
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Zhongyuan Bank Co., Ltd.***, you should at once hand this circular, together with the form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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)

**IMPLEMENTATION PLAN FOR THE ACQUISITION OF LUSHI ZHONGYUAN
COUNTY BANK AND ESTABLISHMENT OF A BRANCH,
AUTHORIZING THE CHAIRMAN OF THE BANK TO HANDLE MATTERS
RELATED TO THE ACQUISITION AND MERGER BY ABSORPTION,
AMENDMENTS TO THE REMUNERATION MANAGEMENT MEASURES
FOR DIRECTORS AND SUPERVISORS OF ZHONGYUAN BANK CO., LTD.
AND
NOTICE OF THE 2024 FIRST EXTRAORDINARY
GENERAL MEETING**

The Letter from the Board is set out on pages 3 to 8 of this circular.

The Bank will physically convene the 2024 First EGM at 3:00 p.m. on November 4, 2024 (Monday) at Conference Room 401, Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC. The Notice of the 2024 First Extraordinary General Meeting is set out on pages EGM-1 to EGM-3 of this circular, and was despatched to H Shareholders on October 15, 2024 (Tuesday) in the manner that they elected to receive corporate communications, and is available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.zybank.com.cn).

Whether or not you intend to attend and/or vote at the 2024 First EGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the form of proxy to the H Share Registrar (for the H Shareholders) or to the office of the Board (for the Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the 2024 First EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2024 First EGM or any adjournment thereof should you so wish. The form of proxy for the 2024 First EGM was despatched to H Shareholders on October 15, 2024 (Tuesday) in the manner that they elected to receive corporate communications, and is available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.zybank.com.cn).

* *Zhongyuan Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), is not subject to the supervision of the Hong Kong Monetary Authority, and is not authorized to carry on banking and/or deposit-taking business in Hong Kong.*

October 15, 2024

CONTENTS

DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS AND SUPERVISORS OF ZHONGYUAN BANK CO., LTD.	9
NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING	EGM-1

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the meanings set out below:

“2024 First Extraordinary General Meeting” or “2024 First EGM”	the 2024 first extraordinary general meeting to be physically held by the Bank at Conference Room 401, Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC at 3:00 p.m. on November 4, 2024 (Monday)
“Acquisition” or “Acquisition and Merger by Absorption”	the Bank’s acquisition of Lushi Zhongyuan County Bank and the restructuring of it into a branch of Zhongyuan Bank as well as the merger of Lushi Zhongyuan County Bank by absorption
“Articles of Association of the Bank”	the articles of association of the Bank, as amended, supplemented or otherwise modified from time to time
“Bank” or “Zhongyuan Bank”	Zhongyuan Bank Co., Ltd.* (中原銀行股份有限公司*), a joint stock company incorporated on December 23, 2014 in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange, and, if the context requires, including its predecessors, branches, sub-branches and subsidiaries
“Board” or “Board of Directors”	the board of directors of the Bank
“Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary share(s) issued by the Bank in the PRC with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	the holder(s) of the Domestic Share(s)
“H Share(s)”	the overseas-listed ordinary share(s) in the share capital of the Bank, which is/are listed on the Main Board of the Stock Exchange (Stock Code: 1216) and traded in Hong Kong dollars, and has/have a nominal value of RMB1.00 each

DEFINITIONS

“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H share registrar of the Bank
“H Shareholder(s)”	the holder(s) of the H Share(s)
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Lushi Zhongyuan County Bank”	Lushi Zhongyuan County Bank Co., Ltd. (盧氏中原村鎮銀行股份有限公司), a joint stock company established in the PRC on May 15, 2012 and a subsidiary of the Bank
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan of the PRC
“Share(s)”	the ordinary share(s) in the share capital of the Bank with a nominal value of RMB1.00 each, including the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Bank
“Supervisory Committee”	the supervisory committee of the Bank

LETTER FROM THE BOARD

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)

Executive Director:

Mr. GUO Hao

Non-executive Directors:

Ms. ZHANG Qiuyun

Mr. FENG Ruofan

Ms. ZHANG Shu

Independent non-executive Directors:

Mr. XU Yiguo

Ms. ZHAO Zijian

Mr. WANG Maobin

Mr. PAN Xinmin

Mr. GAO Pingyang

Registered office in the PRC:

Zhongke Golden Tower
No. 23 Shangwu Waihuan Road
Zhengdong New District CBD
Zhengzhou
Henan Province, the PRC

**Principal place of business in
Hong Kong:**

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

To the Shareholders,

Dear Sir or Madam,

**IMPLEMENTATION PLAN FOR THE ACQUISITION OF LUSHI ZHONGYUAN
COUNTY BANK AND ESTABLISHMENT OF A BRANCH,
AUTHORIZING THE CHAIRMAN OF THE BANK TO HANDLE MATTERS
RELATED TO THE ACQUISITION AND MERGER BY ABSORPTION,
AMENDMENTS TO THE REMUNERATION MANAGEMENT MEASURES
FOR DIRECTORS AND SUPERVISORS OF ZHONGYUAN BANK CO., LTD.
AND
NOTICE OF THE 2024 FIRST EXTRAORDINARY
GENERAL MEETING**

I. INTRODUCTION

The Bank will convene the 2024 First EGM at 3:00 p.m. on November 4, 2024 (Monday) at which the resolutions will be proposed for the Shareholders to consider and approve, if thought fit, the followings, including: (1) the implementation plan for the acquisition of Lushi Zhongyuan County Bank and establishment of a branch; (2) authorizing the Chairman of the Bank to handle matters related to the Acquisition and Merger by Absorption; and (3) the amendments to the Remuneration Management Measures for Directors and Supervisors of Zhongyuan Bank Co., Ltd.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the details of the resolutions above. The Notice of the 2024 First Extraordinary General Meeting is set out on pages EGM-1 to EGM-3 of this circular and was despatched to H Shareholders on October 15, 2024 (Tuesday) in the manner that they elected to receive corporate communications, and is available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.zybank.com.cn).

II. MATTERS PROPOSED AT THE 2024 FIRST EGM

1. Implementation Plan for the Acquisition of Lushi Zhongyuan County Bank and Establishment of a Branch

In order to implement the spirit of the relevant policies of the CPC Central Committee and the State Council on winning the battle of preventing and resolving financial risks with determination, the Bank proposed to acquire Lushi Zhongyuan County Bank by cash, restructure it into a branch of Zhongyuan Bank and merge Lushi Zhongyuan County Bank by absorption.

I. Specific Method of Acquisition and Transaction Consideration

Zhongyuan Bank will acquire 29,400,000 shares held by other shareholders of Lushi Zhongyuan County Bank by cash, restructure it into a branch of Zhongyuan Bank and merge Lushi Zhongyuan County Bank by absorption. Based on the asset valuation of Lushi Zhongyuan County Bank by China United Assets Appraisal Group Co., Ltd., an independent asset evaluation company, as of December 31, 2023, the transaction price for the Acquisition is set at RMB1.06 per share (the specific transaction consideration is subject to the valuation results after filing with the competent financial department).

After the completion of the Acquisition, Zhongyuan Bank will inherit and take over all the assets, creditors' rights and debts, business, personnel, contracts and all other legal rights and obligations of Lushi Zhongyuan County Bank. Lushi Zhongyuan County Bank will be cancelled as an independent legal entity and restructured into a branch of Zhongyuan Bank.

II. Basic Information of Lushi Zhongyuan County Bank

Lushi Zhongyuan County Bank was established on May 15, 2012, initiated by Zhongyuan Bank (formerly Bank of Sanmenxia), with a registered capital of RMB60 million, of which 51% is held by the Bank. The business scope includes: taking deposits from the public; extending short-term, medium-term and long-term loans; effecting domestic payment settlements; accepting and discounting bills; engaging in interbank lending; engaging in bank card business; acting as the issuance agent, the cashing agent or the underwriter of government bonds; collecting and making payment as agent; and engaging in other businesses approved by the banking regulatory authorities.

LETTER FROM THE BOARD

As of December 31, 2023, Lushi Zhongyuan County Bank had total assets of RMB1,266,316,400, total liabilities of RMB1,204,389,200, and net assets of RMB61,927,200 after liquidation and capital verification. The financial statements of Lushi Zhongyuan County Bank, a subsidiary of the Bank, have been included in the scope of the Bank's consolidated statement. The Acquisition and Merger by Absorption has minor impact on the Bank's financial indicators.

III. Treatment for Creditors' Rights and Debts

Both parties will perform the creditor notification and announcement procedures in accordance with the requirements of the relevant laws and regulations, and will pay off or promote a third party to pay off their debts in advance or provide additional guarantees to their respective creditors in accordance with the requirements raised by their respective creditors within the statutory period. All outstanding debts and all creditor's rights of Lushi Zhongyuan County Bank will be inherited by Zhongyuan Bank upon completion of the Acquisition.

IV. Listing Rules Implication

As all applicable percentage ratios in respect of the Acquisition are less than 5%, the Acquisition does not constitute a notifiable transaction under Chapter 14 of the Listing Rules. In addition, the Acquisition also does not constitute a connected transaction under Chapter 14A of the Listing Rules. Pursuant to the Company Law and other laws and regulations and the Articles of Association of the Bank, the Acquisition and Merger by Absorption shall be proposed at the Shareholders' general meeting for approval.

This proposal has been considered and approved by the Board of Directors and is hereby submitted to the 2024 First EGM for consideration by way of a special resolution.

2. Authorizing the Chairman of the Bank to Handle Matters Related to the Acquisition and Merger by Absorption

In order to ensure the smooth implementation of matters relating to the Acquisition, in accordance with the Company Law and other laws and regulations and the Articles of Association of the Bank, it is hereby proposed to the Shareholders' general meeting to authorize the Board of Directors (and to agree that the Board of Directors shall authorize the Chairman of the Bank) to exercise full powers to deal with all matters relating to the Acquisition within the scope of the relevant laws and regulations, including, but not limited to: to make necessary amendments and adjustments to the specific proposal of the Acquisition or to decide to terminate the Acquisition; to handle all the formalities such as review and registration involved in the Acquisition in respect of the matters relating to the Acquisition; to make, sign and complete all the documents relating to the Acquisition, and to make corresponding supplements or adjustments to the filing documents in accordance with the requirements of the relevant regulatory or approval authorities; to handle all information disclosure matters in relation to the Acquisition.

LETTER FROM THE BOARD

The foregoing authorization shall be valid for a period of 12 months from the date of consideration and approval by the 2024 First EGM, provided that Zhongyuan Bank has obtained the approval or ratification documents from the regulatory authorities in respect of the Acquisition within such validity period, the validity period of the authorization shall be automatically extended to the date of completion of the Acquisition.

This proposal has been considered and approved by the Board of Directors and is hereby submitted to the 2024 First EGM for consideration by way of a special resolution.

3. Amendments to the Remuneration Management Measures for Directors and Supervisors of Zhongyuan Bank Co., Ltd.

In accordance with the relevant national policies and provisions and the relevant recommendations of the supervisory on-site inspections, to effectively implement the requirements including linking the remuneration to the results of performance evaluation and clarifying the payment standards, and combined with the actual situation of the Bank, the Bank proposed to amend certain provisions of the Remuneration Management Measures for Directors and Supervisors of Zhongyuan Bank Co., Ltd.

The principal amendments are as follows: first, clarifying the criteria for linking the remuneration of Directors and Supervisors to the results of performance evaluation according to the requirements of the banking regulatory authorities; second, clarifying the remuneration standards of different categories of Directors and Supervisors based on the categories of Directors and Supervisors and the requirements of their positions.

For the full text of the revised Remuneration Management Measures for Directors and Supervisors of Zhongyuan Bank Co., Ltd., please refer to Appendix I of this circular.

This proposal has been considered and approved by the Board of Directors and is hereby submitted to the 2024 First EGM for consideration by way of an ordinary resolution.

III. THE 2024 FIRST EGM

The Bank will convene the 2024 First EGM at 3:00 p.m. on November 4, 2024 (Monday) at Conference Room 401, Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC, to consider and approve, if thought fit, the resolutions as set out in the Notice of the 2024 First Extraordinary General Meeting. The Notice of the 2024 First Extraordinary General Meeting is set out on pages EGM-1 to EGM-3 of this circular, and was despatched to H Shareholders on October 15, 2024 (Tuesday) in the manner that they elected to receive corporate communications, and is available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.zybank.com.cn).

LETTER FROM THE BOARD

Whether or not you intend to attend and/or vote at the 2024 First EGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending in person or voting at the 2024 First EGM or any adjournment thereof should you so wish. The form of proxy for the 2024 First EGM was despatched to H Shareholders on October 15, 2024 (Tuesday) in the manner that they elected to receive corporate communications, and is available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.zybank.com.cn).

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by the Shareholders at the 2024 First EGM shall be taken by way of poll except where the chairman of the 2024 First EGM in good faith decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

To the best knowledge of the Directors, no Shareholder or its associate (as defined under the Listing Rules) is deemed to have a material interest in the resolutions to be proposed at the 2024 First EGM, and therefore, no Shareholder is required to abstain from voting on the resolutions at the 2024 First EGM.

The voting results of the 2024 First EGM will be published on both the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.zybank.com.cn) in accordance with the Listing Rules.

V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE 2024 FIRST EGM

The Bank's register of members will be closed from October 30, 2024 (Wednesday) to November 4, 2024 (Monday), both days inclusive, during which period no transfer of Shares will be effected. The Shareholders whose names appear in the Bank's register of members on October 30, 2024 (Wednesday) shall be entitled to attend and vote at the 2024 First EGM.

For a Shareholder to be eligible for attending and voting at the 2024 First EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be lodged with the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m. on October 29, 2024 (Tuesday) for registration.

LETTER FROM THE BOARD

VI. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that all the resolutions to be proposed at the 2024 First EGM are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the 2024 First EGM.

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

Zhengzhou, the PRC
October 15, 2024

* *Zhongyuan Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), is not subject to the supervision of the Hong Kong Monetary Authority, and is not authorized to carry on banking and/or deposit-taking business in Hong Kong.*

**Remuneration Management Measures for Directors and Supervisors of
Zhongyuan Bank Co., Ltd. (Revision)**

Article 1 In order to promote the establishment of a market-based incentive and restraint mechanism for Zhongyuan Bank Co., Ltd. (hereinafter referred to as the “Bank”), effectively mobilize the enthusiasm and creativity of Directors and Supervisors, and improve the Bank’s operation and management level, these Measures are formulated in accordance with the relevant national policies and provisions, as well as the actual situation of the Bank.

Article 2 In order to objectively reflect the labor, risks and responsibilities undertaken by the Bank’s Directors and Supervisors, and effectively encourage the Directors and Supervisors to actively participate in decision-making and management, the Bank pays Directors and Supervisors a certain amount of remuneration.

Article 3 The remuneration distribution of Directors and Supervisors follows the following principles:

- (I) reflect the value of the positions of Directors and Supervisors, match the industry position of the Bank, and provide remuneration that is compatible with the Bank’s performance and their management responsibilities;
- (II) reflect the remuneration level of the directors and supervisors of the industry where the Bank operates;
- (III) comply with relevant regulatory requirements.

Article 4 The Directors mentioned in these Measures include: executive Directors, non-executive Directors and independent non-executive Directors; and the Supervisors include: employee representative Supervisors, external Supervisors and shareholder representative Supervisors.

Article 5 The remuneration mentioned in these Measures shall refer to the annual remuneration and work allowance. Annual remuneration refers to the basic remuneration for Directors and Supervisors to participate in the work of the Board of Directors and the Supervisory Committee; work allowance includes special committee allowances and meeting fees, special committee allowances refer to the duty allowances for Directors and Supervisors to participate in the work of special committees, and meeting fees refer to the subsidies for Directors and Supervisors to attend the Shareholders’ general meetings, the Board meetings and the meetings of the Supervisory Committee on site.

Article 6 Executive Directors and employee representative Supervisors are subject to the relevant remuneration management measures for the employees of the Bank and are no longer entitled to the remuneration referred to in these Measures.

APPENDIX I REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS AND SUPERVISORS OF ZHONGYUAN BANK CO., LTD.

The remuneration of independent non-executive Directors and external Supervisors consists of annual remuneration and work allowance.

Non-executive Directors and shareholder representative Supervisors do not receive annual remuneration from the Bank and are given certain work allowances, including special committee allowances and meeting fees.

The payment of remuneration of Directors and Supervisors appointed by the state-owned investor shall be otherwise implemented in accordance with relevant national laws, regulations, normative documents and other relevant measures.

Article 7 The payment of the remuneration of Directors and Supervisors shall meet the relevant requirements of the Bank for the performance of the duties of Directors and Supervisors.

The remuneration of independent non-executive Directors and external Supervisors shall be based on 80% of the annual remuneration, and shall be paid in advance on a monthly basis.

Special committee allowances for Directors and Supervisors are paid in one lump sum based on the evaluation results. Directors and Supervisors who serve as members of multiple special committees are accrued according to the number of committees they serve.

The meeting fees shall be calculated based on the number of on-site attendances at the Shareholders' general meetings, the Board meetings and the meetings of the Supervisory Committee (excluding in the form of video, telephone, email, etc.), and shall be paid within 5 working days after each meeting.

Article 8 The special committee allowances and the remaining 20% of annual remuneration for independent non-executive Directors and external Supervisors, and the special committee allowances for non-executive Directors and shareholder representative Supervisors shall be paid in one lump sum based on the evaluation results after the Supervisory Committee has reviewed and approved the performance evaluation results of Directors and Supervisors and filed them with the banking regulatory authority.

Directors and Supervisors whose performance evaluation results are "competent" shall be paid in full according to their payable remuneration; Directors and Supervisors whose performance evaluation results are "basically competent" shall be paid 80% of their payable remuneration; Directors and Supervisors whose performance evaluation results are "incompetent" shall not be paid, and all remuneration paid shall be recovered.

Article 9 The transportation expenses, board and lodging expenses of Directors and Supervisors participating in the Shareholders' general meetings, the Board meetings, the meetings of the Supervisory Committee and their special committees shall be implemented in accordance with the relevant regulations of the Bank.

**APPENDIX I REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS
AND SUPERVISORS OF ZHONGYUAN BANK CO., LTD.**

Article 10 The above remunerations are all pre-tax amounts, and the Bank will withhold and pay individual income tax.

Article 11 The remuneration implementation of the Bank's Directors and Supervisors in the previous year is pre-reviewed regularly by the Nomination and Remuneration Committee of the Board of Directors and the Nomination Committee of the Supervisory Committee at the beginning of each year.

Article 12 If there are applicable provisions to the contrary regarding the remuneration management measures for Directors and Supervisors of the Bank in the relevant national laws, regulations, normative documents, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of the Bank and relevant requirements of the relevant regulatory authorities, such provisions shall prevail.

Article 13 These Measures shall be effective after being considered and approved by the Shareholders' general meeting of the Bank, and the Shareholders' general meeting of the Bank shall authorize the Board of Directors and the Supervisory Committee to implement them.

Article 14 These Measures shall be interpreted by the Board of Directors and the Supervisory Committee of the Bank.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

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)

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting (the “**2024 First EGM**”) of Zhongyuan Bank Co., Ltd. (the “**Bank**”) will be physically held at 3:00 p.m. on November 4, 2024 (Monday) at Conference Room 401, Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC to consider and approve, if thought fit, the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution in relation to the implementation plan for the acquisition of Lushi Zhongyuan County Bank Co., Ltd. and establishment of a branch (the “**Acquisition and Merger by Absorption**”);
2. To consider and approve the resolution in relation to authorizing the Chairman of the Bank to handle matters related to the Acquisition and Merger by Absorption; and

ORDINARY RESOLUTION

3. To consider and approve the resolution in relation to the amendments to the Remuneration Management Measures for Directors and Supervisors of Zhongyuan Bank Co., Ltd.

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

Zhengzhou, the PRC
October 15, 2024

As at the date of this notice, the Board of the Bank 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), is not subject to the supervision of the Hong Kong Monetary Authority, and is not authorized to carry on banking and/or deposit-taking business in Hong Kong.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), all resolutions proposed at the 2024 First EGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman of the 2024 First EGM decides to permit the vote by a show of hands). The voting results will be published on both the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.zybank.com.cn) in accordance with the Listing Rules.

2. CLOSURE OF THE REGISTER OF MEMBERS

The Bank’s register of members will be closed from October 30, 2024 (Wednesday) to November 4, 2024 (Monday), both days inclusive, during which period no transfer of the shares of the Bank (the “**Shares**”) will be effected. The shareholders of the Bank (the “**Shareholders**”) whose names appear in the Bank’s register of members on October 30, 2024 (Wednesday) shall be entitled to attend and vote at the 2024 First EGM.

For a Shareholder to be eligible for attending and voting at the 2024 First EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be delivered to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the board of directors of the Bank (the “**Board**”) at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m. on October 29, 2024 (Tuesday) for registration.

3. PROXY

Any Shareholder entitled to attend and vote at the 2024 First EGM is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued Shares), whether (each of) such person is a Shareholder or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the 2024 First EGM.

The proxy concerned must be appointed with a form of proxy. The form of proxy concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the form of proxy shall be affixed with the common seal of the legal person or signed by its director or a representative duly authorized in writing. If the form of proxy appointing a proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized and served at the same time as the form of proxy. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authority must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the H Shareholders) or to the office of the Board at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 24 hours before the scheduled time for the holding of the 2024 First EGM or any adjournment thereof (as the case may be).

After the completion and return of the form of proxy, you can attend and vote in person at the 2024 First EGM or any adjournment thereof should you so wish. In this case, the form of proxy will be deemed to have been revoked.

In case of registered joint holders of any Shares, one of the registered joint holders can vote on such Shares at the 2024 First EGM in person or by proxy as the only holder entitled to vote. If one or more registered joint holders attend the 2024 First EGM in person or by proxy, the vote of the person (in person or by proxy) whose name appears first in the Bank’s register of members will be accepted as the sole and exclusive vote of the joint holders.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

4. MISCELLANEOUS

The Shareholders or their proxies shall present their identity documents when attending the 2024 First EGM (or any adjournment thereof). The legal representative of or any other persons officially authorized by a corporate Shareholder shall present his/her identity documents and the notarially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the 2024 First EGM (or any adjournment thereof).

The 2024 First EGM is expected to last for no more than half a business day. Shareholders and their representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.

Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990

Address of the office of the Board:

Zhongke Golden Tower
No. 23 Shangwu Waihuan Road
Zhengdong New District CBD
Zhengzhou
Henan Province
the PRC
Tel: (86) 0371-8551 7898
Fax: (86) 0371-8551 9888

The details about the aforesaid resolutions proposed for consideration and approval at the 2024 First EGM were set out in the circular despatched by the Bank to H Shareholders on October 15, 2024 (Tuesday) in the manner that they elected to receive corporate communications, and the circular is available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.zybank.com.cn).