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**中原銀行股份有限公司\***  
**ZHONGYUAN BANK CO., LTD.\***

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

**(Stock Code of H Shares: 1216)**

**(Stock Code of Preference Shares: 4617)**

**(ISIN: XS1898280711/Common Code: 1898280711)**

**POLL RESULTS OF THE  
FIRST EXTRAORDINARY GENERAL MEETING OF 2022;  
FIRST H SHARE CLASS MEETING OF 2022;  
FIRST DOMESTIC SHARE CLASS MEETING OF 2022;  
AND  
FIRST PREFERENCE SHARE CLASS MEETING OF 2022**

Reference is made to the circular (the “**Circular**”) of Zhongyuan Bank Co., Ltd.\* (the “**Bank**”) dated 18 February 2022. Unless otherwise stated, terms used herein shall have the same meanings as those defined in the Circular.

The Board hereby announces that, the EGM and the Class Meetings were held on 10 March 2022 (Thursday) at Sheraton Grand Zhengzhou Hotel, No. 33, Jinshui East Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC.

The EGM and the Class Meetings were chaired by Mr. WEI Jie, the Vice-Chairman. The Directors, namely WANG Jiong, LI Yulin, WEI Jie, MI Hongjun, PANG Hong, LI Hongchang and JIA Tingyu attended the EGM and the Class Meetings. The EGM and the Class Meetings were convened in accordance with the requirements of the relevant laws and regulations of the PRC and the Articles of Association.

The resolutions set out in the Circular were tabled before the EGM and the Class Meetings for Shareholders' consideration and approval, and were put to vote by way of poll. One Shareholder representative, one Supervisor, King & Wood Mallesons as the PRC legal advisor of the Bank and Computershare Hong Kong Investor Services Limited as the H Share Registrar of the Bank were appointed as the vote counters and the scrutineers for the vote-taking of the EGM and the Class Meetings. King & Wood Mallesons as the PRC legal advisor of the Bank witnessed the EGM and the Class Meetings. The poll results of the EGM and the Class Meetings are lawful and valid.

## I. POLL RESULTS OF THE EGM

As at the date of the EGM, the total number of issued Shares of the Bank was 20,075,000,000, comprising 16,280,000,000 Domestic Shares and 3,795,000,000 H Shares, which was the total number of Shares entitling the holders to attend the EGM. Shareholders and authorized proxies holding an aggregate of 10,188,894,338 shares, representing approximately 50.75% of all issued Shares of the Bank as at the date of the EGM, attended the EGM.

Shareholders have pledged 50% or more of his/her equity interests in the Bank and entered into relevant documents to accept restriction on voting rights attached to such equity interests, therefore the voting rights of such Shareholders at the general meetings shall be subject to restrictions pursuant to the relevant regulatory requirements and the Articles of Association, resulting in a total of 1,536,449,571 Domestic Shares of participating Shareholders subject to such restrictions. Except that, there is no restriction on any other Shareholders casting votes on the proposed resolutions at the EGM.

As stated in the Circular, Henan Investment Group Co., Ltd. (“**Henan Investment Group**”), Mr. Li Wanbin (“**Mr. Li**”) and their respective associates were required to abstain from voting on the relevant resolutions in respect of the Merger and Absorption Agreement and the transactions (including the proposed issuance of the Consideration Shares and the proposed Amendments to the Articles of Association in connection with the Merger by Absorption) contemplated thereunder at the EGM. As at the date of the EGM, Henan Investment Group, Mr. Li and their respective associates were beneficially interested in 2,765,978,676 Domestic Shares and had abstained from voting on all the relevant resolutions, namely resolutions no. 2, no. 3 and no. 4. As such, the total number of Shares entitling the Independent Shareholders to attend and vote on resolutions no. 2, no. 3 and no. 4 at the EGM was 6,311,463,017 Shares.

Save as disclosed above, (i) there was no Share entitling the Shareholders to attend and vote only against the proposed resolutions at the EGM; and (ii) no party has stated its intention in the Circular that it would vote against the proposed resolutions or that it would abstain from voting at the EGM.

The voting results in respect of the proposed resolutions at the EGM are as follows.

Special Resolutions		Number of valid votes (%)		
		For	Against	Abstain
1.	To approve, ratify and confirm the proposed H Share Placement, including:			
	(a) type and nominal value of Shares to be issued;	8,652,444,767 100%	0 0%	0 0%
	As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.			
	(b) number of Shares to be issued;	8,652,444,767 100%	0 0%	0 0%
	As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.			

Special Resolutions		Number of valid votes (%)		
		For	Against	Abstain
(c)	target placees;	8,652,444,767 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.				
(d)	method of pricing;	8,652,444,767 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.				
(e)	method of issuance;	8,652,444,767 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.				
(f)	timing of issuance;	8,652,444,767 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.				
(g)	lock-up period;	8,652,444,767 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.				
(h)	use of proceeds;	8,652,444,767 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.				
(i)	distribution of retained profit;	8,652,444,767 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.				
(j)	validity period;	8,652,444,767 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.				
(k)	listing arrangement;	8,652,444,767 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.				
(l)	authority to deal with the relevant matters relating to the H Share Placement.	8,652,444,767 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.				

Special Resolutions		Number of valid votes (%)		
		For	Against	Abstain
2.	To approve, ratify and confirm the Merger by Absorption.	6,311,463,017 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.				
3.	To approve, ratify and confirm the implementation of the Merger by Absorption which constitutes a connected transaction of the Bank.	6,311,463,017 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.				
4.	To authorize the chairman of the Board to exercise all powers which he considers necessary and do such other acts and things and execute such other documents which in his opinion may be necessary or desirable to implement the transactions (including the proposed issuance of consideration shares by the Bank and the relevant amendments to the articles of association of the Bank) contemplated under the Merger and Absorption Agreement.	6,311,463,017 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.				

Ordinary Resolution		Number of valid votes (%)		
		For	Against	Abstain
5.	To approve, ratify and confirm the framework Disposal Mandate; and to authorize the chairman of the Board to exercise all powers which he considers necessary and do such other acts and things and execute such other documents which in his opinion may be necessary or desirable to implement the transactions contemplated under the Disposal Mandate.	8,652,444,767 100%	0 0%	0 0%
As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.				

## II. POLL RESULTS OF THE FIRST H SHARE CLASS MEETING OF 2022

H Shareholders and authorized proxies holding an aggregate of 2,570,445,000 H Shares of the Bank, representing approximately 67.73% of the total issued H Shares of the Bank, attended the First H Share Class Meeting of 2022.

No H Shareholders were required to abstain from voting or voting in favour of any of the resolutions proposed at the First H Share Class Meeting of 2022.

The voting results in respect of the proposed resolutions at the First H Share Class Meeting of 2022 are as follows.

Special Resolutions		Number of valid votes (%)		
		For	Against	Abstain
1.	To approve, ratify and confirm the proposed H Share Placement, including:			
	(a) type and nominal value of Shares to be issued;	2,570,445,000 100%	0 0%	0 0%
	(b) number of Shares to be issued;	2,570,445,000 100%	0 0%	0 0%
	(c) target placees;	2,570,445,000 100%	0 0%	0 0%
	(d) method of pricing;	2,570,445,000 100%	0 0%	0 0%
	(e) method of issuance;	2,570,445,000 100%	0 0%	0 0%
	(f) timing of issuance;	2,570,445,000 100%	0 0%	0 0%
	(g) lock-up period;	2,570,445,000 100%	0 0%	0 0%
	(h) use of proceeds;	2,570,445,000 100%	0 0%	0 0%
	(i) distribution of retained profit;	2,570,445,000 100%	0 0%	0 0%
	(j) validity period;	2,570,445,000 100%	0 0%	0 0%
	(k) listing arrangement;	2,570,445,000 100%	0 0%	0 0%
	(l) authority to deal with the relevant matters relating to the H Share Placement.	2,570,445,000 100%	0 0%	0 0%

Special Resolutions		Number of valid votes (%)		
		For	Against	Abstain
2.	To approve, ratify and confirm the Merger by Absorption.	2,570,445,000 100%	0 0%	0 0%
3.	To approve, ratify and confirm the implementation of the Merger by Absorption which constitutes a connected transaction of the Bank.	2,570,445,000 100%	0 0%	0 0%
4.	To authorize the chairman of the Board to exercise all powers which he considers necessary and do such other acts and things and execute such other documents which in his opinion may be necessary or desirable to implement the transactions (including the proposed issuance of consideration shares by the Bank and the relevant amendments to the articles of association of the Bank) contemplated under the Merger and Absorption Agreement.	2,570,445,000 100%	0 0%	0 0%

As more than two-thirds of the votes from the H Shareholders (including their proxies) attending the First H Share Class Meeting of 2022 were cast in favour of the 1st to the 4th resolutions above, these resolutions were duly passed by way of special resolutions at the First H Share Class Meeting of 2022.

### III. POLL RESULTS OF THE FIRST DOMESTIC SHARE CLASS MEETING OF 2022

Domestic Shareholders and authorized proxies holding an aggregate of 7,602,506,338 Domestic Shares of the Bank, representing approximately 46.70% of the total issued Domestic Shares of the Bank, attended the First Domestic Share Class Meeting of 2022.

Shareholders have pledged 50% or more of his/her equity interests in the Bank and entered into relevant documents to accept restriction on voting rights attached to such equity interests, therefore the voting rights of such Shareholders at the Domestic Share Class Meeting shall be subject to restrictions pursuant to the relevant regulatory requirements and the Articles of Association, resulting in a total of 1,536,449,571 Domestic Shares of participating Domestic Shareholders subject to such restrictions. Except that, there is no restriction on any other Domestic Shareholders casting votes on the proposed resolutions at the First Domestic Share Class Meeting of 2022.

As stated in the Circular, Henan Investment Group, Mr. Li and their respective associates were required to abstain from voting on the relevant resolutions in respect of the Merger and Absorption Agreement and the transactions (including the proposed issuance of the Consideration Shares and the proposed Amendments to the Articles of Association in connection with the Merger by Absorption) contemplated thereunder at the Domestic Share Class Meeting. As at the date of the Domestic Share Class Meeting, Henan Investment Group, Mr. Li and their respective associates were beneficially interested in 2,765,978,676 Domestic Shares and had abstained from voting on all the relevant resolutions, namely resolutions no. 2, no. 3 and no. 4. As such, the total number of Domestic Shares entitling the Independent Shareholders to attend and vote on resolutions no. 2, no. 3 and no. 4 at the Domestic Share Class Meeting was 3,725,075,017 Domestic Shares.

Save as disclosed above, no Domestic Shareholders were required to abstain from voting or voting in favour of any of the resolutions proposed at the First Domestic Share Class Meeting of 2022.

The voting results in respect of the proposed resolutions at the First Domestic Share Class Meeting of 2022 are as follows.

Special Resolutions		Number of valid votes (%)		
		For	Against	Abstain
1.	To approve, ratify and confirm the proposed H Share Placement, including:			
	(a) type and nominal value of Shares to be issued;	6,066,056,767 100%	0 0%	0 0%
	(b) number of Shares to be issued;	6,066,056,767 100%	0 0%	0 0%
	(c) target placees;	6,066,056,767 100%	0 0%	0 0%
	(d) method of pricing;	6,066,056,767 100%	0 0%	0 0%
	(e) method of issuance;	6,066,056,767 100%	0 0%	0 0%

Special Resolutions		Number of valid votes (%)		
		For	Against	Abstain
	(f) timing of issuance;	6,066,056,767 100%	0 0%	0 0%
	(g) lock-up period;	6,066,056,767 100%	0 0%	0 0%
	(h) use of proceeds;	6,066,056,767 100%	0 0%	0 0%
	(i) distribution of retained profit;	6,066,056,767 100%	0 0%	0 0%
	(j) validity period;	6,066,056,767 100%	0 0%	0 0%
	(k) listing arrangement;	6,066,056,767 100%	0 0%	0 0%
	(l) authority to deal with the relevant matters relating to the H Share Placement.	6,066,056,767 100%	0 0%	0 0%
2.	To approve, ratify and confirm the Merger by Absorption.	3,725,075,017 100%	0 0%	0 0%
3.	To approve, ratify and confirm the implementation of the Merger by Absorption which constitutes a connected transaction of the Bank.	3,725,075,017 100%	0 0%	0 0%
4.	To authorize the chairman of the Board to exercise all powers which he considers necessary and do such other acts and things and execute such other documents which in his opinion may be necessary or desirable to implement the transactions (including the proposed issuance of consideration shares by the Bank and the relevant amendments to the articles of association of the Bank) contemplated under the Merger and Absorption Agreement.	3,725,075,017 100%	0 0%	0 0%

As more than two-thirds of the votes from the Domestic Shareholders (including their proxies) attending the First Domestic Share Class Meeting of 2022 were cast in favour of the 1st to the 4th resolutions above, these resolutions were duly passed by way of special resolutions at the First Domestic Share Class Meeting of 2022.



#### IV. POLL RESULTS OF THE FIRST PREFERENCE SHARE CLASS MEETING OF 2022

Preference Shareholders and authorized proxies holding an aggregate of 456,168,000 Preference Shares of the Bank, representing approximately 32.70% of the total issued Preference Shares of the Bank, attended the First Preference Share Class Meeting of 2022.

No Preference Shareholders were required to abstain from voting or voting in favour of any of the resolutions proposed at the First Preference Share Class Meeting of 2022.

The voting results in respect of the proposed resolutions at the First Preference Share Class Meeting of 2022 are as follows.

Special Resolutions		Number of valid votes (%)		
		For	Against	Abstain
1.	To approve, ratify and confirm the Merger by Absorption.	456,168,000 100%	0 0%	0 0%
2.	To approve, ratify and confirm the implementation of the Merger by Absorption which constitutes a connected transaction of the Bank.	456,168,000 100%	0 0%	0 0%
3.	To authorize the chairman of the Board to exercise all powers which he considers necessary and do such other acts and things and execute such other documents which in his opinion may be necessary or desirable to implement the transactions (including the proposed issuance of consideration shares by the Bank and the relevant amendments to the articles of association of the Bank) contemplated under the Merger and Absorption Agreement.	456,168,000 100%	0 0%	0 0%

As more than two-thirds of the votes from the Preference Shareholders (including their proxies) attending the First Preference Share Class Meeting of 2022 were cast in favour of the 1st to the 3rd resolutions above, these resolutions were duly passed by way of special resolutions at the First Preference Share Class Meeting of 2022.

As at the date of the announcement, the Bank was advised by Bank of Luoyang, Bank of Pingdingshan and Bank of JZCTS that the Merger and Absorption Agreement and the transactions contemplated thereunder in respect of the merger by absorption of Bank of Luoyang, Bank of Pingdingshan and Bank of JZCTS by the Bank has been approved by the shareholders of each of the Target Banks as special resolutions.

On behalf of the Board  
**Zhongyuan Bank Co., Ltd.\***  
**XU Nuojin**  
*Chairman*

Zhengzhou, the PRC  
10 March 2022

*As at the date of this announcement, the Board comprises Mr. XU Nuojin, Mr. WANG Jiong, Mr. LI Yulin and Mr. WEI Jie as executive Directors, Ms. ZHANG Qiuyun and Mr. MI Hongjun as non-executive Directors, and Ms. PANG Hong, Mr. LI Hongchang, Mr. JIA Tingyu and Mr. CHAN Ngai Sang Kenny as independent non-executive Directors.*

\* *Zhongyuan Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.*