.m. on 29 June 2023, the notice of which is set out on pages 34 to 41 of this circular, or any adjournment thereof
“Articles” or “Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors
“Company”	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 PRC with limited liability on 18 August 2011 and the H Shares of which are listed on the Stock Exchange
“Company Law”	《中華人民共和國公司法》 (the Company Law of the PRC*), as amended, modified or otherwise supplemented from time to time
“Deqing”	Deqing County, Huzhou, Zhejiang, where the Company principally operates
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are subscribed for and paid up in RMB
“General Meeting”	general meeting of the Shareholders
“Group”	the Company and its subsidiaries
“H Shares”	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
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

\* For identification purpose only

## DEFINITIONS

“Latest Practicable Date”	18 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or otherwise supplemented from time to time
“Nomination Committee”	the nomination committee of the Board
“Notice”	the notice of the AGM as set out on pages 34 to 41 of this circular
“PRC”	the People’s Republic of China, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the Articles as set out in Appendix II to this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	《中華人民共和國證券法》(the Securities Law of the PRC*), as amended, modified or otherwise supplemented from time to time
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, modified or otherwise supplemented from time to time
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the member(s) of the supervisory committee of the Company established pursuant to the Company Law
“Supervisory Committee”	the supervisory committee of the Company established pursuant to the Company Law
“Zhejiang”	Zhejiang Province, a province located in the southeastern coast of the PRC
“%”	percent

## DEFINITIONS

*For the purpose of this circular, conversion of RMB into HK\$ is based on the exchange rate of RMB1.00 to HK\$1.14. The exchange rate has been used, where applicable, for the purposes of illustration only and do not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.*

LETTER FROM THE BOARD



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)

*Executive Directors:*

Mr. Yu Yin (Chairman)  
Mr. Zheng Xuegen  
Mr. Yang Sheng  
Ms. Hu Fangfang

*Non-executive Director:*

Mr. Pan Zhongmin

*Independent Non-executive Directors:*

Mr. Chan Kin Man  
Mr. Zhao Xuqiang  
Ms. Yang Jie

*Registered Office:*

No. 399, Deqing Avenue,  
Wukang Road,  
Deqing County,  
Huzhou City,  
Zhejiang Province, the PRC

*Principal Place of Business  
in Hong Kong:*

Suite 2703, 27/F.,  
Shui On Centre,  
6-8 Harbour Road,  
Wanchai, Hong Kong

26 April 2023

*To the Shareholders*

Dear Sir or Madam,

**REPORT OF THE DIRECTORS FOR THE YEAR 2022,  
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2022,  
ANNUAL REPORT FOR THE YEAR 2022,  
THE COMPANY'S AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2022,  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2022,  
EXTERNAL AUDITOR'S FEES FOR THE YEAR 2022,  
RE-APPOINTMENT OF THE COMPANY'S EXTERNAL AUDITOR,  
RE-ELECTION OF DIRECTORS,  
RE-ELECTION OF SUPERVISORS,  
BANK CREDIT APPLICATIONS,  
PURCHASE OF WEALTH MANAGEMENT PRODUCTS  
WITH TEMPORARY IDLE PROCEEDS,  
THE GRANTS OF EXTERNAL GUARANTEES,  
GENERAL MANDATE TO ISSUE SHARES,  
ISSUE OF DEBT FINANCING INSTRUMENTS,  
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION  
AND  
NOTICE OF AGM**

\* For identification purpose only

## **LETTER FROM THE BOARD**

### **INTRODUCTION**

The purpose of this circular is to give you the Notice and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions (among others) to be proposed at the AGM for the following issues, to be approved by way of ordinary resolutions or special resolutions:

### **ORDINARY RESOLUTIONS**

- (1) Report of the Directors for the year 2022;
- (2) Report of the board of Supervisors for the year 2022;
- (3) Annual report for the year 2022;
- (4) The Company's audited financial statements for the year 2022;
- (5) Profit distribution plan for the year 2022;
- (6) External auditor's fees for the year 2022;
- (7) Re-appointment of KPMG as the Company's external auditor;
- (8) Re-election of Directors;
- (9) Re-election of Supervisors;
- (10) Bank credit applications; and
- (11) Purchase of wealth management products with temporary idle proceeds.

### **SPECIAL RESOLUTIONS**

- (12) The grants of external guarantees;
- (13) General mandate to issue Shares;
- (14) Issue of the debt financing instruments; and
- (15) Proposed amendments to the Articles of Association.

## **LETTER FROM THE BOARD**

### **(1) REPORT OF THE DIRECTORS FOR THE YEAR 2022**

An ordinary resolution will be proposed at the AGM to approve the report of the Directors for the year 2022, the text of which is set out in the Company's annual report dispatched on 26 April 2023.

### **(2) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2022**

An ordinary resolution will be proposed at the AGM to approve the report of the board of Supervisors for the year 2022, the text of which is set out in the Company's annual report dispatched on 26 April 2023.

### **(3) ANNUAL REPORT FOR THE YEAR 2022**

An ordinary resolution will be proposed at the AGM to approve the annual report for the year 2022 dispatched on 26 April 2023.

### **(4) THE COMPANY'S AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2022**

An ordinary resolution will be proposed at the AGM to approve the Company's audited financial statements for the year ended 31 December 2022, the text of which is set out in the Company's annual report dispatched on 26 April 2023.

### **(5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2022**

According to the Articles of Association, an ordinary resolution will be proposed at the AGM to approve the Company's profit distribution plan for the year 2022.

The Board proposed the distribution of a final dividend of RMB0.04 per Share (before tax) totaling RMB47.2 million (before tax) for the year ended 31 December 2022. Such dividend will be paid to the holders of the Domestic Shares in RMB and to the holders of the H Shares in HKD. The actual amount of the H Share dividend paid in HKD will be calculated according to the average closing exchange rate of RMB against HKD as published by the People's Bank of China for one calendar week immediately preceding the date of the AGM. The payment date for the Proposed Final Dividend will be determined upon approval by the Shareholders at the AGM.

Pursuant to the enterprise income tax law of the PRC and its implementation rules, which came into force on 1 January 2008 and other relevant rules, where the Company distributes the proposed 2022 final dividend to non-resident enterprise Shareholders whose names appear on the register of members for H Shares of the Company, it is required to withhold enterprise income tax at the rate of 10%. Any H Shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other organizations or groups, will be treated as Shares being held by non-resident enterprise Shareholders, and consequently will be subject to the withholding of the enterprise income tax.

## LETTER FROM THE BOARD

Pursuant to the requirements of the Notice on Certain Issues on the Policies of Individual Income Tax by the State Administration of Taxation and the Ministry of Finance (Cai Shui Zi [1994] No. 20) (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》(財稅字[1994] 20號)), foreign individuals are temporarily exempted from individual income tax on the dividends and bonuses received from foreign invested enterprises. The Company was approved by the Department of Commerce of Zhejiang Province to convert into a foreign invested joint stock company, and thus the Company is not required to withhold nor pay the individual income tax on the distribution of dividend to non-resident individual shareholders named in the H Share register.

### **(6) EXTERNAL AUDITOR'S FEES FOR THE YEAR 2022**

An ordinary resolution will be proposed at the AGM to approve the fees paid or payable to the external auditor of the Company, KPMG, for the year ended 31 December 2022.

During the year ended 31 December 2022, the annual fees payable to KPMG in respect of its audit services provided to the Company was RMB2.1 million.

### **(7) RE-APPOINTMENT OF KPMG AS THE COMPANY'S EXTERNAL AUDITOR**

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

### **(8) RE-ELECTION OF DIRECTORS**

According to article 10.2 of the Articles of Association, the terms of the Directors shall be three years and the Directors shall be elected at a general meeting. Upon the expiry of the term, each of the Directors shall be eligible for re-election.

According to article 10.3 of the Articles of Association, any person so appointed shall have a term of office commencing from the date on which he is elected until the next annual general meeting, and shall be eligible for re-election at the general meeting.

The re-election of the Directors were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company.

The Nomination Committee has reviewed the re-election of the Directors through:

- (a) evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation;

## LETTER FROM THE BOARD

- (b) assessing the independence of Mr. Chan Kin Man, Mr. Zhao Xuqiang and Ms. Yang Jie and considered whether they meet the “independent” criteria as required under the Listing Rules and are suitable to act as independent non-executive Directors; and
- (c) the extensive knowledge and experience provided by the retiring and proposed Directors as set out in Appendix I to this circular.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

- (a) the performance of the retiring Directors was satisfactory and contributed effectively to the operation of the Board; and
- (b) based on the information available to the Nomination Committee and the annual written independence confirmation received from the independent non-executive Directors, the Nomination Committee was satisfied that each of Mr. Chan Kin Man, Mr. Zhao Xuqiang and Ms. Yang Jie:
  - i. fulfills the requirements of an independent non-executive Director as stipulated under Rule 3.13 of the Listing Rules; and
  - ii. is a person of integrity and independent in character and judgement.

According to the foregoing provisions, Mr. Yu Yin, Mr. Zheng Xuegen, Mr. Yang Sheng, Ms. Hu Fangfang, Mr. Pan Zhongmin, Mr. Chan Kin Man, Mr. Zhao Xuqiang and Ms. Yang Jie shall retire by rotation at the AGM. All of the above eight Directors have offered themselves for re-election at the AGM.

In this respect, the ordinary resolutions will be proposed to (a) re-elect Mr. Yu Yin as an executive Director; (b) re-elect Mr. Zheng Xuegen as an executive Director; (c) re-elect Mr. Yang Sheng as an executive Director; (d) re-elect Ms. Hu Fangfang as an executive Director; (e) re-elect Mr. Pan Zhongmin as a non-executive Director; (f) re-elect Mr. Chan Kin Man as an independent non-executive Director; (g) re-elect Mr. Zhao Xuqiang as an independent non-executive Director; and (h) re-elect Ms. Yang Jie as an independent non-executive Director at the AGM.

Brief biographical details of the Directors proposed for re-election are set out in Appendix I to this circular.

### **(9) RE-ELECTION OF SUPERVISORS**

The Supervisory Committee shall consist of two shareholder representative supervisors and one staff representative supervisor of which the number of the staff representative supervisor, whom shall be appointed through democratic election by the staff of the Company. The remaining Supervisors are shareholder representative supervisors and shall be appointed at a general meeting. Each of the Supervisors shall be appointed for a term of three years. Upon the expiry of the term, each of the Supervisors shall be eligible for re-election.

## **LETTER FROM THE BOARD**

Mr. Wang Peijun and Ms. Zhou Mingwan shall retire by rotation at the AGM. Mr. Wang Peijun and Ms. Zhou Mingwan have offered themselves for re-election at the AGM.

In this respect, the ordinary resolutions will be proposed to (a) re-elect Mr. Wang Peijun as a Supervisor; and (b) re-elect Ms. Zhou Mingwan as a Supervisor at the AGM.

Brief biographical details of the Supervisors proposed for re-election are set out in Appendix I to this circular.

### **(10) BANK CREDIT APPLICATIONS**

In order to further expand the capital source of the Company, benefit the expansion of the Company's business and increase the leverage ratio of the Company, the Company intends to apply a comprehensive credit line not exceeding RMB800 million (including RMB800 million) from the bank with the actual bank interest rate during the period of obtaining credit, to supplement the working capital of the Company in the year of 2023. The amount of credit applied by the Company will ultimately depend on the actual credit amount approved by the bank. The specific financing amount will be determined in accordance with the actual needs of working capital of the Company.

Within the scope of annual credit limit approved in the annual general meeting of the Company, to authorise the chairman of the Board to execute any legal documents in connection with the above credit limit on behalf of the Company, all legal and economic liabilities arising therefrom shall be borne by the Company. The chief financial officer of the Company is responsible for matters such as the execution of bank credit applications.

### **(11) PURCHASE OF WEALTH MANAGEMENT PRODUCTS WITH TEMPORARY IDLE PROCEEDS**

To improve the efficiency of utilisation of the Group's temporary idle proceeds, the Company intends to apply part of the idle proceeds to purchase wealth management products issued by financial institutions with lower risk without affecting the Company's daily operation capital use, so as to enhance the utilisation and effect of the Company's temporary idle proceeds, thereby further increase the overall income of the Company and seek better investment returns for the benefits of the Company and the Shareholders as a whole.

According to the actual funds arrangement of the Company, the proposed wealth management products to be invested are summarised below:

#### **(i) Varieties of entrusted wealth management products**

Varieties of investment on wealth management products issued by financial institutions are classified as fixed income or non-break-even floating income.

## LETTER FROM THE BOARD

### (ii) Investment cap

The amount of a single purchase of wealth management products by the Company or unexpired wealth management products held at any time shall not exceed RMB200 million in aggregate. Rolling use can be made within the abovementioned cap upon the passing of this resolution.

### (iii) Term

Term of purchase of wealth management products with temporary idle proceeds shall not exceed 1 month.

### (iv) Source of funding and manner of implementation

Funding for purchase of wealth management products shall be solely limited to temporary idle proceeds of the Company. It is proposed that the following authorisation of the Board is approved at AGM: within the abovementioned cap (i) the chairman of the Board is authorised to exercise the decision-making power regarding purchase of wealth management products and sign relevant legal documents; (ii) the chief financial officer of the Company is authorised to be responsible for matters such as handling relevant procedures for purchase of wealth management products. The Company will perform the continuous disclosure obligations related to the progress of the related usage of temporary idle proceeds for purchase of wealth management products pursuant to the applicable laws and regulations.

The abovementioned authorisation shall be effective from the passing of this resolution at the AGM until the date of the next annual general meeting of the Company.

## (12) THE GRANTS OF EXTERNAL GUARANTEES

In order to meet the production, operation and development needs of the Company's holding subsidiaries and enhance its market competitiveness, the Company intends to provide external guarantees with a total amount of no more than RMB1 billion (including RMB1 billion) (the "**External Guarantee Quota**") to its holding subsidiaries pursuant to the relevant requirements of the Securities Law, the Company Law, the Listing Rules and other applicable laws and regulations. The Board resolved to submit to the Shareholders at the AGM for considering and approving the following mandates (the "**Mandates**") to the Board:

- (i) in the extent of External Guarantee Quota that implement the required guarantee amounts by steps, as well as sign and guarantee the relevant legal documents, pursuant to the major business operations of each of the Company's holding subsidiaries;
- (ii) in the extent of External Guarantee Quota that could adjust the actual guarantee amounts amongst the holding subsidiaries on the basis of the actual needs of each holding subsidiary of the Company.

## **LETTER FROM THE BOARD**

The Mandates 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. The Company will perform the continuous disclosure obligations related to the progress of the related external guarantees pursuant to the applicable laws and regulations.

### **(13) GENERAL MANDATE TO ISSUE SHARES**

To increase flexibility and efficiency in the Company's operation, a special resolution is proposed by the Company to grant the general mandate to the Directors to allot, issue and otherwise deal with additional Domestic Shares and/or H Shares, up to a limit of 20% of each of the number of the Domestic Shares and H Shares, respectively, in issue on the date of passing such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 880,000,000 Domestic Shares and 300,000,000 H Shares. Subject to the passing of the resolution of the granting of the general mandate and on the basis that no further Shares will be issued before the AGM, the Company will be allowed to issue a maximum of 176,000,000 Domestic Shares and 60,000,000 H Shares under the general mandate.

The general mandate 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.

Pursuant to the general mandate, the Board shall be authorised to determine the specific issue plan, including but not limited to: (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.

Any exercise of the power by the Board under the general mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association, the applicable laws and regulations of the PRC and all the necessary approvals of relevant government authorities. As at the Latest Practicable Date, the Board does not have any definitive plan to issue any new Shares pursuant to the general mandate.

## LETTER FROM THE BOARD

### (14) ISSUE OF DEBT FINANCING INSTRUMENTS

In order to further expand financing channels of the Company, develop the business and lower the financing cost of the Company, the Board resolved to submit to the Shareholders at the AGM for consideration and, if thought fit, approval of the proposed issue of the debt financing instrument with an aggregate principal amount of not more than RMB2 billion (including RMB2 billion) (the “**Debt Financing Instruments**”) inside or outside the PRC.

According to the laws and regulations of the PRC and the Articles of Association, the proposed issue of the Debt Financing Instruments is subject to the approval of the Shareholders by way of a special resolution at the AGM and the approval by relevant regulatory authorities.

#### (1) Arrangements for the issue

- 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;
- 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 assets-backed bonds, overseas bond issuance, overseas borrowings and other type of debt financing instrument issued inside or outside the PRC;
- Maturity: not more than five years (including five years) for the term of each Debt Financing Instruments; and
- Use of proceeds: supplement of working capital.

#### (2) Authorisation to the Board

It will be submitted to the AGM to authorise the Board to deal with, in the best interest of the Company, all matters relating to the proposed issue of Debt Financing Instruments, including but not limited:

- (i) to consider the issue of Debt Financing Instruments in accordance with 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 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;

## LETTER FROM THE BOARD

- (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.

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.

### **(15) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE ELEVENTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 6 April 2023. The Board proposes to seek approval from the Shareholders at the AGM for amendments to the Articles of Association, to conform with the core shareholder protection standards set out in Appendix 3 to the Listing Rules and to make other updates and housekeeping changes (collectively, the “**Proposed Amendments**”), and the adoption of the eleventh Amended and Restated Articles of Association incorporating the Proposed Amendments. The adoption of the eleventh Amended and Restated Articles of Association is subject to the approval of the Shareholders by way of special resolution at the AGM. Details of the Proposed Amendments are set out in Appendix II to this circular.

The legal advisers to the Company as to Hong Kong laws and PRC laws have respectively confirmed that the Proposed Amendments conform with the requirements of the Listing Rules to the extent applicable and are not inconsistent with the laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments for a PRC company listed on the Stock Exchange.

### **THE AGM AND PROXY ARRANGEMENT**

#### **Notice**

The AGM will be held at Conference Room, 3rd Floor, Zuoli Building, No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC at 3:30 p.m. on Thursday, 29 June 2023. The Notice is set out on pages 34 to 41 of this circular.

## **LETTER FROM THE BOARD**

### **Closure of books**

The register of members of the Company will be closed from Tuesday, 30 May 2023 to Thursday, 29 June 2023, 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, namely Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Company’s registered office in the PRC at No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Monday, 29 May 2023.

### **Proxy form**

Shareholders who intend to attend the AGM by proxy are required to complete and return the proxy form, in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **Voting by poll at the AGM**

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the AGM as set out in the Notice set out at the end of this circular must be taken by poll. The chairman of the AGM will therefore demand a poll for every such resolution put to the vote at the AGM. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share of the Company registered in his or her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Board considers that all resolutions set out in the Notice for the Shareholders' consideration and approval are in the best interests of the Company and its Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the Notice which are to be proposed at the AGM.

Yours faithfully,

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*

The candidates for Directors and Supervisors recommended by the Board for re-election at the AGM are set out below:

## RE-ELECTION OF THE DIRECTORS

### Executive Directors

**Mr. Yu Yin (俞寅) (“Mr. Yu”)**, aged 36, was appointed as the executive Director and the chairman of the Board on 28 April 2014. Mr. Yu is one of the promoters of the Company. He is primarily responsible for the Company’s day-to-day management, postulating business development plans and overseeing the Company’s overall corporate strategies. He is also a member of the Nomination Committee and Remuneration and Appraisal Committee. Mr. Yu is the son of Mr. Yu Youqiang (俞有強) who is the controlling shareholder of Puhua Energy, one of the controlling shareholders of the Company.

From August 2007 to March 2011, Mr. Yu was the chairman of the board of directors at Zhejiang Deqing Longxiang Investment Company Limited\* (浙江德清隆祥投資有限公司, formerly known as Zhejiang Deqing Longxiang Guaranty Company Limited\* (浙江德清隆祥擔保投資有限公司, “**Deqing Longxiang**”), a company that principally engaged in the provision of guarantee for SMEs and individuals and the related advisory services, and investment holding. Mr. Yu was involved in decision making of key issues but was not involved in the day-to-day management of Deqing Longxiang. During the same period of time, Mr. Yu was also working as an assistant to the president\* (行長助理), being responsible for marketing at Deqing Rural Cooperative Bank Wukang Branch\* (德清農村合作銀行武康支行, currently known as Zhejiang Deqing Rural Commercial Bank Company Limited\* (浙江德清農村商業銀行股份有限公司)). From July 2015, Mr. Yu acted as the chairman of Deqing Jinhui Micro-finance Company Limited\* (德清金匯小額貸款有限公司), a subsidiary of the Company. From June 2016 to July 2019, Mr. Yu was the chairman of the board of directors at Zhejiang Province Anli Tourism Development Company Limited\* (浙江郡安里文旅發展有限公司) (formerly known as Deqing County Anli Tourism Development Company Limited\* (德清郡安里旅遊開發有限公司)). Since June 2016, Mr. Yu Yin is the chairman of the board of directors at Deqing Yulong Tourism Development Company Limited\* (德清御隆旅遊開發有限公司). Since December 2015, Mr. Yu Yin is the vice chairman of the board of directors at Zuoli Holdings Group Company Limited\* (佐力控股集團有限公司).

Mr. Yu obtained a bachelor’s degree in business administration in May 2007. From December 2011 to September 2012, Mr. Yu attended courses in Intermediate Studies for CEOs of the Cross-Straits Frontier\* (海峽兩岸企業總裁前沿課程首期高級研修班) offered by School of Management, Fudan University and National Taiwan Normal University.

Mr. Yu, being one of our promoters, has been one of our directors since the establishment of our predecessor company 德清佐力科創小額貸款有限公司 (Deqing Zuoli Kechuang Micro-finance Company Limited (“**Predecessor Company**”) in August 2011.

Mr. Yu, has entered into a service contract with the Company as an executive Director in December 2014 for a term of three years with effect from the third session of the Board. As at the Latest Practicable Date, Mr. Yu is entitled to receive an annual director's fee of RMB6,000, as well as allowances and benefits and discretionary bonuses as approved from time to time, which are determined after arm's length negotiation between Mr. Yu and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Yu is beneficially interested in 419,928,000 Domestic Shares, which is required to be disclosed under Part XV of the SFO. Apart from those disclosed above, Mr. Yu does not have any interest in the Shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO), and there are no any other matters that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Save as disclosed above, (i) Mr. Yu 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) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no other information that should be disclosed for Mr. Yu 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 Shareholders.

**Mr. Zheng Xuegen (鄭學根) (“Mr. Zhang”)**, aged 58, was appointed as the executive Director on 28 April 2014. He is the vice chairman. Mr. Zheng is also one of the founders of the Company. He is primarily responsible for the day-to-day operations, strategic development and administrative management. He is also a member of the Loan Approval Committee.

From September 1990 to December 1994, Mr. Zheng worked as a researcher at Deqing Bulb Factory\* (德清縣燈泡廠, currently known as Zhejiang Zhanzi Photoelectricity Co., Ltd\* (浙江占字光電股份有限公司)), a company primarily engaged in manufacturing of lighting products. From January 1995 to January 1997, Mr. Zheng was the office manager\* (廠辦主任) of the Crystal Fibre Factory of Zhejiang OSMUN Group Company Limited\* (浙江歐詩漫集團有限公司), a company primarily engaged in manufacturing of skin care products, cosmetics and thermal insulation materials. Prior to joining our Predecessor Company, Mr. Zheng had worked successively as the officer in chief, human resources manager, secretary of the board of directors and deputy general manager at Zhejiang Jolly Pharmaceutical Co., Ltd. (浙江佐力藥業股份有限公司) (“**Jolly Pharmaceutical**”). In January 2008, Mr. Zheng served as a director and the deputy general manager of Jolly Pharmaceutical where he mainly carried out day-to-day management. He has served as a non-executive director of Jolly Pharmaceutical since 10 March 2014, where he has been mainly responsible for assisting the chairman in formulating strategies. Jolly Pharmaceutical

is a company established in the PRC whose shares are listed on the Shenzhen Stock Exchange (stock code: 300181) and is principally engaged in the research, development, production and sales of pharmaceutical products. From July 2015 to April 2019, Mr. Zheng served as the director of Deqing Jinhui Micro-finance Company Limited\* (德清金匯小額貸款有限公司), a subsidiary of the Company. From August 2015 and December 2016, Mr. Zheng served as the directors of Zuoli Micro-finance Hong Kong International Investment Company Limited\* (佐力小貸香港國際投資有限公司) and Hangzhou High-tech District (Binjiang) Xingyao Pu Hui Micro-finance Co., Ltd.\* (杭州市高新區(濱江)興耀普匯小額貸款有限公司), the subsidiaries of the Company, respectively.

In February 2003, Mr. Zheng was accredited as the Excellent Worker for Workers' Union\* (優秀工會工作者) by Huzhou City General Workers' Union\* (湖州市總工會). In June 2006, Mr. Zheng obtained a Certificate for Completion of Training Course — File Management (Zhejiang)\* (浙江省檔案管理崗位培訓證書) issued by Zhejiang Dang'an Cadre Education Training Centre (浙江省檔案幹部教育培訓中心). In September 2012, he also obtained a certificate for training for senior management of listed companies\* (上市公司高級管理人員培訓證書) issued by Zhejiang Securities Regulatory Bureau\* under CSRC (中國證券監督管理委員會浙江證監局). In December 2013, Mr. Zheng obtained a qualification certificate for secretary to board of directors\* (董事會秘書資格證書) issued by the Shenzhen Stock Exchange.

Mr. Zheng has been acting as the vice chairman of our Predecessor Company since August 2011. On 10 March 2014, Mr. Zheng resigned as the deputy general manager of Jolly Pharmaceutical. As Mr. Zheng is serving as a non-executive director of Jolly Pharmaceutical, he does not participate in the day-to-day management of Jolly Pharmaceutical and he can devote sufficient time and efforts to acting as an executive Director of the Company. The Company therefore considers that Mr. Zheng has sufficient capacity to discharge his duties as directors of two listed companies.

Mr. Zheng obtained an adult higher education certificate majoring in economic management (經濟管理專業成人高等教育專業證書) from the Zhejiang Province Department Employee Colleges\* (浙江省省級機關職工業餘大學) in February 2002. In January 2013, he also obtained a college diploma (專科文憑) in management through online learning majoring in administration management from China University of Geosciences (中國地質大學).

Mr. Zheng has entered into a service contract with the Company in December 2014, and was appointed as an executive director for a term of three years with effect from the third session of the Board. As at the Latest Practicable Date, Mr. Zheng is entitled to receive an annual director's fee of RMB6,000, as well as allowances and benefits and discretionary bonuses as approved from time to time, which are determined after arm's length negotiation between Mr. Zheng and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Zheng is beneficially interested in 2,992,000 Domestic Shares, which is required to be disclosed under Part XV of the SFO. Apart from those disclosed above, Mr. Zheng does not have any interest in the Shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO), and there are no any other matters that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Save as disclosed above, (i) Mr. Zheng 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) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no other information that should be disclosed for Mr. Zheng 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 Shareholders.

**Mr. Yang Sheng (楊晟) (“Mr. Yang”)**, aged 48, was appointed as the executive Director on 7 April 2016. He is also the general manager of the Company, the vice chairman of the Board and also the chairman of the Loan Approval Committee, who is mainly responsible for the business management of the Company. Before joining the Company, Mr. Yang accumulated ample experience on credit and management in Bank of China. From February 1994 to June 2003, Mr. Yang was a staff member at Huzhou City Branch of Bank of China. Mr. Yang served as the deputy head of security department in Huzhou City Branch of Bank of China from June 2003 to July 2007. Mr. Yang served as the head of security department in Huzhou City Branch of Bank of China from July 2007 to August 2010. Mr. Yang served as the head of general management department in Huzhou City Branch of Bank of China from January 2010 to August 2010. Mr. Yang was assigned to Anji County Subbranch of Bank of China as the president from August 2010 to January 2014. Mr. Yang was the president of Deqing County Sub-branch of Bank of China from January 2014 to August 2015. Since December 2016, Mr. Yang has served as the chairman of the board of directors of Hangzhou High-tech District (Binjiang) Xingyao Pu Hui Micro-finance Co., Ltd.\* (杭州市高新區(濱江)興耀普匯小額貸款有限公司), a subsidiary of the Company. Mr. Yang has served as the general manager of Deqing Jinhui Micro-finance Company Limited\* (德清金匯小額貸款有限公司), a subsidiary of the Company, from April 2018 to August 2018. Since August 2018, Mr. Yang has been appointed as the general manager of the Company. Since 16 December 2021, Mr. Yang has served as the chairman of the board of directors of 浙江佐力健康科技有限公司 (Zhejiang Zuoli Health Technology Co., Ltd.\*). As at February 2022, Mr. Yang became a committee member of the tenth Deqing County Committee of the Chinese People’s Political Consultative Conference\* (中國人民政治協商會議第十屆德清縣委員會). As at February 2023, Mr. Yang became a standing committee member of the tenth Deqing County Committee of the Chinese People’s Political Consultative Conference\* (中國人民政治協商會議第十屆德清縣委員會). Mr.

Yang was recognized as “Outstanding person for construction of the experimental area of the national green finance reform and innovation 2022 (2022 年度國家綠色金融改革創新試驗區建設優秀個人)”.

Mr. Yang, as an executive Director, has entered into a service contract with the Company in April 2016 for a term of three years with effect from the third session of the Board. As at the Latest Practicable Date, Mr. Yang is entitled to receive an annual director’s fee of RMB6,000, as well as allowances and benefits and discretionary bonuses as approved from time to time, which are determined after arm’s length negotiation between Mr. Yang and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and time devoted in the Company’s business, as well as the current financial position of the Company and the prevailing market condition.

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Yang does not have or deemed to have any interests in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, (i) Mr. 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) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no other information that should be disclosed for Mr. 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 Shareholders.

**Ms. Hu Fangfang (胡芳芳) (“Ms. Hu”)**, aged 41, was appointed as the executive Director on 28 June 2019. Ms. Hu joined the Company as the Chief Financial Controller and a member of the Loan Approval Committee on 1 July 2015. Ms. Hu is responsible for coordinating and guiding the financial management, budget management, accounting and auditing and internal control aspects of the Company. As executive Director, Ms. Hu is responsible for formulating the Company’s financial strategies, organize and implement important internal audit activities, coordinate fund raising activities for working capital of the Company’s operation and prepare the Company’s financial planning. She is also responsible for monitoring the financial affairs of the Company’s subsidiaries, assist senior management in implementing business strategies and operation plans to achieve the Company’s operation and management targets and development goals. Prior to joining the Company, Ms. Hu has built up extensive experience on financial management.

From July 2004 to November 2006, Ms. Hu worked in Zhejiang Jiangong Real Estate Development Group Company Limited (浙江建工房地產開發集團有限公司) and engaged in financial duties. From November 2006 to December 2008, she worked in Zhejiang Dongfang Accountants Company Limited (浙江東方會計師事務所有限公司) and engaged in on-site audit works. From December 2008 to June 2015, Ms. Hu served as a manager of Pan-China Certified

Public Accountants LLP (天健會計師事務所(特殊普通合夥)). Ms. Hu has served as a director of Deqing Jinhui Micro-finance Company Limited\* (德清金匯小額貸款有限公司), a subsidiary of the Company from July 2015 to April 2019. Ms. Hu has served as a supervisor of Hangzhou High-tech District (Binjiang) Xingyao Pu Hui Micro-finance Co., Ltd.\* (杭州市高新區(濱江)興耀普匯小額貸款有限公司), a subsidiary of the Company since December 2016.

Ms. Hu 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)) with a bachelor of management degree (major in accounting) in 2004. As at March 2022, Ms. Hu obtained a master's degree from the Fudan University School of Management (復旦大學管理學院). Ms. Hu was admitted as a certified public accountant of the Chinese Institute of Certified Public Accountants in 2007.

Ms. Hu, as an executive Director, has entered into a service contract with the Company in June 2019 for a term of three years with effect from the third session of the Board. As at the Latest Practicable Date, Ms. Hu is entitled to receive an annual director's fee of RMB6,000, as well as allowances and benefits and discretionary bonuses as approved from time to time, which are determined after arm's length negotiation between Ms. Hu and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Ms. Hu does not have or deemed to have any interests in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, (i) Ms. Hu 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) she does not hold any other positions in the Company and its subsidiaries; and (iii) she does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no other information that should be disclosed for Ms. Hu 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 Shareholders.

### Non-executive Directors

**Mr. Pan Zhongmin (潘忠敏) ("Mr. Pan")** (formerly known as Pan Zhongming (潘忠明)), aged 49, was appointed as the non-executive Director on 8 August 2014. Mr. Pan has over 10 years of experience in marketing related matters. From October 1998 to February 2003, Mr. Pan worked as a sales and marketing representative in Deqing Wukang Zhong Sheng Refractory and Heat Insulating Material Operating Department\* (德清縣武康中盛耐火保溫材料經營部), a company primarily engaged in the sales and marketing of heat insulating material and refractory materials.

From March 2003 to January 2005, Mr. Pan Zhongmin worked as a deputy general manager in Hangzhou Meibao Furnace Engineering Co., Ltd.\* (杭州美寶爐窯工程有限公司), a company primarily engaged in the design, production and installation of furnace. He was responsible for overseeing the daily operation in the abovementioned companies. Since March 2005 till now, Mr. Pan has been the chairman of the board of directors of Zhejiang Bangni Refractory Fiber Co., Ltd.\* (浙江邦尼耐火纖維有限公司), a company mainly engaged in production and sales of refractory fiber and materials where Mr. Pan has been responsible for strategic planning and business development. As at February 2022, Mr. Pan became a committee member of 中國人民政治協商會議第十屆德清縣委員會 (the tenth Deqing County Committee of the Chinese People's Political Consultative Conference\*).

Mr. Pan graduated from Deqing Agricultural Vocational High School\* (德清縣農職業高級中學) in July 1992. In July 2011, he obtained a college diploma (專科文憑) through online learning majoring in business administration management from Dalian University of Technology (大連理工大學). In January 2022, Mr. Pan obtained a bachelor degree in business administration from the Open University of China.

Mr. Pan has entered into a service contract with the Company in December 2014, and was appointed as a non-executive Director for a term of three years with effect from the third session of the Board. As at the Latest Practicable Date, Mr. Pan is entitled to receive an annual director's fee of RMB6,000, which are determined after arm's length negotiation between Mr. Pan and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Pan is beneficially interested in 11,792,000 Domestic Shares, which is required to be disclosed under Part XV of the SFO. Apart from those disclosed above, Mr. Pan does not have any interest in the Shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO), and there are no any other matters that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Save as disclosed above, (i) Mr. Pan 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) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no other information that should be disclosed for Mr. Pan 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 Shareholders.

**Independent non-executive Directors**

**Mr. Chan Kin Man** (陳健民) (“Mr. Chan”), aged 43, was appointed as an independent non-executive Director on 29 June 2020. 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 in July 2020, and was appointed as an independent non-executive Director for a term of three years with effect from the third session of the Board. As at the Latest Practicable Date, Mr. Chan is entitled to receive an annual director’s fee of HK\$150,000, 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 time devoted in the Company’s business, as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Chan does not have or deemed to have any interests in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the 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) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no other information that should be disclosed for 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 Shareholders.

**Mr. Zhao Xuqiang (趙旭強) (“Mr. Zhao”)**, aged 45, was appointed as an independent non-executive Director on 29 June 2020. 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 served for Anhui Genuine New Materials Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 603429) since April 2020. Mr. Zhao acted as an independent director of Baocheng Futures Co., Ltd. (寶城期貨有限責任公司) (a subsidiary of China Great Wall Securities Co., Ltd., a company listed on the Shenzhen Stock Exchange, stock code: 002939) since December 2021.

Mr. Zhao has entered into a service contract with the Company in July 2020, and was appointed as an independent non-executive Director for a term of three years with effect from the third session of the Board. As at the Latest Practicable Date, Mr. Zhao is entitled to receive an annual director’s fee of RMB100,000, 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 time devoted in the Company’s business, as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Zhao does not have or deemed to have any interests in any shares or underlying shares of the Company or its associated corporations 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) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no other information that should be disclosed for 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 Shareholders.

**Ms. Yang Jie (楊婕) (Ms. Yang)**, aged 44, was appointed as an independent non-executive Director on 29 June 2020. 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). From May 2013 to January 2023, Ms. Yang served at T&C (Zhejiang) Law Firm (浙江天冊律師事務所). Since January 2023, Ms. Yang joined Beijing Grandway (Hangzhou) Law Offices (北京國楓(杭州)律師事務所).

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 to December 2021, 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). Since April 2019, Ms. Yang served as an independent director in Zhejiang Zhongkong Technology (Holdings) Co., Ltd.\* (浙江中控技術股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 688777). 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 in July 2020, and was appointed as an independent non-executive Director for a term of three years with effect from the third session of the Board. As at the Latest Practicable Date, Ms. Yang is entitled to receive an annual director's fee of RMB100,000, 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 time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Ms. Yang does not have or deemed to have any interests in any shares or underlying shares of the Company or its associated corporations 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) she does not hold any other positions in the Company and its subsidiaries; and (iii) she does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no other information that should be disclosed for 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 Shareholders.

#### RE-ELECTION OF THE SUPERVISORS

**Mr. Wang Peijun (“Mr. Wang”)**, aged 49, was appointed as the Supervisor with effect from 8 August 2014. From September 1994 to August 1997, Mr. Wang studied marketing courses provided by Anhui University (安徽大學), and obtained a graduate certificate from Anhui University in August 1997. In January 2011, Mr. Wang graduated from the college of online education of Chongqing University (重慶大學) majoring in engineering management (engineering cost management)\* (工程管理(工程造價管理方向)) with a college diploma (專科文憑).

From September 1992 to December 2003, Mr. Wang worked as a manager of the sales department at Zhejiang Jiefang Decoration Engineering Co., Ltd.\* (浙江解放裝飾工程有限公司), a company primarily engaged in interior design and design and installation of glass wall, steel and aluminium alloy doors and window frames. Since January 2004, Mr. Wang has been the general manager of Deqing Hong Yuan Decoration Company Limited\* (德清宏遠裝飾有限公司), a company primarily engaged in interior design and design and installation of steel and aluminium alloy doors and window frames.

On 8 November 2006, Mr. Wang was recognized as a construction engineer\* (建築施工工程師) by Quzhou City Personnel Labour Social Security Bureau\* (衢州市人事勞動社會保障局, currently known as Quzhou City Human Resources and Social Security Bureau\* (衢州市人力資源和社會保障局)).

Save as disclosed above, 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. Mr. Wang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Wang does not hold any other positions in the Company or other members of the Group. Mr. Wang does not have any interests in any Shares within the meaning of Part XV of the SFO.

Mr. Wang has entered into a service contract with the Company in December 2014, for an initial term of three years with effect from the third session of the Board. Mr. Wang is entitled to receive an annual supervisor’s fee of RMB6,000. Mr. Wang shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

There is no other information that should be disclosed with respect to 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.

**Ms. Zhou Mingwan (“Ms. Zhou”)**, aged 35, was appointed as a Supervisor with effect from 29 June 2020. 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 from February 2018 to August 2020. From August 2020 to February 2023, Ms. Zhou acted as deputy general manager and chief financial officer in Deqing Yulong Tourism Development Company Limited\* (德清御隆旅遊開發有限公司). Since February 2023, Ms. Zhou acted as head of finance department in Zhejiang Nazhong New Material Technology Company Limited\*(浙江納眾新材料科技有限公司). Ms. Zhou obtained an intermediate accountant title in 2016 and obtained a non-practicing certified public accountant certificate in 2018.

Save as disclosed above, 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. Ms. Zhou does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Ms. Zhou does not hold any other positions in the Company or other members of the Group. Ms. Zhou does not have any interests in any Shares within the meaning of Part XV of the SFO.

Ms. Zhou has entered into a service contract with the Company in June 2020, for an initial term of three years with effect from the third session of the Board. Ms. Zhou is entitled to receive an annual supervisor’s fee of RMB6,000. Ms. Zhou shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

There is no other information that should be disclosed with respect to 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.

The following are the Proposed Amendments to the Articles brought about by the adoption of the eleventh Amended and Restated Articles of Association.

Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Articles.

<b>Article</b>	<b>Before revision</b>	<b>After revision</b>
7.3(2)	<p>Holders of ordinary shares of the Company shall have the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to attend or appoint a proxy to attend shareholders’ general meetings and to exercise the voting right thereat;</p> <p>.....</p>	<p>Holders of ordinary shares of the Company shall have the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to attend or appoint a proxy to attend shareholders’ general meetings and to exercise the <b>right to speak at the general meeting and the</b> voting right thereat, <b>unless individual shareholders are required by the Listing Rules to abstain from voting on specific matters;</b></p> <p>.....</p>
8.2(11)	<p>The shareholders’ general meeting shall have the following functions and powers:</p> <p>.....</p> <p>(11) to resolve on the appointment, dismissal or non-reappointment of the accounting firms;</p> <p>.....</p>	<p>The shareholders’ general meeting shall have the following functions and powers:</p> <p>.....</p> <p>(11) to resolve on the appointment, dismissal or non-reappointment of the accounting firms <b>and its remuneration;</b></p> <p>.....</p>
8.4	<p>General meetings shall either be annual general meetings or extraordinary general meetings. The shareholders’ general meetings shall be convened by the board of directors.</p> <p>Annual general meetings are held once <del>every year</del> and within 6 months from the close of the preceding financial year.</p>	<p>General meetings shall either be annual general meetings or extraordinary general meetings. The shareholders’ general meetings shall be convened by the board of directors.</p> <p>Annual general meetings are held once <b>every accounting year</b> and within 6 months from the close of the preceding financial year.</p>

Article	Before revision	After revision
8.7	Shareholder(s) singly or jointly <del>holding no less than 10% of the shares of the Company</del> shall have the right to request in writing the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the relevant provisions of the laws, administrative regulations and the Articles, respond in writing concerning the approval or disapproval of the convention of the extraordinary general meeting within 10 days upon its receipt of the request.	Shareholder(s) singly or jointly <b>holding 10% or more of the voting rights attached to the share capital of the Company, on a one vote per share basis</b> , shall have the right to request in writing the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the relevant provisions of the laws, administrative regulations and the Articles, respond in writing concerning the approval or disapproval of the convention of the extraordinary general meeting within 10 days upon its receipt of the request.
8.8	For convening an annual general meeting, the Company shall notify each shareholder in the way of public announcement <b>at least 20 days prior</b> to the date of the meeting. For convening an extraordinary general meeting, the Company shall notify each shareholder in the way of public announcement <b>at least 15 days prior</b> to the date of the meeting.	For convening an annual general meeting, the Company shall notify each shareholder in the way of public announcement <b>at least 21 days prior</b> to the date of the meeting. For convening an extraordinary general meeting, the Company shall notify each shareholder in the way of public announcement <b>at least 14 days prior</b> to the date of the meeting.

Article	Before revision	After revision
8.12	<p>Unless otherwise provided by the relevant laws, regulations and Listing Rules and the Articles, notice of a general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting) by personal delivery or prepaid mail to the addresses of the shareholders as shown in the register of shareholders. For holders of domestic shares, notice of a general meeting can be given by way of public announcement. For holders of overseas listed foreign invested shares, notice of a general meeting can be served by ways prescribed in the relevant rules of the overseas place where the shares are listed.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the competent securities regulatory department of the State Council at least <del>20 days prior</del> to the annual general meeting and at least <del>15 days prior</del> to the extraordinary general meeting. Once the announcement is published, all holders of domestic shares are deemed to have received the notice of the general meeting.</p>	<p>Unless otherwise provided by the relevant laws, regulations and Listing Rules and the Articles, notice of a general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting) by personal delivery or prepaid mail to the addresses of the shareholders as shown in the register of shareholders. For holders of domestic shares, notice of a general meeting can be given by way of public announcement. For holders of overseas listed foreign invested shares, notice of a general meeting can be served by ways prescribed in the relevant rules of the overseas place where the shares are listed.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the competent securities regulatory department of the State Council <b>at least 21 days prior</b> to the annual general meeting and <b>at least 14 days prior</b> to the extraordinary general meeting. Once the announcement is published, all holders of domestic shares are deemed to have received the notice of the general meeting.</p>

Article	Before revision	After revision
8.16	<p>The proxy form shall be deposited at the address of the Company or any other place specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other person(s) authorized by the resolutions of the board of directors or other decision-making bodies to act as its representatives may attend the shareholders' general meeting of the Company as a representative of the appointer.</p> <p>If the shareholder in question is a recognized clearing house defined from time to time in the relevant clauses of Hong Kong laws or the proxy of the clearing house, it may appoint one or more person(s) as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting. However, if more than one proxy is appointed, the instruments of proxy signed and authorized by the recognized clearing house shall specify the number and class of shares that each proxy represents. Such duly authorized persons may represent the recognized clearing house (or its proxy) to attend the meeting (without showing share certificates, notarized authorization and/or further evidence of duly authorization) exercise the same powers as if he/she is an individual shareholder of the Company.</p>	<p>The proxy form shall be deposited at the address of the Company or any other place specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other person(s) authorized by the resolutions of the board of directors or other decision-making bodies to act as its representatives may attend the shareholders' general meeting of the Company as a representative of the appointer. <b>Any legal person who has appointed a representative to attend any meeting on its behalf shall be deemed as being present in person.</b></p> <p>If the shareholder in question is a recognized clearing house defined from time to time in the relevant clauses of Hong Kong laws or the proxy of the clearing house, it may appoint one or more person(s) as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting. However, if more than one proxy is appointed, the instruments of proxy signed and authorized by the recognized clearing house shall specify the number and class of shares that each proxy represents. Such duly authorized persons may represent the recognized clearing house (or its proxy) to attend the meeting (without showing share certificates, notarized authorization and/or further evidence of duly authorization) exercise the same powers of <b>speaking and voting</b> as if he/she is an individual shareholder of the Company.</p>

Article	Before revision	After revision
9.6	<p>In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class <del>20 days before</del> the annual general meeting and <del>15 days before</del> the extraordinary general meeting, specifying the matters proposed to be considered and the date and place of the meeting.</p>	<p>In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class <b>at least 21 days before</b> the annual general meeting and <b>at least 14 days before</b> the extraordinary general meeting, specifying the matters proposed to be considered and the date and place of the meeting.</p>
10.3	<p>The term of office of each director shall commence as of his assumption of office until the expiration of the term of office of the current board of directors. Where the directors fail to be promptly re-elected upon the expiration of their term of office, then before the newly elected directors assume office, the original directors shall retain their directorship in accordance with the laws, administrative rules, departmental regulations, and provisions of the Articles.</p> <p>In the event that any person is elected as a director to fill a casual vacancy of, or as an additional director to, the board of directors, such newly elected director or any person so appointed shall have <del>a term of office commencing from the date on which he is elected until the next annual general meeting</del>, and shall be eligible for re-election at the meeting.</p>	<p>The term of office of each director shall commence as of his assumption of office until the expiration of the term of office of the current board of directors. Where the directors fail to be promptly re-elected upon the expiration of their term of office, then before the newly elected directors assume office, the original directors shall retain their directorship in accordance with the laws, administrative rules, departmental regulations, and provisions of the Articles.</p> <p>In the event that any person is elected as a director to fill a casual vacancy of, or as an additional director to, the board of directors, such newly elected director or any person so appointed shall have <b>a term of office until the first annual general meeting after his/her election becomes effective</b>, and shall be eligible for re-election at the meeting.</p>

Article	Before revision	After revision
16.6	The shareholders in a general meeting may by ordinary resolution remove an accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the firm and the Company. However, the accounting firm's right to claim for damages which arise from its removal shall not be affected thereby.	An accounting firm can be removed in a general meeting before the expiration of its term of office <b>by an ordinary resolution of the general meeting, or by approval of the board of supervisors,</b> irrespective of the provisions in the contract between the firm and the Company. However, the accounting firm's right to claim for damages which arise from its removal shall not be affected thereby.
16.7	The remuneration of an accounting firm or the manner in which such firm is to be remunerated <del>shall be determined by the shareholders' general meeting.</del> The remuneration of the accounting firm appointed by the board of directors shall be determined by a meeting of the board of directors.	The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by <b>an ordinary resolution of the general meeting or by approval of the board of supervisors.</b> The remuneration of the accounting firm appointed by the board of directors shall be determined by a meeting of the board of directors.
16.8	The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved by the shareholder' general meeting. Such resolution shall be filed with the securities regulatory authority of the State Council.	The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved by the shareholder' general meeting <b>through ordinary resolution or approval of the board of supervisors.</b> Such resolution shall be filed with the securities regulatory authority of the State Council.

## NOTICE OF 2022 ANNUAL GENERAL MEETING



### 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 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 2022 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 3:30 p.m. on 29 June 2023 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 2022;
2. To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2022;
3. To receive, consider and approve the annual report of the Company for the year ended 31 December 2022;
4. To receive, consider and approve the Company's audited financial statements for the year ended 31 December 2022;
5. To consider and approve the Company's profit distribution plan for the year ended 31 December 2022;
6. To consider and approve the Company's external auditor's fees for the year ended 31 December 2022;
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 re-elect the directors of the Company and to authorise the board of directors of the Company to fix their remuneration;

\* For identification purpose only

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9. To re-elect the supervisors of the Company and to authorise the board of directors of the Company to fix their remuneration;
10. To consider and approve the application for a credit line from the bank with an amount not exceeding RMB800 million (including RMB800 million); and
11. To consider and authorise the board of directors of the Company to purchase wealth management products with temporary idle proceeds.

### SPECIAL RESOLUTIONS

12. To consider and approve the external guarantees of the Company with an aggregated amount not exceeding RMB1 billion (including RMB1 billion);
13. 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;

## NOTICE OF 2022 ANNUAL GENERAL MEETING

- (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;

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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;

## NOTICE OF 2022 ANNUAL GENERAL MEETING

- (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.”

14. 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, overseas borrowing 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

## NOTICE OF 2022 ANNUAL GENERAL MEETING

- 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.”
15. To consider and approve the proposed amendments to the articles of association of the Company.

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, 26 April 2023

\* *For identification purpose only*

## NOTICE OF 2022 ANNUAL GENERAL MEETING

*Notes:*

1. The register of members of the Company will be closed from Tuesday, 30 May 2023 to Thursday, 29 June 2023, 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 at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (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 Monday, 29 May 2023.
2. The register of members of the Company will be closed from Tuesday, 25 July 2023 to Monday, 31 July 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be qualified for receiving the final dividend for the year ended 31 December 2022, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Company’s registered office in the PRC at No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Monday, 24 July 2023.
3. 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.
4. 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.
5. 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 at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, 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.
6. 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.
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 share 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

## NOTICE OF 2022 ANNUAL GENERAL MEETING

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 four executive Directors, namely Mr. YU Yin (the Chairman), Mr. ZHENG Xuegen, Mr. YANG Sheng and Ms. HU Fangfang; one non-executive Director, namely Mr. PAN Zhongmin; and three independent non-executive Directors, namely Mr. CHAN Kin Man, Mr. ZHAO Xuqiang and Ms. YANG Jie.