

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

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 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “**AGM**”) of Zhongyuan Bank Co., Ltd. (the “**Bank**”) will be held at 3:00 p.m. on June 16, 2023 (Friday) at the Conference Room, 3/F, Block 7, KINEER CENTER, 100 meters west of the intersection of Xiangsheng Street and Zhongwang Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC to consider and approve, if thought fit, the following resolutions:

ORDINARY RESOLUTIONS

1. to consider and approve the Work Report of the Board of Directors for 2022;
2. to consider and approve the Work Report of the Board of Supervisors for 2022;
3. to consider and approve the Final Account Report for 2022;
4. to consider and approve the Profit Distribution Plan for 2022;
5. to consider and approve the Capital Adequacy Ratio Report for 2022 and Capital Adequacy Ratio Plan for 2023;
6. to consider and approve the Appointment of Accounting Firm for 2023;
7. to consider and approve the Financial Budget Report for 2023;
8. to consider and approve the Capital Replenishment and Use Planning for 2023-2025;
9. to consider and approve the Directors Remuneration Report for 2022;
10. to consider and approve the Supervisors Remuneration Report for 2022;
11. to consider and approve the Amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.;
12. to consider and approve the Amendments to the Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd.;
13. to consider and approve the Amendments to the Rules of Procedures of the Supervisory Committee of Zhongyuan Bank Co., Ltd.;

14. to consider and approve the Amendments to the Nomination and Election Methods of Directors of Zhongyuan Bank Co., Ltd.;
15. to consider and approve the Amendments to the Nomination and Election Methods of Supervisors of Zhongyuan Bank Co., Ltd.;
16. to consider and approve the Amendments to the Working Rules of the Independent Directors of Zhongyuan Bank Co., Ltd.;
17. to consider and approve the Amendments to the Working Rules of External Supervisors of Zhongyuan Bank Co., Ltd.;
18. to consider and approve the Amendments to the Measures for the Equity Management of Zhongyuan Bank Co., Ltd.; and

SPECIAL RESOLUTION

19. to consider and approve the Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.

On behalf of the Board
Zhongyuan Bank Co., Ltd.*
WANG Jiong
Vice Chairman

Zhengzhou, the PRC
May 18, 2023

As of the date of this notice, the Board of Directors of the Bank comprises Mr. GUO Hao, Mr. WANG Jiong and Mr. LI Yulin 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. 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 AGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman of the AGM 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 June 13, 2023 (Tuesday) to June 16, 2023 (Friday), both days inclusive, during which period no transfer of the shares of the Bank (the “**Shares**”) will be effected. The shareholders of the Bank (the “**Shareholders**”) whose names appear in the Bank’s register of members on June 16, 2023 (Friday) shall be entitled to attend and vote at the AGM.

For a Shareholder to be eligible for attending and voting at the AGM, 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 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., June 12, 2023 (Monday) for registration.

3. PROXY

Any Shareholder entitled to attend and vote at the AGM 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 AGM.

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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the H Shareholders) or to the office of the Board at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the domestic Shareholders) not later than 24 hours before the scheduled time for the holding of the AGM 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 AGM 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 AGM in person or by proxy as the only holder entitled to vote. If one or more registered joint holders attend the AGM in person or by proxy, the vote of the registered joint holder (in person or by proxy) whose name appears first in the Bank’s register of members will be accepted as the sole and exclusive vote of such joint holders.

4. MISCELLANEOUS

The Shareholders or their proxies shall present their identity documents when attending the AGM (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 AGM (or any adjournment thereof).

The AGM is expected to last for no more than half a business day. Shareholders and their representatives attending the meeting shall be responsible for their own traveling and accommodation expenses. Address of Computershare Hong Kong Investor Services Limited:

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

Address of the office of the Board:

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

The details about the aforesaid resolutions proposed for the consideration and approval at the AGM will be set out in the circular to be despatched by the Bank in due course.