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

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6866)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 30 JUNE 2015**

The Board is pleased to announce that the resolutions set out in the notice of 2014 AGM dated 15 May 2015 were duly passed by way of poll at the AGM held on 30 June 2015.

Reference is made to the circular (the “**Circular**”) and the notice of 2014 annual general meeting (the “**AGM**”) of Zuoli Kechuang Micro-finance Company Limited* (the “**Company**”) dated 15 May 2015. The Board is pleased to announce the results of voting taken by way of poll at the AGM pursuant to Rule 13.39(5) of the Listing Rules. Unless otherwise specified, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular of the Company.

POLL RESULTS OF THE AGM

The AGM was held at 10:00 a.m. on Tuesday, 30 June 2015 at Deqing Hall, 5th Floor, Moganshan Hotel*, Deqing, Zhejiang, People’s Republic of China.

As at the date of the AGM, the total number of issued Shares of the Company was 1,180,000,000 Shares, comprising 880,000,000 Domestic Shares and 300,000,000 H Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the AGM and no Shareholder was required to abstain from voting at the AGM. None of the Shareholders had stated his or her intention in the Circular of the Company to vote against the resolutions proposed at the AGM or to abstain from voting.

The Shareholders, holding a total of 866,898,000 Shares and representing approximately 73 % of the total issued Shares of the Company, were present in person or by proxy at the AGM.

Computershare Hong Kong Investor Services Limited, the H Shares registrar of the Company, acted as the scrutineer at the AGM for the purpose of vote-taking.

The resolutions at the AGM were put to vote by way of poll. The poll results in respect of the resolutions proposed for approval at the AGM were set out as follows:

ORDINARY RESOLUTIONS		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
1.	To receive, consider and approve the report of the board (the “Board”) of directors (the “Directors”) of the Company for the year ended 31 December 2014;	866,898,000 (100%)	0 (0%)
2.	To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2014;	866,898,000 (100%)	0 (0%)
3.	To receive, consider and approve the annual report of the Company for the year ended 31 December 2014;	866,898,000 (100%)	0 (0%)
4.	To receive, consider and approve the Company’s audited financial statements for the year ended 31 December 2014;	866,898,000 (100%)	0 (0%)
5.	To consider and approve the Company’s profit distribution plan for the year ended 31 December 2014;	866,898,000 (100%)	0 (0%)
6.	To consider and approve the Company’s external auditors’ fees for the year ended 31 December 2014;	866,898,000 (100%)	0 (0%)
7.	To consider and approve the re-appointment of KPMG as the Company’s external auditors for a term until the conclusion of the annual general meeting of the Company to be held in 2016, and to authorize the Board and authorised person of the Board to determine its remuneration;	866,898,000 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
8.	<p>“THAT:</p> <p>(i) the agreement dated 30 April 2015 (the “Sale and Purchase Agreement”, a copy of which has been produced to the AGM and marked “A” and signed by the chairman of the AGM for the purpose of identification) entered into between Deqing Jinyin Gao Ke Qiang Ci Co., Ltd* (德清金晶高科強磁有限公司); Zhejiang Hua Nuo Hua Gong Co., Ltd* (浙江華諾化工有限公司); Deqing County Jiu Gang Jin Shu Zhi Ping Co., Ltd* (德清縣九鋼金屬製品有限公司); 4 other corporate shareholders and 28 individual shareholders (the “Vendors”) and the Company as the purchaser in relation to the acquisition of 96.9298% of the equity interests in Deqing Jin Hui Micro-finance Co., Ltd* (德清金匯小額貸款有限公司), a company established in the PRC with limited liability, for a consideration of RMB256.738 million (equivalent to approximately HK\$320.92 million) (the “Proposed Acquisition”) and all the incidental transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and</p> <p>(ii) the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with or/to implement and/or give effect to the Sale and Purchase Agreement, the Proposed Acquisition and the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the Directors, in the interest of the Company.”;</p>	866,898,000 (100%)	0 (0%)
9.	To consider and approve the proposed amendments to the Rules and Procedures for Material Investments of the Company;	866,898,000 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
10.	To consider and approve the proposed amendments to the Rules of Procedure for Shareholders' General Meetings of the Company;	866,898,000 (100%)	0 (0%)
As more than half of the votes were cast in favour of each of the resolutions numbered 1 to 10, these resolutions were duly passed as ordinary resolutions.			
SPECIAL RESOLUTION		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
11.	<p>To consider and approve the conversion of the Company into a company limited by shares with foreign investment and related amendments to the Articles of Association as follows:</p> <p>(a) THAT paragraph 2 of Article 1.1 of the Articles of Association be amended as: “Zuoli Kechuang Micro-finance Company Limited (the “Company”) is a company limited by shares with foreign investment established in accordance with the Company Law, Special Regulations, Mandatory Provisions and Guidelines on Articles of Association, Provisional Regulations of the Ministry of Foreign Trade and Economic Cooperation on Certain Issues Concerning the Establishment of Companies Limited by Shares with Foreign Investment and other relevant laws, administrative rules and regulatory documents of the People’s Republic of China.”;</p> <p>(b) THAT Article 1.5 of the Articles of Association be amended as: “The Company is a joint stock limited company with perpetual existence. The status of the Company is a company limited by shares with foreign investment. The Company is an independent legal person under the governance and protection by the laws, regulations and other relevant rules of the People’s Republic of China.”;</p>	866,898,000 (100%)	0 (0%)

SPECIAL RESOLUTION		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
<p>(c) THAT Article 3.6 of the Articles of Association be amended as:</p> <p>“As approved by the securities regulatory authority of the State Council, the Company initially issued 300,000,000 overseas-listed foreign shares, with no exercise of the over-allotment options, representing approximately 25.4237% of the total number of ordinary shares of the Company after the offering.</p> <p>The shareholding structure of the Company shall be as follows: there are 1,180,000,000 ordinary shares, of which 880,000,000 shares are held by domestic shareholders, representing 74.5763% of the total ordinary shares of the Company in issue; and 300,000,000 shares are held by holders of overseas-listed foreign shares, representing 25.4237% of the total ordinary shares of the Company in issue.”; and</p> <p>(d) THAT Article 3.9 of the Articles of Association be amended as: “Upon completion of such issuance as aforementioned in Article 3.6, the registered capital of the Company, with no exercise of the over-allotment option, will be RMB 1,180,000,000, and the status of the Company will be a company limited by shares with foreign investment.”.</p>			
<p>As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</p>			

By order of the Board
Zuoli Kechuang Micro-finance Company Limited*
Yu Yin
Chairman

Hong Kong, 30 June 2015

As at the date of this announcement, the executive directors of the Company are Mr. Yu Yin, Mr. Zheng Xuegen, Mr. Hu Haifeng and Mr. Ding Maoguo, the non-executive director of the Company is Mr. Pan Zhongmin, and the independent non-executive directors of the Company are Mr. Ho Yuk Ming, Hugo, Mr. Jin Xuejun and Ms. Huang Lianxi.

* For identification purposes only