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: 1216)

AMENDMENTS TO THE MEASURES FOR THE EQUITY MANAGEMENT OF ZHONGYUAN BANK CO., LTD.
IMPLEMENTATION PLAN FOR THE ACQUISITION OF QIXIAN ZHONGYUAN COUNTY BANK AND THE ESTABLISHMENT OF A BRANCH
AUTHORIZATION TO THE CHAIRMAN TO HANDLE MATTERS RELATED TO THE ACQUISITION AND MERGER BY ABSORPTION
AND
NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2026

A letter from the Board of Directors is set out on pages 3 to 7 of this circular.

The Bank will physically hold the 2026 Third EGM at 3:00 p.m. on December 4, 2026 (Friday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The notice of the Third Extraordinary General Meeting 2026 is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you intend to attend and/or vote at the 2026 Third EGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the form of proxy to the H share registrar (for the Shareholders of the H Shares) or to the office of the Board (for the Shareholders of the Domestic Shares) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the 2026 Third EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending in person and voting at the 2026 Third EGM or any adjournment thereof should you so wish. The form of proxy for the 2026 Third EGM is sent to the Shareholders together with this circular and is available on the website of the Stock Exchange at www.hkexnews.hk and the Bank's website at www.zybank.com.cn.

* *Zhongyuan Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), 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.*

November 16, 2026

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NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2026 . EGM-1

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

"2026 Third EGM"	the 2026 Third Extraordinary General Meeting to be physically held by the Bank at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC at 3:00 p.m. on December 4, 2026 (Friday)
"Acquisition" or "Acquisition and Merger by Absorption"	the acquisition of Qixian Zhongyuan County Bank by the Bank and its conversion into a branch of Zhongyuan Bank, and the merger by absorption of Qixian Zhongyuan County Bank
"Articles of Association" or "Bank's Articles of Association"	the articles of association of the Bank, as amended, supplemented or otherwise modified from time to time
"Bank" or "Zhongyuan Bank"	Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司), a joint stock company incorporated on December 23, 2014 in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange, and, if the context requires, includes its predecessors, branches, sub-branches and subsidiaries
"Board" or "Board of Directors"	the Board of Directors of the Bank
"Company Law"	the Company Law of the People's Republic of China (as amended, supplemented or otherwise modified from time to time)
"Director(s)"	the director(s) of the Bank
"Domestic Share(s)"	the ordinary share(s) issued by the Bank in the PRC with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid up in RMB
"Domestic Shareholder(s)"	the holder(s) of Domestic Share(s)

"H Share(s)"	the overseas-listed ordinary share(s) in the share capital of the Bank, which is/are listed on the Main Board of the Stock Exchange (stock code: 1216) and traded in Hong Kong dollars, and has 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
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
"Measures for the Equity Management"	the Measures for the Equity Management of Zhongyuan Bank Co., Ltd. (as amended, supplemented or otherwise modified from time to time)
"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
"Qixian Zhongyuan County Bank"	Qixian Zhongyuan County Bank Co., Ltd., a joint stock company incorporated in the PRC on December 23, 2010 and a subsidiary of the Bank
"Share(s)"	the ordinary share(s) in the share capital of the Bank with a nominal value of RMB1.00 each, including the Domestic Share(s) and the H Share(s)
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

中原銀行股份有限公司*
ZHONGYUAN BANK CO., LTD.*

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

(Stock Code: 1216)

Executive Directors:
Mr. ZHOU Feng
Mr. ZHANG Tao

Non-executive Directors:
Mr. FENG Ruofan
Mr. LI Wenqiang
Ms. ZHANG Shu

Independent non-executive Directors:
Mr. XU Yiguo
Ms. ZHAO Zijian
Mr. WANG Maobin
Mr. PAN Xinmin
Mr. GAO Pingyang

Registered office in the PRC:
No. 9 Waihuan Road, Financial Island
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:

AMENDMENTS TO THE MEASURES FOR THE EQUITY MANAGEMENT OF ZHONGYUAN BANK CO., LTD. IMPLEMENTATION PLAN FOR THE ACQUISITION OF QIXIAN ZHONGYUAN COUNTY BANK AND THE ESTABLISHMENT OF A BRANCH AUTHORIZATION TO THE CHAIRMAN TO HANDLE MATTERS RELATED TO THE ACQUISITION AND MERGER BY ABSORPTION AND NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2026

I. INTRODUCTION

The Bank will physically hold the 2026 Third EGM at 3:00 p.m. on December 4, 2026 (Friday), at which resolutions will be proposed for the Shareholders to consider and approve, if thought fit, the following, including: (1) amendments to the Measures for the Equity Management of Zhongyuan Bank Co., Ltd.; (2) implementation plan for the acquisition of Qixian Zhongyuan County Bank and the establishment of a branch; and (3) authorization to the chairman to handle matters related to the Acquisition and Merger by Absorption.

The purpose of this circular is to provide you with the details of the resolutions above. The notice of the 2026 Third EGM is set out on pages EGM-1 to EGM-3 of this circular, and was despatched to the H Shareholders of the Bank on November 16, 2026 (Monday) in the manner in which the H Shareholders of the Bank selected to receive corporate communications and is available on the website of the Stock Exchange at www.hkexnews.hk and the Bank's website at www.zybank.com.cn.

II. MATTERS TO BE RESOLVED AT THE 2026 THIRD EGM

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

In order to further implement the provisions of laws, regulations and regulatory requirements, effectively align the equity management systems with the regulatory provisions, improve the equity management system, and in light of the amendments to the Articles of Association and the actual condition of the Bank, the Bank proposes to amend certain clauses of the Measures for the Equity Management in force. For the comparative table of the amendments, please refer to the Appendix of this circular.

The amended Measures for the Equity Management shall become effective upon consideration and approval at the 2026 Third EGM.

This proposal has been considered and approved by the Board and is hereby submitted to the 2026 Third EGM for consideration by way of an ordinary resolution.

2. Implementation Plan for the Acquisition of Qixian Zhongyuan County Bank and the Establishment of A Branch

In order to implement the spirit of the relevant policies of the CPC Central Committee and the State Council on winning the battle of preventing and resolving financial risks with determination, the Bank will propose to acquire Qixian Zhongyuan County Bank, and restructure it into a branch.

I. Basic Information of County Bank Proposed to be Acquired

Qixian Zhongyuan County Bank was established on December 23, 2010, initiated by the Bank, with a registered capital of RMB50 million, of which 51% is held by the Bank.

II. Implementation Method of the Acquisition

Zhongyuan Bank will acquire Qixian Zhongyuan County Bank, and restructure it into a branch of Zhongyuan Bank. Upon completion of the Acquisition, Qixian Zhongyuan County Bank will dissolve and revoke its legal person status, with all assets, liabilities, businesses, personnel, contracts and other rights and obligations of Qixian Zhongyuan County Bank to be assumed by Zhongyuan Bank. To implement the Acquisition, Zhongyuan Bank will, in accordance with the relevant policy documents issued by the Henan Provincial Party Committee's Financial Commission and based on the asset valuation results filed with the state-owned assets regulatory authorities, determine the payment of consideration to other Shareholders of Qixian Zhongyuan County Bank in compliance with applicable laws and regulations.

The Acquisition is still subject to the approval by the national financial regulatory authorities. The specific operation and procedures shall be implemented in accordance with the opinions of the regulatory authorities. In the event of significant changes or matters not stipulated above, adjustments will be made in compliance with relevant laws, regulations and corporate governance policies.

III. Treatment for Creditors' Rights and Debts

Both parties will perform the creditor notification and announcement procedures in accordance with the laws, and will pay off or license a third party to pay off debts in advance or provide guarantees in accordance with the requirements raised by the creditors within the statutory period. All outstanding debts of Qixian Zhongyuan County Bank will be inherited by Zhongyuan Bank.

IV. Listing Rules Implication

Based on the existing information, the highest applicable percentage ratios in respect of the Acquisition are expected to be lower than 5%, thus the Acquisition does not constitute a notifiable transaction under Chapter 14 of the Listing Rules. In addition, the Acquisition also does not constitute a connected transaction under Chapter 14A of the Listing Rules. Pursuant to the Company Law and other laws and regulations and the Articles of Association of the Bank, the Acquisition shall be submitted to the shareholders' general meeting for approval.

This proposal has been considered and approved by the Board and is hereby submitted to the 2026 Third EGM for consideration by way of a special resolution.

3. Authorization to the Chairman to Handle Matters Related to the Acquisition and Merger by Absorption

In order to ensure the smooth implementation of matters relating to the Acquisition, in accordance with the Company Law and other laws and regulations and the Articles of Association of the Bank, it is hereby proposed to the shareholders' general meeting to authorize the Board (and give consent to the Board to authorize the Chairman) to handle, at its absolute and sole discretion, all matters relating to the Acquisition within the scope of the relevant laws and regulations, including but not limited to: making necessary amendments and adjustments to the specific proposal of the Acquisition or deciding to terminate the Acquisition; handling all the approval, registration and other related procedures involved in the Acquisition in respect of the matters relating to the Acquisition; preparation, signing and completion of all the documents relating to the Acquisition, and making corresponding supplements or adjustments to the filing documents in accordance with the requirements of the relevant regulatory or approval authorities; handling all information disclosure matters in relation to the Acquisition.

The foregoing authorization shall be valid for a period of 12 months from the date of consideration and approval by the 2026 Third EGM, provided that the Acquisition has obtained the approval or ratification documents from the regulatory authorities within such validity period, the validity period of the authorization shall be automatically extended to the date of completion of the Acquisition.

This proposal has been considered and approved by the Board and is hereby submitted to the 2026 Third EGM for consideration by way of a special resolution.

III. 2026 THIRD EGM

The Bank will physically hold the 2026 Third EGM at 3:00 p.m. on December 4, 2026 (Friday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC, to consider and approve, if thought fit, the resolutions as set out in the relevant notice. The notice of the 2026 Third EGM is set out on pages EGM-1 to EGM-3 of this circular, and is available on the website of the Stock Exchange at www.hkexnews.hk and the Bank's website at www.zybank.com.cn.

Whether or not you intend to attend and/or vote at the 2026 Third EGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending in person and voting at the 2026 Third EGM or any adjournment thereof should you so wish. The form of proxy for the 2026 Third EGM is available on the website of the Stock Exchange at www.hkexnews.hk and the Bank's website at www.zybank.com.cn.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by the Shareholders at the 2026 Third EGM shall be taken by the way of poll, except where the chairman of the 2026 Third EGM in good faith decides to allow a resolution that relates purely to a procedural or administrative matter to be voted on by a show of hands.

To the best knowledge of the Directors, no Shareholder or its associate (as defined under the Listing Rules) is deemed to have a material interest in any of the resolutions to be proposed at the 2026 Third EGM, and therefore, no Shareholder is required to abstain from voting on any resolutions at the 2026 Third EGM.

The voting results of the 2026 Third EGM will be published on both the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.zybank.com.cn) in accordance with the Listing Rules.

V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE 2026 THIRD EGM

The Bank's register of members will be closed from December 1, 2026 (Tuesday) to December 4, 2026 (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 December 1, 2026 (Tuesday) (i.e. the Record Date) shall be entitled to attend and vote at the 2026 Third EGM.

For a Shareholder to be eligible to attend and vote at the 2026 Third EGM, 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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m., November 30, 2026 (Monday) for registration.

VI. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that all resolutions to be proposed at the 2026 Third EGM 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 2026 Third EGM.

VII. OTHER INFORMATION

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

By Order of the Board
Zhongyuan Bank Co., Ltd.*
ZHOU Feng
Chairman

Zhengzhou, the PRC
November 16, 2026

* *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.*

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	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》), the Measures for the Supervision of the Behavior of Principal Shareholders of Banking and Insurance Institutions (Trial) (《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 China's banking and insurance regulatory authority 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").	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》), **the Interim Measures for the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》),** the Measures for the Supervision of the Behavior of Principal Shareholders of Banking and Insurance Institutions (Trial) (《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 ~~China's banking and insurance regulatory authority~~ **the national financial regulatory authority** 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").

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
2	Article 15 Where the credit extended by the Bank to shareholders is overdue, the voting rights of the shareholder at the general meeting and the voting rights of the director it dispatches to the Board of Directors shall be both restricted, the Bank shall state the foregoing in the relevant minutes of the meeting.	Article 15 ~~Where~~ **During the period when** the credit extended by the Bank to shareholders is overdue **and unpaid**, the voting rights of the shareholder at the general meeting and the voting rights of the director it dispatches to the Board of Directors shall be both restricted, the Bank shall state the foregoing in the relevant minutes of the meeting.
3	Article 18 In accordance with the regulatory requirements, the Board of Directors of the Bank shall, at least annually, evaluate its substantial shareholders regarding their qualifications, performance of commitments, implementation of the Articles of Association or relevant agreements, as well as their compliance with laws, regulations and regulatory requirements, and submit the evaluation reports thereof to the regulatory authority in a timely manner.	Article 18 In accordance with the regulatory requirements, the Board of Directors of the Bank shall, at least annually, evaluate its substantial shareholders regarding their qualifications, performance of commitments, implementation of the Articles of Association or relevant agreements, as well as their compliance with laws, regulations and regulatory requirements, and submit the evaluation reports thereof to the regulatory authority in a timely manner. **The Board of Directors of the Bank shall formulate separate articles for specific matters including equity transfer, share repurchase and equity pledge of the Bank, and shall amend the same in due course in accordance with the requirements of relevant laws, regulations and regulatory documents.**

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
4	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: …… (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; ……	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~~ **the national financial regulatory authority**: ……(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; ……
5	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 China's banking and insurance regulatory authority or its local offices.	Article 70 Where a principal shareholder of the Bank causes loss to the Bank by abusing shareholder rights **or utilizing affiliated relationships or other means**, 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 **return the unjust enrichment and** assume the liability for compensation. If the principal shareholder refuses to ~~do so~~ **cooperate in returning the unjust enrichment and/or assuming the liability for compensation**, the Bank shall actively take relevant measures to safeguard its own rights and interests, and report the relevant information to ~~China's banking and insurance regulatory authority~~ **the national financial regulatory authority** or its local offices.

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
6	Article 73 The transfer of H shares of the Bank shall be subject to the relevant regulations of the Hong Kong Stock Exchange.	Article 73 The transfer of H shares of the Bank shall be subject to **the relevant laws and regulations and** the relevant regulations of the Hong Kong Stock Exchange.
7	Article 76 Clause 2 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.	Article 76 Clause 2 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 laws and regulations and** the relevant regulations of the Hong Kong Stock Exchange.
8	/	**CHAPTER 5 SHARE REPURCHASE**
9	/	**Article 79 The Bank may, in accordance with the provisions under the laws, administrative regulations, rules and the Articles of Association, based on market practices, and with reference to reasonable market prices, such as publicly traded prices in the capital markets, repurchase its issued shares in the following circumstances:** **(I) Reduction of the Bank's registered capital;** **(II) Merging with another company holding shares in the Bank;** **(III) Shares shall be used for employee stock ownership plans or as stock incentive;**

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
		(IV) Requests for the Bank to repurchase its own shares from shareholders who have voted against the resolutions passed at a shareholders' general meeting on the merger or division of the Bank; **(V) Shares shall be used to convert corporate bonds issued by the Bank that can be converted into stocks;** **(VI) When it is necessary for the Bank to safeguard the corporate value and the interests of its shareholders;** **(VII) Other circumstances permitted by applicable laws and permitted by the relevant competent authorities of the State.** **The Bank shall not repurchase its own shares other than in the above circumstances.**
10	/	**Article 80 Approval shall be obtained at a shareholders' general meeting when the Bank is to repurchase its own shares because of the circumstances set out in (I) and (II) of Article 79. Repurchase of shares of the Bank because of the circumstances set out in (III), (V) and (VI) of Article 79 shall be subject to the resolution of the board meeting in which more than two-thirds of the directors attend upon authorization from the shareholders' general meeting.**

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
11	/	**Article 81 Where the Bank repurchases its own shares because of the circumstances set out in (IV) of Article 79, the repurchase price shall, in principle, be determined with reference to market practice and based on the lower of the average trading price and the closing price of the listed shares for a certain number of trading days prior to the date on which the resolution of the Board of Directors considering the merger or division is made, and shall not exceed the most recent audited net asset value per share of the Bank. The repurchase shall be implemented within six months from the date of the Bank's decision.**
12	/	**Article 82 After the Bank has repurchased its own shares in accordance with the provisions of Article 79, the shares so repurchased shall be cancelled within ten (10) days from the date of purchase (under the circumstances set out in (I)), or shall be transferred or cancelled within six (6) months (under the circumstances set out in (II) and (IV)); and the shares held in total by the Bank shall not exceed 10% of the total issued shares of the Bank, and shall be transferred or cancelled within three years (under the circumstances set out in (III), (V) or (VI)).**

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
13	/	**Article 83 The Bank may repurchase its shares in one of the following ways:** **(I) Making a repurchase offer to all shareholders on a pro rata basis;** **(II) Repurchasing shares through open transactions on a stock exchange;** **(III) Repurchasing shares via an off-market agreement;** **(IV) Other manners as required by the laws, administrative regulations and permitted by relevant competent authorities of the State.**
14	/	**Article 84 Matters including the source of funds for share repurchases, the accounting treatment of repurchased shares, the voting right arrangements of shares following a repurchase, and the connected transactions involved in share repurchases and information disclosure shall be implemented in accordance with the Company Law, the Interim Measures for the Equity Management of Commercial Banks, the Administrative Measures for the Capital of Commercial Banks, the relevant provisions of the SFC and the Hong Kong Stock Exchange, the Articles of Association and the relevant provisions of these Measures.** **The Party Committee Office (the office of the Board of Directors) of the Bank shall lead the specific implementation of share repurchases, while relevant departments and operating entities, including the Internal Control and Compliance Department (Consumer Rights Protection Department), the Financial and Accounting Department, the Investment Banking Department, the Financial Markets Department, and the Operation Management Department, shall cooperate in accordance with their respective work responsibilities.**

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
15	Article 81 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. Shareholders being Directors of the Bank, or directly or indirectly, jointly holding or controlling 2% or more of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, 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 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.	Article 8~~1~~**7** 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. Shareholders being Directors of the Bank, or directly or indirectly, jointly holding or controlling 2% or more of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, and after the initiation of the pledge procedures and obtaining the approval, **the Party Committee Office (**the office of the Board of Directors**)** shall file with the Board of Directors of the Bank 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.

No.	Original Articles of the Measures for the Equity Management	Amended Articles of the Measures for the Equity Management
	If the equities of a shareholder holding 5% or more 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.	If the equities of a shareholder holding 5% or more 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. **Where the controlling shareholder of the Bank pledges all or part of the shares in the Bank to secure the debts of the Bank, or to guarantee or support the Bank's performance of other obligations, the Bank shall publish an announcement as soon as reasonably practicable in accordance with the relevant requirements of the Hong Kong Stock Exchange, disclosing the number and class of the pledged shares, the amount of the relevant debts, guarantees or other support, and other relevant information.**
16	Article 90 The freezing of the H shares of the Bank shall be subject to the relevant regulations of the Hong Kong Stock Exchange.	Article 9~~0~~**6** The freezing of the H shares of the Bank shall be subject to **the relevant laws and regulations and** the relevant regulations of the Hong Kong Stock Exchange.
17	Article 97 These Measures shall be implemented as of the date of approval by the general meeting after consideration. Where there are matters not covered herein or otherwise contradicts the laws, regulations, regulatory requirements, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Articles of Association promulgated or amended after these Measures becoming effective, the latter shall prevail.	Article ~~97~~**103** These Measures shall be implemented as of the date of approval by the general meeting after consideration. Where there are matters not covered herein or otherwise contradicts the laws, regulations, regulatory requirements, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Articles of Association promulgated or amended after these Measures becoming effective, the latter shall prevail.

Notes:

1. *Pursuant to the Plan for the Reform of Party and State Agencies (2023) (《黨和國家機構改革方案(2023)》), "China Banking and Insurance Regulatory Authority" (中國銀行保險監督管理機構) is amended to "National Financial Regulatory Authority" (國家金融監督管理機構). For provisions involving only this adjustment, the comparison before and after the amendments will not be set out individually.*

2. *Due to the addition of new chapters and articles, the numbering of the original chapters and articles, as well as the cross-referenced articles, have been adjusted accordingly. Such adjustments will not be stated individually.*

中原銀行股份有限公司*
ZHONGYUAN BANK CO., LTD.*

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

(Stock Code: 1216)

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2026

NOTICE IS HEREBY GIVEN that the third extraordinary general meeting of 2026 (the "**2026 Third EGM**") of Zhongyuan Bank Co., Ltd.* (the "**Bank**") will be held physically at 3:00 p.m. on December 4, 2026 (Friday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC, for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

1. To consider and approve the resolution on the amendments to the Measures for the Equity Management of Zhongyuan Bank Co., Ltd.;

SPECIAL RESOLUTIONS

2. To consider and approve the resolution in relation to the implementation plan for the acquisition of Qixian Zhongyuan County Bank and the establishment of a branch; and

3. To consider and approve the resolution in relation to authorizing the Chairman to handle matters related to the Acquisition and Merger by absorption.

By Order of the Board
Zhongyuan Bank Co., Ltd.*
ZHOU Feng
Chairman

Zhengzhou, the PRC
November 16, 2026

As at the date of this notice, the Board of Directors of the Bank comprises Mr. ZHOU Feng and Mr. ZHANG Tao as executive Directors; Mr. FENG Ruofan, Mr. LI Wenqiang and Ms. ZHANG Shu as non-executive Directors; Mr. XU Yiguo, Ms. ZHAO Zijian, Mr. WANG Maobin, Mr. PAN Xinmin and Mr. GAO Pingyang as independent non-executive Directors.

* *Zhongyuan Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), 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.*

Notes:

1. Pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), all resolutions proposed at the 2026 Third EGM will be voted by poll except for the resolutions concerning relevant procedures or administrative matters which the chairman of the 2026 Third 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 December 1, 2026 (Tuesday) to December 4, 2026 (Friday), both days inclusive, during which period no transfer of the Shares will be registered. Shareholders whose names appear in the Bank's register of members on December 1, 2026 (Tuesday) (i.e. the Record Date) shall be entitled to attend and vote at the 2026 Third EGM.

In order for the Shareholders to be eligible to attend and vote at the 2026 Third 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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m., November 30, 2026 (Monday) for registration.

3. PROXY

Any Shareholder entitled to attend and vote at the 2026 Third 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 2026 Third EGM. Such proxy must be appointed by using the form of proxy. You may fill in the name and address of the proxy you intend to appoint in accordance with the instructions on the form of proxy. If no name is inserted, the chairman of the meeting will act as your proxy, provided that, to the extent permitted by applicable laws and the Articles of Association of the Bank, the chairman of the meeting may decline to accept such appointment on reasonable grounds, including but not limited to potential conflicts of interest or other circumstances where it would be inappropriate to act as proxy. If the chairman of the meeting decides not to accept such appointment, the Bank will notify the relevant Shareholder as soon as practicable, so that he/she may re-appoint another proxy or attend the 2026 Third EGM in person and vote.

The form of proxy concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the form of proxy shall be affixed with the common seal of the legal person or signed by its director or a representative duly authorized in writing. If the form of proxy appointing a proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized and served at the same time as the form of proxy. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authority must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or to the office of the Board at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, 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 2026 Third EGM or any adjournment thereof (as the case may be).

After the completion and return of the form of proxy, you can attend and vote in person at the 2026 Third EGM or any adjournment thereof should you so wish.

In this case, the form of proxy will be deemed to have been revoked. In case of registered joint holders of any Shares, one of the registered joint holders can vote on such Shares at the 2026 Third EGM in person or by proxy as the only holder entitled to vote. If more than one registered joint holders attend the 2026 Third EGM 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 in respect of such Shares 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 2026 Third 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 2026 Third EGM (or any adjournment thereof).

The 2026 Third EGM is expected to last for no more than half a business day. Shareholders and their representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.

Address of Computershare Hong Kong Investor Services Limited:

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

Address of the office of the Board:

Zhongyuan Bank Building
No. 9 Waihuan Road, Financial Island
Zhengdong New District
Zhengzhou
Henan Province
the PRC
Tel: (86) 0371-8551 7892/8551 7893
Fax: (86) 0371-8551 9888

The details about the aforesaid resolutions proposed for the consideration and approval at the 2026 Third EGM have been set out in the circular of the Bank dated November 16, 2026 (the "Circular"). Unless otherwise defined, capitalized terms shall have the same meanings as defined in the Circular.