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中原銀行股份有限公司*
ZHONGYUAN BANK CO., LTD.*

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

(Stock Code of H Shares: 1216)

(Stock Code of Preference Shares: 4617)

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 second extraordinary general meeting (the “**2023 Second EGM**”) of Zhongyuan Bank Co., Ltd.* (the “**Bank**”) will be held at 3:00 p.m. on October 12, 2023 (Thursday) at Conference Room 401, Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC to consider and approve, if thought fit, the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the re-election and election of the Directors of the third session of the Board:
 - (a) To consider and approve the re-election of Mr. Guo Hao as an executive Director of the third session of the Board;
 - (b) To consider and approve the re-election of Mr. Wang Jiong as an executive Director of the third session of the Board;
 - (c) To consider and approve the re-election of Ms. Zhang Qiuyun as a non-executive Director of the third session of the Board;
 - (d) To consider and approve the election of Mr. Feng Ruofan as a non-executive Director of the third session of the Board;
 - (e) To consider and approve the election of Ms. Zhang Shu as a non-executive Director of the third session of the Board;
 - (f) To consider and approve the election of Mr. Xu Yiguo as an independent non-executive Director of the third session of the Board;
 - (g) To consider and approve the election of Ms. Zhao Zijian as an independent non-executive Director of the third session of the Board;
 - (h) To consider and approve the election of Mr. Wang Maobin as an independent non-executive Director of the third session of the Board;
 - (i) To consider and approve the election of Mr. Pan Xinmin as an independent non-executive Director of the third session of the Board; and

- (j) To consider and approve the election of Mr. Gao Pingyang as an independent non-executive Director of the third session of the Board.
2. To consider and approve the election of the Shareholder representative Supervisors and external Supervisors of the third session of the Supervisory Committee:
- (a) To consider and approve the election of Ms. Wang Xiaoyan as a Shareholder representative Supervisor of the third session of the Supervisory Committee;
 - (b) To consider and approve the election of Mr. Yan Yongfu as a Shareholder representative Supervisor of the third session of the Supervisory Committee;
 - (c) To consider and approve the election of Ms. Lu Suyue as a Shareholder representative Supervisor of the third session of the Supervisory Committee;
 - (d) To consider and approve the election of Mr. Li Xingzhi as an external Supervisor of the third session of the Supervisory Committee;
 - (e) To consider and approve the election of Ms. Gu Xiujuan as an external Supervisor of the third session of the Supervisory Committee; and
 - (f) To consider and approve the election of Ms. Liu Xia as an external Supervisor of the third session of the Supervisory Committee.

SPECIAL RESOLUTION

3. To consider and approve the resolution in relation to proposed issuance of tier 2 capital bonds.

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

Zhengzhou, the PRC
September 21, 2023

As at the date of this notice, the Board 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; and 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 out banking and/or deposit-taking business in Hong Kong.*

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 2023 Second EGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman of the 2023 Second EGM decides to permit the vote by a show of hands). The voting results will be published on both the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.zybank.com.cn) in accordance with the Listing Rules.

2. CLOSURE OF THE REGISTER OF MEMBERS

The Bank’s register of members will be closed from October 9, 2023 (Monday) to October 12, 2023 (Thursday), both days inclusive, during which period no transfer of the shares (“**Shares**”) will be effected. The shareholders (the “**Shareholders**”) of the Bank whose names appear in the Bank’s register of members on October 12, 2023 (Thursday) shall be entitled to attend and vote at the 2023 Second EGM.

For a Shareholder to be eligible for attending and voting at the 2023 Second EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be delivered to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the board of directors (the “**Board**”) of the Bank at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m. on October 6, 2023 (Friday) for registration.

3. PROXY

Any Shareholder entitled to attend and vote at the 2023 Second EGM is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued Shares), whether (each of) such person is a Shareholder or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the 2023 Second EGM.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the power of attorney shall be affixed with the common seal of the legal person or signed by its director or a representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authority must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the H Shareholders) or to the office of the Board at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 24 hours before the scheduled time for the holding of the 2023 Second EGM or any adjournment thereof (as the case may be).

After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the 2023 Second EGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

In case of registered joint holders of any Shares, one of the registered joint holders can vote on such Shares at the 2023 Second EGM in person or by proxy as the only holder entitled to vote. If one or more registered joint holders attend the 2023 Second EGM in person or by proxy, the vote of the person (in person or by proxy) whose name appears first in the Bank’s register of members will be accepted as the sole and exclusive vote of the joint holders.

4. MISCELLANEOUS

The Shareholders or their proxies shall present their identity documents when attending the 2023 Second EGM (or any adjournment thereof). The legal representative of or any other persons officially authorized by a corporate Shareholder shall present his/her identity documents and the notarially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the 2023 Second EGM (or any adjournment thereof).

The 2023 Second EGM is expected to last for no more than half a day. Shareholders and their representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.

Address of Computershare Hong Kong Investor Services Limited:

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

Address of the office of the Board:

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

The details about the aforesaid resolutions proposed for the consideration and approval at the 2023 Second EGM will be set out in the circular to be despatched by the Bank in due course.