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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)**

**GRANT OF WAIVER FROM STRICT COMPLIANCE WITH  
RULES 3.10, 3.10A, 3.11, 3.21, 3.23, 3.25, 3.27 AND 3.27A  
OF THE LISTING RULES;  
AND  
OBTAINING THE QUALIFICATION FOR  
INDEPENDENT NON-EXECUTIVE DIRECTOR**

References are made to the announcements dated 14 March 2022, 13 April 2022 and 31 May 2022 (the “**Announcements**”) and the circular dated 16 May 2022 (the “**Circular**”) of ZHONGTAI FUTURES Company Limited (the “**Company**”), in relation to, among others, the change of independent non-executive director. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

**GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULES  
3.10, 3.10A, 3.11, 3.21, 3.23, 3.25, 3.27 AND 3.27A OF THE LISTING  
RULES**

Pursuant to Rules 3.11, 3.23 and 3.27 of the Listing Rules, the Company shall appoint independent non-executive director(s) on or before 13 June 2022 in order to re-comply with requirements of Rules 3.10, 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules.

The appointment of Mr. LUO Xinhua (“**Mr. LUO**”) as an Independent Non-executive Director of the Company has been approved at the Second Extraordinary General Meeting of 2022 held on 31 May 2022, which shall take effect after Mr. LUO passes the professional competence level assessment test (“**Assessment Test**”) for executives of futures firms and satisfied the qualification required for acting as an independent director of futures firms issued by the China Securities Regulatory Commission (“**Obtaining the Qualification Required for Acting as an Independent Non-executive Director**”). On the same day, the Board also approved the election of Mr. LUO as the chairman of the audit committee of the Board, a member of the remuneration and appraisal committee and a member of the nomination committee, which shall take effect following Obtaining the Qualification Required for Acting as an Independent Non-executive Director.

Mr. LUO has passed all other procedures required for his appointment as an Independent Non-executive Director of the Company. However, as a result of the epidemic, the relevant authorities have postponed the Assessment Test and Mr. LUO has not completed the Assessment Test as of 13 June 2022, as a consequence of which he failed in Obtaining the Qualification Required for Acting as an Independent Non-executive Director. The Company continued to monitor the status of the Assessment Test on the website of the China Futures Association and has arranged Mr. LUO to participate in the Assessment Test held on 21 June 2022.

Accordingly, the Company has applied to the Hong Kong Stock Exchange for and the Hong Kong Stock Exchange has granted a waiver to extend the grace period under Rules 3.11, 3.23 and 3.27 of the Listing Rules to 30 June 2022 to comply with Rules 3.10, 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules.

## **OBTAINING THE QUALIFICATION FOR INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. LUO has passed the Assessment Test and obtained the qualification for Independent Non-executive Director on 22 June 2022, and he formally became an Independent Non-executive Director of the Company on that day. After becoming an Independent Non-executive Director of the Company, Mr. LUO also served as the chairman of the audit committee, a member of the remuneration and appraisal committee and a member of the nomination committee of the Board with effects from the same day.

The term of office of Mr. LUO shall commence from 22 June 2022 and end upon 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. The remuneration of Mr. LUO 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 has confirmed his independence to the Company in accordance with Rule 3.13 of the Listing Rules. The Board also considers that Mr. LUO 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 of the Board has assessed and reviewed the independence of Mr. LUO and considered that Mr. LUO 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 Qualification Required for Acting as an Independent Non-executive Director of Mr. LUO, the composition of the Board will comply with Rules 3.10, 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules.

The biographical information of Mr. LUO is contained in the announcement dated 13 April 2022 of the Company (the “**Announcement**”) and the Circular. As of the date of this announcement, there has been no change in such information except that he has ceased to be an independent director of Fada Flour Group Co., Ltd.\* (發達麵粉集團股份有限公司). Save as disclosed in the Announcement and the Circular, as at the date of this announcement, Mr. LUO 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 Board would like to take this opportunity to welcome Mr. LUO to join 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 People’s Republic of China  
22 June 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, Mr. CHEN Hua and Mr. LUO Xinhua as independent non-executive Directors.*

\* *For identification purpose only*