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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)

INSIDE INFORMATION

This announcement is made by Zhongyuan Bank Co., Ltd.* (the “**Bank**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the inside information provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Bank (the “**Board**”) is pleased to announce that on October 27, 2021, the Board approved the proposed absorption and merger of Bank of Luoyang Co., Ltd.** (“**Bank of Luoyang**”), Bank of Pingdingshan Co., Ltd.** (“**Bank of Pingdingshan**”) and Bank of Jiaozuo China Travel Services Co., Ltd.** (“**Bank of JZCTS**”) (the “**Potential Absorption and Merger**”). After the completion of the Potential Absorption and Merger, the Bank will continue to invest in and expand its own main business.

INFORMATION ABOUT THE GROUP, BANK OF LUOYANG, BANK OF PINGDINGSHAN AND BANK OF JZCTS

The Group is an enterprise mainly engaged in banking business. The Bank is the first provincial corporate bank in Henan province, which was established on December 23, 2014, and headquartered in Zhengzhou City, Henan Province, China. On July 19, 2017, the Bank was listed on the main board of the Stock Exchange. The Bank is mainly engaged in absorbing public deposits, issuing short-term, medium-term and long-term loans, handling domestic and international settlement, bills acceptance and discounting and other businesses.

Bank of Luoyang is an enterprise mainly engaged in banking business. Bank of Luoyang, formerly known as Luoyang City Cooperative Bank** (洛陽城市合作銀行), was established in 1997, which was renamed as Luoyang Commercial Bank Company Limited** (洛陽市商業銀行股份有限公司) in May 1998. It changed its name to Bank of Luoyang in March 2009 with the approval of the former China Banking Regulatory Commission and its headquarters located in Luoyang City, Henan Province. The bank is mainly engaged in absorbing public deposits, issuing short-term, medium-term and long-term loans, handling domestic settlement, bills acceptance and discounting and other businesses.

Bank of Pingdingshan is an enterprise mainly engaged in banking business. Bank of Pingdingshan, formerly known as Pingdingshan Commercial Bank** (平頂山市商業銀行), changed its name to Bank of Pingdingshan on November 17, 2010 with the approval of the former China Banking Regulatory Commission and its headquarters located in Pingdingshan City, Henan Province. The bank is mainly engaged in absorbing public deposits, issuing short-term, medium-term and long-term loans, handling domestic settlement, bills acceptance and discounting and other businesses.

Bank of JZCTS is an enterprise mainly engaged in banking business. Bank of JZCTS, formerly known as Jiaozuo City Commercial Bank** (焦作市商業銀行), introduced China CTS as a strategic investor in 2012. It changed its name to Bank of JZCTS in 2015 with the approval of the former China Banking Regulatory Commission and its headquarters located in Jiaozuo City, Henan Province. The bank is mainly engaged in absorbing public deposits, issuing short-term, medium-term and long-term loans, handling domestic settlement, bills acceptance and discounting and other businesses.

REASONS AND BENEFITS OF POTENTIAL ABSORPTION AND MERGER

The Bank has always committed to the development goal of “developing Zhongyuan Bank into a leading commercial bank” advocated by the Henan Provincial Committee and the Provincial Government, fully supports regional economic construction and serves the local community and people. Accordingly, in order to deepen the reform in the financial sector, optimize and strengthen local finance, as well as to strive to build a first-class urban commercial bank and enhance the ability of financial services for the economic and social development of the province, the Group expects to optimize the Bank through the Potential Absorption and Merger, so that the Bank can continue to expand into a first-class commercial bank and achieve high-quality development of its overall business.

The Potential Absorption and Merger, if materialized, may constitute a notifiable transaction for the Bank under Chapter 14 of the Listing Rules. However, there is no guarantee that the parties will enter into a final agreement. The Bank will make further announcement(s) in due course and comply with the applicable provisions of the Listing Rules.

Shareholders and potential investors of the Bank are reminded that the Potential Absorption and Merger may or may not proceed. Shareholders and potential investors of the Bank should exercise caution when dealing with any shares of the Bank.

On behalf of the Board
Zhongyuan Bank Co., Ltd.*
WEI Jie
Vice Chairman

Zhengzhou, China
October 27, 2021

As at the date of this announcement, the Board comprises 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 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.*

** *For identification purpose only*