

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.

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 EXTRAORDINARY GENERAL MEETING;
POLL RESULT OF THE H SHARE CLASS MEETING;
AND
POLL RESULT OF THE DOMESTIC SHARE CLASS MEETING**

References are made to (1) the circular (the “**Circular**”) of Zhongyuan Bank Co., Ltd.* (the “**Bank**”) dated October 5, 2022, (2) the notice of the Bank dated October 5, 2022 in relation to, among others, the extraordinary general meeting of the Bank (the “**EGM**”), (3) the announcement of the Bank dated October 5, 2022 in relation to, among others, the H share class meeting of the Bank (the “**H Share Class Meeting**”), (4) the announcement of the Bank dated October 5, 2022 in relation to, among others, the domestic share class meeting of the Bank (the “**Domestic Share Class Meeting**”), together with the H Share Class Meeting as the “**Class Meetings**”), and (5) the announcement of the Bank dated October 24, 2022 in relation to the postponement of the EGM and the Class Meetings and the change of book closure period. Unless otherwise stated, terms used herein shall have the same meanings as those defined in the Circular.

The Board of Directors hereby announces that, the EGM and the Class Meetings were held on November 11, 2022 (Friday) 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. XU Nuojin, the chairman of the Board. The Directors, namely WANG Jiong, LI Yulin, ZHANG Qiuyun, MI Hongjun, PANG Hong, LI Hongchang, JIA Tingyu and CHAN Ngai Sang Kenny 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 were appointed as the vote counter and the scrutineer 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 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 relevant industrial and commercial changes were completed. Shareholders and authorized proxies holding an aggregate of 8,605,267,780 shares 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 251,455,633 Domestic Shares of participating Shareholders subject to such restrictions.

As stated in the Circular, Henan Investment Group Co., Ltd. (“**Henan Investment Group**”) and its associates were required to abstain from voting on the relevant resolution for approving the convertible negotiated deposit and its specific mandate at the EGM. As at the date of the EGM, Henan Investment Group and its associates were beneficially interested in 2,919,676,294 Domestic Shares and had abstained from voting on the special resolution, namely the resolution no. 1. Except that, there is no restriction on any other Shareholders casting votes on the proposed resolutions at the EGM. As such, the total number of Shares entitling the Shareholders other than Henan Investment Group and its associates to attend and vote on resolution no. 1 at the EGM was 5,889,415,629 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 Resolution		Number of valid votes (%)		
		For	Against	Abstain
1.	To consider and approve the proposal in relation to the replenishment of other tier-one capital through a convertible negotiated deposit of the Bank	5,889,415,629 100%	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
2.	To consider and approve the Financial Budget Report for 2022	8,353,812,147 100%	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 RESULT OF THE H SHARE CLASS MEETING

H Shareholders and authorized proxies holding an aggregate of 3,321,741,000 H Shares of the Bank attended the H Share Class Meeting.

No H Shareholders were required to abstain from voting or voting in favour of the special resolution proposed at the H Share Class Meeting.

The voting result in respect of the proposed resolution at the H Share Class Meeting is as follows.

Special Resolution		Number of valid votes (%)		
		For	Against	Abstain
1.	To consider and approve the proposal in relation to the replenishment of other tier-one capital through a convertible negotiated deposit of the Bank	3,321,741,000 100%	0 0%	0 0%
As more than two-thirds of the votes from the H Shareholders (including their proxies) attending the H Share Class Meeting were cast in favour of the resolution above, the resolution was duly passed as a special resolution.				

III. POLL RESULT OF THE DOMESTIC SHARE CLASS MEETING

Domestic Shareholders and authorized proxies holding an aggregate of 5,283,526,780 Domestic Shares of the Bank attended the Domestic Share Class Meeting.

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 251,455,633 Domestic Shares of participating Domestic Shareholders subject to such restrictions.

As stated in the Circular, Henan Investment Group and its respective associates were required to abstain from voting on the relevant resolution for approving the convertible negotiated deposit and its specific mandate at the Domestic Share Class Meeting. As at the date of the Domestic Share Class Meeting, Henan Investment Group and its associates were beneficially interested in 2,919,676,294 Domestic Shares and had abstained from voting on the special resolution, namely the resolution no. 1. Except that, there is no restriction on any other Domestic Shareholders casting votes on the proposed resolution at the Domestic Share Class Meeting. As such, the total number of Shares entitling the Shareholders other than Henan Investment Group and its associates to attend and vote on resolution no. 1 at the Domestic Share Class Meeting was 2,567,674,629 Shares.

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

The voting result in respect of the proposed resolution at the Domestic Share Class Meeting is as follows.

Special Resolution		Number of valid votes (%)		
		For	Against	Abstain
1.	To consider and approve the proposal in relation to the replenishment of other tier-one capital through a convertible negotiated deposit of the Bank	2,567,674,629 100%	0 0%	0 0%
As more than two-thirds of the votes from the Domestic Shareholders (including their proxies) attending the Domestic Share Class Meeting were cast in favour of the resolution above, the resolution was duly passed as a special resolution.				

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

Zhengzhou, the PRC
November 11, 2022

As at the date of this announcement, the Board comprises Mr. XU Nuojin, Mr. WANG Jiong, Mr. LI Yulin as executive Directors; Ms. ZHANG Qiuyun and Mr. MI Hongjun as non-executive Directors; 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 out banking and/or deposit-taking business in Hong Kong.*