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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 H SHARE CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the H share class meeting (the “**H Share Class Meeting**”) of Zhongyuan Bank Co., Ltd.\* (the “**Bank**”) will be held at 3:00 p.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting) on 10 March 2022 (Thursday) at Sheraton Grand Zhengzhou Hotel, No. 33, Jinshui East Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC to consider and approve, if thought fit, the following resolution. Unless otherwise specified, capitalized terms used herein shall have the same meaning as those defined in the circular of the Bank dated 18 February 2022.

**SPECIAL RESOLUTIONS**

1. To approve, ratify and confirm the proposed H Share Placement, including:
  - a) type and nominal value of Shares to be issued;
  - b) number of Shares to be issued;
  - c) target places;
  - d) method of pricing;
  - e) method of issuance;
  - f) timing of issuance;
  - g) lock-up period;
  - h) use of proceeds;
  - i) distribution of retained profit;
  - j) validity period;
  - k) listing arrangement;
  - l) authority to deal with the relevant matters relating to the H Share Placement;

\* *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.*

2. To approve, ratify and confirm the Merger by Absorption;
3. To approve, ratify and confirm the implementation of the Merger by Absorption which constitutes a connected transaction of the Bank; and
4. To authorize the chairman of the Board to exercise all powers which he considers necessary and do such other acts and things and execute such other documents which in his opinion may be necessary or desirable to implement the transactions (including the proposed issuance of consideration shares by the Bank and the relevant amendments to the articles of association of the Bank) contemplated under the Merger and Absorption Agreement.

By Order of the Board  
**Zhongyuan Bank Co., Ltd.\***  
**XU Nuojin**  
*Chairman*

Zhengzhou, the PRC  
18 February 2022

*As at the date of this notice, the Board comprises Mr. XU Nuojin, Mr. WANG Jiong, Mr. LI Yulin and Mr. WEI Jie 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.*

*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 H Share Class Meeting will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman of the H Share Class Meeting 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](http://www.hkexnews.hk)) and the Bank ([www.zybank.com.cn](http://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 7 March 2022 (Monday) to 10 March 2022 (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 9 March 2022 (Wednesday) shall be entitled to attend and vote at the H Share Class Meeting.

For a Shareholder to be eligible for attending and voting at the H Share Class Meeting, 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 not later than 4:30 p.m., on 4 March 2022 (Friday).

## 3. PROXY

Any Shareholder entitled to attend and vote at the H Share Class Meeting 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 H Share Class Meeting.

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 not later than 24 hours before the scheduled time for the holding of the H Share Class Meeting 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 H Share Class Meeting 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 H Share Class Meeting in person or by proxy as the only holder entitled to vote. If one or more registered joint holders attend the H Share Class Meeting 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 H Share Class Meeting (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 H Share Class Meeting (or any adjournment thereof).

The H Share Class Meeting is expected to last for no more than half a day. Shareholders and their representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.

Address of Computershare Hong Kong Investor Services Limited:

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

Address of the office of the Board:

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

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