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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  
SECOND EXTRAORDINARY GENERAL MEETING;  
RE-ELECTION AND ELECTION OF DIRECTORS; AND  
ELECTION OF SHAREHOLDER REPRESENTATIVE  
SUPERVISORS AND EXTERNAL SUPERVISORS**

References are made to the circular dated September 21, 2023 (the “**Circular**”), the notice dated September 21, 2023 (the “**Notice**”) and the announcement dated October 8, 2023 of Zhongyuan Bank Co., Ltd.\* (the “**Bank**”), in relation to, among other things, the 2023 Second EGM, resignation of executive Director and cancellation of sub-resolution for the 2023 Second EGM. Unless otherwise defined therein, terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board hereby announces that, the 2023 Second EGM was held on October 12, 2023 (Thursday) at Conference Room 401, Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC.

The 2023 Second EGM was chaired by Mr. Guo Hao, the chairman of the Board. Directors, namely Mr. Li Yulin, Ms. Zhang Qiuyun, Mr. Mi Hongjun, Ms. Pang Hong, Mr. Li Hongchang, Mr. Jia Tingyu and Mr. Chan Ngai Sang Kenny attended the 2023 Second EGM. The 2023 Second EGM was convened in accordance with the requirements of the relevant laws and regulations and the Articles of Association of the Bank.

The resolutions set out in the Circular were submitted to the Shareholders for consideration and approval at the 2023 Second EGM 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 (H Share Registrar) were appointed as vote counters and the scrutineers for the vote-taking of the 2023 Second EGM. King & Wood Mallesons, as the PRC legal advisor of the Bank, witnessed the 2023 Second EGM. The poll results of the 2023 Second EGM were lawful and valid.

## I. POLL RESULTS OF THE 2023 SECOND EGM

As at the date of the 2023 Second 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 2023 Second EGM if the relevant industrial and commercial changes were completed. Shareholders and authorized proxies holding an aggregate of 7,296,876,089 shares attended the 2023 Second EGM.

When Shareholders have pledged 50% or more of his/her equity interests in the Bank, the voting rights of such Shareholders shall be subject to restrictions pursuant to the relevant regulatory requirements and the Articles of Association of the Bank, resulting in a total of 82,912,415 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 resolutions at the 2023 Second EGM.

There was no Share entitling the Shareholders to attend and vote only against the proposed resolutions at the 2023 Second EGM. No Shareholder has stated his/her/its intention in the Circular that it would vote against the proposed resolutions or that he/she/it would abstain from voting at the 2023 Second EGM.

Reference is made to the announcement of the Bank dated October 8, 2023. In view of the resignation of Mr. Wang Jiong as the vice chairman of the second session of the Board, an executive Director, the chairman of the Consumer Rights Protection Committee of the Board, a member of the Strategy and Development Committee of the Board, a member of the Risk Management Committee of the Board and a member of the Related Party Transactions Control Committee of the Board due to work adjustment, and at the same time his resignation as the candidate for executive Director of the third session of the Board of the Bank, the Board decided to cancel the ordinary resolution No. 1.(b) “To consider and approve the re-election of Mr. Wang Jiong as an executive Director of the third session of the Board” (the “**Sub-Resolution**”) set out in the Circular, the Notice and the Proxy Form, which was originally scheduled to be considered by the Bank at the 2023 Second EGM. Therefore, the Sub-Resolution has been withdrawn and has not been submitted to the Bank for voting at the 2023 Second EGM.

The voting results in respect of the proposed resolutions at the 2023 Second EGM are as follows:

Ordinary Resolutions		Number of valid votes (%)		
		For	Against	Abstain
1.	To consider and approve the re-election and election of the Directors of the third session of the Board:			
(a)	To consider and approve the re-election of Mr. Guo Hao as an executive Director of the third session of the Board;	7,213,963,674 100%	0 0%	0 0%
As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.				
(c)	To consider and approve the re-election of Ms. Zhang Qiuyun as a non-executive Director of the third session of the Board;	7,213,963,674 100%	0 0%	0 0%
As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.				
(d)	To consider and approve the election of Mr. Feng Ruofan as a non-executive Director of the third session of the Board;	7,213,963,674 100%	0 0%	0 0%
As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.				
(e)	To consider and approve the election of Ms. Zhang Shu as a non-executive Director of the third session of the Board;	7,213,963,674 100%	0 0%	0 0%
As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.				
(f)	To consider and approve the election of Mr. Xu Yiguo as an independent non-executive Director of the third session of the Board;	7,213,963,674 100%	0 0%	0 0%
As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.				
(g)	To consider and approve the election of Ms. Zhao Zijian as an independent non-executive Director of the third session of the Board;	7,213,963,674 100%	0 0%	0 0%
As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.				

Ordinary Resolutions		Number of valid votes (%)		
		For	Against	Abstain
(h)	To consider and approve the election of Mr. Wang Maobin as an independent non-executive Director of the third session of the Board;	7,213,963,674 100%	0 0%	0 0%
As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.				
(i)	To consider and approve the election of Mr. Pan Xinmin as an independent non-executive Director of the third session of the Board; and	7,213,963,674 100%	0 0%	0 0%
As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.				
(j)	To consider and approve the election of Mr. Gao Pingyang as an independent non-executive Director of the third session of the Board.	7,213,963,674 100%	0 0%	0 0%
As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.				
2.	To consider and approve the election of the Shareholder representative Supervisors and external Supervisors of the third session of the Supervisory Committee:			
(a)	To consider and approve the election of Ms. Wang Xiaoyan as a Shareholder representative Supervisor of the third session of the Supervisory Committee;	7,213,963,674 100%	0 0%	0 0%
As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.				
(b)	To consider and approve the election of Mr. Yan Yongfu as a Shareholder representative Supervisor of the third session of the Supervisory Committee;	7,213,963,674 100%	0 0%	0 0%
As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.				
(c)	To consider and approve the election of Ms. Lu Suyue as a Shareholder representative Supervisor of the third session of the Supervisory Committee;	7,213,963,674 100%	0 0%	0 0%
As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.				

Ordinary Resolutions		Number of valid votes (%)		
		For	Against	Abstain
(d)	To consider and approve the election of Mr. Li Xingzhi as an external Supervisor of the third session of the Supervisory Committee;	7,213,963,674 100%	0 0%	0 0%
	As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.			
(e)	To consider and approve the election of Ms. Gu Xiujian as an external Supervisor of the third session of the Supervisory Committee; and	7,213,963,674 100%	0 0%	0 0%
	As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.			
(f)	To consider and approve the election of Ms. Liu Xia as an external Supervisor of the third session of the Supervisory Committee.	7,213,963,674 100%	0 0%	0 0%
	As more than half of the votes were cast in favour, the resolution was passed as an ordinary resolution.			
Special Resolution		Number of valid votes (%)		
		For	Against	Abstain
3.	To consider and approve the resolution in relation to proposed issuance of tier 2 capital bonds.	7,213,963,674 100%	0 0%	0 0%
	As more than two-thirds of the votes were cast in favour, the resolution was passed as a special resolution.			

## II. RE-ELECTION AND ELECTION OF DIRECTORS

The resolutions regarding the re-election of Mr. Guo Hao as an executive Director of the third session of the Board, the re-election of Ms. Zhang Qiuyun as a non-executive Director of the third session of the Board, the election of Mr. Feng Ruofan and Ms. Zhang Shu as non-executive Directors of the third session of the Board, the election of Mr. Xu Yiguo, Ms. Zhao Zijian, Mr. Wang Maobin, Mr. Pan Xinmin and Mr. Gao Pingyang as independent non-executive Directors of the third session of the Board were approved by the Shareholders at the 2023 Second EGM.

The Bank will enter into a service contract with each of the Directors of the third session of the Board. The term of office of re-elected Directors will commence from October 12, 2023, being the date of election at the 2023 Second EGM and end upon the termination of the term of office of the third session of the Board. The elected Directors are subject to the approval of their qualifications by the Henan Office of the National Administration of Financial Regulation, and their term of office will commence from the date on which the Henan Office of the National Administration of Financial Regulation approves their qualifications and end upon the termination of the term of office of the third session of the Board. Therefore, in accordance with relevant laws and regulations and the Articles of Association of the Bank, the Directors of the second session of the Board will continue to perform their duties as Directors until the qualifications of the elected Directors are approved by the Henan Office of the National Administration of Financial Regulation. Upon approval of the qualifications of the elected Directors by the Henan Office of the National Administration of Financial Regulation, each of Mr. Li Yulin, Mr. Mi Hongjun, Ms. Pang Hong, Mr. Li Hongchang, Mr. Jia Tingyu and Mr. Chan Ngai Sang Kenny will cease to perform his/her duties as a Director.

Please refer to the Circular for the biographical details and details of remuneration of each of the Directors who were re-elected or elected at the 2023 Second EGM.

Save as disclosed in the Circular, none of Mr. Guo Hao, Ms. Zhang Qiuyun, Mr. Feng Ruofan, Ms. Zhang Shu, Mr. Xu Yiguo, Ms. Zhao Zijian, Mr. Wang Maobin, Mr. Pan Xinmin and Mr. Gao Pingyang (i) holds any directorship in any other listed companies or takes up any position in any affiliated companies of the Bank in the past three years; (ii) has any relationship with any other Director, Supervisor, senior management or substantial Shareholder of the Bank; or (iii) has any equity interest in the Bank within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in the Circular, there is no other matter relating to the re-election of Mr. Guo Hao and Ms. Zhang Qiuyun or the election of Mr. Feng Ruofan, Ms. Zhang Shu, Mr. Xu Yiguo, Ms. Zhao Zijian, Mr. Wang Maobin, Mr. Pan Xinmin and Mr. Gao Pingyang that needs to be brought to the attention of the Shareholders, creditors and the Stock Exchange, and there is no other information that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

### **III. ELECTION OF THE SHAREHOLDER REPRESENTATIVE SUPERVISORS AND EXTERNAL SUPERVISORS**

The resolutions regarding the election of Ms. Wang Xiaoyan, Mr. Yan Yongfu and Ms. Lu Suyue as Shareholder representative Supervisors of the third session of the Supervisory Committee and Mr. Li Xingzhi, Ms. Gu Xiujuan and Ms. Liu Xia as external Supervisors of the third session of the Supervisory Committee have been approved by the Shareholders at the 2023 Second EGM.

Their term of office will commence from October 12, 2023, being the date of election at the 2023 Second EGM and end upon the termination of the term of office of the third session of the Supervisory Committee. Please refer to the Circular for the biographical details and details of remuneration of Ms. Wang Xiaoyan, Mr. Yan Yongfu, Ms. Lu Suyue, Mr. Li Xingzhi, Ms. Gu Xiujuan and Ms. Liu Xia.

Save as disclosed in the Circular, none of Ms. Wang Xiaoyan, Mr. Yan Yongfu, Ms. Lu Suyue, Mr. Li Xingzhi, Ms. Gu Xiujian and Ms. Liu Xia (i) holds any directorship in any other listed companies or takes up any position in any affiliated companies of the Bank in the past three years; (ii) has any relationship with any other Director, Supervisor, senior management or substantial Shareholder of the Bank; or (iii) has any equity interest in the Bank within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in the Circular, there is no other matter relating to the election of Ms. Wang Xiaoyan, Mr. Yan Yongfu, Ms. Lu Suyue, Mr. Li Xingzhi, Ms. Gu Xiujian and Ms. Liu Xia that needs to be brought to the attention of the Shareholders, the creditors and the Stock Exchange, and there is no other information that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

As the term of office of the second session of the Supervisory Committee has expired, each of the Supervisors of the second session of the Supervisory Committee will retire upon the commencement of the term of office of the third session of the Supervisory Committee. Each of the Supervisors of the second session of the Supervisory Committee has confirmed that he/she has no disagreement with the Board, the Supervisory Committee or the Bank and that there is no matter relating to his/her retirement that needs to be brought to the attention of the Shareholders, creditors and the Stock Exchange.

The Board and the Supervisory Committee would like to express their sincere gratitude to each of the Supervisors of the second session of the Supervisory Committee for his/her contributions to the Bank during his/her tenure of service.

On behalf of the Board  
**ZHONGYUAN BANK CO., LTD.\***  
**GUO Hao**  
*Chairman*

Zhengzhou, the People's Republic of China  
October 12, 2023

*As at the date of this announcement, the Board of the Bank comprises Mr. GUO Hao 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.*