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# Shandong International Trust Co., Ltd.

山東省國際信託股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability) (Stock Code: 1697)

POLL RESULTS OF 2020 ANNUAL GENERAL MEETING HELD ON 29 JUNE 2021 RE-ELECTION AND APPOINTMENT OF DIRECTORS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS RE-ELECTION AND APPOINTMENT OF SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS APPOINTMENT OF EXTERNAL SUPERVISOR OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS APPOINTMENT OF EXTERNAL AUDITORS FOR THE YEAR 2021 PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND

# PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE BOARD OF DIRECTORS, THE PROCEDURAL RULES FOR THE BOARD OF SUPERVISORS AND THE PROCEDURAL RULES FOR THE GENERAL MEETING

Shandong International Trust Co., Ltd. (the "**Company**") is pleased to announce that the 2020 annual general meeting of the Company (the "**AGM**") was held at No. 199 North Sheng Shui Hu Road, Nishan Town, Qufu, Shandong Province, the PRC on Tuesday, 29 June 2021, at 9:00 a.m.

Reference is made to the circular of the Company dated 28 May 2021 (the "**Circular**") and the supplemental circular of the Company dated 11 June 2021 (the "**Supplemental Circular**"). Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circular and the Supplemental Circular.

As at the date of the AGM, the total number of issued Shares of the Company was 4,658,850,000, including 3,494,115,000 Domestic Shares and 1,164,735,000 H Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. Shareholders and authorised proxies who attended the AGM held an aggregate of 3,980,208,600 Shares with voting rights, representing approximately 85.43% of the total issued share capital of the Company as at the date of the AGM. There were no restrictions on any Shareholder to cast votes on the resolutions proposed at the AGM. There was no Shares entitling any Shareholders to attend and vote only against the resolutions proposed at the AGM. No person has stated his/her/its intention in the Circular or the Supplemental Circular that he/she/it would vote against the proposed resolutions or that he/she/it would abstain from voting at the AGM.

The holding of the AGM is in compliance with the requirements of the PRC Company Law and the Articles of Association. Mr. Wan Zhong, Chairperson and executive Director of the Company, presided over the AGM. Shareholder representatives, a supervisor representative of the Company, a lawyer from Fangda Partners and a representative of Computershare Hong Kong Investor Services Limited (the H Share Registrar of the Company) jointly acted as the vote counters and scrutineers for the voting at the AGM.

# POLL RESULTS OF THE AGM

The poll results of the resolutions proposed at the AGM are as follows:

		Number of votes (%)		
	<b>Ordinary Resolutions</b>	For	Against	Abstain
(1)	To consider and approve the work report of the Board of Directors for the year 2020;	3,980,028,600 100%	0 0%	0 0%
(2)	To consider and approve the work report of the independent Directors for the year 2020;	3,980,028,600 100%	0 0%	0 0%
(3)	To consider and approve the work report of the Board of Supervisors for the year 2020;	3,980,028,600 100%	0 0%	0 0%
(4)	To consider and approve the financial report for the year 2020;	3,980,028,600 100%	0 0%	0 0%
(5)	To consider and approve the profit distribution plan for the year 2020;	3,980,028,600 100%	$\begin{array}{c} 0 \\ 0\% \end{array}$	0 0%
(6)	To consider and approve the remuneration plan for the Directors for the year 2020;	3,980,028,600 100%	0 0%	0 0%
(7)	To consider and approve the remuneration plan for the Supervisors for the year 2020;	3,980,028,600 100%	0 0%	0 0%
(8)	To consider and approve the appointments of external auditors for the year 2021;	3,980,028,600 100%	0 0%	0 0%
(9)	To consider and approve the following candidates as Directors of the third session of the Board of Directors with a term of three years commencing from the conclusion of the AGM:			
	<ul> <li>(a) to consider and approve the appointment of Mr. Wan Zhong as an executive Director of the third session of the Board of Directors;</li> </ul>	3,980,028,600 100%	0 0%	0 0%
	<ul> <li>(b) to consider and approve the appointment of Mr. Fang Hao as an executive Director of the third session of the Board of Directors;</li> </ul>	3,980,028,600 100%	0 0%	0 0%

		Number of votes (%)		
	Ordinary Resolutions	For	Against	Abstain
(c)	to consider and approve the appointment of Mr. Wang Zengye as a non-executive Director of the third session of the Board of Directors;	3,980,028,600 100%	0 0%	0 0%
(d)	to consider and approve the appointment of Mr. Zhao Zikun as a non-executive Director of the third session of the Board of Directors;	3,980,028,600 100%	0 0%	0 0%
(e)	to consider and approve the appointment of Ms. Wang Bailing as a non-executive Director of the third session of the Board of Directors;	3,980,028,600 100%	0 0%	0 0%
(f)	to consider and approve the appointment of Mr. Ding Huiping as an independent non-executive Director of the third session of the Board of Directors;	3,980,028,600 100%	0 0%	0 0%
(g)	to consider and approve the appointment of Ms. Li Jie as an independent non-executive Director of the third session of the Board of Directors;	3,980,028,600 100%	0 0%	0 0%
(h)	to consider and approve the appointment of Ms. Meng Rujing as an independent non-executive Director of the third session of the Board of Directors;	3,980,028,600 100%	0 0%	0 0%

			Number of votes (%)		
		Ordinary Resolutions	For	Against	Abstain
(10)	To consider and approve the following candidates as shareholder representative Supervisors of the third session of the Board of Supervisors with a term of three years commencing from the conclusion of the AGM:				
	(a)	to consider and approve the appointment of Mr. Guo Shougui as a shareholder representative Supervisor of the third session of the Board of Supervisors;	3,980,028,600 100%	0 0%	0 0%
	(b)	to consider and approve the appointment of Mr. Hou Zhenkai as a shareholder representative Supervisor of the third session of the Board of Supervisors;	3,980,028,600 100%	0 0%	0 0%
	(c)	to consider and approve the appointment of Mr. Chen Yong as a shareholder representative Supervisor of the third session of the Board of Supervisors;	3,980,028,600 100%	0 0%	0 0%
	(d)	to consider and approve the appointment of Mr. Wu Chen as a shareholder representative Supervisor of the third session of the Board of Supervisors;	3,980,028,600 100%	0 0%	0 0%
	(e)	to consider and approve the appointment of Ms. Wang Zhimei as a shareholder representative Supervisor of the third session of the Board of Supervisors;	3,980,028,600 100%	0 0%	0 0%

		Number of votes (%)			
	Ordinary Resolutions	For	Against	Abstain	
(11)	To consider and approve the appointment of Ms. Wang Yan as the external Supervisor of the third session of the Board of Supervisors;	3,980,208,600 100%	0 0%	0 0%	
Special Resolutions		Number of votes (%)			
		For	Against	Abstain	
(12)	To consider and approve the Proposed Amendments to the Articles of Association and the authorisation to the Board of Directors to complete the approval and/or registration or filing of the amendments to the Articles of Association in accordance with the relevant laws, regulations and requirements of relevant governmental and regulatory authorities;	3,980,028,600 100%	0 0%	0 0%	
(13)	To consider and approve the Proposed Amendments to the Procedural Rules for the Board of Directors;	3,980,028,600 100%	0 0%	0 0%	
(14)	To consider and approve the Proposed Amendments to the Procedural Rules for the Board of Supervisors;	3,980,028,600 100%	0 0%	0 0%	
(15)	To consider and approve the Proposed Amendments to the Procedural Rules for the General Meeting;	3,980,028,600 100%	0 0%	0 0%	
<b>Other Matters</b>					
(16)	To listen to the net capital report for the year 2020; and				
(17)	To listen to the report on repayment upon maturity for trust business and benefits realised for beneficiaries for the year 2020.				

As more than half of the votes were cast in favour of the resolutions (1) to (11), the above ordinary resolutions (1) to (11) were duly passed at the AGM; and as more than two-thirds of the votes were cast in favour of the resolutions (12) to (15), the above special resolutions (12) to (15) were duly passed at the AGM.

Save as the above resolutions, the Company has not received any resolutions put forward by any Shareholders holding 3% or more of the voting shares of the Company.

### **RE-ELECTION AND APPOINTMENT OF DIRECTORS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS**

Mr. Wan Zhong, Mr. Fang Hao, Mr. Wang Zengye, Mr. Zhao Zikun, Ms. Wang Bailing, Mr. Ding Huiping, Ms. Li Jie and Ms. Meng Rujing were re-elected or appointed as Directors of the third session of the Board of Directors at the AGM.

The above candidates for re-election or appointment as executive Directors, nonexecutive Directors and independent non-executive Directors will enter into service contracts with the Company upon the approval of their re-elections or appointments at the AGM. Pursuant to the terms of the service contracts, the term of their appointments will be three years from the date of their re-elections or appointments become effective.

Please refer to the Circular for the remuneration of the Directors of the third session of the Board of Directors. The Company confirmed there is no change in the relevant remuneration between the publication date of the Circular to the date of this announcement.

Save as disclosed in the Circular and above, as at the date of this announcement, the above executive Directors, non-executive Directors and independent non-executive Directors (1) have not held any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO"); (2) have not held any directorships in any other public listed companies in the past three years, and they do not have any other major appointment and professional qualifications; (3) do not have any other positions with the Company; (4) are not connected with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (5) have no other matters concerning their re-election and appointment that need to be brought to the attention of the Shareholders and Hong Kong Stock Exchange and no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The term of office of the Directors of the third session of the Board of Directors shall be three years with effect from the date of approval at the AGM. The qualifications of Mr. Wang Zengye, Mr. Zhao Zikun and Ms. Li Jie are subject to the approval of the branch offices of the CBIRC. Before the newly elected Directors officially take office upon fulfilling relevant procedures in accordance with laws and regulations, Mr. Xiao Hua, Mr. Jin Tongshui and Mr. Yen Huai-chiang will continue to perform their duties as Directors until the relevant newly elected Directors obtained the approval of their qualifications from the branch offices of the CBIRC, so as to ensure the structure of the Board of Directors is in compliance with relevant laws and regulations as well as the requirements of the Articles of Association. Further announcement(s) will be made by the Company as and when appropriate.

### **EXPIRATION OF THE TERM OF OFFICE OF DIRECTORS**

Mr. Xiao Hua and Mr. Jin Tongshui will not be re-elected as non-executive Directors of the third session of the Board of Directors due to the expiration of their term of office. Mr. Yen Huai-chiang will not be re-elected as an independent non-executive Director of the third session of the Board of Directors due to the expiration of his term of office.

Mr. Xiao Hua, Mr. Jin Tongshui and Mr. Yen Huai-chiang have confirmed that they have no disagreement with the Board of Directors, and do not have any matters in relation to the expiration of their term of office that should be brought to the attention of the Shareholders and creditors of the Company. The Board of Directors would like to express its sincere gratitude to Mr. Xiao Hua, Mr. Jin Tongshui and Mr. Yen Huai-chiang for their significant contribution to the Company's development during their tenure of office.

#### **RE-ELECTION AND APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS**

Mr. Guo Shougui, Mr. Hou Zhenkai, Mr. Chen Yong, Mr. Wu Chen and Ms. Wang Zhimei were re-elected and appointed as shareholder representative Supervisors of the third session of the Board of Supervisors at the AGM.

The above candidates for re-election as Supervisors will enter into service contracts with the Company upon the approval of their re-elections at the AGM. Pursuant to the terms of the service contracts, the term of their appointments will be three years from the date of their re-elections become effective.

For the remuneration of shareholder representative Supervisors of the third session of the Board of Supervisors, please refer to the Circular. The Company confirms that there is no change in the remuneration between the publication date of the Circular and the date of this announcement.

Save as disclosed in the Circular and as disclosed above, as at the date of this announcement, the above shareholder representative Supervisors (1) have not held any interest in the Shares of the Company within the meaning of Part XV of the SFO; (2) have not held any directorships in any other public listed companies in the past three years, and they do not have any other major appointment and professional qualifications; (3) do not have any other positions with the Company; (4) are not connected with any other Directors, Supervisors, senior management or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (5) have no other matters concerning their re-election and appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and have no other matters which shall be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

The shareholder representative Supervisors of the third session of the Board of Supervisors shall have a term of three years, effective from the date of approval at the AGM.

## **APPOINTMENT OF EXTERNAL SUPERVISOR**

Ms. Wang Yan was appointed as an external Supervisor of the third session of the Board of Supervisors at the AGM. Ms. Wang will enter into a service contract with the Company with a term of three years upon the approval of her appointment at AGM. Save as the adjustments required by relevant policies and regulations, the term of office of Ms. Wang as an external Supervisor will be consistent with that of a Supervisor of the third session of the Board of Supervisors and last until the expiry of the term of office of the third session of the Board of Supervisors. For the remuneration of Ms. Wang as an external Supervisor of the third session of the Board of Supervisors. For the remuneration of Ms. Wang as an external Supervisor of the third session of the Board of Supervisors, please refer to the Supplemental Circular. The Company confirms that there is no change in the remuneration between the publication date of the Supplemental Circular and the date of this announcement.

Save as disclosed in the Supplemental Circular and as disclosed above, as at the date of this announcement, Ms. Wang (1) has no interest in the Shares of the Company within the meaning of Part XV of the SFO; (2) has not held any directorships in any other public listed companies in the past three years nor have any other major appointment and professional qualifications; (3) has not held any positions with the Company; (4) is not connected with any other Directors, Supervisors, senior management or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (5) there are no other matters concerning Ms. Wang and her appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The appointment of Ms. Wang as an external Supervisor shall become effective upon approval of the Proposed Amendments to the Articles of Association by the Shandong Office of CBIRC, and Ms. Wang shall comply with the qualification requirements of external Supervisors in the Articles of Association and relevant laws and regulations. The Company will make further announcement(s) as and when appropriate.

#### **APPOINTMENT OF EXTERNAL AUDITORS FOR THE YEAR 2021**

Reference is made to the Circular and the announcement of the Company dated 27 May 2021, in relation to the appointment of external auditors of the Company for the year 2021. The resolution of appointing ShineWing Certified Public Accountants LLP and SHINEWING (HK) CPA Limited as external auditors of the Company for the year 2021 has been approved at the AGM, and they have been appointed as the external auditors of the Company, which shall take effect from the end of the AGM, and shall hold office until the conclusion of the next annual general meeting of the Company.

## PROCESS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE PROCEDURAL RULES FOR THE BOARD OF DIRECTORS, THE PROCEDURAL RULES FOR THE BOARD OF SUPERVISORS AND THE PROCEDURAL RULES FOR THE GENERAL MEETING

Reference is made to the announcement of the Company dated 27 May 2021 regarding the Proposed Amendments to the Articles of Association, the Procedural Rules for the Board of Directors, the Procedural Rules for the Board of Supervisors and the Procedural Rules for the General Meeting. The Proposed Amendments to the Articles of Association, the Procedural Rules for the Board of Directors, the Procedural Rules for the Board of Supervisors and the Procedural Rules for the General Meeting have been approved by Shareholders at the AGM by way of special resolutions. Details of the Proposed Amendments to the Articles of Association, the Procedural Rules for the Board of Directors, the Procedural Rules for the Board of Supervisors and the Procedural Rules for the General Meeting are set out in the appendices III to VI to the Circular. The Proposed Amendments to the Articles of Association are subject to the approval by the Shandong Office of CBIRC. The Proposed Amendments to the Procedural Rules for the Board of Directors, the Procedural Rules for the Board of Supervisors and the Procedural Rules for the General Meeting shall be subject to approval of the Proposed Amendments to the Articles of Association by the Shandong Office of CBIRC. The Company will make further announcement(s) as and when appropriate.

> By order of the Board of Directors Shandong International Trust Co., Ltd. Wan Zhong Chairperson

Jinan, the People's Republic of China 29 June 2021

As at the date of this announcement, the Board of Directors comprises Mr. Wan Zhong and Mr. Fang Hao as executive Directors; Mr. Xiao Hua, Mr. Jin Tongshui and Ms. Wang Bailing as non-executive Directors; Mr. Yen Huai-chiang, Mr. Ding Huiping and Ms. Meng Rujing as independent non-executive Directors.