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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 ANNUAL GENERAL MEETING  
HELD ON 27 JUNE 2024;  
DISTRIBUTION OF FINAL DIVIDEND;  
APPOINTMENT OF NON-EXECUTIVE DIRECTOR;  
RESIGNATION OF NON-EXECUTIVE DIRECTOR; AND  
CHANGE OF COMPOSITION OF SPECIAL COMMITTEES  
OF THE BOARD**

References are made to the notice of 2023 annual general meeting (the “AGM”) and the circular of the AGM (the “Circular”) both dated 29 May 2024 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.

## **AGM**

The Company held the AGM by way of on-site meeting at 9:30 a.m. on 27 June 2024 at Conference Room 1616, 16/F, Securities Tower, No. 86 Jingqi Road, Shizhong District, Jinan, Shandong Province, the PRC. The AGM was presided over by Mr. ZHONG Jinlong, the chairman of the Board of the Company. The attendance records of Directors at the AGM were as follows:

Mr. ZHONG Jinlong, Mr. LIU Qingbin and Mr. LIANG Zhongwei, as executive Directors; and Mr. LUO Xinhua, as independent non-executive Director, have attended the AGM in person;

Mr. ZHENG Hanyin and Mr. MING Gang, as non-executive Directors; and Mr. ZHENG Jianping, as independent non-executive Director, have attended the AGM through video conference; and

Mr. LIU Feng, as non-executive Director, and Mr. CHEN Hua, as independent non-executive Director, were unable to attend the AGM due to other work arrangements.

The AGM 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 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 "**Resolution(s)**") proposed thereat. Shareholders and proxies of Shareholders attending the AGM held an aggregate of 726,360,000 Shares with voting rights, representing approximately 72.498253% of the total number of the Company's issued Shares with voting rights.

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 him/her/it 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. 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 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 2023	726,197,855 (99.977677%)	0 (0%)	162,145 (0.022323%)
2	To consider and approve the proposal on the work report of the supervisory committee for the year 2023	726,197,855 (99.977677%)	0 (0%)	162,145 (0.022323%)

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
3	To consider and approve the proposal on the annual report for the year 2023	726,197,855 (99.977677%)	0 (0%)	162,145 (0.022323%)
4	To consider and approve the proposal on the final financial accounts for the year 2023	726,197,855 (99.977677%)	0 (0%)	162,145 (0.022323%)
5	To consider and approve the proposal on the profit distribution plan for the year 2023	726,360,000 (100%)	0 (0%)	0 (0%)
6	To consider and approve the proposal on the financial budgets for the year 2024	726,360,000 (100%)	0 (0%)	0 (0%)
7	To consider and approve the proposal on the appointment of the accounting firm for the year 2024	726,360,000 (100%)	0 (0%)	0 (0%)
8	To consider and approve the proposal on election of Ms. WANG Hui as a non-executive director of the Company	724,810,000 (99.786607%)	1,550,000 (0.213393%)	0 (0%)

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 8, these Resolutions were duly passed as ordinary Resolutions.

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

# DISTRIBUTION OF FINAL DIVIDEND

## Final Dividend

The Board would like to specify as follows about the distribution of final dividend for 2023:

The Company will distribute a final dividend of RMB0.14 (tax inclusive) as cash dividends for every 10 Shares for the year ended 31 December 2023 (“**Final Dividend**”). Final Dividend will be paid to Shareholders whose names appear on the register of members of the Company on Wednesday, 10 July 2024. 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. RMB1 against HK\$1.0962), being a Final Dividend of HK\$0.153 (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 Thursday, 8 August 2024 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 Convention Treatment Entitled by Nonresident Taxpayers (SAT Circular [2019] No.35) (《國家稅務總局關於發佈〈非居民納稅人享受協定待遇管理辦法〉的公告》(國家稅務總局公告2019年第35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.

## **APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The appointment of Ms. WANG Hui as non-executive Director of the Company was approved at the AGM. Ms. WANG Hui is appointed for a term commencing on the date of the AGM (i.e. 27 June 2024) and ending on the expiry of the term of the fourth session of the Board of the Company. She is eligible for re-election and re-appointment upon expiry of her term. The Company has entered into a service contract with Ms. WANG Hui. During her tenure, Ms. WANG Hui will not receive any Director's emoluments from the Company.

The biographical details of Ms. WANG Hui were set out in the Circular. As at the date of this announcement, there has been no change in such information. Save as disclosed in the Circular, Ms. WANG Hui has confirmed that, as at the date of this announcement: (1) she has not held directorships in other listed companies, nor has any other major appointments and professional qualifications in the past three years; (2) she does not hold any position in the Company or the Company's subsidiaries; (3) she has no relationship with any Director, Supervisor, senior management, substantial Shareholder or controlling Shareholder of the Company or any subsidiary of the Company; (4) she does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (5) there is no any other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no any other matter relating to her appointment that need to be brought to the attention of the Shareholders of the Company.

The Company would like to take this opportunity to welcome Ms. WANG Hui to join the Board.

## **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The Board announced that Mr. LIU Feng has resigned as a non-executive Director of the Company, member of the strategic and development committee of the Board (the “**Strategic and Development Committee**”) and member of the audit committee of the Board (the “**Audit Committee**”) due to other work commitments. Mr. LIU Feng's resignation will take effect on 27 June 2024. Mr. LIU Feng confirmed that he has no disagreement with the Board, and there is no matter in relation to his resignation which needs to be brought to the attention of the Shareholders of the Company.

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

## **CHANGE OF COMPOSITION OF SPECIAL COMMITTEES OF THE BOARD**

As stated above, Mr. LIU Feng has resigned as the member of the Strategic and Development Committee and the member of the Audit Committee due to other work commitments. On 27 June 2024, the Board passed the proposal on the election of Ms. WANG Hui as the member of the Strategic and Development Committee and the member of the Audit Committee. The Company hereby approved the election of Ms. WANG Hui as the member of the Strategic and Development Committee and the member of the Audit Committee. Her term of office will commence on 27 June 2024 and end upon the expiration of the fourth session of the Board of the Company.

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 ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.ztqh.com](http://www.ztqh.com)).

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

Jinan, China  
27 June 2024

*As at the date of this announcement, the Board comprises Mr. ZHONG Jinlong, Mr. LIU Qingbin and Mr. LIANG Zhongwei as executive Directors; Mr. ZHENG Hanyin, Mr. MING Gang and Ms. WANG Hui as non-executive Directors; and Mr. ZHENG Jianping, Mr. CHEN Hua and Mr. LUO Xinhua as independent non-executive Directors.*