

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**LUZHENG FUTURES Company Limited**  
**魯証期貨股份有限公司**

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

**(Stock Code: 01461)**

**POLL RESULTS OF THE FIRST EXTRAORDINARY  
GENERAL MEETING OF 2022 HELD ON 10 MARCH 2022;  
APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTORS;  
CHANGE OF MEMBERS OF  
SPECIAL COMMITTEES OF THE BOARD;  
CHANGE OF THE COMPANY NAME; AND  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to the notice of the First Extraordinary General Meeting of 2022 (the “**EGM**”) and the circular of the EGM (the “**Circular**”) dated 22 February 2022 of LUZHENG FUTURES Company Limited (the “**Company**”). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

## EGM

The Company held the EGM at 9:00 a.m. on 10 March 2022 at Conference Room 1616, 16/F, Securities Tower, No. 86 Jingqi Road, Shizhong District, Jinan, Shandong Province, the PRC. The EGM was chaired by Mr. ZHONG Jinlong, the Chairman of the Company. The attendance records of Directors at the EGM are as follows:

- Mr. ZHONG Jinlong and Mr. LIANG Zhongwei as executive Directors; and Mr. HU Kainan, Mr. LIU Xinyi as non-executive Directors attended the EGM in person; and
- Mr. MING Gang and Mr. LIU Feng as non-executive Directors; and Mr. GAO Zhu, Mr. WANG Chuanshun, Mr. ZHENG Jianping as independent non-executive Directors attended the EGM through video.

The EGM has been held pursuant to the requirements of the PRC Company Law and the Articles of Association and the poll results are legal and valid.

As at the date of the EGM, 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 EGM and to vote for or against or abstain from voting on the resolution(s) (the "**Resolution(s)**") proposed thereat. The Shareholders attending the EGM and their proxies held a total of 728,992,000 shares with voting rights, representing approximately 72.76% of the total number of issued shares with voting rights of the Company.

To the best knowledge, information and belief of the Directors, there was no restriction on any Shareholders for casting votes on the proposed Resolutions at the meeting. There was no Share entitling its holder to attend the EGM but requiring them 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 EGM under the Listing Rules. None of the Shareholders stated in the Circular their intention to vote against or abstain from voting on any Resolution. 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 EGM.

The poll results in respect of each of the Resolutions were as follows:

Ordinary Resolution		Number of Votes (%)		
		For	Against	Abstain
1	To consider and approve the proposal on appointment of Independent Non-executive Directors	727,200,000 (99.754181%)	1,792,000 (0.245819%)	0 (0%)
Special Resolutions		Number of Votes (%)		
		For	Against	Abstain
1	To consider and approve the proposal on change of the Company name	728,992,000 (100.000000%)	0 (0%)	0 (0%)
2	To consider and approve the proposal on amendments to the Articles of Association	727,493,000 (99.794374%)	1,499,000 (0.205626%)	0 (0%)
3	To consider and approve the proposal on amendments to the Rules of Procedure for the General Meeting of Shareholders	728,992,000 (100.000000%)	0 (0%)	0 (0%)
4	To consider and approve the proposal on amendments to the Rules of Procedure for the Board of Directors	728,992,000 (100.000000%)	0 (0%)	0 (0%)

As more than half of the votes from the Shareholders (including their proxies) attending the EGM were cast in favour of the ordinary Resolution numbered 1, the Resolution was duly passed as ordinary Resolution.

As more than two-thirds of the votes from the Shareholders (including their proxies) attending the EGM were cast in favour of the special Resolutions numbered 1 to 4, these Resolutions were duly passed as special Resolutions.

For details of the aforementioned Resolutions, please refer to the Circular.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The appointment of Mr. CHEN Hua and Mr. WANG Xinyu as Independent Non-executive Directors of the Company was approved at the EGM. The term of office of Mr. CHEN Hua and Mr. WANG Xinyu will take effect on 10 March 2022 and ends upon expiry of the term of the third session of the Board of the Company, and they are eligible for re-election and re-appointment upon expiry of their terms. The Company will enter into a service contract with Mr. CHEN Hua and Mr. WANG Xinyu. The remuneration of Mr. CHEN Hua and Mr. WANG Xinyu will be determined in accordance with the director's remuneration standard reviewed and approved at the 2015 annual general meeting of the Company (i.e. RMB100,000 after tax per year).

Each of Mr. CHEN Hua and Mr. WANG Xinyu has confirmed their independence to the Company in accordance with Rule 3.13 of the Listing Rules. The Board also considers that Mr. CHEN Hua and Mr. WANG Xinyu are in compliance with the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent under the terms of the guidelines.

The biographical information of Mr. CHEN Hua and Mr. WANG Xinyu is contained in announcement dated 22 December 2021 and the Circular. As at the date of this announcement, there has been no change in such information. Save as disclosed in the above-mentioned announcement and the Circular, as at the date of this announcement, each of Mr. CHEN Hua and Mr. WANG Xinyu has confirmed that: (1) he had not held directorships in other listed companies, nor had other major appointments and professional qualifications in the past three years; (2) he had not held any positions with the Company and the Company's subsidiaries; (3) he had no relationship with any Directors, Supervisors, senior management, substantial shareholders or Controlling Shareholders of the Company or any subsidiaries of the Company; (4) he does not have any interests in the Shares of the Company within the meanings of Part XV of the Securities and Futures Ordinance; and (5) there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his appointments that need to be brought to the attention of the Shareholders.

The Company takes this opportunity to welcome Mr. CHEN Hua and Mr. WANG Xinyu to the Board.

Mr. GAO Zhu and Mr. WANG Chuanshun have served as Independent Non-executive Directors for over 9 years. In accordance with relevant provisions of the Listing Rules and the Articles of Association of the Company, they will cease to serve as Independent Non-executive Directors of the Company with effect from 10 March 2022. Mr. GAO Zhu and Mr. WANG Chuanshun confirmed that they have no disagreement with the Board and there is no matter which has to be brought to the attention of the Shareholders of the Company in relation to their resignation.

The Board would like to express its sincere gratitude to Mr. GAO Zhu and Mr. WANG Chuanshun for their contribution to the Company during their tenure of office

## **CHANGE OF MEMBERS OF THE SPECIAL COMMITTEES OF THE BOARD**

On 10 March 2022, the Board of Directors passed the Resolution on the Election of the Chairman and Members of the Special Committees of the Third Session of the Board of Directors of the Company. The Company hereby approves the election of Mr. CHEN Hua as the chairman of the Remuneration and Appraisal Committee, member of the Strategic Development Committee, member of the Risk Control Committee, member of the Audit Committee and member of the Nomination Committee of the Board of Directors; the election of Mr. WANG Xinyu as the chairman of the Audit Committee, member of the Remuneration and Appraisal Committee and a member of the Nomination Committee of the Board of Directors. Their terms of office will commence on 10 March 2022 and end on the date when the term of office of the third session of the Board of Directors of the Company expires.

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 day on the HKEXnews website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.luzhengqh.com>).

## **CHANGE OF THE COMPANY NAME**

The Resolution on Change of the Company Name has been approved at the EGM. The Company will make filing with relevant authorities in the PRC. The change of the Company name will take effect on the day when registration is completed with relevant authorities in the PRC in respect of change of the Company name. The Company will carry out necessary filing procedures with the Companies Registry in Hong Kong.

The Company will make further announcement(s) in relation to, among others, the effective date of the change of the Company name and the new English and Chinese abbreviations of the Company for trading in the shares on the Hong Kong Stock Exchange.

# AMENDMENTS TO THE ARTICLES OF ASSOCIATION

References are made to the announcement of the Company dated 11 February 2022 and the Circular in relation to, among others, proposed amendments to the Articles of Association. The Board of Directors announced that the Resolution on Amendment to the Articles of Association has been approved at the EGM, and will take effect upon the change of the Company name becoming effective. The Company will publish the full text of the amended Articles of Association on the HKEXnews website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.luzhengqh.com>).

By Order of the Board  
**LUZHENG FUTURES Company Limited**  
**ZHONG Jinlong**  
*Chairman*

Jinan, the PRC  
10 March 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. LIU Xinyi, Mr. MING Gang and Mr. LIU Feng as non-executive Directors; and Mr. ZHENG Jianping, Mr. CHEN Hua and Mr. WANG Xinyu as independent non-executive Directors.*