

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.



LUZHENG FUTURES Company Limited
魯証期貨股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 01461)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 17 JUNE 2021;
APPOINTMENT OF NON-EXECUTIVE DIRECTOR; AND
DISTRIBUTION OF FINAL DIVIDEND**

References are made to the notice of 2020 annual general meeting (the “**AGM**”) dated 17 May 2021 (the “**Notice of AGM**”) and the circular of the AGM dated 28 May 2021 (the “**Circular**”) of LUZHENG FUTURES Company Limited (the “**Company**”). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

AGM

The Company held the AGM at 9:30 a.m. on 17 June 2021 at Conference Room 1616, 16/F, Securities Tower, No. 86 Jingqi Road, Shizhong District, Jinan, Shandong Province, the PRC. The AGM was chaired by Mr. ZHONG Jinlong, the Chairman of the Company. The AGM has been held pursuant to the requirements of the PRC Company Law and the Articles of Association and the poll results of the AGM are legal and valid.

As at the date of the AGM, the Company's issued share capital comprised a total of 1,001,900,000 Shares (724,810,000 of which were Domestic Shares and 277,090,000 of which were H Shares), which entitled the holders to attend the AGM and to vote for or against or abstain from voting on the resolutions (the “**Resolutions**”) proposed (except ordinary resolutions numbered 9 and 10 as mentioned below) thereat. Shareholders and proxies of Shareholders attending the AGM held a total of 729,009,000 voting Shares, representing approximately 72.76% of the total number of the Company's issued Shares with voting rights.

As at the date of the announcement, Zhongtai Securities, being one of the Controlling Shareholders of the Company, directly holds 632,176,078 Domestic Shares of the Company, representing approximately 63.10% of the entire issued share capital of the Company. As Zhongtai Securities is materially interested in the Financial Services Framework Agreement and the Risk Management Services Framework Agreement and the transactions contemplated thereunder, it is required to abstain from voting on the relevant proposals (i.e. ordinary resolutions numbered 9 and 10 mentioned in the Notice of AGM) at the AGM. Independent Shareholders entitled to attend and vote for or against or abstain from voting on ordinary resolutions numbered 9 and 10 at the AGM held a total of 369,723,922 Shares. Independent Shareholders and proxies of Independent Shareholders attending the AGM held a total of 96,832,922 Shares, representing approximately 26.19% of the total number of Shares carrying voting rights on ordinary resolutions numbered 9 and 10. Except for this, none of the Shareholders stated in the Circular their intention to vote against or abstain from voting on any Resolution.

Save as disclosed above, to the best knowledge, information and belief of the Directors, there was no restriction on any Shareholder for casting votes on the proposed Resolutions at the meeting. There was no Share entitling its holder to attend the AGM but requiring them to abstain from voting in favour of the Resolutions under Rule 13.40 of the Listing Rules, neither was there any Shareholder who was required to abstain from voting on any Resolution at the AGM under the Listing Rules. All Resolutions were put to vote by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, acted as the scrutineer for the vote taking at the AGM.

The poll results in respect of the respective Resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1	To consider and approve the proposal on the work report of the board of directors for the year 2020	728,832,000 (99.975720%)	0 (0.000000%)	177,000 (0.024280%)
2	To consider and approve the proposal on the work report of the supervisory committee for the year 2020	728,832,000 (99.975720%)	0 (0.000000%)	177,000 (0.024280%)
3	To consider and approve the proposal on the annual report for the year 2020	728,832,000 (99.975720%)	0 (0.000000%)	177,000 (0.024280%)
4	To consider and approve the proposal on the final accounts for the year 2020	728,832,000 (99.975720%)	0 (0.000000%)	177,000 (0.024280%)

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
5	To consider and approve the proposal on the financial budgets for the year 2021	729,009,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
6	To consider and approve the proposal on the profit distribution plan for the year 2020	729,009,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
7	To consider and approve the proposal on the appointment of the accounting firms for the year 2021	729,009,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
8	To consider and approve the proposal on the appointment of non-executive director	728,252,000 (99.896160%)	757,000 (0.103840%)	0 (0.000000%)
9	To consider and approve the proposal on the financial services framework agreement with Zhongtai Securities Co., Ltd.	96,832,922 (100.000000%)	0 (0.000000%)	0 (0.000000%)
10	To consider and approve the proposal on the risk management services framework agreement with Shandong Iron & Steel Group Co., Ltd.	96,832,922 (100.000000%)	0 (0.000000%)	0 (0.000000%)
Special Resolution		Number of Votes (%)		
		For	Against	Abstain
1	To consider and approve the proposal on amendments to the rules of procedure for the board of directors	729,009,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)

As more than half of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the ordinary resolutions numbered 1 to 10, these resolutions were duly passed as ordinary resolutions.

As more than two-thirds of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the special resolution numbered 1, this resolution was duly passed as a special resolution.

For details of the aforementioned resolutions, please refer to the Circular.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The appointment of Mr. LIU Xinyi as a non-executive Director of the Company was approved at the AGM. The term of office of Mr. LIU Xinyi took effect on 17 June 2021 and ends on the expiry of the term of the third session of the Board of the Company. He is eligible for re-election and re-appointment upon expiry of his term. The Company will enter into a service contract with Mr. LIU Xinyi. Mr. LIU Xinyi will not receive any director allowances from the Company.

Biographical information of Mr. LIU Xinyi is contained in the Circular. Save as disclosed in the Circular, as at the date of this announcement, Mr. LIU Xinyi has confirmed that: (1) he had not held directorships in other listed companies, nor had other major appointments and professional qualifications in the past three years; (2) he had not held any positions with the Company and the Company's subsidiaries; (3) he had no relationship with any of the Directors, Supervisors, senior management, substantial shareholders or Controlling Shareholders of the Company or any subsidiaries of the Company; (4) he does not have any interests in the Shares of the Company within the meanings of Part XV of the Securities and Futures Ordinance; and (5) there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders.

The Company takes this opportunity to welcome Mr. LIU Xinyi to the Board.

DISTRIBUTION OF FINAL DIVIDEND

Final Dividend

The Board would like to specify as follows about the distribution of final dividend for 2020:

The Company will distribute a final dividend of RMB0.236 (tax inclusive) as cash dividends for every 10 Shares for the year ended 31 December 2020 (“**Final Dividend**”). Final Dividend will be paid to Shareholders whose names appear on the register of members of the Company on Tuesday, 29 June 2021. Final Dividend will be denominated and declared in RMB, and paid to holders of Domestic Shares in RMB and holders of H Shares in Hong Kong dollars. The actual distribution amount in Hong Kong dollars is calculated at the average of the benchmark exchange rates of RMB against Hong Kong dollars published by the People's Bank of China for the five business days prior to the date of the AGM (i.e., RMB0.8245 against HK\$1.00), being a Final Dividend of HK\$0.286 (tax inclusive) payable on every 10 H Shares. The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong who will receive the Final Dividend declared by the Company on behalf of holders of H Shares. The Final Dividend will be paid by the Receiving Agent and the dividend warrant would be mailed on Tuesday, 3 August 2021 by the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary post to holders of H Shares who are entitled to receive the Final Dividend at their own risk.

Taxation

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Treatment Entitled by Non-resident Taxpayers under Tax Treaties (SAT Circular [2015] No. 60) (《國家稅務總局關於發佈〈非居民納稅人享受稅收協議待遇管理辦法〉的通知》(國家稅務總局公告2015年第60號)), the Notice of the State Administration of Taxation on the Questions Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H Shares in respect of the dividend to be distributed to them. However, the individual holders of H Shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled and the tax arrangements between Mainland China and Hong Kong (or Macau). For individual holders of H Shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H Shares overseas may vary depending on the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H Shares in the distribution of the dividend accordingly.

For non-resident enterprise holders of H Shares, i.e., any Shareholders who hold the Company's Shares in the name of non-individual Shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or holders of H Shares registered in the name of other groups or organizations, the Company will withhold and pay the enterprise income tax at the tax rate of 10% for such holders of H Shares pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprises Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)).

Should the holders of H Shares of the Company have any doubts in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for opinions about the relevant tax impacts in Mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H Shares of the Company.

By order of the Board
LUZHENG FUTURES Company Limited
ZHONG Jinlong
Chairman

Jinan, the PRC
17 June 2021

As at the date of this announcement, the Board of Directors comprises Mr. ZHONG Jinlong and Mr. LIANG Zhongwei as executive Directors; Mr. HU Kainan, Mr. LIU Xinyi, Mr. MING Gang and Mr. LIU Feng as non-executive Directors; and Mr. GAO Zhu, Mr. WANG Chuanshun, Mr. LI Dapeng and Mr. ZHENG Jianping as independent non-executive Directors.