
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).

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 of H Shares: 1216)

(Stock Code of Preference Shares: 4617)

WORK REPORT OF THE BOARD OF DIRECTORS FOR 2022
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2022
FINAL ACCOUNT REPORT FOR 2022
PROFIT DISTRIBUTION PLAN FOR 2022
CAPITAL ADEQUACY RATIO REPORT FOR
2022 AND CAPITAL ADEQUACY RATIO PLAN FOR 2023
APPOINTMENT OF ACCOUNTING FIRM FOR 2023
FINANCIAL BUDGET REPORT FOR 2023
CAPITAL REPLENISHMENT AND USE PLANNING FOR 2023-2025
DIRECTORS REMUNERATION REPORT FOR 2022
SUPERVISORS REMUNERATION REPORT FOR 2022
AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF
ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE RULES OF PROCEDURES OF THE
SHAREHOLDERS' GENERAL MEETING OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD'S
MEETING OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE RULES OF PROCEDURES OF
THE SUPERVISORY COMMITTEE OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE NOMINATION AND ELECTION METHODS OF
DIRECTORS OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE NOMINATION AND ELECTION METHODS OF
SUPERVISORS OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE WORKING RULES OF THE INDEPENDENT
DIRECTORS OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE WORKING RULES OF EXTERNAL SUPERVISORS
OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE MEASURES FOR THE EQUITY MANAGEMENT OF
ZHONGYUAN BANK CO., LTD.
NOTICE OF 2022 ANNUAL GENERAL MEETING

The Letter from the Board is set out on pages 1 to 18 of this circular.

The Bank will convene the AGM at 3:00 p.m. on June 16, 2023 (Friday) 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 AGM is set out on pages AGM-1 to AGM-4 of this circular, and was despatched by the Bank on May 18, 2023 (Thursday).

Whether or not you intend to attend and/or vote at the AGM 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 AGM or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending in person or voting at the AGM or any adjournment thereof should you so wish. The forms of proxy for the AGM were despatched on May 18, 2023 (Thursday).

* 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.

May 18, 2023

CONTENTS

DEFINITION	iii
LETTER FROM THE BOARD	1
APPENDIX I – WORK REPORT OF THE BOARD OF DIRECTORS FOR 2022	I-1
APPENDIX II – WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2022	II-1
APPENDIX III – CAPITAL ADEQUACY RATIO REPORT FOR 2022 AND CAPITAL ADEQUACY RATIO PLAN FOR 2023	III-1
APPENDIX IV – CAPITAL REPLENISHMENT AND USE PLANNING FOR 2023-2025	IV-1
APPENDIX V – THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD. (COMPARATIVE TABLES OF THE AMENDMENTS)	V-1
APPENDIX VI – THE RULES OF PROCEDURES OF THE SHAREHOLDERS’ GENERAL MEETING OF ZHONGYUAN BANK CO., LTD. (COMPARATIVE TABLES OF THE AMENDMENTS)	VI-1
APPENDIX VII – THE RULES OF PROCEDURES OF THE BOARD’S MEETING OF ZHONGYUAN BANK CO., LTD. (COMPARATIVE TABLES OF THE AMENDMENTS)	VII-1
APPENDIX VIII – THE RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE OF ZHONGYUAN BANK CO., LTD. (COMPARATIVE TABLES OF THE AMENDMENTS)	VIII-1
APPENDIX IX – THE NOMINATION AND ELECTION METHODS OF DIRECTORS OF ZHONGYUAN BANK CO., LTD. (COMPARATIVE TABLES OF THE AMENDMENTS)	IX-1
APPENDIX X – THE NOMINATION AND ELECTION METHODS OF SUPERVISORS OF ZHONGYUAN BANK CO., LTD. (COMPARATIVE TABLES OF THE AMENDMENTS)	X-1

CONTENTS

APPENDIX XI	- THE WORKING RULES OF THE INDEPENDENT DIRECTORS OF ZHONGYUAN BANK CO., LTD. (COMPARATIVE TABLES OF THE AMENDMENTS)	XI-1
APPENDIX XII	- THE WORKING RULES OF EXTERNAL SUPERVISORS OF ZHONGYUAN BANK CO., LTD. (COMPARATIVE TABLES OF THE AMENDMENTS)	XII-1
APPENDIX XIII	- THE MEASURES FOR THE EQUITY MANAGEMENT OF ZHONGYUAN BANK CO., LTD. (COMPARATIVE TABLES OF THE AMENDMENTS)	XIII-1
	NOTICE OF 2022 ANNUAL GENERAL MEETING	AGM-1

DEFINITION

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

“AGM” or “2022 Annual General Meeting”	the 2022 annual 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 3:00 p.m. on June 16, 2023 (Friday)
“Articles of Association”	the articles of association of the Bank, as amended, supplemented or otherwise modified from time to time
“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, includes its predecessors, branches, sub-branches and subsidiaries
“Bank of JZCTS”	Jiaozuo Bank of China Travel Service Co., Ltd., a company principally engaged in banking business
“Bank of Luoyang”	Bank of Luoyang Co., Ltd., a company principally engaged in banking business
“Bank of Pingdingshan”	Bank of Pingdingshan Co., Ltd., a company principally engaged in banking business
“Board” or “Board of Directors”	the Board of Directors of the Bank
“Board of Supervisors” or “Supervisory Committee”	the Board of Supervisors or Supervisory Committee of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission
“Company Law”	the Company Law of the PRC
“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

DEFINITION

“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)
“Group”	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 pursuant to the relevant PRC laws and regulations, and, if the context requires, includes its predecessors, branches, sub-branches and all subsidiaries
“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 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
“Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan of the PRC
“Reporting Period”	the year ended December 31, 2022
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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)

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. GUO Hao
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
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:

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2022
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2022
FINAL ACCOUNT REPORT FOR 2022
PROFIT DISTRIBUTION PLAN FOR 2022
CAPITAL ADEQUACY RATIO REPORT FOR
2022 AND CAPITAL ADEQUACY RATIO PLAN FOR 2023
APPOINTMENT OF ACCOUNTING FIRM FOR 2023
FINANCIAL BUDGET REPORT FOR 2023
CAPITAL REPLENISHMENT AND USE PLANNING FOR 2023-2025
DIRECTORS REMUNERATION REPORT FOR 2022
SUPERVISORS REMUNERATION REPORT FOR 2022
AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF
ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE RULES OF PROCEDURES OF THE
SHAREHOLDERS' GENERAL MEETING OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD'S
MEETING OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE RULES OF PROCEDURES OF
THE SUPERVISORY COMMITTEE OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE NOMINATION AND ELECTION METHODS OF
DIRECTORS OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE NOMINATION AND ELECTION METHODS OF
SUPERVISORS OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE WORKING RULES OF THE INDEPENDENT
DIRECTORS OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE WORKING RULES OF EXTERNAL SUPERVISORS
OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE MEASURES FOR THE EQUITY MANAGEMENT OF
ZHONGYUAN BANK CO., LTD.
NOTICE OF 2022 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

The Bank will convene the AGM at 3:00 p.m. on June 16, 2023 (Friday), at which resolutions will be proposed for the Shareholders to consider and approve, if thought fit, the following, including: (1) the Work Report of the Board of Directors for 2022; (2) the Work Report of the Board of Supervisors for 2022; (3) the Final Account Report for 2022; (4) the Profit Distribution Plan for 2022; (5) Capital Adequacy Ratio Report for 2022 and Capital Adequacy Ratio Plan for 2023; (6) Appointment of Accounting Firm for 2023; (7) Financial Budget Report for 2023; (8) Capital Replenishment and Use Planning for 2023-2025; (9) the Directors Remuneration Report for 2022; (10) the Supervisors Remuneration Report for 2022; (11) Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.; (12) Amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.; (13) Amendments to the Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd.; (14) Amendments to the Rules of Procedures of the Supervisory Committee of Zhongyuan Bank Co., Ltd.; (15) Amendments to the Nomination and Election Methods of Directors of Zhongyuan Bank Co., Ltd.; (16) Amendments to the Nomination and Election Methods of Supervisors of Zhongyuan Bank Co., Ltd.; (17) Amendments to the Working Rules of the Independent Directors of Zhongyuan Bank Co., Ltd.; (18) Amendments to the Working Rules of External Supervisors of Zhongyuan Bank Co., Ltd.; and (19) Amendments to the Measures for the Equity Management of Zhongyuan Bank Co., Ltd.

The purpose of this circular is to provide you with the details of the resolutions above. The notice of the AGM is set out on pages AGM-1 to AGM-4 of this circular, and was despatched by the Bank on May 18, 2023 (Thursday).

II. MATTERS TO BE RESOLVED AT THE AGM

1. Work Report of the Board of Directors for 2022

For the Work Report of the Board of Directors for 2022, please refer to Appendix I to this circular.

2. Work Report of the Board of Supervisors for 2022

For the Work Report of the Board of Supervisors for 2022, please refer to Appendix II to this circular.

3. Final Account Report for 2022

In order to deepen the financial reform in an all-round way, strengthen the local finance, strive to build a first-class city commercial bank and enhance the role of finance in serving the economic and social development of the province, and according to the overall work plan of the reform and restructuring published by Henan provincial party committee and the provincial government, the Bank received the approval from the CBIRC on May 25, 2022, which agreed the merger by absorption of Bank of Luoyang, Bank of Pingdingshan and Bank of JZCTS. Based on a new starting point, the new Zhongyuan Bank took supporting the real economy,

LETTER FROM THE BOARD

helping rural revitalization, practicing inclusive finance, and innovating financial services as its own responsibility, effectively promoted the smooth operation of various businesses, and maintained a sound development trend.

I. Main Operating Conditions of the Group in 2022

(I) Scale indicators

In 2022, the total assets of the Group were RMB1,326.736 billion, representing an increase of RMB558.503 billion or 72.70% as compared to the beginning of the year, of which the total loans (excluding accrued interest) were RMB684.075 billion, representing an increase of RMB295.915 billion or 76.24% as compared to the beginning of the year. The total liabilities were RMB1,233.102 billion, representing an increase of RMB527.248 billion or 74.70% as compared to the beginning of the year, of which the total deposits (excluding accrued interest) were RMB827.320 billion, representing an increase of RMB378.895 billion or 84.49% as compared to the beginning of the year. The total equity was RMB93.635 billion, representing an increase of RMB31.255 billion or 50.10% as compared to the beginning of the year.

(II) Benefit indicators

In 2022, the Group realized operating income of RMB25.611 billion, representing an increase of RMB6.328 billion or 32.82% as compared to the last year, and the net profit of RMB3.825 billion, representing an increase of RMB0.192 billion or 5.28% as compared to the last year. The Group achieved a ROA of 0.37%, representing a decrease of 0.11 percentage point as compared to the last year, and a ROE of 4.35%, representing a decrease of 1.65 percentage points as compared to the last year. The cost-to-income ratio was 39.05%, representing an increase of 3.10 percentage points as compared to the last year.

(III) Risk indicators

In 2022, the non-performing loan ratio of the Group was 1.93%, representing a decrease of 0.25 percentage point as compared to the beginning of the year. The provision coverage ratio of the Group was 157.08%, representing an increase of 3.59 percentage points as compared to the beginning of the year. The allowance to gross loan ratio of the Group was 3.03%, representing a decrease of 0.32 percentage point as compared to the beginning of the year. The capital adequacy ratio, the tier-one capital adequacy ratio and the core tier-one capital adequacy ratio of the Group were 11.83%, 9.47% and 7.98%, respectively, representing decreases of 1.47 percentage points, 0.92 percentage point and 0.72 percentage point as compared to the beginning of the year, respectively, all of which met the regulatory requirements.

LETTER FROM THE BOARD

II. Main operating indicators of parent company in 2022

(I) Scale indicators

In 2022, the total assets of the parent bank were RMB1,248.079 billion, representing an increase of RMB522.126 billion or 71.92% as compared to the beginning of the year, of which the total loans (excluding accrued interest) were RMB660.611 billion, representing an increase of RMB282.335 billion or 74.64% as compared to the beginning of the year. The total liabilities were RMB1,159.378 billion, representing an increase of RMB493.962 billion or 74.23% as compared to the beginning of the year, of which the total deposits (excluding accrued interest) were RMB799.787 billion, representing an increase of RMB364.13 billion or 83.58% as compared to the beginning of the year. The total equity was RMB88.70 billion, representing an increase of RMB28.163 billion or 46.52% as compared to the beginning of the year.

(II) Benefit indicators

In 2022, the parent bank realized operating income of RMB23.59 billion, representing an increase of RMB6.287 billion or 36.33% as compared to the last year, and the net profit of RMB3.796 billion, representing an increase of RMB0.704 billion or 22.77% as compared to the last year. The parent bank achieved a ROA of 0.38%, representing a decrease of 0.05 percentage point as compared to the last year, and a ROE of 4.61%, representing a decrease of 0.48 percentage point as compared to the last year. The cost-to-income ratio was 39.40%, representing an increase of 2.46 percentage points as compared to the last year.

(III) Risk indicators

In 2022, the non-performing loan ratio of the parent bank was 1.91%, representing a decrease of 0.28 percentage point as compared to the beginning of the year. The provision coverage ratio was 155.00%, representing an increase of 4.74 percentage points as compared to the beginning of the year. The allowance to gross loan ratio was 2.96%, representing a decrease of 0.34 percentage point as compared to the beginning of the year. The capital adequacy ratio, the tier-one capital adequacy ratio and the core tier-one capital adequacy ratio were 11.49%, 9.25% and 7.63%, respectively, representing decreases of 1.39 percentage points, 0.84 percentage point and 0.62 percentage point as compared to the beginning of the year, respectively, all of which met the regulatory requirements.

LETTER FROM THE BOARD

4. Profit Distribution Plan for 2022

According to the relevant laws and regulations, the Profit Distribution Plan for 2022 proposed by the Board at the AGM for consideration by the Shareholders is as follows:

As audited and confirmed by KPMG Huazhen LLP and KPMG, the Bank's parent company recorded net profit of RMB3.796 billion for 2022. Considering that the Bank has paid a dividend of RMB0.617 billion on the overseas preference shares and perpetual bonds interest of RMB0.192 billion this year, the profit available for distribution is RMB7.485 billion. The Profit Distribution Plan for 2022 of the Bank is as follows:

I. Statutory surplus reserve

The Bank shall appropriate 10% of its net profit for 2022, equivalent to RMB0.38 billion, to the statutory surplus reserve in accordance with the Company Law.

II. General risk reserve

In accordance with the relevant provisions of the Administrative Measures for the Provision of Reserves of Financial Enterprises (Caijin [2012] No. 20) (《金融企業準備金計提管理辦法》(財金[2012]20號)) issued by the Ministry of Finance, the Bank shall appropriate RMB3.70 billion, as general risk reserve.

III. The profit distribution for ordinary shares

Due to the complexity and severity of external environment, the deep impact of high inflation and interest rate hike and shrinking balance sheet on China's economy, as well as the insecure domestic economic recovery foundation, the Bank is experiencing the important period of deepening reform and accelerating transformation, thus, the cash dividend for 2022 will not be distributed, so as to improve the risk resistance and achieve the healthy and stable start and accelerate development of the Bank to better protect the long-term benefit of all the Shareholders. After the above distributions, the balance of undistributed profit will be carried forward to the next year. The balance of undistributed profit of the Bank will mainly be used to supply the core tier-one capital, strengthen capital accumulation and constantly improve risk resistance, so as to promote the implementation of the strategic plans and support long-term sustainable development.

LETTER FROM THE BOARD

5. Capital Adequacy Ratio Report for 2022 and Capital Adequacy Ratio Plan for 2023

For the Capital Adequacy Ratio Report for 2022 and Capital Adequacy Ratio Plan for 2023, please refer to Appendix III to this circular.

6. Appointment of Accounting Firm for 2023

To meet domestic and international regulatory requirements for listed banks, it is proposed to appoint KPMG Huazhen LLP and KPMG as the domestic and international accounting firms of the Bank for 2023, respectively, with a term from the date of approval at the AGM to the end of the next annual general meeting of the Bank.

KPMG Huazhen LLP will be responsible for providing annual audit and consultation services of quarterly financial information for 2023 in accordance with the PRC Generally Accepted Accounting Principles, with an audit fee of RMB1.65 million; KPMG will be responsible for providing annual audit and interim review services for 2023 in accordance with International Financial Reporting Standards, with an audit fee of RMB4.85 million; the total amount of the two items is RMB6.50 million. In addition to the above services, value-added services and other professional services will be provided pursuant to the regulatory requirements and the actual business development of the Bank.

Should there be significant changes in operation such as merger, creation, acquisition and reorganization, or any additional audit items deemed necessary during the term of such cooperation, the management is authorized to enter into agreements with KPMG Huazhen LLP and KPMG according to the actual needs and management process of the Bank to determine the details of services and the standards of service fees.

7. Financial Budget Report for 2023

I. Preparation background

2023 is the first year of full implementation of the spirit of the 20th National Congress of CPC and the first full fiscal year after the Bank's completion of the merger by absorption and also marks the beginning of the Bank's new journey to build a century-old foundation. To thoroughly execute the decision and deployment of the provincial party committee and provincial government, strictly implement various regulatory policies, the 2023 financial budget is formulated based on the present and long-term development.

LETTER FROM THE BOARD

II. Preparation principles

Based on the domestic economic situation, regional environment of Henan Province, regulatory policies and the current business development of the Bank, this budget is prepared to intensify transformation and development. Additionally, this budget also aims to help the Bank actively adapt to new situation, implement new philosophy, grasp the latest requirements, accelerate the construction of a new development pattern and establish a positive market image for Zhongyuan Bank. Specifically, this budget adheres to the following principles:

Firstly, solidifying the leadership of Party building and achieving steady progress. We comprehensively strengthened Party building, exercised full and strict Party self-governance, and enhanced the refinement of Party building work. Deeply and organically integrating Party building work with business development, we strengthened the development of good Party conduct and clean government and promoted concerted efforts and motivation for the Bank's business development, achieving progress, solidity and excellence while maintaining stability in business development.

Secondly, maintaining compliance operation and steady development. We firmly established the business philosophy of promoting development with compliance operation and continuously improved the compliance management system to improve the refinement of risk management. Also, we boosted concept of compliance and strengthened proactive compliance awareness to enhance compliance enforcement. We strictly adhered to the bottom line of risk, conducted vulnerability check to shore up our weak spots, effectively dealt with legacy issues, increased the resolution of non-performing loans, as well as improved the quality of new businesses, so as to ensure the steady development of the whole Bank.

Thirdly, deepening reform and speeding up transformation. We actively adapted to the new situation, implemented new concepts, and grasped new requirements. By making changes proactively, we conducted transformation for development to accelerate the construction of a new development landscape. We constantly optimized and adjusted the structure of assets and liabilities to safeguard the sustainable development of the Bank.

Fourthly, insisting on the positioning and supporting development. We strengthened support for the real economy, returned to the original intention of finance, integrated and optimized financial resources and comprehensively improved ability to serve the economic and social development of the province. We kept a close relationship with governments via focusing on the local economic development of Henan Province and fully leveraging on the regional endowment. We also gave full play to the advantages of our identity

LETTER FROM THE BOARD

as a provincial legal person bank in response to the decision and arrangement of the provincial Party committee and provincial government to revitalize the stable and favorable development of the economy in Henan Province.

Fifthly, implementing refined management to improve quality and increase efficiency. We implemented the concept of high-quality development, conducted refined management, strengthened the management on income increasing and expenses saving, improved the quality and efficiency of customer operation, reinforced the post-output evaluation management, reduced the occupation of low-yield assets, increased the efficiency of resource allocation, and continuously raised the effectiveness of yield per unit.

Sixthly, conducting comprehensive operation and coordinated development. We improved the management system of our subsidiaries and promoted their standardized development to ensure the effective implementation of the Group's strategies. We expanded the Group's financial licenses and qualifications, developed a financial group pattern featuring synergistic development between the parent company and subsidiaries, and heightened the Group's synergistic development across industries to draw on each other's strengths and make up for deficiencies.

III. Financial budget indicators of the Group

(I) Scale indicators

Total assets are expected to be RMB1,396.1 billion at the end of 2023, representing an increase of RMB69.4 billion or 5.2%, as compared with the end of the previous year. Total deposits are expected to be RMB898.8 billion at the end of 2023, representing an increase of RMB71.5 billion or 8.6%, as compared with the end of the previous year.

(II) Performance indicators

The Group's net profit is expected to reach RMB3.73 billion in 2023, representing a decrease of RMB90 million or 2.4%, as compared with the previous year. Among them, net profit attributable to the parent company in 2023 is expected to reach RMB3.59 billion, representing a decrease of RMB60 million or 1.7%, as compared with the previous year. ROE is expected to reach 3.64%, representing a decrease of 0.71%, as compared with the previous year. Cost-to-income ratio is expected to reach 42.31%, representing an increase of 3.21%, as compared with the previous year.

(III) Non-performance indicators

The non-performing loan ratio is estimated to be controlled within 2.35% by the end of 2023.

LETTER FROM THE BOARD

Table 1: 2023 Financial Budget of the Group

Unit: RMB100 million (except percentages)

Type	Items	2023	As compared with the previous year		2022 (Audited)
			Increase		
Scale	Total assets	13,961	694	5.2%	13,267
	Deposits	8,988	715	8.6%	8,273
Performance	Cost-to-income ratio	42.31%	3.21%	–	39.10%
	Net profit of the Group	37.3	-0.9	-2.4%	38.25
	Net profit attributable to the parent company	35.9	-0.6	-1.7%	36.50
	ROE	3.64%	-0.71%	–	4.35%
Non-performance	Non-performing loan ratio	2.35%	0.42%	–	1.93%

IV. Financial budget indicators of the parent bank

(I) Scale indicators

Total assets are expected to be RMB1,313.1 billion at the end of 2023, representing an increase of RMB65 billion or 5.2%, as compared with the end of the previous year. Total deposits are expected to be RMB869.8 billion at the end of 2023, representing an increase of RMB70 billion or 8.75%, as compared with the end of the previous year.

LETTER FROM THE BOARD

(II) Performance indicators

Net profit is expected to reach RMB3.087 billion in 2023, representing a decrease of RMB709 million or 18.7%, as compared with the previous year. Among them, salaries are expected to be RMB4.103 billion and donation expenses to be RMB5 million. ROE is expected to reach 3.02%, representing a decrease of 1.59%, as compared with the previous year. Cost-to-income ratio is expected to reach 43.41%, representing an increase of 3.95%, as compared with the previous year.

(III) Non-performance indicators

The non-performing loan ratio is estimated to be controlled within 2.35% by the end of 2023.

Table 2: 2023 Financial Budget of the Parent Bank

Unit: RMB100 million (except percentages)

Type	Items	2023	As compared with the previous year		2022 Increase (Audited)
			2023	year	
Scale	Total assets	13,131	650	5.21%	12,481
	Deposits	8,698	700	8.75%	7,998
Performance	Cost-to-income ratio	43.41%	3.95%	-	39.46%
	Net profit	30.87	-7.09	-18.7%	38.0
	ROE	3.02%	-1.59%	-	4.61%
Non-performance	Non-performing loan ratio	2.35%	0.44%	-	1.91%

8. Capital Replenishment and Use Planning for 2023-2025

For the Capital Replenishment and Use Planning for 2023-2025, please refer to Appendix IV to this circular.

LETTER FROM THE BOARD

9. Directors Remuneration Report for 2022

In accordance with the relevant provisions of the Articles of Association, combined with the Directors' respective performances of duty and evaluation results for the year, the information about the implementation of Directors' remuneration for 2022 is set out below:

Unit: RMB0'000

Name	Position	Annual Meeting remuneration	2022			Deferred payment ³	Actual salary distributed
			Special fee	Special committee allowance	Total		
XU Nuojin ¹	executive Director	–	–	–	–	–	–
WANG Jiong	executive Director	390.1	–	–	390.1	131.0	259.1
LI Yulin	executive Director	179.0	–	–	179.0	59.0	120.0
WEI Jie ²	executive Director	45.6	–	–	45.6	–	45.6
ZHANG Qiyun	non-executive Director	–	–	–	–	–	–
MI Hongjun	non-executive Director	–	1.0	–	1.0	–	1.0
PANG Hong	independent non-executive Director	30.0	1.0	–	31.0	–	31.0
LI Hongchang	independent non-executive Director	30.0	5.5	–	35.5	–	35.5
JIA Tingyu	independent non-executive Director	30.0	1.5	–	31.5	–	31.5
CHAN Ngai Sang Kenny	independent non-executive Director	30.0	0.0	–	30.0	–	30.0

Notes:

- Mr. XU Nuojin tendered his resignation to the Board on April 6, 2023 and resigned as the chairman of the Board of the Bank, an executive Director of the Bank and the chairman of the Strategy and Development Committee of the Bank due to change of work arrangement. His final remuneration is subject to the final approval by the relevant competent authorities. Please refer to the Bank's announcement dated April 6, 2023 for details.
- Mr. WEI Jie tendered his resignation to the Board on June 17, 2022, and resigned as an executive Director, the vice chairman and the members of the Strategy and Development Committee, the Related Party Transactions Control Committee and the Risk Management Committee of the Bank due to personal reasons. For more details, please refer to the Bank's announcement dated June 17, 2022.
- The actual amount of deferred payment will be deducted correspondingly in accordance with the operating position of the Bank after taking full account of assets quality, risks and other factors.

LETTER FROM THE BOARD

10. Supervisors Remuneration Report for 2022

In accordance with the relevant provisions of the Articles of Association, combined with the Supervisors' respective performances of duty and evaluation results for the year, the information about the implementation of Supervisors' remuneration for 2022 is set out below:

Unit: RMB0'000

Name	Position	2022				Deferred payment ³	Actual salary distributed
		Annual Meeting remuneration	Meeting fee	Special committee allowance	Total		
JIA Jihong ¹	employee representative Supervisor	87.3	-	-	87.3	-	87.3
ZHANG Yixian	employee representative Supervisor	99.9	-	-	99.9	-	99.9
LI Weizhen ²	Shareholder representative Supervisor	-	3.5	-	3.5	-	3.5
LI Wanbin	Shareholder representative Supervisor	-	-	-	-	-	-
LI Xiaojian	external Supervisor	15.0	3.5	-	18.5	-	18.5
HAN Wanghong	external Supervisor	15.0	1.5	-	16.5	-	16.5
SUN Xuemin	external Supervisor	15.0	3.0	-	18.0	-	18.0
PAN Xinmin	external Supervisor	15.0	4.5	-	19.5	-	19.5

Notes:

- Ms. JIA Jihong tendered her resignation to the Board of Supervisors on January 3, 2023, and resigned as the vice chairwoman of the Board of Supervisors, the employee representative Supervisor and the members of the Nomination Committee and the Supervision Committee of the Board of Supervisors of the Bank due to personal health reasons. Please refer to the Bank's announcement dated January 3, 2023 for details.
- Ms. LI Weizhen tendered her resignation to the Board of Supervisors on February 22, 2023, and resigned as the Supervisor and the member of the Supervision Committee of the Board of Supervisors due to her work adjustment. Please refer to the Bank's announcement dated February 22, 2023 for details.
- The actual amount of deferred payment will be deducted correspondingly in accordance with the operating position of the Bank after taking full account of assets quality, risks and other factors.

LETTER FROM THE BOARD

11. Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.

To promote the standardization of corporate governance system, pursuant to the Company Law, the Corporate Governance Guidelines for Banking and Insurance Institutions and the Measures for the Supervision of the Behavior of Principal Shareholders of Banking and Insurance Institutions (Trial) of the CBIRC, the latest requirements of Core Shareholder Protection Standards as set out in Appendix 3 of Listing Rules as well as the provisions of other relevant laws, regulations and regulatory documents and in light of the actual condition of the Bank, the Bank has proposed certain amendments to the existing Articles of Association. For the amendments, one new article has been added and 53 articles have been amended. The number of chapters remains unchanged at 21 after the amendments.

The amended Articles of Association will become effective after being reviewed and approved by a special resolution at the AGM and approved by the banking regulatory and administrative authorities.

It is hereby submitted to the AGM for review and approval of the amendments to the Articles of Association. For the amended Articles of Association reviewed and approved by the Board of Directors and at the AGM, it is agreed to authorize the chairman of the Bank to make corresponding adjustments and amendments in accordance with the changes of laws, regulations and regulatory documents, the requirements and suggestions of relevant government authorities and regulatory authorities and the actual situation of the Bank (including but not limited to the adjustments and amendments to the articles words, chapters and clauses, etc.), and deal with the approval, registration or filing procedures for the aforesaid documents in relevant government authorities and regulatory authorities according to law upon the amendments.

Shareholders will consider the amended Articles of Association at the AGM. For the comparative tables of the amendments, please refer to Appendix V to this circular.

12. Amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.

In accordance with the amendments to the Articles of Association and in light of the actual condition of the Bank, the Bank has proposed certain amendments to the existing Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the "Rules of Procedures of the Shareholders' General Meeting").

LETTER FROM THE BOARD

The amendments to the Rules of Procedures of the Shareholders' General Meeting will be subject to the review and approval of the Shareholders at the AGM and will take effect after the new amendments to the Articles of Association have taken effect.

Before the amended Articles of Association takes effect, if the authorized person in the resolution on Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd. adjusts and modifies the Articles of Association according to the authorization, the above authorized person can adjust and modify the Rules of Procedures of the Shareholders' General Meeting according to the actual situation.

Shareholders will consider the amended Rules of Procedures of the Shareholders' General Meeting at the AGM. For the comparative tables of the amendments, please refer to Appendix VI to this circular.

13. Amendments to the Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd.

In accordance with the amendments to the Articles of Association and in light of the actual condition of the Bank, the Bank has proposed certain amendments to the existing Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the "Rules of Procedures of the Board's Meeting").

The amendments to the Rules of Procedures of the Board's Meeting will be subject to the review and approval of the Shareholders at the AGM and will take effect after the new amendments to the Articles of Association have taken effect.

Before the amended Articles of Association takes effect, if the authorized person in the resolution on Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd. adjusts and modifies the Articles of Association according to the authorization, the above authorized person can adjust and modify the Rules of Procedures of the Board's Meeting according to the actual situation.

Shareholders will consider the amended Rules of Procedures of the Board's Meeting at the AGM. For the comparative tables of the amendments, please refer to Appendix VII to this circular.

14. Amendments to the Rules of Procedures of the Supervisory Committee of Zhongyuan Bank Co., Ltd.

In accordance with the amendments to the Articles of Association and in light of the actual condition of the Bank, the Bank has proposed certain amendments to the existing Rules of Procedures of the Supervisory Committee of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the "Rules of Procedures of the Supervisory Committee").

LETTER FROM THE BOARD

The amendments to the Rules of Procedures of the Supervisory Committee will be subject to the review and approval of the Shareholders at the AGM and will take effect after the new amendments to the Articles of Association have taken effect.

Before the amended Articles of Association takes effect, if the authorized person in the resolution on Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd. adjusts and modifies the Articles of Association according to the authorization, the Supervisory Committee is authorized to adjust and modify the Rules of Procedures of the Supervisory Committee according to the actual situation.

Shareholders will consider the amended Rules of Procedures of the Supervisory Committee at the AGM. For the comparative tables of the amendments, please refer to Appendix VIII to this circular.

15. Amendments to the Nomination and Election Methods of Directors of Zhongyuan Bank Co., Ltd.

In accordance with the amendments to the Articles of Association and in light of the actual condition of the Bank, the Bank has proposed certain amendments to the existing Nomination and Election Methods of Directors of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the “Nomination and Election Methods of Directors”).

The amendments to the Nomination and Election Methods of Directors will be subject to the review and approval of the Shareholders at the AGM and will take effect after the new amendments to the Articles of Association have taken effect.

Before the amended Articles of Association takes effect, if the authorized person in the resolution on Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd. adjusts and modifies the Articles of Association according to the authorization, the above authorized person can adjust and modify the Nomination and Election Methods of Directors according to the actual situation.

Shareholders will consider the amended the Nomination and Election Methods of Directors at the AGM. For the comparative tables of the amendments, please refer to Appendix IX to this circular.

16. Amendments to the Nomination and Election Methods of Supervisors of Zhongyuan Bank Co., Ltd.

In accordance with the amendments to the Articles of Association and in light of the actual condition of the Bank, the Bank has proposed certain amendments to the existing Nomination and Election Methods of Supervisors of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the “Nomination and Election Methods of Supervisors”).

LETTER FROM THE BOARD

The amendments to the Nomination and Election Methods of Supervisors will be subject to the review and approval of the Shareholders at the AGM and will take effect after the new amendments to the Articles of Association have taken effect.

Before the amended Articles of Association takes effect, if the authorized person in the resolution on Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd. adjusts and modifies the Articles of Association according to the authorization, the Supervisory Committee is authorized to adjust and modify the Nomination and Election Methods of Supervisors according to the actual situation.

Shareholders will consider the amended Nomination and Election Methods of Supervisors at the AGM. For the comparative tables of the amendments, please refer to Appendix X to this circular.

17. Amendments to the Working Rules of the Independent Directors of Zhongyuan Bank Co., Ltd.

In accordance with the amendments to the Articles of Association and in light of the actual condition of the Bank, the Bank has proposed certain amendments to the existing Working Rules of the Independent Directors of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the “Working Rules of the Independent Directors”).

The amendments to the Working Rules of the Independent Directors will be subject to the review and approval of the Shareholders at the AGM and will take effect after the new amendments to the Articles of Association have taken effect.

Before the amended Articles of Association takes effect, if the authorized person in the resolution on Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd. adjusts and modifies the Articles of Association according to the authorization, the above authorized person can adjust and modify the Working Rules of the Independent Directors according to the actual situation.

Shareholders will consider the amended Working Rules of the Independent Directors at the AGM. For the comparative tables of the amendments, please refer to Appendix XI to this circular.

18. Amendments to the Working Rules of External Supervisors of Zhongyuan Bank Co., Ltd.

In accordance with the amendments to the Articles of Association and in light of the actual condition of the Bank, the Bank has proposed certain amendments to the existing Working Rules of External Supervisors of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the “Working Rules of External Supervisors”).

The amendments to the Working Rules of External Supervisors will be subject to the review and approval of the Shareholders at the AGM and will take effect after the new amendments to the Articles of Association have taken effect.

LETTER FROM THE BOARD

Before the amended Articles of Association takes effect, if the authorized person in the resolution on Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd. adjusts and modifies the Articles of Association according to the authorization, the Supervisory Committee is authorized to adjust and modify the Working Rules of External Supervisors according to the actual situation.

Shareholders will consider the amended Working Rules of External Supervisors at the AGM. For the comparative tables of the amendments, please refer to Appendix XII to this circular.

19. Amendments to the Measures for the Equity Management of Zhongyuan Bank Co., Ltd.

In order to further standardize the equity management of the Bank, in accordance with relevant laws, regulations and the latest requirements of regulatory system and in light of the actual condition of the Bank, the Bank has proposed certain amendments to the existing Measures for the Equity Management of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the “Measures for the Equity Management”).

Shareholders will consider the amended Measures for the Equity Management at the AGM. For the comparative tables of the amendments, please refer to Appendix XIII to this circular.

III. THE AGM

The Bank will convene the AGM at 3:00 p.m. on June 16, 2023 (Friday) 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 resolutions as set out in relevant notice. The notice of the AGM is set out on pages AGM-1 to AGM-4 of this circular, and was despatched to the Shareholders on May 18, 2023.

Whether or not you intend to attend and/or vote at the AGM 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 and voting at the AGM or any adjournment thereof should you so wish. The forms of proxy for the AGM were despatched on May 18, 2023 pursuant to the Listing Rules.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by the Shareholders at the AGM shall be taken by the way of poll except where the chairman of the AGM 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.

LETTER FROM THE BOARD

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 any of the resolutions to be proposed at the AGM, and therefore, no Shareholder is required to abstain from voting on any resolutions at the AGM.

The voting results of the AGM 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 AGM

The Bank's register of members will be closed from June 13, 2023 (Tuesday) to June 16, 2023 (Friday), 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 June 16, 2023 (Friday) shall be entitled to attend and vote at the AGM.

For a Shareholder to be eligible for attending and voting at the AGM, all transfer documents together with the relevant share certificates and other appropriate documents must be lodged with the H Share Registrar of the Bank, 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., June 12, 2023 (Monday) for registration.

VI. RECOMMENDATION

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

VII. OTHER INFORMATION

You are kindly requested to pay attention to other information as set out in Appendix I to Appendix XIII to this circular.

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

Zhengzhou, the PRC
May 18, 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.*

Work Report of the Board of Directors of Zhongyuan Bank Co., Ltd. for 2022

The year 2022 was an extraordinary year. Faced with “triple pressure” from demand contraction, supply shock and expected weakening, the Board of the Bank thoroughly implemented the decisions and deployments of the Party Central Committee and the provincial government, and successfully completed the Merger by Absorption. In serving the economic and social development of the whole province, the business of the Bank has achieved progress in stability, honesty in stability and excellence in stability (穩中求進、穩中求實、穩中求優), and achieved hard-won development results. At the same time, the Bank strictly adhered to relevant laws and regulations such as the Company Law, the Corporate Governance Guidelines for Banking and Insurance Institutions and the Listing Rules, as well as the requirements of the Articles of Association, faithfully performed its duties with diligence and conscientiousness, implemented the decisions of the general meeting, strengthened the implementation of strategic plans, enhanced risk management in all respects, and improved the quality and efficiency of operation and development. Each Director gave full play to their professional expertise and actively provided advice and suggestions, which provided guarantee for the stable and healthy development of the Bank. The work report of the Board of Directors for 2022 is hereby reported as below.

I. REVIEW OF OPERATION DURING THE REPORTING PERIOD

In 2022, the Bank implemented the requirements of financial regulation, maintained strategic focus, adhered to compliant operations and steady development, and has achieved a number of groundbreaking new achievements. As of the end of the Reporting Period, the Bank achieved total assets of RMB1,326.736 billion (at the Group’s caliber, the same below), operating income of RMB25.611 billion, a net profit of RMB3.825 billion, total deposits (excluding accrued interests) of RMB827.320 billion and total loans (excluding accrued interests) of RMB684.075 billion, with a non-performing loan ratio of 1.93%. All operating indicators have reached the level of a good bank.

Thanks to its good business performance, the Bank achieved continued improvement in its social influence. The Bank was awarded the “Gamma Award for Golden Bank Brand in 2022 (2022年度金質銀行品牌天璣獎)”, the “Glory Award at the Fifth Digital Finance Innovation Competition (第五屆數字金融創新大賽全場榮耀獎)”, the “Prize for Outstanding Contribution to UnionPay Credit Card Business (銀聯信用卡業務突出貢獻獎)”, and the honorary title of “Top 100 Service Brands in China (中國服務品牌100強)” in China Customer Service Festival. The Bank won the “Wealth Management Award (財富管理獎)”, “Intelligent Risk Control Award (智能風控獎)” and “Scene Financial Innovation Award (場景金融創新獎)” in the selection of the “Huaying Award (華鷹獎)” of BDI Digital Index, “2022 China Brand Innovation Case (2022中國品牌創新案例)” by People’s Daily and “2022 Evergreen Award for the Bank with Most High Quality Development Value (2022年長青獎年度最具高質量發展價值銀行)” and other honors. The Bank was included in the list of Top 1000 World Banks 2022 by The Banker (UK), ranked the 180th in the world and the 34th among PRC banks on this list.

II. REVIEW OF MAJOR WORK OF THE BOARD

In 2022, the Board further strengthened compliance performance, continued to deepen the building of corporate governance, accelerated the merger by absorption and transformation development, strengthened risk management and case prevention and control, and successfully completed all the stated objectives and tasks.

(I) Successfully completing the merger by absorption and creating a successful example of reform of city commercial banks

In accordance with the decision and deployment of the provincial party committee and provincial government on the reform and reorganization of city commercial banks, we used 8 months to promote Zhongyuan Bank's merger by absorbing Bank of Luoyang, Bank of Pingdingshan and Bank of JZCTS prudently and orderly, and achieved business stability, team stability and development stability, setting many a record in the development history of domestic city commercial banks with the largest scale, the shortest time, the most stable process and the best effects, which became a typical case of successful reform of domestic city commercial banks. After the completion of the merger by absorption, the Bank's total assets exceeded RMB1.2 trillion and its balances of deposits and loans accounted for more than one-tenth of those of the whole province, and the Bank ranked the eighth among city commercial banks in China, with its overall development level and risk resistance significantly enhanced.

(II) Playing its role in strategic leadership and actively serving the real economy

Focusing on the requirements of "building a first-class city commercial bank" put forward by the provincial party committee and the provincial government, we gave full play to the responsibilities of a local corporate bank and were committed to stabilizing the economy, providing assistance to businesses, and delivering exceptional services by taking advantage of policy support, product services, institutional personnel, asset scale and technological transformation and other advantageous conditions. We advanced the implementation of the "Ten Strategies", provided a total of RMB69.3 billion of new credit support to the "Ten Strategies" areas and special bond services jointly with local governments, covering over 85% of counties, cities, and districts in the province. These measures have helped us maintain our leading position in the market in terms of service share. We were committed to providing full support for the development of major projects in Henan Province. In 2022, we have supported the development of 383 major projects and provided loans of RMB47.3 billion. We strived to alleviate the difficulties faced by businesses. We have executed our implementation plan for the "10,000 people helping 10,000 enterprises" activities ("萬人助萬企") and launched five RMB10 billion action plans based on the policy of "ensuring housing project delivery" and 16 financial measures. We approved a special credit line of RMB9.877 billion for

“ensuring housing project delivery” on government platforms, with RMB5.505 billion of loans extended, ranking first among financial institutions in the province. We were dedicated to promoting inclusive finance. The balance of inclusive small and micro loans reached RMB76.2 billion, representing an increase of RMB6.3 billion as compared with the beginning of the year. We are committed to supporting rural revitalization. We have optimized our county and township network layout, vigorously implemented a project making loan origination accessible to all qualified residents in the villages where our loans were available, established 7,246 inclusive financial service stations, and established credit relationships with a total of 5,981 villages. The balance of loans to agriculture sector reached RMB148.04 billion, representing an increase of RMB12.24 billion as compared with the beginning of the year.

(III) Deepening the building of corporate governance and improving the decision-making ability of the Board

In 2022, all works of the Board were steadily advanced. All Directors were diligent and responsible, gave play to their professional expertise and experience, and contributed their wisdom and strength to the Bank’s business development.

- 1. Strengthening the leadership of the Party in an all-round way and resolutely executing the decision and deployment of the provincial party committee and the provincial government.** We improved corporate governance, improved the corporate governance mechanism of the “four meetings and one layer (四會一層)” led by the Party committee, delineated the responsibility boundaries of the “four meetings and one layer”, clarified the Party committee’s decision-making and report lists, revised and improved the Party committee management measures, and gave play to the leading role of the Party committee in “controlling the direction, managing the overall situation and ensuring the implementation”. We adhered to the combination of the principles of management of cadres by the Party and the selection of operation managers by the Board and execution of the right of employment by the operation managers according to laws, and standardized the appointment management of senior management. Throughout the year, the proposals relating to the appointment of vice chairman, president, assistant to the president, general manager of the financial and accounting department and audit department were reviewed and approved to further enhance the competitiveness of the Bank.

- 2. Convening more meetings than normal to achieve efficient decision-making of the Board.** With a focus on the central work throughout the year, the Board performed its duties in a diligent manner and adhered to the compliance of process, and efficiently made decisions on and considered relevant material and urgent matters, providing strong support for the merger by absorption and other key work. During the Reporting Period, the Bank convened 1 annual general meeting, with 15 resolutions considered and approved; 3 extraordinary general meetings, with 8 resolutions considered and approved; 5 class meetings, with 13 resolutions considered and approved; convened 9 Board meetings, with 101 resolutions considered and approved; the independent Directors of the Board expressed 21 professional and independent opinions, with a total of 99 matters heard and considered, providing a strong guarantee for the Board's efficient operation, scientific decision-making and the Bank's sustained and steady development.
- 3. Improving the corporate governance system and promoting standardized and efficient operation.** In 2022, the Board of Directors continued to improve the operation mechanism of corporate governance, amended and improved the Measures for Evaluating the Performance of Directors and Senior Management of Board of Directors of Zhongyuan Bank Co., Ltd. (《中原銀行股份有限公司董事會對董事、高管人員履職評價辦法》), the Measures for the Information Disclosure of Zhongyuan Bank Co., Ltd. (《中原銀行股份有限公司信息披露管理辦法》), the Administrative Measures for the Related Party (Connected) Transactions of Zhongyuan Bank Co., Ltd. (《中原銀行股份有限公司關聯(連)交易管理辦法》), and newly formulated the Management Rules for Equity Pledge of Zhongyuan Bank Co., Ltd. (《中原銀行股份有限公司股權質押管理細則》), so as to promote the standardized and efficient operation of corporate governance in compliance with laws.
- 4. Enriching means to perform duties and giving full play to the role of independent directors in decision support.** In 2022, the independent Directors were conscientious and diligent and dedicated to their duties. Firstly, they actively carried out research seminars. They paid close attention to the development of key business in the industry, carried out the special research activities and in-depth discussions based on the completion of the merger by absorption, supporting the high-quality development of the Bank. Meanwhile, they proposed constructive guidance opinions on key matters that should be focused on in the next step. Secondly, they gave play to the role of professional support. They continued to understand and analyze the Bank's operations, applied their expertise and experience in economics, finance, financial affairs and accounting, as well as the professional experience in commercial banking operations management, risk management, macroeconomics and industrial economics to give full play to the role of independent directors in professional

support, effectively enhancing the scientific decision-making of the Board of Directors and each special committee under the Board, and effectively protecting the legitimate interests of the Bank and investors.

(IV) Sparing no efforts to manage capital replenishment and maintaining a good social image

In 2022, the Board continued to enhance the capital adequacy level. Firstly, we supplemented capital through multiple channels. We completed an additional issuance of H Shares on May 10, 2022, with a total of 3.15 billion Shares issued and realizing proceeds of RMB4.849 billion. Secondly, we fully cooperated with the special debt issuance of the Henan provincial Party Committee and provincial government, achieving a successful injection of RMB8 billion of special debt funds, effectively replenishing the Bank's other tier-one capital, further enhancing the ability to serve the real economy and improving the risk resilience. Thirdly, we formulated the Capital Plan of Zhongyuan Bank for 2023-2025 to clarify the endogenous and exogenous capital replenishment targets and specific measures for the next three years, with the needs of business development taken into account.

(V) Continuing to promote equity optimization and maintaining good investor relations

The Bank continued to optimize its shareholding structure, vigorously promoted equity cleanup through comprehensive means such as judicial auctions, equity-for-debt and transfer, and further increased the proportion of shares held by state-owned Shareholders. The Bank consistently adhered to the principle of providing quality services to its Shareholders, maintained good communication with various investors and analysts, both domestic and overseas, and strived for support from Shareholders in all aspects. The Bank seriously organized and conducted analyst communication meetings for annual and interim reports, so as to enhance investors' understanding and recognition of the Bank and effectively improve the Bank's image in the capital market.

(VI) Standardizing the management of related party transactions and effectively preventing the risks in related party transactions

The Bank continued to improve the management system for related party transactions. Pursuant to the Measures for the Administration of Affiliated Transactions of Banking and Insurance Institutions (《銀行保險機構關聯交易管理辦法》) issued by the CBIRC, the Bank revised the Administrative Measures for the Connected (Related) Transactions of Zhongyuan Bank Co., Ltd. (《中原銀行股份有限公司關聯(連)交易管理辦法》) to further clarify the division of responsibilities between the governance and management, specifying the ultimate responsibility for the management of related party transactions to the Board of Directors, and the

reviewing responsibility as prescribed by relevant laws and regulations to the Related Party Transactions Control Committee, while establishing a cross-departmental management office for related party transactions at the management level. Strengthening the management for related party transactions and taking concrete actions on the review, approval and filing procedure of related party transactions in a strict manner, the Bank reported major matters of related party transactions to CBIRC Henan Office for the record after the approval of the Board of Directors, so as to strictly prevent the occurrence of risks in related party transactions. During the Reporting Period, seven major related party transactions in total were reviewed, among others, the independent financial consultants appointed pursuant to the requirements of Listing Rules have given their professional and independent opinions regarding the Proposal on Agreeing to Adjust and Implement the Plans of the Merger by Absorption and Connected Transactions (《關於同意調整實施本次吸收合併暨關連交易方案的議案》). In accordance with the new regulations of Measures for the Administration of Affiliated Transactions of Banking and Insurance Institutions, the Bank has disclosed each major related party transaction on its official website.

(VII) Performing its obligation to disclose information in a prudent manner to constantly enhance the transparency in corporate governance

The Bank carried out information disclosure in compliance with laws and regulations in accordance with the relevant requirements of the Corporate Governance Guidelines for Banking and Insurance Institutions, the Listing Rules and Measures for Information Disclosure Management (《信息披露管理辦法》) of the Bank. During the Reporting Period, the Bank optimized the periodic reporting structure and completed periodic disclosures, including the announcement of annual results, annual reports, social responsibility reports, capital structure information and the issuance of bonds and preference shares, to ensure that the disclosures were in line with regulatory requirements. The Bank timely made information disclosures on temporary matters such as the Merger by Absorption, the H Share Placement and the issuance of financial bonds in compliance with laws and regulations to ensure that the investors understood the relevant information of the Bank in a timely, accurate and complete manner and to protect the legal rights of Shareholders.

(VIII) Improving the risk management system to enhance the comprehensive risk management capabilities

In an active response to the challenges arising from the Merger by Absorption and changes in the internal and external environment, the Board of the Bank further enhanced the comprehensive risk management system of the Bank, with the target of preventing and resolving regional financial risks, so as to maintain stable asset quality. Firstly, the Bank improved the risk governance structure, delineated the responsibilities of various functional departments by risk lines in all respects and

established a working mechanism with separated front, middle, back platforms and the co-management of the three lines of defense, implemented the “one-vote veto system” for large credit, established an independent team of approvers and implemented risk embedding. Secondly, the Bank improved risk appetite, risk management policies and information and technology system for risk management. The Bank has enhanced its comprehensive risk management system by establishing a system that covers risk monitoring for the entire category, institution and business. Furthermore, the Bank has gradually optimized the comprehensive, all-employee and all-process risk management. Thirdly, the Bank strove to reduce existing loans and control new loans, during which we formed new guidelines in line with the actual situation of the Bank to reduce existing loans and control new loans, i.e. “revitalizing as the first solution with liquidation as the last resort (盤活為主、清收為輔)” and “credit focused for small loans and risks covered for large loans (小額信用為主、大額風險覆蓋)”.

(IX) Strengthening the management of subsidiaries to steadily promote the group operation

The Bank adhered to the group operation system and strengthened the management of its subsidiaries. Firstly, the Bank successfully took up the equity of six new subsidiaries, fulfilled the responsibilities of the principal sponsor bank in compliance with laws and regulations. Each subsidiary achieved a smooth transition with controllable overall risks. Secondly, the Bank amended and improved the management methods for subsidiaries, proactively explored a new model of integrated management of county banks in accordance with the idea of group management. The Bank promoted the optimization of corporate governance of subsidiaries with the guidance of Party building, further strengthened the human resources management, risk management and financial management of the subsidiaries, did a good job in the re-election of party committees of county bank subsidiaries, strengthened business service support and promoted the stable and healthy development of subsidiaries. Thirdly, the Bank completed the relocation of AB Leasing back to Henan province by actively leveraging the group synergy, which established a successful example of cross-province relocation of a financial institution.

III. WORK ARRANGEMENTS FOR THE BOARD IN 2023

The year 2023 is the inaugural year for the implementation of the spirit of the 20th CPC National Congress and the Bank’s new journey to build a century-old foundation, thus, it is of great significance to do a good job in this year. The Board will earnestly implement national regulatory policies and supervision requirements, strictly comply with the standards for listed banks, further strengthen corporate governance and strategic management, enhance risk management and internal control, continuously improve the ability of the Board to perform its duties, enhance the foresightful, innovative and

scientific decision-making and strive to build the Bank into a modern city commercial bank with core competitiveness, business innovation, brand credibility and social influence, so as to create more favorable investment return for Shareholders.

(I) Adhering to the leadership of the Party and continuing to improve the corporate governance system

The Board adhered to the leadership of the Party, insisted on the principle that the Party shall supervise its own conduct and the Party shall be governed with strict discipline, comprehensively optimized the corporate governance system and mechanism of “four meetings and one layer (四會一層)”, comprehensively strengthened the role of the core leadership of the Party committee, strictly implemented the decisions and arrangements of the Party committee and the Board, improved corporate governance structure, strengthened the construction of incentive, assessment and restraint mechanisms, enhanced the appraisal and management of senior management, promoted the construction of corporate governance system and mechanism for modern banks, and helped the efficient operation of “four meetings and one layer (四會一層)”. The Board substantively followed the guidance of the spirit of the 20th CPC National Congress, ensured that the major decisions and deployments of the Party Central Committee and the various decisions and arrangements of the provincial party committee and provincial government were implemented in the Bank, focused on main responsibilities and main business, and fully fulfilled political, economic and social responsibilities.

(II) Completing the re-election of the Board in compliance with laws and regulations and improving the ability to perform duties

Following the principles of standardization, specialization and diversification, the Board continued to promote the re-election of the Board, optimized its composition, improved the corporate governance structure, and completed the transition from old session to new session of the Board in an orderly manner. The Board continuously improved the Directors’ ability to perform duties, further optimized the reporting system of the operating data and information of senior management, improved the communication mechanism, and ensured that Directors could keep abreast of the Bank’s development trends and existing problems in a timely manner; optimized the establishment of special committees and gave full play to the functions of special committees to substantively improve the effectiveness of performance of duties; continuously enriched and expanded the ways of Directors’ performance of duties, effectively played the role of supervision and monitoring through the evaluation of the Board and other methods, and ensured no deviation from the operation and development path.

(III) Continuing to optimize the equity structure and enhancing brand reputation

The Board continued to optimize the equity structure, strengthened the stability of equity structure and the ability to support business development, and built a shareholding structure that was state-dominated, moderately dispersed, qualified for shareholders, and reasonably balanced. The Board adhered to prudent operation in compliance with laws and regulations, implemented creative communication and shaping strategies, focused on building a first-class bank, strengthened the leading role of technology in financial service innovation, so as to truly form the brand effect, brand equity and brand advantages with the unique characteristics of Zhongyuan Bank, and enhance the brand reputation.

(IV) Strictly observing the bottom line of risk and promoting the compliant and prudent operation

The Board took first-class banks as benchmarks, further established and improved the comprehensive management system of risks covering credit risks, operational risks and liquidity risks. The Board continuously optimized the risk embedding mechanism, established and improved the system of independent credit officers, optimized the authorization mechanism, enhanced the quality and efficiency of approval, improved the clarification of power, responsibilities and benefits and the supporting mechanism of “daring to invest, wanting to invest, knowing how to invest (敢投想投會投)”, forming a comprehensive closed-loop risk management. By improving the system, the Board enhanced the refinement level of operational risk management. The Board built a strong risk control platform, continued to conduct the construction of differentiated model groups by customer classification, and enhanced the model building capability suitable for hierarchical customer groups and the market-leading model iteration capability; established a measurement system of “calculation first, implementation later (先算後做)”, created a decision-making mechanism for the allocation of major asset classes covering both domestic and foreign currency, on/off-balance sheet items as soon as possible. The Board accelerated the improvement of the asset quality, fostered awareness of long-termism, insisted on the liquidation idea of “revitalizing as the first solution with litigation as the last resort (盤活為主、訴訟為輔)”, and made full use of external forces to vigorously promote the liquidation and disposal of non-performing assets. The Board promoted the construction of risk management system of subsidiaries to enhance the quality and efficiency of risk management at the group level.

(V) Strengthening the capital planning and management, maintaining and enhancing the market image

The Board strengthened the internal accumulation and external replenishment of capital, and continuously improved the efficiency of capital utilization, to support business development and strategic implementation. The Board coordinated and

promoted capital replenishment, actively reported to and communicated with regulatory authorities, accelerated the approval and issuance of Perpetual Bond of RMB22 billion; prepared for payment of tier-two capital bonds and redemption of overseas preference shares; continuously researched the means and methods to replenish capital through multiple channels and optimized the capital structure. The Board maintained good relationships with the Shareholders and guided the Shareholders to exercise their rights and fulfill their obligations in accordance with laws and regulations; established a regular communication mechanism for important investors to maintain good relationships with the Shareholders, and conducted the information disclosure in a steady and orderly manner.

(VI) Strengthening corporate governance of subsidiaries and promoting synergistic management of the Group

We continued to improve the corporate governance system centered on the parent bank and upgraded the construction of institutional mechanisms for the management of our subsidiaries to enhance the level of corporate governance of our subsidiaries and effectively promote the resolution of major issues in the development of our subsidiaries. We strengthened shareholding management and corporate governance by revising the Articles of Association of our subsidiaries, adjusting the composition of special committees and other ways, and actively promoted the implementation of group management requirements; we optimized the structure of Directors of our subsidiaries, strengthened the management over the performance of duties by Directors and Supervisors despatched to our subsidiaries to highlight the management and control by the Group; actively leveraging the leading role of the Board of Directors in major development matters of subsidiaries, the Bank improved the construction of the Group's consolidated statement information system and strengthened the unified risk control capability of the Group. We firmly promoted the complementary advantages and synergistic development of our parent company and subsidiaries. Aiming at creating an all-round regional integrated financial service provider, the Bank expanded the financial licenses and qualifications for the Group to establish the wealth management subsidiaries, public offering of funds and general derivatives, and strived to enhance the effectiveness of financial services, forming a financial group pattern of synergistic development between the parent company and subsidiaries; we reinforced the cross-industry synergistic development of the Group, gave full play to the business advantages of various units under the Group, achieved integrated operation and management in terms of resource integration, capital operation and resource sharing, and provided comprehensive financial solutions for customers to meet their needs to the maximum extent.

(VII) Actively fulfilling social responsibilities and giving back to the public

Keeping a close eye on the strategic deployment of the central government and Henan Province, the Bank strengthened the connection with the national policy and Henan Province's strategy to better undertake the responsibility of serving the construction of modernization in Henan. Focusing on the in-depth implementation of the "Ten Strategies" of Henan Province, the Bank formulated more powerful financial measures for supporting the key industries, key customers, and key projects of Henan; great efforts have been made to push forward the development of characteristic businesses such as scientific and technological innovation, green finance, cultural tourism and health care to strengthen and expand the brand of characteristic businesses; the Bank explored the potential opportunities of cross-border business to connect with the international market, providing quality financial services for Henan to "bring in" international enterprises and the enterprises of Henan to "go global". It promoted the implementation of the rural revitalization strategy and facilitated the high-quality development of inclusive finance. The Bank also protected the rights and interests of consumers, supported social welfare and fulfilled its corporate social responsibilities.

Work Report of the Board of Supervisors of Zhongyuan Bank Co., Ltd. for 2022

In 2022, the Board of Supervisors of the Bank, in accordance with the requirements of relevant laws and regulations including the Company Law, the Commercial Banking Law, the Corporate Governance Guidelines for Banking and Insurance Institutions and the Guidelines on the Duties of the Board of Supervisors of Commercial Banks (《商業銀行監事會工作指引》) and the Articles of Association, focused on the key work of the Bank, carried out various in-depth supervision work and conducted useful exploration in improving the supervision quality and efficiency of the Board of Supervisors and promoting high-quality development with high-quality supervision. The major work of the Board of Supervisors for 2022 is hereby reported as follows.

I. MAJOR WORK OF THE BOARD OF SUPERVISORS FOR 2022***(I) Optimize the meeting mechanism to improve the quality and efficiency of procedures***

In 2022, with the goal of improving the quality and efficiency of procedures, the Board of Supervisors has optimized the meeting mechanism in various respects. Firstly, expanding the coverage of supervision. The Board of Supervisors further sorted out its supervisory matters, and put more efforts into the supervision of the internal audit work. The implementation of semi-annual internal audit work and the disposal of non-performing assets were taken into consideration by the Board of Supervisors, laying a solid foundation for the Board of Supervisors to strengthen the supervision of internal control. Secondly, making good use of the supervision as a “megaphone”. Further increasing the channels for Supervisors’ opinions expression and new steps in the collection process of Supervisors’ written opinions, the Board of Supervisors summarized and classified all opinions and suggestions formed by Supervisors in the attendance of the Board of Supervisors and the Board meetings and issued a formal letter. Since the beginning of this year, the Board of Supervisors has put forward 18 opinions and suggestions to the Board of Directors and the management in the meetings, which involve the optimization of internal control evaluation, improvement of risk prevention and control and disposals, optimization of employee compensation and welfare, enhancement for supervision of internal audit, strict control of new non-performing assets, and improvement in capital adequacy ratio and profit level. Thirdly, improving the supervision in promptness. The Board of Supervisors heard and participated in the whole process, including finding problems, arranging rectifications, supervising rectifications, and evaluating rectification immediately, so as to further improve the supervision in promptness and effectiveness.

(II) Gave full play to its functions with a focus on the central work

- 1. Paying attention to financial management and conscientiously carrying out financial supervision.** The Board of Supervisors considered or heard financial-related issues, and issued audit opinions on the Bank's periodic reports to ensure that the preparation process, review procedures and content of the reports are legal and compliant; strengthened the daily supervision on financial budgets and final accounts, and urged the Bank to carry out financial budget preparation in line with the new development goals after the merger by absorption; organized seminars between external Supervisors and external audit institutions to hear the progress of external audit work, and guided the external audit institutions to better play their professional functions and enhance their value contributions.
- 2. Focusing on risk prevention and control, and attaching great importance to risk management and supervision.** The Board of Supervisors actively performed its supervisory duties on risk management, carefully considered special reports or plans such as comprehensive risk management, information technology risk management, consolidating management, risk exposure management of large-amount assets, credit concentration management, and risk limit management by country, and put forward supervision opinions and suggestions. The Board of Supervisors strengthened the analysis, research and judgment of the macro situation, focused on key risk areas and key operation and management links, giving play to its supervisory role in risk prevention and control in a better way.
- 3. Compacting internal control responsibilities and actively promoting compliance operations.** The Board of Supervisors continued to pay attention to the effectiveness of internal control system construction, and kept track of the internal control situation of the Bank in consumer rights protection, anti-money laundering, data governance, employee behavior management, related party transactions and other key areas. The Board of Supervisors paid more attention to the problems found by the supervision department in on-site inspection and supervision notification, listened to the rectification measures and progress made by the Bank in time, and put forward supervision requirements for the root rectification such as mechanism optimization, system improvement and process improvement. The Board of Supervisors guided the internal audit work, and attached great importance to the follow-up rectification and implementation in respect of problems found in the audit to help the Bank with its steady development.
- 4. Improving the standardization of duty performance and solidly implementing performance evaluation.** The Board of Supervisors strengthened daily supervision over the performance of Directors, Supervisors and senior management, established and improved the performance evaluation

files for Directors and senior management, and the performance files for Supervisors; organized and carried out the performance evaluation on the Directors, Supervisors and senior management in 2021. The Board of Supervisors optimized the setting of evaluation weights, enriched the evaluation dimension, prepared the Performance Evaluation Report of Directors, Supervisors and Senior Management by the Board of Supervisors in 2021 of Zhongyuan Bank Co., Ltd. (《中原銀行股份有限公司2021年度監事會對董事、監事、高管人員履職評價報告》) and conducted interviews as required for feedback on the evaluation results.

(III) Strengthen off-site supervision and emphasize daily performance of duties

To enhance its off-site supervision, the Board of Supervisors formulated and issued the “Checklist of Off-Site Supervision by the Board of Supervisors”, which has determined 29 matters under regular off-site supervision in key areas; to open the information reporting channel for off-site supervision purposes, the online information collection process has been launched to ensure timely collection of authentic and complete information; using their expertise, the Supervisors regularly reviewed the information subject to off-site supervision, which was out of the scope of the agenda of the meetings of the Board of Supervisors, and communicated their supervisory opinions and recommendations to the Board and the senior management in time.

(IV) Build up the supervisory body and improve the supervisory system

- 1. Consolidating the political stance and optimizing the approach to work.** The Board of Supervisors positioned its functions in the cooperate governance. Leveraging its advantage in supervision, the Board of Supervisors took an active part in the comprehensive supervision system constructed by the Bank, while promoting the integration of the internal oversight of the Party with the supervision under the corporate governance in a bid to extend the supervisory scope and give play to the joint supervision.
- 2. Improving the systems and laying a solid foundation for work.** Taking into account the implementation of the new regulatory requirements and the Bank’s actual work, the Board of Supervisors sorted out its systems on all fronts, revised eight systems, such as the Rules of Procedures of the Board of Supervisors (《監事會議事規則》), the Working Rules of External Supervisors (《外部監事工作規則》) and Measures for Evaluating the Performance of Directors, Supervisors and Senior Management by the Board of Supervisors (《監事會對董事、監事及高管人員履職評價辦法》) and formulated the Implementation Rules for Supervision by the Board of Supervisors (《監事會監督工作實施細則》), which has further provided stricter work mechanisms and more detailed work processes as well as consolidated the basis for the day-to-day work of the Board of Supervisors.

3. **Striving for professionalism and enhancing the capabilities to perform duties.** The Board of Supervisors invited the law firm to conduct two special training sessions on the new regulations on evaluation of the performance of duties by Directors and Supervisors and the Law on Supervision over and Regulation of the Banking Industry of the People's Republic of China (Draft Revision for Comments) (《中華人民共和國銀行業監督管理法(修訂草案徵求意見稿)》), so that the Board of Supervisors was able to keep abreast of the regulatory updates and boost its proactivity and prospects in work. The Board of Supervisors sorted out domestic listed banks' excellent experience and practices in respect of the operation of a board of supervisors, communicated with leading peers, summarized the way to optimize its supervision, and positively drew on the peers' experience in implementing a comprehensive supervisory system, thereby actively participating in the construction of a comprehensive supervisory system.

II. INDEPENDENT OPINIONS OF THE BOARD OF SUPERVISORS ON RELEVANT ISSUES

(I) Introduction to operation compliance

During the Reporting Period, the Bank saw compliant operations and standardized management, with its operating activities in compliance with the relevant provisions of laws, regulations, and the Articles of Association, and each decision-making procedure being legitimate and effective. No violations of laws, regulations, the Articles of Association or other acts against the interests of the Bank and shareholders were found during the performance of duties by the Board of Directors and senior management of the Bank.

(II) Introduction to the financial report

The 2022 financial report of the Bank was audited by KPMG Huazhen LLP and KPMG engaged by the Board of Directors of the Bank, which has issued a standard unqualified audit report; the Board of Supervisors are in the opinion that the preparation of the annual financial report and the audit procedure were in compliance with laws, regulations and regulatory requirements, and its content truly, accurately and completely reflected the financial conditions and operating results of the Bank.

(III) Related party transactions

During the Reporting Period, the Board of Supervisors supervised the management on the related party transactions of the Bank and considered that they were in compliance with the relevant provisions of national laws and regulations and the Articles of Association, and no inside trading and behaviors that damage the interests of Shareholders and the Bank were found.

(IV) Internal control

During the Reporting Period, the Bank paid great attention to the building of the internal control system, and no major deficiencies were found in the internal control system or its implementation.

(V) Implementation of information disclosure

During the Reporting Period, the Bank performed its obligation of information disclosure strictly in accordance with the requirements of regulatory policies, conscientiously implemented the management system of information disclosure affairs, disclosed information in a timely and fair manner, and no false records, misleading statements or major omissions in the disclosed information were found.

(VI) Implementation of resolutions of shareholders' general meetings

During the Reporting Period, the Board of Supervisors organized its members to attend the shareholders' general meetings. They had no objections to the contents of reports and proposals submitted by the Board of Directors of the Bank to the shareholders' general meeting for consideration, carried out supervision on the implementation of the shareholders' general meeting's resolutions and considered that the relevant resolutions of the shareholders' general meeting can be duly implemented by the Board of Directors.

III. THE IDEA OF THE WORK OF THE BOARD OF SUPERVISORS IN 2023

In 2023, the Board of Supervisors will strictly follow the requirements of the superior competent authorities and regulatory authorities, take into account the development changes in the macroeconomic situation and the Bank's new planning and deployment, focus on key regulatory areas, improve the working mechanism, enrich the supervision methods, strengthen the supervision and effectively play its supervisory role in corporate governance.

(I) Moving forward the supervisory threshold and strengthening the supervision before and during the matters. Firstly, the Board of Supervisors will strengthen the ability to anticipate the macroeconomic situation and financial development trends, enhance the in-depth research on the principal business areas of the banking industry, and carry out more targeted supervision before and during the matters. Secondly, the Board of Supervisors will give full play to the role of off-site supervision platform and carry out daily supervision close to the actual operation and management of the Bank. Thirdly, the Board of Supervisors will strengthen exchanges among peers, learn the good experience of boards of supervisors of peers in terms of operational systems and supervision forms, and gradually explore the methods and paths of technology-enabled supervision. Fourthly, the Board of Supervisors will strengthen the collaborative supervision. We will promote the close

communication among all types of supervision bodies, establish a timely and smooth internal and external information sharing mechanism, and build a “big supervision” pattern with the same direction of efforts and collaboration and interaction.

- (II) **Focusing on key areas and continuously improving the supervision quality and efficiency.** Firstly, the Board of Supervisors will deepen financial supervision to ensure the implementation of financial work in a standardized manner. We will closely communicate with external audit institution and establish a regular communication mechanism to further enrich the channels and forms of supervision for the financial conditions of the Bank. Secondly, the Board of Supervisors will organize risk supervision and strengthen its supervision on the performance of their duties for comprehensive risk management by the Board of Directors and senior management, especially strengthen the supervision on liquidity risks, credit risks, operational risks, market risks and consolidated risks. Thirdly, the Board of Supervisors will promote the internal control supervision, focus on the establishment and improvement of the Bank’s internal control and governance structure, put the emphasis on the supervision of certain fields such as the improvement of the internal control system, the performance of duties in relation to the “three lines of defense”, the construction of the case prevention system, anti-money laundering and related party transactions, and prompt risks in important areas and key links. Fourthly, the Board of Supervisors will carry out the performance supervision, explore and establish the mechanism for it to track the performance of the Board of Directors and the senior management, and strengthen the supervision of the Board of Directors and the senior management in the performance of their duties and responsibilities in aspects such as strategy implementation, operation decision-making, risk management, internal control and compliance, and financial management. We will closely communicate with the labor union and other organizations to convey more of the voice of the Board of Supervisors in defending the corporate interests and the rights and interests of employees.

- (III) **Implementing diversified performance of duties and exerting supervision value.** Considering the Bank’s important and difficult work, the Board of Supervisors will select risk-prone areas to carry out special inspections and identify problems existing in operation management. We will promote the investigation and research, formulate a three-year plan for investigations of the Board of Supervisors, and systematically carry out the investigation work. During the term of office of a new session, we will select a series of topics and organize investigation centering on operation priorities, market hotspots and key risk points, and weak points of development, striving to achieve the “three full-coverage” of “investigation objects covering all branches, investigation content covering main business lines, and investigation personnel covering all members of the Board of Supervisors”. We will enrich the channels and forms for Supervisors to perform their duties, give full play

to the professional advantages of Supervisors, and organize diverse performance activities such as inquiries, discussions and lectures to fully exert the value of Supervisors in performing their duties.

- (IV) **Focusing on the self-building and enhancing the professional level.** Firstly, the Board of Supervisors will strengthen internal and external communication. We will strengthen the contact and communication with the superior competent authorities and regulatory departments, stick to the supervisory concerns, follow up new management requirements, and obtain timely work guidance and support. Secondly, the Board of Supervisors will optimize the organizational structure. We will further improve the composition and staff structure of the Board of Supervisors, and enhance the standardization and professionalism of the Board of Supervisors in performing its duties. Thirdly, the Board of Supervisors will strengthen its efforts to train Supervisors. We will carry out special trainings centering on the duties and obligations of Supervisors, ways of performance, focus of performance and other contents according to the updated requirements of laws, regulations and regulatory policies and work needs, continuously improving the performance ability.

Capital Adequacy Ratio Report for 2022 and Capital Adequacy Ratio Plan for 2023

Part I: Capital Adequacy Ratio Report for 2022¹

I. CAPITAL ADEQUACY RATIO

(I) Scope of consolidated statement

The Bank measures capital adequacy ratio in accordance with the Regulation Governing Capital of Commercial Banks (Provisional) issued by the CBIRC. In measuring the consolidated capital adequacy ratio, the Bank gives full consideration to subsidiaries of financial institutions that are included in the scope of consolidated financial statements.

Table 1 Basic Information on the Invested Institutions Included into the Scope of Consolidated Statement

No.	Name of Invested Institution	Direct Shareholding Ratio of the Bank	Place of Registration
1	Xiping Caifu County Bank Co., Ltd. (西平財富村鎮銀行股份有限公司)	43.69%	Zhumadian, Henan Province
2	Xinyang Pingqiao Zhongyuan County Bank Co., Ltd. (信陽平橋中原村鎮銀行股份有限公司)	51.73%	Xinyang, Henan Province
3	Qixian Zhongyuan County Bank Co., Ltd. (淇縣中原村鎮銀行股份有限公司)	51.00%	Hebi, Henan Province
4	Xinxiang Zhongyuan County Bank Co., Ltd. (新鄉中原村鎮銀行股份有限公司)	78.46%	Xinxiang, Henan Province
5	Linzhou Zhongyuan County Bank Co., Ltd. (林州中原村鎮銀行股份有限公司)	51.00%	Linzhou, Henan Province
6	Puyang Zhongyuan County Bank Co., Ltd. (濮陽中原村鎮銀行股份有限公司)	51.00%	Puyang, Henan Province
7	Lushi Zhongyuan County Bank Co., Ltd. (盧氏中原村鎮銀行股份有限公司)	51.00%	Sanmenxia, Henan Province

¹ This Report is based on the Group's audited calibre.

No.	Name of Invested Institution	Direct Shareholding Ratio of the Bank	Place of Registration
8	Xiangcheng Zhongyuan Rural Bank Co., Ltd. (襄城中原村鎮銀行股份有限公司)	51.00%	Xuchang, Henan Province
9	Suiping Zhongyuan County Bank Co., Ltd. (遂平中原村鎮銀行股份有限公司)	51.02%	Zhumadian, Henan Province
10	Henan Luanchuan Minfeng County Bank Co., Ltd. (河南欒川民豐村鎮銀行股份有限公司)	30.33%	Luoyang, Henan Province
11	Mengjin Minfeng County Bank Co., Ltd. (孟津民豐村鎮銀行股份有限公司)	34.58%	Luoyang, Henan Province
12	Jiaxian Guangtian County Bank Co., Ltd. (郟縣廣天村鎮銀行股份有限公司)	51.28%	Pingdingshan, Henan Province
13	Luohe Yancheng Zhongyuan County Bank Co., Ltd. (漯河鄆城中原村鎮銀行有限責任公司)	51.00%	Luohe, Henan Province
14	Shenzhen Nanshan Baosheng County Bank Co., Ltd. (深圳南山寶生村鎮銀行股份有限公司)	42.05%	Shenzhen, Guangdong Province
15	AB Leasing Co., Ltd. (邦銀金融租賃股份有限公司)	90.00%	Zhengzhou, Henan Province
16	BOL Financial Leasing Co., Ltd. (洛銀金融租賃股份有限公司)	57.50%	Luoyang, Henan Province

(II) Capital adequacy ratio

Through optimizing and adjusting the asset and liability structure, strengthening guidance on economic capital assessment, enhancing control over risk-weighted asset limits and continuing to proactively clean up inefficient assets, as of the end of the Reporting Period, the capital adequacy ratio, the tier-one capital adequacy ratio and the core tier-one capital adequacy ratio of the Bank were 11.83%, 9.47% and 7.98%, respectively, representing a decrease of 1.47 percentage points, 0.92 percentage point and 0.72 percentage point, respectively, as compared with those of the end of last year.

Table 2 Capital Adequacy Ratio at All Levels

Unit: RMB0'000 (except percentages)

Items		December 31, 2022	Changes
Net capital	Net core tier-one capital	7,430,935	2,422,658
	Net tier-one capital	8,820,284	2,840,381
	Net capital	11,014,209	3,359,034
Capital adequacy ratio	Core tier-one capital adequacy ratio	7.98%	-0.72%
	Tier-one capital adequacy ratio	9.47%	-0.92%
	Capital adequacy ratio	11.83%	-1.47%

II. CAPITAL MANAGEMENT

(I) Internal capital adequacy assessment

The Bank's internal capital adequacy assessment process includes governance structure, risk identification and assessment, stress testing and capital planning, covering the main processes of risk management and capital management. Based on a comprehensive consideration and assessment of the major risks faced by the Bank, the level of matching between capital and risks is measured and an integrated risk and capital management system is established to ensure that a capital level appropriate to its own risk profile is maintained in different market environments. The Bank has continued to promote the optimization of its internal capital adequacy assessment methodology and has developed a more standardized governance structure, sound policies and systems, a complete assessment process, a regular monitoring and reporting mechanism and internal audits, which have facilitated the adaptation of the Bank's capital to its development strategy, operating conditions and risk level, thus meeting external regulatory requirements and internal operational management needs. At present, the Bank's capital adequacy ratio is commensurate with its risk management capability, and its capital planning matches its operating conditions, changing risk trends and long-term development strategies, maintaining an appropriate capital buffer on the basis of adequate risk coverage and laying a solid foundation for sound operation and sustainable business development.

(II) Capital management plans and management plans for capital adequacy ratio

In compliance with the CBIRC's Regulation Governing Capital of Commercial Banks (Provisional) and other applicable requirements, the Bank has forecasted the future demand for capital replenishment by referring to the capital adequacy of listed banks with trillion-level assets and fully considering factors such as constraints on endogenous capital growth resulting from the pressure on profitability during the economic downtrend, to ensure that the capital adequacy levels meet the regulatory requirements and needs of operation and management.

In 2022, the Bank continued to develop an annual management plan for capital adequacy ratio in accordance with its medium- and long-term capital management plan to ensure that the annual capital management plan is compatible with various business plans and that the capital adequacy levels satisfy the internal management requirements. The Bank dynamically monitored, tracked and analyzed capital adequacy ratio and adopted measures such as reasonably controlling the asset growth rate, adjusting the structure of risky assets, continuously disposing of low-yield assets, and improving internal capital accumulation to prevent potential risks, thereby supporting the sustainable development of its various businesses.

(III) Particulars of capital**1. Capital composition**

The following table sets out the capital composition of the Bank.

Table 3 Capital composition

Unit: RMB100 million

Items	December 31, 2022	December 31, 2021	Compared with the beginning of the year
Net core tier-one capital	743.09	500.83	242.27
Net tier-one capital	882.03	597.99	284.04
Net capital	1101.42	765.52	335.90
Composition of core tier-one capital			
Share capital	365.50	200.75	164.75
Qualifying portion of capital reserve	193.01	141.82	51.20
Surplus reserve	28.04	24.25	3.80
General reserve	137.94	97.06	40.88
Retained earnings	30.83	47.10	-16.27
Qualifying portions of non-controlling interests	19.71	6.26	13.45
Core tier-one capital deductions			
Goodwill	-19.82	-9.71	-10.11
Other intangible assets (excluding land use rights)	-12.12	-6.70	-5.43
Other tier-one capital	138.93	97.16	41.77
Composition of tier-two capital			
Qualifying tier-two capital instruments issued	120.00	100.00	20.00
Surplus provision for loan impairment	94.15	65.89	28.26
Qualifying portions of non-controlling interests	5.25	1.65	3.60

2. *Changes in share capital*

As of the end of the Reporting Period, the share capital of the Bank was 36.550 billion Shares, representing an increase of 16.475 billion Shares as compared with the end of 2021, mainly due to an increase of 13.325 billion Shares resulting from the merger by absorption of three banks and the additional issuance of 3.15 billion H Shares.

3. *Major capital investment*

In 2022, Zhongyuan Bank merged by absorbing Bank of Luoyang, Bank of Pingdingshan and Bank of JZCTS.

III. RISK MANAGEMENT

(I) Risk management system

The Bank has established a comprehensive risk management system in line with its development strategy, business objectives and financial position by adopting a combination of qualitative and quantitative methods to identify, measure, assess, monitor, report, control or mitigate all kinds of risks it undertakes. Firstly, we perfected an effective risk governance structure. The Bank has established a risk governance structure with sound organizational structure and clear responsibility boundaries, defined the division of responsibilities of the Board of Directors, the Board of Supervisors, the senior management, the business department, the risk management department and the internal audit department in risk management, and formed a multi-level, interconnected, effective checks and balances operation mechanism. Secondly, the Bank strengthened risk management strategy, risk preference and risk limit management. The Bank formulated the Risk Preference Statement of Zhongyuan Bank Co., Ltd. (《中原銀行風險偏好陳述書》), the Credit Policy Guidelines of Zhongyuan Bank Co., Ltd. (《中原銀行授信政策指引》) on an annual basis, assessed the total amount of risks that the Bank is willing to undertake in order to achieve its strategic objectives and business plans, and the maximum level of various risks that it is willing to undertake, and monitored and analyzed the implementation of each business line, branch and subsidiary. The Bank launched a credit risk concentration management programme and a three-tier market risk limit management programme, set risk limits varied with customers, industries, regions, products and other dimensions, clarified policies and procedures for the management of major categories of risk limits, and established mechanisms for setting, monitoring, and adjusting risk limits, and reporting and handling over limits. Thirdly, we improved risk management policies and procedures. The Bank has introduced more than 150 important risk management policies on 13 categories of risks, forming a risk policy system guided by risk preference and focused on comprehensive risk management policies. It adopted a combination of qualitative

and quantitative management to clarify the identification, measurement, assessment, monitoring, reporting, control or mitigation of all kinds of risks, as well as methods and procedures for total risk-weighted assets. Moreover, it regularly evaluated the effectiveness of risk management strategies and revised and improved them in a timely manner, to ensure the Bank's comprehensive and effective implementation of risk management and achieve its development strategy and business objectives. Fourthly, the Bank constantly improved the risk management information system and data quality control mechanism. The various risk management systems of the Bank have been able to support the identification, measurement, assessment, monitoring and reporting of all categories of important risks. Meanwhile, the Bank continuously improved the data quality control mechanism, accumulated true, accurate, continuous and complete internal and external data for risk identification, measurement, assessment, monitoring and reporting, as well as assessment of capital and liquidity adequacy. Fifthly, the Bank strengthened the internal control and audit system related to the overall risk management. The Bank reasonably determined the risk control points of various business activities and risk management activities, and took appropriate control measures. Meanwhile, the Bank incorporated the comprehensive risk management into the scope of internal audit, and periodically reviewed and evaluated the adequacy and effectiveness of the comprehensive risk management.

In conclusion, the Bank has established a risk management framework system and operation mechanism compatible with its business scale and development stage, so as to lay a solid foundation for ensuring the sustainable and steady development of various businesses and preventing and resolving various financial risks.

(II) Risk-weighted assets

The Bank adopted the weighted method, the standardized method and the basic indicator method to measure credit risk-weighted assets, market risk-weighted assets and operational risk-weighted assets, respectively.

Table 4 Risk-weighted assets

Unit: RMB100 million

Items	December 31, 2022	December 31, 2021	Compared to the beginning of the year
Credit risk-weighted assets	8,836	5,337	3,499

Items	December 31, 2022	December 31, 2021	Compared to the beginning of the year
On-balance-sheet credit risk- weighted assets	8,312	4,998	3,314
Off-balance-sheet credit risk- weighted assets	524	339	185
Market risk-weighted assets	70	59	11
Operational risk-weighted assets	404	360	43
Total	9,309	5,756	3,553

IV. CREDIT RISK

The Bank's credit risk sources mainly include: loans, capital business (including deposits with banks, placements with banks, resale, corporate bonds and financial bond investment, etc.), receivables, off-balance sheet credit business (including guarantee, commitment, financial derivative trading, etc.).

(I) Credit risk management

The Bank maintained its prudent risk preference, adhered to the concept of active risk management, comprehensively measured the nature, scale and complexity of the business, and established a whole-process credit risk management system including credit acceptance and investigation, risk assessment and approval, contract signing, issuance and payment, and post-credit management, forming a working mechanism of segregation of duties among front, middle and back offices, and co-management of three lines of defense to ensure effective identification, measurement, control, monitoring and reporting of credit risks.

The Bank adhered to the risk culture of "everyone being responsible for risk prevention; steady development, and sticking to the bottom line (防範風險、人人有責; 穩健發展、堅守底線)". It continued to improve the risk system, accelerated the construction of online risk prevention, vigorously reduced existing loans and controlled new loans, continuously strengthened team building, and improved the refined management, so that the asset quality remained basically stable.

(II) Credit risk exposure

1. Non-performing loans

Non-performing loans refer to credit assets identified as substandard, doubtful and loss categories in accordance with the relevant provisions of the Bank on the classified management of credit asset risks.

In recent years, the Bank has further promoted the adjustment of credit structure, comprehensively strengthened risk prevention measures, accelerated the disposal of non-performing assets, and maintained the stable quality of credit assets. As of the end of the Reporting Period, the Bank's total non-performing loans amounted to RMB13.2 billion, representing an increase of RMB4.7 billion as compared with the beginning of the year, and the non-performing loan ratio was 1.93%, representing a decrease of 0.25 percentage point as compared with the beginning of the year.

Table 5 Classification of asset quality by five levels

Unit: RMB100 million

Items	December 31, 2022	December 31, 2021	Changes from the beginning of the year
Loans	6,841	3,882	2,959
Normal loans	6,709	3,797	2,912
Normal loans	6,531	3,686	2,844
Special mention loans	178	110	68
Non-performing loans	132	85	47
Substandard loans	53	34	19
Doubtful Loans	50	24	26
Loss loans	29	27	2

2. *Provision for impairment on loans*

In accordance with the requirements of IFRS 9 – Financial Instruments and Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments, the Bank divided the stages according to the characteristics of different loans, and set the default probability, loss given default, exposures at default and other calculation rules, reasonably evaluated the expected credit loss on loans, and made provision for impairment on loans.

As of December 31, 2022, the Bank's provision for impairment on loans was RMB20.734 billion, representing an increase of RMB7.723 billion as compared to the beginning of the year.

(III) Credit risk measurement**1. Weight method**

According to the relevant provisions of the Regulation Governing Capital of Commercial Banks (Provisional), the Bank determines the risk weight applicable to each business and calculates credit risk-weighted assets.

2. Risk mitigation management

In accordance with the requirements of the Regulation Governing Capital of Commercial Banks (Provisional), the Bank actively carried out the construction and improvement of relevant policies and systems, and has formed a sound system to clarify the bottom line of risk mitigation management. The Bank standardized the basic management requirements and policy bottom line of collateral, including acceptance criteria, classification and mortgage rate, acceptance and review, value assessment, establishment and change, warrant management, monitoring, return and disposal, information entry and data maintenance, etc. of collateral.

V. MARKET RISK**(I) Market risk management system**

The goal of the Bank's market risk management is to control the negative impact of adverse movements in market rates on financial instrument positions and related businesses within a reasonable range that the Bank can bear by continuously improving the governance structure, policy system, organizational system, measurement and monitoring and reporting system for market risk, and effectively measuring market risk through the market risk management system, so as to ensure that various market risk indicators satisfy regulatory requirements and operational needs.

In terms of the governance structure, the Bank established a sound governance structure from the Board of Directors, senior management to the executive level, and clarified the division of responsibilities among the Board of Directors, senior management and relevant departments, etc.

In terms of the policy system, the Bank formulated and issued the Market Risk Management Policies of Zhongyuan Bank (《中原銀行市場風險管理政策》), the Measures for Administration of the Market Risk Measurement of Zhongyuan Bank (《中原銀行市場風險計量管理辦法》), the Measures for Administration of the Middle Office Supervision of Capital Transaction Business of Zhongyuan Bank (《中原銀行資金交易業務中台監控管理辦法》), the Measures for Administration of the Exchange Rate Risk of Zhongyuan Bank (《中原銀行匯率風險管理辦法》),

the Measures for Administration of the Interest Rate Risks of Bank Accounts of Zhongyuan Bank (《中原銀行銀行賬戶利率風險管理辦法》), the Measures for Administration of the Interest Rate Risk Stress Test of Bank Accounts of Zhongyuan Bank (《中原銀行銀行賬戶利率風險壓力測試管理辦法》), the Guidelines for Emergency Management of the Interest Rate Risks of Bank Accounts of Zhongyuan Bank (《中原銀行銀行賬戶利率風險應急管理辦法》), the Measures for Administration of the Interest Rate Risks Limit of Bank Accounts of Zhongyuan Bank (《中原銀行銀行賬戶利率風險限額管理辦法》), the Measures for Administration of the Interest Rate Risks Report of Bank Accounts of Zhongyuan Bank (《中原銀行銀行賬戶利率風險報告管理辦法》) and other systems and policies, and amended the Guidelines for Emergency Management of Major Market Risks of Zhongyuan Bank (《中原銀行重大市場風險應急管理辦法》) in 2022 to further improve the Bank's market risk management framework and process.

In 2022, the Bank continued to improve the market risk management system, effectively enhanced market risk control capability, established and continuously improved daily measurement, limit monitoring, stress test, regular reports and other management mechanisms, and continuously deepened the level of refined market risk measurement and management.

(II) Continuously enhancing the measurement level of market risks

The market risk management system of the Bank includes modules such as measurement engine, data market, display of management reports and intelligent monitoring management, covering core functions such as product valuation, VaR measurement, profit and loss attribution, limit management, backtesting and stress test, realizing the refined management changes from manual measurement to systematically automated measurement.

The Bank continued to promote the implementation and optimization of the market risk management system, consolidated the measurement foundation of market risks, carried out comprehensive verification of the market risk system to improve the accuracy of the systematic measurement; regularly conducted market risk stress tests to assess and prevent the impacts of domestic and international market fluctuations.

The Bank strengthened the market risk management and control for new products/new business. To ensure the comprehensiveness and accuracy of market risk measurement during the development of new products/new business, the Bank required the front and middle office to maintain a high degree of synergy during the development of new products/new business to ensure the consistency and timeliness of investment portfolios, transaction data, reference data, etc., and regularly conducted market risk monitoring and post-evaluation work.

VI. OPERATIONAL RISK

The Bank carried out various business activities under the premise of steady control of operational risks, closely integrated the operational risk management with the business development process, strengthened the internal control measures, continuously improved the internal control and compliance and the operational risk management system, and continuously enhanced the level of refinement of operational risk management to ensure the sustainable and sound development of business.

(I) Overview of operational risk management

The Bank established comprehensive operational risk management systems with clear provisions on the organizational structure of operational risk management, management responsibilities, identification and assessment of risks, operational risk reporting path, and compliance guidelines that shall be followed by employees.

The Board of Directors, the Board of Supervisors and the senior management constitute the leading body to supervise the operational risk management of the Bank. All business lines, or departments, as well as institutions and outlets have had risk management positions, compliance management departments, and internal audit departments in place, which are the “three lines of defense” for the Bank’s operational risk management.

In 2022, the Bank strengthened its operational risk management through inspection of various business lines and staff conduct checks, improvement of systems, and compliance training sessions. Constantly improving the internal controls compliance and operational risk management system, the Bank strengthened the application of the three major tools and organized periodic assessments of processes, monitoring and analyzing of key risk indicators, and loss data collection. The Bank continuously improved its capabilities in operational risk management, while ensuring effective implementation of risk identification, monitoring, and reporting.

(II) Internal process management

At present, the Bank’s processes involve four levels, which include the corporate governance level, business level and information technology level, and there are 18 first-class processes in total, namely corporate level, information technology management, credit management, compliance management, legal affairs management, general management, operation management, human resources, planning finance, corporate banking business, retail banking business, electronic banking business, financial markets business, trade finance business, supply chain finance business, interbank business, investment banking business and wealth management business. In the fourth quarter of this year, the Bank conducted regular annual process review to analyze the weak links of the Bank’s businesses and management processes based on the results of monitoring and early warning of risk

indicators and loss events, organized the review on 113 second-class processes of the whole Bank and completed 61 targeted review on internal business processes, and urged the management departments of the head office to effectively identify operational risks in their own business areas, improve control measures in a timely manner and enhance the control capability of operational risks of the whole Bank.

(III) Business continuity management

The Bank's operational risk management was complemented by business continuity management and emergency management. Firstly, all branches of the whole Bank successively completed the remaining drill tasks for the year in the fourth quarter. Secondly, on December 3, 2022, the finance technology department, the accounting operation department, the risk management department and the business lines completed a disaster recovery center switchover drill between the payment system and the imaging platform, completing the bank-wide drill tasks of the whole Bank for the year.

(IV) Outsourcing risk management

In accordance with the Notice of the General Office of the CBIRC on Matters Relating to the Promotion of Quality Development of Village and Township Banks (《中國銀保監會辦公廳關於推動村鎮銀行高質量發展有關事項的通知》), for the hosting outsourcer of the Bank's core system for village and township banks, Donghua Jinyun Company, the Bank carried out inspection for IT outsourcing risks and supervised the rectification to reduce the IT outsourcing risks of the Bank's village and township banks. The units were assessed in accordance with the bank-wide outsourcing management and no risk events occurred, and the overall outsourcing risks were controllable.

(V) Operational risk management in the operational category

In 2022, the Operations Management Department of the head office managed and quality-checked the operational risk profile and the quality of business processing of the entire bank in the operational category by conducting continuous on-site inspections, off-site inspections and organizing branches to conduct regular special self-inspections.

VII. REMUNERATION

(I) Nomination and remuneration committee

As of the end of the Reporting Period, the Nomination and Remuneration Committee of the Board of Directors of the Bank consists of three Directors, including PANG Hong as the Chairwoman and LI Hongchang and JIA Tingyu as the members.

The major responsibilities of the Nomination and Remuneration Committee are as follows:

1. considering the Bank's remuneration management system and policy;
2. developing the assessment criteria for Directors and senior management, conducting the assessment and making suggestions in this respect;
3. making recommendations to the Board of Directors on the Bank's policy and proposals for the Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy after research and review; reviewing and approving the recommendations made by the management regarding remuneration according to the principles and objectives specified by the Board of Directors;
4. making recommendations to the Board of Directors on the remuneration packages of individual executive Directors and senior management. The remuneration packages should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
5. making recommendations to the Board of Directors on the remuneration of non-executive Directors;
6. reviewing and approving compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with service contractual terms and is otherwise fair and not excessive;
7. reviewing and approving compensation arrangements relating to the dismissal or removal of Directors for misconduct to ensure that they are consistent with service contractual terms and are otherwise reasonable and appropriate;
8. ensuring that no Director or any of his/her associates (as defined in Listing Rules) is involved in deciding his/her own remuneration;
9. developing the medium-term to long-term incentive plans and its proposal of implementation of the Bank;
10. evaluating regularly the market competitiveness of the remuneration of the Bank, considering salaries paid by comparable banks, time commitment and responsibilities, and employment conditions elsewhere in the Bank and its subsidiaries, as well as making dynamic adjustments to the remuneration policy of the Bank;

11. reviewing the structure, size, composition and diversification (including the skills, knowledge and experience) of the Board of Directors at least annually and making recommendations on any proposed changes to the Board of Directors to complement the Bank's corporate strategy;
12. reviewing the selection criteria and procedures of Directors and senior management personnel (such as the president of the Bank), and making recommendations;
13. seeking extensively for candidates that are qualified to act as Directors and senior management personnel (such as the president of the Bank), selecting such nominated personnel to serve as Directors or the president of the Bank, and making recommendations to the Board of Directors in this regard;
14. investigating the candidates for Directors and senior management personnel (such as the president of the Bank), and making recommendations;
15. reviewing the appointment or dismissal proposal of the senior management members, such as the Bank's vice presidents, assistants to the president and finance officers submitted by the president and making recommendations to the Board of Directors;
16. assessing the independence of independent Directors of the Bank;
17. making recommendations to the Board of Directors on the appointment or reappointment of Directors of the Bank and succession planning for Directors, in particular the chairman, and the president of the Bank;
18. formulating and when appropriate, reviewing the diversification policy of the Board of Directors;
19. other responsibilities that should be discharged by the Nomination and Remuneration Committee of the Board of Directors as required by the Listing Rules;
20. other powers of the Nomination and Remuneration Committee as authorized by the Board of Directors.

(II) Remuneration policies

The remuneration management of the Bank adheres to the employee-oriented, efficiency-oriented, performance-linked and fair principles. According to the requirements of relevant laws and regulations and industry supervision, the

remuneration structure is designed based on the concept of paying for abilities, responsibilities and contributions, and a sound remuneration management system and a scientific and reasonable incentive and restraint mechanism have been established.

The Bank gave full play to the guiding role of remuneration in operation and risk management and control. In accordance with the principle of combining immediate incentives with long-term incentives and combining effective incentives and responsibility constraints, the Bank implemented deferred payment of performance-based remuneration for applicable personnel, and improved the management measures of relevant performance recovery and deduction, so as to further promote the senior management and employee's stable operation and sustainable development of the Bank.

(III) Basic information on the remuneration of senior management members

The Bank provides remuneration for its senior management members in accordance with the Remuneration Management Measures for Senior Management Members of the Head Office of Zhongyuan Bank Co., Ltd. (《中原銀行股份有限公司總行高級管理人員薪酬管理辦法》), the Rules for the Implementation of Remuneration Management for Senior Management Members of the Head Office of Zhongyuan Bank Co., Ltd. (《中原銀行股份有限公司總行高級管理人員薪酬管理實施細則》), and the Performance Assessment Measures for Senior Management Members of the Head Office of Zhongyuan Bank Co., Ltd. (《中原銀行股份有限公司總行高級管理人員業績考核辦法》).

Part Two: Capital Adequacy Ratio Plan for 2023²**I. CAPITAL ADEQUACY RATIO MANAGEMENT TARGETS FOR 2022****(I) Regulatory policy requirements**

According to the Regulation Governing Capital of Commercial Banks (Provisional) (《商業銀行資本管理辦法(試行)》), the minimum requirements for core tier-one capital adequacy ratio, tier-one capital adequacy ratio and capital adequacy ratio are 7.5%, 8.5% and 10.5%, respectively. At the same time, in accordance with the Notice on the Establishment of the Buffer Mechanism for Counter-cyclical Capital (《關於建立逆週期資本緩衝機制的通知》), the Bank shall reserve sufficient capital to effectively cope with the periodic adjustment requirements for the buffer mechanism for counter-cyclical capital. In addition, the capital and leverage indicators that carry veto power in the MPA assessment require that capital adequacy ratio shall be no less than the macro-prudential capital adequacy ratio.

(II) Business development needs

The target of capital adequacy ratio is set on the basis of the annual operation plan for the current year, upon full consideration of the changes in risk-weighted assets and the endogenous capital growth due to business development, in combination with the operation strategy orientation of “light capital and light costs”, thus gradually reducing the RWA coefficient and improving the efficiency of capital use.

In case of significant changes in the economic and financial situation and changes in external regulatory requirements for the year, the Bank will adjust the administrative target of capital adequacy ratio in due time.

II. CAPITAL ADEQUACY IN 2022

The capital adequacy ratio is a regulatory indicator of the CBIRC. In order to meet the regulatory requirements, Capital Adequacy Ratio Plan for 2022 is prepared based on the regulatory filing of the parent company submitted to the CBIRC.

At the end of 2022, the core tier-one capital adequacy ratio, the tier-one capital adequacy ratio and the capital adequacy ratio submitted by the Bank for regulatory filing were 7.86%, 9.68% and 12.40%, respectively, representing a decrease of 0.98 percentage point, 1.06 percentage points and 1.17 percentage points as compared with the beginning of the year.

² This plan is based on the regulatory filing of the parent company.

The net core tier-one capital was RMB58.8 billion, the net tier-one capital was RMB72.5 billion and the net capital was RMB92.8 billion, representing an increase of RMB14.25 billion, RMB18.25 billion and RMB24.348 billion, respectively, as compared with the beginning of the year.

The total amount of risk-weighted assets was RMB748.533 billion, representing an increase of RMB244.016 billion as compared with the beginning of the year. Through taking proactive measures to optimize the structures of assets and liabilities and continuously clean up the inefficient assets both on and off the balance sheet, the limit of risk-weighted assets was properly controlled and the efficiency of capital use was continuously improved.

III. BUSINESS PLAN FOR 2023

According to the asset and liability development target of the Bank for 2023, the Bank has made the business plan for 2023 after comprehensively considering these factors, such as profitability, dividend policy, risk preference and policy guidance.

In 2023, the Bank will continue to maintain its policy orientation of credit support for private small and micro enterprises, its asset structure will be further tilted towards credit assets, and the asset allocation will continue to return to its original purpose. It is expected that the risk-weighted assets will increase by approximately RMB60 billion due to business development. By the end of 2023, the Bank's capital adequacy ratio for regulatory filing is expected to be no less than 12.5%, which complies with regulatory requirements.

If the external environment changes during the current year, the Bank will make appropriate adjustments according to the actual situation.

IV. CAPITAL REPLENISHMENT NEEDS IN 2023

The Bank adheres to the capital replenishment principle of placing endogenous accumulation primarily assisted by exogenous supplement, and raises funds through multiple channels and methods to ensure adequate capital levels. According to the Bank's business development plan for 2023, it is expected to ensure a stable capital adequacy ratio at all levels in 2023 by further improving the efficiency of capital utilization, increasing endogenous retention and issuing debt financing instruments, etc.

V. ADMINISTRATIVE MEASURES FOR CAPITAL ADEQUACY RATIO**(I) Continuing to adjust the asset structure and vigorously developing capital-light businesses**

The Bank will continue to support the development of the real economy as its business philosophy, promote the “capital-light and cost-light” business model, continue to adjust and optimize the structure of the on- and off- balance sheet assets, and increase the proportion of the on- and off-balance sheet businesses with high comprehensive income and low capital occupation.

(II) Refining the management of various assets to reduce the coefficient on risk-weighted assets

The Bank will continue to strengthen the refined management of various assets to realize the penetration measurement of risk-weighted assets and save capital consumption. The Bank will strengthen the management and control of risk-weighted asset limits for each line, guide business lines to manage risk-weighted asset quotas in a refined manner, and enhance the awareness of capital conservation. The Bank will strengthen the management and control of inefficient assets on and off the balance sheet to reduce the occupation of invalid assets.

(III) Improving the economic capital assessment system and constantly optimizing the capital assessment methods

To improve the capital constraint incentive mechanism, the Bank will closely combine the capital allocation with budget management and performance assessment, and realize the steady development of all businesses under regulatory constraints in accordance with the allocation principle of “risk and return optimization”.

(IV) Replenishing capital through multiple channels to ensure the stable capital adequacy level

Keeping a close eye on the regulatory policies and market conditions, the Bank will accelerate the issuance of perpetual bonds, actively study various capital replenishment instruments such as convertible bonds and domestic preference shares, and expand capital replenishment channels, thus providing a strong guarantee for the steady development of the Bank.

To further strengthen capital management, improve the capital replenishment and constraint mechanism, and set up the business philosophy of overall balance in capital, benefit and risk, the Bank has formulated the Capital Replenishment and Use Planning for 2023-2025 according to the relevant regulatory requirements and the future development plan of the Bank.

I. PRINCIPLES OF FORMULATION

(I) Continuously meeting the regulatory requirements

The Bank strictly implements the requirements on capital adequacy ratio at all levels stipulated in the Regulation Governing Capital of Commercial Banks (Provisional), and adheres to the bottom line of continuously meeting the regulatory requirements, and takes it as the precondition for the formulation of capital planning of the Bank.

(II) Supporting the future business development

The Bank's capital planning is formulated in line with the requirements of future business development. After the Merger by Absorption, the business of the Bank has entered into a stable development stage after its optimization and integration. Besides, an adequate capital guarantee is an important foundation for continuously supporting and promoting business development.

(III) Remaining at a reasonable level among the inter-bank

Referring to the inter-bank and taking the city commercial banks with similar asset sizes as benchmarks, the capital planning of the Bank shall ensure that the Bank's capital adequacy ratio remains at a reasonable level among the inter-bank and has sufficient risk resistance.

(IV) Optimizing the capital structure

The Bank's capital planning has fully considered the rationality and stability of the capital structure, combined with the diversity of current capital instrument replenishment, and actively explored the use of special bonds, perpetual bonds, tier-two capital bonds and other methods to enhance the capital strength and optimize the capital structure.

II. CAPITAL PLANNING TARGETS

Considering the actual condition of capital replenishment of the Bank, on the basis that the capital adequacy ratio target meets the minimum regulatory requirements, in 2025, core tier-one capital adequacy ratio, tier-one capital adequacy ratio and capital adequacy ratio will reach 8.5%, 9.5% and 12.5%, all of which are not lower than standards for systematically important banks.

III. BUSINESS DEVELOPMENT PLAN OF THE BANK

The planning for the future business development of the Bank is based on the development objectives of the Bank's assets and liabilities for 2023-2025 and comprehensively taking into account factors such as the profitability, redemption of capital instruments and dividend payments in the future.

(I) Asset size

The Bank will further return to the origin for its asset allocation, with more emphasis on credit assets. The Bank will continue to increase the corporate loans to private small and micro enterprises, and increase consumer loans and credit card loans in retail loans. The Bank will increase the allocation proportion of rate bond in inter-bank asset, and compress structured financing and inter-bank investments, to further practice the light capital development model.

(II) Risk-weighted assets

Based on the business development plan, along with the Bank's asset structure adjustment, the Bank will further improve its risk-weighted asset allocation management system and efficiently dispose of inefficient assets, resulting in a gradual decrease in the risk-weighted asset coefficient.

(III) Maturity of existing capital instruments

Based on the Bank's holdings of existing capital instruments, a total of RMB22.6 billion of capital instruments will need to be redeemed from 2023 to 2025, including RMB13 billion of tier-2 capital bonds and perpetual bonds, and USD1.395 billion of preference shares.

(IV) Replenishment of endogenous capital

Based on the Bank's profit forecast, dividend distribution and the deduction of regulatory capital threshold due to deferred income tax assets in the next three years, it is expected that the endogenous capital will be replenished by RMB6.5 billion in total from 2023 to 2025.

(V) Capital shortfall

In conclusion, after taking into account the maturity of capital instruments and relying only on endogenous capital replenishment, the total capital shortfall for 2023-2025, as measured by the target capital adequacy ratio, will be RMB25.8 billion.

IV. FUTURE CAPITAL REPLENISHMENT PLAN

Based on the current existing capital instruments, the Bank's existing capital instruments will be redeemed and integrated for re-issuance. The capital instruments of RMB22.6 billion in total will mature from 2023 to 2025, and the proposed capital replenishment will be RMB32 billion according to the actual situation of the Bank.

V. FOLLOW-UP MANAGEMENT MEASURES**(I) Continuously practicing the capital-light principle and vigorously developing capital-light business**

The Bank will continue to implement the business model of capital-light operation with a focus on the business idea of supporting the development of local real economy. On the premise of reasonably determining the growth rate of asset size, the Bank will improve its capital allocation strategy, promote the adjustment and optimization of the structure of on- and off-balance sheet assets, and increase the proportion of on- and off-balance sheet businesses with high comprehensive income and low capital occupation.

(II) Establishing the internal evaluation procedure for capital and strengthening the capital monitoring and early warning management

In combination with the regulatory requirements and the Bank's business development needs, the Bank will continue to improve the endogenous capital evaluation procedures, and assess the capital adequacy status on a regular basis, so as to ensure that the capital adequacy is compatible with the risk management, while ensuring that the capital adequacy complies with regulatory requirements. The Bank will regularly or irregularly monitor the capital adequacy status and formulate corresponding capital contingency plans to ensure that the Bank's capital reserves could cope with adverse changes in market conditions and meet future development needs.

The Articles of Association of Zhongyuan Bank Co., Ltd.
(Comparative Tables of the Amendments)

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
1.	<p>Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the “Bank”), its shareholders and creditors, and regulating the organization and activities of the Bank, the Articles of Association (the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on the Corporate Governance of Commercial Banks and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Constitution of the Communist Party of China (the “Party Constitution”) as well as other relevant laws and regulations, departmental rules, relevant regulations of the securities regulatory authorities in the locality in which the shares of the Bank are listed in light of the actual condition of the Bank.</p>	<p>Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the “Bank”), its shareholders and creditors, and regulating the organization and activities of the Bank, the Articles of Association (the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on the Corporate Governance of Commercial Banks <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u> and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Constitution of the Communist Party of China (the “Party Constitution”) as well as other relevant laws and regulations, departmental rules, relevant regulations of the securities regulatory authorities in the locality in which the shares of the Bank are listed in light of the actual condition of the Bank.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
2.	<p>Article 16 Upon approval of the banking regulatory and administrative authorities under the State Council, the securities regulatory and administrative authorities under the State Council and other relevant regulatory authorities, the Bank may issue shares to domestic investors and overseas investors.</p> <p>The term of “overseas investors” referred to in the preceding paragraph shall mean investors from foreign countries and from the Hong Kong Special Administrative Region (“Hong Kong”) of the People’s Republic of China (the “PRC”), Macao Special Administrative Region and Taiwan Region who have subscribed for the shares issued by the Bank. The term of “domestic investors” referred to in the preceding paragraph shall mean investors other than those mentioned above who have subscribed the shares issued by the Bank and are located within the PRC.</p>	<p>Article 16 Upon approval of the banking regulatory and administrative authorities under the State Council, the securities regulatory and administrative authorities under the State Council and other relevant regulatory authorities, the Bank may issue shares to domestic investors and overseas investors.</p> <p>The term of “overseas investors” referred to in the preceding paragraph shall mean investors from foreign countries and from the Hong Kong Special Administrative Region (“Hong Kong”) of the People’s Republic of China (the “PRC”), Macao Special Administrative Region of the PRC and Taiwan Region of the PRC who have subscribed for the shares issued by the Bank. The term of “domestic investors” referred to in the preceding paragraph shall mean investors other than those mentioned above who have subscribed the shares issued by the Bank and are located within the PRC.</p>
3.	<p>Article 26 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained at a shareholders’ general meeting in accordance with the Articles. The Bank may, having first obtained the prior approval at a shareholders’ general meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts.</p> <p>For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but shall not be limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchase shares.</p> <p>The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein.</p> <p>Where the Bank has the right to repurchase redeemable shares, the repurchase price shall be set at a maximum price if the repurchases are not conducted through the market or by tender. If repurchases are conducted by tender, tenders shall be made available to all shareholders in the same manner.</p>	<p>Article 26 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained at a shareholders’ general meeting in accordance with the Articles. The Bank may, having first obtained the prior approval at a shareholders’ general meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts.</p> <p>For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but shall not be limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchase shares.</p> <p>The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein.</p> <p>Where the Bank has the right to repurchase redeemable shares, the repurchase price shall be set at a maximum price if the repurchases are not conducted through the market or by tender. If repurchases are conducted by tender, tenders shall be made available to all shareholders in the same manner.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
4.	<p>Article 47 If the share certificates (i.e. the “Original Share Certificates”) of any shareholders registered in the register of shareholders or any persons who requests to register their names (description) in the register of shareholders are lost, these shareholders or persons may apply to the Bank for replacement share certificates in respect of such shares (i.e. the “Relevant Shares”).</p> <p>If a holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the Company Law.</p> <p>If a holder of overseas listed foreign shares loses his share certificates and applies for their replacements, it may be dealt with in accordance with the relevant laws of the place where the original register of shareholders of overseas listed foreign shares is maintained, the rules of relevant securities regulatory authorities at the location where the shares of the Bank are listed or other relevant regulations.</p> <p>If a holder of H shares loses his share certificates and applies for their replacement, the issue of replacement share certificates shall comply with the following requirements:</p> <p>(I) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason the applicant is making the application, the circumstances in which the share certificate(s) was/were lost with supporting evidence, and a declaration that no other persons can request to be registered as a shareholder in respect of the Relevant Shares.</p> <p>(II) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over such shares before the Bank decides to issue replacement share certificates.</p>	<p>Article 47 If the share certificates (i.e. the “Original Share Certificates”) of any shareholders registered in the register of shareholders or any persons who requests to register their names (description) in the register of shareholders are lost, these shareholders or persons may apply to the Bank for replacement share certificates in respect of such shares (i.e. the “Relevant Shares”).</p> <p>If a holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the Company Law.</p> <p>If a holder of overseas listed foreign shares loses his share certificates and applies for their replacements, it may be dealt with in accordance with the relevant laws of the place where the original register of shareholders of overseas listed foreign shares is maintained, the rules of relevant securities regulatory authorities at the location where the shares of the Bank are listed or other relevant regulations.</p> <p>If a holder of H shares loses his share certificates and applies for their replacement, the issue of replacement share certificates shall comply with the following requirements:</p> <p>(I) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason the applicant is making the application, the circumstances in which the share certificate(s) was/were lost with supporting evidence, and a declaration that no other persons can request to be registered as a shareholder in respect of the Relevant Shares.</p> <p>(II) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over such shares before the Bank decides to issue replacement share certificates.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(III) The Bank shall, if it decides to issue a replacement share certificate to the applicant, make an announcement of its intention to issue the replacement share certificate in such newspapers as designated by the Board. The announcement shall be made at least once every thirty days for a period of ninety days.</p> <p>(IV) The Bank shall have, prior to the publication of its announcement of intention to issue a replacement certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Bank may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety days.</p> <p>In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the relevant shares, the Bank shall send by post to such registered shareholder a copy of the announcement to be published.</p> <p>(V) If, upon expiration of the ninety-day period of announcement and exhibition as stipulated in (III) and (IV) of this Article, the Bank has not received from any person any objection regarding the issue of replacement share certificate, the Bank may issue a replacement share certificate to the applicant according to his application.</p> <p>(VI) Where the Bank issues a replacement share certificate under this Article, it shall forthwith cancel the original share certificate and enter the cancellation and issue in the register of shareholders accordingly.</p>	<p>(III) The Bank shall, if it decides to issue a replacement share certificate to the applicant, make an announcement of its intention to issue the replacement share certificate in such newspapers as designated by the Board. The announcement shall be made at least once every thirty days for a period of ninety days.</p> <p>(IV) The Bank shall have, prior to the publication of its announcement of intention to issue a replacement certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Bank may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety days.</p> <p>In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the relevant shares, the Bank shall send by post to such registered shareholder a copy of the announcement to be published.</p> <p>(V) If, upon expiration of the ninety-day period of announcement and exhibition as stipulated in (III) and (IV) of this Article, the Bank has not received from any person any objection regarding the issue of replacement share certificate, the Bank may issue a replacement share certificate to the applicant according to his application.</p> <p>(VI) Where the Bank issues a replacement share certificate under this Article, it shall forthwith cancel the original share certificate and enter the cancellation and issue in the register of shareholders accordingly.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(VII) All expenses relating to the cancellation of an original share certificate and the issue of a replacement share certificate by the Bank shall be borne by the applicant. The Bank is entitled to refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.</p> <p>If the Bank is authorized to issue warrant to the bearer, no new warrant shall be issued to replace the original one that has been lost, unless the Bank is satisfied without reasonable doubt that the original warrant has been destroyed.</p>	<p>(VII) All expenses relating to the cancellation of an original share certificate and the issue of a replacement share certificate by the Bank shall be borne by the applicant. The Bank is entitled to refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.</p> <p>If the Bank is authorized to issue warrant to the bearer, no new warrant shall be issued to replace the original one that has been lost, unless the Bank is satisfied without reasonable doubt that the original warrant has been destroyed.</p>
5.	<p>Article 52 Holders of the ordinary shares of the Bank shall enjoy the following rights (if these Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply):</p> <p>(I) To receive dividends and other kinds of distributions according to the number of shares held by them;</p> <p>(II) To request, convene, preside, attend in person or appoint a proxy to attend the shareholders' general meeting, and to exercise their voting rights according to the number of shares held by them;</p> <p>(III) To supervise the operation of the Bank, and to make suggestions or enquiries accordingly;</p> <p>(IV) To transfer, bestow, pledge or otherwise dispose of shares held by them in accordance with the laws, administrative regulations, relevant regulations of the securities regulatory authorities in the listing place and the Articles;</p> <p>(V) To obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the locality in which the shares of the Bank are listed and the Articles, including:</p> <p style="padding-left: 20px;">1. to obtain a copy of the Articles after paying the costs and expenses incurred;</p>	<p>Article 52 Holders of the ordinary shares of the Bank shall enjoy the following rights (if these Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply):</p> <p>(I) To receive dividends and other kinds of distributions according to the number of shares held by them;</p> <p>(II) To legally request, convene, preside, attend in person or appoint a proxy to attend the shareholders' general meeting, and to exercise their voting rights according to the number of shares held by them;</p> <p>(III) To supervise the operation of the Bank, and to make suggestions or enquiries accordingly;</p> <p>(IV) To transfer, bestow, pledge or otherwise dispose of shares held by them in accordance with the laws, administrative regulations, relevant regulations of the securities regulatory authorities in the listing place and the Articles;</p> <p>(V) To obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the locality in which the shares of the Bank are listed and the Articles, including:</p> <p style="padding-left: 20px;">1. to obtain a copy of the Articles after paying the costs and expenses incurred;</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>2. have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) the personal information of the directors, supervisors, president and other senior management personnel of the Bank;</p> <p>(3) status of the Bank's share capital;</p> <p>(4) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</p> <p>(5) minutes of the shareholders' general meeting;</p> <p>(6) the special resolutions of the Bank;</p> <p>(7) the latest audited financial statements, directors' reports, auditors' report and report of the Bank's Board of Supervisors;</p> <p>(8) a copy of the latest annual report or annual return already submitted to the State Administration for Industry and Commerce of PRC or other competent bodies.</p> <p>The documents referred to in items (1), (3), (4), (5), (6), (7) and (8) shall be maintained at the Hong Kong address of the Bank in accordance with the Hong Kong Listing Rules and available for inspection free of charge by both the public and shareholders of H shares, whereas item (5) will only be available for inspection by the shareholders.</p>	<p>2. have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) the personal information of the directors, supervisors, president and other senior management personnel of the Bank;</p> <p>(3) status of the Bank's share capital;</p> <p>(4) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</p> <p>(5) minutes of the shareholders' general meeting;</p> <p>(6) the special resolutions of the Bank;</p> <p>(7) the latest audited financial statements, directors' reports, auditors' report and report of the Bank's Board of Supervisors;</p> <p>(8) a copy of the latest annual report or annual return already submitted to the State Administration for Market Regulation Industry and Commerce of PRC or other competent bodies.</p> <p>The documents referred to in items (1), (3), (4), (5), (6), (7) and (8) shall be maintained at the Hong Kong address of the Bank in accordance with the Hong Kong Listing Rules and available for inspection free of charge by both the public and shareholders of H shares, whereas item (1) and item (5) will only be available for inspection by the shareholders <u>free of charge, and for copying by the shareholders at reasonable charges.</u></p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>Copies of the minutes of the meetings shall be available for inspection during business hours of the Bank by any shareholder free of charge. If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within seven (7) days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involves the Bank's trade secrets and/or inside information.</p> <p>(VI) To participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(VII) To demand the Bank to repurchase their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting of the Bank in relation to the merger or division of the Bank);</p> <p>(VIII) To have other rights required in accordance with the laws, administrative regulations, departmental rules and the Articles.</p> <p>If any person holding an interest in the shares either directly or indirectly exercises their rights without disclosing their rights to the Bank, the Bank shall not compromise the rights of such persons by freezing it or in any other manner only on this ground.</p>	<p>Copies of the minutes of the meetings shall be available for inspection during business hours of the Bank by any shareholder free of charge. If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within seven (7) days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involves involve the Bank's trade secrets and/or inside information.</p> <p>(VI) To participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(VII) To demand the Bank to repurchase their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting of the Bank in relation to the merger or division of the Bank);</p> <p>(VIII) To have other rights required in accordance with the laws, administrative regulations, departmental rules and the Articles.</p> <p>If any person persons holding an interest in the shares of the Bank either directly or indirectly exercises exercise their rights without disclosing their rights interest to the Bank, the Bank shall not compromise the rights of such persons by freezing it them or in any other manner only on this ground.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
6.	<p>Article 57 Shareholders of ordinary shares of the Bank shall have the following obligations (if these Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply):</p> <p>(I) To abide by the laws, regulations, regulatory requirements and the Articles;</p> <p>(II) To contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution;</p> <p>(III) Not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations;</p> <p>(IV) To report to the Board of Directors in a timely, complete and truthful manner regarding the particulars of its related enterprises, its related party relationship with other shareholders and its shareholdings in other commercial banks;</p> <p>(V) Not to abuse their rights in harming the interests of the Bank or other shareholders; not to abuse the Bank's status as an independent, separate legal entity and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/her/its rights and causes damage to the Bank or other shareholders, he/she/it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank's status as an independent, separate legal entity and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p> <p>(VI) Shareholders shall protect the interests of the Bank such that the terms of credit provided to its shareholders shall not be more favorable than those provided to other borrowers if the loans concerned are in the same category; a shareholder's voting right at general meetings as well as the voting rights of the directors nominated by him when he/she has overdue loans payable to the Bank;</p>	<p>Article 57 Shareholders of ordinary shares of the Bank shall have the following obligations (if these Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply):</p> <p>(I) To abide by the laws, regulations, regulatory requirements and the Articles;</p> <p>(II) To contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution. <u>To use their own funds obtained from legitimate sources to acquire equity of the Bank, rather than using entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations or regulatory system;</u></p> <p>(III) <u>To comply with the regulatory requirements on the proportion of shareholding and the number of shareholding institutions, and not to entrust others to hold shares of the Bank or hold on behalf of others the shares of the Bank.</u> Not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations;</p> <p>(IV) To report to the Board of Directors in a timely, complete and truthful manner regarding the particulars of its related enterprises, its related party relationship with other shareholders and its shareholdings in other commercial banks; <u>According to laws and regulations as well as regulatory requirements, to report to the Bank in a timely, complete and truthful manner, among others, the financial information, shareholding structure, source of capital contribution, controlling shareholders, de facto controllers, related parties, parties acting in concert, ultimate beneficial owners, and investments in other financial institutions;</u></p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(VII) Shareholders shall exercise their rights as capital contributors strictly in compliance with the laws, regulations and the Articles. They shall not seek inappropriate interest, intervene the decision-making, management and other rights of the Board of Directors and senior management in accordance with the Articles, bypass the Board of Directors and senior management to directly intervene the operations and management of the Bank, and damage the interests of the Bank and the legitimate rights and interests of other stakeholders;</p> <p>(VIII) Shareholders shall support the reasonable capital plans formulated by the Board of Directors to enable the Bank to meet regulatory capital requirements constantly;</p> <p>(IX) Substantial shareholders shall replenish capital to the Bank where necessary;</p> <p>(X) When the Bank is not able to meet regulatory capital requirements, the Bank will formulate capital replenishment plan to enable the capital adequacy ratio meet regulatory requirements within prescribed period and replenish capital by way of increasing core capital or taking other measures. Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the entry of new qualified shareholders;</p> <p>(XI) Shareholders who are subject to approval of the regulatory authorities but have not reported to the regulatory authorities shall not exercise right to call a general meeting, right to vote, right to nominate, right to make proposals and right of disposal etc.;</p>	<p><u>(V) According to laws and regulations as well as regulatory requirements, to timely report to the Bank in writing any changes in the controlling shareholders, de facto controllers, related parties, parties acting in concert and ultimate beneficial owners of the relevant shareholders;</u></p> <p><u>(VI) According to laws and regulations as well as regulatory requirements, to timely report to the Bank in writing the merger, division, imposition of regulatory measures on the relevant shareholder such as suspension of business, designation of trustee, takeover or revocation on it, or its process of dissolution, liquidation or bankruptcy, or any changes in its legal representative, company name, operating place, operating scope and other major matters;</u></p> <p><u>(VII) According to laws and regulations as well as regulatory requirements, to timely report to the Bank in writing any occurrence where the shares of the Bank held by the shareholder are involved in litigation, arbitration, imposition of legal enforcement by judicial bodies, pledges or release of pledges;</u></p> <p><u>(VIII) The shareholder's transfer of or pledge over the shares in the Bank, or entering into of any related party transactions with the Bank, shall abide by laws and regulations as well as regulatory requirements without prejudicing the interests of other shareholders and the Bank;</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(XII) For shareholders who make misrepresentation, misuse shareholders' rights or have other conducts that damage the Bank's interests, the banking regulators under the State Council may restrict or prohibit the Bank from conducting related party transactions with such shareholder, restrict the limit of his/her/its shareholding in the Bank and ratio of equity pledge etc., and may restrict his/her/its right to call a general meeting, right to vote, right to nominate, right to make proposals and right of disposal etc.;</p> <p>(XIII) Other obligations imposed by laws and administrative regulations as well as the Articles.</p> <p>Shareholders shall not be liable to any further contribution of the share capital other than such terms as agreed by the subscriber(s) of the relevant shares at the time of subscription.</p>	<p>(XII) <u>Shareholders and their controlling shareholders and actual controllers shall not abuse the shareholder's rights or use related party relations to harm the legal interest of the Bank or any other shareholders and stakeholders, and shall not interfere in the decision-making power and management power entitled to the Board and senior management pursuant to the Articles, and shall not bypass the Board and senior management to directly intervene in the operations and management of the Bank;</u> Not to abuse their rights in harming the interests of the Bank or other shareholders; not to abuse the Bank's status as an independent, separate legal entity and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/her/its rights and causes damage to the Bank or other shareholders, he/she/it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank's status as an independent, separate legal entity <u>and the limited liability of shareholders</u> and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p> <p>(XIII) <u>Shareholders shall protect the interests of the Bank such that the terms of credit provided to its shareholders shall not be more favorable than those provided to other borrowers if the loans concerned are in the same category; a shareholder's voting right at general meetings as well as the voting rights of the directors nominated by him/her at the Board meetings shall be restricted</u> when he/she has overdue loans payable to the Bank;</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		<p>(VIIIXI) Shareholders shall exercise their rights as capital contributors strictly in compliance with the laws, regulations and the Articles. They shall not seek inappropriate interest, intervene the decision-making, management and other rights of the Board of Directors and senior management in accordance with the Articles, bypass the Board of Directors and senior management to directly intervene the operations and management of the Bank, and damage the interests of the Bank and the legitimate rights and interests of other stakeholders;</p> <p>(VIIIXII) Shareholders shall support the reasonable capital plans formulated by the Board of Directors of the Bank to enable the Bank to meet regulatory capital requirements constantly;</p> <p>(IX) Substantial shareholders shall replenish capital to the Bank where necessary;</p> <p>(XIII) When the Bank is not able to meet regulatory capital requirements, the Bank will formulate capital replenishment plan to enable the capital adequacy ratio meet regulatory requirements within prescribed period and replenish capital by way of increasing core capital or taking other measures. Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the entry of new qualified shareholders;</p> <p>(XIV) Shareholders who are subject to approval of the regulatory authorities but have not reported to the regulatory authorities shall not exercise right to call a general meeting, right to vote, right to nominate, right to make proposals and right of disposal etc.;</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		<p>(XHV) For shareholders who make misrepresentation, misuse shareholders' rights or have other conducts that damage the Bank's interests, the banking regulators under the State Council may restrict or prohibit the Bank from conducting related party transactions with such shareholder, restrict the limit of his/her/its shareholding in the Bank and ratio of equity pledge etc., and may restrict his/her/its right to call a general meeting, right to vote, right to nominate, right to make proposals and right of disposal etc.;</p> <p><u>(XVI) In the event of any risk events or major violations, the Bank will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws and regulations, administrative regulations and departmental rules and the recovery and disposal plan formulated by the Bank, and the shareholders shall cooperate with the regulatory authorities in carrying out investigations and risk disposal;</u></p> <p>(XHVII) Other obligations imposed by laws and administrative regulations as well as the Articles.</p> <p><u>The major shareholders of the Bank shall make commitments truthfully and fulfill their commitments effectively in accordance with relevant laws and regulations and regulatory requirements, and actively cooperate with the banking supervision and administration authorities of the State Council and the Bank in the assessment of shareholders' commitments. The content of the undertakings shall be accurate, standardized and enforceable, and the responsibilities and obligations of the major shareholders shall be implemented. If the major shareholder breaches the undertakings, the Bank may take corresponding restrictive measures against the shareholder in accordance with the relevant laws and regulations, regulatory requirements and these Articles of Association.</u></p> <p>Shareholders shall not be liable to any further contribution of the share capital other than such terms as agreed by the subscriber(s) of the relevant shares at the time of subscription.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
7.	<p>Article 65</p> <p>.....</p> <p>The term “acting in concert” referred to in this article means over two shareholders who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights, the same expression of opinions will be adopted (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p> <p>.....</p> <p>Substantial shareholders referred to in the Articles means the shareholder who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank and have a significant impact upon the decision-making of the Bank.</p>	<p>Article 65</p> <p>.....</p> <p>The term “acting in concert” referred to in this article means <u>the act or fact that</u> over two shareholders who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights, the same expression of opinions will be adopted (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p> <p>.....</p> <p>Substantial shareholders referred to in the Articles means the shareholder who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank, <u>or holds less than 5% of the total capital or total shares but has a significant impact upon the operation and management of the Bank</u> and have a significant impact upon the decision-making of the Bank.</p> <p><u>The “significant impact” referred to in the preceding paragraph includes, but is not limited to, nominating or dispatching directors, supervisors or senior management personnel to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by the regulatory authorities.</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
8.	<p>Article 66 The Committee of the Communist Party of Zhongyuan Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. The secretary to the Party Committee and the chairman of the Board of Directors shall be the same person in principle. Eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.</p>	<p>Article 66 The Committee of the Communist Party of Zhongyuan Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. The secretary to the Party Committee and the chairman of the Board of Directors shall be the same person in principle. <u>The Bank adheres to and improves the leadership system of “two-way membership and cross office holding”.</u> Eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.</p> <p><u>The CPC Henan Provincial Commission for Discipline Inspection and the Henan Provincial Supervisory Committee (hereinafter referred to as the “Henan Provincial Commission for Discipline Inspection”) shall dispatch a discipline inspection team to the Bank, with the number of internal departments and positions to be established in accordance with the requirements of the Henan Provincial Commission for Discipline Inspection.</u></p> <p><u>The Bank shall set up Party’s working offices such as the Party committee office and the Party committee organization department, staffed with a certain percentage of full-time and part-time staff for Party’s affairs. Its branches, subsidiaries, and internal functional departments shall set up Party committees, general Party branches and Party branches according to work needs and the number of Party members, directly subject to the leadership by the higher-level Party organization. In accordance with the relevant rules of the higher-level authorities, the Bank shall ensure that the Party organization shall be provided with working funds through various means such as the inclusion of management expenses and the retention of Party fees into these funds.</u></p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
9.	<p>Article 67 Major business management matters of the Bank must be studied and discussed by the Party Committee, and then the Board of Directors or senior management shall make a decision thereon. The Party Committee shall mainly perform the following responsibilities:</p> <p>.....</p> <p>(5) Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank's ideological work, ideological and political work, the united front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union and the Communist Youth League, lead the construction of the Party's working style and its clean and honest administration, and support the discipline inspection team of Henan provincial commission for discipline inspection stationed in Zhongyuan Bank Co., Ltd. in earnestly performing its supervisory responsibilities;</p>	<p>Article 67 <u>The Party Committee shall focus on political direction, leadership, basic system, major decisions and Party building, and earnestly assume the responsibility of strictly managing and governing the Party.</u> Major business management matters of the Bank must be studied and discussed by the Party Committee, and then the Board of Directors or senior management shall make a decision thereon. The Party Committee shall mainly perform the following responsibilities:</p> <p>.....</p> <p>(5) Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank's ideological work, ideological and political work, the united front work, the cultural and ethical progress; <u>and</u> corporate culture cultivation as well as, <u>lead</u> the work of groups such as the Labor Union and the Communist Youth League, lead the construction of the Party's working style and its clean and honest administration, and support the discipline inspection team of Henan provincial commission for discipline inspection stationed in Zhongyuan Bank Co., Ltd. in earnestly performing its supervisory responsibilities;</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
10.	<p>Article 69 The shareholders' general meetings shall exercise the following powers:</p> <p>(I) deciding on the business policies and investment plans of the Bank;</p> <p>(II) electing and replacing directors and deciding on matters concerning their remunerations;</p> <p>(III) electing and replacing supervisors not appointed from staff representatives, and deciding on matters concerning supervisors' remuneration;</p> <p>(IV) examining and approving reports of the Board of Directors;</p> <p>(V) examining and approving reports of the Board of Supervisors;</p> <p>(VI) examining and approving the Bank's annual financial budget and final account proposals;</p> <p>(VII) examining and approving the Bank's plans for profit distribution and loss make-up;</p> <p>(VIII) to adopt resolutions concerning the increase and reduction of the registered capital, issuance of bonds or other securities and listing of the Bank;</p> <p>(IX) to adopt resolutions on matters such as repurchase of shares of the Bank, merger, division, changing of corporate form, dissolution and liquidation of the Bank;</p> <p>(X) to amend the Articles;</p> <p>(XI) to adopt resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm;</p> <p>(XII) to examine proposals raised by the shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as "Proposing Shareholders");</p>	<p>Article 69 The shareholders' general meetings shall exercise the following powers:</p> <p>(I) deciding on the business policies and investment plans of the Bank;</p> <p>(II) electing and replacing directors <u>not appointed by staff representatives</u> and deciding on matters concerning their remunerations;</p> <p>(III) electing and replacing supervisors not appointed from staff representatives, and deciding on matters concerning supervisors' remuneration;</p> <p>(IV) examining and approving reports of the Board of Directors;</p> <p>(V) examining and approving reports of the Board of Supervisors;</p> <p>(VI) examining and approving the Bank's annual financial budget and final account proposals;</p> <p><u>(VII) examining and approving the rules of procedures of the shareholders' general meetings, the Board of Directors and the Board of Supervisors;</u></p> <p>(VII) examining and approving the Bank's plans for profit distribution and loss make-up;</p> <p>(VIII) to adopt resolutions concerning the increase and reduction of the registered capital, issuance of bonds or other securities and listing of the Bank;</p> <p>(IX) to adopt resolutions on matters such as repurchase of shares of the Bank, merger, division, changing of corporate form, dissolution and liquidation of the Bank;</p> <p>(X) to amend the Articles;</p> <p>(XI) to adopt resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm <u>that conducts regular statutory audits of the Bank's financial reports;</u></p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(XIII) to examine related matters concerning a single significant equity investment and disposal involving an amount exceeding 10% (exclusive) of the net asset value based on the latest published audited accounts of the Bank;	(XII to examine proposals raised by the <u>XIII</u> shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as “Proposing Shareholders”) according to law ;
	(XIV) to examine related matters concerning a single significant asset acquisition and disposal involving an amount exceeding 10% (exclusive) of the net asset value based on the latest published audited accounts of the Bank;	(XIII to examine related matters concerning a <u>XIV</u> single significant equity investment and disposal involving an amount exceeding 10% (exclusive) of the net asset value based on the latest published audited accounts of the Bank;
	(XV) to examine and approve external donations with a single amount exceeding RMB30 million (exclusive);	(XIV to examine related matters concerning a <u>XV</u> single significant asset acquisition and disposal involving an amount exceeding 10% (exclusive) of the net asset value based on the latest published audited accounts of the Bank;
	(XVI) to examine and approve other external guarantees for non-commercial bank business guarantees such as assets mortgage with a single amount exceeding RMB200 million (exclusive);	(XV to examine and approve external donations <u>XVI</u> with a single amount exceeding RMB30 million (exclusive);
	(XVII) to examine and approve the related (connected) transactions which require approval by the shareholders’ general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank’s shares are listed;	(XVI to examine and approve other external <u>XVII</u> guarantees for non-commercial bank business guarantees such as assets mortgage with a single amount exceeding RMB200 million (exclusive);
	(XVIII) to examine the stock incentive plans, employee stock ownership plans and other medium and long term incentive plans;	(XVII to examine and approve the related <u>XVIII</u> (connected) transactions which require approval by the shareholders’ general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank’s shares are listed;
	(XIX) to determine the issuance of preference shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends;	(XVIII to examine the stock incentive plans, <u>XIX</u> employee stock ownership plans and other medium and long term incentive plans;

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(XX) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, relevant regulatory authorities as well as the Articles.</p> <p>The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making power to the Board of Directors, the authorization given shall be clear and specific.</p> <p>If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions on matters to be delegated shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p>(XIX) to determine the issuance of preference <u>XX</u> shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends;</p> <p>(XX) to examine other issues which should be <u>XXI</u> decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, relevant regulatory authorities as well as the Articles.</p> <p>The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making power to the Board of Directors, and the authorization given shall be clear and specific. <u>The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board of Directors.</u></p> <p>If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions on matters to be delegated shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
11.	<p>Article 71 General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months of the date of the previous financial year. Where such meetings are required to be adjourned in any special reasons, a report shall be submitted to the Banking Regulator under the State Council with an explanation for such adjournment in time.</p> <p>The Bank shall hold an extraordinary meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles;</p> <p>(II) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital of the Bank;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (hereinafter referred to as “Proposing Shareholders”) have requested in writing to convene such a meeting;</p> <p>(IV) when the Board deems it necessary to convene such a meeting;</p> <p>(V) when the Board of Supervisors deems it necessary to convene such a meeting;</p> <p>(VI) above half of the independent directors propose with the Board of Directors to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(VII) in any other circumstances as provided for in the laws, administrative regulations, department regulations and the Articles.</p> <p>The number of shares referred to in the aforesaid item (III) shall be calculated as of the date when shareholders put forward the written request.</p>	<p>Article 71 General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months of the date of the previous financial year. Where such meetings are required to be adjourned in for any special reasons, a report shall be submitted to the Banking Regulator under the State Council with an explanation for such adjournment in time.</p> <p>The Bank shall hold an extraordinary meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles;</p> <p>(II) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital of the Bank;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (hereinafter referred to as “Proposing Shareholders”) have requested in writing to convene such a meeting;</p> <p>(IV) when the Board deems it necessary to convene such a meeting;</p> <p>(V) when the Board of Supervisors deems it necessary proposes to convene such a meeting;</p> <p>(VI) above half and no less than two of the independent directors propose with the Board of Directors to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(VII) in any other circumstances as provided for in the laws, administrative regulations, department regulations and the Articles.</p> <p>The number of shares referred to in the aforesaid item (III) shall be calculated as of the date when shareholders put forward the written request.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
12.	<p>Article 80 When the Bank is to convene an annual general meeting, the convener shall issue a written notice, at least twenty (20) working days (excluding both the date of notice and the date of meeting) prior to the date of the meeting and at least fifteen (15) days or ten (10) working days (whichever is longer, and excluding both the date of notice and the date of meeting) prior to the extraordinary general meeting, if alternate provisions are stipulated by the laws, regulations and the securities regulatory authority in the place where the shares of the Bank are listed, those provisions shall prevail.</p>	<p>Article 80 When the Bank is to convene an annual general meeting, the convener shall issue a written notice, at least twenty (20)working days (excluding both the date of notice and the date of meeting) prior to the date of the meeting and at least fifteen (15) daysor ten (10) working days (whichever is longer, and excluding both the date of notice and the date of meeting) prior to the extraordinary general meeting, if alternate provisions are stipulated by the laws, regulations and the securities regulatory authority in the place where the shares of the Bank are listed, those provisions shall prevail.</p>
13.	<p>Article 89 Any Shareholder entitled to attend and having voting rights at a shareholders' general meeting shall be entitled to appoint one or more persons (these persons need not be Shareholders) as proxies to attend and vote on their behalf. A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(I) the same right of speech as the Shareholder at the meeting;</p> <p>(II) have authority to demand or join other Shareholders in demanding a poll;</p> <p>(III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>	<p>Article 89 Any Shareholder entitled to attend and having voting rights at a shareholders' general meeting shall be entitled to appoint one or more persons (these persons need not be Shareholders) as proxies to attend and vote on their behalf. <u>If the shareholder is a corporate, it shall be entitled to appoint a representative to attend and vote at any shareholders' general meeting of the Bank and, where a corporate shareholder is so represented, it shall be treated as being present at any meeting in person. A corporate shareholder may execute a form of proxy under the hand of a duly authorized officer.</u> A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(I) the same right of speech as the Shareholder at the meeting;</p> <p>(II) have authority to demand or join other Shareholders in demanding a poll;</p> <p>(III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
14.	<p>Article 99</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p> <p>.....</p>	<p>Article 99</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p> <p>.....</p>
15.	<p>Article 105 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes.</p> <p>The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed, for no less than ten (10) years.</p>	<p>Article 105 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes.</p> <p>The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed permanently, for no less than ten (10) years.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
16.	<p>Article 109 The following matters shall be resolved by way of a special resolution:</p> <p>(I) An increase or reduction of the registered capital of the Bank;</p> <p>(II) The issuance of all kinds of stocks, bonds or other securities by the Bank;</p> <p>(III) The division, merger, any other change in the corporate form, dissolution and liquidation of the Bank;</p> <p>(IV) Amendments to the Articles;</p> <p>(V) Long term incentive plans such as Stock incentive plans and employee stock ownership plans;</p> <p>(VI) Any other matters as required by the laws, administrative regulations or the Articles, the securities regulatory authority in the place where the stocks of the Bank are listed or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.</p>	<p>Article 109 The following matters shall be resolved at the shareholders' general meeting by way of a special resolution:</p> <p>(I) An increase or reduction of the registered capital of the Bank;</p> <p>(II) The issuance and listing of all kinds of stocks, bonds or other securities by the Bank;</p> <p>(III) The division, merger, any other change in the corporate form, dissolution and liquidation of the Bank;</p> <p>(IV) Amendments to the Articles;</p> <p><u>(V) The removal of independent directors;</u></p> <p><u>(VI) The consideration and approval of medium and long</u> Long term incentive plans such as Stock stock incentive plans and employee stock ownership plans;</p> <p>(VI) Any other matters as required by the laws, <u>VII) regulations, regulatory requirements</u> administrative regulations or the Articles, the securities regulatory authority in the place where the stocks of the Bank are listed or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
17.	<p>Article 129 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). Executive director refers to a director holding other senior operation and management positions in addition to holding directorship of the Bank. Non-executive Director refers to a director who does not hold any senior operation and management positions in the Bank.</p> <p>Directors of the Bank shall be equipped with professional knowledge and working experiences required by the positions and shall be in line with the regulations of the banking regulators under the State Council. The qualification of directors shall be approved by the banking regulators under the State Council.</p>	<p>Article 129 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). Executive director refers to a director holding other senior operation and management positions in addition to holding directorship of the Bank. Non-executive Director refers to a director who does not hold any senior operation and management positions in the Bank.</p> <p><u>Members of the Board of Directors may include employee representatives. Employee representative directors shall be nominated by the labor union of the Bank, and elected or replaced by the employee representative meeting, general employee meeting or other democratic procedures of the Bank.</u></p> <p>Directors of the Bank shall be equipped with professional knowledge and working experiences required by the positions and shall be in line with the regulations of the banking regulators under the State Council. The qualification of directors shall be approved by the banking regulators under the State Council.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
18.	<p>Article 130 Directors shall be elected by the shareholders' general meeting and each office term of directors shall be three years. The office term of directors shall be renewable by re-election and reappointment upon expiration of their terms. The renewal term of independent directors shall not exceed six years.</p> <p>A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination as well as the relevant written materials on the candidate shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting for the election of such director, but at least seven (7) days before such general meeting.</p> <p>Before the expiry of any director's term of office, the shareholders' general meeting shall not dismiss the director without any reason. Subject to relevant laws and administrative regulations, a director whose term of office has not expired may be removed by an ordinary resolution (but such removal shall not cause prejudice to any claim which may be initiated by the director under any contract).</p> <p>The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the applicable laws, administrative regulations, departmental rules and the Articles.</p> <p>After a director is elected, the Bank shall timely enter into an appointment contract with such director specifying the rights and obligations between the Bank and the director, term of office of the director, liability of the director for violating the laws, regulations and these Articles and compensation for early termination by the Bank of the above contract due to certain reasons.</p>	<p>Article 130 Directors shall be elected by the shareholders' general meeting and Each office term of directors shall be three years. The office term of directors shall be renewable by re-election and reappointment upon expiration of their terms. The renewal term of independent directors shall not exceed six years.</p> <p>A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination as well as the relevant written materials on the candidate shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting for the election of such director, but at least seven (7) days before such general meeting.</p> <p>Before the expiry of any director's term of office, the shareholders' general meeting shall not dismiss the director without any reason. Subject to relevant laws and administrative regulations, a non-independent director whose term of office has not expired may be removed by an ordinary resolution by the shareholders' general meeting (but such removal shall not cause prejudice to any claim which may be initiated by the director under any contract).</p> <p>The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the applicable laws, administrative regulations, departmental rules and the Articles.</p> <p>After a director is elected, the Bank shall timely enter into an appointment contract with such director specifying the rights and obligations between the Bank and the director, term of office of the director, liability of the director for violating the laws, regulations and these Articles and compensation for early termination by the Bank of the above contract due to certain reasons.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
19.	<p>Article 132 The general procedures for nominating and electing a director of the Bank are as follows:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors can nominate candidates for directors according to the number of directors to be elected to the extent of the number specified by the Articles; Shareholders individually or jointly holding above 3% of the Bank's total shares in issue with voting rights can also nominate candidates for directors to the Board of Directors;</p> <p>(II) The Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary verification on the qualification and conditions of appointment of the candidates for directors, and propose the qualified candidates to the Board of Directors for consideration. The Board of Directors shall propose the candidates for directors to the shareholders' general meeting by way of written proposal after they are considered and approved by the Board of Directors;</p> <p>(III) The candidates for directors shall, before the convening of the shareholders' general meeting, make written undertakings, expressing their consent to their nomination, confirming the truthfulness and completeness of the publicly disclosed information and undertaking that they will duly perform their duties upon being elected;</p> <p>(IV) The Board of Directors shall, before the convening of the shareholders' general meeting, disclose the detailed information on the candidates for directors to the shareholders of the Bank in accordance with law and regulations and the Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes;</p>	<p>Article 132 The general procedures for nominating and electing a <u>non-independent</u> director of the Bank are as follows:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors can nominate candidates for <u>non-independent</u> directors according to the number of directors to be elected to the extent of the number specified by the Articles; Shareholders individually or jointly holding above 3% of the Bank's total shares in issue with voting rights can also nominate candidates for <u>non-independent</u> directors to the Board of Directors;</p> <p>(II) The Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary verification on the qualification and conditions of appointment of the candidates for <u>non-independent</u> directors, and propose the qualified candidates to the Board of Directors for consideration. The Board of Directors shall propose the candidates for <u>non-independent</u> directors to the shareholders' general meeting by way of written proposal after they are considered and approved by the Board of Directors;</p> <p>(III) The candidates for <u>non-independent</u> directors shall, before the convening of the shareholders' general meeting, make written undertakings, expressing <u>express</u> their consent to their nomination, confirming <u>ensure</u> the truthfulness and completeness of the publicly disclosed information and undertaking <u>undertake</u> that they will duly perform their duties upon being elected;</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(V) Each candidate for director shall be voted for on a separate basis at the shareholders' general meeting;</p> <p>(VI) When an additional director is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the shareholders satisfying the conditions for making such nomination shall propose a candidate to the Board of Directors for consideration. The shareholders' general meeting elects or replaces the director.</p> <p>The election of independent directors shall be made in accordance with the provisions of the Articles.</p>	<p>(IV) The Board of Directors shall, before the convening of the shareholders' general meeting, disclose the detailed information on the candidates for directors to the shareholders of the Bank in accordance with law and regulations and the Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes;</p> <p>(V) Each candidate for non-independent director shall be voted for on a separate basis at the shareholders' general meeting;</p> <p>(VI) When an additional non-independent director is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the shareholders satisfying the conditions for making such nomination shall propose a candidate to the Board of Directors for consideration. The shareholders' general meeting elects or replaces the director.</p> <p>The election of independent directors shall be made in accordance with the provisions of the Articles.</p>
20.	<p>Article 136 A director of the Bank shall spend sufficient time to perform his/her duties, and shall attend at least two-thirds of the meetings of the Board of Directors in person each year. If he/she is unable to attend for any reason, he/she may entrust another director of the same class in writing to attend the meeting on his/her behalf. If the director fails to attend the meetings of the Board of Directors either in person or entrust other directors to attend on his/her behalf two times consecutively, the director shall be deemed incapable of performing the duty, and the Board of Directors shall make a proposal to the shareholders' general meeting to dismiss such director.</p>	<p>Article 136 A director of the Bank shall spend sufficient time to perform his/her duties, and shall attend at least two-thirds of the on-site meetings of the Board of Directors in person each year. If he/she is unable to attend for any reason, he/she may entrust another director of the same class in writing to attend the meeting on his/her behalf. <u>However, an independent director shall not entrust a non-independent director to attend the meeting on his/her behalf.</u></p> <p><u>A director shall, in principle, be entrusted by no more than two directors who are not present at the meeting in person. When considering related party transactions, a non-related director shall not entrust a related director to attend the meeting on his/her behalf.</u> If the director fails to attend the meetings of the Board of Directors either in person or entrust other directors to attend on his/her behalf two times consecutively, the director shall be deemed incapable of performing the duty, and the Board of Directors shall make a proposal to the shareholders' general meeting to dismiss such director.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
21.	<p>Article 137 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors.</p> <p>Where the resignation of a director causes the number of directors of the Bank's Board of Directors to fall below two-thirds of the number of directors of the then session of the Board of Directors or the statutory minimum quorum, the director shall continue to perform the duties in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Bank before the newly appointed director assumes his/her office.</p> <p>Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors.</p>	<p>Article 137 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors.</p> <p>Where the resignation of a director causes the number of directors of the Bank's Board of Directors to fall below two-thirds of the number of directors of the then session of the Board of Directors or the statutory minimum quorum, the director shall continue to perform the duties in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Bank before the newly appointed director assumes his/her office. <u>A director shall not resign without the approval of the regulatory authorities if the Bank is dealing with material risks.</u></p> <p>Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors.</p> <p><u>If the number of directors falls below the minimum number stipulated in the Company Law or the minimum number required for voting by the Board of Directors due to the dismissal of directors by the shareholders' general meeting, the death of directors, the resignation of independent directors due to the loss of independence, or other circumstances in which they cannot perform their duties as directors, the powers and duties of the Board of Directors shall be exercised by the shareholders' general meeting until the number of directors satisfies the requirements.</u></p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
22.	<p>Article 143 A person who is a civil servant shall not concurrently serve as an independent director of the Bank, and an independent director shall not hold positions in more than two commercial banks at the same time.</p> <p>An independent director shall, before holding a position in other non-commercial financial institutions, inform the Bank of such fact in advance.</p>	<p>Article 143 A person who is a civil servant shall not concurrently serve as an independent director of the Bank, and an independent director shall not hold positions in more than two commercial banks at the same time. <u>In case of serving as an independent director in the banking and insurance institutions at the same time, the relevant institutions shall have no associated relationship and no conflict of interest.</u></p> <p><u>An independent director shall ensure that he/she has enough time and energy to perform his/her duties effectively and shall simultaneously serve as an independent director in no more than five domestic and foreign enterprises.</u> An independent director shall, before holding a position in other non-commercial financial institutions, inform the Bank of such fact in advance.</p>
23.	<p>Article 144 The nomination, election and replacement of independent directors shall be made in accordance with the following requirements:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors and shareholders individually or jointly holding above 1% of the Bank's total outstanding shares with voting rights can nominate candidates for independent directors to the Board of Directors. A shareholder who has already nominated a candidate for director shall not nominate any candidate for independent director;</p> <p>(II) The qualifications of nominated candidates for independent directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors, and the review focuses on independence, professional knowledge, experience and ability, etc.;</p> <p>(III) The election and appointment of independent directors shall mainly follow market principles.</p>	<p>Article 144 The nomination, election and replacement of independent directors shall be made in accordance with the following requirements:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors, and shareholders individually or jointly holding above 1% of the Bank's total outstanding shares with voting rights <u>and the Board of Supervisors</u> can nominate candidates for independent directors to the Board of Directors. A shareholder <u>and related parties thereof</u> who has <u>have</u> already nominated a candidate for director shall not nominate any candidate for independent director;</p> <p>(II) The qualifications of nominated candidates for independent directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors, and the review focuses on independence, professional knowledge, experience and ability, etc.;</p> <p>(III) The election and appointment of independent directors shall mainly follow market principles.;</p> <p><u>(IV) Other procedures for the election and appointment of independent directors shall be the same as those for non-independent directors.</u></p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
24.	<p>Article 146 Independent directors shall give independent opinions to the Board of Directors or shareholders' general meeting in relation to the following important matters of the Bank:</p> <p>(I) Nomination, appointment and removal of directors;</p> <p>(II) Appointment or removal of senior management personnel;</p> <p>(III) Significant related transactions entered into by shareholders, de facto controllers and its affiliated enterprises with the Bank and whether the Bank has adopted effective measures to recover the outstanding amount(s);</p> <p>(IV) Matters which the independent directors consider may prejudice the legitimate rights and interests of depositors, minority shareholders and other persons who have interests in the Bank or may cause material losses to the Bank;</p> <p>(V) Profit distribution plans;</p> <p>(VI) Appointment of external auditors;</p> <p>(VII) Matters on which the Hong Kong Listing Rules require the independent directors to give opinions;</p> <p>(VIII) The effect of the issuance of preference shares on the rights and interests of every class of shareholders;</p> <p>(IX) Other matters stipulated by laws and regulations.</p>	<p>Article 146 Independent directors shall give independent opinions to the Board of Directors or shareholders' general meeting in relation to the following important matters of the Bank:</p> <p>(I) Nomination, appointment and removal of directors <u>and appointment or removal of senior management personnel;</u></p> <p>(II) Appointment or removal of senior management personnel <u>Remunerations of directors and senior management personnel;</u></p> <p>(III) Significant related transactions entered into by shareholders, de facto controllers and its affiliated enterprises with the Bank and whether the Bank has adopted effective measures to recover the outstanding amount(s) <u>Significant related party transactions;</u></p> <p>(IV) Matters which the independent directors consider may prejudice the legitimate rights and interests of depositors, minority shareholders and other persons who have interests in the Bank or may cause material losses to the Bank;</p> <p>(IVV) Profit distribution plans;</p> <p>(VV) Appointment <u>or removal of accounting firms that conduct regular statutory audits of the Bank's financial reports</u> external auditors;</p> <p>(VI) Matters on which the Hong Kong Listing VH Rules require the independent directors to give opinions;</p> <p>(VII) The effect of the issuance of preference VH shares on the rights and interests of every class of shareholders <u>of the Bank;</u></p> <p>(VIII) <u>Other matters which may materially affect the legitimate rights and interests of the Bank, minority shareholders and financial consumers;</u></p> <p>(IX) Other matters stipulated by laws and regulations, <u>regulatory requirements or the Articles.</u></p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
25.	Article 147 Independent directors shall work for the Bank for no less than fifteen working days each year.	Article 147 Independent directors shall work for the Bank for no less than fifteen working days each year. <u>Where an independent director fails to attend three consecutive Board meetings in person, he/she shall be deemed to have failed to perform his/her duties, and the Bank shall convene a shareholders' general meeting to remove him/her from office and elect a new independent director within three months.</u>
26.	<p>Article 149 An independent director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the Bank's shareholders and creditors. An independent director shall continue to perform his/her duties before the Board of Directors approves his/her resignation.</p> <p>If the resignation of an independent director causes the number of independent directors in the Board of Directors to fall under the quorum or the minimum number required by the Articles, the resignation of the independent director shall not become effective until the successor assumes his/her office.</p>	<p>Article 149 An independent director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the Bank's shareholders and creditors. An independent director shall continue to perform his/her duties before the Board of Directors approves his/her resignation.</p> <p>If the resignation of an independent director causes the number of independent directors in the Board of Directors to fall under the quorum or the minimum number required by the Articles, <u>the independent director shall continue to perform his/her duties until a new independent director assumes office, except in the case of resignation or removal due to loss of independence.</u> the resignation of the independent director shall not become effective until the successor assumes his/her office.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
27.	<p>Article 153 The Board of Directors shall exercise the following functions and powers:</p> <p>(I) Convening shareholders' general meetings and reporting its performance at the general meetings;</p> <p>(II) Implementing resolutions of the shareholders' general meetings;</p> <p>(III) Deciding on development strategies, operational plans and investment programs of the Bank;</p> <p>(IV) Working out annual financial budget plans and final account plans of the Bank;</p> <p>(V) Formulating profit distribution plans and plans for recovery of losses of the Bank;</p> <p>(VI) Formulating proposals for increases in or reductions of registered share capital, issuance of bonds or other securities and listing plans of the Bank;</p> <p>(VII) Formulating proposals for repurchase of the Bank's shares, merger, separation, change of the form of the Bank and dissolution or liquidation;</p> <p>(VIII) Considering and approving the authorization plan for the Bank's annual business, personnel, finance, etc.;</p> <p>(IX) Considering and approving any single external donations amounting to between RMB5 million (exclusive) and RMB30 million (inclusive);</p> <p>(X) Considering and approving matters in relation to major equity investment and disposal with a single amount representing less than ten percent (inclusive) of the most recent audited net asset of the Bank;</p> <p>(XI) Considering and approving matters in relation to major asset acquisition and disposal with a single amount which amounts to more than RMB200 million (exclusive) representing less than ten percent (inclusive) of the most recent audited net asset of the Bank;</p>	<p>Article 153 The Board of Directors shall exercise the following functions and powers:</p> <p>(I) Convening shareholders' general meetings and reporting its performance at the general meetings;</p> <p>(II) Implementing resolutions of the shareholders' general meetings;</p> <p>(III) <u>Working out</u> Deciding on development strategies, operational plans and investment programs of the Bank, <u>and supervising the implementation of such strategies;</u></p> <p>(IV) Working out annual financial budget plans and final account plans of the Bank;</p> <p>(V) Formulating profit distribution plans and plans for recovery of losses of the Bank;</p> <p>(VI) Formulating proposals for increases in or reductions of registered share capital, issuance of bonds or other securities and listing plans of the Bank;</p> <p>(VII) Formulating <u>Working out</u> proposals for <u>major acquisitions of the Bank, repurchase acquisition</u> of the Bank's shares, merger, separation, change of the form of the Bank and dissolution or liquidation;</p> <p>(VIII) Considering and approving the authorization plan for the Bank's annual business, personnel, finance, etc.;</p> <p>(IX) <u>Considering and approving any external donation involving a single amount of more than RMB200,000 but not exceeding RMB30 million (inclusive), and a cumulative amount of more than RMB500,000 within the same year or a cumulative amount of more than RMB1 million to the same object</u> Considering and approving any single external donations amounting to between RMB5 million (exclusive) and RMB30 million (inclusive);</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(XII) Considering and approving any single external guarantees of other non-commercial Banks' business guarantees such as asset mortgage amounting to less than RMB200 million (inclusive);	(X) Considering and approving matters in relation to major equity investment and disposal with a single amount representing less than ten percent (inclusive) of the most recent audited net asset of the Bank;
	(XIII) Deciding on the establishment of the internal management structure of the Bank;	(XI) Considering and approving matters in relation to major asset acquisition— and , disposal and write-off with a single amount which amounts to more than RMB200 million (exclusive) representing less than ten percent (inclusive) of the most recent audited net asset of the Bank;
	(XIV) to determine the rules of establishment of branches structure of the Bank;	
	(XV) Appointing or removing senior management, including the president and the secretary to the Board of Directors of the Bank; appointing or removing senior management, including vice presidents, assistants to the president and finance officers of the Bank, based on the recommendations of the president; and deciding on matters relating to their emoluments and awards or punishment;	(XII) Considering and approving any single external guarantees of other non-commercial Banks' banks' business guarantees such as asset mortgage amounting to less than RMB200 million (inclusive);
	(XVI) Establishing the basic management system of the Bank, and deciding on risk management, internal control and the compliance policies of the Bank;	<u>(XIII) Considering and approving related party transactions, data governance and other matters in accordance with laws and regulations, regulatory provisions and the Articles;</u>
	(XVII) Formulating proposals for any amendment to the Articles;	(XIII) <u>IV</u> Deciding on the establishment of the internal management structure of the Bank;
	(XVIII) Managing the disclosure of information of the Bank;	(XIV) <u>V</u> to determine the rules of establishment of branches structure of the Bank;
	(XIX) Proposing the appointment or replacement of accounting firms to the shareholders' general meetings for the auditing of the Bank;	(XV) <u>VI</u> Appointing or removing senior management, including the president and the secretary to the Board of Directors of the Bank; appointing or removing senior management, including vice presidents, assistants to the president and finance officers of the Bank, based on the recommendations of the president; and deciding on matters relating to their emoluments and awards or punishment, <u>and supervising the senior management in performance of duties in accordance with regulatory provisions;</u>
	(XX) Reviewing working reports of the president of the Bank and examining the performance of the president;	
	(XXI) Formulating capital replenishment plans;	
	(XXII) Formulating medium and long term incentive plans, such as equity incentive plans and employee stock ownership plans;	

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(XXIII) The Board of Directors shall establish a supervisory system to ensure that the management will formulate a code of conduct and working principles for the management staff and the business personnel at all levels and that the regulatory documents will specifically require employees at all levels to promptly report any possible conflict of interests, provide detailed rules and establish corresponding mechanism;</p> <p>(XXIV) The Board of Directors shall establish a reporting system to require the senior management to report operational issues of the Bank to the Board of Directors regularly. The following items shall be regulated under this system:</p> <ol style="list-style-type: none"> (1) The contents and the basic standard of the information reported to the Board of Directors; (2) The frequency of the report; (3) The form of the report; (4) The responsible bodies of the report and the responsibilities for delay or incompleteness of the report; (5) The confidentiality of the report. <p>(XXV) Exercising any other functions and powers prescribed by the laws, administrative regulations, departmental rules or the Articles and authorized by the shareholders' general meetings.</p> <p>The resolutions of the above matters of the Board of Directors shall be approved by more than half of all directors, but for the cases of items (V), (VI), (VII), (IX), (X), (XI), (XII), (XV), (XVII), (XXI) and (XXII), the resolutions shall be approved by two-thirds of all directors. Matters beyond the scope of authorization of shareholders' general meetings of the Bank shall be proposed in shareholders' general meetings for consideration and approval.</p>	<p>(XVI) <u>VII</u> Establishing the basic management system of the Bank, and deciding on risk management, internal control and the compliance policies of the Bank;</p> <p>(XVII) <u>VIII</u> Formulating proposals for any amendment to the Articles;</p> <p><u>(XIX) Formulating the Rules of Procedures of the Shareholders' General Meeting and the Rules of Procedures of the Board's Meeting, and considering and approving the working rules of the special committee of the Board of Directors;</u></p> <p>(XX) XVIII Managing the disclosure of information of the Bank, <u>taking charge of the information disclosure of the Bank and bearing the ultimate liability for the authenticity, accuracy, completeness, and timeliness of the accounting and financial reports;</u></p> <p>(XXI) XIX Proposing the appointment, <u>removal</u> or replacement of accounting firms to the shareholders' general meetings <u>for conducting regular statutory audits for the auditing of the Bank's financial reports;</u></p> <p>(XXII) XX Reviewing working reports of the president of the Bank and examining the performance of the president;</p> <p>(XXIII) XXI Formulating capital replenishment plans, <u>developing capital planning of the Bank, and bearing the ultimate responsibility for capital or solvency management;</u></p> <p><u>(XXIV) Formulating the risk tolerance, risk management and internal control policies of the Bank, and bearing the ultimate responsibility for comprehensive risk management;</u></p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		<p data-bbox="847 293 1348 414">XXV XXH) Formulating medium and long term incentive plans, such as equity incentive plans and employee stock ownership plans;</p> <p data-bbox="847 449 1348 832">XXVI XXIII) The Board of Directors shall establish a supervisory system to ensure that the management will formulate a code of conduct and working principles for the management staff and the business personnel at all levels and that the regulatory documents will specifically require employees at all levels to promptly report any possible conflict of interests, provide detailed rules and establish corresponding mechanism;</p> <p data-bbox="847 866 1348 1087">XXVII XXIV) The Board of Directors shall establish a reporting system to require the senior management to report operational issues of the Bank to the Board of Directors regularly. The following items shall be regulated under this system:</p> <ol style="list-style-type: none"> <li data-bbox="911 1121 1348 1215">(1) The contents and the basic standard of the information reported to the Board of Directors; <li data-bbox="911 1249 1262 1283">(2) The frequency of the report; <li data-bbox="911 1317 1214 1351">(3) The form of the report; <li data-bbox="911 1385 1348 1478">(4) The responsible bodies of the report and the responsibilities for delay or incompleteness of the report; <li data-bbox="911 1513 1307 1547">(5) The confidentiality of the report.

APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		<p><u>(XXVIII) Regularly evaluating and improving the Bank's corporate governance;</u></p> <p><u>(XXIX) Assuming responsibility for the management of shareholders' affairs;</u></p> <p><u>(XXX) Safeguarding the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(XXXI) Establishing a mechanism for identification, review and management of conflicts of interest between the Bank and shareholders especially substantial shareholders;</u></p> <p><u>(XXXII)</u></p> <p>XXV) Exercising any other functions and powers prescribed by the laws, administrative regulations, departmental rules or the Articles and authorized by the shareholders' general meetings.</p> <p>The resolutions of the above matters of the Board of Directors shall be approved by more than half of all directors, but for the cases of items (V), (VI), (VII), (IX), (X), (XI), (XII), (XVI V), (XVIII-VH), (XXIIIH) and (XXVH), the resolutions shall be approved by two-thirds of all directors. Matters beyond the scope of authorization of shareholders' general meetings of the Bank shall be proposed in shareholders' general meetings for consideration and approval.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
28.	<p>Article 154 The Board of Directors of the Bank shall focus on the following matters, in addition to the performance of duties specified in Article 153:</p> <p>(I) formulating the business development strategies of the Bank and supervising their implementation;</p> <p>(II) formulating the risk tolerance, risk management and internal control systems of the Bank;</p> <p>(III) formulating capital planning and bearing the ultimate responsibility for capital management;</p> <p>(IV) regularly evaluating and improving the Bank's corporate governance;</p> <p>(V) taking charge of the information disclosure of the Bank and bearing the ultimate liability for truth, accuracy, completeness, and timeliness of the Bank's accounting and financial report;</p> <p>(VI) supervising and ensuring that senior management effectively fulfills management responsibilities;</p> <p>(VII) protecting the legitimate rights and interests of depositors and other stakeholders;</p> <p>(VIII) establishing the identification, investigation and management of conflicts of interest between the Bank and shareholders especially substantial shareholders and other mechanisms.</p>	<p>Article 154 <u>The powers and functions of the Board of Directors shall be collectively exercised by the Board of Directors. The powers and functions of the Board of Directors stipulated in the Company Law shall not be authorized to be exercised by the chairman of Board of Directors, directors, other institutions or individuals in principle. When authorization is necessary for some specific decision-making matters, it shall be made with resolutions of the Board of Directors in accordance with the law. One authorization shall be respectively given to one matter. It is prohibited to authorize the functions and powers of the Board generally or permanently to other institutions or individuals.</u> The Board of Directors of the Bank shall focus on the following matters, in addition to the performance of duties specified in Article 153:</p> <p>(I) formulating the business development strategies of the Bank and supervising their implementation;</p> <p>(II) formulating the risk tolerance, risk management and internal control systems of the Bank;</p> <p>(III) formulating capital planning and bearing the ultimate responsibility for capital management;</p> <p>(IV) regularly evaluating and improving the Bank's corporate governance;</p> <p>(V) taking charge of the information disclosure of the Bank and bearing the ultimate liability for truth, accuracy, completeness, and timeliness of the Bank's accounting and financial report;</p> <p>(VI) supervising and ensuring that senior management effectively fulfills management responsibilities;</p> <p>(VII) protecting the legitimate rights and interests of depositors and other stakeholders;</p> <p>(VIII) establishing the identification, investigation and management of conflicts of interest between the Bank and shareholders especially substantial shareholders and other mechanisms.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
29.	<p>Article 159 The meetings of the Board of Directors are divided into regular meetings and interim meetings. The regular meetings of the Board of Directors shall be held at least once a quarter and convened by the chairman. Notices of the Board meetings shall be sent to all directors and supervisors in writing fourteen (14) days before the meeting, and the meeting documents shall be sent to all directors and supervisors five (5) days before the meeting.</p>	<p>Article 159 The meetings of the Board of Directors are divided into regular meetings and interim meetings. The regular meetings of the Board of Directors shall be held at least four times a year at least once a quarter and convened by the chairman. Notices of the Board meetings shall be sent to all directors and supervisors in writing fourteen (14) days before the meeting, and the meeting documents shall be sent to all directors and supervisors five (5) ten (10) days before the meeting.</p>
30.	<p>Article 160 The chairman shall convene an interim Board meeting within ten (10) days under the following circumstances:</p> <ol style="list-style-type: none"> (1) It is deemed necessary by the chairman; (2) It is proposed by more than one-third of the directors; (3) It is proposed by the Board of Supervisors; (4) It is proposed by more than half of the independent directors (where the Bank has only two (2) independent directors, it is unanimously proposed by both independent directors); (5) It is proposed by the shareholders representing more than one-tenth of voting rights; (6) Other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles. <p>The notice of an interim Board meeting shall be served on all directors and supervisors in writing three (3) days before the meeting. In case of emergency, the service of notices for an interim Board meeting shall not be subject to the time-limit stated in the preceding paragraph.</p>	<p>Article 160 The chairman shall convene an interim Board meeting within ten (10) days under the following circumstances:</p> <ol style="list-style-type: none"> (1) It is deemed necessary by the chairman; (2) It is proposed by more than one-third of the directors; (3) It is proposed by the Board of Supervisors; (4) It is proposed by more than half of the two (2) independent directors (where the Bank has only two (2) independent directors, it is unanimously proposed by both independent directors); (5) It is proposed by the shareholders representing more than one-tenth of voting rights; (6) Other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles. <p>The notice of an interim Board meeting shall be served on all directors and supervisors in writing three (3) days before the meeting. In case of emergency, the service of notices for an interim Board meeting shall not be subject to the time-limit stated in the preceding paragraph.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
31.	<p>Article 164 Board meetings may be held by a meeting on-site or by circulation of a written resolution.</p> <p>.....</p> <p>Circulation of a written resolution shall not be adopted for profit distribution plan, major equity investment and asset disposal plan, plans on employing or dismissing senior management members and capital replenishment, major equity change and financial restructuring and other significant matters which shall be approved by more than two-thirds of directors of the Board of Directors.</p>	<p>Article 164 Board meetings may be held by a meeting on-site or by circulation of a written resolution.</p> <p>.....</p> <p>Circulation of a written resolution shall not be adopted for profit distribution plan, <u>compensation plan</u>, major equity investment and asset disposal plan, plans on employing or dismissing senior management members and capital replenishment, major equity change and financial restructuring and other significant matters which shall be approved by more than two-thirds of directors of the Board of Directors.</p> <p><u>The appointment and dismissal of the Company Secretary shall be determined by on-site meeting rather than circulation of a written resolution.</u></p>
32.	<p>Article 167 Minutes shall be kept for all Board meetings. Directors present at the meeting and the minute-taker shall sign on the minutes. Directors present at meeting have the right to request their speech at the meeting to be recorded as a statement. Minutes of the Board meetings shall be kept as bank documents for no less than ten (10) years.</p>	<p>Article 167 Minutes shall be kept for all Board meetings. Directors present at the meeting and the minute-taker shall sign on the minutes. Directors present at meeting have the right to request their speech at the meeting to be recorded as a statement. Minutes of the Board meetings shall be kept as bank documents no less than ten (10) years <u>permanently.</u></p> <p><u>The Bank shall take minutes of the on-site Board meetings by means of audio and video recording.</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
33.	<p>Article 170 The Board of Directors of the Bank has established special committees, i.e. the Strategy and Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee and the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. Each of the special committees is responsible to the Board of Directors. They provide professional opinions to the Board of Directors, or make decisions in respect of professional issues in accordance with the authorization of the Board of Directors.</p> <p>All special committees comprise of directors, and each committee shall have at least three (3) members. In particular, the majority of the members of the Audit Committee, the Related Party Transactions Control Committee and the Nomination and Remuneration Committee shall be independent directors, and they shall act as the chairman of committees. Among the members of the Related Party Transactions Control Committee who are independent directors, at least one of them shall have professional expertise in accounting. All members of the Audit Committee shall be non-executive directors, with at least one member having the appropriate qualifications as provided for in the Hong Kong Listing Rules or an independent director having the appropriate accounting or relevant financial expertise. The chairman of the Risk Management Committee shall have experience in identification and management of various risks.</p> <p>The chairman of a special committee in principle shall not serve as the chairman of another committee. Directors serving as chairman of the Audit Committee, the Related Party Transactions Control Committee and the Risk Management Committee shall work in the Bank for at least twenty-five (25) workdays every year.</p>	<p>Article 170 The Board of Directors of the Bank has established special committees, i.e. the Strategy and Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee and the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. Each of the special committees is responsible to the Board of Directors. They provide professional opinions to the Board of Directors, or make decisions in respect of professional issues in accordance with the authorization of the Board of Directors.</p> <p>All special committees comprise of directors, and each committee shall have at least three (3) members. In particular, the majority of the members of the Audit Committee, the Related Party Transactions Control Committee and the Nomination and Remuneration Committee shall be independent directors, and they shall act as the chairman of committees. Among the members of the Related Party Transactions Control Committee who are independent directors, at least one of them shall have professional expertise in accounting. All members of the Audit Committee shall be non-executive directors <u>and shall have professional knowledge and work experience in certain area including finance, auditing, accounting, or law,</u> with at least one member having the appropriate qualifications as provided for in the Hong Kong Listing Rules or an independent director having the appropriate accounting or relevant financial expertise. The chairman of the Risk Management Committee shall have experience in identification and management of various risks.</p> <p>The chairman of a special committee in principle shall not serve as the chairman of another committee. Directors serving as chairman of the Audit Committee, the Related Party Transactions Control Committee and the Risk Management Committee shall work in the Bank for at least <u>twenty-five (25)</u> workdays every year.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
34.	<p>Article 171 The primary duties of the Strategic and Development Committee of the Board of Directors are:</p> <p>(I) formulating the medium-to-long term development strategies of the Bank, supervising and evaluate the implementation of the strategy and advising to the Board of Directors;</p> <p>(II) examining the annual operation plan and the budget for fixed asset investment of the Bank, supervising and inspecting the implementation of the annual operation plan and the budget for fixed asset investment of the Bank;</p> <p>(III) studying and advising to the Board of Directors on the development of information technology, inclusive finance, green credit and other specialized strategic development plans of the Bank according to the needs of strategic development plan;</p> <p>(IV) studying and formulating strategies and policies of the social responsibilities of the Bank, supervising, inspecting and evaluating the performance of social responsibilities by the Bank;</p> <p>(V) reviewing annual authorization plans relating to business, personnel, and financial affairs, and advising to the Board of Directors;</p>	<p>Article 171 The primary duties of the Strategie Strategy and Development Committee of the Board of Directors are:</p> <p>(I) formulating the medium-to-long term development strategies of the Bank, supervising and evaluating evaluate—the implementation of the strategy strategies and advising to the Board of Directors;</p> <p>(II) examining the annual operation plan and the budget for fixed asset investment of the Bank, supervising and inspecting the implementation of the annual operation plan and the budget for fixed asset investment of the Bank;</p> <p>(III) studying and advising to the Board of Directors on the development of information technology, inclusive finance, green credit and other specialized strategic development plans of the Bank according to the needs of strategic development plan;</p> <p>(IV) studying and formulating strategies and policies of the social responsibilities of the Bank, supervising, inspecting and evaluating the performance of social responsibilities by the Bank;</p> <p>(V) reviewing annual authorization plans relating to business, personnel, and financial affairs, and advising to the Board of Directors;</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(VI) examining and advising considering any single external donations amounting to more than RMB5 million (exclusive) and less than RMB30 million (inclusive); considering matters in relation to major equity investment and disposal with a single amount representing less than ten percent (inclusive) of the most recent audited net asset of the Bank; considering matters in relation to major asset acquisition and disposal with a single amount which amounts to more than RMB200 million (exclusive) representing less than ten percent (inclusive) of the most recent audited net asset of the Bank; considering any single external guarantees of other non-commercial Banks' business security such as asset mortgage amounting to less than RMB200 million (inclusive); and advising to the Board of Directors in respect of the abovementioned matters;</p> <p>(VII) studying and coordinating other significant matters relating to the strategic development of the Bank.</p>	<p>(VI) examining and advising considering any single external donations amounting to more than RMB5 million (exclusive) and less than RMB30 million (inclusive); <u>considering and approving any single external donations amounting to more than RMB200,000 and less than RMB30 million (inclusive), and cumulatively exceeding RMB500,000 within the same year or RMB1 million in respect of the same target;</u> considering matters in relation to major equity investment and disposal with a single amount representing less than ten percent (inclusive) of the most recent audited net asset of the Bank; considering matters in relation to major asset acquisition, and disposal <u>and write-off</u> with a single amount which amounts to more than RMB200 million (exclusive) representing less than ten percent (inclusive) of the most recent audited net asset of the Bank; considering any single external guarantees of other non-commercial Banks' <u>banks'</u> business security such as asset mortgage amounting to less than RMB200 million (inclusive); and advising to the Board of Directors in respect of the above-mentioned matters;</p> <p>(VII) studying and coordinating other significant matters relating to the strategic development of the Bank.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
35.	<p>Article 173</p> <p>A general related party transaction shall refer to a transaction between the Bank and a single related party with an amount of less than 1% of the net capital of the Bank and the balance of the transactions between the Bank and the related party after such transaction constituting less than 5% of the net capital of the Bank. General related-party transactions shall be approved by the Bank in accordance with internal authorization procedures and reported to Related Party Transaction Control Committee for filing. General related party transactions may also follow the authorization procedure of material related party transactions.</p> <p>A material related party transaction shall refer to a transaction between the Bank and a single related party with an amount of more than 1% of the net capital of the Bank or the balance of the transactions between the Bank and the related party after such transaction constituting more than 5% of the net capital of the Bank. Material transactions shall be reviewed by Related Party Transaction Control Committee of the Bank before they are approved by the Board. The connected transactions defined in the Hong Kong Listing Rules shall be subject to the provisions and requirements in relation to Hong Kong laws and rules.</p>	<p>Article 173</p> <p>A general related party transaction shall refer to a transaction between the Bank and a single related party with an amount of less than 1% of the net capital of the Bank and the balance of the transactions between the Bank and the related party after such transaction constituting less than 5% of the net capital of the Bank. General related-party transactions shall be approved by the Bank in accordance with internal authorization procedures and reported to Related Party Transaction Control Committee for filing. General related party transactions may also follow the authorization procedure of material related party transactions.</p> <p>A material related party transaction shall refer to a transaction between the Bank and a single related party with an amount of more than 1% of the net capital of the Bank <u>at the end of the previous quarter</u> or the balance of the transactions between the Bank and the related party after such transaction constituting <u>with a cumulative amount reaching</u> more than 5% of the net capital of the Bank <u>at the end of the previous quarter.</u></p> <p><u>After the cumulative amount of transactions between the Bank and a single related party reaches the standards prescribed in the preceding paragraph, the subsequent related party transactions shall be redetermined as a material related party transaction once the cumulative amount thereof reaches more than 1% of the net capital at the end of the previous quarter.</u></p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		<p>Material transactions shall be reviewed by Related Party Transaction Control Committee of the Bank before they are approved by the Board. <u>Resolutions made at the Board meetings shall be approved by more than two-thirds of the non-associated directors. It shall be submitted to the shareholders' general meeting for consideration if the number of non-associated directors attending the Board meeting is less than three.</u> The connected transactions defined in the Hong Kong Listing Rules shall be subject to the provisions and requirements in relation to Hong Kong laws and rules.</p> <p><u>A general related party transaction shall refer to a related party transaction other than a material related party transaction. General related party transactions shall be approved by the Bank in accordance with internal authorization procedures and reported to Related Party Transaction Control Committee for filing.</u></p>
36.	<p>Article 175 The main duties and responsibilities of the Nomination and Remuneration Committee of the Board are:</p> <p>(I) To review the remuneration management system and policies of the Bank;</p> <p>(II) To study the appraisal criteria for directors and senior management and to carry out appraisal and make recommendation;</p> <p>.....</p>	<p>Article 175 The main duties and responsibilities of the Nomination and Remuneration Committee of the Board are:</p> <p>(I) To review <u>formulate</u> the remuneration management system and policies of the Bank <u>and submit the same to the Board of Directors for consideration;</u></p> <p>(II) To study the appraisal criteria for directors and senior management and <u>submit the same to the Board of Directors for consideration;</u> to carry out appraisal and make recommendations <u>in accordance with appraisal criteria;</u></p> <p>.....</p>
37.	<p>Article 176 Main duties of the Consumer Rights Protection Committee:</p> <p>(I) to formulate the Bank's strategies, policies and objectives of consumer protection, to incorporate consumer protection into corporate governance and business development strategies; and to guide the senior management to reinforce in overall planning the construction of a corporate culture enabling consumer protection;</p> <p>(II) to supervise and evaluate the Bank's consumer protection work regarding its comprehensiveness, timeliness and effectiveness, and the senior management's performance of duties;</p>	<p>Article 176 Main duties of the Consumer Rights Protection Committee:</p> <p>(I) to formulate the Bank's strategies, policies and objectives of consumer protection, to incorporate consumer protection into corporate governance and business development strategies; and to guide the senior management to reinforce in overall planning the construction of a corporate culture enabling consumer protection;</p> <p>(II) <u>to supervise the senior management to effectively carry out and implement the relevant work of protecting consumer rights, regularly listen to special reports from the senior management on the implementation of consumer rights protection in the Bank, and review and approve relevant special reports;</u></p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(III) in accordance with the Bank's overall strategy, to deliberate proposals on consumer protection for the consideration of the Board of Directors, and make recommendations to the Board of Directors;</p> <p>(IV) to provide periodic reports to the Board;</p> <p>(V) other matters as required by laws and regulations, Articles, and the Board of Directors.</p>	<p>(III) to supervise and evaluate the Bank's consumer protection work regarding its comprehensiveness, timeliness and effectiveness, and the senior management's performance of duties;</p> <p>(IV) in accordance with the Bank's overall strategy, to deliberate proposals on consumer protection for the consideration of the Board of Directors, and make recommendations to the Board of Directors;</p> <p>(V) to provide periodic reports to the Board;</p> <p>(VI) other matters as required by laws and regulations, Articles, and the Board of Directors.</p>
38.	<p>Article 186 The president shall be accountable to the Board of Directors and shall perform the following duties and powers:</p> <p>(I) To thoroughly implement the business development strategies of the Bank decided by the Board of Directors;</p> <p>(II) to take charge of the daily administrative, business and financial management affairs of the Bank, to organize the implementation of the resolutions of the Board of Directors and to report the work to the Board of Directors;</p> <p>(III) to submit annual business plans and investment proposals to the Board of Directors and to organize the implementation upon approval by the Board of Directors;</p> <p>(IV) to draft proposals on the establishment of the Bank's internal management entities and branches;</p> <p>(V) to draft the Bank's basic management system;</p> <p>(VI) to formulate the Bank's specific regulations of businesses;</p>	<p>Article 186 The president shall be accountable to the Board of Directors and shall perform the following duties and powers:</p> <p>(I) To thoroughly implement the business development strategies of the Bank decided by the Board of Directors;</p> <p>(II) to take charge of the daily administrative, business and financial management affairs of the Bank, to organize the implementation of the resolutions of the Board of Directors and to report the work to the Board of Directors;</p> <p>(III) to submit annual business plans and investment proposals to the Board of Directors and to organize the implementation upon approval by the Board of Directors;</p> <p>(IV) to draft proposals on the establishment of the Bank's internal management entities and branches;</p> <p>(V) to draft the Bank's basic management system;</p> <p>(VI) to formulate the Bank's specific regulations of businesses;</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(VII) to approve external donations with a single amount of less than RMB5 million (inclusive);</p> <p>(VIII) to approve related matters of major asset purchase and disposal with a single amount of less than RMB200 million (inclusive);</p> <p>(IX) to propose to appoint or dismiss the vice presidents, assistant to the president, financial chief and other senior management personnel of the Bank;</p> <p>(X) to appoint or dismiss persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the Board of Directors; and determine their salaries, benefits and reward or punishment according to the remuneration reward and punishment scheme fixed by the Board of Directors;</p> <p>(XI) to decide the wages, benefits, reward and punishment of the Bank's staff;</p> <p>(XII) to authorize senior management personnel and persons in charge of internal departments and branches to conduct operational activities;</p> <p>(XIII) to adopt emergency measures when any material emergency (such as a run on the Bank) arises and promptly report them to the banking regulatory and administrative authorities under State Council, the Board of Directors and the Board of Supervisors;</p> <p>(XIV) other powers and rights conferred by applicable laws, the Articles or by the Board of Directors.</p>	<p>(VII) <u>to approve external donations with a single amount of less than RMB200,000 (inclusive), a cumulative amount of RMB500,000 (inclusive) in the same year, or a cumulative amount of RMB1 million (inclusive) to the same object;</u> to approve external donations with a single amount of less than RMB5 million (inclusive);</p> <p>(VIII) to approve related matters of major asset purchase, and disposal <u>and write-off</u> with a single amount of less than RMB200 million (inclusive);</p> <p>(IX) to propose to appoint or dismiss the vice presidents, assistant to the president, financial chief and other senior management personnel of the Bank;</p> <p>(X) to appoint or dismiss persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the Board of Directors; and determine their salaries, benefits and reward or punishment according to the remuneration reward and punishment scheme fixed by the Board of Directors;</p> <p>(XI) to decide the wages, benefits, reward and punishment of the Bank's staff;</p> <p>(XII) to authorize senior management personnel and persons in charge of internal departments and branches to conduct operational activities;</p> <p>(XIII) to adopt emergency measures when any material emergency (such as a run on the Bank) arises and promptly report them to the banking regulatory and administrative authorities under State Council, the Board of Directors and the Board of Supervisors;</p> <p>(XIV) other powers and rights conferred by applicable laws, the Articles or by the Board of Directors.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
39.	<p>Article 201 The Bank shall have a Board of Supervisors which shall be composed of five (5) to thirteen (13) supervisors. The Board of Supervisors shall have one (1) chairman and one (1) vice chairman, and their appointment and removal of the chairman shall be made with a resolution passed by above two-thirds of the all members of the Board of Supervisors. The chairman and vice chairman shall be served as by a dedicated designated person, and shall possess professional knowledge and working experience in at least one professional area, e.g. accounting, audit, finance or law, etc.. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to or fails to carry out his/her duties, the vice chairman of the Board of Supervisors shall convene and preside over the meeting. If the vice chairman of the Board of Supervisors is unable to or fails to carry out his/her duties, a supervisor elected by above half of the supervisors shall convene and preside over the meeting.</p> <p>Employee representative supervisors and external supervisors shall not be less than one-third of the total number of members of the Board of Supervisors.</p> <p>Shareholder representative supervisors shall be nominated by the Board of Supervisors and shareholder(s) individually or collectively holding 3% of the shares with voting rights of the Bank, and shall be elected, removed and replaced by the shareholders' general meeting; External supervisors shall be nominated by the Board of Supervisors and shareholder(s) individually or collectively holding 1% of the shares with voting rights of the Bank, and shall be elected, removed and replaced by the shareholders' general meeting; Employee representative supervisors shall be nominated by the Board of Supervisors and the labor union of the Bank, and shall be elected, removed and replaced by employee representative meeting, general employee meeting or other democratic procedures of the Bank.</p>	<p>Article 201 The Bank shall have a Board of Supervisors which shall be composed of five (5) to thirteen (13) supervisors. The Board of Supervisors shall have one (1) chairman and may have one (1) vice chairman, and their appointment and removal of the chairman shall be made with a resolution passed by above two-thirds of the all members of the Board of Supervisors. The chairman and vice chairman of the Board of Supervisors shall be served as by a dedicated designated person, and shall possess professional knowledge and working experience in at least one professional area, e.g. accounting, audit, finance or law, etc.. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to or fails to carry out his/her duties, the vice chairman of the Board of Supervisors shall convene and preside over the meeting. If the vice chairman of the Board of Supervisors is unable to or fails to carry out his/her duties, a supervisor elected by above half of the supervisors shall convene and preside over the meeting.</p> <p>Employee representative supervisors and external supervisors shall not be less than one-third of the total number of members of the Board of Supervisors.</p> <p>Shareholder representative supervisors shall be nominated by the Board of Supervisors and shareholder(s) individually or collectively holding more than 3% of the shares with voting rights of the Bank, and shall be elected, removed and replaced by the shareholders' general meeting; External supervisors shall be nominated by the Board of Supervisors and shareholder(s) individually or collectively holding more than 1% of the shares with voting rights of the Bank, and shall be elected, removed and replaced by the shareholders' general meeting; Employee representative supervisors shall be nominated by the Board of Supervisors and the labor union of the Bank, and shall be elected, removed and replaced by employee representative meeting, general employee meeting or other democratic procedures of the Bank.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>In principle, the number of supervisors nominated by the same shareholder and his/her related parties shall not exceed two-thirds of the number of members on the Board of Supervisors; the same shareholder shall nominate only one candidate for external supervisor and shall not nominate candidates for both independent director and external supervisor.</p>	<p>In principle, the number of supervisors nominated by the same shareholder and his/her related parties shall not exceed two-thirds <u>one-third</u> of the number of members on the Board of Supervisors; the same shareholder shall nominate only one candidate for external supervisor and <u>the shareholder and his/her related parties that have nominated directors shall not nominate supervisors, except as otherwise prescribed by the state.</u> shall not nominate candidates for both independent director and external supervisor.</p>
40.	<p>Article 202 The Board of Supervisors shall be the supervisory authority of the Bank, and accountable to the shareholders' general meeting and exercise the following powers:</p> <p>(I) to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; to regularly evaluate the effectiveness, rationality and efficiency of the development strategy formulated by the Board of Directors and prepare evaluation reports;</p> <p>(II) to supervise the performance of duties of the Board of Directors and senior management and other members of the Bank, to conduct a comprehensive evaluation on the performance of duties of the directors, supervisors and senior management personnel and when the acts of directors and senior management personnel of the Bank jeopardize its interests, to require them to correct these acts and to propose the removal or litigation against directors and senior management personnel who have violated laws, administrative regulations, the Articles or resolutions of the shareholders' general meetings;</p> <p>(III) to examine and supervise the financial activities of the Bank, to examine financial information such as financial reports, business reports and profit distribution plans proposed to be submitted to the shareholders' general meeting by the Board of Directors, to conduct investigations if there are any doubts or irregularities in relation to the operation of the Bank, and to engage professionals such as lawyers, certified public accountants or practicing auditors etc. if necessary to assist its duties at the expenses of the Bank;</p>	<p>Article 202 The Board of Supervisors shall be the supervisory authority of the Bank, and accountable to the shareholders' general meeting and exercise the following powers:</p> <p>(I) to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; to regularly evaluate the effectiveness <u>scientificity</u>, rationality, <u>stability</u> and efficiency of the development strategy formulated by the Board of Directors and prepare evaluation reports;</p> <p>(II) to supervise the performance of duties of the Board of Directors and senior management and other members of the Bank, to conduct a comprehensive evaluation on the performance of duties of the directors, supervisors and senior management personnel and when the acts of directors and senior management personnel of the Bank jeopardize its interests, to require them to correct these acts and to propose the removal or litigation against directors and senior management personnel who have violated laws, administrative regulations, the Articles or resolutions of the shareholders' general meetings;</p> <p>(III) to examine and supervise the financial activities of the Bank, to examine financial information such as financial reports, business reports and profit distribution plans proposed to be submitted to the shareholders' general meeting by the Board of Directors, to conduct investigations if there are any doubts or irregularities in relation to the operation of the Bank, and to engage professionals such as lawyers, certified public accountants or practicing auditors etc. if necessary to assist its duties at the expenses of the Bank;</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(IV) to examine the reports of the Bank regularly compiled by the Board of Directors and submit its opinions in writing;</p> <p>(V) to supervise the election and appointment procedures for directors;</p> <p>(VI) to attend the Board meetings, meetings of special committees of the Board of Directors and meetings of senior management officers as non-voting attendees and have the rights to query or make proposals in relation to the matters deliberated by the meetings;</p> <p>(VII) to make written or oral proposals, give indications, conduct discussions and raise questions to the Board of Directors, senior management and its members or other personnel and require them to reply based on needs;</p> <p>(VIII) to guide the internal audit department to perform their duties of internal auditing and supervision independently, and check and supervise the risk management and internal control of the Bank;</p> <p>(IX) other duties stipulated by laws, administrative regulations, regulations of the department or the Articles of the Bank and duties authorized at the shareholders' general meeting.</p>	<p>(IV) to examine the reports of the Bank regularly compiled by the Board of Directors and submit its opinions in writing;</p> <p>(V) to supervise the election and appointment procedures for directors;</p> <p>(VI) to attend the Board meetings, meetings of special committees of the Board of Directors and meetings of senior management officers as non-voting attendees and have the rights to query or make proposals in relation to the matters deliberated by the meetings;</p> <p>(VII) to make written or oral proposals, give indications, conduct discussions and raise questions to the Board of Directors, senior management and its members or other personnel and require them to reply based on needs;</p> <p>(VIII) to guide the internal audit department to perform their duties of internal auditing and supervision independently, and check and supervise the <u>operation decisions</u>, risk management and internal control of the Bank <u>and supervise the rectification</u>;</p> <p><u>(IX) to supervise the implementation of the Bank's compensation management system and the scientificity and rationality of the compensation plan for senior management</u>;</p> <p>(XIX) other duties stipulated by laws, administrative regulations, regulations of the department or the Articles of the Bank and duties authorized at the shareholders' general meeting.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
41.	<p>Article 208 The major duties of the supervision committee under the Board of Supervisors include:</p> <p>(I) to formulate supervisory plans for financial activities of the Bank and provide relevant suggestions to the Board of Supervisors;</p> <p>(II) to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; organize evaluation on effectiveness, rationality and efficiency of the development strategy formulated by the Board of Directors, prepare evaluation reports and report them to the Board of Supervisors;</p> <p>(III) to supervise and examine the Bank's operation decisions, risk management and internal control;</p> <p>(IV) to communicate with the external audit authorities of the Bank, understand the preparation and major adjustment regularly reported by the Board of Directors, and report to the Board of Supervisors;</p> <p>(V) to guide the internal audit department to perform their duties of internal auditing and supervision independently;</p> <p>(VI) any other matters authorized by the Board of Supervisors.</p>	<p>Article 208 The major duties of the supervision committee under the Board of Supervisors include:</p> <p>(I) to formulate supervisory plans for financial activities of the Bank and provide relevant suggestions to the Board of Supervisors;</p> <p>(II) to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; organize evaluation on effectiveness scientificity, rationality, stability and efficiency of the development strategy formulated by the Board of Directors, prepare evaluation reports and report them to the Board of Supervisors;</p> <p>(III) to supervise and examine the Bank's operation decisions, risk management and internal control and supervise the rectification;</p> <p>(IV) to communicate with the external audit authorities of the Bank, understand the preparation and major adjustment regularly reported by the Board of Directors, and report to the Board of Supervisors;</p> <p>(V) to guide the internal audit department to perform their duties of internal auditing and supervision independently;</p> <p>(VI) <u>to supervise the scientificity and rationality of the implementation of the Bank's remuneration management system and the remuneration plan of senior management</u>;</p> <p>(VII) any other matters authorized by the Board of Supervisors.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
42.	<p>Article 209 Regular meetings of the Board of Supervisors shall be convened at least once each quarter and be convened by its chairman. Supervisors may propose to convene an extraordinary meeting of the Board of Supervisors. When all the external supervisors make such proposal in writing, the Board of Supervisors shall convene a meeting. When all the external supervisors consider that the information on the resolutions presented at the meeting of the Board of Supervisors is not adequate or accurate, they may jointly make a written proposal to postpone the convening of such meeting or the consideration and approval of relevant resolutions, and the Board of Supervisors shall adopt such proposal.</p> <p>When all the external supervisors reach a consensus, they shall have the right to propose the Board of Supervisors to recommend the Board of Directors to convene an extraordinary general meeting, and the Board of Supervisors shall reply its agreed or disagreed opinions in writing upon receipt of such proposals.</p>	<p>Article 209 Regular meetings of the Board of Supervisors shall be convened <u>at least four times a year</u> at least once each quarter and be convened by its chairman. Supervisors may propose to convene an extraordinary meeting of the Board of Supervisors. When all the external supervisors make such proposal in writing, the Board of Supervisors shall convene a meeting. <u>Resolutions of the Board of Supervisors can be voted in two ways: on-site meeting and circulating of written resolutions.</u> When all the external supervisors consider that the information on the resolutions presented at the meeting of the Board of Supervisors is not adequate or accurate, they may jointly make a written proposal to postpone the convening of such meeting or the consideration and approval of relevant resolutions, and the Board of Supervisors shall adopt such proposal.</p> <p>When all the external supervisors reach a consensus, they shall have the right to propose the Board of Supervisors to recommend the Board of Directors to convene an extraordinary general meeting, and the Board of Supervisors shall reply its agreed or disagreed opinions in writing upon receipt of such proposals.</p>
43.	<p>Article 211 An interim meeting of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors within ten (10) days if any of the following events occurs:</p> <p>(I) the chairman of the Board of Supervisors considers it necessary;</p> <p>(II) when above one-third of the supervisors propose to do so;</p> <p>Notice of the interim meeting of the Board of Supervisors shall be served on all of the supervisors three (3) days before the date of such meeting.</p>	<p>Article 211 An interim meeting of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors within ten (10) days if any of the following events occurs:</p> <p>(I) the chairman of the Board of Supervisors considers it necessary;</p> <p>(II) when above one-third of the supervisors propose to do so;</p> <p>Notice of the interim meeting of the Board of Supervisors shall be served on all of the supervisors three (3) days before the date of such meeting.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
44.	<p>Article 214 Any supervisor shall, in person, attend at least two-thirds of the meetings of the Board of Supervisors each year. If a supervisor fails to attend meetings convened by the Board of Supervisors consecutively for two times and fails to appoint other supervisor(s) to attend such meetings on his/her behalf, or fails to attend at least two thirds of such meetings in person each year, he/she shall be deemed as failure on his/her part to perform his/her duties. The Board of Supervisors shall propose to the shareholders' general meetings or staff representative meeting to remove such supervisor.</p> <p>Each shareholder representative supervisor and external supervisor shall work for the Bank for not less than fifteen (15) working days each year. The Board of Supervisors shall make self-assessment on its work performance each year, assess the performance of duties by its supervisors, and report relevant assessment results to the shareholders' general meeting.</p>	<p>Article 214 Any supervisor shall, in person, attend at least two-thirds of the <u>on-site</u> meetings of the Board of Supervisors each year. <u>If a supervisor cannot attend the meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf.</u> If a supervisor fails to attend meetings convened by the Board of Supervisors consecutively for two times and fails to appoint other supervisor(s) to attend such meetings on his/her behalf, or fails to attend at least two thirds of such meetings in person each year, he/she shall be deemed as failure on his/her part to perform his/her duties. The Board of Supervisors shall propose to the shareholders' general meetings or staff representative meeting to remove such supervisor.</p> <p>Each shareholder representative supervisor and external supervisor shall work for the Bank for not less than fifteen (15) working days each year. The Board of Supervisors shall make self-assessment on its work performance each year, assess the performance of duties by its supervisors, and report relevant assessment results to the shareholders' general meeting.</p>
45.	<p>Article 222 Minutes shall be taken for the meeting and the supervisors attending the meeting and the person taking the minutes shall sign on the minutes. Supervisors shall have the right to request to record in the minutes details of the speech made by them at the meeting. The minutes of the meetings of the Board of Supervisors shall be kept as the Bank's files for a period of not less than ten (10) years.</p>	<p>Article 222 Minutes shall be taken for the meeting and the supervisors attending the meeting and the person taking the minutes shall sign on the minutes. Supervisors shall have the right to request to record in the minutes details of the speech made by them at the meeting. The minutes of the meetings of the Board of Supervisors shall be kept as the Bank's files <u>permanently</u> for a period of not less than ten (10) years.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
46.	New article	<p><u>Article 243 The Bank shall establish a system for deferred payment, recourse and deduction of performance remuneration.</u></p> <p><u>The performance remuneration of the Bank's executive directors, senior management and personnel in key positions shall be deferred.</u></p> <p><u>The "personnel in key positions" mentioned in the preceding paragraph refer to the personnel who has a direct or significant impact on the operational risks of the Bank.</u></p> <p><u>The Bank shall specify the scope of personnel in key positions in the remuneration management system.</u></p> <p><u>If the Bank is exposed to excessive risk losses, it shall, in accordance with the relevant provisions of the performance remuneration recourse and deduction system, stop paying the unpaid part of the performance remuneration to the relevant responsible personnel and recover the performance remuneration paid within the corresponding period. The provisions on recourse and deduction apply equally to departed employees and retirees.</u></p>
47.	<p>Article 249 ... Except as otherwise provided in the Articles, the Bank shall send the aforesaid reports or report of the Board of Directors along with the balance sheet and loss and profit statement or income and expenditure statement to each shareholder of overseas listed shares by pre-paid post at least twenty-one (21) days prior to the convening of the annual shareholders' general meeting, and the address on the register of shareholders shall be the address of the recipient. For shareholder of overseas listed shares who meet the requirements of laws, administrative regulations and the securities regulatory authorities of the locality in which the Bank's shares are listed, the aforesaid report or report of the Board of Directors along with the balance sheet and income statement can be sent by the ways published on the Bank's website, the website of Hong Kong Stock Exchange and other websites stipulated by the Hong Kong Listing Rules from time to time.</p>	<p>Article 250⁴⁹ ... Except as otherwise provided in the Articles, the Bank shall send the aforesaid reports or report of the Board of Directors along with the balance sheet and loss and profit statement or income and expenditure statement to each shareholder of overseas listed shares by pre-paid post at least twenty-one (21) days prior to the convening of the annual shareholders' general meeting, and the address on the register of shareholders shall be the address of the recipient. For shareholder of overseas listed shares who meet the requirements of laws, administrative regulations and the securities regulatory authorities of the locality in which the Bank's shares are listed, the aforesaid report or report of the Board of Directors along with the balance sheet and income statement can be sent by the ways published on the Bank's website, the website of Hong Kong Stock Exchange and other websites stipulated by the Hong Kong Listing Rules from time to time.</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
48.	<p>Article 254 According to the laws and regulations such as the Company Law and the Financial Rules for Financial Enterprises, the after-tax profits of the Bank shall be distributed in the following order of priority:</p> <p>(1) To make up for the losses of the previous year;</p> <p>(2) To set aside 10% of the profits to statutory reserve funds;</p> <p>(3) To set aside general reserves;</p> <p>(4) To pay dividends on preference shares;</p> <p>(5) To set aside discretionary reserve funds;</p> <p>(6) To pay dividends to ordinary shareholders.</p> <p>Where the capital adequacy ratio of the Bank does not meet the required standards of the relevant regulatory authorities, the Bank shall not distribute profits to investors. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits if it has distributable profits.</p> <p>The payment of dividends on preference shares should be subject to laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and these Articles.</p> <p>In case the shareholders' general meeting approves to distribute any profit to any shareholder before making up the losses and making contributions to the statutory reserve as required by the aforesaid provision, shareholders must return profits so distributed to the Bank.</p> <p>Shares held by the Bank are not entitled to any profit distribution.</p> <p>Where the profit distribution is restricted by laws, regulations and regulatory requirements, the Bank shall not distribute its profits to shareholders.</p>	<p>Article 254 According to the laws and regulations such as the Company Law and the Financial Rules for Financial Enterprises, the after-tax profits of the Bank shall be distributed in the following order of priority:</p> <p>(1) To make up for the losses of the previous year;</p> <p>(2) To set aside 10% of the profits to statutory reserve funds;</p> <p>(3) To set aside general reserves;</p> <p>(4) To pay dividends on preference shares <u>shareholders</u>;</p> <p>(5) To set aside discretionary reserve funds;</p> <p>(6) To pay dividends to ordinary shareholders.</p> <p><u>Where the accumulated amount of the statutory reserve fund of the Bank comes to more than 50% of the registered capital of the Bank, it is no longer necessary to set aside the statutory reserve fund. After setting aside the statutory reserve fund and general reserve, and paying dividends on preference shares, whether to set aside the discretionary reserve funds shall be determined by the Shareholders' general meeting. The Bank shall not distribute profits to Shareholders before making up for the losses of the Bank and setting aside the statutory reserve funds and general reserves.</u></p> <p>Where the capital adequacy ratio of the Bank does not meet the required standards of the relevant regulatory authorities <u>of the state</u>, the Bank shall not distribute profits to investors <u>shareholders in the year</u>. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits <u>of each year</u> if it has distributable profits <u>after making up the losses, setting aside the statutory reserve, general reserve and paying the dividends on preference shareholders in accordance with laws.</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		<p>The payment of dividends on preference shares should be subject to laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and these Articles.</p> <p>In case the shareholders' general meeting approves to distribute any profit to any shareholder before making up the losses, and making contributions to the statutory reserve and general reserves as required by the aforesaid provision, shareholders must return profits so distributed to the Bank.</p> <p>Shares held by the Bank are not entitled to any profit distribution.</p> <p>Where the profit distribution is restricted by laws, regulations and regulatory requirements, the Bank shall not distribute its profits to shareholders.</p>
49.	<p>Article 259 Payments made in advance of calls on any shares by the Bank shall carry interest. However, holders of shares shall not have any right to receive dividends declared thereafter in relation to any such payment made in advance.</p> <p>For dividends not claimed by anyone, the Bank may exercise the right to retrieve such unclaimed dividend under the pre-condition of abiding by relevant PRC laws, administrative regulations and departmental rules, but the right shall only be exercised after the expiration of the applicable limitation period.</p> <p>The Bank has the right to cease delivering dividend notice to the shareholders of overseas listed shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly.</p> <p>The Bank has the right to sell the shares of the shareholders of overseas listed shares through the methods the Board of Directors deems appropriate and subject to the following conditions:</p> <p>(I) The Bank has distributed dividends on such shares at least three (3) times in a period of twelve (12) years and the dividends are not claimed by anyone during that period;</p> <p>(II) After the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the stock exchange of the locality in which the Bank's shares are listed.</p>	<p>Article 26059 Payments made in advance of calls on any shares by the Bank shall carry interest. However, holders of shares shall not have any right to receive dividends declared thereafter in relation to any such payment made in advance.</p> <p>For dividends not claimed by anyone, the Bank may exercise the right to retrieve such unclaimed dividend under the pre-condition of abiding by relevant PRC laws, administrative regulations and departmental rules, but the right shall only be exercised after the expiration of the applicable limitation period.</p> <p>The Bank has the right to cease delivering dividend notice to the shareholders of overseas listed shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly.</p> <p>The Bank has the right to sell the shares of the shareholders of overseas listed shares through the methods the Board of Directors deems appropriate and subject to the following conditions:</p> <p>(I) The Bank has distributed dividends on such shares at least three (3) times in a period of twelve (12) years and the dividends are not claimed by anyone during that period;</p> <p>(II) After the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the stock exchange of the locality in which the Bank's shares are listed.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
50.	<p>Article 262 The internal audit system and the duties of the audit personnel shall be implemented upon approval by the Board of Directors. The head of audit shall be responsible to and shall report to the Board of Directors.</p> <p>The Bank shall establish internal audit system, medium and long-term audit plan, internal audit regulations and annual internal audit plan, etc., which will be implemented upon the approval of the Board of Directors. The internal audit should be independent from the Bank's operation and management and be risk-oriented to ensure its objectiveness and impartiality. The internal audit department shall report audit work regularly to the Board of Directors and senior management.</p>	<p>Article 263² The internal audit system and the duties of the audit personnel shall be implemented upon approval by the Board of Directors. The head of audit shall be responsible to and shall report to the Board of Directors.</p> <p>The Bank shall establish internal audit <u>articles system</u>, medium and long-term audit plan, internal audit regulations and annual internal audit plan, etc., which will be implemented upon the approval of the Board of Directors. The internal audit should be independent from the Bank's operation and management and be risk-oriented to ensure its objectiveness and impartiality. The internal audit department shall report audit work regularly to the Board of Directors and senior management.</p>
51.	<p>Article 270 An accounting firm may resign its office by depositing at the Bank's registered address a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank's registered address or on such later date as may be specified in the notice. Such notice shall contain the followings:</p> <p>.....</p>	<p>Article 2701 An accounting firm may resign its office by depositing at the Bank's <u>registered office</u> registered address a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank's registered address or on such later date as may be specified in the notice. Such notice shall contain the followings:</p> <p>.....</p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
52.	<p>Article 293 Notice of the Bank (including but not limited to the notice of convening the shareholders' general meeting, the meeting of the Board of Directors and the meeting of the Board of Supervisors) shall be issued in the following manner:</p> <p>(I) By personal delivery;</p> <p>(II) By facsimile;</p> <p>(III) By post;</p> <p>(IV) By telegram;</p> <p>(V) By announcement on the newspaper and other designated media;</p> <p>(VI) By announcement on the website designated by the Bank and the stock exchange at the location where the Bank's shares are listed in accordance with the laws, administrative regulations, departmental rules, normative documents, relevant regulations of the supervisory authority and the Articles;</p> <p>(VII) By other means approved by the securities regulatory authority at the location where the Bank's shares are listed or specified in the Articles.</p> <p>There is no restriction in the Articles on issuing notice to shareholders with the registered address of the regions other than Hong Kong.</p> <p>Any notice of the Bank given by announcement shall be deemed to be received by all relevant persons once such announcement is published. Where the securities regulatory authority of the place where the Bank's shares are listed provide otherwise, such provisions shall prevail.</p>	<p>Article 2943 Notice of the Bank (including but not limited to the notice of convening the shareholders' general meeting, the meeting of the Board of Directors and the meeting of the Board of Supervisors) shall be issued in the following manner:</p> <p>(I) By personal delivery;</p> <p>(II) By facsimile;</p> <p>(III) By post;</p> <p>(IV) By telegram;</p> <p>(V) By announcement on the newspaper and other designated media;</p> <p>(VI) By announcement on the website designated by the Bank and the stock exchange at the location where the Bank's shares are listed in accordance with the laws, administrative regulations, departmental rules, normative documents, relevant regulations of the supervisory authority and the Articles;</p> <p>(VII) By other means approved by the securities regulatory authority at the location where the Bank's shares are listed or specified in the Articles.</p> <p>There is no restriction in the Articles on issuing notice to shareholders with the registered address of the regions other than Hong Kong.</p> <p>Any notice of the Bank given by announcement shall be deemed to be received by all relevant persons once such announcement is published. Where the securities regulatory authority of the place where the Bank's shares are listed provide provides otherwise, such provisions shall prevail.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>Even if there are provisions as otherwise stated in the Articles in respect to the form of any other documents, announcements, or other newsletters or notices, as permitted by relevant provisions of the securities regulatory authority at the location where the Bank's shares are listed, the Bank may publish newsletters by the form specified in Item (VI) of this Article, instead of serving written documents to holders of overseas listed shares by personal delivery or pre-paid mail. The abovementioned newsletters refer to any documents published or to be published by the Bank for reference or action guidance for shareholders, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), directors' reports (together with balance sheet and income statement), notices of general meeting, circulars and other communication files.</p>	<p>Even if there are provisions as otherwise stated in the Articles in respect to the form of any other documents, announcements, or other newsletters or notices, as permitted by relevant provisions of the securities regulatory authority at the location where the Bank's shares are listed, the Bank may publish newsletters by the form specified in Item (VI) of <u>the first paragraph of</u> this Article, instead of serving written documents to holders of overseas listed shares by personal delivery or pre-paid mail. The above-mentioned newsletters refer to any documents published or to be published by the Bank for reference or action guidance for shareholders, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), directors' reports (together with balance sheet and income statement), notices of general meeting, circulars and other communication files.</p> <p><u>Any requirement of the securities regulatory authority of the place where the Bank's shares are listed for the Bank to send, mail, dispatch, issue, publish or otherwise make available any corporate communication may, to the extent permitted under laws and regulations and the Articles of the Bank, be satisfied by the Bank sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means and any requirement of the securities regulatory authority of the place where the Bank's shares are listed that a corporate communication of the Bank must be in printed form may be satisfied by the corporate communication being in electronic format.</u></p>

**APPENDIX V THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
53.	Article 296 If the securities regulatory authority at the location where the Bank's shares are listed stipulates that the Bank shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Bank in English and Chinese, if the Bank has made appropriate arrangement to confirm whether the shareholders hope to receive only the English version or the Chinese version, the Bank may (as per the intent stated by the shareholders) send only the English version or the Chinese version to the related shareholders within the range allowed by the applicable laws and regulations and pursuant to the applicable laws and regulations.	Article 2976 If the securities regulatory authority at the location where the Bank's shares are listed stipulates that the Bank shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Bank in English and Chinese, if the Bank has made appropriate arrangement to confirm whether the shareholders hope to receive only the English version, or the Chinese version or both , the Bank may (as per the intent stated by the shareholders) send only the English version, or the Chinese version or both to the related shareholders within the range allowed by the applicable laws and regulations and pursuant to the applicable laws and regulations.
54.	Article 312 After approval by the banking regulatory and administrative authorities under the State Council, the Articles shall become effective and put into force from the date of public offering of H shares of the Bank on the Hong Kong Stock Exchange. Since the effective date of the Articles, the original Articles of the Bank shall be automatically invalidated.	Article 3132 After adoption by resolution of the shareholders' general meeting and approval by the banking regulatory and administrative authorities under the State Council, the Articles shall become effective and put into force from the date of public offering of H shares of the Bank on the Hong Kong Stock Exchange. Since the effective date of the Articles, the original Articles of the Bank shall be automatically invalidated.

Note: Due to the addition or deletion of articles, the serial numbers of the original articles in the Articles of Association are adjusted accordingly, and the cross-referenced articles are also adjusted accordingly without separate explanation.

**APPENDIX VI THE RULES OF PROCEDURES OF THE SHAREHOLDERS’
GENERAL MEETING OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

**The Rules of Procedures of the Shareholders’ General Meeting of Zhongyuan Bank Co., Ltd.
(Comparative Tables of the Amendments)**

No.	Original Articles of the Rules of Procedures of the Shareholders’ General Meeting	Amended Articles of the Rules of Procedures of the Shareholders’ General Meeting
1.	<p>Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the “Bank”), its shareholders and creditors, and regulating the organization and activities of the shareholders’ general meeting of the Bank, the Rules of Procedures (the “Rules”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies 《(國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆)》, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on the Corporate Governance of Commercial Banks and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), as well as laws and regulations, normative documents and the requirements of the Articles of Association of Zhongyuan Bank Co., Ltd. (the “Articles”).</p>	<p>Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the “Bank”), its shareholders and creditors, and regulating the organization and activities of the shareholders’ general meeting of the Bank, the Rules of Procedures (the “Rules”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies 《(國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆)》, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on the Corporate Governance of Commercial Banks <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u> and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), as well as laws and regulations, normative documents and the requirements of the Articles of Association of Zhongyuan Bank Co., Ltd. (the “Articles”).</p>

**APPENDIX VI THE RULES OF PROCEDURES OF THE SHAREHOLDERS’
GENERAL MEETING OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Rules of Procedures of the Shareholders’ General Meeting	Amended Articles of the Rules of Procedures of the Shareholders’ General Meeting
2.	<p>Article 5 The shareholders’ general meeting shall exercise the following powers:</p> <p>(I) deciding on the business policies and investment plans of the Bank;</p> <p>(II) electing and replacing directors and deciding on matters concerning their remunerations;</p> <p>(III) electing and replacing supervisors not appointed from staff representatives, and deciding on matters concerning supervisors’ remuneration;</p> <p>(IV) examining and approving reports of the Board of Directors;</p> <p>(V) examining and approving reports of the Board of Supervisors;</p> <p>(VI) examining and approving the Bank’s annual financial budget and final account proposals;</p> <p>(VII) examining and approving the Bank’s plans for profit distribution and loss make-up;</p> <p>(VIII) to adopt resolutions concerning the increase and reduction of the registered capital, issuance of bonds or other securities and listing of the Bank;</p> <p>(IX) to adopt resolutions on matters such as repurchase of shares of the Bank, merger, division, changing of corporate form, dissolution and liquidation of the Bank;</p> <p>(X) to amend the Articles;</p> <p>(XI) to adopt resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank’s accounting firm;</p> <p>(XII) to examine proposals raised by the shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as “Proposing Shareholders”);</p>	<p>Article 5 The shareholders’ general meeting shall exercise the following powers:</p> <p>(I) deciding on the business policies and investment plans of the Bank;</p> <p>(II) electing and replacing directors <u>not appointed by staff by representatives</u> and deciding on matters concerning their remunerations;</p> <p>(III) electing and replacing supervisors not appointed from staff representatives, and deciding on matters concerning supervisors’ remuneration;</p> <p>(IV) examining and approving reports of the Board of Directors;</p> <p>(V) examining and approving reports of the Board of Supervisors;</p> <p>(VI) examining and approving the Bank’s annual financial budget and final account proposals;</p> <p><u>(VII) examining and approving the rules of procedures of the shareholders’ general meetings, the Board of Directors and the Board of Supervisors;</u></p> <p>(VII) examining and approving the Bank’s plans for <u>VIII</u> profit distribution and loss make-up;</p> <p>(VIII) to adopt resolutions concerning the increase and <u>IX</u> reduction of the registered capital, issuance of bonds or other securities and listing of the Bank;</p> <p>(IX) to adopt resolutions on matters such as <u>X</u> repurchase of shares of the Bank, merger, division, changing of corporate form, dissolution and liquidation of the Bank;</p> <p>(X) to amend the Articles;</p> <p><u>XI</u></p>

**APPENDIX VI THE RULES OF PROCEDURES OF THE SHAREHOLDERS’
GENERAL MEETING OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Rules of Procedures of the Shareholders’ General Meeting	Amended Articles of the Rules of Procedures of the Shareholders’ General Meeting
	<p>(XIII) to examine the substantial equity investment and disposal of the Bank and related matters which amount to above 10% (exclusive) of the audited net asset value of the Bank in the most recent audited financial period;</p> <p>(XIV) to examine the substantial asset acquisition and disposal of the Bank and related matters which amount to over 10% (exclusive) of the audited net asset value of the Bank in the most recent audited financial period;</p> <p>(XV) to examine and approve the external donation amounting to above RMB30 million (exclusive);</p> <p>(XVI) to examine and approve the external guarantee for non-commercial bank business guarantees such as asset mortgages amounting to above RMB200 million (exclusive);</p> <p>(XVII) to examine and approve the related (connected) transactions which require approval by the shareholders’ general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank’s shares are listed;</p> <p>(XVIII) to examine the stock incentive plans, employee stock ownership plans and other medium and long term incentive plans;</p> <p>(XIX) to determine the issuance of preference shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends;</p>	<p>(XI) to adopt resolutions on the engagement, (XII) dismissal or discontinuation of the appointment of the Bank’s accounting firm <u>which provides regular statutory audit for financial reports of the Bank;</u></p> <p>(XII) to examine proposals raised by the shareholders (XIII) who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as “Proposing Shareholders”) <u>according to law;</u></p> <p>(XIII) to examine the substantial equity investment (XIV) and disposal of the Bank and related matters which amount to above 10% (exclusive) of the audited net asset value of the Bank in the most recent audited financial period;</p> <p>(XIV) to examine the substantial asset acquisition and (XV) disposal of the Bank and related matters which amount to over 10% (exclusive) of the audited net asset value of the Bank in the most recent audited financial period;</p> <p>(XV) to examine and approve the external donation (XVI) amounting to above RMB30 million (exclusive);</p> <p>(XVI) to examine and approve the external guarantee (XVII) for non-commercial bank business guarantees such as asset mortgages amounting to above RMB200 million (exclusive);</p> <p>(XVII) to examine and approve the related (connected) (XVIII) transactions which require approval by the shareholders’ general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank’s shares are listed;</p>

**APPENDIX VI THE RULES OF PROCEDURES OF THE SHAREHOLDERS’
GENERAL MEETING OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Rules of Procedures of the Shareholders’ General Meeting	Amended Articles of the Rules of Procedures of the Shareholders’ General Meeting
	<p>(XX) to examine any other matters required by the laws, administrative regulations, department regulations, normative documents, relevant regulatory authorities, the Articles and the Rules to be approved by a shareholders’ general meeting.</p> <p>The matters mentioned above are within the shareholders’ general meeting’s scope of authority and shall be examined and decided by the shareholders’ general meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making power to the Board of Directors, the authorization given shall be clear and specific.</p> <p>If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders’ general meeting by way of ordinary resolutions, such resolutions on matters to be delegated shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders’ general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders’ general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders’ general meeting.</p>	<p>(XVIII) to examine the stock incentive plans, employee <u>XIX</u> stock ownership plans and other medium and long term incentive plans;</p> <p>(XIX) to determine the issuance of preference shares; <u>XX</u> to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends;</p> <p>(XX) to examine any other matters required by the <u>XXI</u> laws, administrative regulations, department regulations, normative documents, relevant regulatory authorities, the Articles and the Rules to be approved by a shareholders’ general meeting.</p> <p>The matters mentioned above are within the shareholders’ general meeting’s scope of authority and shall be examined and decided by the shareholders’ general meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making power to the Board of Directors, the authorization given shall be clear and specific. <u>The shareholders’ general meeting shall not delegate the functions and powers legally exercised by the shareholders’ general meeting to the Board of Directors.</u></p> <p>If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders’ general meeting by way of ordinary resolutions, such resolutions on matters to be delegated shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders’ general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders’ general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders’ general meeting.</p>

**APPENDIX VI THE RULES OF PROCEDURES OF THE SHAREHOLDERS’
GENERAL MEETING OF ZHONGYUAN BANK CO., LTD.
(COMPARATIVE TABLES OF THE AMENDMENTS)**

No.	Original Articles of the Rules of Procedures of the Shareholders’ General Meeting	Amended Articles of the Rules of Procedures of the Shareholders’ General Meeting
3.	<p>Article 8 The Bank shall hold an extraordinary general meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles;</p> <p>(II) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (hereinafter referred to as “Proposing Shareholders”) have requested in writing to convene such a meeting;</p> <p>(IV) when the Board deems it necessary to convene such a meeting;</p> <p>(V) when the Board of Supervisors proposes to convene such a meeting;</p> <p>(VI) above half of the independent directors propose with the Board of Directors to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(VII) in any other circumstances as provided for in the laws, administrative regulations, department regulations or the Articles.</p> <p>The number of shares referred to in the aforesaid item (III) shall be calculated as of the date when shareholders put forward the written request.</p>	<p>Article 8 The Bank shall hold an extraordinary general meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles;</p> <p>(II) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (hereinafter referred to as “Proposing Shareholders”) have requested in writing to convene such a meeting;</p> <p>(IV) when the Board deems it necessary to convene such a meeting;</p> <p>(V) when the Board of Supervisors proposes to convene such a meeting;</p> <p>(VI) more than half and no less than two independent directors propose with the Board of Directors to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(VII) in any other circumstances as provided for in the laws, administrative regulations, department regulations or the Articles.</p> <p>The number of shares referred to in the aforesaid item (III) shall be calculated as of the date when shareholders put forward the written request.</p>

APPENDIX VI THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING OF ZHONGYUAN BANK CO., LTD. (COMPARATIVE TABLES OF THE AMENDMENTS)

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
4.	<p>Article 17 When the Bank is to convene an annual general meeting, the convener shall issue a written notice, at least twenty (20) working days (excluding both the date when the notice is dispatched and the date of meeting) prior to the date of the meeting; when the Bank is to convene an extraordinary general meeting, the convener shall issue a written notice, at least fifteen (15) days or ten (10) working days (whichever is longer, and excluding both the date when the notice is dispatched and the date of meeting) prior to the extraordinary general meeting. Laws and regulations, and where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provides otherwise, such provisions shall prevail.</p>	<p>Article 17 When the Bank is to convene an annual general meeting, the convener shall issue a written notice, at least twenty (20) working days (excluding both the date when the notice is dispatched and the date of meeting) prior to the date of the meeting; when the Bank is to convene an extraordinary general meeting, the convener shall issue a written notice, at least fifteen (15) days or ten (10) working days (whichever is longer, and excluding both the date when the notice is dispatched and the date of meeting) prior to the extraordinary general meeting. Laws and regulations, and where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provides provide otherwise, such provisions shall prevail.</p>
5.	<p>Article 27 Any Shareholder entitled to attend and having voting rights at a shareholders' general meeting shall be entitled to appoint one or more persons (these persons need not be Shareholders) as proxies to attend and vote on their behalf. A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(I) the same right of speech as the Shareholder at the meeting;</p> <p>(II) have authority to demand or join other Shareholders in demanding a poll;</p> <p>(III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>	<p>Article 27 Any Shareholder entitled to attend and having voting rights at a shareholders' general meeting shall be entitled to appoint one or more persons (these persons need not be Shareholders) as proxies to attend and vote on their behalf. <u>If the shareholder is a corporate, it shall be entitled to appoint a representative to attend and vote at any shareholders' general meeting of the Bank and, where a corporate shareholder is so represented, it shall be treated as being present at any meeting in person. A corporate shareholder may execute a form of proxy under the hand of a duly authorized officer.</u> A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(I) the same right of speech as the Shareholder at the meeting;</p> <p>(II) have authority to demand or join other Shareholders in demanding a poll;</p> <p>(III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>

APPENDIX VI THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING OF ZHONGYUAN BANK CO., LTD. (COMPARATIVE TABLES OF THE AMENDMENTS)

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
6.	<p>Article 37 The shareholders' general meeting shall be convened by the Board of Directors according to laws and shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the chairman or the deputy chairman is unable or fails to perform his/her duties, a Director elected by above half of the Directors shall preside over the meeting. In the event that no such designation is made, a Shareholder as elected from the attending Shareholders may preside over the meeting. If, for any reason, the attending Shareholders fail to elect one to be the chairman, the attending Shareholder (or his proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p> <p>.....</p>	<p>Article 37 The shareholders' general meeting shall be convened by the Board of Directors according to laws and shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the chairman or the deputy chairman is unable or fails to perform his/her duties, a Director elected by above half of the Directors shall preside over the meeting. In the event that no such designation is made, a Shareholder as elected from the attending Shareholders may preside over the meeting. If, for any reason, the attending Shareholders fail to elect one to be the chairman, the attending Shareholder (or his proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p> <p>.....</p>
7.	<p>Article 40 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes.</p> <p>The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed, for no less than ten (10) years.</p>	<p>Article 40 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes.</p> <p>The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed permanently, for no less than ten (10) years.</p>

APPENDIX VI THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING OF ZHONGYUAN BANK CO., LTD. (COMPARATIVE TABLES OF THE AMENDMENTS)

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
8.	<p>Article 44 The following matters shall be resolved by way of a special resolution:</p> <p>(I) An increase or reduction of the registered capital of the Bank;</p> <p>(II) The issuance of all kinds of stocks, bonds or other securities by the Bank;</p> <p>(III) The division, merger, any other change in the corporate form, dissolution and liquidation of the Bank;</p> <p>(IV) Amendments to the Articles;</p> <p>(V) Long term incentive plans such as Stock incentive plans and employee stock ownership plans;</p> <p>(VI) Any other matters as required by the laws, administrative regulations or the Articles, the securities regulatory authority in the place where the stocks of the Bank are listed or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.</p>	<p>Article 44 The following matters shall be resolved <u>at the shareholders' general meeting</u> by way of a special resolution:</p> <p>(I) An increase or reduction of the registered capital of the Bank;</p> <p>(II) The issuance <u>and listing</u> of all kinds of stocks, bonds or other securities by the Bank;</p> <p>(III) The division, merger, any other change in the corporate form, dissolution and liquidation of the Bank;</p> <p>(IV) Amendments to the Articles;</p> <p><u>(V) The removal of the independent directors;</u></p> <p><u>(√VI) The consideration and approval of medium and long</u> Long term incentive plans such as <u>Stock stock</u> incentive plans and employee stock ownership plans;</p> <p><u>(√VI) Any other matters as required by the</u> <u>VII</u> laws, <u>regulations, regulatory requirements</u> administrative regulations or the Articles, the securities regulatory authority in the place where the stocks of the Bank are listed or the Articles; or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.</p>
9.	<p>Article 73 After approval by way of ordinary resolutions at the shareholders' general meeting of the Bank, the Rules shall become effective from the date of public offering of the H shares of the Bank on The Stock Exchange of Hong Kong Limited. Since the effective date of the Rules, the original Rules of Procedure of the Shareholders' General Meeting of the Bank shall be automatically invalidated. Any amendments and cancellation of these Rules shall be subject to approval by ordinary resolution of the shareholders' general meeting.</p>	<p>Article 73 After approval by way of ordinary resolutions at the shareholders' general meeting of the Bank, the <u>The</u> Rules shall become effective from the date of <u>approval by way of ordinary resolutions at the shareholders' general meeting of the Bank</u> public offering of the H shares of the Bank on The Stock Exchange of Hong Kong Limited. Since the effective date of the Rules, the original Rules of Procedure of the Shareholders' General Meeting of the Bank shall be automatically invalidated. Any amendments and cancellation of these Rules shall be subject to <u>become effective upon</u> approval by ordinary resolution of the shareholders' general meeting.</p>

**The Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd.
(Comparative Tables of the Amendments)**

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
1.	<p>Article 1 In order to clarify the mode of discussion of the Board of Directors of Zhongyuan Bank Co., Ltd. (the "Bank"), regulate the procedures of discussion, and ensure the implementation of the resolutions of a shareholders' general meeting, the efficiency and scientific decision-making of the Board of Directors, the Rules of Procedures (the "Rules") are hereby formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Commercial Banking Law of the People's Republic of China (the "Commercial Banking Law"), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on the Corporate Governance of Commercial Banks and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws and regulations, rules, normative documents and Articles of Association of Zhongyuan Bank Co., Ltd. (the "Articles").</p>	<p>Article 1 In order to clarify the mode of discussion of the Board of Directors of Zhongyuan Bank Co., Ltd. (the "Bank"), regulate the procedures of discussion, and ensure the implementation of the resolutions of a shareholders' general meeting, the efficiency and scientific decision-making of the Board of Directors, the Rules of Procedures (the "Rules") are hereby formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Commercial Banking Law of the People's Republic of China (the "Commercial Banking Law"), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on the Corporate Governance of Commercial Banks <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u>, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws and regulations, rules, normative documents and Articles of Association of Zhongyuan Bank Co., Ltd. (the "Articles").</p>

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
2.	<p>Article 7 The Board's Meeting shall be attended by the director himself. If a director cannot attend the Board's Meeting for any reason, he shall ask the Board of Directors for leave and explain the reasons. At the same time, he shall review the meeting materials in advance, form a clear opinion, and entrust other directors to attend in writing. The power of attorney should state:</p> <p>(I) The names of the principal and the trustee;</p> <p>(II) The client's brief opinions on each proposal;</p> <p>(III) The scope and validity of the client's authorization and its instructions on the voting intention of the bill;</p> <p>(IV) The signature and date of the client.</p> <p>The directors attending the meeting on their behalf shall exercise the rights of the directors within the scope of authorization.</p> <p>If other directors are entrusted to sign a written confirmation on behalf of the periodic report, they shall make a special authorization in the power of attorney. The entrusted director shall submit a written power of attorney to the chairperson of the meeting and state the entrusted attendance in the meeting registration book. If the directors did not attend the Board's Meeting in person or entrust a representative to attend, it is deemed that they have not attended the Board's Meeting and have waived their voting rights at the meeting.</p> <p>The Board's Meeting is convened and presided over by the chairman. The chairman may designate a vice chairman or other directors to convene and preside over meetings of Board of Directors.</p>	<p>Article 7 The Board's Meeting shall be attended by the director himself. If a director cannot attend the Board's Meeting for any reason, he shall ask the Board of Directors for leave and explain the reasons. At the same time, he shall review the meeting materials in advance, form a clear opinion, and entrust other directors to attend in writing. The power of attorney should state:</p> <p>(I) The names of the principal and the trustee;</p> <p>(II) The client's brief opinions on each proposal;</p> <p>(III) The scope and validity of the client's authorization and its instructions on the voting intention of the bill;</p> <p>(IV) The signature and date of the client.</p> <p>The directors attending the meeting on their behalf shall exercise the rights of the directors within the scope of authorization.</p> <p>If other directors are entrusted to sign a written confirmation on behalf of the periodic report, they shall make a special authorization in the power of attorney. The entrusted director shall submit a written power of attorney to the chairperson of the meeting and state the entrusted attendance in the meeting registration book. If the directors did not attend the Board's Meeting in person or entrust a representative to attend, it is deemed that they have not attended the Board's Meeting and have waived their voting rights at the meeting.</p> <p>The Board's Meeting is convened and presided over by the chairman. The chairman may designate a vice chairman or other directors to convene and preside over meetings of Board of Directors.</p>

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
3.	<p>Article 8 When a director authorizes another director or is authorized to attend the Board meeting, the following principles shall be complied with:</p> <p>(I) In the deliberation of related party (connected) transactions, a non-related director shall not authorize any related director to attend the meeting on his/her behalf, and a related (connected) director shall not accept the authorization of non-related directors; in the deliberation of connected transactions, the relevant requirements of the Hong Kong Listing Rules shall be observed;</p> <p>(II) An independent director shall not authorize any non-independent director to attend the meeting on his/her behalf, and a non-independent director shall not accept the authorization of the independent director;</p> <p>(III) A director shall not fully authorize other directors to attend the meeting on his/her behalf without specifying his/her personal opinion and voting intentions on resolutions, while the relevant directors shall not accept the full authorization or unclear authorization;</p> <p>(IV) A director shall not accept the authorizations of more than two directors or authorize a director who has already accepted the authorizations of two other directors to attend the meeting on his/her behalf.</p>	<p>Article 8 When a director authorizes another director or is authorized to attend the Board meeting, the following principles shall be complied with:</p> <p>(I) In the deliberation of related party (connected) transactions, a non-related director shall not authorize any related director to attend the meeting on his/her behalf, and a related (connected) director shall not accept the authorization of non-related directors; in the deliberation of related party (connected) transactions, the relevant requirements of the Hong Kong Listing Rules shall be observed;</p> <p>(II) An independent director shall not authorize any non-independent director to attend the meeting on his/her behalf, and a non-independent director shall not accept the authorization of the independent director;</p> <p>(III) A director shall not fully authorize other directors to attend the meeting on his/her behalf without specifying his/her personal opinion and voting intentions on resolutions, while the relevant directors shall not accept the full authorization or unclear authorization;</p> <p>(IV) <u>A director shall, in principle, be entrusted by no more than two directors who are not present at the meeting in person, A</u> director shall not accept the authorizations of more than two directors and shall not authorize a director who has already accepted the authorizations of two other directors to attend the meeting on his/her behalf.</p>

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
4.	<p>Article 11 Board meetings held by circulation of a written resolution shall meet the following requirements:</p> <p>(I) The reasons for holding Board meetings by circulation of a written resolution and its compliance with the requirements of the Rules of Procedures of the Board's Meeting shall be stated in the notice of the Board meeting;</p> <p>(II) Voting by means of circulating written resolutions shall be adopted on each matter and directors shall not be required to cast only one vote on more than one matter;</p> <p>(III) Circulation of a written resolution shall not be adopted for matters including the Bank's profit distribution plan, major investment and asset disposal plan, plans on employing or dismissing senior management members and capital replenishment, major equity changes and financial restructuring and other significant matters;</p> <p>(IV) If a major shareholder or a director has a significant interest in the matter to be considered which is reviewed material by the Board of Directors, the relevant resolutions shall be dealt with by holding an on-site meeting rather than by circulation of a written resolution. Independent directors who, and whose close associates (as defined under the Hong Kong Listing Rules), have no material interest in the transaction shall be present at that Board meeting.</p>	<p>Article 11 Board meetings held by circulation of a written resolution shall meet the following requirements:</p> <p>(I) The reasons for holding Board meetings by circulation of a written resolution and its compliance with the requirements of the Rules of Procedures of the Board's Meeting shall be stated in the notice of the Board meeting;</p> <p>(II) Voting by means of circulating written resolutions shall be adopted on each matter and directors shall not be required to cast only one vote on more than one matter;</p> <p>(III) Circulation of a written resolution shall not be adopted for matters including the Bank's profit distribution plan, remuneration plan, major investment and asset disposal plan, plans on employing or dismissing senior management members and capital replenishment, major equity changes and financial restructuring and other significant matters;</p> <p>(IV) If a major shareholder or a director has a significant interest in the matter to be considered which is reviewed material by the Board of Directors, the relevant resolutions shall be dealt with by holding an on-site meeting rather than by circulation of a written resolution. Independent directors who, and whose close associates (as defined under the Hong Kong Listing Rules), have no material interest in the transaction shall be present at that Board meeting.</p>
5.	<p>Article 20 The Board of Directors shall hold at least one regular meeting each quarter. The meeting of the Board of Directors shall be determined according to the annual work plan of the Board of Directors and its work progress.</p>	<p>Article 20 The Board of Directors shall hold at least four (4) regular meetings each year at least one regular meeting each quarter. The meeting of the Board of Directors shall be determined according to the annual work plan of the Board of Directors and its work progress.</p>

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
6.	<p>Article 23 The chairman shall convene an interim Board meeting within ten (10) days under the following circumstances:</p> <p>(1) It is deemed necessary by the chairman;</p> <p>(2) It is proposed by more than one-third of the directors;</p> <p>(3) It is proposed by the Board of Supervisors;</p> <p>(4) It is proposed by more than half of the independent directors (where the Bank has only two (2) independent directors, it is unanimously proposed by both independent directors);</p> <p>(5) It is proposed by the shareholders representing more than one-tenth of voting rights;</p> <p>(6) Other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles.</p>	<p>Article 23 The chairman shall convene an interim Board meeting within ten (10) days under the following circumstances:</p> <p>(1) It is deemed necessary by the chairman;</p> <p>(2) It is proposed by more than one-third of the directors;</p> <p>(3) It is proposed by the Board of Supervisors;</p> <p>(4) It is proposed by more than half of the two (2) independent directors (where the Bank has only two (2) independent directors, it is unanimously proposed by both independent directors);</p> <p>(5) It is proposed by the shareholders representing more than one-tenth of voting rights;</p> <p>(6) Other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles.</p>
7.	<p>Article 24 Upon the occurrence of the circumstances provided in Article 23 of the Articles, the chairman shall perform his duties to convene and preside over an interim Board meeting, or entrust vice chairman or other directors to convene and host the meeting of the Board of Directors, if the chairman is unable or fails to his duties to convene and preside over an interim Board meeting, nor entrust any specific personnel to perform his duties on his own, the vice chairman shall exercise such duties on his behalf; if the vice chairman is unable or fails to do so, a director shall be recommended by half or more directors jointly to exercise such duties and powers on his behalf.</p>	<p>Article 24 Upon the occurrence of the circumstances provided in Article 23 of the Articles, the chairman shall perform his duties to convene and preside over an interim Board meeting, <u>if the chairman is unable or fails to do his duties to convene and preside over an interim Board meeting,</u> or entrust the vice chairman or other directors to <u>shall</u> convene and host the meeting of the Board of Directors, if the chairman is unable or fails to his duties to convene and preside over an interim Board meeting, nor entrust any specific personnel to perform his duties on his own, the vice chairman shall exercise such duties on his behalf; if the vice chairman is unable or fails to do so, a director shall be recommended by half or more directors jointly to exercise such duties and powers on his behalf.</p>

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
8.	Article 26 Regular meeting of the Board shall be convened upon written notices sent to all directors and supervisors fourteen (14) days prior to the date of the meeting by the office of the Board through direct delivery, fax, e-mail or other means; the meeting documents shall be sent to all directors and supervisors five (5) days before the meeting.	Article 26 Regular meeting of the Board shall be convened upon written notices sent to all directors and supervisors fourteen (14) days prior to the date of the meeting by the office of the Board through direct delivery, fax, e-mail or other means; the meeting documents shall be sent to all directors and supervisors five (5) ten (10) days before the meeting.
9.	Article 32 Archives of the Board meetings, including notices of meeting and meeting materials, meeting registration book, power of attorney for attendance by proxy, voice recording of meeting, ballots, meeting minutes signed by the attending directors, resolutions of meeting, etc., shall be kept by the secretary to the Board. Archives of the Board meetings shall be preserved for more than 10 years. Relevant meeting minutes should be open for inspection at any reasonable time on reasonable notice by any director.	Article 32 Archives of the Board meetings, including notices of meeting and meeting materials, meeting registration book, power of attorney for attendance by proxy, voice recording of meeting, ballots, meeting minutes signed by the attending directors, resolutions of meeting, etc., shall be kept by the secretary to the Board. <u>Minutes of the Board meetings shall be kept indefinitely.</u> <u>Other</u> archives of the Board meetings shall be preserved for more than 10 years. Relevant meeting minutes should be open for inspection at any reasonable time on reasonable notice by any director.
10.	Article 33 After approval by way of ordinary resolutions at the shareholders' general meeting of the Bank, the Rules shall become effective from the date of public offering of the H shares of the Bank on The Stock Exchange of Hong Kong Limited. Since the effective date of the Rules, the original Rules of Procedures of the Board's Meeting of the Bank shall be automatically invalidated. Any amendments and cancellation of these Rules shall be subject to approval by ordinary resolution of the shareholders' general meeting.	Article 33 <u>The Rules shall become effective after</u> After approval by way of ordinary resolutions at the shareholders' general meeting of the Bank, the Rules shall become effective from the date of public offering of the H shares of the Bank on The Stock Exchange of Hong Kong Limited. Since the effective date of the Rules, the original Rules of Procedures of the Board's Meeting of the Bank shall be automatically invalidated. Any amendments and cancellation of these Rules shall <u>become effective</u> subject to approval by ordinary resolution of the shareholders' general meeting.

**The Rules of Procedures of the Supervisory Committee of Zhongyuan Bank Co., Ltd.
(Comparative Tables of the Amendments)**

No.	Original Articles of the Rules of Procedures of the Supervisory Committee	Amended Articles of the Rules of Procedures of the Supervisory Committee
1.	<p>Article 1 To clarify the mode of discussion and regulate the procedures of discussion of the Supervisory Committee of Zhongyuan Bank Co., Ltd. (the “Bank”), enhance independent, authoritative and effective performance of duties by the Supervisory Committee and improve the corporate governance mechanism of the Bank, the Rules of Procedures (the “Rules”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on the Corporate Governance of Commercial Banks, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant laws and regulations, rules, normative documents and the Articles of Association of Zhongyuan Bank Co., Ltd. (the “Articles”).</p>	<p>Article 1 To clarify the mode of discussion and regulate the procedures of discussion of the Supervisory Committee of Zhongyuan Bank Co., Ltd. (the “Bank”), enhance independent, authoritative and effective performance of duties by the Supervisory Committee and improve the corporate governance mechanism of the Bank, the Rules of Procedures (the “Rules”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, <u>Corporate Governance Guidelines for Banking and Insurance Institutions</u> the Guidelines on the Corporate Governance of Commercial Banks, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant laws and regulations, rules, normative documents and the Articles of Association of Zhongyuan Bank Co., Ltd. (the “Articles”).</p>

No.	Original Articles of the Rules of Procedures of the Supervisory Committee	Amended Articles of the Rules of Procedures of the Supervisory Committee
2.	<p>Article 5 The meetings of the Board of Supervisors are divided into regular meetings and interim meetings.</p> <p>(I) Regular meetings of the Board of Supervisors shall be convened at least once each quarter.</p> <p>.....</p> <p>(III) An interim meeting of the Board of Supervisors shall be convened by the chairman of the Board of Supervisors within ten (10) days if any of the following events occurs:</p> <ol style="list-style-type: none"> 1. the chairman of the Board of Supervisors considers it necessary; 2. when above one-third of the supervisors propose to do so; 3. other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles. 	<p>Article 5 The meetings of the Board of Supervisors are divided into regular meetings and interim meetings.</p> <p>(I) Regular meetings of the Board of Supervisors shall be convened at least four times a year at least once each quarter.</p> <p>.....</p> <p>(III) An interim meeting of the Board of Supervisors shall be convened by the chairman of the Board of Supervisors within ten (10) days if any of the following events occurs:</p> <ol style="list-style-type: none"> 1. the chairman of the Board of Supervisors considers it necessary; 2. when above one-third of the supervisors propose to do so; 3. other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles.
3.	<p>Article 16 Any supervisor shall, in person, attend at least two-thirds of the meetings of the Board of Supervisors each year. If a supervisor fails to attend meetings convened by the Board of Supervisors consecutively for two times and fails to appoint other supervisor(s) to attend such meetings on his/her behalf, or fails to attend at least two thirds of such meetings in person each year, he/she shall be deemed as failure on his/her part to perform his/her duties. The Board of Supervisors shall propose to the shareholders' general meetings or staff representative meeting to remove such supervisor.</p> <p>Each shareholder representative supervisor and external supervisor shall work for the Bank for not less than fifteen (15) working days each year. The Board of Supervisors shall make self-assessment on its work performance each year, assess the performance of duties by its supervisors, and report relevant assessment results to the shareholders' general meeting.</p>	<p>Article 16 Any supervisor shall, in person, attend at least two-thirds of the on-site meetings of the Board of Supervisors each year, if he/she cannot attend the meetings for some reason, he/she may appoint another supervisor to attend the meetings on his/her behalf in written form. If a supervisor fails to attend meetings convened by the Board of Supervisors consecutively for two times and fails to appoint other supervisor(s) to attend such meetings on his/her behalf, or fails to attend at least two thirds of such meetings in person each year, he/she shall be deemed as failure on his/her part to perform his/her duties. The Board of Supervisors shall propose to the shareholders' general meetings or staff representative meeting to remove such supervisor.</p> <p>Each shareholder representative supervisor and external supervisor shall work for the Bank for not less than fifteen (15) working days each year. The Board of Supervisors shall make self-assessment on its work performance each year, assess the performance of duties by its supervisors, and report relevant assessment results to the shareholders' general meeting.</p>

No.	Original Articles of the Rules of Procedures of the Supervisory Committee	Amended Articles of the Rules of Procedures of the Supervisory Committee
4.	<p>Article 18 In case of a provisional proposal to hold an interim meeting of the Board of Supervisors:</p> <p>(I) If it is proposed by the chairman of the Board of Supervisors, it shall be held in the form of an interim meeting;</p> <p>(II) If it is proposed by above one-third of the supervisors, an interim meeting of the Board of Supervisors shall be organized and convened by the chairman of the Board of Supervisors within ten (10) days after receiving the proposal.</p>	<p>Article 18 In case of a provisional proposal to hold an interim meeting of the Board of Supervisors:</p> <p>(I) If it is proposed by the chairman of the Board of Supervisors, it shall be held in the form of an interim meeting;</p> <p>(II) If it is proposed by above one-third of the supervisors, an interim meeting of the Board of Supervisors shall be organized and convened by the chairman of the Board of Supervisors within ten (10) days after receiving the proposal.</p>
5.	<p>Article 19 The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to or fails to carry out his/her duties, the vice chairman of the Board of Supervisors shall convene and preside over the meeting. If the vice chairman of the Board of Supervisors is unable to or fails to carry out his/her duties, a supervisor elected by above half of the supervisors shall convene and preside over the meeting.</p>	<p>Article 19 The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to or fails to carry out his/her duties, the vice chairman of the Board of Supervisors shall convene and preside over the meeting. If the vice chairman of the Board of Supervisors is unable to or fails to carry out his/her duties, a supervisor elected by above half of the supervisors shall convene and preside over the meeting.</p>
6.	<p>Article 28 The minutes of the meetings of the Board of Supervisors shall be kept as the Bank's files for a period of not less than ten (10) years.</p>	<p>Article 28 The minutes of the meetings of the Board of Supervisors shall be kept permanently as the Bank's files for a period of not less than ten (10) years.</p>
7.	<p>Article 30 After approval by way of ordinary resolutions at the shareholders' general meeting of the Bank, the Rules shall become effective from the date of public offering of the H shares of the Bank on The Stock Exchange of Hong Kong Limited. Since the effective date of the Rules, the original Rules of Procedures of the Supervisory Committee of the Bank shall be automatically invalidated. Any amendments and cancellation of these Rules shall be subject to approval by ordinary resolution of the shareholders' general meeting.</p>	<p>Article 30 After approval by way of ordinary resolutions at the shareholders' general meeting of the Bank, the Rules shall become effective from the date of public offering of the H shares of the Bank on The Stock Exchange of Hong Kong Limited. Since the effective date of the Rules, the original Rules of Procedures of the Supervisory Committee of the Bank shall be automatically invalidated. Any amendments and cancellation of these Rules shall become effective subject to approval by ordinary resolution of the shareholders' general meeting.</p>

**The Nomination and Election Methods of Directors of Zhongyuan Bank Co., Ltd.
(Comparative Tables of the Amendments)**

No.	Original Articles of the Nomination and Election Methods of Directors	Amended Articles of the Nomination and Election Methods of Directors
1.	<p>Article 5 The general procedures for nominating and electing a director of the Bank are as follows:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors can nominate candidates for directors according to the number of directors to be elected to the extent of the number specified by the Articles; Shareholders individually or jointly holding above 3% of the Bank’s total shares in issue with voting rights can also nominate candidates for directors to the Board of Directors;</p> <p>(II) The Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary verification on the qualification and conditions of appointment of the candidates for directors, and propose the qualified candidates to the Board of Directors for consideration. The Board of Directors shall propose the candidates for directors to the shareholders’ general meeting by way of written proposal after they are considered and approved by the Board of Directors;</p> <p>(III) The candidates for directors shall, before the convening of the shareholders’ general meeting, make written undertakings, expressing their consent to their nomination, confirming the truthfulness and completeness of the publicly disclosed information and undertaking that they will duly perform their duties upon being elected;</p>	<p>Article 5 The general procedures for nominating and electing a <u>non-independent</u> director of the Bank are as follows:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors can nominate candidates for <u>non-independent</u> directors according to the number of directors to be elected to the extent of the number specified by the Articles; Shareholders individually or jointly holding above 3% of the Bank’s total shares in issue with voting rights can also nominate candidates for <u>non-independent</u> directors to the Board of Directors;</p> <p>(II) The Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary verification on the qualification and conditions of appointment of the candidates for <u>non-independent</u> directors, and propose the qualified candidates to the Board of Directors for consideration. The Board of Directors shall propose the candidates for <u>non-independent</u> directors to the shareholders’ general meeting by way of written proposal after they are considered and approved by the Board of Directors;</p> <p>(III) The candidates for <u>non-independent</u> directors shall, before the convening of the shareholders’ general meeting, make written undertakings, expressing <u>express</u> their consent to their nomination, confirming <u>ensure</u> the truthfulness and completeness of the publicly disclosed information and undertaking <u>undertake</u> that they will duly perform their duties upon being elected;</p>

No.	Original Articles of the Nomination and Election Methods of Directors	Amended Articles of the Nomination and Election Methods of Directors
	<p>(IV) The Board of Directors shall, before the convening of the shareholders' general meeting, disclose the detailed information on the candidates for directors to the shareholders of the Bank in accordance with law and regulations, the Hong Kong Listing Rules and the Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes;</p> <p>(V) Each candidate for director shall be voted for on a separate basis at the shareholders' general meeting;</p> <p>(VI) When an additional director is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the shareholders satisfying the conditions for making such nomination shall propose a candidate to the Board of Directors for consideration. The shareholders' general meeting elects or replaces the director.</p>	<p>(IV) The Board of Directors shall, before the convening of the shareholders' general meeting, disclose the detailed information on the candidates for directors to the shareholders of the Bank in accordance with law and regulations, the Hong Kong Listing Rules and the Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes;</p> <p>(V) Each candidate for non-independent director shall be voted for on a separate basis at the shareholders' general meeting;</p> <p>(VI) When an additional non-independent director is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the shareholders satisfying the conditions for making such nomination shall propose a candidate to the Board of Directors for consideration. The shareholders' general meeting elects or replaces the director.</p>
2.	<p>Article 7 The nomination, election and replacement of independent directors shall be made in accordance with the following requirements:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors and shareholders individually or jointly holding above 1% of the Bank's total outstanding shares with voting rights can nominate candidates for independent directors to the Board of Directors. A shareholder who has already nominated a candidate for director shall not nominate any candidate for independent director.</p>	<p>Article 7 The nomination, election and replacement of independent directors shall be made in accordance with the following requirements:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors, and shareholders individually or jointly holding above 1% of the Bank's total outstanding shares with voting rights and the Board of Supervisors can nominate candidates for independent directors to the Board of Directors. A shareholder and related parties thereof who has have already nominated a candidate for director shall not nominate any candidate for independent director;</p>

No.	Original Articles of the Nomination and Election Methods of Directors	Amended Articles of the Nomination and Election Methods of Directors
	<p>(II) The qualifications of nominated candidates for independent directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors, and the review focuses on independence, professional knowledge, experience and ability, etc..</p> <p>(III) The election and appointment of independent directors shall mainly follow market principles.</p>	<p>(II) The qualifications of nominated candidates for independent directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors, and the review focuses on independence, professional knowledge, experience and ability, etc.;</p> <p>(III) The election and appointment of independent directors shall mainly follow market principles.;</p> <p><u>(IV) Other election and appointment procedures for independent directors shall be the same as those for non-independent directors.</u></p>
3.	<p>Article 11 Before the expiry of any director's term of office, the shareholders' general meeting shall not dismiss the director without any reason. Subject to relevant laws and administrative regulations, a director whose term of office has not expired may be removed by an ordinary resolution (but such removal shall not cause prejudice to any claim which may be initiated by the director under any contract).</p>	<p>Article 11 Before the expiry of any director's term of office, the shareholders' general meeting shall not dismiss the director without any reason. Subject to relevant laws and administrative regulations, a <u>non-independent</u> director whose term of office has not expired may be removed by an ordinary resolution (but such removal shall not cause prejudice to any claim which may be initiated by the director under any contract).</p>
4.	<p>Article 13 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors.</p> <p>Where the resignation of a director causes the number of directors of the Bank's Board of Directors to fall below two-thirds of the number of directors of the then session of the Board of Directors or the statutory minimum quorum, the director shall continue to perform the duties in accordance with the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the provisions of the Articles of Bank before the newly appointed director assumes his/her office.</p>	<p>Article 13 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors.</p> <p>Where the resignation of a director causes the number of directors of the Bank's Board of Directors to fall below two-thirds of the number of directors of the then session of the Board of Directors or the statutory minimum quorum, the director shall continue to perform the duties in accordance with the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the provisions of the Articles of Bank before the newly appointed director assumes his/her office. <u>An independent director shall continue to perform his/her duties before the Board of Directors approves his/her resignation. A director shall not resign without the approval of the regulatory authorities if the Bank is dealing with material risks.</u></p>

No.	Original Articles of the Nomination and Election Methods of Directors	Amended Articles of the Nomination and Election Methods of Directors
	<p>Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors.</p>	<p>Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors.</p> <p><u>If the number of directors falls below the minimum number stipulated in the Company Law or the minimum number required for voting by the Board of Directors due to the dismissal of directors by the shareholders' general meeting, the death of directors, the resignation of independent directors due to the loss of independence, or other circumstances in which they cannot perform their duties as directors, the powers and duties of the Board of Directors shall be exercised by the shareholders' general meeting until the number of directors satisfies the requirements.</u></p>
5.	<p>Article 17 The Measures has been considered and approved by the shareholders' general meeting and shall become effective on the listing of H-shares publicly issued by the Bank on The Stock Exchange of Hong Kong Limited.</p>	<p>Article 17 The Measures has been considered and approved by the shareholders' general meeting and shall become effective on that date listing of H-shares publicly issued by the Bank on The Stock Exchange of Hong Kong Limited. <u>The amendment and repeal of the Measures shall be considered and approved by an ordinary resolution of the shareholders' general meeting before they take effect.</u></p>

**The Nomination and Election Methods of Supervisors of Zhongyuan Bank Co., Ltd.
(Comparative Tables of the Amendments)**

No.	Original Articles of the Nomination and Election Methods of Supervisors	Amended Articles of the Nomination and Election Methods of Supervisors
1.	<p>Article 2 The Board of Supervisors of the Bank shall be composed of five (5) to thirteen (13) supervisors. The Board of Supervisors shall have one (1) chairman and one (1) vice chairman. The chairman and vice chairman shall be served as by a dedicated designated person, and shall possess professional knowledge and working experience in at least one professional area, e.g. accounting, audit, finance or law, etc..</p> <p>Employee representative supervisors and external supervisors shall not be less than one-third of the total number of members of the Board of Supervisors.</p>	<p>Article 2 The Board of Supervisors of the Bank shall be composed of five (5) to thirteen (13) supervisors. The Board of Supervisors shall have one (1) chairman and may have one (1) vice chairman. The chairman and vice chairman shall be served as by a dedicated designated person, and shall possess professional knowledge and working experience in at least one professional area, e.g. accounting, audit, finance or law, etc..</p> <p>Employee representative supervisors and external supervisors shall not be less than one-third of the total number of members of the Board of Supervisors.</p>
2.	<p>Article 10 The appointment and removal of the chairman and vice chairman shall be made with a resolution passed by above two-thirds of the all members of the Board of Supervisors.</p>	<p>Article 10 The appointment and removal of the chairman and vice chairman shall be made with a resolution passed by above two-thirds of the all members of the Board of Supervisors.</p>
3.	<p>Article 12 A supervisor may resign before the expiry of his/her term of office. He/she shall submit a written resignation to the Board of Supervisors.</p> <p>A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, administrative regulations, departmental rules, Hong Kong Listing Rules and the Articles until a re-elected supervisor takes office, if the resignation of supervisors results in the number of supervisors of the Bank being less than two-thirds of supervisors of the current session of the Board of Supervisors or being less than the quorum.</p> <p>Saved as the aforesaid, the resignation of a supervisor shall take effect upon the delivery of the written resignation to the Board of Supervisors.</p>	<p>Article 12 A supervisor may resign before the expiry of his/her term of office. He/she shall submit a written resignation to the Board of Supervisors.</p> <p>A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, administrative regulations, departmental rules, Hong Kong Listing Rules and the Articles until a re-elected supervisor takes office, <u>if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of a supervisor before expiry of his/her term of office results in the number of supervisors being less than the quorum</u> if the resignation of supervisors results in the number of supervisors of the Bank being less than two-thirds of supervisors of the current session of the Board of Supervisors or being less than the quorum.</p> <p>Saved as the aforesaid, the resignation of a supervisor shall take effect upon the delivery of the written resignation to the Board of Supervisors.</p>

No.	Original Articles of the Nomination and Election Methods of Supervisors	Amended Articles of the Nomination and Election Methods of Supervisors
4.	Article 16 After deliberation and approval by the shareholders' general meeting, the Measures shall become effective from the date of public offering of H shares of the Bank on The Stock Exchange of Hong Kong Limited.	Article 16 After deliberation and approval by the shareholders' general meeting, the Measures shall become effective from the date of public offering of H shares of the Bank on The Stock Exchange of Hong Kong Limited.

**The Working Rules of the Independent Directors of Zhongyuan Bank Co., Ltd.
(Comparative Tables of the Amendments)**

No.	Original Articles of the Working Rules of the Independent Directors	Amended Articles of the Working Rules of the Independent Directors
1.	<p>Article 1 For the purpose of improving the corporate governance structure of Zhongyuan Bank Co., Ltd. (the “Bank”), giving full play to the role of independent Directors and specifying the responsibilities of independent Directors, the Work Rules of Independent Directors of Zhongyuan Bank Co., Ltd. (the “Rules”) are hereby formulated in accordance with the relevant laws, administrative regulations and regulatory documents, such as the “Company Law of the People’s Republic of China” (the “Company Law”), “Guidelines for Corporate Governance of Commercial Banks”, “Guidance on the Corporate Regulations of Independent Directors and External Supervisors of Joint-Stock Commercial Banks”, “Due Diligence Guidance for the Board of Directors of Joint-Stock Commercial Banks (Trial)”, “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”)” and the regulations of the Articles of Association of Zhongyuan Bank Co., Ltd. (the “Articles”).</p>	<p>Article 1 For the purpose of improving the corporate governance structure of Zhongyuan Bank Co., Ltd. (the “Bank”), giving full play to the role of independent Directors and specifying the responsibilities of independent Directors, the Work Working Rules of the Independent Directors of Zhongyuan Bank Co., Ltd. (the “Rules”) are hereby formulated in accordance with the relevant laws, administrative regulations and regulatory documents, such as the “Company Law of the People’s Republic of China” (the “Company Law”), “Corporate Governance Guidelines for Banking and Insurance Institutions–Guidelines for Corporate Governance of Commercial Banks”, “Guidance on the Corporate Regulations of Independent Directors and External Supervisors of Joint-Stock Commercial Banks”, “Due Diligence Guidance for the Board of Directors of Joint-Stock Commercial Banks (Trial)”, “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”)” and the regulations of the Articles of Association of Zhongyuan Bank Co., Ltd. (the “Articles”).</p>
2.	<p>Article 3 Independent Directors shall faithfully carry out their duties in accordance with the relevant laws and regulation and the Articles, safeguard the interests of the Bank as a whole, and particularly ensure that the legitimate rights and interests of depositors and minority shareholders of the Bank are not prejudiced.</p> <p>An independent Director shall perform the duties and responsibilities independently, without any interference by substantial shareholders or de facto controllers of the Bank, or other entities or individuals who have conflict of interests with the Bank.</p>	<p>Article 3 Independent Directors shall faithfully carry out their duties in accordance with the relevant laws and regulation and the Articles, safeguard the interests of the Bank as a whole, and particularly ensure that the legitimate rights and interests of depositors and minority shareholders of the Bank are not prejudiced.</p> <p>An independent Director shall perform the duties and responsibilities honestly, independently and diligently, and effectively protect the legitimate rights and interests of the Bank, minority shareholders and financial consumers, without any interference by substantial shareholders, or de facto controllers or senior management of the Bank, or other entities or individuals who have conflict of interests with the Bank.</p>

No.	Original Articles of the Working Rules of the Independent Directors	Amended Articles of the Working Rules of the Independent Directors
3.	<p>Article 7 A person who is a civil servant shall not concurrently serve as an independent Director of the Bank, and an independent Director shall not hold positions in more than two commercial banks at the same time.</p> <p>An independent Director shall, before holding a position in other non-commercial financial institutions, inform the Bank of such fact in advance.</p>	<p>Article 7 A person who is a civil servant shall not concurrently serve as an independent Director of the Bank, and an independent Director shall not hold positions in more than two commercial banks at the same time. <u>In case of serving as an independent director in the banking and insurance institutions at the same time, the relevant institutions shall have no associated relationship and no conflict of interest.</u></p> <p><u>An independent Director shall ensure that he/she has enough time and energy to perform his/her duties effectively and shall simultaneously serve as an independent Director in no more than five domestic and foreign enterprises.</u> An independent Director shall, before holding a position in other non-commercial financial institutions, inform the Bank of such fact in advance.</p>
4.	<p>Article 8 The nomination, election and replacement of independent Directors shall be made in accordance with the following requirements:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors and shareholders individually or jointly holding above 1% of the Bank's total outstanding shares with voting rights can nominate candidates for independent Directors to the Board of Directors. A shareholder who has already nominated a candidate for Director shall not nominate any candidate for independent Director;</p> <p>(II) The qualifications of nominated candidates for independent Directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors, and the review focuses on independence, professional knowledge, experience and ability, etc.;</p> <p>(III) The election and appointment of independent Directors shall mainly follow market principles.</p>	<p>Article 8 The nomination, election and replacement of independent Directors shall be made in accordance with the following requirements:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors, and shareholders individually or jointly holding above 1% of the Bank's total outstanding shares with voting rights <u>and the Board of Supervisors</u> can nominate candidates for independent Directors to the Board of Directors. A shareholder <u>and related parties thereof</u> who has <u>have</u> already nominated a candidate for Director shall not nominate any candidate for independent Director;</p> <p>(II) The qualifications of nominated candidates for independent Directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors, and the review focuses on independence, professional knowledge, experience and ability, etc.;</p> <p>(III) The election and appointment of independent Directors shall mainly follow market principles.;</p> <p><u>(IV) Other procedures for the election and appointment of independent Directors are the same as those for non-independent Directors.</u></p>

No.	Original Articles of the Working Rules of the Independent Directors	Amended Articles of the Working Rules of the Independent Directors
5.	<p>Article 11 An independent Director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the Bank's shareholders and creditors.</p> <p>If the resignation of an independent Director causes the number of independent Directors in the Board of Directors to fall under the minimum number required by laws or the Articles, the resignation of the independent Director shall not become effective until the successor assumes his/her office.</p>	<p>Article 11 An independent Director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the Bank's shareholders and creditors. <u>An independent Director shall continue to perform his/her duties before the Board of Directors approves his/her resignation.</u></p> <p>If the resignation of an independent Director causes the number of independent Directors in the Board of Directors to fall under the minimum number required by laws or the Articles, <u>such independent Director shall continue to perform his/her duties before a new independent Director takes office, except for the cases where the resignation is caused by losing independence or removal</u> the resignation of the independent Director shall not become effective until the successor assumes his/her office.</p>
6.	<p>Article 12 Both the Board of Directors and the Board of Supervisors have the right to propose to the shareholders' general meeting to dismiss the independent Director in the following circumstances:</p> <p>(I) serious dereliction of duty (as defined by Chapter 5 in the Rules);</p> <p>(II) failing to resign from his/her position when he/she is no longer qualified to hold the position of independent Director;</p>	<p>Article 12 Both the Board of Directors and the Board of Supervisors have the right to propose to the shareholders' general meeting to dismiss the independent Director in the following circumstances:</p> <p>(I) serious dereliction of duty (as defined by Chapter 5 in the Rules);</p> <p>(II) failing to resign from his/her position when he/she is no longer qualified to hold the position of independent Director;</p>

No.	Original Articles of the Working Rules of the Independent Directors	Amended Articles of the Working Rules of the Independent Directors
	<p>(III) failing to attend the meeting in person for two consecutive times or appoint other independent Director to attend the meeting on his/her behalf, or attending in person less than two-thirds of total number of board meetings held within one year;</p> <p>(IV) other circumstances stipulated by laws, administrative regulations, regulatory documents and the Hong Kong Listing Rules where an independent Director are no longer suitable for holding such a position.</p>	<p>(III) failing to attend the board meeting in person for two consecutive times or appoint other independent Director to attend the meeting on his/her behalf, or attending in person less than two-thirds of total number of board meetings held within one year;</p> <p><u>(IV) failing to attend board meetings in person for three consecutive times;</u></p> <p>(IVV) other circumstances stipulated by laws, administrative regulations, regulatory documents and the Hong Kong Listing Rules where an independent Director are is no longer suitable for holding such a position.</p> <p><u>Where an independent Director is involved in (IV) above, the Bank shall convene a shareholders' general meeting to remove him/her and elect a new independent director within three months.</u></p>
7.	<p>Article 15 Independent Directors shall give independent opinions to the Board of Directors or shareholders' general meeting in relation to the following important matters of the Bank:</p> <p>(I) Nomination and removal of Directors;</p> <p>(II) Appointment or removal of senior management personnel;</p> <p>(III) Significant related transactions entered into by shareholders, de facto controllers and its affiliated enterprises with the Bank and whether the Bank has adopted effective measures to recover the outstanding amount(s);</p> <p>(IV) Matters which the independent Directors consider may prejudice the legitimate rights and interests of depositors, minority shareholders and other stakeholders or may cause material losses to the commercial bank;</p> <p>(V) Profit distribution plans;</p> <p>(VI) Appointment of external auditors;</p>	<p>Article 15 Independent Directors shall give independent opinions to the Board of Directors or shareholders' general meeting in relation to the following important matters of the Bank:</p> <p>(I) Nomination and removal of Directors <u>and appointment or removal of senior management personnel;</u></p> <p>(II) Appointment or removal of senior management personnel <u>Remuneration of Directors and senior management personnel;</u></p> <p>(III) Significant related transactions entered into by shareholders, de facto controllers and its affiliated enterprises with the Bank and whether the Bank has adopted effective measures to recover the outstanding amount(s) <u>Significant related party transactions;</u></p>

No.	Original Articles of the Working Rules of the Independent Directors	Amended Articles of the Working Rules of the Independent Directors
	<p>(VII) Matters on which the Hong Kong Listing Rules require the independent Directors to give opinions;</p> <p>(VIII) The effect of the issuance of preference shares on the rights and interests of every class of shareholders of the Bank;</p> <p>(IX) Other matters stipulated by laws and regulations.</p> <p>...</p>	<p>(IV) Matters which the independent Directors consider may prejudice the legitimate rights and interests of depositors, minority shareholders and other stakeholders or may cause material losses to the bank;</p> <p>(VIV) Profit distribution plans;</p> <p>(VIV) Appointment <u>or dismissal of accounting firms that regularly conduct statutory audits on the financial reports of the Bank</u> of external auditors;</p> <p>(VHVI) Matters on which the Hong Kong Listing Rules require the independent Directors to give opinions;</p> <p>(VHVII) The effect of the issuance of preference shares on the rights and interests of every class of shareholders of the Bank;</p> <p><u>(VIII) Other matters that may have a material impact on the legitimate rights and interests of the Bank, minority shareholders and financial consumers;</u></p> <p>(IX) Other matters stipulated by laws and, <u>regulations, regulatory requirements or the Articles of Association.</u></p> <p>...</p>
8.	<p>Article 28 The Rules has been considered and approved by the shareholders' general meeting and shall become effective on the listing of H-shares publicly issued by the Bank on The Stock Exchange of Hong Kong Limited. From the date on which the Rules come into effect, the original "Work Rules of Independent Directors of Zhongyuan Bank Co., Ltd." shall automatically become invalid.</p>	<p>Article 28 The Rules has been <u>shall come into effect from the date of being</u> considered and approved by the shareholders' general meeting and shall become effective on the listing of H-shares publicly issued by the Bank on The Stock Exchange of Hong Kong Limited. From the date on which the Rules come into effect, the original "Work Rules of Independent Directors of Zhongyuan Bank Co., Ltd." shall automatically become invalid.</p>

**The Working Rules of External Supervisors of Zhongyuan Bank Co., Ltd.
(Comparative Tables of the Amendments)**

No.	Original Articles of the Working Rules of External Supervisors	Amended Articles of the Working Rules of External Supervisors
1.	<p>Article 1 For the purpose of improving the corporate governance structure of Zhongyuan Bank Co., Ltd. (the “Bank”), giving full play to the role of external Supervisors and specifying the responsibilities of external Supervisors, the Working Rules of External Supervisors of Zhongyuan Bank Co., Ltd. (the “Rules”) are hereby formulated in accordance with the relevant laws, administrative regulations and regulatory documents, such as the “Company Law of the People’s Republic of China” (the “Company Law”), “Guidelines for Corporate Governance of Commercial Banks”, “Guidance on the Corporate Regulations of Independent Directors and External Supervisors of Joint-Stock Commercial Banks”, “Guidelines on the Duties of the Board of Supervisors of Commercial Banks” (《商業銀行監事會工作指引》) and the regulations of the Articles of Association of Zhongyuan Bank Co., Ltd. (the “Articles”).</p>	<p>Article 1 For the purpose of improving the corporate governance structure of Zhongyuan Bank Co., Ltd. (the “Bank”), giving full play to the role of external Supervisors and specifying the responsibilities of external Supervisors, the Working Rules of External Supervisors of Zhongyuan Bank Co., Ltd. (the “Rules”) are hereby formulated in accordance with the relevant laws, administrative regulations and regulatory documents, such as the “Company Law of the People’s Republic of China” (the “Company Law”), <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u> “Guidelines for Corporate Governance of Commercial Banks”, “Guidance on the Corporate Regulations of Independent Directors and External Supervisors of Joint-Stock Commercial Banks”, “Guidelines on the Duties of the Board of Supervisors of Commercial Banks” (《商業銀行監事會工作指引》) and the regulations of the Articles of Association of Zhongyuan Bank Co., Ltd. (the “Articles”).</p>
2.	<p>Article 2 External Supervisors shall faithfully carry out their duties in accordance with the relevant laws and regulation and the Articles, safeguard the interests of the Bank as a whole, and particularly ensure that the legitimate rights and interests of depositors and minority Shareholders of the Bank are not prejudiced.</p> <p>An external Supervisor shall perform the duties and responsibilities independently, without any interference by substantial Shareholders or de facto controllers of the Bank, or other entities or individuals who have conflict of interests with the Bank.</p>	<p>Article 2 External Supervisors shall faithfully carry out their duties in accordance with the relevant laws and regulation and the Articles, safeguard the interests of the Bank as a whole, and particularly ensure that the legitimate rights and interests of depositors and minority shareholders of the Bank are not prejudiced.</p> <p>An external Supervisor shall perform the duties and responsibilities independently, without any interference by <u>the Bank and</u> substantial Shareholders or de facto controllers of the Bank, or other entities or individuals who have conflict of interests with the Bank.</p>

No.	Original Articles of the Working Rules of External Supervisors	Amended Articles of the Working Rules of External Supervisors
3.	Article 3 An external Supervisor shall have higher professional quality and good reputation, and meet the requirements stipulated in the Company Law of the People's Republic of China and other relevant laws and regulations and the Articles.	Article 3 An external Supervisor shall have higher professional quality and good reputation, and meet the requirements stipulated in the Company Law of the People's Republic of China and other relevant laws and regulations and the Articles.
4.	<p>Article 4 An external Supervisor shall meet the following basic requirements:</p> <p>(I) Being qualified to serve as a Supervisor of the Bank pursuant to the applicable laws and other relevant requirements;</p> <p>(II) Not holding any other positions in the Bank except for Supervisor, and having no relationship with the Bank and its substantial shareholders that may affect his/her independent and objective judgment;</p> <p>.....</p>	<p>Article 4 An external Supervisor shall meet the following basic requirements:</p> <p>(I) Being qualified to serve as a Supervisor of the Bank pursuant to the applicable laws and other relevant requirements;</p> <p>(II) Not holding any other positions in the Bank except for Supervisor, and having no relationship with the Bank and its substantial <u>shareholders or de facto controllers of the Bank</u> that may affect his/her independent and objective judgment;</p> <p>.....</p>
5.	Article 7 The same shareholder shall nominate only one candidate for external Supervisor or independent Director and shall not nominate candidates for both independent Director and external Supervisor.	<u>Article 7 Shareholders and their related parties who have nominated Directors shall not nominate external Supervisors, except as otherwise prescribed by the State.</u> The same shareholder shall nominate only one candidate for external Supervisor or independent Director and shall not nominate candidates for both independent Director and external Supervisor.
6.	Article 20 The Rules has been considered and approved by the shareholders' general meeting and shall become effective on the listing of H-shares publicly issued by the Bank on The Stock Exchange of Hong Kong Limited. From the date on which the Rules come into effect, the original "Working Rules of External Supervisors of Zhongyuan Bank Co., Ltd." shall automatically become invalid.	Article 20 The Rules has been considered and approved by the shareholders' general meeting and shall become effective on the <u>date of consideration and approval by the shareholders' general meeting</u> listing of H-shares publicly issued by the Bank on The Stock Exchange of Hong Kong Limited. From the date on which the Rules come into effect, the original "Working Rules of External Supervisors of Zhongyuan Bank Co., Ltd." shall automatically become invalid.

**The Measures for the Equity Management of Zhongyuan Bank Co., Ltd.
(Comparative Tables of the Amendments)**

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
1.	<p>Article 1 In order to regulate the equity management of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the “Bank”), these Measures are formulated in accordance with the laws, regulations and other regulatory documents such as the Company Law of the People’s Republic of China (《中華人民共和國公司法》), the Commercial Banking Law of the PRC (《中華人民共和國商業銀行法》) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as well as the relevant provisions of China Banking and Insurance Regulatory Commission (hereinafter referred to as the “CBIRC”) and the departments such as equity registration and custody institution of the Bank, and the Articles of Association of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the “Articles of Association”).</p>	<p>Article 1 In order to regulate the equity management of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the “Bank”), these Measures are formulated in accordance with the laws, regulations and other regulatory documents such as the Company Law of the People’s Republic of China (《中華人民共和國公司法》), the Commercial Banking Law of the PRC (《中華人民共和國商業銀行法》), <u>the Measures for the Supervision of the Behavior of Principal Shareholders of Banking and Insurance Institutions (Trial)</u> (《銀行保險機構大股東行為監管辦法(試行)》) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as well as the relevant provisions of <u>China’s banking and insurance regulatory authority</u> China—Banking—and Insurance—Regulatory—Commission (hereinafter referred to as the “CBIRC”) and the departments such as equity registration and custody institution of the Bank, and the Articles of Association of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the “Articles of Association”).</p>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
2.	New article	<p><u>Article 7 A principal shareholder means a shareholder of the Bank meeting one of the following conditions:</u></p> <p><u>(I) The shareholder holding more than 10% shares of the Bank;</u></p> <p><u>(II) The shareholder who actually holds the largest number of shares in the Bank and whose shareholding ratio is not lower than 5% (including shareholders with the same number of shares);</u></p> <p><u>(III) The shareholder who nominates at least two directors;</u></p> <p><u>(IV) The shareholder who exerts controlling influence on the Bank's operation and management in the view of the Board of Directors of the Bank;</u></p> <p><u>(V) Other circumstances recognized by China's banking and insurance regulatory authority or its local offices.</u></p> <p><u>The shareholding ratios of a shareholder and its related parties and persons acting in concert shall be calculated on a consolidated basis. If the total shareholding ratio meets the above requirements, the shareholder concerned is managed as a principal shareholder.</u></p>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
3.	Article 27 Where the Bank experiences a major risk incident or commits a major violation of law or regulations and is subsequently subject to risk disposal or takeover measures by the CBIRC or its local offices, the shareholders shall actively cooperate with the CBIRC or its local offices in conducting such risk disposal and other necessary work.	Article 27 ⁸ Where the Bank experiences a major risk incident or commits a major violation of law or regulations and is subsequently subject to risk disposal or takeover measures by the CBIRC <u>China's banking and insurance regulatory authority</u> or its local offices, the shareholders shall actively cooperate with the CBIRC <u>China's banking and insurance regulatory authority</u> or its local offices in conducting <u>investigation</u> , such risk disposal and other necessary work.
4.	New chapter	<u>Section 3 Special Provisions of Principal Shareholders</u>
5.	New article	<u>Article 40 A principal shareholder shall fully understand the attributes, risk characteristics, and prudential operation rules of the banking industry and the rights and obligations of principal shareholders, actively safeguard the steady operation of the Bank and the stability of the financial market, protect consumer rights and interests, and support the Bank in better serving the real economy and preventing and controlling financial risks.</u>
6.	New article	<u>Article 41 Principal shareholders shall strengthen the capital binding, maintain an appropriate level of leverage, scientifically lay out the investments in the Bank to ensure that the behavior of investments is commensurate with its own capital scale, capability of capital contribution on an ongoing basis, and management level, and the amount of investments in the Bank meets relevant regulatory requirements.</u>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
7.	New article	<u>Article 42 In addition to complying with the provisions of Article 23 of the Measures, when principal shareholders acquire equity interests and report to China’s banking and insurance regulatory authority and its local offices for approval and recordation, they shall specify the capital source, and cooperate positively with China’s banking and insurance regulatory authority and its local offices as well as the Bank in examining the capital source.</u>
8.	New article	<u>Article 43 No direct or indirect cross-shareholding is allowed between principal shareholders and the Bank, except as otherwise provided by the State Council.</u>
9.	New article	<u>Article 44 Principal shareholders shall focus on long-term investments and value investments, and shall not aim at the purpose of speculative cashing out, and they shall safeguard the relative stability of the Bank’s shareholding structures, and shall not transfer or transfer in any disguised form their equity interests in the Bank within the period of restricted transfer of equity, except as otherwise transferred in accordance with judicial rulings, administrative transfers, or orders from China’s banking and insurance regulatory authority and its local offices.</u>
10.	New article	<u>Article 45 Principal shareholders shall support the establishment of an independent and sound corporate governance structure with effective balance in the Bank, and encourage the organic integration of the Party leadership and corporate governance.</u>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
11.	New article	<p><u>Article 46 Principal Shareholders shall properly exercise shareholder rights through corporate governance procedures to safeguard the independent operation of the Bank. Improper intervention or restriction of the Bank in the following ways is strictly prohibited, except otherwise stipulated by laws and regulations or other circumstances recognized by China's banking and insurance regulatory authority:</u></p> <p><u>(I) setting up pre-approval procedures for resolutions of the shareholders' general meetings and the Board of Directors;</u></p> <p><u>(II) interfering with the normal procedures for the election and appointment of employees of the Bank, or directly appointing and dismissing employees bypassing the shareholders' (general) meeting of the Bank and the Board of Directors;</u></p> <p><u>(III) interfering with the performance evaluation of the Directors, Supervisors and other employees of the Bank;</u></p> <p><u>(IV) interfering with the normal operating and decision-making procedures of the Bank;</u></p> <p><u>(V) interfering with the financial and accounting activities such as financial accounting, capital transfer, asset management and expense management of the Bank;</u></p> <p><u>(VI) issuing operating plans or instructions to the Bank;</u></p> <p><u>(VII) requesting the Bank to make loans or provide guarantees;</u></p> <p><u>(VIII) otherwise interfering with the independent operation of the Bank.</u></p>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
12.	New article	<u>Article 47 Principal shareholders may entrust agents to attend the general meeting, but the agents shall not be individuals other than the shareholders themselves, their related parties, persons acting in concert, nominated Directors, and supervisors. The principal shareholders of the Bank shall not attend the general meeting as entrusted by non-related parties or persons acting in concert.</u>
13.	New article	<u>Article 48 If the principal shareholder is an institutional investor such as an equity investment fund, it shall disclose its corporate governance and voting policies in relation to the Bank to the ultimate beneficiaries of the equity held by it and the Bank, including the relevant procedures for deciding upon the use of voting rights.</u>
14.	New article	<u>Article 49 A principal shareholder shall prudentially exercise its right to nominate a director of the Bank and ensure that a nominated candidate complies with relevant regulatory provisions. A principal shareholder shall ensure that a director nominated by it shall perform the duties independently based on professional judgment, treat all shareholders fairly, make independent, professional, and objective decisions on the principle of maximizing the overall interests of the Bank, and assume responsibility for the decisions made in accordance with the law, and shall not infringe on the legitimate rights and interests of the Bank and other stakeholders.</u>
15.	New article	<u>Article 50 In principle, principal shareholders and the staff of the enterprise group to which they belong shall not concurrently serve as senior management of the Bank, except as otherwise provided by the regulatory authorities.</u>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
16.	New article	<u>Article 51 The principal shareholders shall, in accordance with law, strengthen supervision over the performance of duties by the directors and supervisors nominated by them, and promptly adjust those who cannot effectively perform their duties in accordance with laws and regulations, the Articles and regulatory requirements.</u>
17.	New article	<p><u>Article 52 Principal shareholders shall fully assess the necessity and reasonableness of carrying out related party transactions with the Bank, and are strictly prohibited from circumventing the review of related party transactions by concealing related party relationships, splitting transactions, nesting transactions to lengthen the financing chain, etc.</u></p> <p><u>Principal shareholders carrying out related party transactions with the Bank shall strictly comply with the regulatory provisions and the Bank's Administrative Measures for the Related Party Transactions.</u></p>
18.	New article	<u>Article 53 Principal shareholders shall cooperate with the Bank in carrying out dynamic management of related party transactions, make timely statistics on the cumulative amount of related party transactions, monitor whether they comply with the relevant regulations on the concentration of related party transactions, provide the Bank with the overall situation of related party transactions with them on a regular basis, and take corresponding measures in a timely manner according to the early warning prompts of the Bank.</u>
19.	New article	<u>Article 54 In the case of non-public issuance of bonds by principal shareholders, the Bank shall not provide guarantee for them and shall not purchase bonds directly or through financial products.</u>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
20.	New article	<p><u>Article 55 The principal shareholders shall earnestly study and implement the relevant regulations and policies of China’s banking and insurance regulatory authority, strictly abide by self-discipline, practice the principle of good faith, exercise the rights of principal shareholders in good faith, and shall not use the position of principal shareholders to damage the legitimate rights and interests of the Bank and other stakeholders.</u></p>
21.	New article	<p><u>Article 56 If the CBIRC and its local offices conduct on-site inspections or investigations on the Bank in accordance with the law, the principal shareholders of the Bank shall provide active cooperation for the relevant measures taken by the regulatory authorities and strictly implement the relevant regulatory requirements.</u></p>
22.	New article	<p><u>Article 57 Principal shareholders shall, in strict accordance with regulatory requirements, fulfill the obligation of information submission, formulate and improve internal work procedures, specify the scope, content and approval procedures of and department in charge of information submission, and guarantee the submission of prompt, authentic, accurate and complete information without any false records, misleading statements or major omissions.</u></p>
23.	New article	<p><u>Article 58 The principal shareholders shall actively cooperate with the Bank in reputation risk management, guide positive social opinions and maintain the Bank’s brand image.</u></p> <p><u>The principal shareholders shall promptly communicate with the Bank when monitoring reports or rumors related to them that may have a significant impact on the Bank.</u></p>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
24.	New article	<u>Article 59 The principal shareholders shall strengthen the risk isolation between the Bank and other non-licensed financial institutions such as microfinance companies and guarantee companies in which they hold shares, and shall not conduct improper publicity in the Bank's name, confuse the products and services of licensed financial institutions with those of non-licensed financial institutions, or inflate the credit of non-licensed financial institutions for improper benefits.</u>
25.	New article	<u>Article 60 The principal shareholders shall, in accordance with the Bank's development strategy, business plan and risk profile, support the Bank in the preparation and implementation of medium and long-term capital plans, and promote the matching of the Bank's capital needs with its capital replenishment capacity to ensure that the Bank's capital continuously meets the regulatory requirements.</u>
26.	New article	<p><u>Article 61 The principal shareholders shall support the Bank to replenish capital through multiple channels and in a sustainable manner, optimize the capital structure, and enhance the ability to serve the real economy and resist risks.</u></p> <p><u>If the Bank cannot replenish its capital through means other than capital increase when it is ordered to do so by China's banking and insurance regulatory authority and its local offices in accordance with the laws, the principal shareholders shall fulfill their capital replenishment obligations, and shall not prevent other shareholders or investors from increasing capital through reasonable plans if they are not capable of capital replenishment or do not participate in the capital increase.</u></p>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
27.	New article	<p><u>Article 62 The principal shareholders shall support the Bank to adjust its profit distribution policy in accordance with its own operating conditions, risk profile, capital planning and market environment, and to balance the relationship between cash dividends and capital replenishment. In any of the following circumstances, the principal shareholders shall support the Bank to reduce or not to pay cash dividends:</u></p> <p>(I) <u>the capital adequacy ratio does not meet the regulatory requirements or the solvency is not up to standard;</u></p> <p>(II) <u>the corporate governance evaluation result is lower than grade C or regulatory rating is lower than grade 3;</u></p> <p>(III) <u>the allowance for loan losses is lower than the regulatory requirements or the non-performing loan ratio is significantly higher than the industry average;</u></p> <p>(IV) <u>there are major risk events or instances of material violations of laws and regulations within the Bank;</u></p> <p>(V) <u>other circumstances that China's banking and insurance regulatory authority and its local offices consider that the dividends should not be paid.</u></p>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
28.	New article	<u>Article 63 The principal shareholders shall encourage and support all shareholders, especially minority shareholders, to conduct proper communication and consultation on matters relating to the exercise of shareholders' rights, and coordinate and cooperate with minority shareholders in exercising their legal rights such as the right to know or the right to inquire in accordance with the law.</u>
29.	New article	<u>Article 64 Principal shareholders shall support minority shareholders in obtaining opportunities to effectively participate in and vote at shareholders' general meeting, shall not obstruct or instruct the Bank to obstruct minority shareholders from participating in shareholders' general meeting or set other obstacles for them to participate in shareholders' general meeting.</u>
30.	New article	<u>Article 65 Principal shareholders shall pay attention to the exercise of shareholder's rights and fulfillment of shareholder's obligations by other shareholders, and shall promptly inform the Bank if they discover any harm to the Bank's interests or the legitimate rights and interests of other stakeholders. The Bank shall promptly take corresponding measures in accordance with laws, regulations and the Articles of Association, and report to China's banking and insurance regulatory authority or its local offices.</u>
31.	New article	<u>Article 66 The Bank shall strengthen the management of shareholders' equity and related party transactions, with a focus on the behavior of principal shareholders. If it discovers any violations involving the Bank by the principal shareholders and de facto controllers thereof, it shall promptly take measures to prevent the situation from worsening, and report to the CBIRC or its local offices in a timely manner.</u>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
32.	New article	<p><u>Article 67 The Bank shall adhere to its independent operation, establish effective risk isolation mechanisms, and take prudent measures to separate equity, assets, debts, management, finance, business and personnel to enable independent accounting and risk-bearing between the Bank and its principal shareholders and effectively prevent conflicts of interest and spread of risk. If China’s banking and insurance regulatory authority has other provisions regarding the supervision and administration of the Bank, such provisions shall prevail.</u></p>
33.	New article	<p><u>Article 68 The Bank shall establish information files on principal shareholders, record and manage relevant information on principal shareholders, and verify and grasp the control of principal shareholders, the affiliation and concerted action with other shareholders of the Bank, and the pledge and freezing of equity held at least once every six months by asking shareholders and inquiring public information, etc. In case of changes, relevant information shall be reported and disclosed in a timely, accurate and complete manner in accordance with relevant regulations.</u></p>
34.	New article	<p><u>Article 69 The Board of Directors of the Bank shall evaluate at least once a year the principal shareholders’ qualifications, financial status, shareholding, related party transactions of the previous year, exercise of shareholder rights, fulfillment of responsibilities, obligations, and commitments, implementation of the Articles of Association or relevant agreements, and their compliance with laws, regulations and regulatory requirements. The evaluation results shall be reported at the shareholders’ general meeting or through written documents, with a copy to the CBIRC or its local offices.</u></p>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
		<p><u>When evaluating principal shareholders, the Bank may conduct simultaneous evaluations of other shareholders that need to be evaluated in accordance with relevant regulatory regulations. The relevant evaluation reports can be consolidated and submitted to the CBIRC or its local offices.</u></p>
35.	New article	<p><u>Article 70 Where a principal shareholder of the Bank causes loss to the Bank by abusing shareholder rights, the Bank may, in accordance with the Company Law of the People's Republic of China and other relevant provisions, require the principal shareholder to assume the liability for compensation. If the principal shareholder refuses to do so, the Bank shall actively take relevant measures to safeguard its own rights and interests, and report the relevant information to the CBIRC or its local offices.</u></p>
36.	<p>Article 42 The operation of the transfer of domestic shares shall be subject to internal examination and registration by the Bank. After the Bank completes the procedures, both parties to the transaction shall go to the CSDC to complete the transfer registration. If the above operations are not completed, it shall be deemed that the transfer of shares is unsuccessful, and the relevant consequences shall be borne by the both parties to the transaction. The Bank and the CSDC shall not be liable to the responsibilities.</p>	<p>Article 42⁷⁴ The operation of the transfer of domestic shares shall be subject to internal examination and registration by the Bank. After the Bank completes the procedures, both parties to the transaction shall go to the CSDC to complete the transfer registration. If the above operations are not completed, it shall be deemed that the transfer of shares is unsuccessful, and the relevant consequences shall be borne by the both parties to the transaction. The Bank and the CSDC shall not be liable to the responsibilities.</p>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
37.	<p>Article 44 Where changes in the domestic shares of the Bank due to division of property as a result of dissolution of the marriage relationship, inheritance and bequest, the parties to the dissolution of the marriage, the legal heir and the legatee may go to the Bank and the CSDC to handle the procedures for changes in share successively. If the above operations are not completed, it shall be deemed that the change of shares is unsuccessful, and the relevant consequences shall be borne by the applicants. The Bank and the CSDC shall not be liable to the responsibilities.</p> <p>The changes in the H shares of the Bank due to dissolution of the marriage relationship, inheritance and bequest shall be subject to the relevant regulations of the Hong Kong Stock Exchange.</p>	<p>Article 4476 Where changes in the domestic shares of the Bank due to division of property as a result of dissolution of the marriage relationship, inheritance and bequest, the parties to the dissolution of the marriage, the legal heir and the legatee may go to the Bank and the CSDC to handle the procedures for changes in share successively. If the above operations are not completed, it shall be deemed that the change of shares is unsuccessful, and the relevant consequences shall be borne by the applicants. The Bank and the CSDC shall not be liable to the responsibilities.</p> <p>The changes in the H shares of the Bank due to dissolution of the marriage relationship, inheritance and bequest shall be subject to the relevant regulations of the Hong Kong Stock Exchange.</p>
38.	<p>Article 48 Where a holder of domestic shareholders of the Bank pledge the domestic shares of the Bank held by it, it shall inform the Board of Directors of the Bank in advance and cooperate with the Bank to handle relevant procedures. If the equities of a shareholder holding more than 5% of the Bank's shares and its persons acting in concert are pledged, such shareholder shall notify the Bank within two days from the date of occurrence of the fact and make an announcement in accordance with the relevant provisions.</p> <p>The applicant for pledge shall bear legal responsibility for the authenticity of the application materials and the legality and validity of the pledge contract.</p>	<p>Article 4880 Where a holder of domestic shareholders <u>shares</u> of the Bank pledge <u>pledges</u> the domestic shares of the Bank held by it, it shall inform the Board of Directors of the Bank in advance and cooperate with the Bank to handle relevant procedures. If the equities of a shareholder holding more than 5% of the Bank's shares and its persons acting in concert are pledged, such shareholder shall notify the Bank within two days from the date of occurrence of the fact and make an announcement in accordance with the relevant provisions.</p> <p>The applicant for pledge shall bear legal responsibility for the authenticity of the application materials and the legality and validity of the pledge contract.</p>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
39.	<p>Article 49 Shareholders being Directors or Supervisors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, shall apply for approval in advance with the Board of Directors of the Bank and file the same to provide the basic information including the reasons for pledge, equity amount, term of pledge and pledger. The shareholder's application shall not be kept in archives if the Board of Directors identifies that his pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related transactions. Directors nominated by the shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing.</p>	<p>Article 49<u>81</u> <u>In case of providing guarantee for themselves or others with their equity interest in the Bank, the shareholders shall strictly comply with the requirements of laws, regulations and regulatory bodies and give a prior notice to the Board of Directors of the Bank to provide the basic information including the reasons for pledge, equity amount, term of pledge and pledger and cooperate with the Bank in handling relevant procedures.</u></p> <p>Shareholders being Directors or Supervisors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, <u>and after the initiation of the pledge procedures and obtaining the approval, the office of the Board of Directors shall file with the Board of Directors of the Bank</u> shall apply for approval in advance with the Board of Directors of the Bank and file the same to provide the basic information including the reasons for pledge, equity amount, term of pledge and pledger. The shareholder's application shall not be kept in archives if the Board of Directors identifies that his pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related transactions. Directors nominated by the shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing.</p> <p><u>If the equities of a shareholder holding more than 5% of the Bank's shares and its persons acting in concert are pledged, such shareholder shall notify the Bank within two days from the date of occurrence of the fact and make an announcement in accordance with the relevant provisions.</u></p>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
40.	<p>Article 50 The equity of the Bank held by the shareholders shall not be pledged in the following circumstances:</p> <p>(I) where the equity of the Bank is pledged to the Bank as the subject of pledge;</p> <p>(II) where the loan balance of the shareholder in the Bank exceeds the audited net equity of the Bank held in the previous year;</p> <p>(III) with unclear ownership or disputes affecting the value of the pledged equity and disposal of rights, or the value difficult to assess;</p> <p>(IV) being frozen according to law or taking other enforcement measures;</p> <p>(V) the shareholder's application shall not be kept in archives if the Board of Directors identifies that his pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related transactions;</p> <p>(VI) the equity of the Bank involving repeated pledges or other non-prudential actions as determined by the CBIRC;</p> <p>(VII) other circumstances prohibited for pledge by the laws and regulations, regulatory requirements, the Articles of the Bank, relevant agreements or other legal documents.</p>	<p>Article 50⁸² The equity of the Bank held by the shareholders shall not be pledged in the following circumstances:</p> <p>(I) where the equity of the Bank is pledged to the Bank as the subject of pledge, <u>including pledging counter-guarantee by equity of the Bank to accept the equity of the Bank as a pledge to provide credit;</u></p> <p>(II) where the loan balance of the shareholder in the Bank exceeds the audited net equity of the Bank held in the previous year;</p> <p>(III) with unclear ownership or disputes affecting the value of the pledged equity and disposal of rights, or the value difficult to assess;</p> <p>(IV) being frozen according to law or taking other enforcement measures;</p> <p>(V) <u>equity that should have been filed with the Board of Directors of the Bank but has not been filed therewith, or the filling of which has not been passed, before the equity pledge in accordance with requirements;</u> the shareholder's application shall not be kept in archives if the Board of Directors identifies that his pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related transactions;</p> <p>(VI) the equity of the Bank involving repeated pledges or other non-prudential actions as determined by the CBIRC <u>China's banking and insurance regulatory authority;</u></p> <p>(VII) other circumstances prohibited for pledge by the laws and regulations, regulatory requirements, the Articles of the Bank, relevant agreements or other legal documents, <u>or other equities within the term of restriction on transfer.</u></p>

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
41.	<p>Article 51 The shareholders' voting rights and those of the Directors appointed by them, shall be restricted when they vote at the meeting of the Board of Directors in the event that the amount of equity they pledged arrives at or exceeds 50% of their respective equity in the Bank.</p>	<p>Article 51⁸³ The shareholders' voting rights and those of the Directors appointed by them, shall be restricted when they vote at <u>the shareholders' general meeting and</u> the meeting of the Board of Directors in the event that the amount of equity they pledged arrives at or exceeds 50% of their respective equity in the Bank. <u>The principal shareholders shall not provide guarantee for debts of any parties other than the shareholders themselves and their related parties with their equities in the Bank, and shall not leverage equity pledge to hold equities in the Bank on behalf of others, hold equities for affiliated parties out of compliance with regulations or transfer equities in disguised form.</u></p>
42.	<p>Article 52 After the completion of the registration of equity pledge, the shareholders shall provide the Bank with the information on equity pledge in a timely manner as required by the Bank for risk management and information disclosure.</p>	<p>Article 52⁸⁴ After the completion of the registration of equity pledge, the shareholders shall provide the Bank with the information on equity pledge in a timely, accurate and complete manner as required by the Bank for risk management and information disclosure, <u>and notify the Bank within five days after receiving the relevant documents and provide corresponding written materials when the pledged equity involves litigation, freezing, discounting, auction and other matters.</u></p>
43.	<p>Article 53 The creation or change of pledge of the domestic shares of the Bank shall be subject to completion of the registration formalities with the CSDC after the approval of the Bank. When the holders of domestic shares of the Bank conduct the external pledge guarantee for itself or others with the domestic shares held in the Bank, and the registration formalities of creation or change of pledge have not been reviewed by the Bank and handled with the CSDC in accordance with the relevant regulations, the disputes arising between the shareholders, the pledgee and the third party shall be not related to the Bank and the CSDC.</p> <p>The pledge release registration of the domestic shares of the Bank shall be handled by the parties to pledge in accordance with the requirements of the CSDC, and the Bank shall be notified in a timely manner.</p>	<p>Article 53⁸⁵ The creation or change of pledge of the domestic shares of the Bank shall be subject to completion of the registration formalities with the CSDC after the approval of the Bank. When the holders of domestic shares of the Bank conduct the external pledge guarantee for itself or others with the domestic shares held in the Bank, and the registration formalities of creation or change of pledge have not been reviewed by the Bank and handled with the CSDC in accordance with the relevant regulations, the disputes arising between the shareholders, the pledgee and the third party shall be not not be related to the Bank and the CSDC.</p> <p>The pledge release registration of the domestic shares of the Bank shall be handled by the parties to pledge in accordance with the requirements of the CSDC, and the Bank shall be notified in a timely manner.</p>

Note: Due to the addition and deletion of clauses, the serial numbers of the original articles in the Measures for the Equity Management have been adjusted accordingly, and the cross-reference clauses have also been adjusted accordingly, and will not be explained separately

NOTICE OF 2022 ANNUAL GENERAL MEETING

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

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 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “**AGM**”) of Zhongyuan Bank Co., Ltd. (the “**Bank**”) will be held at 3:00 p.m. on June 16, 2023 (Friday) 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 resolutions:

ORDINARY RESOLUTIONS

1. to consider and approve the Work Report of the Board of Directors for 2022;
2. to consider and approve the Work Report of the Board of Supervisors for 2022;
3. to consider and approve the Final Account Report for 2022;
4. to consider and approve the Profit Distribution Plan for 2022;
5. to consider and approve the Capital Adequacy Ratio Report for 2022 and Capital Adequacy Ratio Plan for 2023;
6. to consider and approve the Appointment of Accounting Firm for 2023;
7. to consider and approve the Financial Budget Report for 2023;
8. to consider and approve the Capital Replenishment and Use Planning for 2023-2025;
9. to consider and approve the Directors Remuneration Report for 2022;
10. to consider and approve the Supervisors Remuneration Report for 2022;
11. to consider and approve the Amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.;
12. to consider and approve the Amendments to the Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd.;
13. to consider and approve the Amendments to the Rules of Procedures of the Supervisory Committee of Zhongyuan Bank Co., Ltd.;

NOTICE OF 2022 ANNUAL GENERAL MEETING

14. to consider and approve the Amendments to the Nomination and Election Methods of Directors of Zhongyuan Bank Co., Ltd.;
15. to consider and approve the Amendments to the Nomination and Election Methods of Supervisors of Zhongyuan Bank Co., Ltd.;
16. to consider and approve the Amendments to the Working Rules of the Independent Directors of Zhongyuan Bank Co., Ltd.;
17. to consider and approve the Amendments to the Working Rules of External Supervisors of Zhongyuan Bank Co., Ltd.;
18. to consider and approve the Amendments to the Measures for the Equity Management of Zhongyuan Bank Co., Ltd.; and

SPECIAL RESOLUTION

19. to consider and approve the Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.

On behalf of the Board
Zhongyuan Bank Co., Ltd.*
WANG Jiong
Vice Chairman

Zhengzhou, the PRC
May 18, 2023

As of the date of this notice, the Board of Directors of the Bank comprises Mr. GUO Hao, Mr. WANG Jiong and Mr. LI Yulin as executive Directors; Ms. ZHANG Qiuyun and Mr. MI Hongjun 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.*

NOTICE OF 2022 ANNUAL 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 AGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman of the AGM 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 June 13, 2023 (Tuesday) to June 16, 2023 (Friday), 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 June 16, 2023 (Friday) shall be entitled to attend and vote at the AGM.

For a Shareholder to be eligible for attending and voting at the AGM, all transfer documents together with the relevant share certificates and other appropriate documents must be delivered to the 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 (the “**Board**”) of directors 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., June 12, 2023 (Monday) for registration.

3. PROXY

Any Shareholder entitled to attend and vote at the AGM 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 AGM.

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, 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 AGM 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 AGM 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 AGM in person or by proxy as the only holder entitled to vote. If one or more registered joint holders attend the AGM in person or by proxy, the vote of the registered joint holder (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 such joint holders.

4. MISCELLANEOUS

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

NOTICE OF 2022 ANNUAL GENERAL MEETING

The AGM 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
Zhengzhou
Henan Province
the PRC
Tel: (86) 0371-8551 7898
Fax: (86) 0371-8551 9888

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