ZHONGYUAN BANK CO., LTD.*
中 原 銀 行 股 份 有 限 公 司*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1216)

RESIGNATION OF EXECUTIVE DIRECTOR

APPOINTMENT AND RE-ELECTION OF DIRECTORS

AND

RE-ELECTION OF SUPERVISORS

The Board announces that Mr. Hao has resigned as an executive Director, the executive vice president, and a member of the Strategy and Development Committee, the Related Party Transactions Control Committee, the Risk Management Committee and the Executive Committee of the Bank with effect from 20 January 2018.

The Board proposes to appoint each of Mr. Li and Mr. Wei as an executive Director, and Mr. Mi as a non-executive Director of the second session of the Board, and proposes to re-elect each of Mr. Dou Rongxing and Mr. Wang Jiong as an executive Director, each of Mr. Li Qiaocheng and Mr. Li Xipeng as a non-executive Director, and each of Mr. Li Hongchang, Ms. Pang Hong, Mr. Jia Tingyu and Mr. CHAN Ngai Sang Kenny as an independent non-executive Director of the second session of the Board. Ms. Hu Xiangyun will not offer herself for re-election as an executive Director at the EGM due to her retirement.

The Supervisory Committee proposes to re-elect each of Mr. Zhao Ming, Ms. Li Weizhen and Mr. Li Wanbin as a Shareholder representative Supervisor, and each of Mr. Li Xiaojian, Mr. Han Wanghong and Mr. Sun Xuemin as an external Supervisor of the second session of the Supervisory Committee.

A circular containing, among other things, detailed information of the aforementioned proposed appointment and re-election of Directors and proposed re-election of Supervisors will be despatched to the Shareholders in due course.

RESIGNATION OF AN EXECUTIVE DIRECTOR

The board (the "**Board**") of directors (the "**Directors**") of Zhongyuan Bank Co., Ltd. (the "**Bank**") hereby announces that Mr. Hao Jingtao (郝驚濤) ("**Mr. Hao**") has resigned as an executive Director, the executive vice president, and a member of the Strategy and Development Committee, the Related Party Transactions Control Committee, the Risk Management Committee and the Executive Committee of the Bank with effect from 20 January 2018 due to adjustment of his work arrangement within the Bank.

Mr. Hao has confirmed that he has no disagreement with the Board and that there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Bank (the "**Shareholders**").

The Bank would like to take this opportunity to express its sincere appreciation to Mr. Hao for his valuable contribution during his tenure of office.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

On January 20, 2018, the Board proposed to appoint each of Mr. Li Yulin (李玉林) ("**Mr. Li**") and Mr. Wei Jie (魏傑) ("**Mr. Wei**") as an executive Director, and Mr. Mi Hongjun (弭洪軍) ("**Mr. Mi**") as a non-executive Director of the second session of the Board (the "**Proposed Appointment**"). The Proposed Appointment is subject to the approval by the Shareholders at the forthcoming extraordinary general meeting (the "**EGM**") and the approval by the relevant banking regulatory authorities in the PRC.

Details of the biographies of Mr. Li, Mr. Wei and Mr. Mi are set out below:

Mr. Li Yulin (李玉林), aged 51, has been the vice president of the Bank since October 2016 and the chairman of the board of directors of Henan ZhongYuan Consumer Finance Corp., Ltd. (河南中原消費金融股份有限公司), a subsidiary of the Bank, since December 2016. Mr. Li has more than 25 years of experience in banking business operations and management. Prior to joining the Bank, Mr. Li served as the vice president of the Changsha Branch of China Merchants Bank (招商銀行長沙分行) from March 2016 to May 2016. Mr. Li held various positions successively in the Zhengzhou Branch of China Merchants Bank (招商銀行鄭州分行) from August 2002 to February 2016, including: (i) the assistant to the office chief, (ii) the vice general manager of the business department, (iii) the vice general manager of the planning group of the Sub-branch II, (iv) the president of the Huayuan Road Sub-branch (花園路支行), (v) the general manager of the corporate banking department I, (vi) assistant to the president, (vii) the assistant to the president and the president of the Luoyang Branch (洛陽分行), (viii) the member of party committee and the vice president. Mr. Li's work experience also includes serving as the vice president of the Huayuan Road Sub-branch of the Henan Branch of Industrial and Commercial Bank of China Limited (中國工商銀行河南省分行花園路支行) from March 2000 to August 2002. Mr. Li served successively as an accountant, a facility reviewer, the office chief and the vice president of the Railway Sub-branch of the Henan Branch of Industrial and Commercial Bank of China Limited (中國工商銀行河南省分行鐵路支行) from July 1989 to February 2000. Mr. Li completed his undergraduate education in finance at Zhengzhou University (鄭州大學) in June 1989.

Mr. Wei Jie (魏傑), aged 54, has been an assistant to the president of the Bank since December 2014. Mr. Wei has more than 30 years of experience in banking operations and management. Mr. Wei's primary work experience prior to joining the Bank includes serving as the chairperson and the secretary to the party committee of Shangqiu Bank (商丘銀行) from December 2009 to December 2014, the chief, the deputy secretary and the secretary to the party committee, and the director and the general manager of Shangqiu City Credit Union Co., Ltd. (商丘市城市信用社) from January 2003 to December 2009. Mr. Wei held several positions successively at the Shangqiu Branch of China Construction Bank (中國建設銀行商丘分行) from April 1992 to December 2002, including the deputy chief of facility department, the vice president, the president and the secretary to the party group of the Yongxia Mine District Sub-branch (永夏礦區支行), and the president, the secretary to the party group and the secretary to the party general branch of the Liangyuan Sub-branch (梁園支行). He served as the chief of the construction economics section of the former Shangqiu Sub-branch of China Construction Bank (中國建設銀行商丘市支行) from February 1987 to April 1992, and the member of the construction section and the deputy secretary to the communist youth league of the former Shangqiu District Central District of China Construction Bank (中國建設銀行商丘地區中心支行) from August 1983 to February 1987. Mr. Wei received a technical secondary school diploma from School of Finance and Trade of Kaifeng (開封市財貿學校) in July 1983. He completed college education in fundamental construction economics at the Correspondence College of Remin University of China (中國人民大學函授學院) in June 1988 and completed undergraduate education in finance and investment at Henan University (河南大學) in July 1995 through long distance learning course.

Mr. Mi Hongjun (弭洪軍), aged 46, is the director of finance of China Minsheng Investment Group (中國民生投資股份有限公司) and has served successively as the chairman of the board of directors, chairman of the nomination committee and an executive director of China Minsheng Drawin Technology Group Limited (中民築友科技集團有限公司) (HK:726) since July 2015. Mr. Mi's primary work experience includes serving as a director of Yango Group Co., Ltd. (陽光城集團股份有限公司) (SH: 000671) from April 2017 to June 2017, the director of finance and secretary to the board of directors of Minsheng Royal Fund Management Co., Ltd. (民生加銀基

金管理有限公司) from February 2012 to June 2014, the chief financial officer and the chief executive officer of Digital Diligent Knowledge (Beijing) Information and Technology Co., Ltd. (數字博識(北京)資訊技術有限公司) from February 2009 to December 2011, the chief financial officer of Beijing Hinge Software Co., Ltd (北京和勤軟件技術有限公司) from September 2007 to January 2009, the director of finance of Dayang Technology Development Inc. (中科大洋科技發展股份有限公司) from March 2004 to August 2007, and the director of finance of Ec-Founder Company Limited (方正數碼有限公司) from March 2001 to February 2004. Mr. Mi obtained an Executive Master of Business Administration degree from Tsinghua University (清華大學) in 2012. Mr. Mi was accredited as a senior accountant by the Review Committee of Senior Professional and Technical Qualifications of Beijing (北京市高級專業技術資格評審委員會) in January 2005.

The Bank will enter into a service contract with each of Mr. Li, Mr. Wei and Mr. Mi . The term of office of each of Mr. Li, Mr. Wei and Mr. Mi will be for a period from the date of approval by the Shareholders at the EGM or the relevant banking regulatory authorities of the PRC (whichever is later) to the expiry date of the term of office of the second session of the Board, subject to re-election in accordance with, among other things, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), relevant laws and regulations, the articles of association and internal procedures of the Bank. The Bank will determine the remuneration packages of each of Mr. Li and Mr. Wei in accordance with applicable laws, regulations and regulatory requirements and the relevant remuneration policies of the Bank, and will make appropriate disclosure in accordance with the Listing Rules. Mr. Mi will not receive any remuneration from the Bank during his tenure of office as a non-executive Director of the Bank.

As of the date of this announcement, Mr. Wei holds 500,000 domestic shares of the Bank. Save as disclosed above, neither of Mr. Li, Mr. Wei or Mr. Mi (i) holds 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) has any relationship with any other Director, supervisor (the "**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 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. Li, Mr. Wei and Mr. Mi that need to be brought to the attention of the Shareholders, 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 first session of the Board has expired, each of the existing Directors will retire from their current positions as Directors of the first session of the Board upon the commencement of the term of office of the second session of the Board.

On 20 January 2018, the Board proposed to re-elect each of Mr. Dou Rongxing and Mr. Wang Jiong as an executive Director, each of Mr. Li Qiaocheng and Mr. Li Xipeng as a non-executive Director, and each of Mr. Li Hongchang, Ms. Pang Hong, Mr. Jia Tingyu and Mr. CHAN Ngai Sang Kenny as an independent non-executive Director of the second session of the Board. The aforementioned proposed re-election of Directors are subject to the approval by the Shareholders at the EGM.

Ms. Hu Xiangyun will not offer herself for re-election as an executive Director at the EGM due to her retirement. Ms. Hu Xiangyun has confirmed that she has no disagreement with the Board and that there is no matter relating to her retirement that needs to be brought to the attention of Shareholders. The Bank would like to take this opportunity to express its sincere appreciation to Ms. Hu Xiangyun for her valuable contribution during her tenure of office.

RE-ELECTION OF SUPERVISORS

As the terms of office of the first session of the supervisory committee of the Bank (the "**Supervisory Committee**") has expired, each of the existing Shareholder representative Supervisors and external Supervisors will retire from their current positions as Supervisors of the first session of the Supervisory Committee upon the commencement of the term of office of the second session of the Supervisory Committee.

On 20 January 2018, the Supervisory Committee proposed to re-elect each of Mr. Zhao Ming, Ms. Li Weizhen and Mr. Li Wanbin as a Shareholder representative Supervisor, and each of Mr. Li Xiaojian, Mr. Han Wanghong and Mr. Sun Xuemin as external Supervisor of the second session of the Supervisory Committee. The aforementioned proposed re-election of Supervisors are subject to the approval by the Shareholders at the EGM.

Each of Mr. Hao, Ms. Jia Jihong and Mr. Zhang Yixian was nominated as a candidate for employee representative Supervisor of the second session of the Supervisory Committee. The employee representative Supervisors of the second session of the Supervisory Committee will be democratically elected and re-elected by the meeting of employee representatives of the Bank. Details of biographies of each of Mr. Hao, Ms. Jia Jihong and Mr. Zhang Yixian will be further announced once they were elected or re-elected by the meeting of employee representatives of the Bank.

A circular containing, among other things, detailed information of the aforementioned proposed appointment and re-election of Directors and proposed re-election of Supervisors will be despatched to the Shareholders in due course.

On behalf of the Board
ZHONGYUAN BANK CO., LTD.
Dou Rongxing
Chairman

Zhengzhou, the People's Republic of China
20 January 2018

As at the date of this announcement, the Board comprises Mr. DOU Rongxing, Ms. HU Xiangyun and Mr. WANG Jiong as executive Directors; Mr. LI Qiaocheng and Mr. LI Xipeng 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 on banking and/or deposit-taking business in Hong Kong.*