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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)**

## **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of ZHONGTAI FUTURES Company Limited (the “**Company**”) announces that in accordance with the Guidelines for Consolidated Management of Securities Companies (for Trial Implementation) (the “**Guidelines**”) issued by the Securities Association of China on 18 April 2025, and with reference to relevant market practices and the Company’s actual circumstances, the Company proposed to amend the Articles of Association of ZHONGTAI FUTURES Company Limited (the “**Articles of Association**”). The amendments mainly include: (1) as required by the Guidelines, adding the following to the functions and powers of the Board: “to assume ultimate responsibility for consolidated management, effectively engage in the management and control of the entire process of consolidated management; to review and approve the fundamental rules of consolidated management, and supervise their implementation within the Company’s consolidated management system; to review and approve the risk appetite, risk tolerance and significant risk limits of the Company’s consolidated management system; to approve major matters related to consolidated management and supervise their implementation; to review consolidated management practices and adjust the Company’s development strategy based on consolidated management performance; to supervise and ensure that senior management effectively fulfills consolidated management duties; to urge senior management to resolve issues identified in consolidated management”; and adding “arrange implementation of consolidated management” to the functions and powers of the general manager; and (2) deleting the content of “The offices of the chairman and the general manager may not be held concurrently by one person” based on industry and regulatory practices. Details of the proposed amendments to the Articles of Association are set out below:

Before amendments	After amendments
<p>Article 170 The board of directors shall exercise the following functions and powers:</p> <p>.....</p> <p>(22) to consider the Company’s goal on IT management and take responsibility for the effectiveness of IT management; to consider its IT strategy and ensure alignment with the Company’s development strategy, risk management strategy, and capital strengths; to formulate its plans for IT manpower and capital security; network security plans; to assess the overall effectiveness and efficiency of its annual IT management work;</p> <p>.....</p>	<p>Article 170 The board of directors shall exercise the following functions and powers:</p> <p>.....</p> <p><b>(22) to assume ultimate responsibility for consolidated management, effectively engage in the management and control of the entire process of consolidated management; to review and approve the fundamental rules of consolidated management, and supervise their implementation within the Company’s consolidated management system; to review and approve the risk appetite, risk tolerance and significant risk limits of the Company’s consolidated management system; to approve major matters related to consolidated management and supervise their implementation; to review consolidated management practices and adjust the Company’s development strategy based on consolidated management performance; to supervise and ensure that senior management effectively fulfills consolidated management duties; to urge senior management to resolve issues identified in consolidated management;</b></p> <p><del>(22)</del>(23) to consider the Company’s goal on IT management and take responsibility for the effectiveness of IT management; to consider its IT strategy and ensure alignment with the Company’s development strategy, risk management strategy, and capital strengths; to formulate its plans for IT manpower and capital security; network security plans; to assess the overall effectiveness and efficiency of its annual IT management work;</p> <p>.....</p>

Before amendments	After amendments
<p>Article 202 The Company shall have one general manager who shall be nominated by the Chairman, and be appointed or dismissed by the decision of the Board of Directors. The Company may have the deputy general manager, chief risk officer, chief financial officer, secretary to the board of directors, general legal counsel, chief information officer and other senior management officers as needed.</p> <p>.....</p> <p>There shall not be a close relative relationship between the chairman, general manager and chief risk officer. The offices of the chairman and the general manager may not be held concurrently by one person.</p> <p>.....</p>	<p>Article 202 The Company shall have one general manager who shall be nominated by the Chairman, and be appointed or dismissed by the decision of the Board of Directors. The Company may have the deputy general manager, chief risk officer, chief financial officer, secretary to the board of directors, general legal counsel, chief information officer and other senior management officers as needed.</p> <p>.....</p> <p>There shall not be a close relative relationship between the chairman, general manager and chief risk officer. <del>The offices of the chairman and the general manager may not be held concurrently by one person.</del></p> <p>.....</p>
<p>Article 205 The general manager shall be accountable to the board of directors and exercise the following functions and powers:</p> <p>.....</p> <p>(11) to arrange implementation of basic rules of compliance management and comprehensive risk management;</p> <p>.....</p>	<p>Article 205 The general manager shall be accountable to the board of directors and exercise the following functions and powers:</p> <p>.....</p> <p>(11) to arrange implementation of basic rules of compliance management and comprehensive risk management, <b>and arrange implementation of consolidated management;</b></p> <p>.....</p>

The above proposed amendments to the Articles of Association shall be subject to consideration and approval by the shareholders of the Company by way of a special resolution at the extraordinary general meeting of the Company (the “EGM”).

## GENERAL MEETING

The above amendments to the Articles of Association shall be subject to consideration and approval at the EGM. A circular containing, among other things, (1) details of the amendments to the Articles of Association; and (2) a notice convening the EGM, will be published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.ztqh.com](http://www.ztqh.com)) in accordance with applicable requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and will be sent to the Company's H shareholders in the manner selected by them for receiving corporate communications.

By order of the Board  
**ZHONGTAI FUTURES Company Limited**  
**LYU Xiangyou**  
*Chairman*

Jinan, the PRC  
23 January 2026

*As at the date of this announcement, the board of directors comprises Mr. LYU Xiangyou, Mr. ZHOU Shunyuan 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.*