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ZHONGTAI FUTURES Company Limited

中泰期貨股份有限公司

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

(Stock Code: 01461)

**POLL RESULTS OF THE SECOND EXTRAORDINARY
GENERAL MEETING OF 2022 HELD ON 31 MAY 2022;
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTOR;
CHANGE OF NON-EXECUTIVE DIRECTOR;
AND
CHANGE OF COMPOSITION OF SPECIAL COMMITTEES
OF THE BOARD**

References are made to the notice and circular (the “**Circular**”) of the Second Extraordinary General Meeting of 2022 (the “**EGM**”) both dated 16 May 2022 of ZHONGTAI FUTURES Company Limited (the “**Company**”). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

EGM

The Company held the EGM at 9:30 a.m. on 31 May 2022 at Conference Room 1616, 16/F, Securities Tower, No. 86 Jingqi Road, Shizhong District, Jinan, Shandong Province, the PRC. The EGM was chaired by Mr. ZHONG Jinlong, the chairman of the Board of the Company. The attendance records of Directors at the EGM were as follows:

- Mr. ZHONG Jinlong and Mr. LIANG Zhongwei, as executive Directors; and Mr. LIU Xinyi, as Non-executive Director, attended the EGM in person;
- Mr. MING Gang and Mr. LIU Feng, as Non-executive Directors; and Mr. ZHENG Jianping and Mr. CHEN Hua, as Independent Non-executive Directors, attended the EGM through video conference; and
- Mr. HU Kainan, as Non-executive Director, did not attend the EGM as he was required to attend another meeting.

The EGM has been held pursuant to the requirements of the PRC Company Law and the Articles of Association and the poll results are legal and valid.

As at the date of the EGM, 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 EGM and to vote for or against or abstain from voting on the resolution(s) (the "**Resolution(s)**") proposed thereat. The Shareholders and their proxies attending the EGM held a total of 728,992,000 Shares with voting rights, representing approximately 72.760954% of the total number of issued Shares with voting rights of the Company.

To the best knowledge, information and belief of the Directors, there was no restriction on any Shareholders for casting votes on the proposed Resolutions at the meeting. There was no Share entitling its holder to attend the EGM but requiring him/her 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 EGM under the Listing Rules. None of the Shareholders stated in the Circular their intention to vote against or abstain from voting on any Resolution. 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 EGM.

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

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1	To consider and approve the proposal on appointment of Independent Non-executive Director	728,467,000 (99.927983%)	525,000 (0.072017%)	0 (0.000000%)
2	To consider and approve the proposal on appointment of Non-executive Director	728,235,000 (99.896158%)	757,000 (0.103842%)	0 (0.000000%)

As more than half of the votes from the Shareholders (including their proxies) attending the EGM were cast in favour of the ordinary Resolutions numbered 1 and 2, the Resolutions were duly passed as ordinary Resolutions.

For details of the afore-mentioned Resolutions, please refer to the Circular.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The appointment of Mr. LUO Xinhua as an Independent Non-executive Director of the Company has been approved at the EGM, which shall take effect after Mr. LUO Xinhua has passed the professional competence level assessment test for executives of futures firms and satisfied the qualifications required for acting as independent directors of futures firms issued by the China Securities Regulatory Commission (“**Obtaining the Qualifications Required for Acting as an Independent Non-executive Director**”). The term of office of Mr. LUO Xinhua shall commence following Obtaining the Qualifications Required for Acting as an Independent Non-executive Director until the expiry of the term of the third session of the Board, and he is eligible for re-election and re-appointment upon expiry of his term. The Company will enter into a service contract with Mr. LUO Xinhua. The remuneration of Mr. LUO Xinhua will be determined in accordance with the Directors’ remuneration standard reviewed and approved at the 2015 annual general meeting of the Company (i.e. RMB100,000 after tax per year).

Mr. LUO Xinhua has confirmed his independence to the Company in accordance with Rule 3.13 of the Listing Rules. The Board also considers that Mr. LUO Xinhua is in compliance with the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent under the terms of the guidelines. The nomination committee under the Board has assessed and reviewed the independence of Mr. LUO Xinhua and considered that Mr. LUO Xinhua has satisfied the independence requirements.

Mr. LUO has many years of teaching experience in the accounting and possesses “appropriate accounting or related financial management expertise” as required under Rule 3.10(2) of the Listing Rules. Following Obtaining the Qualifications Required for Acting as an Independent Non-executive Director of Mr. LUO, the composition of the Board will comply with Rules 3.10 and 3.10A of the Listing Rules.

The biographical information of Mr. LUO Xinhua is contained in the announcement dated 13 April 2022 (the “**Announcement**”) and the Circular. As at the date of this announcement, there has been no change in such information. Save as disclosed in the Announcement and the Circular, as at the date of this announcement, Mr. LUO Xinhua has confirmed that he: (1) has not held any directorships in the past three years in any other listed companies, or held any other major appointments and professional qualifications; (2) does not hold any position in the Company and the subsidiaries of the Company; (3) has no relationship with any Director, Supervisor, senior management, substantial Shareholder or Controlling Shareholder of the Company or any subsidiary of the Company; (4) has no interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (5) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter concerning his appointment that needs to be brought to the attention of the Shareholders.

CHANGE OF NON-EXECUTIVE DIRECTOR

The appointment of Mr. ZHENG Hanyin as a Non-executive Director of the Company has been approved at the EGM. The term of office of Mr. ZHENG Hanyin shall commence from the date of the EGM, i.e. 31 May 2022, until the expiry of the term of the third session of the Board, and he is eligible for re-election and re-appointment upon expiry of his term. The Company will enter into a service contract with Mr. ZHENG Hanyin. Mr. ZHENG Hanyin will not receive any Director allowances from the Company.

The biographical information of Mr. ZHENG Hanyin is contained in the Announcement and the Circular. As at the date of this announcement, there has been no change in such information. Save as disclosed in the Announcement and the Circular, as at the date of this announcement, Mr. ZHENG Hanyin has confirmed that he: (1) has not held any directorships in the past three years in any other listed companies, or held any other major appointments and professional qualifications; (2) does not hold any position in the Company and the subsidiaries of the Company; (3) has no relationship with any Director, Supervisor, senior management, substantial Shareholder or Controlling Shareholder of the Company or any subsidiary of the Company; (4) has no interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (5) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter concerning his appointment that needs to be brought to the attention of the Shareholders.

The Company would like to take this opportunity to welcome Mr. ZHENG Hanyin to join the Board.

As stated in the Announcement, Mr. LIU Xinyi tendered his resignation as a Non-executive Director and members of the nomination committee and the remuneration and appraisal committee of the Company due to change of work. The resignation of Mr. LIU Xinyi takes effect from the date on which the new Non-executive Director elected at the EGM takes office, i.e. from 31 May 2022. Mr. LIU Xinyi confirmed that he has no disagreement with the Board and there is no matter which has to be brought to the attention of the Shareholders in relation to his resignation.

The Board would like to express its sincere gratitude to Mr. LIU Xinyi for his contribution to the Company during his tenure of office.

CHANGE OF COMPOSITION OF SPECIAL COMMITTEES OF THE BOARD

As disclosed above, Mr. LIU Xinyi tendered his resignation as members of the nomination committee and the remuneration and appraisal committee of the Board due to change of work. Pursuant to the resolution approved by the Board on 31 May 2022 in relation to election of the chairman and members of the special committees under the third session of the Board of the Company, the Company hereby approves the election of Mr. LUO Xinhua as the chairman of the audit committee, and members of the remuneration and appraisal committee and the nomination committee under the Board, which shall take effect following Obtaining the Qualifications Required for Acting as an Independent Non-executive Director; and the election of Mr. ZHENG Hanyin as members of the remuneration and appraisal committee and the nomination committee under the Board. The term of office of Mr. ZHENG Hanyin shall commence from 31 May 2022 until the expiry of term of the third session of the Board of the Company; and the term of office of Mr. LUO Xinhua shall commence following Obtaining the Qualifications Required for Acting as an Independent Non-executive Director until the expiry of term of the third session of the Board.

For the latest composition of the Board and its special committees, please refer to the document headed “List of Directors and their Role and Function” published by the Company on the same date on the HKEXnews website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.ztqh.com>).

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

Jinan, the PRC
31 May 2022

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. ZHENG Hanyin, Mr. MING Gang and Mr. LIU Feng as non-executive Directors; and Mr. ZHENG Jianping and Mr. CHEN Hua as independent non-executive Directors.