

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

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, 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 and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)**

- (1) PROPOSED CHANGE OF COMPANY NAME AND BUSINESS SCOPE;**  
**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND**  
**THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF**  
**ASSOCIATION;**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page have the same meanings as defined in this circular.

A letter from the Board is set out on pages 4 to 8 of this circular.

A notice convening an EGM 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 10:00 a.m. on Wednesday, 4 March 2026 is set out on pages 11 to 13 of this circular. A form of proxy for the EGM for use by the Shareholders is enclosed with this circular. Whether or not you are able to attend and vote at the EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

\* For identification purpose only



## DEFINITIONS

*In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:*

|                           |   |
|---------------------------|---|
| “Amended M&A”             | the amended and restated Articles of Association incorporating and consolidating all the Proposed Amendments  |
| “Announcements”           | the announcements of the Company dated 9 January 2026 and 28 January 2026   |
| “Articles of Association” | the amended and restated articles of association of the Company as amended from time to time  |
| “Board”                   | the board of Directors  |
| “Business Day(s)”         | a day (excluding Saturday, Sunday, any public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted) on which licensed banks in Hong Kong are generally open for business   |
| “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   |
| “Deqing Jinhui”           | 德清金匯小額貸款有限公司 (Deqing Jinhui Micro-finance Company Limited*), a non-wholly owned subsidiary of the Company   |
| “Director(s)”             | 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  |
| “EGM”                     | the extraordinary 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 10:00 a.m. on Wednesday, 4 March 2026, the notice of which is set out on pages 11 to 13 of this circular, or any adjournment thereof |
| “Group”                   | the Company and its subsidiaries  |

## DEFINITIONS

|                              |   |
|------------------------------|---|
| “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”                        | Hong Kong dollars, the lawful currency of Hong Kong   |
| “Hong Kong”                  | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “Latest Practicable Date”    | 3 February 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular  |
| “Long Stop Date”             | 31 December 2026, being the date on which the Conditions for the Proposed Changes and Proposed Amendments shall be fulfilled  |
| “Listing Rules”              | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “Proposed Amendments”        | the proposed amendments to the existing Articles of Association, details of which are set out in the Appendix to this circular  |
| “Proposed Changes”           | the proposed change of:<br><br>(1) the Chinese name of the Company from “佐力科創小額貸款股份有限公司” to “佐力科創股份有限公司”, and the English name of the Company from “Zuoli Kechuang Micro-finance Company Limited*” to “Zuoli Kechuang Company Limited*”; and<br><br>(2) the business scope of the Company |
| “Proposed License Surrender” | the proposed surrender of the Company’s micro-finance license held at its entity level  |
| “Share(s)”                   | the Domestic Share(s) and the H Share(s)  |
| “Shareholder(s)”             | the holder(s) of the Shares   |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited   |
| “Zhejiang PFB”               | 浙江省地方金融管理局 (Zhejiang Provincial Financial Bureau*)  |

## DEFINITIONS

“%”

per cent

“2018 Proposed Changes”

the proposed change of the Chinese name of the Company from “佐力科創小額貸款股份有限公司” to “佐力科創控股股份有限公司” and the English name of the Company from “Zuoli Kechuang Micro-finance Company Limited\*” to “Zuoli Kechuang Holdings Company Limited\*” as set out in the announcement dated 8 May 2018

# *References to dates and times in this circular are to Hong Kong dates and times.*

\* *For identification purpose only.*

**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

*Registered office:*

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

*Non-executive Director:*

Mr. Pan Zhongmin

*Principal place of business in Hong Kong:*

Suite 2703, 27th Floor, Shui On Centre  
6-8 Harbour Road  
Wanchai  
Hong Kong

*Independent Non-executive Directors:*

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

6 February 2026

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF COMPANY NAME AND BUSINESS SCOPE;**  
**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND**  
**THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF**  
**ASSOCIATION;**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

References are made to the Announcements in relation to the proposed change of company name and business scope, the proposed amendments to the Articles of Association and the adoption of the Amended M&A.

The purpose of this circular is, among other things, to provide you with information in relation to the special resolutions to be proposed at the EGM to enable you to make an informed decision on whether to vote for or against the resolutions at the EGM.

## LETTER FROM THE BOARD

### (1) PROPOSED CHANGE OF COMPANY NAME AND BUSINESS SCOPE

On 9 January 2026, the Board resolved to proceed with applying for the Proposed License Surrender. For the avoidance of doubt, the micro-finance license currently held by Deqing Jinhui, the primary operating subsidiary of the Company undertaking the Group's micro-finance business, is and will continue to be in full force, and Deqing Jinhui is and will continue to be responsible for undertaking the Group's micro-finance business. The Proposed License Surrender will be subject to the approval of Zhejiang PFB in the PRC.

To reflect the transformation of the Company (on its entity level) into a general holding company, the Board also proposes to, upon the Proposed License Surrender having been duly approved by Zhejiang PFB, change the Chinese name of the Company from “佐力科創小額貸款股份有限公司” to “佐力科創股份有限公司”, and to change the English name of the Company from “Zuoli Kechuang Micro-finance Company Limited\*” to “Zuoli Kechuang Company Limited\*”. (Reference is made to the 2018 Proposed Changes where approval from Shareholders was obtained on 28 June 2018. Shareholders are advised that as the remaining of the conditions precedent was not satisfied, the 2018 Proposed Changes did not proceed.)

#### **Reasons for the Proposed License Surrender and Proposed Changes**

The Group has been principally engaging in the business of micro-finance in the PRC since its establishment. At the time of its listing on the Main Board of the Stock Exchange, such principal business was carried out by the Company. On 30 April 2015, the Company announced the acquisition of 96.9298% of the equity interests of Deqing Jinhui (then already a licensed micro-finance company). Subsequently, as disclosed in the announcements of the Company dated 14 November 2017 and 15 March 2018, the Company completed a corporate reorganisation, pursuant to which (i) the Company transferred principally all assets and liabilities in relation to the operation of the micro-finance business then undertaken by the Company (at its entity level) to Deqing Jinhui in the form of capital injection; and (ii) the registered capital of Deqing Jinhui increased to RMB1,228 million, where the Company's share of equity interests in Deqing Jinhui increased to 99.43%. Since then Deqing Jinhui has taken up the micro-finance business originally undertaken by the Company, and the Company ceased engaging in the microfinance business at its entity level. In June 2021, the Company acquired further equity interests in Deqing Jinhui from its then minority shareholders and consequently increased its equity interests in Deqing Jinhui to 99.7557%.

In conjunction with the said corporate reorganisation, the Company initially also planned to surrender the micro-finance license and transform itself into a general holding company. Such plan was however suspended, and the Company remained as a licensed micro-finance company on its entity level up to the date hereof (despite no longer operating a micro-finance business).

Since both the Company and Deqing Jinhui hold valid micro-finance license for operation of micro-finance business in the same geographical region in the PRC but only Deqing Jinhui remains actively engaging in the micro-finance business, there exists significant overlapping in organisational structure, duplication in resources deployment on licensing maintenance as well as operational personnel and management. In light of this, the Group considers it rational and

## LETTER FROM THE BOARD

commercially beneficial to reduce such redundancy in resources deployment, improve efficiency of the Group's operational management, streamline its corporate and organisational structure and enhance its shareholders' value through the Proposed License Surrender.

Additionally, given the restrictions under applicable rules and regulations on the adoption of the term "micro-finance" in the name of companies not licensed for conducting micro-finance business in the PRC, the Company will no longer be eligible to reference the term "micro-finance" in the Company name upon the successful surrender of its micro-finance license. In order to comply with relevant PRC laws and regulations, the Company proposes, subject to the Proposed License Surrender being duly approved by the Zhejiang PFB, to change its name to "佐力科創股份有限公司 (Zuoli Kechuang Company Limited\*)", and amend its business scope to reflect the change in the business of the Company (at its entity level).

### Conditions for the Proposed Changes

On 26 January 2026, 浙江省市場監督管理局 (Zhejiang Provincial Administration for Market Regulation\*) has issued "Change of Enterprise Name Reservation Notice" in respect of the Company's proposed change of Chinese name to "佐力科創股份有限公司".

As of the Latest Practicable Date, the Proposed Changes were still subject to the following conditions:

- Zhejiang PFB having approved the Proposed License Surrender; and
- the passing of a special resolution by the Shareholders at the EGM.

Upon the satisfaction of the above conditions and the Proposed Changes becoming effective, the Company will carry out all necessary filing and registration procedures with 浙江省市場監督管理局 (Zhejiang Provincial Administration for Market Regulation\*) and the Companies Registry in Hong Kong and all other necessary procedures regarding the Proposed Changes.

### Impact on the Group's Business Operations

The micro-finance business of the Group will continue to be conducted through Deqing Jinhui. There will be no change in the principal business of the Group following the successful surrender of the micro-finance license of the Company (at its entity level). As principally all assets and liabilities of the Company relating to its original micro-finance business were duly transferred to Deqing Jinhui since completion of the corporate reorganisation in 2018 and the Company has since ceased conducting any micro-finance business (at its entity level), the Group does not expect there be any material adverse impact on the business, daily operations and financial conditions of the Group following a successful surrender of the Company's own micro-finance license.

Additionally, the Proposed Changes will not affect any of the rights of the existing Shareholders or the Company's daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Changes becoming effective, continue to be evidence of title to the Shares and will be

## **LETTER FROM THE BOARD**

valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. Any new issue of share certificates following the Proposed Changes becoming effective will be issued in the new name of the Company and the Shares will be traded on the Stock Exchange under the new name. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

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

The Board proposes to make certain amendments to the existing Articles of Association to reflect the Proposed Changes, and to make other updates and housekeeping amendments. The Board also proposes to adopt the Amended M&A incorporating and consolidating all the Proposed Amendments. Details of the Proposed Amendments are set out in the Appendix 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 under 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 Proposed Amendments and the adoption of the Amended M&A are subject to (i) the Proposed Changes becoming effective; (ii) the consideration and approval by the Shareholders by way of a special resolution at the EGM; and (iii) the completion of all necessary approvals and filing procedures.

### **EGM**

#### **Notice**

The EGM will be convened at Conference Room, 3rd Floor, Zuoli Building, No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC at 10:00 a.m. on Wednesday, 4 March 2026. Set out on pages 11 to 13 of this circular is a notice convening the EGM.

#### **Closure of books**

The register of members of the Company will be closed from 26 February 2026 to 4 March 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to be qualified to attend and vote at the EGM, 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

## LETTER FROM THE BOARD

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 Wednesday, 25 February 2026. The record date for the attending and voting at the EGM is Wednesday, 4 March 2026.

### **Proxy form**

Shareholders who intend to attend the EGM 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 EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### **Voting by poll at the EGM**

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the EGM as set out in the Notice set out at the end of this circular must be taken by poll. The chairman of the EGM will therefore demand a poll for every such resolution put to the vote at the EGM. 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.

### **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 EGM.

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

**COMPARISON TABLE BEFORE AND AFTER THE AMENDMENT OF THE ARTICLES OF ASSOCIATION**

*Note:* The adjustments to the numbering and references to the numberings of articles above due to provisions added into or removed from the amended Articles of Association are not separately reflected in the tables below.

| <b>Existing provisions</b>  | <b>Amended provisions</b>   |
|---|---|
| <p>Article 1.1<br/>.....<br/>Zuoli Kechuang Micro-finance Company Limited (the “Company”) is a company limited by shares with foreign investment established in accordance with the Company Law, the Securities Law and other relevant laws, administrative rules and regulatory documents of the People’s Republic of China.<br/>.....</p> | <p>Article 1.1<br/>.....<br/>Zuoli Kechuang Company Limited (the “Company”) is a company limited by shares with foreign investment established in accordance with the Company Law, the Securities Law and other relevant laws, administrative rules and regulatory documents of the People’s Republic of China.<br/>.....</p>   |
| <p>Article 1.3<br/>The Company’s registered names<br/>Chinese Name: 佐力科創小額貸款股份有限公司<br/>English Name: Zuoli Kechuang Micro-finance Company Limited*</p>  | <p>Article 1.3<br/>The Company’s registered names<br/>Chinese Name: 佐力科創股份有限公司<br/>English Name: Zuoli Kechuang Company Limited*</p>  |
| <p>Article 1.6<br/>The Company’s legal representative is the Chairman of the Company.</p>   | <p>Article 1.6<br/>The Director representing the Company in the execution of company affairs shall be the legal representative of the Company. The Chairman shall be the Director representing the Company in the execution of company affairs. If the Director serving as the legal representative resigns, such resignation shall be deemed as simultaneous resignation from the position of legal representative.</p> <p>In the event of the resignation of the legal representative, the Company shall, within thirty days from the date of such resignation, appoint a new legal representative.</p> <p>The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company. Restrictions on the authority of the legal representative imposed by the Articles or resolutions of the general meetings shall not be asserted against a bona fide counterparty. Where the legal representative causes harm to others in the performance of duties, the Company shall bear civil liability. After the Company has borne civil liability, it may, in accordance with the law or the provisions of the Articles, seek recourse against the legal representative who was at fault.</p> |

| <b>Existing provisions</b>  | <b>Amended provisions</b>  |
|---|--|
| <p>Article 2.2<br/>The scope of business of the Company includes: brokerage of motor vehicle insurance, asset insurance relating to subject goods of loans, accidental injury insurance (the validity of License of Insurance and Brokerage Business is until 27 December 2017), underwriting various loans with small amount, conducting consultancy businesses such as development, management and finance of small enterprises. (Projects which required approval under the law shall commence operation only after gaining the approval of relevant authorities)<br/>.....</p>  | <p>Article 2.2<br/>The business scope of the Company is: General Items: business incubator services; technology services, technology development, technology consulting, technology exchange, technology transfer, and technology promotion. (Except for projects subject to approval as required by laws and regulations, the Company may carry out business activities independently based on its business license in accordance with the law)<br/>.....</p>   |
| <p>Article 8.4<br/>Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning sub-paragraphs (II) to (VIII), (XI) and (XII) of Article 8.3, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The meaning of “interested shareholder(s)” as mentioned in the preceding paragraph is:</p> <p>(I) where the Company makes a repurchase offer to all shareholders in proportion to their shareholdings or repurchases its shares through public trading on a stock exchange in accordance with Article 4.4 of the Articles, “interested shareholders” shall refer to the controlling shareholders within the meaning of Article 7.6 of the Articles;</p> <p>(II) where the Company repurchases its shares by an off-market agreement without involving a stock exchange in accordance with the provisions in Article 4.4 of the Articles, “interested shareholders” shall refer to shareholders involved in the agreement;</p> <p>(III) in the restructuring plan of the Company, “interested shareholders” shall refer to shareholders who assumes the lower proportion of obligations than the obligations imposed on other shareholders of the same class or shareholders whose interests are different from those of other shareholders of the same class.</p> | <p>Article 8.4<br/>Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning sub-paragraphs (II) to (VIII), (XI) and (XII) of Article 8.3, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The meaning of “interested shareholder(s)” as mentioned in the preceding paragraph is:</p> <p>In the restructuring plan of the Company, “interested shareholders” shall refer to shareholders who assumes the lower proportion of obligations than the obligations imposed on other shareholders of the same class or shareholders whose interests are different from those of other shareholders of the same class.</p> |

## NOTICE OF EXTRAORDINARY 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 an extraordinary general meeting of 佐力科創小額貸款股份有限公司 (Zuoli Kechuang Micro-finance Company Limited\*) (the “**Company**”) 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 10:00 a.m. on Wednesday, 4 March 2026 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company. Unless otherwise specified, capitalised terms herein shall have the same meanings as those terms defined in the circular dated 6 February 2026 (the “**Circular**”) issued by the Company of which this notice forms part.

#### SPECIAL RESOLUTIONS

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

“**THAT** subject to and conditional upon the approval of the Proposed License Surrender by Zhejiang PFB:

- (a) the Chinese name of the Company be changed from “佐力科創小額貸款股份有限公司” to “佐力科創股份有限公司”, and the English name of the Company be changed from “Zuoli Kechuang Micro-finance Company Limited\*” to “Zuoli Kechuang Company Limited\*”;
- (b) change of the Company’s business scope (to reflect the surrender of the Company’s micro-finance license and the cessation of the Company’s micro-finance business); and
- (c) that the director(s) of the Company be and is hereby authorized to do all such acts and things and execute all such documents, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Changes and to attend to any necessary registration and/or filing for and on behalf of the Company;

\* For identification purpose only

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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

“**THAT** conditional upon the Proposed Changes becoming effective:

- (a) the Proposed Amendments, the details of which are set out in the Appendix to the Circular, be and are hereby approved;
- (b) the Amended M&A incorporating and consolidating the Proposed Amendments be and are hereby approved and adopted as the articles of association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association; and
- (c) any Director or company secretary of the Company be and is hereby authorized to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended M&A, including, without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong.”

By order of the Board

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

**Yu Yin**  
*Chairman*

Hong Kong, 6 February 2026

\* *For identification purpose only*

*Notes:*

- (1) The register of members of the Company will be closed from 26 February 2026 to 4 March 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be qualified for the entitlement to attend and vote at the EGM, 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 Wednesday, 25 February 2026. The record date for the attending and voting at the EGM is Wednesday, 4 March 2026.
- (2) Any shareholders of the Company (the “Shareholders”) who is entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder.
- (3) The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
- (4) In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited 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 EGM (or any adjournment thereof). If the proxy form is

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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 EGM or any adjourned meetings should you so wish.

(5) If corporate Shareholders appoint any authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company.

(6) The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM shall arrange and bear their own transportation and accommodation expenses.

(7) 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

(8) 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

(9) Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the EGM, 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 EGM 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.

(10) 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.