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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)

**POLL RESULTS OF THE 2023 FIRST EXTRAORDINARY
GENERAL MEETING
AND
APPOINTMENT OF EXECUTIVE DIRECTOR**

References are made to the circular of Zhongyuan Bank Co., Ltd.* (the “**Bank**”) dated April 14, 2023 (the “**Circular**”) and the announcement dated April 14, 2023 in relation to proposed appointment of executive Director. Unless otherwise stated, terms used herein shall have the same meanings as defined in the Circular.

The Board of Directors (the “**Board**”) hereby announces that the EGM was held on Monday, May 8, 2023 at the conference room, 3/F, Block 7, KINEER CENTER, 100 meters west of the intersection of Xiangsheng Street and Zhongwang Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC.

The EGM was chaired by Mr. WANG Jiong, the vice chairman of the Bank. The Directors, namely LI Yulin, ZHANG Qiuyun, MI Hongjun, PANG Hong, LI Hongchang, JIA Tingyu and CHAN Ngai Sang Kenny attended the EGM. The EGM was convened in accordance with the requirements of the relevant laws and regulations of the PRC and the Articles of Association of the Bank.

The resolution set out in the Circular was tabled before the EGM for Shareholders’ consideration and approval, and was 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 were appointed as vote counters and the scrutineers for the vote-taking of the EGM. King & Wood Mallesons, as the PRC legal advisor of the Bank, witnessed the EGM. The poll results of the EGM were 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 36,549,823,322, comprising 29,604,823,322 Domestic Shares and 6,945,000,000 H Shares, which was the total number of Shares entitling the holders to attend the EGM if the change of relevant industrial and commercial registration is completed. Shareholders and authorized proxies attending the EGM hold an aggregate of 8,599,094,260 Shares.

Shareholders have pledged 50% or more of their equity interests in the Bank and entered into relevant documents to accept restrictions 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 of the Bank, resulting in a total of 16,000,695 Domestic Shares of participating Shareholders being subject to such restrictions. Save as disclosed herein, there was no restriction on any other Shareholder casting votes on the proposed resolution at the EGM.

There was no Share entitling the Shareholders to attend and vote only against the proposed resolution at the EGM. No party has stated its intention in the Circular that it would vote against the proposed resolution or that it would abstain from voting at the EGM.

The voting results in respect of the proposed resolution at the EGM are as follows:

Ordinary Resolution		Number of valid votes (%)		
		For	Against	Abstain
1.	To consider and approve the appointment of Mr. Guo Hao as an executive Director of the second session of the Board of the Bank.	8,583,093,565 100%	0 0%	0 0%

As more than one half of the votes from the Shareholders (including their proxies) attending the EGM were cast in favour of the resolution above, the resolution was duly passed by way of ordinary resolution at the EGM. For details of the aforementioned resolution, please refer to the Circular.

II. APPOINTMENT OF EXECUTIVE DIRECTOR

The resolution regarding the appointment of Mr. Guo Hao (郭浩) as an executive Director of the second session of the Board of the Bank has been approved by Shareholders at the EGM. The above appointment is subject to the approval of his qualification by the relevant banking regulatory authorities in the PRC.

The biographical and remuneration details of Mr. Guo Hao have been disclosed in the announcement of the Bank named “PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR” dated April 14, 2023 (the “**Announcement**”).

Save as disclosed in the Announcement, Mr. Guo Hao does not (i) hold any directorship in any other listed companies or any other position in any affiliated companies of the Bank in the past three years; (ii) have any relationship with any other Director, supervisor, senior management or substantial Shareholder of the Bank; or (iii) have any equity interest in the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in the Announcement, there is no other matter relating to the appointment of Mr. Guo Hao that needs to be brought to the attention of the Shareholders, and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Bank will enter into a service contract with Mr. Guo Hao. The term of office of Mr. Guo Hao will commence from the date of approval by the relevant banking regulatory authorities in the PRC to the expiry date of the second session of the Board, and he is eligible for re-election upon the expiry of his term of office.

On behalf of the Board
Zhongyuan Bank Co., Ltd.*
WANG Jiong
Vice Chairman

Zhengzhou, the PRC
May 8, 2023

As at the date of this announcement, the Board comprises Mr. WANG Jiong and Mr. LI Yulin 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.*