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**KVB KUNLUN FINANCIAL GROUP LIMITED**

**昆侖國際金融集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6877)**

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 27 JUNE 2019;  
CHANGE OF MEMBERSHIP OF THE BOARD  
AND ITS COMMITTEES AND  
APPOINTMENT OF BOARD CHAIRMAN AND  
DEPUTY CHIEF EXECUTIVE OFFICER**

The Board is pleased to announce that all the proposed ordinary resolutions were duly passed by the Shareholders by way of poll at the AGM held today.

The Board also announces the following changes in the composition of the Board with effect from 27 June 2019:

- Ms. Zhao retired as independent non-executive Director;
- Mr. Lin retired as independent non-executive Director;
- Mr. Keyser retired as independent non-executive Director;
- Mr. Yuan be appointed as an executive Director;
- Mr. Wu be appointed as an independent non-executive Director;
- Mr. Satterfield be appointed as an independent non-executive Director;
- Ms. Hu be appointed as an independent non-executive Director; and
- Mr. Jin be appointed as an independent non-executive Director.

The Board is also pleased to announce that Mr. Li has been appointed as the Chairman of the Board and Mr. Yuan as the Deputy Chief Executive Officer, both with effect from 27 June 2019.

## POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 27 JUNE 2019

The board (the “**Board**”) of directors (the “**Directors**”) of KVB Kunlun Financial Group Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 27 June 2019 (the “**AGM**”), all proposed resolutions as set out in the notice of the AGM dated 27 May 2019 (the “**Original Notice**”) and the supplemental notice of the AGM dated 12 June 2019, (the “**Supplemental Notice**”) were duly passed as ordinary resolutions by the shareholders of the Company by way of poll. Union Registrars Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM. The poll results are set out as follows:

Ordinary Resolutions		Number of votes (Approximate %)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements, Directors’ report and independent auditor’s report of the Company for the year ended 31 December 2018.	1,503,450,221 (100%)	0 (0%)
2.	To appoint Mr. Wu Jianfeng as an independent non-executive director of the Company.	1,503,450,221 (100%)	0 (0%)
3.	To appoint Mr. Christopher Wesley Satterfield as an independent non-executive director of the Company.	1,503,450,221 (100%)	0 (0%)
4.	To appoint Ms. Hu Zhaoxia as an independent non-executive director of the Company.	1,503,450,221 (100%)	0 (0%)
5.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	1,503,450,221 (100%)	0 (0%)
6.	To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	1,503,450,221 (100%)	0 (0%)
7.	To grant a general mandate to the Directors to issue shares of the Company.	1,503,425,221 (99.9983%)	25,000 (0.0017%)
8.	To grant a general mandate to the Directors to repurchase shares of the Company.	1,503,450,221 (100%)	0 (0%)
9.	To extend the general mandate granted to the Directors to issue shares by the nominal amount of shares repurchased.	1,503,425,221 (99.9983%)	25,000 (0.0017%)

Ordinary Resolutions		Number of votes (Approximate %)	
		For	Against
10.	To appoint Mr. Yuan Feng as an executive director of the Company.	1,503,450,221 (100%)	0 (0%)
11.	To appoint Mr. Jin Shaoliang as an independent non-executive director of the Company.	1,503,450,221 (100%)	0 (0%)

*Note:* The number of votes and percentage of the voting as stated above are based on the total number of shares held by the shareholders who attended and voted at the AGM in person, by authorised corporate representative or by proxy.

As at the date of the AGM, the number of issued shares of the Company was 2,033,290,000 shares, which was the total number of shares entitling the shareholders to attend and vote for or against all the proposed resolutions at the AGM. To the best of the Directors' knowledge, information and belief, no shareholder had a material interest in any of the matters to be considered at the AGM and was required to abstain from voting on any resolution proposed at the AGM under the Rules Governing the Listing of Securities (the "**Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). None of the shareholders were only entitled to attend and vote only against the resolutions proposed at the AGM. None of the shareholders of the Company have stated their intention in the original circular dated 27 May 2019 and the supplemental circular dated 12 June 2019 containing the Original Notice and the Supplemental Notice to vote against or abstain from voting on any resolutions at the AGM.

## CHANGE OF MEMBERSHIP OF THE BOARD AND ITS COMMITTEES

Reference is made to the announcement of the Company dated 24 May 2019. Accordingly, the following Directors retired at the conclusion of the AGM:

1. Ms. Zhao Guixin ("**Ms. Zhao**") retired as an independent non-executive Director and ceased to be the chairman of the Nomination Committee and the Remuneration Committee as well as a member of the Audit Committee and the Corporate Governance Committee of the Company;
2. Mr. Lin Wenhui ("**Mr. Lin**") retired as an independent non-executive Director and ceased to be the chairman of the Audit Committee as well as a member of the Nomination Committee, the Remuneration Committee and the Corporate Governance Committee of the Company; and
3. Mr. Cornelis Jacobus Keyser ("**Mr. Keyser**") retired as an independent non-executive Director and ceased to be the chairman of the Corporate Governance Committee as well as a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company.

The Board announces that Mr. Liu Stefan, an executive Director and the Chief Executive Officer of the Group, ceased to be a member of the Corporate Governance Committee with effect from 27 June 2019.

The Board is pleased to announce the following appointments with effect from 27 June 2019:

1. Mr. Li Jiong (“**Mr. Li**”), an existing non-executive Director, be appointed as the chairman of the Nomination Committee;
2. Mr. Xu Jianqiang (“**Mr. Xu**”), an existing non-executive Director, be appointed as the chairman of the Corporate Governance Committee;
3. Mr. Yuan Feng (“**Mr. Yuan**”), a newly appointed executive Director, be appointed as a member of the Remuneration Committee;
4. Mr. Wu Jianfeng (“**Mr. Wu**”), a newly appointed independent non-executive Director, be appointed as a member of the Audit Committee and the Remuneration Committee;
5. Mr. Christopher Wesley Satterfield (“**Mr. Satterfield**”), a newly appointed independent non-executive Director, be appointed as a member of the Audit Committee, the Nomination Committee and the Corporate Governance Committee;
6. Ms. Hu Zhaoxia (“**Ms. Hu**”), a newly appointed independent non-executive Director, be appointed as the chairman of the Audit Committee, as well as a member of the Corporate Governance Committee; and
7. Mr. Jin Shaoliang (“**Mr. Jin**”), a newly appointed independent non-executive Director, be appointed as the chairman of the Remuneration Committee, as well as a member of the Corporate Governance Committee and the Nomination Committee.

## **APPOINTMENT OF BOARD CHAIRMAN AND DEPUTY CHIEF EXECUTIVE OFFICER**

The Board is also pleased to announce that Mr. Li has been appointed as the Chairman of the Board and Mr. Yuan as the Deputy Chief Executive Officer, both with effect from 27 June 2019.

## **BIOGRAPHIES OF NEWLY APPOINTED DIRECTORS**

**Mr. Yuan**, aged 35, obtained his master’s degree in world economics from University of International Relations (國際關係學院) in 2008, and has been a member of The Chinese Institute of Certified Public Accountants since 2014. Currently, Mr. Yuan is senior vice president of planning and finance department of CITIC Securities Company Limited (the controlling shareholder of CITIC Securities Overseas Investment) since April 2019.

Mr. Yuan previously worked as a senior accountant of finance department of CITIC Corporation Limited from February 2015 to April 2019, and as an audit manager of Deloitte Touche Tohmatsu Limited from July 2008 to July 2014.

Mr. Yuan will enter into a service agreement with the Company for a term of three years commencing from the date of his appointment. He will be subject to retirement by rotation and re-election at the annual general meetings of the Company in future in accordance with the Articles. Mr. Yuan will be entitled to a director's fee of HK\$240,000 per annum, which was recommended by the Remuneration Committee and determined by the Board with the authorisation given by the Shareholders at the annual general meeting, with reference to prevailing market conditions and his roles and responsibilities in the Company.

As at the Date of this announcement, Mr. Yuan does not have, and is not deemed to have, any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Yuan does not have any relationship with any Directors, senior management or substantial or controlling Shareholders, and does not hold or had not held any directorships in other listed companies in Hong Kong or overseas in the past three years. In relation to the appointment of Mr. Yuan, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders.

**Mr. Wu**, aged 43, graduated from Tsinghua University (清華大學) and obtained his bachelor's degree of engineering in computer science and technology in 1993 and his doctorate degree of engineering in computer system architecture in 2000. Mr. Wu served as a senior manager of information technology department, an executive manager of technology center, and as a deputy director of technology center and a director of technology development department of the Shanghai Stock Exchange from 2000 to 2014.

Mr. Wu will enter into a letter of appointment with the Company for a term of three years commencing from the date of his appointment. He will be subject to retirement by rotation and re-election at the annual general meetings of the Company in future in accordance with the Articles. Mr. Wu will be entitled to a director's fee of HK\$240,000 per annum, which was recommended by the Remuneration Committee and determined by the Board with the authorisation given by the Shareholders at the annual general meeting, with reference to prevailing market conditions and his roles and responsibilities in the Company.

As at the Date of this announcement, Mr. Wu does not have, and is not deemed to have, any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Mr. Wu does not have any relationship with any Directors, senior management or substantial or controlling Shareholders, and has not held any directorships in other listed companies in Hong Kong or overseas in the past three years. In relation to the appointment of Mr. Wu, there is no information to be

disclosed pursuant to any of the requirements of Rules 13.51(2) (h) to 13.51(2)(v) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders.

**Mr. Satterfield**, aged 46, graduated from the US Navy Nuclear Field “A” School (“**US Navy**”) in 1992 and received his Honorable Discharge from the US Navy in 1997. Mr. Satterfield currently serves as an executive director and chief executive officer of China Post & Capital Global Asset Management Limited (“**CPG**”) since September 2015, and is a registered responsible officer of CPG recognized by the Securities and Futures Commission for engaging in Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities. Mr. Satterfield is a chairman of China Post Global (UK) Limited and a director of EBA Investments (Advisory) Limited and RQSI Limited (“**RQSI**”). He joined RQSI in September 1999, and had served as its president and chief operating officer.

Mr. Satterfield will enter into a letter of appointment with the Company for a term of three years commencing from the date of his appointment. He will be subject to retirement by rotation and re-election at the annual general meetings of the Company in future in accordance with the Articles. Mr. Satterfield will be entitled to a director’s fee of HK\$240,000 per annum, which was recommended by the Remuneration Committee and determined by the Board with the authorisation given by the Shareholders at the annual general meeting, with reference to prevailing market conditions and his roles and responsibilities in the Company.

As at the Date of this announcement, Mr. Satterfield does not have, and is not deemed to have, any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Mr. Satterfield does not have any relationship with any Directors, senior management or substantial or controlling Shareholders, and has not held any directorships in other listed companies in Hong Kong or overseas in the past three years. In relation to the appointment of Mr. Satterfield, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2) (h) to 13.51(2)(v) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders.

**Ms. Hu**, aged 67, graduated from Tianjin University of Finance and Economics (天津財經學院) with major in Finance in 1978 and obtained her senior accountant qualification, which was granted by the committee for assessment of Bank of China in 1992. From 2012 to September 2015, Ms. Hu served as the chief financial officer of Zanhua (China) Equipment Leasing Co., Ltd.\* (贊華(中國)設備租賃有限公司). Prior to this, from October 1978 to January 2012, Ms. Hu worked as deputy director of the accounting system division, deputy general manager and director of the accounting division of the finance and accounting department of the Head Office of Bank of China; deputy manager of the accounting department and assistant general manager of Bank of China London Branch; deputy general manager of Bank of China Sydney Branch; chief financial officer of the retail banking business department of Bank of China and senior supervisor of the office of the board of supervisors of the Head Office of Bank of China.



Ms. Hu will enter into a letter of appointment with the Company for a term of three years commencing from the date of her appointment. She will be subject to retirement by rotation and re-election at the annual general meetings of the Company in future in accordance with the Articles. Ms. Hu will be entitled to a director's fee of HK\$240,000 per annum, which was recommended by the Remuneration Committee and determined by the Board with the authorisation given by the Shareholders at the annual general meeting, with reference to prevailing market conditions and his roles and responsibilities in the Company.

As at the Date of this announcement, Ms. Hu does not have, and is not deemed to have, any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Ms. Hu does not have any relationship with any Directors, senior management or substantial or controlling Shareholders, and has not held any directorships in other listed companies in Hong Kong or overseas in the past three years. In relation to the appointment of Ms. Hu, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2) (h) to 13.51(2)(v) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders.

**Mr. Jin**, aged 58, received a master's degree in Marine Engineering and a master's degree in Economics and Management of Commercial Enterprises from the Norwegian Institute of Technology in 1984 and 1987 respectively. Mr. Jin worked in Ping An Insurance Group of China ("**Ping An**") from September 1992 to May 2017 and had held different positions in Ping An, namely director of international business department, general manager of Re-insurance department, deputy general manager of finance department, deputy general manager of strategy corporate department, director of the general actuary office, deputy general manager of strategic development department, investor relations officer, director of the board office and secretary of the board. From 1988 to 1992, he had worked in China Merchants Shekou Industrial Zone Nanhai Petroleum Service Company\* (招商局蛇口工業區南海石油服務公司) and Esso China Limited (美國石油公司). From April 2009 to 2013, he served as a non-executive director of the Fortis Group.

Mr. Jin will enter into a letter of appointment with the Company for a term of three years commencing from the date of his appointment. He will be subject to retirement by rotation and re-election at the annual general meetings of the Company in future in accordance with the Articles. Mr. Jin will be entitled to a director's fee of HK\$240,000 per annum, which was recommended by the Remuneration Committee and determined by the Board with the authorisation given by the Shareholders at the annual general meeting, with reference to prevailing market conditions and his roles and responsibilities in the Company.

As at the Date of this announcement, Mr. Jin does not have, and is not deemed to have, any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Mr. Jin does not have any relationship with any Directors, senior management or substantial or controlling Shareholders, and does not hold or had not held any directorships in other listed companies in Hong Kong or overseas in the past three years. In relation to the appointment of Mr. Jin, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders.

## **APPRECIATION**

The Board would like to take this opportunity to thank Ms. Zhao, Mr. Lin and Mr. Keyser for their valuable contributions to the Group during their tenure of office and extend a warm welcome to Mr. Li, Mr. Xu, Mr. Yuan, Mr. Wu, Mr. Satterfield, Ms. Hu and Mr. Jin on their new appointments.

\* *For identification only.*

By order of the Board  
**KVB Kunlun Financial Group Limited**  
**Liu Stefan**  
*Executive Director*

Hong Kong, 27 June 2019

As at the date of this announcement and after the above changes, the Board comprises the following Directors:

### ***Executive Directors***

Mr. Liu Stefan (*Chief Executive Officer*)  
Mr. Yuan Feng (*Deputy Chief Executive Officer*)  
Mr. Huang Songyuan  
Mr. Wong Yiu Kit Ernest (*Chief Financial Officer*)

### ***Non-executive Directors***

Mr. Li Jiong (*Chairman*)  
Mr. Stephen Gregory McCoy  
Mr. Xu Jianqiang

### ***Independent Non-executive Directors***

Mr. Wu Jianfeng  
Mr. Christopher Wesley Satterfield  
Ms. Hu Zhaoxia  
Mr. Jin Shaoliang