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

(Stock Code: 6837)

## POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 12 JUNE 2024

#### VOTING RESULTS OF THE ANNUAL GENERAL MEETING

References are made to the notice and the circular (the "Circular") of the annual general meeting (the "AGM") dated 22 May 2024 of Haitong Securities Co., Ltd. (the "Company") and the announcement dated 6 June 2024 in relation to withdrawal of a resolution at the AGM. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the AGM was held at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the People's Republic of China, by way of an on-site meeting, on Wednesday, 12 June 2024 at 1:30 p.m.

The meeting was convened by the Board and chaired by Mr. ZHOU Jie, the chairman of the Board. Voting at the AGM was conducted by a combination of network voting and poll onsite. In accordance with relevant PRC laws and regulations, the holders of A Shares were entitled to attend the voting at the AGM in person, by proxy, or via network for the relevant resolutions. The time of network voting for the resolutions proposed at the AGM for holders of A Shares on 12 June 2024 was set out in the notice of the AGM to holders of A Shares dated 23 May 2024 and published on the website of Shanghai Stock Exchange. Computershare Hong Kong Investor Services Limited, the Company's H share registrar, two representatives from the Shareholders, one Supervisor and one representative from Grandall Law Firm (Shanghai) were appointed by the Company as the scrutineers for the vote-taking at the AGM. All the Directors, all the Supervisors and some of the senior management of the Company were present at the meeting either in person or by means of telecommunication.

As at the date of the AGM, a total of 13,064,200,000 Shares (comprising 9,654,631,180 A Shares and 3,409,568,820 H Shares) of the Company were in issue, among which, 12,987,125,533 Shares were the shares entitling the holders to attend and vote for or against or abstain from voting in respect of the resolutions at the AGM (77,074,467 A Shares in the designated securities account for repurchase of the Company did not carry any voting rights at the AGM). A total of 64 Shareholders and/or their proxies, holding an aggregate of 4,345,265,421 shares with voting rights, representing approximately 33.458253% of the total shares with voting rights of the Company, in which, 63 Shareholders of A Shares and/or their proxies, holding an aggregate of 3,507,335,248 A Shares, representing approximately 27.006247% of the total shares with voting rights of the Company while one Shareholder of H Shares and/or his/her proxy, holding an aggregate of 837,930,173 H Shares, representing approximately 6.452006% of the total shares with voting rights of the Company, have attended the AGM and voted on the resolutions proposed at the AGM.

Shanghai Guosheng (Group) Co., Ltd. and its associates, being a substantial shareholder of the Company holding in aggregate 1,356.3275 million Shares, have abstained from voting on the ordinary resolution numbered 11.01. According to the requirements of relevant PRC laws and regulations, the companies (other than the Company, its majority-owned subsidiaries or other entities controlled by it) at which the Directors, Supervisors and senior management of the Company hold positions as their directors (other than being the independent non-executive directors of both sides at the same time) or senior management, and other related corporate entities, have abstained from voting on the ordinary resolution 11.02.

Save as disclosed above, no Shareholder was required to abstain from voting on any resolution proposed at the AGM under the Hong Kong Listing Rules. No Shareholder who was entitled to attend the AGM had to abstain from voting in favour of any resolution at the AGM pursuant to Rule 13.40 of the Hong Kong Listing Rules. No parties indicated their intention in the Circular to vote against or abstain from voting in respect of any resolution proposed at the AGM.

### POLL RESULTS OF THE AGM

The Shareholders present at the AGM considered and approved the following resolutions:

		For		Against		Abstain				
ORDINARY RESOLUTIONS			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)		
1.	To consider and approve the report of the Board of the Company for the year 2023	A Shares	3,506,206,428	99.967815	990,720	0.028248	138,100	0.003937		
		H Shares	833,502,573	99.471603	134,000	0.015992	4,293,600	0.512405		
		Total	4,339,709,001	99.872127	1,124,720	0.025884	4,431,700	0.101989		
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.									
2.	To consider and approve the report of the supervisory committee of the Company for the year 2023	A Shares	3,506,206,428	99.967815	990,320	0.028236	138,500	0.003949		
		H Shares	833,500,973	99.471412	134,000	0.015992	4,295,200	0.512596		
		Total	4,339,707,401	99.872090	1,124,320	0.025875	4,433,700	0.102035		
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.									
3.	To consider and approve the 2023 duty performance report of independent non-executive directors of the Company	A Shares	3,506,206,428	99.967815	990,320	0.028236	138,500	0.003949		
		H Shares	833,500,973	99.471412	134,000	0.015992	4,295,200	0.512596		
		Total	4,339,707,401	99.872090	1,124,320	0.025875	4,433,700	0.102035		
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.									
4.	To consider and approve the annual report of the Company for the year 2023	A Shares	3,506,206,828	99.967827	990,320	0.028236	138,100	0.003937		
		H Shares	833,500,973	99.471412	134,000	0.015992	4,295,200	0.512596		
		Total	4,339,707,801	99.872099	1,124,320	0.025875	4,433,300	0.102026		

			For		Against		Abstain				
	ORDINARY RESOLUTIONS	Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)				
5.	To consider and approve the final accounts report of the Company for the year 2023	A Shares	3,505,792,528	99.956014	1,404,620	0.040049	138,100	0.003937			
		H Shares	831,642,713	99.249644	1,992,260	0.237760	4,295,200	0.512596			
		Total	4,337,435,241	99.819800	3,396,880	0.078174	4,433,300	0.102026			
	As more than half of the votes were cast i	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.									
6.	To consider and approve the profit distribution proposal of the Company for the year 2023	A Shares	3,506,668,428	99.980988	666,820	0.019012	0	0.000000			
		H Shares	836,052,173	99.775876	6,000	0.000716	1,872,000	0.223408			
		Total	4,342,720,601	99.941435	672,820	0.015484	1,872,000	0.043081			
	As more than half of the votes were cast i	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.									
7.	To consider and approve the proposal regarding authorizing the Board to determine the Company's 2024 interim profit distribution at the general meeting	A Shares	3,506,668,428	99.980988	666,820	0.019012	0	0.000000			
		H Shares	836,052,173	99.775876	6,000	0.000716	1,872,000	0.223408			
		Total	4,342,720,601	99.941435	672,820	0.015484	1,872,000	0.043081			
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.										
8.	To consider and approve the proposal on renewal of engagement of auditing firms of the Company for the year 2024 (Note)	A Shares	N/A	N/A	N/A	N/A	N/A	N/A			
		H Shares	N/A	N/A	N/A	N/A	N/A	N/A			
		Total	N/A	N/A	N/A	N/A	N/A	N/A			
9.	To consider and approve the proposal regarding the estimated investment amount for the proprietary business of the Company for the year 2024	A Shares	3,506,344,728	99.971759	990,520	0.028241	0	0.000000			
		H Shares	835,603,174	99.722292	6,000	0.000716	2,320,999	0.276992			
		Total	4,341,947,902	99.923652	996,520	0.022934	2,320,999	0.053414			
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.										
10.	To consider and approve the proposal regarding the projected external guarantees of the Company in 2024	A Shares	3,502,114,917	99.851160	5,219,931	0.148829	400	0.000011			
		H Shares	797,133,095	95.131208	37,832,480	4.514992	2,964,598	0.353800			
	Samulton of the Company in 2021	Total	4,299,248,012	98.940976	43,052,411	0.990789	2,964,998	0.068235			
	As more than half of the votes were cast i	n favour of	this resolution, t	he resolution wa	is duly passed a	s an ordinary re	esolution.				

	ORDINARY RESOLUTIONS			For		Against		Abstain			
				Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)		
11.	To con	sider and approve the proposal regarding	outine related part	y/connected trans	actions of the Co	mpany in 2024, in	ncluding:				
	proposal regarding the	To consider and approve the	A Shares	2,186,608,853	90.863968	5,383,676	0.223718	214,471,652	8.912314		
		proposal regarding the projected related party/connected transactions with Shanghai Guosheng (Group) Co., Ltd. and its associates; and	H Shares	796,068,505	95.004158	39,989,669	4.772434	1,871,999	0.223408		
			Total	2,982,677,358	91.933256	45,373,345	1.398515	216,343,651	6.668229		
	11.02	11	A Shares	1,721,992,041	99.688332	5,383,676	0.311668	0	0.000000		
		proposal regarding the projected related party transactions with	H Shares	796,068,504	95.004158	39,989,669	4.772434	1,872,000	0.223408		
		the companies (other than the Company and its majority-owned subsidiaries) where the Company's directors, supervisors and senior management hold positions as directors or senior management, and other related corporate entities	Total	2,518,060,545	98.158296	45,373,345	1.768730	1,872,000	0.072974		
	As more than half of the votes were cast in favour of each of these resolutions, each of these resolutions was duly passed as an ordinary resolution.										
12.		To consider and approve the proposal A Shares		3,503,643,653	99.894746	3,691,592	0.105254	3	0.000000		
	regarding the proposed appointment of Mr. Han Jianxin as an executive director		H Shares	821,272,966	98.012101	14,245,554	1.700088	2,411,653	0.287811		
		of the Company Total		4,324,916,619	99.531702	17,937,146	0.412797	2,411,656	0.055501		
	As mo	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.									

	SPECIAL RESOLUTION		For		Against		Abstain			
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)		
1.	To consider and approve the proposal	A Shares	3,506,344,928	99.971764	990,320	0.028236	0	0.000000		
	regarding the proposed amendments to the Articles of Association	H Shares	836,052,174	99.775876	6,000	0.000716	1,871,999	0.223408		
		Total	4,342,397,102	99.933990	996,320	0.022929	1,871,999	0.043081		
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.									

## Note:

As disclosed in the announcement of the Company dated 6 June 2024, the Company has withdrawn the resolution numbered 8, thus no poll was conducted or counted by the Company for this resolution.

Please refer to the Circular for full text of the resolutions.

### PAYMENT OF FINAL DIVIDEND

The Board wishes to inform the Shareholders that details of the payment of the final dividend for 2023 are as follows:

The final cash dividend for the year ended 31 December 2023 of RMB1.00 (inclusive of tax) for every 10 shares (the "Final Dividend") will be paid to the holders of H Shares on Thursday, 8 August 2024. The register of members of H Shares will be closed from Thursday, 27 June 2024 to Tuesday, 2 July 2024 (both days inclusive), during which time no share transfers of H Shares will be effected. In order to qualify for receiving the Final Dividend, holders of H Shares should ensure that the relevant H Share certificates, accompanied by all transfer documents, are lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Wednesday, 26 June 2024. Holders of H Shares whose names appear on the register of members of the H Shares on Tuesday, 2 July 2024 (the "Record Date") are entitled to receive the Final Dividend.

According to the Articles of Association, dividends shall be denominated and declared in Renminbi. The dividends payable to holders of A Shares shall be paid in Renminbi and dividends payable to holders of H Shares shall be paid in Hong Kong dollars. The actual amount of H Share dividends paid in Hong Kong dollars is converted based on the average benchmark exchange rate for Renminbi to Hong Kong dollars as announced by the People's Bank of China for the five business days prior to 12 June 2024, being the date of the AGM, (i.e. RMB0.910184 against HK\$1.00), being a cash dividend of HK\$1.098679 (inclusive of tax) for every 10 H Shares.

Pursuant to the Notice of the PRC State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348), the dividend received by the overseas resident individual shareholders from the stocks issued by domestic non-foreign invested enterprises in Hong Kong is subject to the payment of individual income tax according to the items of "interests, dividend and bonus income", which shall be withheld by the responsible withholding parties in accordance with the relevant laws. The overseas resident individual shareholders who hold the stocks issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries where they are residents and China or the tax arrangements between Mainland and Hong Kong (Macau). The tax rate for dividends under the relevant tax agreements and tax arrangements is generally 10%. For the purpose of simplifying tax administration, domestic non-foreign invested enterprises issuing shares in Hong Kong may, when distributing dividend, generally withhold individual income tax at the rate of 10%, and they are not obligated to file an application. If the tax rate for dividend is not equal to 10%, the following provisions shall apply: (1) for citizens from countries under tax agreements to be entitled to tax rates lower than 10%, the withholding agents will file applications on their behalf to seek entitlement of the relevant agreed preferential treatments, and upon review and approval by the tax authorities, over withheld tax amounts will be refunded; (2) for citizens from countries under tax agreements to be entitled to tax rates higher than 10% but lower than 20%, the withholding agents will withhold the individual income tax at the agreed-upon effective tax rate when distributing dividend (bonus), and are not obligated to file an application; (3) for citizens from countries without tax agreements or are under other situations, the withholding agents will withhold the individual income tax at a tax rate of 20% when distributing dividends.

Pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Which Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897), a PRC resident enterprise, when distributing dividends for 2008 and for the years afterwards to H shareholders who are overseas non-resident enterprises, shall be subject to the enterprise income tax withheld at a uniform rate of 10%.

The Company will withhold payment of the relevant income tax strictly in accordance with the relevant laws or requirements of the relevant government departments and strictly based on the Company's register of members of H Shares on the Record Date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding arrangement. The Company has appointed Bank of China (Hong Kong) Trustees Limited to receive on behalf of holders of H Share all dividends declared in respect of H Shares.

The Company will announce separately on the website of the Shanghai Stock Exchange other details of the arrangement regarding the distribution of the Final Dividend to holders of A Shares.

# Profit Distribution for Investors in Mainland China investing in H Shares of the Company through Shanghai-Hong Kong Stock Connect

For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares through Shanghai-Hong Kong Stock Connect, will receive the cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares through Shanghai-Hong Kong Stock Connect through its depositary and clearing system.

The cash dividends for the investors of H Shares through Shanghai-Hong Kong Stock Connect will be paid in Renminbi. Pursuant to the relevant requirements of the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for dividends received by mainland individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the individual investors. For dividends received by mainland securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold or pay the income tax of dividends for mainland enterprise investors and those enterprise investors shall report and pay the relevant tax themselves.

# Profit Distribution for Investors in Mainland China investing in H Shares of the Company through Shenzhen-Hong Kong Stock Connect

For investors of the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange, the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares through Shenzhen-Hong Kong Stock Connect, will receive the cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares through Shenzhen-Hong Kong Stock Connect through its depositary and clearing system.

The cash dividends for the investors of H Shares through Shenzhen-Hong Kong Stock Connect will be paid in Renminbi. Pursuant to the relevant requirements of the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by mainland individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the individual investors. For dividends received by mainland securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold or pay the income tax of dividends for mainland enterprise investors and those enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other time arrangements for the investors of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect are consistent with those for the H Shareholders of the Company.

## **Profit Distribution for Investors of Northbound Trading**

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Company listed on the Shanghai Stock Exchange (the "Investors of Northbound Trading"), their final dividend will be distributed in Renminbi by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such A Shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For the Investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises or individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the preferential treatment under such tax agreement. Upon approval by the competent tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax agreement will be refunded.

The record date, ex-entitlement date, final dividend payment date and other time arrangements for the investors of Northbound Trading are consistent with those for A Shareholders of the Company.

#### APPOINTMENT OF EXECUTIVE DIRECTOR

Biographical details of the executive Director appointed by the above ordinary resolution approved by the Shareholders are set out as follows:

Mr. HAN Jianxin ("Mr. Han") was born in 1968 and is a holder of master's degrees in business administration and sociology and a senior political engineer. Mr. Han has served as a deputy secretary of CPC Committee of the Company since April 2024. Mr. Han served as the secretary of Youth League Committee and an assistant to the director of the student affairs office at Shanghai University of International Business and Economics from July 1991 to December 1996. He worked at CPC Youth League Shanghai Municipal Committee from December 1996 to April 2004, successively serving as the deputy director of the research office, deputy head and head of the school department, and secretary-general of Shanghai Students' Federation. From April 2004 to May 2004, he served as the deputy director (division-head level) of Shanghai Community Youth Affairs Office. From May 2004 to January 2013, he served as the general manager of Shanghai Shimin Mail Information Services Co., Ltd. From January 2013 to March 2016, he served as the secretary of CPC Committee, director, deputy general manager and secretary of the Discipline Inspection Commission of Lingang Songjiang Sci-tech City Development Co., Ltd. He also served as an acting director of the Party Committee office of Shanghai State-owned Assets Supervision and Administration Commission from December 2015 to March 2016. From March 2016 to July 2019, he served as the director of the Party Committee office of Shanghai State-owned Assets Supervision and Administration Commission. From July 2019 to April 2024, he served as chief of the discipline inspection and supervision team of Shanghai Municipal Commission for Discipline Inspection and Supervision stationed in Haitong Securities.

As far as the Directors are aware, save as disclosed above, Mr. Han has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Han has no relationship with any Directors, Supervisors, senior management or substantial shareholders of the Company, nor does he hold any position in the Company or any of its subsidiaries. As at the date of this announcement, Mr. Han has no interest in the Shares of the Company or its associated companies within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance.

Save as disclosed above, Mr. Han has confirmed that there is no other information in relation to his appointment that is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders. Mr. Han has not been penalized by China Securities Regulatory Commission or other relevant departments or stock exchanges.

As of the date of this announcement, the Company has not entered into a service contract with Mr. Han. The Company will sign an appointment letter with Mr. Han. Unless adjustment is required by the relevant applicable laws and regulations, the term of office of Mr. Han shall be the same as the eighth session of the Board. The remuneration of Mr. Han shall be determined in accordance with the related management system with regard to the compensation and performance review.

## RETIREMENT OF AUDITORS

Reference is made to the announcement dated 6 June 2024, in relation to withdrawal of a resolution at the AGM. PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所(特殊普通合夥)) and PricewaterhouseCoopers (collectively "PricewaterhouseCoopers"), the current auditing firms of the Company, retired upon expiry of their terms of offices after the conclusion of the AGM. The Company has communicated with PricewaterhouseCoopers regarding the auditor's retirement, and has been informed that PricewaterhouseCoopers had no disagreement relating the retirement. PricewaterhouseCoopers has confirmed in writing that there are no matters in connection with their retirement that should be brought to the attention of the Shareholders. The Company also confirms that nothing in respect of the retirement of PricewaterhouseCoopers needs to be brought to the attention of the Shareholders.

The Company needs additional time to consider the appointment of auditors, and it will nominate suitable auditing firms of the Company for the year 2024 for Shareholders' consideration and approval as soon as possible and will make further announcement on the appointment of auditors as and when appropriate.

## ATTESTATION BY LAWYERS

Grandall Law Firm (Shanghai), the PRC legal advisers to the Company, considers that the convening and convocation procedures of the AGM are in compliance with the laws and administrative rules as well as the Rules of Procedure for Shareholders' General Meetings of Listed Company and the Articles of Association; the qualifications of the attendees and conveners at the AGM are lawful and valid; and the voting procedures and poll results of the AGM are lawful and valid.

By order of the Board

Haitong Securities Co., Ltd.

ZHOU Jie

Chairman

Shanghai, the PRC 12 June 2024

As at the date of this notice, the executive directors of the Company are Mr. ZHOU Jie, Mr. LI Jun and Mr. HAN Jianxin; the non-executive directors of the Company are Mr. TU Xuanxuan, Mr. SHI Lei, Ms. XIAO Hehua and Mr. XU Jianguo; the independent non-executive directors of the Company are Mr. ZHOU Yu, Mr. FAN Ren Da Anthony, Mr. MAO Fugen and Mr. MAO Huigang.

\* For identification purpose only