

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

INSIDE INFORMATION

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

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

This announcement is made by 佐力科創小額貸款股份有限公司 (Zuoli Kechuang Micro-finance Company Limited*) (the “**Company**” and, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

(1) PROPOSED CHANGE OF COMPANY NAME AND BUSINESS SCOPE

On 9 January 2026, the board of directors (the “**Board**”) of the Company resolved to proceed with applying for the surrender of the Company’s micro-finance license held at its entity level (“**Proposed License Surrender**”). For the avoidance of doubt, the micro-finance license currently held by 德清金匯小額貸款有限公司 (Deqing Jinhui Micro-finance Company Limited*) (“**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 浙江省地方金融管理局 (Zhejiang Provincial Financial Bureau*) (“**Zhejiang PFB**”) in the PRC.

The Company also proposes to, upon the Proposed License Surrender having been duly approved by Zhejiang PFB, change its company name and business scope (the “**Proposed Changes**”) to reflect the transformation of the Company (on its entity level) into a general holding company.

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 of Hong Kong Limited, 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 micro-finance 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 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 Group 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*) (the actual registered name is subject to the approval by the administration for industry and commerce), and amend its business scope to reflect the change in the business of the Company (at its entity level).

Conditions for the Proposed Changes

The Proposed Changes are subject to the following conditions:

1. Zhejiang PFB having approved the Proposed License Surrender;
2. the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at an extraordinary general meeting (the “**EGM**”) of the Company;
3. the approval of the new company name and business scope of the Company by 國家市場監督管理總局 (State Administration for Market Regulation*); and
4. the registration by 浙江省市場監督管理局 (Zhejiang Provincial Administration for Market Regulation*) of the Proposed Changes.

Further announcement(s) will be made by the Company to inform the Shareholders of the new Company name and scope of business and other relevant information in relation to the Proposed Changes in due course.

Upon the satisfaction of the above conditions and the Proposed Changes becoming effective, the Company will carry out all necessary filing procedures with 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 to 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 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 of Hong Kong Limited (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 amended and restated Articles of Association (the “**Proposed Amendments**”) to reflect the Proposed Changes. The Board also proposes to adopt the amended and restated Articles of Association (the “**Amended M&A**”) incorporating and consolidating all the Proposed Amendments.

The Proposed Amendments and the adoption of the amended and restated Articles of Association 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.

General

A special resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the Proposed Changes, the Proposed Amendments and the proposed adoption of the Amended M&A. Further announcement(s) in connection therewith will be made by the Company in due course. A circular containing, among other things, further details of the Proposed Changes and the Proposed Amendments together with a notice convening the EGM will be despatched to the Shareholders thereafter.

Shareholders and potential investors should note that the Proposed License Surrender is subject to approval by relevant regulatory authorities in the PRC as set out in this announcement which may or may not be obtained. Correspondingly, the Proposed Changes and the Proposed Amendments are subject to the satisfaction of all conditions which may or may not be satisfied. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

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, 9 January 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 purpose only