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中原银行股份有限公司*
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)

(ISIN: XS1898280711 / Common Code: 1898280711)

NOTICE OF THE PREFERENCE SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the preference share class meeting (the “**Preference Share Class Meeting**”) of Zhongyuan Bank Co., Ltd.* (the “**Bank**”) will be held at 4:00 p.m. (or immediately after the conclusion or adjournment of the domestic share class 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 meanings as those defined in the circular of the Bank dated 18 February 2022.

SPECIAL RESOLUTIONS

1. To approve, ratify and confirm the Merger by Absorption;
2. To approve, ratify and confirm the implementation of the Merger by Absorption which constitutes a connected transaction of the Bank; and
3. 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.

* 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.

Notes:

1. Information relating to the record date for the Preference Shareholders, the procedures for appointing proxies or attending and voting at the Preference Share Class Meeting is set out in Exhibit 1 to this notice.
2. Pursuant to the Articles of the Association and the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in the notice of the Preference Share Class Meeting will be voted by poll.
3. Holders of the Preference Shares or their proxies attending the Preference Share Class Meeting shall produce their identity documents.
4. In the case of joint holders of the Preference Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) of the Preference Shares, and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.
5. In order to prevent and control the COVID-19 epidemic as well as safeguard public health, the Bank encourages the Preference Shareholders to consider appointing the Tabulation Agent (as defined in the Exhibit attached hereto) or its nominee to vote on the relevant resolutions rather than attend the Preference Share Class Meeting in person.

EXHIBIT: PROCEDURES FOR ATTENDING AND VOTING AT THE PREFERENCE SHARE CLASS MEETING

The Preference Share Class Meeting, which will be held as scheduled at 4:00 p.m. (or immediately after the conclusion or adjournment of the Domestic Share Class 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, pass the resolution in respect of the Merger by Absorption as set out as resolutions 1 to 3 in the notice of Preference Share Class Meeting (the “**Relevant Resolutions**”). The Relevant Resolutions will be proposed as special resolutions. Passing of the Relevant Resolutions shall require more than two-thirds of the voting rights of the Preference Shareholders (including electronic instructions thereof) participating in the Preference Share Class Meeting.

The below sets out additional information in relation to the procedures for attending and voting on the Relevant Resolutions at the Preference Share Class Meeting by the Preference Shareholders.

The Expiration Deadline for submitting instructions by the Preference Shareholders in the manner described in this notice for the purpose of attending and voting at the Preference Share Class Meeting is Friday, 4 March 2022 at 4:30 p.m. (Hong Kong time), following which such instructions will be passed on to the Bank in accordance with the relevant requirements in the Articles of Association. However, the deadlines set by each Clearing System and any intermediaries for the submission of instructions may be earlier than the relevant deadlines specified in this notice.

The Preference Shareholders will be entitled to one vote in respect of each outstanding Preference Share held by them as of the EC/CS Record Date.

Any Preference Shareholder may submit an Electronic Instruction to (a) appoint the Tabulation Agent (or its nominee) to (i) vote in favor of the Relevant Resolutions, (ii) vote against the Relevant Resolutions or (iii) submit an abstention vote in respect of the Relevant Resolutions, or (b) appoint any other person (including the beneficial owner of the Preference Share(s) itself) to attend the Preference Share Class Meeting and vote on the Relevant Resolutions, on or before the Expiration Deadline and in the manner described in this notice.

However, in order to be valid, an Electronic Instruction must be submitted in respect of a minimum liquidation preference of no less than U.S.\$200,000 (which is equivalent to 10,000 Preference Shares) and integral multiples of U.S.\$1,000 (which is equivalent to 50 Preference Shares) in excess thereof.

In order to prevent and control the COVID-19 epidemic as well as safeguard public health, the Bank encourages the Preference Shareholders to consider appointing the Tabulation Agent or its nominee as his or her/their respective representative(s) to vote on the Relevant Resolutions rather than attend the Preference Share Class Meeting in person.

EXISTING PREFERENCE SHARES HELD THROUGH EUROCLEAR OR CLEARSTREAM

As the Preference Shares are held through Euroclear and Clearstream, if you wish to attend the Preference Share Class Meeting and vote on the Relevant Resolutions, either in person or by proxy, you may do so by submitting or arranging for the submission of an Electronic Instruction (pursuant to which you may appoint the Tabulation Agent (or its nominee) or any other person (including the beneficial owner of the Preference Share(s) itself) to attend the Preference Share Class Meeting and vote on the Relevant Resolutions) in accordance with the requirements of, and procedures established by, the relevant Clearing System on or before the Expiration Deadline and in the manner described in this notice.

EC/CS Record Date

As the Preference Shares are held through Euroclear and Clearstream, only the holders of the Preference Shares as of 5:00 p.m., Central European Time, on the EC/CS Record Date (being Wednesday, 9 March 2022) are eligible to attend and vote at the Preference Share Class Meeting.

The transfer of any Preference Shares after the EC/CS Record Date will not have the effect of revoking any Electronic Instruction previously validly given by a Preference Shareholder, and each properly delivered Electronic Instruction will be counted notwithstanding any transfer of the Preference Shares to which such Electronic Instruction relates, unless the procedures for revoking Electronic Instructions described in this notice have been validly complied with.

Please note that upon a sale of the Preference Share(s), it may take a few days for the sale of the Preference Shares to be settled in the relevant transferee's account with the relevant Clearing System and for the relevant records to be updated. As such, while the Preference Share(s) may have been sold on or prior to the EC/CS Record Date, the original transferor may still be the Preference Shareholder(s) of record of the relevant Preference Share(s) on the EC/CS Record Date for the purposes of the Preference Share Class Meeting, in which case such transferor shall be entitled to submit an Electronic Instruction. If you have sold your Preference Share(s), or had the Preference Share(s) sold to you, on or prior to the EC/CS Record Date, you may contact your broker, dealer, bank, custodian, trust company, nominee or other intermediary to determine whether you are the eligible Preference Shareholder of record of such Preference Share(s) as of the EC/CS Record Date.

Euroclear/Clearstream Direct Participants

Only Euroclear/Clearstream Direct Participants may submit Electronic Instructions. Beneficial owners of the relevant Preference Shares who wish to participate at the Preference Share Class Meeting and whose Preference Shares are held, as of the EC/CS Record Date, in the name of a broker, dealer, bank, custodian, trust company, nominee or other intermediary, must contact such broker, dealer, bank, custodian, trust company, nominee or other intermediary and instruct them to arrange for the relevant Euroclear/Clearstream Direct Participant through which the Preference Shares are held to deliver its instruction in accordance with the deadlines specified by the relevant Clearing System.

Instructions for Submission of Electronic Instructions

A Preference Shareholder must clearly state in its Electronic Instruction:

- (a) the aggregate liquidation preference of the relevant Preference Shares to which the Electronic Instruction relates; and
- (b) whether it appoints the Tabulation Agent (or its nominee) or any other person (including the beneficial owner of the Preference Share(s) itself) as proxy to attend and vote on the Relevant Resolutions proposed at the Preference Share Class Meeting. If you are appointing the Tabulation Agent (or its nominee) to attend the Preference Share Class Meeting and vote on the Relevant Resolutions on your behalf, you must indicate in your Electronic Instruction whether you wish for the Tabulation Agent (or its nominee) to vote in favor of or against, or abstain from voting on, the Relevant Resolutions. Alternatively, if you are appointing any other person (including the beneficial owner of the Preference Share itself), you must indicate in your Electronic Instruction the name, address and passport number of the person attending, and the identity of the person attending the Preference Share Class Meeting will be verified before the Preference Share Class Meeting commences.

By submitting an Electronic Instruction, a Preference Shareholder is deemed to represent, warrant and undertake to the Bank and the Tabulation Agent that the Preference Shares are, on the EC/CS Record Date, held by it in the relevant Clearing System.

Revocation of Electronic Instructions

Subject to the Articles of Association, the requirements of the relevant Clearing System and this paragraph, Electronic Instructions are irrevocable. An Electronic Instruction submitted by or on behalf of a Preference Shareholder may be revoked by that Preference Shareholder by submission to the Tabulation Agent on or before the Expiration Deadline of a revocation instruction, by a properly transmitted message, in accordance with the procedures of the relevant Clearing System only as permitted pursuant to the Articles of Association and the requirements of the relevant Clearing System. Following any such revocation the vote shall lapse.

IMPORTANT INFORMATION

All questions as to the validity, form and eligibility of any Electronic Instruction (including the time of receipt or the compliance of such Electronic Instruction with all applicable laws and regulations and the requirements of the relevant Clearing System) or revocation or revision thereof or delivery of Electronic Instructions will be determined by the Bank, in its sole discretion, subject to applicable law, the Articles of Association and the requirements of the relevant Clearing System, which determination will be final and binding.

Subject to applicable law, the Articles of Association and the requirements of the relevant Clearing System:

- (a) the Bank's interpretation of the terms and conditions of and validity, form and eligibility of any Electronic Instruction shall be final and binding; and
- (b) the Bank may in its absolute discretion reject any Electronic Instruction or elect to treat as valid an Electronic Instruction, in either case, not complying in all respects with the requirements as set out in this notice, and in each case, such determination will (subject as aforesaid) be final and binding.

Unless waived by the Bank, any irregularities in connection with any Electronic Instruction must be cured within such time as the Bank shall in its absolute discretion determine. None of the Bank, the Tabulation Agent or any other person will be under any duty to give notification of any defects or irregularities in such Electronic Instruction, nor will any of such entities or persons incur any liability for failure to give such notification. For the avoidance of doubt, the Tabulation Agent has not given, and will not give, any recommendations or representations with respect to the Relevant Resolutions and has not made any recommendation as to whether the Preference Shareholders should participate in the Preference Share Class Meeting or pass the Relevant Resolutions.

Any questions or requests for assistance in connection with the procedures for attending and voting at the Preference Share Class Meeting for the Preference Shareholders (including the delivery of Electronic Instructions) may be directed to The Bank of New York Mellon, London Branch as the Tabulation Agent by phone or by email using the following contact details:

Email: debtstructuring@bnymellon.com

Phone: 00 44 (0) 1202 689644

DEFINITION

In this notice, unless the context otherwise requires, the following expressions shall have the following meaning:

“Articles of Association”	the articles of association of the Bank
“Bank”	Zhongyuan Bank Co., Ltd.* (中原银行股份有限公司*), a joint stock company incorporated on December 23, 2014 in the People’s Republic of China 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
“Clearing Systems”	Euroclear and Clearstream (as applicable)
“Clearstream”	Clearstream Banking S.A
“EC/CS Record Date”	5:00 p.m., Central European Time on Wednesday, 9 March 2022, being the time and date for the determination of the Preference Shareholders entitled to attend and vote on the Relevant Resolutions at the Preference Share Class Meeting
“Electronic Instruction(s)”	an electronic voting instruction in the form specified by the applicable Clearing System for submission by Euroclear/Clearstream Direct Participants to the Tabulation Agent via the relevant Clearing System prior to the deadlines set out in this notice and in accordance with the requirements of such Clearing System in order for the Preference Shareholders of the relevant Preference Shares to be able to attend the Existing Preference Share Class Meeting

“Euroclear”	Euroclear Bank SA/NV
“Euroclear/Clearstream Direct Participant(s)”	each person who is shown in the records of Euroclear or Clearstream as a holder of an interest in such Preference Shares
“Expiration Deadline”	the deadline for submitting instructions by the Preference Shareholders in the manner described in this notice for the purpose of attending and voting at the Preference Share Class Meeting, being Friday, 4 March 2022 at 4:30 p.m. (Hong Kong time)
“Preference Shares”	the US\$1,395,000,000 5.60% non-cumulative perpetual offshore preference shares of the Bank issued on 21 November 2018 in the total subscription amount of US\$1,395,000,000 with a par value of RMB100 each, which are listed on the Stock Exchange (stock code: 04617)
“Preference Shareholders”	holders of the Preference Shares, including the beneficial owners thereto and their respective nominee holders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tabulation Agent”	The Bank of New York Mellon, London Branch
“US\$”	United States Dollars, the lawful currency of the United States of America