
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(s) 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).

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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)

**APPOINTMENT OF EXECUTIVE DIRECTOR OF THE SECOND
SESSION OF THE BOARD OF DIRECTORS
NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING**

The Letter from the Board is set out on pages 3 to 6 of this circular.

The Bank will convene the 2023 first EGM at 2:30 p.m. on May 8, 2023 (Monday) at the conference room, 3/F, Block 7, KINEER CENTER, 100 meters west of the intersection of Xiangsheng Street and Zhongwang Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The notice of the EGM is set out on pages I-1 to I-3 of this circular, and was despatched by the Bank on April 14, 2023.

Whether or not you intend to attend and/or vote at the EGM in person, you are requested to complete the form(s) of proxy in accordance with the instructions printed thereon and return the form(s) 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 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 EGM or any adjournment thereof should you so wish. The forms of proxy for the EGM were despatched on April 14, 2023.

* *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.*

April 14, 2023

CONTENTS

| | |
|---|-----|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | 3 |
| NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING ... | I-1 |

DEFINITIONS

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

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| “EGM” | the 2023 first extraordinary general meeting to be held by the Bank at the conference room, 3/F, Block 7, KINEER CENTER, 100 meters west of the intersection of Xiangsheng Street and Zhongwang Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC at 2:30 p.m. on May 8, 2023 (Monday) |
| “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 |
| “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 are subscribed for or credited as paid up in RMB |
| “Domestic Shareholder(s)” | the holder(s) of Domestic Share(s) |
| “H Share(s)” | the overseas-listed ordinary share(s) in the share capital of the Bank, which are listed on the Main Board of the Stock Exchange (Stock Code: 1216) and traded in Hong Kong dollars, and has a nominal value of RMB1.00 each |
| “H Shareholder(s)” | the holder(s) of the H Share(s) |
| “H Share Registrar” | Computershare Hong Kong Investor Services Limited, the H share registrar of the Bank |
| “Hong Kong” | Hong Kong Special Administrative Region of the People’s Republic of China |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |

DEFINITIONS

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|------------------|--|
| “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 People’s Republic of China and Taiwan |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “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) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

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 of H Shares: 1216)

(Stock Code of Preference Shares: 4617)

Executive Directors:

Mr. Wang Jiong

Mr. Li Yulin

Non-executive Directors:

Ms. Zhang Qiuyun

Mr. Mi Hongjun

Independent non-executive Directors:

Ms. Pang Hong

Mr. Li Hongchang

Mr. Jia Tingyu

Mr. Chan Ngai Sang Kenny

Registered office in the PRC:

Zhongke Golden Tower

No. 23 Shangwu Waihuan Road, CBD

Zhengdong New District

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,

**APPOINTMENT OF EXECUTIVE DIRECTOR OF THE SECOND
SESSION OF THE BOARD OF DIRECTORS
NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The Bank will convene the EGM at 2:30 p.m. on May 8, 2023 (Monday) at which a resolution in relation to the appointment of an executive Director of the second session of the Board of Directors will be proposed for the Shareholders to consider and approve.

The purpose of this circular is to provide you with the details of the resolution above. The notice of the EGM is set out on pages I-1 to I-3 of this circular and was despatched by the Bank on April 14, 2023.

LETTER FROM THE BOARD

II. MATTERS TO BE RESOLVED AT THE EGM

Appointment of Executive Director of the Second Session of the Board of Directors

Reference is made to the announcement dated April 14, 2023 of the Bank, in relation to the proposed appointment of an executive Director of the second session of the Board. On April 14, 2023, the Board proposed to appoint Mr. Guo Hao (郭浩) as an executive Director of the second session of the Board. The proposed appointment is subject to the approval by the Shareholders at the EGM and the approval of his qualification by the relevant banking regulatory authorities in the PRC.

Details of the biographies of Mr. Guo Hao are as follows:

Mr. Guo Hao, aged 48, Chinese nationality, obtained a doctoral degree of economics. He was the representative of the 13th National People's Congress and is the representative of the 14th National People's Congress, member of the 11th Henan Provincial Committee of the Communist Party of China. He is currently the secretary of the party committee of the Bank.

From March 2023 to April 2023, Mr. Guo Hao served as the deputy secretary of the party committee and candidate for director of the Henan Provincial Financial Supervision and Administration. From November 2017 to March 2023, he served as the deputy secretary of the Hebi Municipal Committee, acting mayor and mayor of Hebi city, Henan Province. From August 2016 to November 2017, he served as the deputy secretary-general of the Henan Provincial Government, member of the party leadership group of the general office of the Henan Provincial Government, secretary of the party leadership group and director of the research office of the Henan Provincial Government. From September 2013 to August 2016, he served as the deputy secretary general of the Henan Provincial Government and member of the party leadership group of the general office of the Henan Provincial Government. From February 2009 to September 2013, he served as a member of the party leadership group and the deputy director of the financial services office of the Henan Provincial Government. From October 2008 to February 2009, he served as a member of the party committee and deputy director of the Henan Rural Credit Cooperatives Union. From April 2004 to October 2008, he successively served as the deputy director and director of Financial Work Committee of Beijing Municipal Committee (Financial Work Office of Beijing Municipal Government), Beijing State-owned Assets Supervision and Administration Commission, Beijing Municipal Development and Reform Commission (Beijing Municipal Financial Services Leading Group Office). From July 1999 to April 2004, he worked at the head office of the China Development Bank.

Mr. Guo Hao obtained a bachelor's degree in finance from School of Finance of Renmin University of China in September 1996, a master's degree in finance from School of Finance of Renmin University of China in July 1999, and a doctoral degree of economics in finance from School of Finance of Renmin University of China in July 2003.

LETTER FROM THE BOARD

The Bank will enter into a service contract with Mr. Guo Hao. The term of office of Mr. Guo Hao will commence from the date of approval by the Shareholders at the EGM and approval by the relevant banking regulatory authorities in the PRC to the expiry date of the term of the second session of the Board, subject to re-election upon the expiry of his term of office. The Bank will determine the remuneration package of Mr. Guo Hao in accordance with the applicable laws, regulations and regulatory requirements as well as the relevant remuneration policies of the Bank, and will make appropriate disclosure in accordance with the Listing Rules.

Save as disclosed above, Mr. Guo Hao does not (i) hold any directorship in any other listed companies or any other position 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 SFO.

Save as disclosed above, there is no other matter relating to the appointment of Mr. Guo Hao that needs 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.

III. THE EGM

The Bank will convene the 2023 first EGM at 2:30 p.m. on May 8, 2023 (Monday) at the conference room, 3/F, Block 7, KINEER CENTER, 100 meters west of the intersection of Xiangsheng Street and Zhongwang Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC, to consider and approve, if thought fit, the resolution as set out in the notice of the EGM. The notice of the EGM is set out on pages I-1 to I-3 of this circular, and was despatched to the Shareholders by the Bank on April 14, 2023.

Whether or not you intend to attend and/or vote at the EGM in person, you are requested to complete the form(s) of proxy in accordance with the instructions printed thereon. Completion and return of the form(s) of proxy will not preclude you from attending in person or voting at the EGM or any adjournment thereof should you so wish. The forms of proxy for the EGM were despatched on April 14, 2023 (Friday) in accordance with the Listing Rules.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by the Shareholders at the EGM shall be taken by the way of poll except where the chairman of the 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 resolution to be proposed at the EGM, and therefore, no Shareholder is required to abstain from voting on the resolution at the EGM.

The voting results of the 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.

LETTER FROM THE BOARD

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

The Bank's register of members will be closed from May 3, 2023 (Wednesday) to May 8, 2023 (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 May 8, 2023 (Monday) shall be entitled to attend and vote at the EGM.

To be eligible for attending and voting at the 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, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m., May 2, 2023 (Tuesday) for registration.

VI. RECOMMENDATION

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

By Order of the Board
Zhongyuan Bank Co., Ltd.*
WANG Jiong
Vice Chairman

Zhengzhou, the PRC
April 14, 2023

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NOTICE OF THE 2023 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 of H Shares: 1216)

(Stock Code of Preference Shares: 4617)

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 first extraordinary general meeting (the “**EGM**”) of Zhongyuan Bank Co., Ltd.* (the “**Bank**”) will be held at 2:30 p.m. on May 8, 2023 (Monday) at the conference room, 3/F, Block 7, KINEER CENTER, 100 meters west of the intersection of Xiangsheng Street and Zhongwang Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC to consider and approve, if thought fit, the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Guo Hao as an executive Director of the second session of the Board of the Bank.

By Order of the Board
Zhongyuan Bank Co., Ltd.*
WANG Jiong
Vice Chairman

Zhengzhou, the PRC
April 14, 2023

As at the date of this notice, the Board comprises Mr. WANG Jiong 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.

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NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), all resolutions proposed at the EGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman of the EGM decides to permit the vote by a show of hands). The voting results will be published on both the websites of 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 May 3, 2023 (Wednesday) to May 8, 2023 (Monday), both days inclusive, during which period no transfer of the shares (“**Shares**”) will be effected. The shareholders (the “**Shareholders**”) of the Bank whose names appear in the Bank’s register of members on May 8, 2023 (Monday) shall be entitled to attend and vote at the EGM.

For a Shareholder to be eligible for attending and voting at the 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 (the “**Board**”) of the Bank at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m. on May 2, 2023 (Tuesday).

3. PROXY

Any Shareholder entitled to attend and vote at the 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 EGM.

The proxy concerned must be appointed with a power of attorney. The power of attorney 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 power of attorney 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 power of attorney of the 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 power of attorney. 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, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 24 hours before the scheduled time for the holding of the EGM or any adjournment thereof (as the case may be).

After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In this case, the power of attorney 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 EGM in person or by proxy as the only holder entitled to vote. If one or more registered joint holders attend the 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 2023 FIRST EXTRAORDINARY GENERAL MEETING

4. MISCELLANEOUS

The Shareholders or their proxies shall present their identity documents when attending the 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 EGM (or any adjournment thereof).

The EGM is expected to last for no more than half a 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, CBD
Zhengdong New District
Zhengzhou, Henan Province, the PRC
Tel: (86) 0371-8551 7898
Fax: (86) 0371-8551 9888

The details about the aforesaid resolution proposed for the consideration and approval at the EGM will be set out in the circular to be despatched by the Bank in due course.