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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 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)

**RE-ELECTION AND ELECTION OF DIRECTORS,
ELECTION OF SUPERVISORS,
PROPOSED ISSUANCE OF TIER 2 CAPITAL BONDS AND
NOTICE OF THE 2023 SECOND EXTRAORDINARY
GENERAL MEETING**

The Letter from the Board is set out on pages 3 to 11 of this circular.

The Bank will convene the 2023 Second EGM at 3:00 p.m. on October 12, 2023 (Thursday) at Conference Room 401, Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC. The notice of the 2023 Second EGM is set out on pages EGM-1 to EGM-4 of this circular, and was despatched by the Bank on September 21, 2023.

Whether or not you intend to attend and/or vote at the 2023 Second EGM in person, you are requested to complete the 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 2023 Second EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 Second EGM or any adjournment thereof should you so wish. The forms of proxy for the 2023 Second EGM were despatched on September 21, 2023.

* *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.*

September 21, 2023

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DEFINITIONS

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

“2023 Second EGM”	the 2023 second extraordinary general meeting to be held by the Bank at Conference Room 401, Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC at 3:00 p.m. on October 12, 2023 (Thursday)
“Articles of Association of the Bank”	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, including its predecessors, branches, sub-branches and subsidiaries
“Board” or “Board of Directors”	the board of directors of the Bank
“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)
“First Announcement”	the announcement of the Bank dated August 30, 2023, in relation to the proposed issuance of tier 2 capital bonds
“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
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Second Announcement”	the announcement of the Bank dated September 21, 2023, in relation to the proposed re-election and election of Directors and proposed election of Supervisors
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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
“Supervisor(s)”	the supervisor(s) of the Bank
“Supervisory Committee”	the supervisory committee of the Bank

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. Guo Hao

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, CBD

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,

**RE-ELECTION AND ELECTION OF DIRECTORS,
ELECTION OF SUPERVISORS,
PROPOSED ISSUANCE OF TIER 2 CAPITAL BONDS AND
NOTICE OF THE 2023 SECOND EXTRAORDINARY
GENERAL MEETING**

I. INTRODUCTION

The Bank will convene the 2023 Second EGM at 3:00 p.m. on October 12, 2023 (Thursday) at which the resolutions in relation to the re-election and election of Directors, the election of Supervisors and the proposed issuance of tier 2 capital bonds will be proposed for the Shareholders to consider and approve, if thought fit.

The purpose of this circular is to provide you with the details of the resolutions above. The notice of the 2023 Second EGM is set out on pages EGM-1 to EGM-4 of this circular and was despatched by the Bank on September 21, 2023.

LETTER FROM THE BOARD

II. MATTERS PROPOSED AT THE 2023 SECOND EGM

1. Re-election and Election of Directors

Reference is made to the Second Announcement. The term of the second session of the Board of the Bank has expired. In accordance with the Articles of Association of the Bank, upon expiry of the term of the second session of the Board, the Directors, if eligible, may offer themselves for re-election. Each of the existing Directors shall retire from office and shall be eligible for re-election at the 2023 Second EGM, except for Mr. Li Yulin, who will not offer himself for re-election as an executive Director, Mr. Mi Hongjun, who will not offer himself for re-election as a non-executive Director, and Ms. Pang Hong, Mr. Li Hongchang, Mr. Jia Tingyu and Mr. Chan Ngai Sang Kenny, who will not offer themselves for re-election as the independent non-executive Directors.

Mr. Li Yulin will not offer himself for re-election as an executive Director at the 2023 Second EGM due to change of his job assignment. Mr. Mi Hongjun will not offer himself for re-election as a non-executive Director at the 2023 Second EGM due to his focus on other business commitments. Ms. Pang Hong, Mr. Li Hongchang, Mr. Jia Tingyu and Mr. Chan Ngai Sang Kenny will not offer themselves for re-election as the independent non-executive Directors due to their service period as an independent non-executive Director for more than six consecutive years, pursuant to the Code of Corporate Governance for Banking and Insurance Institutions (Yin Bao Jian Fa [2021] No. 14) and other relevant regulatory requirements.

On September 21, 2023, in accordance with the relevant requirements of the Company Law of the People's Republic of China (the "**Company Law**") and the Articles of Association of the Bank, after qualification review and recommendation by the nomination and remuneration committee (the "**Nomination and Remuneration Committee**") of the second session of the Board of the Bank, the Board proposed as follows:

- (i) to re-elect each of Mr. Guo Hao and Mr. Wang Jiong as an executive Director of the third session of the Board, and Ms. Zhang Qiuyun as a non-executive Director of the third session of the Board (the "**Proposed Re-election**"); and
- (ii) to elect each of Mr. Feng Ruofan and Ms. Zhang Shu as a non-executive Director of the third session of the Board, and each of Mr. Xu Yiguo, Ms. Zhao Zijian, Mr. Wang Maobin, Mr. Pan Xinmin and Mr. Gao Pingyang as an independent non-executive Director of the third session of the Board (the "**Proposed Election**").

The Proposed Re-election is subject to the approval by the Shareholders at the 2023 Second EGM. The Proposed Election is subject to the approval by the Shareholders at the 2023 Second EGM and the approval by the Henan Office of the National Administration of Financial Regulation. The final list and number of members of the third session of the Board of the Bank are subject to the approval of the 2023 Second EGM and the Henan Office of the National Administration of Financial Regulation, and the number of members shall be no less than the minimum number as stipulated in the Articles of Association of the Bank.

LETTER FROM THE BOARD

The re-election and election of such Director candidates will be proposed at the EGM for approval by the Shareholders. The term of office of Proposed Re-elected Directors will commence from the date of the Shareholders' approval and end upon the termination of the term of office of the third session of the Board. The Proposed Election of the Directors is subject to the approval of their qualifications by the Henan Office of the National Administration of Financial Regulation, and their term of office will commence from the date on which the Henan Office of the National Administration of Financial Regulation approves their qualifications and end upon the termination of the term of office of the third session of the Board. Therefore, in accordance with relevant laws and regulations and the Articles of Association, the Directors of the second session of the Board will continue to perform their duties as Directors until the qualifications of the proposed Directors are approved by the Henan Office of the National Administration of Financial Regulation. Upon approval of the qualifications of the proposed Directors by the Henan Office of the National Administration of Financial Regulation, each of Mr. Li Yulin, Mr. Mi Hongjun, Ms. Pang Hong, Mr. Li Hongchang, Mr. Jia Tingyu and Mr. Chan Ngai Sang Kenny will cease to perform his/her duties as a Director.

The Bank will enter into a service contract with each of the Directors of the third session of the Board. The executive Directors, namely Mr. Guo Hao and Mr. Wang Jiong, will not receive remuneration for serving as executive Directors. Their remuneration shall be determined depending on the relevant policies of the Bank and their positions and performance, and is mainly comprised of base salary, performance-based bonus, staff benefits, social insurance, housing provident fund and others. In addition, as Mr. Guo Hao is a provincial management cadre of Henan Province, the Bank will re-calculate the remuneration payable to him upon confirmation of his remuneration standard and appraisal plan by the higher-level competent authority, and refund the excess or make up the deficiency.

Each of Mr. Xu Yiguo, Ms. Zhao Zijian, Mr. Wang Maobin, Mr. Pan Xinmin and Mr. Gao Pingyang will receive annual remuneration and work allowance during his/her term of office as an independent non-executive Director. The annual remuneration will be RMB300,000 (before tax) and the work allowance will be paid depending on his/her performance and appraisal. Each of Ms. Zhang Qiuyun and Mr. Feng Ruofan will not receive any remuneration from the Bank during her/his tenure of office as a non-executive Director of the Bank. Ms. Zhang Shu will receive her work allowance from the Bank based on her performance and appraisal. In addition, the Bank will disclose the total emoluments received by the Directors in its annual reports accordingly.

Each of Mr. Xu Yiguo, Ms. Zhao Zijian, Mr. Wang Maobin, Mr. Pan Xinmin and Mr. Gao Pingyang, all being eligible for election for independent non-executive Directors at the 2023 Second EGM, has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that each of Mr. Xu Yiguo, Ms. Zhao Zijian, Mr. Wang Maobin, Mr. Pan Xinmin and Mr. Gao Pingyang meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

LETTER FROM THE BOARD

Save as disclosed in this circular, none of Mr. Guo Hao, Mr. Wang Jiong, Ms. Zhang Qiuyun, Mr. Feng Ruofan, Ms. Zhang Shu, Mr. Xu Yiguo, Ms. Zhao Zijian, Mr. Wang Maobin, Mr. Pan Xinmin and Mr. Gao Pingyang (i) holds any directorship in any other listed companies or take up any position in any affiliated companies of the Bank in the past three years; (ii) has any relationship with any other Director, Supervisor, senior management or substantial Shareholder of the Bank; or (iii) has any equity interest in the Bank within the meaning of Part XV of the SFO.

Save as disclosed in this circular, there is no other matter relating to the re-election of Mr. Guo Hao, Mr. Wang Jiong and Ms. Zhang Qiuyun or the election of Mr. Feng Ruofan, Ms. Zhang Shu, Mr. Xu Yiguo, Ms. Zhao Zijian, Mr. Wang Maobin, Mr. Pan Xinmin and Mr. Gao Pingyang that needs to be brought to the attention of the Shareholders or the Stock Exchange, and there is no other information that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Biographical details of the Director candidates for the third session of the Board are set out in the Appendix I to this circular.

2. Election of Supervisors

Reference is made to the Second Announcement. As the term of office of the second session of the Supervisory Committee of the Bank has expired, each of the existing Supervisors will retire from their current positions as Supervisors of the second session of the Supervisory Committee upon the commencement of the term of office of the third session of the Supervisory Committee.

Each of the existing Supervisors has confirmed that he/she has no disagreement with the Board, the Supervisory Committee or the Bank and that there is no matter relating to his/her retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

On September 21, 2023, in accordance with the relevant requirements of the Company Law and the Articles of Association, after qualification review and recommendation by the second session of the Supervisory Committee, the Supervisory Committee proposed as follows:

- (i) to elect each of Ms. Wang Xiaoyan, Mr. Yan Yongfu and Ms. Lu Suyue as a Shareholder representative Supervisor of the third session of the Supervisory Committee; and
- (ii) to elect each of Mr. Li Xingzhi, Ms. Gu Xiujuan and Ms. Liu Xia as an external Supervisor of the third session of the Supervisory Committee.

LETTER FROM THE BOARD

The election of the Shareholder representative Supervisors and external Supervisors is subject to the approval by the Shareholders at the 2023 Second EGM. Their terms of office will commence from the date of the Shareholders' approval and end upon the termination of the term of office of the third session of the Supervisory Committee.

Each of Mr. Li Xingzhi, Ms. Gu Xiujuan and Ms. Liu Xia will receive annual remuneration and work allowance during his/her term of office as an external Supervisor. The annual remuneration will be RMB150,000 (before tax) and the work allowance will be paid depending on his/her performance and appraisal. Each of Ms. Wang Xiaoyan and Mr. Yan Yongfu will not receive any remuneration from the Bank during his/her term of office as a Shareholder representative Supervisor of the Bank. Ms. Lu Suyue will receive work allowance from the Bank based on her performance and appraisal. In addition, the Bank will disclose the total emoluments received by the Supervisors in its annual reports accordingly.

Save as disclosed in this circular, none of Ms. Wang Xiaoyan, Mr. Yan Yongfu, Ms. Lu Suyue, Mr. Li Xingzhi, Ms. Gu Xiujuan and Ms. Liu Xia (i) holds any directorship in any other listed companies or take up any position in any affiliated companies of the Bank in the past three years; (ii) has any relationship with any other Director, Supervisor, senior management or substantial Shareholder of the Bank; or (iii) has any equity interest in the Bank within the meaning of Part XV of the SFO.

Save as disclosed in this circular, there is no other matter relating to the election of Ms. Wang Xiaoyan, Mr. Yan Yongfu, Ms. Lu Suyue, Mr. Li Xingzhi, Ms. Gu Xiujuan and Ms. Liu Xia that needs to be brought to the attention of the Shareholders or the Stock Exchange, and there is no other information that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Biographical details of the Supervisor candidates (other than the employee representative Supervisors) for the third session of the Supervisory Committee are set out in the Appendix II to this circular.

In addition, an employee representative meeting of the Bank will be held in due course to re-elect or elect the employee representative Supervisors. The employee representative Supervisors of the third session of the Supervisory Committee will be democratically elected and re-elected by the meeting of employee representatives of the Bank and are not subject to the approval of the Shareholders. Biographical details of the employee representative Supervisors will be further announced once they are democratically elected or re-elected at the meeting of employee representatives of the Bank. The third session of the Supervisory Committee of the Bank shall consist of the Shareholder representative Supervisors and external Supervisors approved by the Shareholders, and employee representative Supervisors approved by the meeting of employee representatives of the Bank.

LETTER FROM THE BOARD

3. Issuance of Tier 2 Capital Bonds

Reference is made to the First Announcement.

For the purpose of replenishing the tier 2 capital of the Bank and improving the capital adequacy ratio of the Bank, pursuant to the relevant regulatory requirements and operational needs, the Bank intends to issue qualified tier 2 capital bonds with an amount of up to RMB12 billion. Details of the relevant proposal are as follows:

Details of the proposal:

Issuance size:	Not more than RMB12 billion (inclusive) to be issued in one tranche or more tranches. The number of tranches and the issuance size of each tranche will be determined based on the Bank's capital needs and the market conditions.
Issuance type:	Qualified tier 2 capital instruments with maturity of no less than five years (inclusive of five years) and fixed or flexible interest and in compliance with the relevant regulatory requirements.
Loss-absorbing method:	When the triggering events specified in the issuance document occur, the losses will be absorbed by writing down the value of the bonds.
Issuance interest rate:	To be determined with reference to the market interest rates.
Use of proceeds:	The proceeds from the proposed issuance of tier 2 capital bonds will be used to replenish the tier 2 capital of the Bank in accordance with the applicable laws and the approval of the regulatory authorities.
Validity term of the resolution:	The resolution shall be valid for 36 months from the date of the passing of the resolution at the general meeting.

LETTER FROM THE BOARD

Content of the authorization:

It is proposed that the general meeting agrees to authorize the Board and the Board delegates the authorization to the chairman of the Board, the president, and the secretary to the Board, to individually or jointly, handle matters in relation to the issuance of tier 2 capital bonds in their absolute discretion within the duration period of the proposed issuance of tier 2 capital bonds subject to the framework and principles as considered and approved at the general meeting. The authorization content and scope include but are not limited to:

1. determining the specific terms of the issuance of tier 2 capital bonds, including but not limited to determining the application tranche, issuance tranche, issuance time, issuance method, issuance size, issuance currency, issuance interest rate, issuance market and issuance target of the bonds;
2. handling all matters in relation to the issuance of tier 2 capital bonds, including but not limited to modifying, signing and executing all the agreements, contracts and documents in relation to the issuance of tier 2 capital bonds, and handling the relevant regulatory approval procedures;
3. taking any other actions necessary for completing the issuance of tier 2 capital bonds, including but not limited to engaging underwriters, credit rating agencies, legal advisors or other professionals, if necessary; and
4. the authorization shall be valid for 36 months from the date of the passing of the resolution at the general meeting.

Relevant authorization in the duration period:

It is proposed that the general meeting authorizes the Board and the Board delegates the authorization to the chairman of the Board, the president, and the secretary to the Board to handle all matters in relation to, among others, interest payment, redemption and write-down in accordance with the regulations and approval requirements issued by the relevant regulatory authorities within the duration period of the proposed issuance of tier 2 capital bonds subject to the framework and principles as considered and approved at the general meeting.

LETTER FROM THE BOARD

The resolution has been considered and approved by the Board, and is hereby proposed as a special resolution to the 2023 Second EGM for consideration. The tier 2 capital bonds issuance plan is subject to the approval of the Henan Office of the National Administration of Financial Regulation and the People's Bank of China before its implementation, and is subject to the finally approved plan.

III. THE 2023 SECOND EGM

The Bank will convene the 2023 Second EGM at 3:00 p.m. on October 12, 2023 (Thursday) at Conference Room 401, Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC, to consider and approve, if thought fit, the resolutions as set out in the notice of the 2023 Second EGM. The notice of the 2023 Second EGM is set out on pages EGM-1 to EGM-4 of this circular, and was despatched to the Shareholders on September 21, 2023.

Whether or not you intend to attend and/or vote at the 2023 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 in person or voting at the 2023 Second EGM or any adjournment thereof should you so wish. The forms of proxy for the 2023 Second EGM were despatched on September 21, 2023 in accordance with the Listing Rules.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by the Shareholders at the 2023 Second EGM shall be taken by the way of poll except where the chairman of the 2023 Second EGM 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.

To the best knowledge of the Directors, no Shareholder or its associate (as defined under the Listing Rules) is deemed to have a material interest in the resolutions to be proposed at the 2023 Second EGM, and therefore, no Shareholder is required to abstain from voting on the resolutions at the 2023 Second EGM.

The voting results of the 2023 Second EGM 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.

V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE 2023 SECOND EGM

The Bank's register of members will be closed from October 9, 2023 (Monday) to October 12, 2023 (Thursday), both days inclusive, during which period no transfer of Shares will be effected. The Shareholders whose names appear in the Bank's register of members on October 12, 2023 (Thursday) shall be entitled to attend and vote at the 2023 Second EGM.

LETTER FROM THE BOARD

To be eligible for attending and voting at the 2023 Second EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be lodged with the H Share Registrar, namely, 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 at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m. on October 6, 2023 (Friday) for registration.

VI. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the 2023 Second EGM is in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of the resolutions to be proposed at the 2023 Second EGM.

The proposed issuance of tier 2 capital bonds is subject to the fulfillment of certain conditions precedent, including but not limited to the approvals of the Shareholders and the relevant regulatory authorities, which may or may not be fulfilled. There is no assurance that the Bank will proceed with the issuance of tier 2 capital bonds. The Shareholders and potential investors of the Bank should exercise caution when dealing in or intending to deal in the Shares or other securities (if any) of the Bank.

On behalf of the Board
Zhongyuan Bank Co., Ltd.*
GUO Hao
Chairman

Zhengzhou, the PRC
September 21, 2023

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NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

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 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 second extraordinary general meeting (the “**2023 Second EGM**”) of Zhongyuan Bank Co., Ltd.* (the “**Bank**”) will be held at 3:00 p.m. on October 12, 2023 (Thursday) at Conference Room 401, Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC to consider and approve, if thought fit, the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the re-election and election of the Directors of the third session of the Board:
 - (a) To consider and approve the re-election of Mr. Guo Hao as an executive Director of the third session of the Board;
 - (b) To consider and approve the re-election of Mr. Wang Jiong as an executive Director of the third session of the Board;
 - (c) To consider and approve the re-election of Ms. Zhang Qiuyun as a non-executive Director of the third session of the Board;
 - (d) To consider and approve the election of Mr. Feng Ruofan as a non-executive Director of the third session of the Board;
 - (e) To consider and approve the election of Ms. Zhang Shu as a non-executive Director of the third session of the Board;
 - (f) To consider and approve the election of Mr. Xu Yiguo as an independent non-executive Director of the third session of the Board;
 - (g) To consider and approve the election of Ms. Zhao Zijian as an independent non-executive Director of the third session of the Board;
 - (h) To consider and approve the election of Mr. Wang Maobin as an independent non-executive Director of the third session of the Board;
 - (i) To consider and approve the election of Mr. Pan Xinmin as an independent non-executive Director of the third session of the Board; and

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

- (j) To consider and approve the election of Mr. Gao Pingyang as an independent non-executive Director of the third session of the Board.
2. To consider and approve the election of the Shareholder representative Supervisors and external Supervisors of the third session of the Supervisory Committee:
 - (a) To consider and approve the election of Ms. Wang Xiaoyan as a Shareholder representative Supervisor of the third session of the Supervisory Committee;
 - (b) To consider and approve the election of Mr. Yan Yongfu as a Shareholder representative Supervisor of the third session of the Supervisory Committee;
 - (c) To consider and approve the election of Ms. Lu Suyue as a Shareholder representative Supervisor of the third session of the Supervisory Committee;
 - (d) To consider and approve the election of Mr. Li Xingzhi as an external Supervisor of the third session of the Supervisory Committee;
 - (e) To consider and approve the election of Ms. Gu Xiujuan as an external Supervisor of the third session of the Supervisory Committee; and
 - (f) To consider and approve the election of Ms. Liu Xia as an external Supervisor of the third session of the Supervisory Committee.

SPECIAL RESOLUTION

3. To consider and approve the resolution in relation to proposed issuance of tier 2 capital bonds.

On behalf of the Board
Zhongyuan Bank Co., Ltd.*
GUO Hao
Chairman

Zhengzhou, the PRC
September 21, 2023

As at the date of this notice, the Board 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; and Ms. PANG Hong, Mr. LI Hongchang, Mr. JIA Tingyu and Mr. CHAN Ngai Sang Kenny as independent non-executive Directors.

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NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

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 2023 Second EGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman of the 2023 Second 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 October 9, 2023 (Monday) to October 12, 2023 (Thursday), both days inclusive, during which period no transfer of the shares (“**Shares**”) will be effected. The shareholders (the “**Shareholders**”) of the Bank whose names appear in the Bank’s register of members on October 12, 2023 (Thursday) shall be entitled to attend and vote at the 2023 Second EGM.

For a Shareholder to be eligible for attending and voting at the 2023 Second EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be delivered to the Bank’s 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 of directors (the “**Board**”) of the Bank at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m. on October 6, 2023 (Friday) for registration.

3. PROXY

Any Shareholder entitled to attend and vote at the 2023 Second 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 2023 Second 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 appointer, such power of attorney or other authorization documents shall be notarized and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authority must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the H Shareholders) or to the office of the Board at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 24 hours before the scheduled time for the holding of the 2023 Second 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 2023 Second 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 2023 Second EGM in person or by proxy as the only holder entitled to vote. If one or more registered joint holders attend the 2023 Second 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.

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

4. MISCELLANEOUS

The Shareholders or their proxies shall present their identity documents when attending the 2023 Second 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 for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the 2023 Second EGM (or any adjournment thereof).

The 2023 Second 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 resolutions proposed for the consideration and approval at the 2023 Second EGM will be set out in the circular to be despatched by the Bank in due course.

EXECUTIVE DIRECTORS

Biographical details of the executive Director candidates are as follows:

Mr. Guo Hao (郭浩), born in June 1974, Chinese. He was a representative of the 13th and 14th National People's Congress and a member of the 11th Henan Provincial Committee of the Communist Party of China. Mr. Guo Hao has been the secretary of the party committee, the Chairman of the Board and an executive Director of the Bank since June 2023. From May 2023 to June 2023, he served as the secretary of the party committee and an executive Director of the Bank. From April 2023 to May 2023, he served as the secretary of the party committee of the Bank. From March 2023 to April 2023, he served as the deputy secretary of the party leadership group and candidate for director of the Henan Provincial Financial Supervision and Administration. From November 2017 to March 2023, he served as the deputy secretary of the Hebi Municipal CPC Committee, acting mayor and mayor of Hebi city, Henan Province. From August 2016 to November 2017, he served as the deputy secretary-general of the Henan Provincial Government, member of the party leadership group of the general office of the Henan Provincial Government, secretary of the party leadership group and director of the research office of the Henan Provincial Government. From September 2013 to August 2016, he served as the deputy secretary-general of the Henan Provincial Government and member of the party leadership group of the general office of the Henan Provincial Government. From February 2009 to September 2013, he served as a member of the party leadership group and the deputy director of the financial services office of the Henan Provincial Government. From October 2008 to February 2009, he served as a member of the party committee and deputy director of the Henan Rural Credit Cooperatives Union. From April 2004 to October 2008, he successively served as the deputy director and director of Financial Work Committee of Beijing Municipal Committee (Financial Work Office of Beijing Municipal Government), State-owned Assets Supervision and Administration Commission of Beijing Municipality, and Beijing Municipal Commission of Development and Reform (Beijing Municipal Financial Services Leading Group Office). From July 1999 to April 2004, he worked at the headquarters of China Development Bank.

Mr. Guo Hao obtained a bachelor's degree in economics from Renmin University of China in July 1996, a master's degree in economics from Renmin University of China in July 1999, and a doctor's degree in economics from Renmin University of China in July 2003.

Mr. Wang Jiong (王炯), born in June 1968, Chinese, is a senior accountant. Mr. Wang Jiong has been the vice chairman of the Board and an executive Director of the Bank since January 2023. He served as the president and an executive Director of the Bank from December 2014 to January 2023. He served as the secretary of the party committee and the president of the Haikou Branch of China CITIC Bank from May 2012 to December 2014, and was in charge of the planning group of the Haikou Branch of China CITIC Bank from November 2011 to May 2012. He successively served as the deputy general manager and the general manager of the planning and financing department, the assistant to the president, and the vice president at the Zhengzhou Branch of China CITIC Bank from March 2001 to November 2011. He successively

served as the deputy manager, the manager, and the assistant to the general manager of the business department, and the assistant to the general manager and the deputy general manager of the financial accounting department of the Zhengzhou Branch of China Guangfa Bank from December 1995 to March 2001. He worked at the Zhengzhou Railway Branch of China Construction Bank from August 1993 to November 1995 and at the human resources department of Zhengzhou College of Industry (鄭州工學院) from July 1990 to August 1993.

Mr. Wang Jiong received a bachelor's degree in applied physics from Wuhan University (武漢大學) in July 1990, a secondary bachelor's degree in ideological and political education from Xi'an Jiaotong University (西安交通大學) in July 1994, a doctor's degree in economics from Zhongnan University of Economics and Law in June 2009 and a master's degree in business administration from Tsinghua University PBC School of Finance in June 2021. Mr. Wang Jiong is a senior accountant accredited by the Review Committee of Senior Professional and Technical Positions of Accounting Professions of Henan Province (河南省會計系列高級專業技術職務評委會) in April 2000.

NON-EXECUTIVE DIRECTORS

Biographical details of the non-executive Director candidates are as follows:

Ms. Zhang Qiuyun (張秋雲), born in February 1972, Chinese. Ms. Zhang Qiuyun has been serving as the vice general manager of Henan Investment Group Co., Ltd. since September 2022. She served as head of financial management department of Henan Investment Group Co., Ltd. from June 2019 to September 2022; the executive deputy director of Management Committee of Zhengzhou Area of China (Henan) Pilot Free Trade Zone from August 2017 to June 2019; the secretary of the party branch of Henan Academy of Macroeconomic Research from June 2015 to August 2017; a deputy researcher and deputy director in Finance Department of Henan Provincial Development and Reform Commission from July 2004 to June 2015; and a teacher in Kaifeng No.1 Middle School from March 1993 to September 1998. In addition, she has been concurrently serving as a supervisor of Central China Securities Co., Ltd. since June 2020.

Ms. Zhang Qiuyun obtained a bachelor's degree majoring in history from Henan University in June 1997, a master's degree in economics from Henan University in June 2001, and a doctor's degree in economics from Fudan University in June 2004.

Mr. Feng Ruofan (馮若凡), born in September 1983, Chinese, is an intermediate economist. Mr. Feng Ruofan has been serving as an executive director of Zhongfu Digital Technology Co., Ltd. (中富數字科技有限公司), and the deputy director of the financial management department and the secretary of the party branch of Henan Investment Group Co., Ltd. (河南投資集團有限公司) since April 2023, and the deputy general manager of Henan Zhongyuan Financial Holdings Co., Ltd. (河南中原金融控股有限公司) since September 2022. From September 2019 to April 2023, he served as the deputy director of the financial management department of Henan Investment Group Co., Ltd. (during which, he worked as an

exchange personnel at the second customer division of the Henan Branch of China Development Bank and served as the deputy director from January 2020 to December 2020). From April 2018 to September 2019, he served as the senior business manager of the financial management department of Henan Investment Group Co., Ltd. From November 2015 to April 2018, he served as the business manager of the financial management department of Henan Investment Group Co., Ltd. From November 2008 to November 2015, he successively served as the business supervisor and business manager of the eighth asset management department and the business manager of the second asset management department of Henan Investment Group Co., Ltd.

Mr. Feng Ruofan obtained a bachelor's degree in international communication from the School of Communication of the Universal College of Learning in New Zealand in July 2007 and a master's degree in global communication from the School of Journalism and Communication of The Chinese University of Hong Kong in December 2008.

Ms. Zhang Shu (張姝), born in June 1965, Chinese, is an intermediate economist. Ms. Zhang Shu has been serving as a director of Jiangsu Wuzhong Group Co., Ltd. (江蘇吳中集團有限公司) since March 2023. From December 2011 to March 2023, she served as the vice president of Jiangsu Wuzhong Group Co., Ltd. From October 2011 to December 2011, she served as the general manager of the risk management department of Bank of China Suzhou Branch (中國銀行蘇州分行). From March 2007 to October 2011, she served as the president of Bank of China Suzhou Wuzhong Branch (中國銀行蘇州吳中支行). From September 2003 to March 2007, she served as the vice president of Bank of China Suzhou Industrial Park Sub-branch (中國銀行蘇州工業園區支行). From October 1999 to September 2003, she successively served as the assistant president of the office and risk management department of BOC International Holdings (Hong Kong) Limited (中銀國際控股(香港)有限公司). From May 1992 to October 1999, she served as the section chief of the first credit division of the credit business department of Bank of China Suzhou Branch (中國銀行蘇州分行). From May 1990 to May 1992, she worked at the trade settlement department of Bank of China Suzhou Branch. From August 1986 to May 1990, she worked at the business department of Bank of China Suzhou Branch. In addition, she has been concurrently serving as a shareholder director of Bank of Suzhou Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 002966.SZ) since July 2016.

Ms. Zhang Shu graduated from Nanjing Normal University in June 1995, majoring in English and graduated from the Graduate School of Chinese Academy of Social Sciences in April 1998, majoring in world economy.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Biographical details of the independent non-executive Director candidates are as follows:

Mr. Xu Yiguo (徐義國), born in June 1972, Chinese. Mr. Xu Yiguo has been a professor and doctoral supervisor at the University of Chinese Academy of Social Sciences since October 2022. He has been concurrently serving as the secretary-general of the National Institution for Finance & Development (the first batch of national high-end think tanks) since January 2016. From September 2003 to October 2022, he served as a researcher at the Institute of Finance & Banking, Chinese Academy of Social Sciences (中國社會科學院金融研究所). From July 1994 to September 2003, he served as the deputy director and a lecturer of the Department of Business Administration of the School of Administrators, Chinese Academy of Sciences (School of Management, University of Science and Technology of China) (中國科學院管理幹部學院(中國科技大學管理學院)).

Mr. Xu Yiguo obtained a bachelor's degree in economics from Renmin University of China (中國人民大學) in July 1994 and a doctor's degree in economics from the University of Chinese Academy of Social Sciences (中國社會科學院大學) in July 2008.

Ms. Zhao Zijian (趙紫劍), born in October 1968, Chinese. Ms. Zhao Zijian has been serving as the dean of the School of Finance of Henan University of Economics and Law since June 2022. From November 2011 to June 2022, she served as the deputy dean of the School of Finance of Henan University of Economics and Law. From June 2004 to November 2011, she successively served as the deputy general manager of the personal finance business department and the vice president of the large branch of Bank of Communications Henan Branch (交通銀行河南省分行). From July 1996 to September 2001, she served as a lecturer at the Department of Finance of Henan College of Finance and Economics (河南財經學院). From July 1990 to September 1993, she worked at the comprehensive division of the Economic Information Center of the Planning Commission of Xinxiang City, Henan Province.

Ms. Zhao Zijian obtained a bachelor's degree in economics from Nankai University (南開大學) in July 1990, a master's degree in economics from Nankai University in July 1996 and a doctor's degree in economics from Central University of Finance and Economics in June 2004.

Mr. Wang Maobin (王茂斌), born in October 1973, Chinese. Mr. Wang Maobin has been successively serving as a lecturer, associate professor, professor and vice dean of the School of Banking & Finance, University of International Business and Economics (對外經濟貿易大學金融學院) since August 2007. From July 2003 to September 2004, he served as the head of the R&D center of Minan Futures Brokerage Co., Ltd. (民安期貨經紀有限公司). From April 2003 to July 2003, he served as the secretary of the president of Wanlian Securities Co., Ltd. (萬聯證券有限責任公司). From July 1999 to April 2003, he successively served as the

investment manager and assistant to the general manager of the business department of China Southern Securities Guangzhou Branch (南方證券廣州分公司). From July 1994 to September 1996, he worked at Bank of China Huangshan Branch, Anhui Province (中國銀行安徽省黃山市分行).

Mr. Wang Maobin obtained a bachelor's degree in economics from Renmin University of China in July 1994, a master's degree in economics from Renmin University of China in July 1999 and a doctor's degree in management majoring in finance and investment management from Sun Yat-sen University (中山大學) in June 2007.

Mr. Pan Xinmin (潘新民), born in January 1957, Chinese, is a senior economist. Mr. Pan Xinmin has been an external Supervisor of the Bank since January 2019 and a senior researcher of Henan Songshan Think Tank (河南嵩山智庫) since November 2018. He served as an inspector in the inspection group at the head office of China Merchants Bank (招商銀行總行) from December 2015 to February 2017, the secretary of the party committee and the president of China Merchants Bank Kunming Branch (招商銀行昆明分行) from December 2009 to December 2015, the secretary of the party committee and the president of China Merchants Bank Zhengzhou Branch (招商銀行鄭州分行) from December 2002 to December 2009, head of the planning group of China Merchants Bank Zhengzhou Branch (招商銀行鄭州分行) from July 2002 to December 2002, the secretary of the party committee and the president of China Everbright Bank Dalian Branch (中國光大銀行大連分行) from April 2001 to July 2002. He worked at China Construction Bank Henan Branch (建設銀行河南省分行), successively serving a clerk, deputy chief officer of Henan Branch, vice president and member of the party leadership group of Zhumadian Branch (駐馬店分行), deputy director of Sanding office of Henan Branch, the general manager of Henan Trust Investment Co., Ltd. (河南省信託投資公司), the secretary of the party committee and the president of Shangqiu Branch (商丘分行) and vice president and member of the party leadership group of Henan Branch from April 1980 to April 2001. From September 1977 to April 1978, he worked at the Third Coal Mine of Hebi Mining Bureau (鶴壁礦務局第三煤礦).

Mr. Pan Xinmin graduated from the Party School of the CPC Committee of Henan Province with a bachelor's degree (night-school course) in economic management in July 1994. He obtained a master's degree in economics from Zhongnan University of Finance and Economics (中南財經大學) (currently known as Zhongnan University of Economics and Law (中南財經政法大學)) in June 1997, a bachelor's degree in economics majoring in international finance from Wuhan University in July 1999 and a doctor's degree in management from Huazhong University of Science and Technology (華中科技大學) in December 2008. Mr. Pan Xinmin obtained the senior economist qualification in March 1994, the certified public accountant qualification from the Chinese Institute of Certified Public Accountants in December 1997 and was granted the title of "outstanding expert in Henan Province" by the CPC Committee and Government of Henan Province in July 2008.

Mr. Gao Pingyang (高平陽), born in July 1979, a Hong Kong resident. Mr. Gao Pingyang has been a professor and associate dean of the Business School of the University of Hong Kong since June 2020. From July 2008 to June 2020, he successively served as an assistant professor and associate professor at The University of Chicago Booth School of Business.

Mr. Gao Pingyang obtained a bachelor's degree in economics from Renmin University of China in July 2002 and a master's degree in economics from Peking University in June 2004, and a doctor's degree in philosophy from Yale University in the United States in December 2008.

SHAREHOLDER REPRESENTATIVE SUPERVISORS

Biographical details of candidates for the positions of Shareholder representative Supervisors are as follows:

Ms. Wang Xiaoyan (王小燕), born in November 1979, Chinese, is a senior international finance manager, a senior management accountant and an intermediate accountant. Ms. Wang Xiaoyan has been serving as the financing director of Luoyang Guosheng Investment Holding Group Co., Ltd. (洛陽國晟投資控股集團有限公司) since April 2022. From November 2016 to April 2022, Ms. Wang Xiaoyan worked in Luoyang City Development Investment Group Co., Ltd. (洛陽城市發展投資集團有限公司) and successively acted as the deputy head and head of the financial management department and the financing director (during which she concurrently acted as the chairwoman of Shenzhen Heluo Tianji Holdings Co., Ltd. (深圳河洛天基控股有限公司), a subsidiary of Luoyang City Development Investment Group Co., Ltd. from April 2021 to April 2022). From June 2004 to November 2016, Ms. Wang Xiaoyan worked in Wanji Holding Group Co., Ltd. and successively served as an accountant of the financial division and the deputy head and head of the capital management office.

Ms. Wang Xiaoyan obtained a bachelor's degree in accounting from Zhengzhou University in July 2021.

Mr. Yan Yongfu (閆永夫), born in August 1965, Chinese, a Hong Kong resident, is a senior economist. Mr. Yan Yongfu has been serving as an assistant to the general manager of CTG Development Corporation Limited since November 2022. From September 2018 to November 2022, he served as an assistant to the general manager of CTG Financial Services Corporation Limited. From December 2014 to June 2020, he concurrently served as the chairman of the board of directors of China National Travel Service (HK) Finance Company Limited (港中旅財務有限公司). From August 2012 to September 2018, he served as the deputy general manager of China Travel Financial Holdings Co., Limited (renamed as China Travel Financial Investment Holdings Co., Limited in September 2015) (during which, he also served as the vice chairman of Bank of Jiaozuo China Travel Services Co., Ltd. from January 2016 to October 2017). From October 2003 to August 2012, he successively held various positions at the China Banking Regulatory Commission, including the head of the miscellaneous financial institutions supervision division of the Henan Office, the director and the secretary of the party committee of the Xinxiang Sub-office, the director and the secretary of the party committee of the Zhoukou Sub-office, the director of the propaganda department of the party committee of the Henan Office, the head of the second state-owned bank supervision division of the Henan Office, the head of the first on-site inspection division of the Henan Office, and the head of the urban commercial bank supervision division of the Henan Office. From August 1987 to October 2003, he successively held various positions at the People's Bank of China, including staff member of the Zhengzhou Branch, assistant to the head and auditor of the auditing division of the Henan Branch, deputy head of the banking supervision division of the

Zhengzhou Central Sub-branch, deputy head of the investigation and statistics division of the Zhengzhou Central Sub-branch, and deputy head and head of the cooperative financial institutions supervision division of the Zhengzhou Central Sub-branch.

Mr. Yan Yongfu obtained a bachelor's degree in economics majoring in finance from Renmin University of China in July 1987 and a master's degree in economics majoring in finance from the Department of Finance of Xiamen University in November 2001.

Ms. Lu Suyue (陸素月), born in June 1969, Chinese, is an intermediate economist. Ms. Lu Suyue has been serving as the vice president and a director of Henan Rebecca Holding Co., Ltd. (河南瑞貝卡控股有限責任公司) since January 2017. From June 2006 to January 2017, Ms. Lu Suyue served as the general manager of the capital management center and a director of Henan Rebecca Holding Co., Ltd. From March 1998 to May 2006, she served as the head of the financing department of Henan Rebecca Hair Products Co., Ltd. (河南瑞貝卡髮製品股份有限公司). From March 1993 to February 1998, she served as the head of the finance section of Henan Rebecca Co., Ltd. (河南瑞貝卡有限公司).

EXTERNAL SUPERVISORS

Biographical details of the external Supervisor candidates are as follows:

Mr. Li Xingzhi (李興智), born in March 1962, Chinese. Mr. Li Xingzhi has been the president of Henan Central China Industrial Economic Development Strategies Research Institute (Think Tank) (河南省中原工業經濟發展戰略研究院(智庫)) and the vice chairman of Henan Capital Market Institution (河南省資本市場學會) since December 2021. He served as the chairman of Henan Century Yongtai Holding Co., Ltd. (河南世紀永泰控股有限公司) from November 2017 to July 2022, the chairman of Henan Huachen Power Group Co., Ltd. (河南華晨電力集團有限公司) from August 2017 to March 2022, and the vice president of Yongtai Group Co., Ltd. (永泰集團有限公司) from August 2017 to March 2022. From September 2010 to January 2017, Mr. Li Xingzhi served as the secretary of the party committee and the president of the Nanjing Branch of China Guangfa Bank. From August 1995 to August 2010, Mr. Li Xingzhi worked at the Zhengzhou Branch of China Guangfa Bank and successively served as a member of the party leadership group, a member of the preparation group, the assistant president, the vice president and the president (and the secretary of the party committee). From November 1985 to August 1995, Mr. Li Xingzhi worked at the first division, the comprehensive division, the fourth division and the fifth division of the governor's office of the General Office of the People's Government of Henan Province and successively served as the deputy chief officer, the chief officer and the special secretary at deputy department director level. From August 1983 to November 1985, Mr. Li Xingzhi served as the deputy director of the development strategy office of the economic institute of Henan Province Planning Economy Commission (河南省計劃經濟委員會).

Mr. Li Xingzhi obtained a bachelor's degree in economics from Jiangxi College of Finance and Economics (江西財經學院) in July 1983, a master's degree in philosophy from Tsinghua University in June 2002 and a doctor's degree in business administration from Huazhong University of Science and Technology in December 2009 and was awarded the qualification of a researcher in December 2003.

Ms. Gu Xiujuan (谷秀娟), born in April 1968, Chinese. Ms. Gu Xiujuan has been a professor of the School of Economics and Trade of Henan University of Technology since November 2014 and retired in April 2023. From June 2004 to October 2014, Ms. Gu Xiujuan served as the dean of the School of Economics and Trade of Henan University of Technology. From May 2001 to May 2004, Ms. Gu Xiujuan served as the head of the inspection division of China Securities Regulatory Commission Beijing Bureau. From March 1997 to May 2001, Ms. Gu Xiujuan served as the deputy head of the financial inspection division of China Securities Regulatory Commission Beijing Bureau. From October 1994 to February 1997, Ms. Gu Xiujuan served as the head of the management division and the audit division of the sub-center of the Beijing Housing Fund Management Center. From May 1992 to September 1994, Ms. Gu Xiujuan served as the deputy head of the housing project department of the housing project office of the World Bank in Beijing and the deputy head of the management division of the sub-center of the Beijing Housing Fund Management Center. In addition, Ms. Gu Xiujuan has been concurrently serving as an independent director of Henan Shenhua Coal & Power Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 000933.SZ) since May 2020 and an independent director of Yutong Bus Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600066.SH) since April 2020. She has been concurrently serving as an independent director of Xinjiang Guotong Pipeline Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 002205.SZ) since October 2019. She concurrently served as an independent director of Shaanxi Zhongtian Rocket Technology Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 003009.SZ) from June 2020 to July 2023.

Ms. Gu Xiujuan obtained a bachelor's degree in statistics from Renmin University of China in July 1989, a master's degree in finance from Renmin University of China in July 1992 and a doctor's degree in international finance from Renmin University of China in September 2000.

Ms. Liu Xia (劉霞), born in November 1978, Chinese. Ms. Liu Xia has been a professor of Zhengzhou University since March 2023. Ms. Liu Xia has been the dean of the Department of Finance of the Business School of Zhengzhou University since May 2020; a doctoral supervisor of international students at Zhengzhou University since September 2019; and a master supervisor at Zhengzhou University since September 2014. From July 2004 to March 2023, Ms. Liu Xia successively served as a teaching assistant, a lecturer and an associate professor at Zhengzhou University (during which she pursued her doctor's degree in economics at Renmin University of China from September 2008 to January 2012 and acted as a visiting scholar at the University of California from November 2015 to May 2016).

Ms. Liu Xia obtained a bachelor's degree in economics from Henan Normal University in July 2000, a master's degree in economics from Shaanxi Normal University in June 2004 and a doctor's degree in economics from Renmin University of China in January 2012. Ms. Liu Xia was awarded the Backbone Youth Teacher in Henan Province in 2018.