

**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)

**FORM OF PROXY FOR THE 2023 ANNUAL GENERAL MEETING  
TO BE HELD ON JUNE 21, 2024 (OR ANY ADJOURNMENT THEREOF)**

No. of Shares to which this form of proxy relates <sup>(Note 1)</sup>	Domestic Shares
	H Shares

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ domestic shares (the “Domestic Shares”)/H shares (the “H Shares”)<sup>(Note 3)</sup> of RMB1.00 each of Zhongyuan Bank Co., Ltd. (the “Bank”), hereby appoint the chairman of the meeting or \_\_\_\_\_<sup>(Note 4)</sup>  
of \_\_\_\_\_

as my/our proxy(ies) to attend the 2023 Annual General Meeting (the “AGM”) of the Bank to be physically held at 3:00 p.m. on June 21, 2024 (Friday) at the Dahe Jinyue Hotel, No. 2 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC or any adjourned meeting thereof, and to vote at such meeting in respect of the resolutions set out in the notice of the AGM dated May 31, 2024 (Friday) as indicated below on behalf of me/us, or if no such indication is given, as my/our proxy(ies) think(s) fit. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the circular of the Bank dated May 31, 2024 (the “Circular”).

	Ordinary Resolutions	For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	to consider and approve the Work Report of the Board of Directors for 2023.			
2.	to consider and approve the Work Report of the Board of Supervisors for 2023.			
3.	to consider and approve the Final Account Report for 2023.			
4.	to consider and approve the Financial Budget Report for 2024.			
5.	to consider and approve the Profit Distribution Plan for 2023.			
6.	to consider and approve the Capital Adequacy Ratio Report for 2023 and Capital Adequacy Ratio Plan for 2024.			
7.	to consider and approve the Directors Remuneration Report for 2023.			
8.	to consider and approve the Supervisors Remuneration Report for 2023.			
9.	to consider and approve the Engagement of Auditors for 2024.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024 Signature(s)<sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Please insert the number of shares of the Bank (the “Shares”) registered in your name(s) to which this form of proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Bank in **BLOCK LETTERS**.
- Please insert the number of Shares registered in your name(s) and delete as appropriate.
- If any proxy other than the chairman of the meeting of the Bank is preferred, please strike out the words “the chairman of the meeting or” and insert the name of the proxy desired in the space provided. You may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Bank. Any alteration made to this form of proxy must be initialed by the person who signs it.
- Important: If you wish to vote for any resolution, please put a tick in the box marked “For” or insert the number of Shares held by you. If you wish to vote against any resolution, please put a tick in the box marked “Against” or insert the number of Shares held by you. If you wish to vote abstention on any resolution, please put a tick in the box marked “Abstain” or insert the number of Shares held by you. If no direction is given, your proxy shall vote at his/her own discretion. The Shares abstained will be counted in the calculation of the required majority.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or a representative duly authorized in writing. In case of joint holders of the Shares, this form of proxy may be signed by any of such joint holders.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the office of the Board of Directors at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for holders of the Domestic Shares), or the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of the H Shares), not less than 24 hours before the time for the holding of the AGM or any adjournment thereof.
- In case of joint holders of the Shares, any one of such joint holders may vote at the AGM either in person or by proxy in respect of such Shares as if he/she was solely entitled thereto. However, if more than one of such joint holders is present at the AGM in person or by proxy, the vote of the person (in person or by a proxy) whose name appears first in the register of members of the Bank will be accepted as the sole and exclusive vote of such joint holders.
- You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

\* 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.