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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)**

**ANNOUNCEMENT ON APPROVAL OF THE QUALIFICATIONS  
OF DIRECTORS BY THE HENAN OFFICE OF THE NATIONAL  
ADMINISTRATION OF FINANCIAL REGULATION;  
ELECTION OF THE CHAIRMAN AND MEMBERS OF SPECIAL  
COMMITTEES OF THE BOARD; AND  
APPOINTMENT OF THE PRESIDENT OF THE BANK AND THE  
SECRETARY TO THE BOARD**

References are made to the circular dated September 21, 2023 (the “**Circular**”) and the announcement dated October 12, 2023 of Zhongyuan Bank Co., Ltd.\* (the “**Bank**”), in relation to, among others, the resolutions on re-election and election of Directors of the third session of the Board of Directors, which have been approved by the Shareholders at the 2023 Second EGM, and the appointments of the elected Directors shall be subject to the approval of their qualifications by the Henan Office of the National Administration of Financial Regulation. Unless otherwise defined therein, terms used in this announcement shall have the same meanings as those defined in the Circular.

**APPROVAL OF THE QUALIFICATIONS OF DIRECTORS BY THE HENAN OFFICE OF  
THE NATIONAL ADMINISTRATION OF FINANCIAL REGULATION**

The Board of Directors is pleased to announce that the Bank obtained the Approval of the Qualification of Feng Ruofan as a Director of Zhongyuan Bank Co., Ltd. issued by the Henan Office of the National Administration of Financial Regulation (Yu Jin Fu [2023] No. 163), the Approval of the Qualification of Zhang Shu as a Director of Zhongyuan Bank Co., Ltd. issued by the Henan Office of the National Administration of Financial Regulation (Yu Jin Fu [2023] No. 160), the Approval of the Qualification of Xu Yiguo as a Director of Zhongyuan Bank Co., Ltd. issued by the Henan Office of the National Administration of Financial Regulation (Yu Jin Fu [2023] No. 162), the Approval of the Qualification of Zhao Zijian as a Director of Zhongyuan Bank Co., Ltd. issued by the Henan Office of the National Administration of Financial Regulation (Yu Jin Fu [2023] No. 161), the Approval of the Qualification of Wang Maobin as a Director of Zhongyuan Bank Co., Ltd. issued by the Henan Office of the National Administration of Financial Regulation (Yu Jin Fu [2023] No. 164), the Approval of the Qualification of Pan Xinmin as a Director of Zhongyuan Bank Co., Ltd. issued by the Henan Office of the National Administration of Financial Regulation (Yu Jin Fu [2023] No. 165) and the Approval of the Qualification of Gao Pingyang as a Director of Zhongyuan Bank Co., Ltd. issued by the Henan Office of the National Administration of Financial Regulation (Yu Jin Fu [2023] No. 166) recently from the Henan Office of the National Administration of Financial Regulation. Pursuant to these approval documents, the qualifications of Mr. Feng Ruofan and Ms. Zhang Shu as the non-executive Directors, and Mr. Xu Yiguo, Ms. Zhao Zijian, Mr. Wang Maobin, Mr. Pan Xinmin and Mr. Gao Pingyang as the independent non-executive Directors, have been approved. The Bank would like to welcome Mr. Feng Ruofan, Ms. Zhang Shu, Mr. Xu Yiguo, Ms. Zhao Zijian, Mr. Wang Maobin, Mr. Pan Xinmin and Mr. Gao Pingyang as Directors of the third session of the Board of Directors of the Bank.

For the biographical details of Mr. Feng Ruofan, Ms. Zhang Shu, Mr. Xu Yiguo, Ms. Zhao Zijian, Mr. Wang Maobin, Mr. Pan Xinmin and Mr. Gao Pingyang, please refer to the Circular.

Upon approval of the qualifications of the above elected Directors by the Henan Office of the National Administration of Financial Regulation, 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 their duties as the Directors.

Mr. Li Yulin, Mr. Mi Hongjun, Ms. Pang Hong, Mr. Li Hongchang, Mr. Jia Tingyu and Mr. Chan Ngai Sang Kenny have confirmed that they had no disagreements with the Board of Directors, and there are no matters related to their retirement that need to be brought to the attention of the Shareholders, creditors of the Bank or the Stock Exchange.

The Board of Directors would like to express its sincere gratitude to Mr. Li Yulin, Mr. Mi Hongjun, Ms. Pang Hong, Mr. Li Hongchang, Mr. Jia Tingyu and Mr. Chan Ngai Sang Kenny for their contributions to the Bank during their term of office.

## **ELECTION OF THE CHAIRMAN OF THE BOARD**

The resolution on the re-election of Mr. Guo Hao as an executive Director of the third session of the Board of the Bank was considered and approved by the Shareholders at the 2023 Second EGM.

The Board further announces that Mr. Guo Hao was elected as the chairman of the third session of the Board of the Bank at the Board meeting held on November 28, 2023. His term of office will commence from the date of this announcement until the expiry of the term of the third session of the Board of the Bank. He shall be eligible for re-election upon the expiry of his term of office.

The biographical details and other relevant information of Mr. Guo Hao required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in the Circular. As of the date of this announcement, there has been no change to such information.

## **ELECTION OF MEMBERS OF SPECIAL COMMITTEES OF THE BOARD**

The Board is pleased to announce that on November 28, 2023, the Board meeting resolved to elect the following members of the special committees of the third session of the Board of the Bank:

Strategy and Development Committee: Mr. Guo Hao (Chairman), Ms. Zhang Qiuyun and Mr. Xu Yiguo.

Audit Committee: Mr. Pan Xinmin (Chairman), Mr. Wang Maobin and Mr. Gao Pingyang.

Related Party Transactions Control Committee: Mr. Wang Maobin (Chairman), Ms. Zhao Zijian and Mr. Pan Xinmin.

Risk Management Committee: Ms. Zhao Zijian (Chairman), Mr. Feng Ruofan and Mr. Xu Yiguo.

Nomination and Remuneration Committee: Mr. Xu Yiguo (Chairman), Ms. Zhao Zijian and Mr. Pan Xinmin.

Consumer Rights Protection Committee: Mr. Gao Pingyang (Chairman), Ms. Zhang Shu and Mr. Wang Maobin.

The above appointments shall take effect from the date of this announcement until the expiry of the term of the third session of the Board of the Bank.

## **APPOINTMENT OF THE PRESIDENT OF THE BANK**

On November 28, 2023, the Board meeting resolved to appoint Mr. Liu Kai as the president of the Bank. His term of office will commence from the date of this announcement until the expiry of the term of the third session of the Board of the Bank. He shall be eligible for re-appointment and re-election upon the expiry of his term of office.

Biographical details of Mr. Liu Kai are as follows:

Mr. Liu Kai, born in March 1971, Chinese, is a senior economist with a master's degree.

Mr. Liu Kai is the deputy secretary to the party committee and president of the Bank since January 2023. Mr. Liu successively served as a member of the party committee and vice president of the Bank, the deputy secretary of the party committee of the Bank and acting president of the Bank from December 2014 to January 2023; and served as a member of the Leading Group Office and the head of the planning department for the reform and restructuring of certain city commercial banks in Henan Province from November 2013 to December 2014. He successively served as a section member of the Henan Branch of People's Bank of China, the chief of the office of Zhengzhou central sub-branch of People's Bank of China, the secretary to the party committee and the president of Anyang central sub-branch of People's Bank of China, the assistant to the head of the Bureau of Financial Market of People's Bank of China from July 1993 to November 2013.

Mr. Liu Kai obtained a bachelor's degree in law from Zhengzhou University in June 1993 and a master's degree in arts from Henan University in June 2007.

The Bank has entered into an appointment contract with Mr. Liu Kai and his remuneration will be implemented in accordance with the relevant remuneration management measures of the Bank.

Save as disclosed above, Mr. Liu Kai did not (i) hold any directorship in any other listed companies in the last three years or any position in any affiliated company of the Bank; (ii) have any relationship with any other Directors, Supervisors, senior management or substantial Shareholders of the Bank; or (iii) have interests in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In addition, there is no information in respect of the appointment of Mr. Liu Kai that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders, creditors of the Bank or the Stock Exchange.

## **APPOINTMENT OF THE SECRETARY TO THE BOARD**

On November 28, 2023, the Board meeting resolved to appoint Mr. Pan Wenyao as the secretary to the Board of the Bank. The qualification of Mr. Pan Wenyao as the secretary to the Board is subject to approval by the Henan Office of the National Administration of Financial Regulation, and his term of office will commence from the date when the Henan Office of the National Administration of Financial Regulation approves his qualifications as the secretary to the Board until the expiry of the term of the third session of the Board of the Bank. He shall be eligible for re-appointment and re-election upon the expiry of his term of office.

The biographical details of Mr. Pan Wenyao are set out below:

Mr. Pan Wenyao, born in September 1972, Chinese. He holds a master's degree.

Mr. Pan Wenyao has been the general manager of the party committee office (the office of the Board) of the Bank since January 2023. He successively served as the deputy head of the financial leasing working group of the Bank, the secretary of the party committee, director, acting chairman and chairman of AB Leasing Co., Ltd. from June 2017 to January 2023. He worked at China CITIC Bank from April 1998 to June 2017, and successively served as the deputy manager, manager of the business department and assistant to the president of Wenhua Road sub-branch, the head and president of the West Sub-branch, the president of Longhai Road sub-branch, the president of Runhua sub-branch, the general manager of the international business department, the general manager of the corporate banking department and general manager of the planning and finance department, a member and the secretary of the party committee and president of Anyang branch, the secretary of the party committee and president of Luoyang branch and a member of the party committee and the assistant to the president of Lanzhou branch. He served as the director of the branch office of Shangcheng Road sub-branch, Zhengzhou branch of Bank of China from September 1995 to April 1998. He served as the sales manager of Zhuhai Gree Group (珠海格力集團) from July 1994 to September 1995.

Mr. Pan Wenyao obtained a bachelor's degree in engineering from Huazhong University of Science and Technology in July 1994 and a master's degree in law from Huazhong University of Science and Technology in June 2007.

The Bank has entered into an appointment contract with Mr. Pan Wenyao and his remuneration will be implemented in accordance with the relevant remuneration management measures of the Bank.

Save as disclosed above, Mr. Pan Wenyao did not (i) hold any directorship in any other listed companies in the last three years or any position in any affiliated company of the Bank; (ii) have any relationship with any other Directors, Supervisors, senior management or substantial Shareholders of the Bank; or (iii) have interests in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In addition, there is no information in respect of the appointment of Mr. Pan Wenyao that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders, creditors of the Bank or the Stock Exchange.

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

Zhengzhou, the People's Republic of China  
November 28, 2023

*As at the date of this announcement, the Board comprises Mr. GUO Hao as executive Director; Ms. ZHANG Qiuyun, Mr. FENG Ruofan and Ms. ZHANG Shu as non-executive Directors; and Mr. XU Yiguo, Ms. ZHAO Zijian, Mr. WANG Maobin, Mr. PAN Xinmin and Mr. GAO Pingyang 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.*