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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 attached 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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**This circular is for information purposes only and does not constitute any invitation or offer to acquire, purchase or subscribe for any securities.**

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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)**

**ISSUANCE OF UNDATED CAPITAL BONDS  
NOTICE OF THE 2022 SECOND EXTRAORDINARY  
GENERAL MEETING**

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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 3 to 7 of this circular.

The 2022 Second EGM of the Bank will be convened at 2:30 p.m. on August 25, 2022 (Thursday), at Sheraton Grand Zhengzhou Hotel, No. 33, Jinshui East Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The notice of the 2022 Second EGM is set out on pages EGM-1 to EGM-3 of this circular, and was despatched by the Bank on August 5, 2022.

Whether or not you intend to attend the 2022 Second EGM, you are requested to complete the relevant form(s) of proxy in accordance with the instructions printed thereon and return the form(s) 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 2022 Second EGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the 2022 Second EGM 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.*

August 5, 2022

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## DEFINITIONS

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

“2022 Second EGM”	the extraordinary general meeting of the Bank to be convened to consider, and if thought fit, to approve, among other things, the proposed issuance of undated capital bonds by the Shareholders
“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”	the board of Directors of the Bank
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region and Taiwan
“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”	the Bank and its subsidiaries
“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)
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Latest Practicable Date”	August 1, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PBOC”	The People’s Bank of China
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Share(s) of the Bank
“Shareholder(s)”	the shareholder(s) of the Bank
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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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)**

***Executive Directors:***

Mr. Xu Nuojin (*Chairman*)

Mr. Wang Jiong

Mr. Li Yulin

***Non-executive Directors:***

Ms. Zhang Qiuyun

Mr. Mi Hongjun

***Independent non-executive Directors:***

Ms. Pang Hong

Mr. Li Hongchang

Mr. Jia Tingyu

Mr. Chan Ngai Sang Kenny

***Registered office in the PRC:***

Zhongke Golden Tower

No. 23 Shangwu Waihuan Road

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,*

Dear Sir or Madam,

### ISSUANCE OF UNDATED CAPITAL BONDS NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

#### I. INTRODUCTION

Reference is made to the announcement of the Bank dated August 5, 2022, in connection with the issuance of undated capital bonds.

The purpose of this circular is to provide you with, among others, further information relating to the issuance of undated capital bonds so as to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the 2022 Second EGM.

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## LETTER FROM THE BOARD

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### II. THE ISSUANCE OF UNDATED CAPITAL BONDS

In order to further improve the Bank's capital strength, optimize capital structure, enrich tier-one capital replenishment tools, enhance its ability of risk-offsetting and achieve sustainable development, the Bank proposed to issue write-down undated capital bonds, the details of such proposal are as follows:

#### (1) Details of the proposal

Size and means of issuance:	:	Not more than RMB30 billion (inclusive of RMB30 billion); applications for and issuance of undated capital bonds can take place in installments depending on the capital needs, market conditions and regulatory requirements
Type of capital instruments	:	The write-down undated capital bonds which satisfy the relevant requirements under the Administrative Measures for the Capital of Commercial Banks (Provisional) (《商業銀行資本管理辦法(試行)》) and the Guiding Opinions on Commercial Banks' Innovation on Capital Instruments (Revision) 《關於商業銀行資本工具創新的指導意見(修訂)》, can be used to replenish additional tier-one capital of commercial banks
Target markets	:	Domestic markets
Maturity of bonds	:	The period of the bonds shall be consistent with the duration of the Bank's ongoing operation
Means of loss absorption	:	Upon the occurrence of the triggering events specified in the issuing document(s), losses will be absorbed by means of write-down
Interest rate	:	To be determined based on the market interest rates
Use of proceeds	:	To replenish the Bank's other tier-one capital
Validity term of the resolution	:	Valid for a period of 36 months, commencing from the date of approval of the issuance of undated capital bonds at the general meeting

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## LETTER FROM THE BOARD

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### (2) Authorization contents

The above resolution has been considered and approved by the Board on August 5, 2022, and will be put forward at the 2022 Second EGM for consideration and approval, to authorize the Board, and agree with whom to delegate such authority to the management of the Bank, to exercise full power and to deal with the matters in connection with the issuance of write-down undated capital bonds of the Bank, pursuant to the rules and approval requirements promulgated by relevant regulatory authorities, under the framework and principles as deliberated on and approved at the 2022 Second EGM, including but not limited to:

1. The determination of the specific terms on the issuance of write-down undated capital bonds, including but not limited to the application tranche, issuance tranche, issuance time, means of issuance, size of issuance, issuance currencies, issuance interest rates, target markets and issuance objectives, etc.;
2. All matters related to the issuance of write-down undated capital bonds, including but not limited to the modification, signing, execution of all agreements, contracts and documents related to the issuance of write-down undated capital bonds, engagement of agencies, handling of approval procedures of relevant regulatory authorities, etc.; and
3. Such mandate shall be valid for a period of 36 months commencing from the date of approval of the issuance of write-down undated capital bonds at the general meeting.

The management of the Bank will exercise full power to deal with all matters in connection with the issuance of write-down undated capital bonds, including but not limited to interest payment, redemption and write-down, etc., pursuant to the rules and approval requirements promulgated by relevant regulatory authorities within the duration of the write-down undated capital bonds. However, if the Bank cancels the interest payment in whole or in part, it shall still be submitted to the general meetings of the Bank for consideration and approval.

The issuance proposal shall be implemented subject to the approvals of the CBIRC Henan Office and the PBOC, and the final approved proposal shall prevail.

### III. THE 2022 SECOND EGM

The 2022 Second EGM of the Bank will be convened at 2:30 p.m. on August 25, 2022 (Thursday), at Sheraton Grand Zhengzhou Hotel, No. 33, Jinshui East Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC, for the purpose of considering, and if thought fit, approving the matters as set out in the notice of the 2022 Second EGM contained in this circular.

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## LETTER FROM THE BOARD

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Whether or not you intend to attend and/or vote at the 2022 Second EGM in person, you are requested to complete the form(s) of proxy in accordance with the instructions printed thereon. Completion and return of the form(s) of proxy will not preclude you from attending or voting in person at the 2022 Second EGM or any adjournment thereof should you so wish. The forms of proxy for the 2022 Second EGM were despatched on August 5, 2022 (Friday) pursuant to the Listing Rules.

### **IV. VOTING BY POLL**

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

Pursuant to Rule 2.15 of the Listing Rules, if a Shareholder has a material interest in a transaction or an arrangement, such interested shareholder shall abstain from voting on the resolution in respect of approving such transaction or arrangement at the relevant general meeting. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders had a material interest in relevant resolution to be proposed at the 2022 Second EGM. Accordingly, none of the Shareholders will be required to abstain from voting at the 2022 Second EGM in respect of the relevant resolution to be proposed in relation to the issuance of undated capital bonds.

The voting results of the 2022 Second EGM 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.

### **V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE 2022 SECOND EGM**

The Bank's register of members will be closed from August 22, 2022 (Monday) to August 25, 2022 (Thursday), both days inclusive, during which period no transfer of any Shares will be effected. The Shareholders of the Bank whose names appear in the Bank's register of members on August 25, 2022 (Thursday) shall be entitled to attend and vote at the 2022 Second EGM.

For a Shareholder to be eligible for attending and voting at the 2022 Second EGM, 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 (for the H Shareholders) or to the office of the Board at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m., on August 19, 2022 (Friday) for registration.

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## LETTER FROM THE BOARD

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### VI. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that relevant resolution to be proposed at the 2022 Second EGM is in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favor of the resolution on the issuance of undated capital bonds to be proposed at the 2022 Second EGM.

**The completion of the proposed issuance of undated capital bonds is subject to the satisfaction of certain conditions precedent, including but not limited to the approvals from the Shareholders and relevant regulatory authorities, and such conditions may or may not be satisfied. There is no assurance that the Bank will continue to issue undated capital bonds. Shareholders and potential investors of the Bank should exercise caution when they deal or contemplate dealing in the Shares or other securities (if any) of the Bank.**

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

Zhengzhou, the PRC  
August 5, 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.*

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**NOTICE OF THE 2022 SECOND  
EXTRAORDINARY GENERAL MEETING**

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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 2022 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 second extraordinary general meeting (the “**EGM**”) of Zhongyuan Bank Co., Ltd.\* (the “**Bank**”) will be held at 2:30 p.m. on August 25, 2022 (Thursday) at Sheraton Grand Zhengzhou Hotel, No. 33, Jinshui East Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC to consider, and if thought fit, to approve 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 August 5, 2022.

**SPECIAL RESOLUTION**

1. To consider and approve the resolution on issuance of undated capital bonds by the Bank.

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

Zhengzhou, the PRC  
August 5, 2022

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

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## NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

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*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 EGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman of the 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 August 22, 2022 (Monday) to August 25, 2022 (Thursday), both days inclusive, during which period no transfer of the shares (the “**Shares**”) will be effected. The shareholders of the Bank (the “**Shareholders**”) whose names appear in the Bank’s register of members on August 25, 2022 (Thursday) shall be entitled to attend and vote at the EGM.

For a Shareholder to be eligible for attending and voting at the EGM, 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 (for the H Shareholders) or to the office of the board (the “**Board**”) of directors of the Bank at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m., on August 19, 2022 (Friday) for registration.

### 3. PROXY

Any Shareholder entitled to attend and vote at the 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 EGM.

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 principal, 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 (for the H Shareholders), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or to the office of the Board (for the Domestic Shareholders) at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC not later than 24 hours before the scheduled time for the holding of the EGM 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 EGM 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 EGM in person or by proxy as the only holder entitled to vote. If one or more registered joint holders attend the EGM 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.

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## NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

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#### 4. MISCELLANEOUS

The Shareholders or their proxies shall present their identity documents when attending the 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 or valid authorization document(s) (as the case may be) for appointment as a legal representative when attending the EGM (or any adjournment thereof).

The EGM 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 EGM will be set out in the circular to be despatched by the Bank in due course.**