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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: 1216)

**POLL RESULTS OF THE 2025 SECOND EXTRAORDINARY GENERAL
MEETING;
AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK,
THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL
MEETING AND THE RULES OF PROCEDURES OF THE BOARD'S
MEETING;
APPOINTMENT OF EXECUTIVE DIRECTOR;
DISSOLUTION OF THE BOARD OF SUPERVISORS OF THE BANK AND
ABOLITION OF THE CORPORATE GOVERNANCE SYSTEM RELATED
TO THE BOARD OF SUPERVISORS;
ELECTION OF VICE CHAIRMAN; AND
ELECTION OF EMPLOYEE REPRESENTATIVE DIRECTOR OF THE
THIRD SESSION OF THE BOARD OF DIRECTORS**

References are made to the circular (the “**Circular**”) and the notice of the 2025 second extraordinary general meeting (the “**2025 Second EGM**”) of Zhongyuan Bank Co., Ltd.* (the “**Bank**”) dated October 20, 2025 in relation to, among others, the 2025 Second EGM. 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 2025 Second EGM was physically held on November 10, 2025 (Monday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC.

The 2025 Second EGM was chaired by Mr. GUO Hao, the chairman of the Board. The Directors, namely Mr. GUO Hao, Mr. FENG Ruofan, Ms. ZHANG Shu, Mr. XU Yiguo, Ms. ZHAO Zijian, Mr. WANG Maobin, Mr. PAN Xinmin and Mr. GAO Pingyang attended the 2025 Second EGM. The 2025 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 tabled before the 2025 Second EGM for Shareholders' consideration and approval, and were put to vote by way of poll. A Shareholder representative and a supervisor representative of the Bank, King & Wood Mallesons as the PRC legal advisor of the Bank and Computershare Hong Kong Investor Services Limited as the H Share Registrar acted as the vote counters and the scrutineers for the vote-taking of the 2025 Second EGM. King & Wood Mallesons as the PRC legal advisor of the Bank witnessed the 2025 Second EGM. The poll results of the 2025 Second EGM are lawful and valid.

POLL RESULTS OF THE 2025 SECOND EGM

As at the date of the 2025 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 2025 Second EGM. There were no treasury Shares held by the Bank (including any treasury Shares held or deposited with the Central Clearing and Settlement System). Shareholders and authorized representatives holding an aggregate of 10,182,905,788 Shares attended the 2025 Second EGM.

Pursuant to the relevant regulatory requirements and the Articles of Association of the Bank, where the number of Shares pledged by the Shareholders reaches or exceeds 50% of the number of Shares held by them in the Bank, voting rights of such Shareholders at the general meeting shall be restricted. According to the relevant documents entered into by such Shareholders to accept restriction on voting rights, the restricted Shares of participating Shareholders amounted to 600,340,000 Domestic Shares in aggregate. Save as disclosed herein, there was no restriction on any other Shareholders casting votes on the proposed resolutions at the 2025 Second EGM. 9,582,565,788 Shares were represented by entitled Shareholders and authorized representatives attending the 2025 Second EGM physically.

To the best of the knowledge, information and belief of the Board having made all reasonable enquiries, none of the Shareholders or their associates (as defined in the Listing Rules) is deemed to have a material interest in any resolution to be proposed at the 2025 Second EGM, and thus no Shareholder is required to abstain from voting on any of the resolutions at the 2025 Second EGM. None of the Shares entitles the holder to attend and abstain from voting in favor at the 2025 Second EGM as set out in Rule 13.40 of the Listing Rules. No Shareholder is required to abstain from voting at the 2025 Second EGM under the Listing Rules. No Shareholder has stated his/her/its intention in the Circular that he/she/it would vote against the proposed resolutions or that he/she/it would abstain from voting at the 2025 Second EGM.

The voting results in respect of the proposed resolutions at the 2025 Second EGM are as follows:

Special Resolutions		Number of valid votes (%)		
		For	Against	Abstain
1.	To consider and approve the resolution on the amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.;	9,512,334,437 99.2671%	70,231,351 0.7329%	0 0%
	As more than two-thirds of the votes were cast in favor, the resolution was passed as a special resolution.			
2.	To consider and approve the resolutions on the implementation plans for the acquisition of Puyang Zhongyuan County Bank, Mengjin Minfeng County Bank and Luanchuan Minfeng County Bank and establishment of branches:			
(a)	To consider and approve the resolution on the implementation plan for the acquisition of Puyang Zhongyuan County Bank and establishment of a branch;	9,512,334,437 99.2671%	70,231,351 0.7329%	0 0%
	As more than two-thirds of the votes were cast in favor, the resolution was passed as a special resolution.			
(b)	To consider and approve the resolution on the implementation plan for the acquisition of Mengjin Minfeng County Bank and establishment of a branch;	9,512,334,437 99.2671%	70,231,351 0.7329%	0 0%
	As more than two-thirds of the votes were cast in favor, the resolution was passed as a special resolution.			
(c)	To consider and approve the resolution on the implementation plan for the acquisition of Luanchuan Minfeng County Bank and establishment of a branch;	9,512,334,437 99.2671%	70,231,351 0.7329%	0 0%
	As more than two-thirds of the votes were cast in favor, the resolution was passed as a special resolution.			
3.	To consider and approve the resolution on authorizing the chairman of the Bank to handle matters related to the acquisition and merger by absorption;	9,512,334,437 99.2671%	70,231,351 0.7329%	0 0%
	As more than two-thirds of the votes were cast in favor, the resolution was passed as a special resolution.			

Ordinary Resolutions		Number of valid votes (%)		
		For	Against	Abstain
4.	To consider and approve the resolution on the appointment of executive director of the third session of the Board of Directors;	9,512,334,437 99.2671%	70,231,351 0.7329%	0 0%
	As more than half of the votes were cast in favor, the resolution was passed as an ordinary resolution.			
5.	To consider and approve the resolution on dissolution of the Board of Supervisors of the Bank and abolition of the corporate governance system related to the Board of Supervisors;	9,512,334,437 99.2671%	70,231,351 0.7329%	0 0%
	As more than half of the votes were cast in favor, the resolution was passed as an ordinary resolution.			
6.	To consider and approve the resolution on amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.; and	9,512,334,437 99.2671%	70,231,351 0.7329%	0 0%
	As more than half of the votes were cast in favor, the resolution was passed as an ordinary resolution.			
7.	To consider and approve the resolution on amendments to the Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd.	9,512,334,437 99.2671%	70,231,351 0.7329%	0 0%
	As more than half of the votes were cast in favor, the resolution was passed as an ordinary resolution.			

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK, THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING AND THE RULES OF PROCEDURES OF THE BOARD'S MEETING

The resolution to amend the Articles of Association of the Bank was duly passed as a special resolution at the 2025 Second EGM. The amended Articles of Association of the Bank will come into effect after being approved by the banking regulatory and administrative authorities. Pending such approval, the current Articles of Association of the Bank will remain in force.

The resolution to amend the Rules of Procedures of the Shareholders' General Meeting was duly passed as an ordinary resolution at the 2025 Second EGM. The amended Rules of Procedures of the Shareholders' General Meeting will come into effect concurrently with the amended Articles of Association of the Bank. Pending such approval, the current Rules of Procedures of the Shareholders' General Meeting will remain in force.

The resolution to amend the Rules of Procedures of the Board's Meeting was duly passed as an ordinary resolution at the 2025 Second EGM. The amended Rules of Procedures of the Board's Meeting will come into effect concurrently with the amended Articles of Association of the Bank. Pending such approval, the current Rules of Procedures of the Board's Meeting will remain in force.

APPOINTMENT OF EXECUTIVE DIRECTOR

The resolution to appoint Mr. ZHOU Feng as an executive Director of the third session of the Board of Directors was approved by Shareholders at the 2025 Second EGM, and the above appointment is subject to approval of his qualification by the National Financial Regulatory Administration Henan Office.

The biographical and remuneration details of Mr. ZHOU Feng have been disclosed in the Circular. As at the date of this announcement, there is no change in this information.

Save as disclosed in the Circular, Mr. ZHOU Feng does not (i) hold any directorship in any other listed companies or take up any post 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 Circular, there is no other matter relating to the appointment of Mr. ZHOU Feng that needs to be brought to the attention of the Shareholders, and there is no other information that shall be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Bank will enter into a service contract with Mr. ZHOU Feng. The term of office of Mr. ZHOU Feng will commence on the date of approval of his qualification by the National Financial Regulatory Administration Henan Office and end upon the re-election of the third session of the Board of Directors, and he will be eligible for re-election upon the expiry of his term of office.

DISSOLUTION OF THE BOARD OF SUPERVISORS OF THE BANK AND ABOLITION OF THE CORPORATE GOVERNANCE SYSTEM RELATED TO THE BOARD OF SUPERVISORS

The resolution in relation to the dissolution of the Board of Supervisors of the Bank and abolition of the corporate governance system related to the Board of Supervisors was duly passed as an ordinary resolution at the 2025 Second EGM. In view that the resolution to amend the Articles of Association of the Bank was considered and approved at the 2025 Second EGM, the abovementioned matters will come into effect upon the date of approving the Articles of Association of the Bank by National Financial Regulatory Administration Henan Office. The Bank will then dissolve the Board of Supervisors, with its functions and powers as stipulated by the Company Law and other legal and regulatory provisions to be exercised by the Audit Committee of the Board; all special committees under the Board of Supervisors shall be abolished accordingly; the current supervisors shall no longer serve as supervisors of the Bank; the corporate governance systems related to the Board of Supervisors shall be repealed concurrently, prior to which, the Board of Supervisors of the Bank shall continue to exercise the functions and powers of the Board of Supervisors as stipulated in the Company Law and other laws and regulations.

ELECTION OF VICE CHAIRMAN

The Board of Directors announces that Mr. ZHOU Feng was elected as the vice chairman (the “**Vice Chairman**”) of the third session of the Board of the Bank at the Board meeting held on November 10, 2025, with term of office commencing on the date of approval of Mr. ZHOU Feng’s qualification as the Vice Chairman by the National Financial Regulatory Administration Henan Office and ending upon the re-election of the third session of the Board of Directors, and he will be eligible for re-election upon the expiry of his term of office. The biographical details and other relevant information of Mr. ZHOU Feng, which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, were set out in the Circular. As at the date of this announcement, there is no change in this information. The Bank will make further announcement(s) as and when appropriate after Mr. ZHOU Feng’s qualification as the Vice Chairman is approved.

ELECTION OF EMPLOYEE REPRESENTATIVE DIRECTOR OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

The Board further announces that, on November 10, 2025, Mr. GAO Baohong was elected as an employee representative Director of the third session of the Board of the Bank democratically at the employee representative meeting of the Bank. The appointment of Mr. GAO Baohong as an employee representative Director of the Bank is subject to approval of his qualification by the National Financial Regulatory Administration Henan Office.

The biographical details of Mr. GAO Baohong are set out as follows:

Mr. GAO Baohong, born in May 1968, Chinese, with a master's degree. Mr. GAO Baohong currently serves as the deputy secretary of the party committee and the chairman of the labor union of the Bank.

Mr. GAO Baohong has served as the deputy secretary to the party committee of the Bank since September 2023, and has served as the chairman of the labor union of the Bank since January 2024; from September 2004 to September 2023, he successively held the positions of the director of the office, the director of the organization and personnel department, the vice president and the deputy secretary of the party committee of the Henan Rural Credit Cooperatives Union; from July 1990 to September 2004, he successively served as a chief officer of the Planning and Finance Division and the deputy director of the office of the Henan Provincial Department of Agriculture.

Mr. GAO Baohong majored in industry and civil construction at the Department of Civil and Architectural Engineering of Zhengzhou College of Technology from September 1986 to July 1990, and obtained a master's degree in economics from Zhongnan University of Economics and Law in December 2007.

The Bank will enter into a service contract with Mr. GAO Baohong. The term of office of Mr. GAO Baohong as an employee representative Director of the Bank shall commence on the date of approval of his qualification as a Director by the National Financial Regulatory Administration Henan Office and shall end upon the re-election of the third session of the Board of Directors, subject to re-election upon the expiry of his term of office. Mr. GAO Baohong will not receive any remuneration for serving as an employee representative Director of the Bank, but shall be entitled to receive remunerations based on his administrative duties and responsibilities within the Bank (excluding his directorship).

Save as disclosed above, Mr. GAO Baohong does not (i) hold any directorship in any other listed companies or take up any post 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 herein, there is no other matter relating to the appointment of Mr. GAO Baohong that needs to be brought to the attention of the Shareholders, and there is no other information that shall be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

On behalf of the Board
Zhongyuan Bank Co., Ltd.*
GUO Hao
Chairman

Zhengzhou, the People's Republic of China
November 10, 2025

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