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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)

**RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS,
PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS,
PROPOSED CHANGE IN THE COMPOSITION OF BOARD COMMITTEES,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE
ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of 佐力科創小額貸款股份有限公司 (Zuoli Kechuang Micro-finance Company Limited*) (the “**Company**”) announces that at the conclusion of the forthcoming annual general meeting of the Company to be held on 18 June 2026 (the “**AGM**”):

- (a) Mr. Chan Kin Man (“**Mr. Chan**”), will cease to act as an independent non-executive Director, chairman of the audit committee of the Company (the “**Audit Committee**”) and member of the remuneration and appraisal committee (the “**Remuneration and Appraisal Committee**”) due to expiration of his term of office; and
- (b) Ms. Yang Jie (“**Ms. Yang**”), will cease to act as an independent non-executive Director, member of the Audit Committee and chairman of the Nomination Committee due to expiration of her term of office.

Each of Mr. Chan Kin Man and Ms. Yang Jie has confirmed that he or she has no disagreement with the Board and there is no matter in relation to his or her retirement which needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to thank Mr. Chan Kin Man and Ms. Yang Jie for their past contributions to the Company.

PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board has approved the proposal to elect Mr. Shen Wei (“**Mr. Shen**”) and Mr. Pang, Peter Chun Ming (“**Mr. Pang**”) as an independent non-executive Director at the AGM.

The biographical details of Mr. Shen and Mr. Pang are as follows:

Shen Wei, aged 54, obtained a Bachelor of Laws degree and a Master of Laws degree from East China University of Political Science and Law, a Master of Laws degree from the University of Michigan, a Master of Laws degree from the University of Cambridge, and a PhD degree from the London School of Economics and Political Science.

Mr. Shen is currently the Kaiyuan Distinguished Professor and doctoral supervisor at Kaiyuan Law School, Shanghai Jiao Tong University; the Distinguished Professor (Eastern Scholar) of Shanghai Municipal Universities; Global Professor of Law at New York University School of Law; L. Bates Lea Visiting Professor at the University of Michigan; and Bok International Professor at the University of Pennsylvania Carey Law School.

Mr. Shen’s main research areas include international investment law, corporate governance, financial regulation and international commercial arbitration.

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

As of the date of this announcement, Mr. Shen does not have or is not deemed to have any interests in any shares or underlying shares of the Company or its associated corporations (the “**Share(s)**”) pursuant to Part XV of the Securities and Futures Ordinance (“**SFO**”).

Save as disclosed above, (i) Mr. Shen has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) Mr. Shen does not hold any other positions in the Company and its subsidiaries; and (iii) Mr. Shen does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (the “**Shareholder(s)**”).

Mr. Shen has confirmed to the Board that (i) he has satisfied the independence requirements in relation to each of the factors set out in Rules 3.13(1) to (8) of the the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor was he connected with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors which may affect his independence at the time of his appointment.

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

Mr. Pang, Peter Chun Ming (彭浚銘), aged 49, has over 19 years of experience in accounting, auditing and finance. From July 2003 to October 2007, Mr. Pang worked in the field of audit at Ernst & Young LLP in the United States. From November 2007 to March 2008, he worked at Ernst & Young in Hong Kong as a manager in the Assurance and Advisory Business Service Department. From March 2008 to September 2010, he served as an associate director in the Corporate Finance Department of BOCI Asia Limited, a subsidiary of BOC International Holdings Limited. From September 2010 to April 2011, he worked at Deutsche Bank AG, Hong Kong Branch as an associate in the Global Banking Division. From April 2011 to December 2014, he served as chief financial officer and company secretary of Renjian Antong International Holdings Limited, a Fujian-based logistics company, mainly responsible for accounting and finance and overall compliance. From January 2015 to July 2018, Mr Pang served as chief financial officer and joint company secretary of Pa Shun Pharmaceutical International Holdings Limited (百信藥業國際控股有限公司)(currently known as Pa Shun International Holdings Limited (百信國際控股有限公司), a company listed on the Stock Exchange of Hong Kong, stock code: 574). Mr. Pang currently serves as an independent non-executive director of Lianchi Hospital Group Co., Ltd. (蓮池醫院集團股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 831672), an independent non-executive director of HGTECH Company Limited (華工科技產業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000988), an independent non-executive director of Shanghai Simpletouch Robot Co., Ltd. (上海睿觸機器人股份有限公司), and as the chief financial officer and joint company secretary of Fuli Gemstones International Holdings Limited (富麗寶石國際控股有限公司).

Mr. Pang obtained a bachelor's degree in economics from the University of California at Berkeley, the United States in August 1999 and a master's degree in accounting from the University of Southern California, the United States in May 2003. Mr. Pang has been a certified public accountant of the California Board of Accountancy of the United States since February 2006 and a chartered financial analyst (CFA) charterholder since November 2006.

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

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

Save as disclosed above, (i) Mr. Pang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) Mr. Pang does not hold any other positions in the Company and its subsidiaries; and (iii) Mr. Pang does not have any relationship with any Directors, senior management or the Shareholders.

Mr. Pang has confirmed to the Board that (i) he has satisfied the independence requirements in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor was he connected with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors which may affect his independence at the time of his appointment.

There is no other information that should be disclosed with respect to the election of Mr. Pang 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.

PROPOSED CHANGE IN THE COMPOSITION OF BOARD COMMITTEE

The Board has also proposed to appoint (a) Mr. Pang as the chairman of the Audit Committee and member of the Remuneration and Appraisal Committee; (b) Mr. Shen as the chairman of the Nomination Committee and the member of the Audit Committee, subject to the approval of the Shareholders on each of their appointment as an independent non-executive Director at the AGM.

The Board also proposes the appointment of Ms. Hu Fangfang, an executive Director, as a member of the Nomination Committee, who will form the Nomination Committee together with two other independent non-executive Directors. Mr. Yu Yin, an executive Director and chairman of the Board, will cease to serve as a member of the Nomination Committee, with effect from the date of the AGM upon election.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

This announcement is made by the Company pursuant to Rule 13.51(1) of the Listing Rules in relation to the proposed amendments to the articles of association of Company (the “**Articles of Association**”).

In response to the amendments to the Company Law, the Guidelines for the Articles of Association of Listed Companies and the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies of the People’s Republic of China (the “**PRC**”) as well as the Listing Rules, the board of directors of the Company (the “**Board**”) proposes to make certain amendments to the existing amended and restated Articles of Association as well as other updates and housekeeping amendments (collectively, the “**Proposed Amendments**”) based on the actual situation of the Company, so as to further enhance the corporate governance of the Company. The Board also proposes to adopt the amended and restated Articles of Association incorporating and consolidating all the Proposed Amendments.

The Proposed Amendments and the adoption of the amended and restated Articles of Association are subject to the consideration and approval by the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming AGM to be convened by the Company, and the completion of filing procedures with the market supervision and administration authority.

A circular containing, among other things, particulars relating to the Proposed Amendments and the adoption of the amended and restated Articles of Association together with a notice convening the AGM will be despatched to the Shareholders in due course.

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, 27 April 2026

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

* *For identification purposes only*