



**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)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING FOR THE YEAR 2022**

Number of shares to which this proxy form relates <small>(Note 1)</small>	
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I/we (Note 2) \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ H shares/domestic shares (Note 3)  
of RMB1.00 each in the share capital of 佐力科創小額貸款股份有限公司 (Zuoli Kechuang Micro-finance Company Limited\*) (the “**Company**”), hereby  
appoint the Chairman of the meeting or (Note 4) \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “**AGM**”) to 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 (the “**PRC**”) at 3:30 p.m. on Thursday, 29 June 2023 or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of AGM. In the absence of any indication, the proxy may vote at his/her own discretion.

Ordinary Resolutions		For <small>(Note 5)</small>	Against <small>(Note 5)</small>
1.	To receive, consider and approve the report of the board of directors of the Company (the “ <b>Board</b> ”) 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 annual general meeting of the Company to be held in 2024, and to authorize the Board and authorised person of the Board 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;		
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);		
11.	To consider and authorise the board of directors of the Company to purchase wealth management products with temporary idle proceeds.		
Special Resolutions		For <small>(Note 5)</small>	Against <small>(Note 5)</small>
12.	To consider and approve the external guarantees of the Company with an aggregated amount not exceeding RMB1 billion (including RMB1 billion);		
13.	(1) To consider and approve granting to the Board a general mandate to issue, allot and deal with unissued shares of the Company, whether domestic shares or H shares of the Company, not to exceed 20% of domestic shares in issue and 20% of H shares in issue of the Company; (2) Subject to the Board resolving to issue shares pursuant to subparagraph (1) of this resolution, the Board be authorised to: (a) formulate and implement the specific issuance plan with details including but not limited to: the class and number of the shares of the Company to be issued; the pricing method and/or issue price (including the range of issue price); the start and end date of the issuance; use of proceeds; and other matters to be included in a specific issuance plan as required by the relevant laws, regulations and other regulatory documents, relevant regulatory institutions as well as the stock exchange of the place where the H Shares are listed; (b) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the agreement for the engagement of any professional parties, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement) and making appropriate amendments; (c) make all necessary filings and registrations with the relevant PRC and Hong Kong authorities; and (d) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other changes in the registered capital of the Company.		

Special Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
14.	<p>(1) To consider and approve the Company's issue of the debt financing instruments inside or outside the PRC with an aggregate principal amount of not more than RMB2 billion (including RMB2 billion) (the "Debt Financing Instruments"), including but not limited to short-term debentures (including super short-term debentures) and medium-term notes; and</p> <p>(2) To authorise the Board</p> <p>(i) to consider issue of Debt Financing Instruments in accordance to the needs of the Company, to deal with the specific proposals, specific terms and conditions and other relevant matters for the issue of public Debt Financing Instruments in accordance to the market conditions, including but not limited to issue subject, size of issue, interest rate, duration, type and condition of guarantee, intended investors, use of proceeds, arrangement for offering in tranches (if any) and producing, filing, executing, signing, accepting and publishing of any necessary legal documents;</p> <p>(ii) to make any changes or adjustments to the relevant matters of the issue of the Debt Financing Instruments with reference to the comments from relevant regulatory authorities or the market conditions if there is any change to the regulatory policies or the market conditions;</p> <p>(iii) to sign all necessary legal documents regarding to the issue of the Debt Financing Instruments;</p> <p>(iv) to decide the engagement of intermediaries necessary for the issue of the Debt Financing Instruments;</p> <p>(v) to determine any other matters relating the issue of the Debt Financing Instruments.</p>		
15.	To consider and approve the proposed amendments to the articles of association of the Company.		

Further details of the above resolutions are set out in the notice of the Company dated 26 April 2023.

Date: \_\_\_\_\_ 2023

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

*Notes:*

- Please insert the number and class of shares of the Company registered in your name(s) relating to this form of proxy (the "Form of Proxy"). If the number and class are inserted, the Form of Proxy will be deemed to relate only to those shares. If no number and class are inserted, the Form of Proxy will be deemed to relate to all shares of the Company registered in your name(s).
- Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Company in **BLOCK** letters.
- Please insert the number of shares of the Company registered in your name(s) and select the class of shares (delete as appropriate). If no number and class of shares are inserted, the Form of Proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting of the Company is preferred, please cross out the words "**THE CHAIRMAN OF THE MEETING, OR**" and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder of the Company (the "**Shareholder**") may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. **ANY ALTERATION MADE TO THE FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR" OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST" OR INSERT THE RELEVANT NUMBER OF SHARES.** If no direction is given, your proxy may vote at his/her own discretion.
- This Form of Proxy must be signed by you, or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
- In the case of joint holders of any shares of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto. However, if more than one of such joint holders are present at the AGM, either personally or by proxy, then the vote of the person, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- If the form of proxy is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The form of proxy and the notarised power of attorney or other authorisation documents must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company) or the registered address of the Company in the PRC at No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC (for holders of domestic shares of the Company) not less than 24 hours before the time fixed for holding the AGM.
- The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses.

\* For identification purpose only