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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 28 JUNE 2022;
DISTRIBUTION OF FINAL DIVIDEND; AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ALIGNMENT IN
ADOPTION OF THE CHINA ACCOUNTING
STANDARDS FOR BUSINESS ENTERPRISES**

References are made to the notice of 2021 annual general meeting (the “AGM”) dated 27 May 2022 and the circular of the AGM dated 27 May 2022 (the “Circular”) 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 at 9:30 a.m. on 28 June 2022 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 Board of the Company. The attendance records of Directors at the AGM were as follows:

- Mr. ZHONG Jinlong 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, Mr. MING Gang, as non-executive Directors, and Mr. ZHENG Jianping and Mr. CHEN Hua, as independent non-executive Directors, have attended the AGM through video conference; and

- Mr. HU Kainan and Mr. LIU Feng, as non-executive Directors, were unable to attend the AGM due to attending other meetings.

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 "**Resolution(s)**") proposed thereat. Shareholders and proxies of Shareholders attending the AGM held a total of 728,973,000 Shares with voting rights, representing approximately 72.759058% 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. 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 2021	728,796,000 (99.975719%)	0 (0.000000%)	177,000 (0.024281%)
2	To consider and approve the proposal on the work report of the supervisory committee for the year 2021	728,796,000 (99.975719%)	0 (0.000000%)	177,000 (0.024281%)
3	To consider and approve the proposal on the annual report for the year 2021	728,796,000 (99.975719%)	0 (0.000000%)	177,000 (0.024281%)
4	To consider and approve the proposal on the final financial accounts for the year 2021	728,796,000 (99.975719%)	0 (0.000000%)	177,000 (0.024281%)

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
5	To consider and approve the proposal on the profit distribution plan for the year 2021	728,973,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
6	To consider and approve the proposal on the financial budgets for the year 2022	728,973,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
7	To consider and approve the proposal on the change of accounting firms for the year 2022	728,973,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
8	To consider and approve the proposal on the alignment in preparation of financial statements in accordance with the China Accounting Standards for Business Enterprises	728,973,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
Special Resolutions		Number of Votes (%)		
		For	Against	Abstain
9	To consider and approve the proposal on amendments to the articles of association	728,973,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
10	To consider and approve the proposal on the general mandate to issue domestic shares and H shares	727,493,000 (99.796975%)	1,480,000 (0.203025%)	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 8, 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 Resolutions numbered 9 to 10, these Resolutions were duly passed as special 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 2021:

The Company will distribute a final dividend of RMB0.18 (tax inclusive) as cash dividends for every 10 Shares for the year ended 31 December 2021 (“**Final Dividend**”). Final Dividend will be paid to Shareholders whose names appear on the register of members of the Company on Tuesday, 5 July 2022. 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., RMB0.85326 against HK\$1), being a Final Dividend of HK\$0.21 (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 Wednesday, 10 August 2022 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 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.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ALIGNMENT IN ADOPTION OF THE CHINA ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES

Reference is made to the announcement of the Company dated 25 May 2022 in relation to, among the others, proposed amendments to the Articles of Association and proposed alignment in preparation of financial statements in accordance with the China Accounting Standards for Business Enterprises. The Board announces that the Resolutions in relation to amendments to the Articles of Association and alignment in preparation of financial statements in accordance with the China Accounting Standards for Business Enterprises have been approved at the AGM and have been effective from 28 June 2022. The full text of the amended Articles of Association will be published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (<http://www.ztqh.com>).

The Resolutions in relation to amendments to the Articles of Association and alignment in preparation of financial statements in accordance with the China Accounting Standards for Business Enterprises have been approved at the AGM, the Company will uniformly adopt Domestic Standards to prepare financial statements and disclose corresponding financial reports.

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

Jinan, China
28 June 2022

As at the date of this announcement, the Board 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.