
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).

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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)

FORMULATION OF THE MANAGEMENT RULES FOR EQUITY PLEDGE OF ZHONGYUAN BANK CO., LTD. REVIEW OF ISSUANCE OF SPECIAL FINANCIAL BONDS FOR “AGRICULTURE, RURAL AREAS AND FARMERS” BY ZHONGYUAN BANK CO., LTD. REVIEW OF ISSUANCE OF SPECIAL FINANCIAL BONDS FOR GREEN PROJECTS BY ZHONGYUAN BANK CO., LTD. REVIEW OF ISSUANCE OF SPECIAL FINANCIAL BONDS FOR LOANS TO MICRO AND SMALL ENTERPRISES BY ZHONGYUAN BANK CO., LTD. SUPPLEMENTAL NOTICE OF THE AGM

Capitalized terms used in this cover page shall have the same meanings as those defined in this circular. The Letter from the Board is set out on pages 4 to 7 of this circular.

The Bank will convene the AGM at 2:30 p.m. on June 27, 2022 (Monday), which was originally scheduled on May 18, 2022 (Wednesday), at Sheraton Grand Zhengzhou Hotel, No. 33, Jinshui East Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The Original Notice of the AGM was despatched to the Shareholders on March 31, 2022. The Bank also published the announcement in relation to postponement of the AGM and change of book closure period on May 13, 2022. The Supplemental Notice of the AGM, which contains the additional resolutions to be proposed at the AGM, is set out on pages SAGM-1 to SAGM-2 of this circular.

The Original Forms of Proxy were despatched to the Shareholders on March 31, 2022. The Supplemental Form of Proxy is attached to this circular. Whether or not you are able to attend the AGM, you are requested to complete the Original Form of Proxy and the Supplemental Form of Proxy in accordance with the respective instructions printed thereon, and return the Original Form of Proxy and the Supplemental Form of Proxy to the H Share Registrar (for the H Shareholders) or to the office of the Board (for the Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the AGM or any adjournment thereof. Completion and return of the Original Forms of Proxy and/or the Supplemental Forms of Proxy will not preclude you from attending in person or voting at the AGM or any adjournment thereof should 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), 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.*

June 8, 2022

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DEFINITIONS

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

“AGM” or “2021 Annual General Meeting”	the 2021 annual general meeting to be held by the Bank at Sheraton Grand Zhengzhou Hotel, No. 33, Jinshui East Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC at 2:30 p.m. on June 27, 2022 (Monday), which was originally scheduled on May 18, 2022 (Wednesday)
“Articles of Association”	the articles of association of the Bank, as amended, supplemented or otherwise modified from time to time
“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
“CBIRC”	China Banking and Insurance Regulatory Commission and its local offices
“Company Law”	the Company Law of the People’s Republic of China
“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 are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)
“Group”	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 pursuant to the relevant PRC laws and regulations, and, if the context requires, includes its predecessors, branches, sub-branches and all subsidiaries

DEFINITIONS

“H Share(s)”	the overseas-listed ordinary share(s) in the share capital of the Bank, which 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 Shareholder(s)”	the holder(s) of the H Share(s)
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H share registrar of the Bank
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Original Form(s) of Proxy”	the form(s) of proxy of the Bank in relation to the resolutions set out in the Original Notice of the AGM, which was despatched to the Shareholders on March 31, 2022
“Original Notice of the AGM”	the notice of the AGM dated March 31, 2022, which was despatched to the Shareholders on March 31, 2022
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong of the PRC, the Macau Special Administrative Region of the PRC and Taiwan of the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the Share(s)
“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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Form(s) of Proxy”	the supplemental form(s) of proxy of the Bank in relation to the resolutions set out in the Supplemental Notice of the AGM

DEFINITIONS

“Supplemental Notice of the
AGM”

the supplemental notice of the AGM dated June 8, 2022,
which is set out on pages SAGM-1 to SAGM-2 of this
circular

“%”

per cent

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. XU Nuojin (*Chairman*)

Mr. WANG Jiong

Mr. LI Yulin

Mr. WEI Jie

Registered office in the PRC:

Zhongke Golden Tower

No. 23 Shangwu Waihuan Road

Zhengdong New District

Zhenzhou

Henan Province, the PRC

Non-executive Directors:

Ms. ZHANG Qiuyun

Mr. MI Hongjun

Principal place of Business in Hong Kong:

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

Independent non-executive Directors:

Ms. PANG Hong

Mr. LI Hongchang

Mr. JIA Tingyu

Mr. CHAN Ngai Sang Kenny

To the Shareholders:

**FORMULATION OF THE MANAGEMENT RULES FOR EQUITY
PLEDGE OF ZHONGYUAN BANK CO., LTD.**

**REVIEW OF ISSUANCE OF SPECIAL FINANCIAL BONDS
FOR "AGRICULTURE, RURAL AREAS AND FARMERS"
BY ZHONGYUAN BANK CO., LTD.**

**REVIEW OF ISSUANCE OF SPECIAL FINANCIAL BONDS
FOR GREEN PROJECTS BY ZHONGYUAN BANK CO., LTD.**

**REVIEW OF ISSUANCE OF SPECIAL FINANCIAL BONDS
FOR LOANS TO MICRO AND SMALL ENTERPRISES
BY ZHONGYUAN BANK CO., LTD.**

SUPPLEMENTAL NOTICE OF THE AGM

I. INTRODUCTION

References are made to (i) the circular in relation to the AGM of the Bank dated March 31, 2022; (ii) the Original Notice of the AGM of the Bank dated March 31, 2022; (iii) the announcement of the Bank dated May 13, 2022 in relation to postponement of the AGM and change of book closure period; and (iv) the announcement of the Bank dated June 7, 2022 in relation to the issuance of special financial bonds for "agriculture, rural areas and farmers", the issuance of special financial bonds for green projects, and the issuance of special financial bonds for loans to micro and small enterprises.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among others, the information of the resolutions in relation to (i) the formulation of the Management Rules for Equity Pledge of Zhongyuan Bank Co., Ltd.; (ii) the issuance of special financial bonds for “agriculture, rural areas and farmers” by Zhongyuan Bank Co., Ltd.; (iii) the issuance of special financial bonds for green projects by Zhongyuan Bank Co., Ltd.; and (iv) the issuance of special financial bonds for loans to micro and small enterprises by Zhongyuan Bank Co., Ltd. to be proposed at the AGM.

II. FORMULATION OF THE MANAGEMENT RULES FOR EQUITY PLEDGE OF ZHONGYUAN BANK CO., LTD.

The Management Rules for Equity Pledge of Zhongyuan Bank Co., Ltd. is formulated with a view to enhance the management of equity pledge of the Bank pursuant to the laws and regulations as well as regulatory documents such as the Company Law and the Listing Rules and in accordance with relevant requirements of authorities such as the CBIRC and the equity registration and custody institution of the Bank as well as relevant provisions under the Articles of Association and the Measures for the Equity Management of Zhongyuan Bank Co., Ltd. (《中原銀行股份有限公司股權管理辦法》) taking into account the actual situation of the Bank. Please refer to the Appendix I to this circular for the text of such document. The Management Rules for Equity Pledge of Zhongyuan Bank Co., Ltd. is prepared in Chinese, if there is any inconsistency between the English and Chinese versions of the document, the Chinese version shall prevail.

III. REVIEW OF ISSUANCE OF SPECIAL FINANCIAL BONDS FOR “AGRICULTURE, RURAL AREAS AND FARMERS” BY ZHONGYUAN BANK CO., LTD.

For the resolution in relation to the issuance of special financial bonds for “agriculture, rural areas and farmers” by Zhongyuan Bank Co., Ltd., please refer to Appendix II to this circular.

IV. REVIEW OF ISSUANCE OF SPECIAL FINANCIAL BONDS FOR GREEN PROJECTS BY ZHONGYUAN BANK CO., LTD.

For the resolution in relation to the issuance of special financial bonds for green projects by Zhongyuan Bank Co., Ltd., please refer to Appendix III to this circular.

V. REVIEW OF ISSUANCE OF SPECIAL FINANCIAL BONDS FOR LOANS TO MICRO AND SMALL ENTERPRISES BY ZHONGYUAN BANK CO., LTD.

For the resolution in relation to the issuance of special financial bonds for loans to micro and small enterprises by Zhongyuan Bank Co., Ltd., please refer to the Appendix IV to this circular.

LETTER FROM THE BOARD

VI. THE AGM

The resolutions in relation to the approvals for (i) the formulation of the Management Rules for Equity Pledge of Zhongyuan Bank Co., Ltd.; (ii) the issuance of special financial bonds for “agriculture, rural areas and farmers” by Zhongyuan Bank Co., Ltd.; (iii) the issuance of special financial bonds for green projects by Zhongyuan Bank Co., Ltd.; and (iv) the issuance of special financial bonds for loans to micro and small enterprises by Zhongyuan Bank Co., Ltd. will be proposed to the Shareholders for their consideration at the AGM.

The Bank will convene the AGM at 2:30 p.m. on June 27, 2022 (Monday), which was originally scheduled on May 18, 2022 (Wednesday), at Sheraton Grand Zhengzhou Hotel, No. 33, Jinshui East Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The Original Notice of the AGM was despatched to the Shareholders on March 31, 2022. The Bank also published the announcement in relation to postponement of the AGM and change of book closure period on May 13, 2022. The Supplemental Notice of the AGM, which contains the additional resolutions to be proposed at the AGM, is set out on pages SAGM-1 to SAGM-2 of this circular.

The Original Forms of Proxy were despatched to the Shareholders on March 31, 2022 (Thursday). The Supplemental Form of Proxy is attached to this circular. Whether or not you are able to attend the AGM, you are requested to complete the Original Form of Proxy and the Supplemental Form of Proxy in accordance with the respective instructions printed thereon, and return the Original Form of Proxy and the Supplemental Form of Proxy to the H Share Registrar (for the H Shareholders) or to the office of the Board (for the Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the AGM or any adjournment thereof. Completion and return of the Original Forms of Proxy and/or the Supplemental Forms of Proxy will not preclude you from attending in person or voting at the AGM or any adjournment thereof should you so wish.

The Supplemental Form of Proxy will not affect the validity of any Original Form of Proxy duly completed and delivered by you in respect of the resolutions set out in the Original Notice of AGM. If a Shareholder has duly completed and delivered the Original Form of Proxy and validly appointed a proxy to attend and act for the Shareholder at the AGM but does not duly complete and deliver the Supplemental Form of Proxy enclosed, the proxy will be entitled to vote at his/her discretion, as the case may be, the resolutions no. 8 to 11, as set out in the Supplemental Notice of AGM. If a Shareholder does not duly complete and deliver the Original Form of Proxy but has duly completed and delivered the Supplemental Form of Proxy and validly appointed a proxy to attend and act for the Shareholder at the AGM, the proxy will also be entitled to vote at his/her discretion (as appropriate) on all the resolutions set out in the Original Notice of AGM. If the proxy being appointed to attend the AGM under the Supplemental Form of Proxy is different from the proxy appointed under the Original Form of Proxy and both proxies attend the AGM, the proxy validly appointed under the Original Form of Proxy shall be designated to vote at the AGM.

LETTER FROM THE BOARD

VII. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the resolutions in relation to (i) the formulation of the Management Rules for Equity Pledge of Zhongyuan Bank Co., Ltd.; (ii) the issuance of special financial bonds for “agriculture, rural areas and farmers” by Zhongyuan Bank Co., Ltd.; (iii) the issuance of special financial bonds for green projects by Zhongyuan Bank Co., Ltd.; and (iv) the issuance of special financial bonds for loans to micro and small enterprises by Zhongyuan Bank Co., Ltd. to be approved are in the interests of the Bank and the Shareholders as a whole. Accordingly, Shareholders are recommended to vote in favor of all of these additional resolutions to be proposed at the AGM.

VIII. OTHER INFORMATION

You are kindly requested to pay attention to other information as set out in Appendices I to IV to this circular.

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

Zhengzhou, the PRC
June 8, 2022

* *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.*

**The Management Rules for Equity Pledge
of Zhongyuan Bank Co., Ltd.**

CHAPTER I GENERAL PROVISIONS

Article 1 In order to regulate the equity pledge of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the “Bank”), these Rules 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》) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as well as the relevant provisions of the China Banking and Insurance Regulatory Commission (hereinafter referred to as the “CBIRC”) and the departments such as the equity registration and custody institution of the Bank, the Articles of Association of Zhongyuan Bank Co., Ltd. (hereinafter referred to as the “Articles of Association”) and the Measures for the Equity Management of Zhongyuan Bank Co., Ltd. based on the actual situation of the Bank.

Article 2 The shareholders of the Bank may pledge their equities held in the Bank in accordance with relevant laws and regulations, regulatory requirements and the Articles of Association. In which, the holders of the H share shall handle it in accordance with the relevant provisions of the Hong Kong Stock Exchange, while the holders of the domestic share shall handle it in accordance with the relevant laws and regulations, regulatory requirements, the Articles of Association and the relevant provisions of these Rules.

Article 3 The equity pledge management referred to in these Rules is the management on the equity pledge of the Bank by shareholders of the Bank, mainly involving the equity pledge management department and the division of responsibilities, the handling procedures, the filing factors, risk appraisal and subsequent follow-up management, information disclosure and other matters.

Article 4 The management of equity pledge of the Bank shall adhere to the principles of legality and regulatory compliance.

CHAPTER II DIVISION OF RESPONSIBILITIES

Article 5 The office of the Board of Directors of the Bank is the leading department for the management of equity pledge and is responsible for the establishment of the management monitoring ledger of equity pledge, undertaking the collection, review, submission and other routine work on the equity pledge information of the Bank, initiating pledge procedures based on the opinions of relevant departments and issuing the pre-review notice to ensure the overall proportion of equity pledge in compliance with regulatory requirements.

Article 6 The Credit Management Department and the Credit Granting Management Department of the head office are responsible for issuing relevant audit opinions on the impacts of the equity pledge by the shareholders of the Bank on the credit businesses of the Bank.

Article 7 If the shareholders (and their related parties) propose to pledge the equities with unsettled credit or external guarantees in the Bank, relevant business operation agencies shall issue audit opinions on the limit of business exposure, guarantee measures, risk appraisal and other aspects and undertake the corresponding responsibilities on the audit opinions provided by them.

CHAPTER III HANDLING PROCEDURES AND FILING ELEMENTS

Article 8 Filing of pledge

Where the shareholder of the Bank pledges his or her equities for himself or herself or any other person, he/she shall strictly comply with laws, regulations and the requirements of the regulatory department, and inform the Board of Directors of the Bank in advance, state the basic information of the pledge, including the reasons for pledge, equity amount, term of pledge and pledger and cooperate with the Bank in handling relevant procedures.

For shareholders being directors or supervisors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% 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 of the pledge, including the reasons for pledge, equity amount, term of pledge and pledger. It shall not be filed if the Board of Directors identifies that the 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. Meanwhile, the voting right of such directors shall not be accounted into the seats of the Board of Directors with the voting right and it may file with the approval of more than half of the Board of Directors.

Article 9 Submission of materials

Where the shareholder pledges his or her equities in the Bank for himself or herself or any other person, he or she shall submit the following materials to the Bank:

- (I) Application for equity pledge (which shall state the reasons for pledge, equity amount, term of pledge, amount of the guaranteed creditor's rights and pledger);
- (II) Valid identification documents of both parties of the pledge;
- (III) Articles of association of the pledgor (only corporate shareholders);

- (IV) Approval documents on equity pledge issued by internal competent institutions of the pledgor (only corporate shareholders);
- (V) The equity pledge contract and the contract on the principal creditor's rights guaranteed;
- (VI) The credit report of the pledgor;
- (VII) Statements on equity pledge;
- (VIII) Other materials required by the Bank.

Article 10 The office of the Board of Directors of the Bank conducts a formal review of the application materials provided by the shareholders. The shareholders shall ensure that the application materials such as the pledge contract provided are true, accurate, complete and legal, and that the pledges and contents comply with the laws and regulations and the provisions of the Articles of Association of the Bank.

The disputes and legal liabilities arising from the invalidity of the pledge registration due to illegal contents, non-compliance of the application materials such as the pledge contract and other reasons shall be borne by the shareholders, and the Bank shall not bear any responsibility.

Article 11 The office of the Board of Directors of the Bank, after examining and checking the materials mentioned above to be inerrant, shall submit relevant materials to the Credit Management Department, the Credit Granting Management Department and other relevant departments of the head office for review.

The Credit Management Department, the Credit Granting Management Department and other relevant departments of the head office shall conduct risk appraisal with the focus on the impacts of the financing of the pledgor in the Bank and the loans owed by the pledgor to the Bank on the credit business of the Bank and issue review opinions on whether to approve the pledge.

The office of the Board of Directors shall issue the pre-review notice after the approval on the filing by the Board of Directors based on the opinions of relevant departments.

Article 12 The creation or change of equity pledge of the Bank shall be subject to completion of the registration formalities with the equity registration and custody institution after the approval of the Bank.

The pledgor shall submit the photocopy or the original of the Certificate of Pledge Registration issued by the equity registration and custody institution within five working days after receiving it and upload the electronic version to the equity management system to complete the procedures on equity pledge.

After the completion of the registration of equity pledge, the pledgor shall provide the Bank with the information on equity pledge in a timely manner as required by the Bank for risk management and information disclosure.

Article 13 When the shareholders of the Bank conduct the external pledge guarantee for themselves or others with the equities held in the Bank, and the registration formalities of creation or change of pledge have not been reviewed by the Bank and handled with the equity registration and custody institution in accordance with the relevant regulations, the disputes arising between the shareholders, the pledgee and the third party shall be not related to the Bank and the equity registration and custody institution.

Article 14 The discharge of equity pledge of the Bank shall be handled by the parties to pledge in accordance with the requirements of the equity registration and custody institution, and the Bank shall be notified in a timely manner.

CHAPTER IV RISK APPRAISAL AND SUBSEQUENT FOLLOW-UP MANAGEMENT

Article 15 The equity of the Bank held by the shareholders shall not be pledged in the following circumstances:

- (I) where the equity of the Bank is pledged to the Bank as the subject of pledge, including pledging counter-guarantee by equity of the Bank to accept the equity of the Bank as a pledge to provide credit;
- (II) where the loan balance of the shareholder in the Bank exceeds the audited net equity of the Bank held in the previous year;
- (III) with unclear ownership or disputes affecting the value of the pledged equity and disposal of rights, or the value difficult to assess;
- (IV) being frozen according to law or taking other enforcement measures;
- (V) equity that should have been filed with the Board of Directors of the Bank but have not been filed therewith, or the filing has not been passed, before the equity pledge in accordance with requirements;
- (VI) the equity of the Bank involving repeated pledges or other non-prudential actions as determined by the CBIRC;
- (VII) other circumstances prohibited for pledge by the laws and regulations, regulatory requirements, the Articles of Association, relevant agreements or other legal documents or other equities within the term of restriction on transfer.

Article 16 The Bank shall establish and improve the firewall on operational risks between the Bank and its shareholders to prevent various risks from the pledge of equity of the Bank by shareholders. Relevant shareholders who have pledged the equity of the Bank shall provide financial data and statement of performance of debts under the main contract at the request of the Bank, so that the Bank can conveniently conduct financial analysis, risk monitoring and other work. Shareholders shall notify the Bank in time after knowing or should have known relevant matters.

The Bank shall pay close attention to litigation, freezing, discounting, auction and other circumstances with the pledged equity involved. It shall practically do a good job in risk monitoring, public opinion guidance, emergency planning and other work.

Article 17 When being informed that the equity is auctioned, the Bank should take the initiative to contact the judicial department and the auction institution to inform them of the qualifications and requirements for being the shareholders of the Bank required by laws, regulations and regulatory policies, and coordinate with them to cooperate in selecting the bidders in compliance with laws, regulations and regulatory requirements to participate in the auction, in order to ensure that the qualification of the bidder who participates in the public auction of the equity of the Bank is in compliance with laws, regulations and regulatory requirements.

Article 18 The shareholders' voting rights and those of the directors appointed by them, shall be restricted at the shareholders' general meeting and the meeting of the Board of Directors in the event that the amount of equity of the Bank they pledged arrives at or exceeds 50% of their respective equity in the Bank.

CHAPTER V INFORMATION DISCLOSURE AND SUBMISSION

Article 19 After the completion of the registration of equity pledge, the shareholders shall notify the Bank and provide the corresponding written materials within five days after receiving relevant documents when pledged equity is involved in litigation, freezing, discounting, auctions and other matters as required by the Bank on risk management and information disclosure.

Article 20 The Bank shall truthfully, accurately and completely disclose information of the pledge of the equities of the Bank by the Bank's substantial shareholders on the official website and other channels in interim reports or annual reports.

In case of any of the following circumstances, the Bank shall report the same to the banking regulatory authority within ten days upon occurrence of the relevant circumstances:

- (I) the pledged equities of the Bank have reached or exceeded 20% of all its equities;

- (II) the number of equities of the Bank pledged by substantial shareholders has reached or exceeded 50% of its shareholding in the Bank;
- (III) the pledged equities of the Bank involve freezing, judicial auction, legal restrictions on voting rights or are subject to restrictions from other rights.

CHAPTER VI SUPPLEMENTAL PROVISIONS

Article 21 Substantial shareholders of the Bank refer to shareholders who hold or control above 5% shares or voting rights of the Bank, or who hold less than 5% of total capital or total number of shares but have significant influence on the operational management of the Bank.

“Significant influence” in the preceding provision includes but is not limited to dispatching directors, supervisors or senior executives to the Bank, affecting the financial and business management decision-making of the Bank via agreements or by other means, and other circumstances identified by the CBIRC or its local offices.

Article 22 The Board of Directors of the Bank shall be responsible for the interpretation of these Rules.

Article 23 These Rules shall be implemented from the date of approval at 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 Rules becoming effective, the latter shall prevail.

**APPENDIX II ISSUANCE OF SPECIAL FINANCIAL BONDS FOR
“AGRICULTURE, RURAL AREAS AND FARMERS”
BY ZHONGYUAN BANK CO., LTD.**

**Issuance of Special Financial Bonds for “Agriculture,
Rural Areas and Farmers” by Zhongyuan Bank Co., Ltd.**

In order to implement the State’s support for “agriculture, rural areas and farmers” loans, accelerate the process of promoting agricultural modernization in the PRC, optimize the Bank’s asset and liability portfolio, enhance product innovation capability, and provide more satisfactory and rapid financing services for rural customers, the Bank plans to issue the special financial bonds for “agriculture, rural areas and farmers” in the interbank market. Related matters are as follows:

**1. ISSUANCE PROPOSAL OF SPECIAL FINANCIAL BONDS FOR
“AGRICULTURE, RURAL AREAS AND FARMERS”**

- (1) **Issuance size:** no more than RMB5 billion (including RMB5 billion) and to be issued either in lump sum or in installments, subject to the actual market conditions at the time of issuance;
- (2) **Maturity:** no more than 3 years (including 3 years), subject to the actual market conditions at the time of issuance;
- (3) **Interest rate type:** it is planned to adopt the fixed interest rate or floating interest rate or a proportional combination of both, subject to the actual market conditions at the time of issuance;
- (4) **Interest rate pricing:** to be determined according to the issuance method, namely book-building, centralized placement or tender issuance;
- (5) **Issuance method:** the lead underwriter organizes an underwriting syndicate to publicly issue in the national interbank bond market;
- (6) **Bond form:** real name book entry;
- (7) **Interest payment method:** simple interest payable annually;
- (8) **Bonds guarantee:** no guarantee;
- (9) **Use of proceeds:** proceeds will be used to grant agriculture-related loans. The basis of calculating agriculture-related loans will follow the statistical system of agriculture-related loans promulgated by the People’s Bank of China and the CBIRC.

**APPENDIX II ISSUANCE OF SPECIAL FINANCIAL BONDS FOR
“AGRICULTURE, RURAL AREAS AND FARMERS”
BY ZHONGYUAN BANK CO., LTD.**

2. AUTHORIZATION MATTERS

A proposal will be made at the general meeting to authorize the Board, which shall in turn authorize the senior management to handle the specific matters and procedures related to the issuance of special financial bonds for “agriculture, rural areas and farmers” in accordance with the operation of the Bank under the framework and principles considered and approved by the Shareholders at the general meeting, including but not limited to:

- (1) determining the timing, scale, method, interest rate, interest calculation method, maturity and other matters in relation to the issuance according to the State’s policies, market conditions and the Bank’s assets and liabilities, and organizing the implementation of specific approval and issuance procedures;
- (2) conducting negotiations related to the issuance of special financial bonds for “agriculture, rural areas and farmers”, and engaging intermediaries and signing relevant contracts and legal documents with such intermediaries, on behalf of the Bank;
- (3) signing relevant transaction documents and legal contracts in the issuance of special financial bonds for “agriculture, rural areas and farmers” on behalf of the Bank;
- (4) applying for the issuance of special financial bonds for “agriculture, rural areas and farmers” to regulatory authorities, and properly modifying and adjusting the relevant specific issuance terms in accordance with the latest requirements of the relevant laws and regulations and normative documents as revised and promulgated from time to time, opinions of regulatory authorities, and changes in market conditions;
- (5) being responsible for applying for listing and circulation, arranging repayment of principal and interest, and designing effective internal interest coordination mechanisms and other matters; and
- (6) handling other specific matters related to this issuance of special financial bonds for “agriculture, rural areas and farmers” of the Bank.

The valid period of the above authorization is 24 months from the date of approval by the Shareholders at the general meeting. This bond issuance shall be reported to the relevant regulatory entities including the China banking and insurance regulatory authority and the People’s Bank of China for approval(s).

**Issuance of Special Financial Bonds for
Green Projects by Zhongyuan Bank Co., Ltd.**

In order to serve the State's green development and promote the transformation and upgrading of the economic structure and the change of the economic development model, optimize the Bank's asset and liability portfolio, enhance product innovation capability, and provide more satisfactory and rapid financing services for green industry-related customers, the Bank plans to issue the financial bonds for green projects in the interbank market. Related matters are as follows:

1. ISSUANCE PROPOSAL OF FINANCIAL BONDS FOR GREEN PROJECTS

- (1) **Issuance size:** no more than RMB5 billion (including RMB5 billion) and to be issued either in lump sum or in installments, subject to the actual market conditions at the time of issuance;
- (2) **Maturity:** no more than 3 years (including 3 years), subject to the actual market conditions at the time of issuance;
- (3) **Interest rate type:** it is planned to adopt the fixed interest rate or floating interest rate or a proportional combination of both, subject to the actual market conditions at the time of issuance;
- (4) **Interest rate pricing:** to be determined according to the issuance method, namely book-building, centralized placement or tendering;
- (5) **Issuance method:** the lead underwriter organizes an underwriting syndicate to publicly issue in the national interbank bond market;
- (6) **Bond form:** real name book entry;
- (7) **Interest payment method:** simple interest payable annually;
- (8) **Bonds guarantee:** no guarantee;
- (9) **Use of proceeds:** all the proceeds will be used to support the green industry projects in accordance with applicable laws and subject to the approval by regulatory authorities.

2. AUTHORIZATION MATTERS

A proposal will be made at the general meeting to authorize the Board, which shall in turn authorize the senior management to handle the specific matters and procedures related to the issuance of financial bonds for green projects in accordance with the operation of the Bank under the framework and principles considered and approved by the Shareholders at the general meeting, including but not limited to:

- (1) determining the timing, scale, method, interest rate, interest calculation method, maturity and other matters in relation to the issuance according to the State's policies, market conditions and the Bank's assets and liabilities, and organizing the implementation of specific approval and issuance procedures;
- (2) conducting negotiations related to the issuance of financial bonds for green projects, and engaging intermediaries and sign relevant contracts and legal documents with such intermediaries, on behalf of the Bank;
- (3) signing relevant transaction documents and legal contracts in the issuance of financial bonds for green projects on behalf of the Bank;
- (4) applying for the issuance of financial bonds for green projects to regulatory authorities, and properly modifying and adjusting the relevant specific issuance terms in accordance with the latest requirements of the relevant laws and regulations and normative documents as revised and promulgated from time to time, opinions of regulatory authorities, and changes in market conditions;
- (5) being responsible for applying for listing and circulation, arranging repayment of principal and interest, and designing effective internal interest coordination mechanisms and other matters; and
- (6) handling other specific matters related to this issuance of financial bonds for green projects of the Bank.

The valid period of the above authorization is 24 months from the date of approval by the Shareholders at the general meeting. This bond issuance shall be reported to the relevant regulatory entities including the China banking and insurance regulatory authority and the People's Bank of China for approval(s).

**Issuance of Special Financial Bonds for Loans to Micro and Small
Enterprises by Zhongyuan Bank Co., Ltd.**

In order to implement the State's support for micro and small enterprises loans, optimize the Bank's asset and liability portfolio, enhance product innovation capability, and provide more satisfactory and rapid financing services for micro and small enterprise customers, the Bank plans to issue the special financial bonds for micro and small enterprises in the interbank market. Related matters are as follows:

1. ISSUANCE PROPOSAL OF SPECIAL FINANCIAL BONDS FOR MICRO AND SMALL ENTERPRISES

- (1) **Issuance size:** no more than RMB5 billion (including RMB5 billion) and to be issued either in lump sum or in installments, subject to the actual market conditions at the time of issuance;
- (2) **Maturity:** no more than 3 years (including 3 years), subject to the actual market conditions at the time of issuance;
- (3) **Interest rate type:** it is planned to adopt the fixed interest rate or floating interest rate or a proportional combination of both, subject to the actual market conditions at the time of issuance;
- (4) **Interest rate pricing:** to be determined according to the issuance method, namely book-building, centralized placement or tender issuance;
- (5) **Issuance method:** the lead underwriter organizes an underwriting syndicate to publicly issue in the national interbank bond market;
- (6) **Bond form:** real name book entry;
- (7) **Interest payment method:** simple interest payable annually;
- (8) **Bonds guarantee:** no guarantee;
- (9) **Use of proceeds:** proceeds will be used to support granting credit to micro and small enterprises.

2. AUTHORIZATION MATTERS

A proposal will be made at the general meeting to authorize the Board, which shall in turn authorize the senior management to handle the specific matters and procedures related to the issuance of special financial bonds for micro and small enterprises in accordance with the operation of the Bank under the framework and principles considered and approved by the Shareholders at the general meeting, including but not limited to:

- (1) determining the timing, scale, method, interest rate, interest calculation method, maturity and other matters in relation to the issuance according to the State's policies, market conditions and the Bank's assets and liabilities, and organizing the implementation of specific approval and issuance procedures;
- (2) conducting negotiations related to the issuance of special financial bonds for micro and small enterprises, and engaging intermediaries and signing relevant contracts and legal documents with such intermediaries, on behalf of the Bank;
- (3) signing relevant transaction documents and legal contracts in the issuance of special financial bonds for micro and small enterprises on behalf of the Bank;
- (4) applying for the issuance of special financial bonds for micro and small enterprises to regulatory authorities, and properly modifying and adjusting the relevant specific issuance terms in accordance with the latest requirements of the relevant laws and regulations and normative documents as revised and promulgated from time to time, opinions of regulatory authorities, and changes in market conditions;
- (5) being responsible for applying for listing and circulation, arranging repayment of principal and interest, and designing effective internal interest coordination mechanisms and other matters; and
- (6) handling other specific matters related to this issuance of special financial bonds for micro and small enterprises of the Bank.

The valid period of the above authorization is 24 months from the date of approval by the Shareholders at the general meeting. This bond issuance shall be reported to the relevant regulatory entities including the China banking and insurance regulatory authority and the People's Bank of China for approval(s).

SUPPLEMENTAL NOTICE OF THE AGM

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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)

SUPPLEMENTAL NOTICE OF THE AGM

References are made to the notice of the AGM (the “**Original Notice of the AGM**”) of Zhongyuan Bank Co., Ltd. (the “**Bank**”) dated March 31, 2022, the circular of the AGM of the Bank dated March 31, 2022, the announcement of the Bank dated May 13, 2022 in relation to postponement of the AGM and change of book closure period (the “**Postponement Announcement**”), and the supplemental circular of the AGM of the Bank dated June 8, 2022 (the “**Circular**”) in relation to the annual general meeting (the “**AGM**”) or any adjournment thereof to be held at 2:30 p.m. on June 27, 2022 (Monday), which was originally scheduled on May 18, 2022 (Wednesday), at Sheraton Grand Zhengzhou Hotel, No. 33, Jinshui East Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC. Unless the context otherwise requires, the terms used in this supplemental notice have the same meanings as those defined in the Circular.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as scheduled in the Postponement Announcement, to consider and approve, if thought fit, the following resolutions, in addition to the resolutions set out in the Original Notice of the AGM.

Ordinary Resolution

8. to consider and approve the Management Rules for Equity Pledge of Zhongyuan Bank Co., Ltd..

Special Resolutions

9. to consider and approve the issuance of special financial bonds for “agriculture, rural areas and farmers” by Zhongyuan Bank Co., Ltd..
10. to consider and approve the issuance of special financial bonds for green projects by Zhongyuan Bank Co., Ltd..

SUPPLEMENTAL NOTICE OF THE AGM

11. to consider and approve the issuance of special financial bonds for loans to micro and small enterprises by Zhongyuan Bank Co., Ltd..

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

Zhengzhou, the PRC
June 8, 2022

As of the date of this notice, the Board of Directors of the Bank 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; 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 on banking and/or deposit-taking business in Hong Kong.

Notes:

1. This Supplemental Notice of the AGM shall be read together with the Original Notice of the AGM and the Postponement Announcement. Save as the additional resolutions no. 8 to 11 set out in this Supplemental Notice of the AGM, all of other information contained in the Original Notice of the AGM and Postponement Announcement shall remain unchanged.
2. For other resolutions to be considered at the AGM, the Bank's book closure of H shares, the qualification to attend the AGM, the registration procedures for attending the AGM, the appointment of proxy, voting methods and other related matters, please refer to the Original Notice of the AGM and the Postponement Announcement.
3. Since the Original Form of Proxy enclosed with the Original Notice of the AGM does not contain the additional resolutions as set out in this Supplemental Notice of the AGM, the Supplemental Form of Proxy has been prepared and is enclosed with this Supplemental Notice of the AGM.