
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhongyuan Bank Co., Ltd.*, you should at once hand this circular, together with the form(s) of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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中原銀行股份有限公司* ZHONGYUAN BANK CO., LTD.*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1216)

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2024
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2024
FINAL ACCOUNT REPORT FOR 2024
FINANCIAL BUDGET REPORT FOR 2025
PROFIT DISTRIBUTION PLAN FOR 2024
CAPITAL ADEQUACY RATIO REPORT FOR 2024
AND CAPITAL ADEQUACY RATIO PLAN FOR 2025
DIRECTORS REMUNERATION REPORT FOR 2024
SUPERVISORS REMUNERATION REPORT FOR 2024
ENGAGEMENT OF AUDITORS FOR 2025
APPOINTMENT OF A NON-EXECUTIVE DIRECTOR OF THE
THIRD SESSION OF THE BOARD
AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF
ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE RULES OF PROCEDURES OF THE
SHAREHOLDERS' GENERAL MEETING OF ZHONGYUAN BANK CO., LTD.
AMENDMENTS TO THE RULES OF PROCEDURES OF
THE BOARD'S MEETING OF ZHONGYUAN BANK CO., LTD.
FORMULATION OF THE IMPLEMENTATION RULES FOR SHARE TRANSFER
OF ZHONGYUAN BANK CO., LTD.
NOTICE OF 2024 ANNUAL GENERAL MEETING
NOTICE OF H SHARE CLASS MEETING
NOTICE OF DOMESTIC SHARE CLASS MEETING**

The Letter from the Board is set out on pages 1 to 17 of this circular.

The Bank will physically hold the AGM at 3:00 p.m. on June 30, 2025 (Monday) at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC, the H Share Class Meeting will be held at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC on the same day at 3:30 p.m. (or immediately after the conclusion or adjournment of the AGM), and the Domestic Share Class Meeting will be held at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC on the same day at 4:00 p.m. (or immediately after the conclusion or adjournment of the H Share Class Meeting). The notices of the AGM and the Class Meetings are set out on pages AGM-1 to DCM-3 of this circular.

Whether or not you intend to attend and/or vote at the AGM and/or the Class Meetings in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the form of proxy to the H Share Registrar (for the H Shareholders) or to the office of the Board (for the Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the AGM and/or the Class Meetings or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending in person or voting at the AGM and/or the Class Meetings or any adjournment thereof should you so wish. The form of proxy for the AGM and/or the Class Meetings is sent to the Shareholders together with this circular and is available on the website of the Stock Exchange at www.hkexnews.hk and the Bank's website at www.zybank.com.cn.

* 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.

June 9, 2025

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DEFINITION

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

“AGM” or “2024 Annual General Meeting”	the 2024 Annual General Meeting to be physically held by the Bank at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC at 3:00 p.m. on June 30, 2025 (Monday)
“Articles of Association” or “Bank’s Articles of Association”	the articles of association of the Bank, as amended, supplemented or otherwise modified from time to time
“Bank” or “Zhongyuan Bank”	Zhongyuan Bank Co., Ltd. (中原银行股份有限公司), a joint stock company incorporated on December 23, 2014 in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange, and, if the context requires, includes its predecessors, branches, sub-branches and subsidiaries
“Board” or “Board of Directors”	the Board of Directors of the Bank
“Board of Supervisors” or “Supervisory Committee”	the Board of Supervisors or Supervisory Committee of the Bank
“Class Meetings”	the H Share Class Meeting and the Domestic Share Class Meeting
“Company Law”	the Company Law of the People’s Republic of China
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary share(s) issued by the Bank in the PRC with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid up in RMB

DEFINITION

“H Share Class Meeting”	the First H Share Class Meeting of 2025 to be physically held by the Bank at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC at 3:30 p.m. on June 30, 2025 (Monday) (or immediately after the conclusion or adjournment of the AGM), at which the proposed matters will be considered and approved by the H Shareholders, if thought fit, at the H Share Class Meeting
“Domestic Share Class Meeting”	the First Domestic Share Class Meeting of 2025 to be physically held by the Bank at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC at 4:00 p.m. on June 30, 2025 (Monday) (or immediately after the conclusion or adjournment of the H Share Class Meeting), at which the proposed matters will be considered and approved by the Domestic Shareholders, if thought fit, at the Domestic Share Class Meeting
“H Shareholder(s)”	the holder(s) of the H Share(s)
“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)
“Group”	Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司), a joint stock company incorporated on December 23, 2014 in the PRC with limited liability pursuant to the relevant PRC laws and regulations, and, if the context requires, includes its predecessors, branches, sub-branches and all subsidiaries
“H Share(s)”	the overseas-listed ordinary share(s) in the share capital of the Bank, which is/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 Share Registrar”	Computershare Hong Kong Investor Services Limited, the H share registrar of the Bank
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITION

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan of the PRC
“Reporting Period”	the year ended December 31, 2024
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“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)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent

Certain amounts and percentage figures in this circular have been subject to rounding adjustments. Accordingly, figures shown as currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

LETTER FROM THE BOARD

中原银行股份有限公司* ZHONGYUAN BANK CO., LTD.*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1216)

Executive Director:

Mr. GUO Hao

Non-executive Directors:

Mr. FENG Ruofan

Ms. ZHANG Shu

Registered office in the PRC:

Zhongke Golden Tower

No. 23 Shangwu Waihuan Road

Zhengdong New District

Zhengzhou

Henan Province, the PRC

Independent non-executive Directors:

Mr. XU Yiguo

Ms. ZHAO Zijian

Mr. WANG Maobin

Mr. PAN Xinmin

Mr. GAO Pingyang

Principal place of Business in Hong Kong:

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

To the Shareholders:

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2024
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2024
FINAL ACCOUNT REPORT FOR 2024
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NOTICE OF DOMESTIC SHARE CLASS MEETING**

I. INTRODUCTION

The Bank will physically hold the AGM at 3:00 p.m. on June 30, 2025 (Monday), at which resolutions will be proposed for the Shareholders to consider and approve, if thought fit, the following, including: (1) the Work Report of the Board of Directors for 2024; (2) the

LETTER FROM THE BOARD

Work Report of the Board of Supervisors for 2024; (3) the Final Account Report for 2024; (4) the Financial Budget Report for 2025; (5) the Profit Distribution Plan for 2024; (6) the Capital Adequacy Ratio Report for 2024 and Capital Adequacy Ratio Plan for 2025; (7) the Directors Remuneration Report for 2024; (8) the Supervisors Remuneration Report for 2024; (9) the Engagement of Auditors for 2025; (10) Appointment of a Non-executive Director of the Third Session of the Board; (11) Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.; (12) Amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.; (13) Amendments to the Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd.; and (14) Formulation of the Implementation Rules for Share Transfer of Zhongyuan Bank Co., Ltd.

In addition, the Bank will convene the H Share Class Meeting at 3:30 p.m. on the same day (or immediately after the conclusion or adjournment of the AGM), and the Domestic Share Class Meeting at 4:00 p.m. on the same day (or immediately after the conclusion or adjournment of the H Share Class Meeting). At the Class Meetings, separate resolutions will be proposed for the H Shareholders to consider and approve, if thought fit, the proposed matter at the H Share Class Meeting, and for the Domestic Shareholders to consider and approve, if thought fit, the proposed matter at the Domestic Share Class Meeting, respectively, including: (1) Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.; and (2) Amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.

The purpose of this circular is to provide you with the details of the resolutions above. The notices of the AGM and the Class Meetings are set out on pages AGM-1 to DCM-3 of this circular, and were despatched to the H Shareholders of the Bank on June 9, 2025 (Monday) in the manner in which the H Shareholders of the Bank selected to receive corporate communications and are available on the website of the Stock Exchange at www.hkexnews.hk and the Bank's website at www.zybank.com.cn.

II. MATTERS TO BE RESOLVED AT THE AGM AND THE CLASS MEETINGS

1. Work Report of the Board of Directors for 2024

For the Work Report of the Board of Directors for 2024, please refer to Appendix I to this circular.

2. Work Report of the Board of Supervisors for 2024

For the Work Report of the Board of Supervisors for 2024, please refer to Appendix II to this circular.

3. Final Account Report for 2024

For the audited final accounting for the year ended December 31, 2024, which was prepared in accordance with the IFRS, please refer to the financial statements in the annual results announcement as of December 31, 2024 of the Bank dated March 28, 2025.

4. Financial Budget Report for 2025

In order to comprehensively execute the major decisions and plans made by the provincial party committee and the provincial government, actively practice the responsibility of local corporate banks, and further promote the high-quality development of the Bank, the Bank will focus on the strategic planning of the whole Bank, insist on gaining insight into the market environment, implement regulatory requirements, and root in the regional economy. With the principles of seeking truth from facts, consolidating the foundation, improving quality and efficiency, the Bank adheres to the efficiency orientation, capital-light and cost-light orientation, seizes policy opportunities, and faces squarely up to the problems and challenges. By fully considering the internal and external constraints currently faced by our Bank and based on long-termism, we pay more attention to sustainable development and refined management, better coordinate the measures in connection with business development, performance growth, and risk prevention and control, so as to reasonably prepare the financial budget of Zhongyuan Bank for 2025.

I. Preparation principles

Taking into account the domestic economic situation, the regional environment and regulatory policies of Henan Province, and based on the Bank's actual development, we adhere to sound operations and accelerate the establishment of distinctive operations, differentiated development and core competitiveness. Specifically, this budget adheres to the following principles:

First, adhering to the leadership of Party building and comprehensively strengthening the leadership of the Party. We always insisted on strict governance of the Party and the Bank, and took strengthening the overall leadership of the Party as the guiding principle, deeply and organically integrated Party building work with business development, so as to give full play to the Party's leadership core role in taking overall charge and coordinating all parties. By transforming the Party's political and institutional advantages into development advantages and building an all-round, multi-level supervision system, we effectively performed the principal responsibility of Party management and governance and the operational responsibility of corporate governance and development in a unified manner. With shaping the atmosphere and correcting the conduct with exemplary work styles of the Party, thereby enhancing the Bank's overall competitiveness and social image.

Secondly, adhering to strategic orientation and serving the local real economy. We deeply understood the political and people-oriented nature of financial work, focused on the goal of "building a first-class city commercial bank and becoming the vanguard in the Henan financial army", paid attention to the strategic priorities of industrial finance, government finance, citizen finance and county finance, and accurately combined strategic goals with performance goals, so as to promote the coordinated development of efficiency, quality and scale. In order to serve as fresh troops to the local area,

LETTER FROM THE BOARD

we comprehensively executed each of the decisions and plans made by the provincial party committee and the provincial government, proactively served the implementation of key national and provincial strategies, and actively supported the construction of key projects to integrate into the economic, social and cultural development of Henan.

Thirdly, tirelessly solidifying the foundation and continuously leading the improvement of quality and efficiency. We continuously consolidated the foundation, strengthened organizational coordination, and improved refined management capabilities through in-depth reform and development and continuous optimization of systems and mechanisms. We promoted asset-light, capital-light, and cost-light operations, strengthened the concept of “increasing revenue and reducing expenditure”, and strictly controlled expenditures, so as to optimize resource allocation and increase unit production capacity. We strengthened efficiency improvement, enhanced proactive service awareness and improved internal management and coordination capabilities, thereby accelerating the formation of differentiated competitive advantages and promoting sustainable development.

II. Financial budget indicators of the parent bank

(I) Scale indicators

Total assets are expected to be RMB1,310.5 billion, and total deposits are expected to be RMB909.5 billion at the end of 2025.

(II) Performance indicators

Net profit is expected to reach RMB2.86 billion, and cost-to-income ratio is expected to reach 42.70% in 2025.

(III) Non-performance indicators

The non-performing loan ratio is estimated to be controlled within 2.08% by the end of 2025.

III. Financial budget indicators of the Group

(I) Scale indicators

Total assets are expected to be RMB1,353.6 billion, and total deposits are expected to be RMB923.4 billion at the end of 2025.

LETTER FROM THE BOARD

(II) Performance indicators

The Group's net profit is expected to reach RMB2,685 million, and cost-to-income ratio is expected to reach 42.14% in 2025.

(III) Non-performance indicators

The non-performing loan ratio is estimated to be controlled within 2.10% by the end of 2025.

5. Profit Distribution Plan for 2024

As audited and confirmed by Baker Tilly China Certified Public Accountants and Baker Tilly Hong Kong Limited, the Bank's parent company recorded a net profit of RMB3.142 billion for 2024. According to the relevant laws and regulations, the Profit Distribution Plan for 2024 proposed by the Board at the AGM for consideration by the Shareholders is as follows:

I. Statutory surplus reserve

10% of its net profit for the year, equivalent to RMB0.314 billion, was appropriated as the statutory surplus reserve in accordance with the Company Law.

II. General risk reserve

In accordance with the relevant provisions of the Administrative Measures for the Provision of Reserves of Financial Enterprises (Cai Jin [2012] No. 20) (《金融企業準備金計提管理辦法》(財金[2012]20號)) issued by the Ministry of Finance, RMB0.156 billion was appropriated as a general risk reserve.

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III. The profit distribution for ordinary shares

Taking into consideration the interests of the Shareholders and the sustainable business development of the Bank, the Bank plans to distribute 2024 final cash dividend of RMB0.12 (tax included) for every 10 shares, totalling RMB0.439 billion (tax included), on the basis of the total share capital of 36,549,823,322 shares. The 2024 final dividend will be denominated and declared in RMB. The Domestic Shareholders will be paid in RMB and the H Shareholders will be paid in Hong Kong dollars. The exchange rate for the 2024 final dividend to be paid in Hong Kong dollars will be the mean of the average benchmark exchange rates of Hong Kong dollars to RMB as announced by the People's Bank of China during the five business days prior to the date of declaration of the 2024 final dividend (i.e., the date of the 2024 Annual General Meeting of the Bank).

After the above distributions, the remaining undistributed profit will be carried forward to the next year. The retained and undistributed profit of the Bank will mainly be used to supply the core tier-one capital, so as to promote the implementation of the strategic plans and support long-term sustainable development, meanwhile, to strengthen capital accumulation and constantly improve risk resistance.

Subject to the approval of the 2024 Annual General Meeting, the 2024 final dividend is expected to be paid on August 5, 2025.

6. Capital Adequacy Ratio Report for 2024 and Capital Adequacy Ratio Plan for 2025

For the Capital Adequacy Ratio Report for 2024 and Capital Adequacy Ratio Plan for 2025, please refer to Appendix III to this circular.

LETTER FROM THE BOARD

7. Directors Remuneration Report for 2024

In accordance with the relevant provisions of the Articles of Association and the Administrative Measures on the Remuneration of Directors and Supervisors of Zhongyuan Bank Co., Ltd. (《中原银行股份有限公司董事、监事薪酬管理办法》), combined with the Directors' respective performances of duty and evaluation results for the year, the information about the implementation of Directors' remuneration for 2024 is set out below:

Unit: RMB0'000

Name	Position	2024					Actual salary distributed
		Annual remuneration	Special committee allowance	Meeting fee	Deferred payment	Total	
GUO Hao ¹	executive Director	–	–	–	–	–	–
ZHANG Qiuyun ²	non-executive Director	–	–	–	–	–	–
FENG Ruofan	non-executive Director	–	–	–	–	–	–
ZHANG Shu	non-executive Director	–	–	2.0	2.0	–	2.0
XU Yiguo	independent non-executive Director	29.0	–	3.5	32.5	–	32.5
ZHAO Zijian	independent non-executive Director	–	–	–	–	–	–
WANG Maobin	independent non-executive Director	29.0	–	2.0	31.0	–	31.0
PAN Xinmin ³	independent non-executive Director	29.0	3.1	4.0	36.1	–	36.1
GAO Pingyang	independent non-executive Director	29.0	–	1.0	30.0	–	30.0

Notes:

1. Mr. GUO Hao's remuneration is subject to final approval by the relevant authorities.
2. Ms. ZHANG Qiuyun resigned from her positions as a non-executive Director and a member of the strategy and development committee of the Board of the Bank due to change in her job on April 17, 2025. Please refer to the Bank's announcement dated April 17, 2025 for details.

LETTER FROM THE BOARD

3. The special committee allowance of Mr. PAN Xinmin is the amount determined after the performance evaluation of Supervisors for 2023, which was paid out in 2024. The special committee allowance in 2024 will be paid out in 2025 after the performance evaluation is completed.
4. The annual salary of the above-mentioned personnel was earned during their tenure in 2024.
5. The amounts of the special committee allowance of Ms. PANG Hong, Mr. LI Hongchang, Mr. JIA Tingyu, Mr. CHAN Ngai Sang Kenny, and Mr. MI Hongjun, who resigned from the positions as Directors of the second session of the Board of Directors of the Bank due to change of session, after the performance evaluation for 2023 and paid out in 2024, are RMB63,479, RMB99,753, RMB99,753, RMB63,479, and RMB18,137 respectively.

8. Supervisors Remuneration Report for 2024

In accordance with the relevant provisions of the Articles of Association and the Administrative Measures on the Remuneration of Directors and Supervisors of Zhongyuan Bank Co., Ltd. (《中原银行股份有限公司董事、监事薪酬管理办法》), combined with the Supervisors' respective performances of duty and evaluation results for the year, the information about the implementation of Supervisors' remuneration for 2024 is set out below:

Unit: RMB0'000

Name	Position	2024					Actual salary distributed
		Annual remuneration	Special committee allowance	Meeting fee	Total	Deferred payment	
ZHANG Ke ¹	employee representative Supervisor	–	–	–	–	–	–
DAN Limin	employee representative Supervisor	110.1	–	–	110.1	26.4	83.7
WANG Xiaoyan	Shareholder representative Supervisor	–	–	–	–	–	–
YAN Yongfu	Shareholder representative Supervisor	–	–	–	–	–	–
LU Suyue	Shareholder representative Supervisor	–	–	1.0	1.0	–	1.0
LI Xingzhi	external Supervisor	14.5	–	5.0	19.5	–	19.5
GU Xiujuan	external Supervisor	14.5	–	0.5	15.0	–	15.0

LETTER FROM THE BOARD

Name	Position	2024					Actual salary distributed
		Annual committee remuneration	Special Meeting allowance	Meeting fee	Deferred Total payment		
LIU Xia	external Supervisor	14.5	–	4.5	19.0	–	19.0

Notes:

1. The remuneration of Mr. ZHANG Ke will be subject to relevant decision-making procedures upon being determined. Mr. ZHANG Ke resigned as the chairman of the Board of Supervisors, Supervisor and member of the nomination committee of the Board of Supervisors and member of the supervision committee of the Board of Supervisors of the Bank due to work adjustments in accordance with organizational arrangements on April 17, 2025. Please refer to the Bank's announcement dated April 17, 2025 for details.
2. The annual salary of the above-mentioned personnel was earned during their tenure in 2024.
3. The amounts of the special committee allowance of Mr. LI Xiaojian, Mr. HAN Wanghong, Mr. SUN Xuemin and Mr. PAN Xinmin, who resigned from the positions as external Supervisors of the second session of the Board of Supervisors of the Bank due to change of session, after the performance evaluation for 2023 and paid out in 2024, are RMB39,041, RMB39,041, RMB31,232 and RMB31,232 respectively.

9. Engagement of Auditors for 2025

To meet domestic and international regulatory requirements for listed banks, the Board proposes to appoint Baker Tilly China Certified Public Accountants as the Bank's domestic accounting firm for 2025 and Baker Tilly Hong Kong Limited as the Bank's international accounting firm for 2025, with a term from the date of approval at the AGM to the end of the next annual general meeting of the Bank.

Baker Tilly China Certified Public Accountants will be responsible for providing annual audit and consultation services of quarterly financial information for 2025 in accordance with the PRC Generally Accepted Accounting Principles; Baker Tilly Hong Kong Limited will be responsible for providing annual audit and interim review services for 2025 in accordance with International Financial Reporting Standards. The total audit fees amount to RMB5.18 million. In addition to the above services, they will provide value-added services and other professional services pursuant to the regulatory requirements and the actual needs for business development of the Bank.

Should there be significant changes in operation such as merger, creation, acquisition and reorganization, or any additional audit items deemed necessary during the term of such cooperation, the management of the Bank shall be authorized to enter into agreements separately according to the actual situation and management process to determine the details of services and the service fees.

LETTER FROM THE BOARD

10. Appointment of a Non-executive Director of the Third Session of the Board

Reference is made to the announcement of the Bank dated April 17, 2025 in relation to the proposed appointment of a non-executive Director of the third session of the Board. On April 17, 2025, the Board has considered and approved the proposed appointment (the “**Proposed Appointment**”) of Mr. LI Wenqiang (“**Mr. LI**”) as a non-executive Director of the third session of the Board, which is subject to Shareholders’ consideration and approval at the AGM of the Bank and approval of his qualification from the National Financial Regulatory Administration Henan Office.

Details of the biographies of Mr. LI are as follows:

Mr. LI, born in September 1984, is of Chinese nationality with a doctoral degree.

Mr. LI has served as head of the development planning department of Henan Investment Group Co., Ltd. (河南投資集團有限公司) and the general manager of Henan Zhongyuan Financial Holdings Co., Ltd. (河南中原金融控股有限公司) since May 2022; the deputy head of the development planning department of Henan Investment Group Co., Ltd. since June 2019 to May 2022; the deputy general manager of the product research and development department of the private banking division of the Head Office of Agricultural Bank of China since January 2018 to June 2019; and a member of the president’s room, product director and general manager of the institutional business department of Tian’an Internet Financial Assets Trading Centre (天安互聯網金融資產交易中心) since December 2015 to January 2018; from April 2015 to December 2015, he was the director of the innovative business of the B2B Division of Lufax Holding Ltd (陸金所控股有限公司) (listed on The New York Stock Exchange, stock ticker: LU and on the Stock Exchange, stock code: 6623), a subsidiary of Ping An Insurance (Group) Company of China (中國平安保險(集團)); from March 2013 to April 2015, he was head of investment advisors of the private banking division of Industrial and Commercial Bank of China Henan Branch; from June 2011 to March 2013, an investment adviser of the private banking division Zhengzhou branch of the Head Office of Industrial and Commercial Bank of China. In addition, he has been a director of City Development Environment Co., Ltd. (城發環境股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 000885.SZ) since October 28, 2022 to date.

Mr. LI obtained a bachelor’s degree in economics from Shanghai Jiao Tong University in July 2007, a master’s degree in economics from Shanghai Jiao Tong University in July 2009 and a doctorate degree in economics from Shanghai Jiao Tong University in June 2011.

The Bank will enter into a service contract with Mr. LI. The term of office of Mr. LI will be for a period from the date of approval by the Shareholders at the AGM and approval by the National Financial Regulatory Administration Henan Office to the expiry date of the term of office of the third session of the Board, subject to re-election upon the expiry of his term of office. Mr. LI will not receive any remuneration from the Bank during his tenure of office as a non-executive Director.

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Save as disclosed above, Mr. LI does not (i) hold any directorship in any other listed companies or take up any post in any affiliated companies of the Bank in the past three years; (ii) have any relationship with any other Director, Supervisor, senior management or substantial Shareholder of the Bank; or (iii) have any equity interest in the Bank within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other matter relating to the appointment of Mr. LI that needs to be brought to the attention of the Shareholders, and there is no other information that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

11. Amendments to the Bank's Articles of Association

In order to further implement the provisions of laws, regulations and regulatory requirements, and to promote the standardization of the corporate governance system, pursuant to the Company Law, the Listing Rules, the Notice on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law (《關於公司治理監管規定與公司法銜接有關事項的通知》) and other relevant laws and regulations as well as the latest requirements of the regulatory systems, and in light of the actual situation of the Bank, the Bank has proposed certain amendments to the existing Articles of Association.

The amended Articles of Association will become effective after being reviewed and approved by a special resolution at the AGM and the Class Meetings and approved by the banking regulatory and administrative authorities in China.

It is hereby submitted to the general meeting for approval of the amendments to the Articles of Association of the Bank. For the amended Articles of Association reviewed and approved by the Board of Directors and at the AGM and the Class Meetings, it is agreed to authorize the Board of Directors, among other things, (i) to make corresponding adjustments and amendments to the words, chapters and clauses of the Articles of Association in accordance with the advice and suggestions of relevant government authorities and regulatory authorities, and deal with the approval, registration or filing procedures for the aforesaid documents in relevant government authorities and regulatory authorities according to law upon the amendments; and (ii) to delegate this authorization to the chairman of the Bank.

Shareholders will consider the amended Bank's Articles of Association at the AGM and the Class Meetings. For the comparative table of the amendments, please refer to Appendix IV to this circular. The Bank's Articles of Association is prepared in Chinese, if there is any inconsistency between the English and Chinese versions of the document, the Chinese version shall prevail.

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12. Amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.

In order to further implement the provisions of laws, regulations and regulatory requirements, and to promote the standardization of corporate governance system, pursuant to the Company Law, the Listing Rules, the Notice on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law (《關於公司治理監管規定與公司法銜接有關事項的通知》) and other relevant laws and regulations as well as the latest requirements of the regulatory systems, and in light of the amendments to the Articles of Association and the actual condition of the Bank, the Bank has proposed certain amendments to the existing Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd. (**"Rules of Procedures of the Shareholders' General Meeting"**).

The Amendments to the Rules of Procedures of the Shareholders' General Meeting will be subject to the review and approval of the Shareholders at the AGM and the Class Meetings and will take effect after the new amendments to the Articles of Association have taken effect.

Before the amended Articles of Association takes effect, if the authorized person in the resolution on Amendments to the Bank's Articles of Association adjusts and modifies the Articles of Association of the Bank according to the authorization, the above authorized person can accordingly adjust and modify the Rules of Procedures of the Shareholders' General Meeting according to the actual situation.

Shareholders will consider the amended Rules of Procedures of the Shareholders' General Meeting at the AGM and the Class Meetings. For the comparative table of the amendments, please refer to Appendix V to this circular. The Rules of Procedures of the Shareholders' General Meeting is prepared in Chinese, if there is any inconsistency between the English and Chinese versions of the document, the Chinese version shall prevail.

13. Amendments to the Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd.

To further implement laws, regulations and regulatory requirements and promote the standardization of corporate governance systems, in accordance with the latest requirements of laws, regulations and regulatory systems such as the Company Law, the Listing Rules, the Notice on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law, and in light of the revision of the Articles of Association and the actual condition of the Bank, the Bank has proposed certain amendments to the existing Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd. (the **"Rules of Procedures of the Board's Meeting"**).

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The Amendments to the Rules of Procedures of the Board's Meeting shall be subject to the approval of the Shareholders at the AGM and will take effect after the new amendments to the Articles of Association have taken effect.

Before the amended Articles of Association takes effect, if the authorized person in the resolution on Amendments to the Bank's Articles of Association adjusts and modifies the Articles of Association of the Bank according to the authorization, the above authorized person is able to adjust and modify accordingly the Rules of Procedures of the Board's Meeting according to the actual situation.

Shareholders will consider the revised Rules of Procedures of the Board's Meeting at the AGM. For the comparative table of the amendments, please refer to Appendix VI of the Circular. The Rules of Procedures of the Board's Meeting is prepared in Chinese, if there is any inconsistency between the English and Chinese versions of the document, the Chinese version shall prevail.

14. Formulation of the Implementation Rules for Share Transfer of Zhongyuan Bank Co., Ltd.

In order to further standardize the equity transfer work of the Bank, to clarify the key points for examination and the duties of relevant departments, to prevent the risk of shareholder equity transactions and safeguard the legitimate rights and interests of shareholders, the Bank has proposed to formulate the Implementation Rules for Share Transfer of Zhongyuan Bank Co., Ltd. (the "**Implementation Rules for Share Transfer**") in accordance with the Company Law, the Interim Measures for the Equity Management of Commercial Banks, the Implementation of Administrative Licensing Matters Concerning Chinese-funded Commercial Banks, the Notice on the Regulation of Internal Staff Shares in Financial Enterprises, the Provisional Regulations on Equity Investments in Financial Institutions (《關於向金融機構投資入股的暫行規定》) and other laws and regulations, as well as the relevant provisions on the administrative rules of the equity registration and custody institution of the Bank, the Articles of Association, and the Measures for the Equity Management of Zhongyuan Bank Co., Ltd. The Implementation Rules for Share Transfer is prepared in Chinese, if there is any inconsistency between the English and Chinese versions of the document, the Chinese version shall prevail. The main contents of the Implementation Rules for Share Transfer are set out below:

I. Scope of Application

The transfer of H shares held by H shareholders shall be handled in accordance with the relevant provisions of the Stock Exchange, and the transfer of domestic shares held by domestic shareholders shall be handled in compliance with the relevant laws and regulations, regulatory requirements, Articles of Association and the relevant provisions of the Implementation Rules for Share Transfer.

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II. Principles of Transfer

Shares held by corporate Shareholders may only be transferred to other legal persons. Natural person shareholders shall ensure that the transfer of shares is carried out on the premise that the total number of natural person shareholders of the Bank does not increase, of which internal staff shares may not be transferred to external natural persons.

Except for certain circumstances, substantial shareholders¹ shall not transfer shares they hold within five years from the date of obtaining shares; Directors, Supervisors and senior management of the Bank shall not transfer in a given year during their terms of office more than 25% of the total number of shares of the Bank which they hold.

Shareholders shall not transfer shares in the following circumstances: (I) the shares are pledged or frozen; (II) the transferee has overdue loans or defaults in interest payment with the Bank, and the loans with the Bank are not overdue or defaults in interest payments but there are significant risk hazards, etc., which make it inadvisable for the transfer of the shares; or (III) Within twenty days prior to the date of the shareholders' general meeting or within five days before the reference date set by the Bank for the purpose of distribution of dividends.

III. Requirements for Approval

The shareholding ratios of shareholders and their related parties (within the meaning of domestic laws and regulations), persons acting in concert shall be consolidated. Transfers of less than 1% of the total amount of shares shall be filed with the Board of Directors; transfers of more than 1% but less than 5% of the total amount of shares shall be reported to the banking regulatory and administrative authorities; transfers of more than 5% of the total amount of shares shall be examined by the Board of Directors and reported to the banking regulatory and administrative authorities for approval. Any transferee, its related parties and persons acting in concert that, individually or in aggregate, intend to hold for the first time or to increase their aggregate holdings of more than 5% of the Bank's total capital or total number of shares shall be reported to the banking regulatory and administrative authorities for approval.

¹ Substantial shareholders as referred to in the Implementation Rules for Share Transfer are shareholders who holding or controlling 5% or more of shares or voting rights of the Bank, or holding less than 5% of total capital or total shares but having a significant impact on the operational management of the Bank.

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IV. Process of Transfer

After the transferor and the transferee of the shares have agreed on the transfer of shares, the shareholder (in the case of a corporate shareholder, his/her legal representative or authorized person shall present the identity proof; in the case of a natural person shareholder, himself/herself or his/her authorized person shall present the identity proof) shall bring the information required by the Bank to the Bank to complete the pre-vetting procedures for the transfer of shares. Shareholders should ensure that the information is true, accurate, complete and valid. Upon completion of the pre-approval procedures, if the Bank is required to report to the banking regulatory and administrative authorities, it shall be reported to the banking regulatory and administrative authorities within the prescribed time; if the Bank is required to obtain the approval of the banking regulatory and administrative authorities, it shall be considered by the Board of Directors and then banking regulatory and administrative authorities for approval within the prescribed time. After obtaining the relevant approvals or authorizations, the Bank will issue to the applicant a Notice of Pre-Approval of Share Transfer (《股份轉讓預先審核通知書》) (the “**Notice of Pre-Approval of Share Transfer**”), and the Shareholder is required to complete the share transfer procedures at the Shenzhen Branch of China Securities Depository & Clearing Corporation Limited within the validity period as stated in the Notice of Pre-Approval of Share Transfer. Upon completion of the Share Transfer, the transferor shall upload the share transfer register in the Equity System.

V. Supplemental Provisions

All “over”, “within”, “no more than” in Implementation Rules for Share Transfer include the relevant figure itself; “lower than”, “before” do not include the relevant figure itself.

Implementation Rules for Share Transfer shall be implemented from the date of approval at the AGM after consideration.

III. THE AGM AND THE CLASS MEETINGS

The Bank will physically hold the AGM and the subsequent Class Meetings at 3:00 p.m. on June 30, 2025 (Monday) at 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 relevant notices. The notices of the AGM and the Class Meetings are set out on pages AGM-1 to DCM-3 of this circular, and are available on the website of the Stock Exchange at www.hkexnews.hk and the Bank’s website at www.zybank.com.cn.

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Whether or not you intend to attend and/or vote at the AGM and/or the Class Meetings in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending in person or voting at the AGM and/or the Class Meetings or any adjournment thereof should you so wish. The form of proxy for the AGM and/or the Class Meetings is available on the website of the Stock Exchange at www.hkexnews.hk and the Bank's website at www.zybank.com.cn.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by the Shareholders at the AGM and the Class Meetings shall be taken by the way of poll, except where the chairman of the AGM and the Class Meetings in good faith decides to allow a resolution that 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 any of the resolutions to be proposed at the AGM and the Class Meetings, and therefore, no Shareholder is required to abstain from voting on any resolutions at the AGM and the Class Meetings.

The voting results of the AGM and the Class Meetings 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 AGM AND THE CLASS MEETINGS

The Bank's register of members will be closed from June 25, 2025 (Wednesday) to June 30, 2025 (Monday), 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 June 25, 2025 (Wednesday) shall be entitled to attend and vote at the AGM and/or the Class Meetings.

For a Shareholder to be eligible to attend and vote at the AGM and/or the Class Meetings, all transfer documents together with the relevant share certificates and other appropriate documents must be lodged with the H Share Registrar of the Bank, 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, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m., June 24, 2025 (Tuesday) for registration.

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If approved by the Bank's AGM, the payment of the 2024 final dividend is expected to be on August 5, 2025. The Bank's register of members will be closed from July 7, 2025 (Monday) to July 10, 2025 (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 July 10, 2025 (Thursday) shall be entitled to receive the 2024 final dividend.

For a Shareholder to be eligible for the 2024 final dividend, all transfer documents together with the relevant share certificates and other appropriate documents must be lodged with the H Share Registrar of the Bank, 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, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m., July 4, 2025 (Friday) for registration.

VI. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that all resolutions to be proposed at the AGM and the Class Meetings are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favor of all resolutions to be proposed at the AGM and the Class Meetings.

VII. OTHER INFORMATION

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

By Order of the Board
Zhongyuan Bank Co., Ltd.*
GUO Hao
Chairman

Zhengzhou, the PRC
June 9, 2025

* *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.*

Work Report of the Board of Directors of Zhongyuan Bank Co., Ltd. for 2024

In 2024, the Board of Directors of the Bank strictly complied with the Company Law, the Corporate Governance Guidelines for Banking and Insurance Institutions (《銀行保險機構公司治理準則》), the Listing Rules, the Articles of Association, and other relevant regulations. Guided by Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, the Board comprehensively implemented the decisions and policies of the Provincial Party Committee and Provincial People's Government, remained focused on the goal of "building a first-class city commercial bank and becoming the vanguard in the Henan financial army," strictly carried out all resolutions of the shareholders' general meeting, clarified the Bank's development positioning, urged the management to advance distinctive operations and differentiated development, and continuously enhanced the Bank's corporate governance capabilities and standards. All areas of work made steady and substantive progress, with continued positive momentum. The report on the work of the Board of Directors for 2024 and the work plan for 2025 is as follows:

I. OPERATING RESULTS DURING THE REPORTING PERIOD

As of the end of 2024, the Bank's total assets amounted to RMB1,365.197 billion (at the Group's caliber, the same as below), representing an increase of RMB18.751 billion from the beginning of the year. The balance of deposits (excluding accrued interest) stood at RMB889.434 billion, representing an increase of RMB51.913 billion from the beginning of the year. The total amount of loans (excluding accrued interest) was RMB714.455 billion, up RMB6.993 billion from the beginning of the year. The non-performing loan ratio was 2.02%. The Bank achieved an operating income of RMB25.955 billion and a net profit of RMB3.470 billion.

During the Reporting Period, the Bank received numerous accolades, including "Institution of the Year for High-Quality Development (年度高質量發展機構)," "Top Ten Iron-horse Banks (鐵馬十佳銀行)," "Best Brand Building Bank of the Year (年度最佳品牌建設銀行)," and "Financial Brand Annual New Media (Banking) (金融品牌年度新媒體(銀行))," among others. The Bank ranked 144th amongst the top 1,000 banks in the world by The Banker (UK) in 2024, and was successfully included in the Top 500 Listed Chinese Companies published by The Fortune (《財富》中國上市公司 500 強). Its social reputation and brand influence continued to improve.

II. REVIEW OF MAJOR WORK OF THE BOARD**(I) Upholding the leadership of the Party to provide strong political assurance**

The Bank fully implemented the spirit of the 20th National Congress of the Communist Party of China (the "Party") and the Second and Third Plenary Sessions of the 20th Central Committee of the Party, and transformed the spirit into powerful momentum for driving high-quality development. **Firstly**, the Bank

comprehensively strengthened the leadership of the Party, strictly implemented the Party Committee's pre-study procedure for decision-making on "major issues, important appointments and removals, major projects and the use of large amounts of money," and integrated Party leadership into all aspects of corporate governance to ensure the statutory position of the Party Committee within the corporate governance structure. **Secondly**, the Bank adhered to the principle of full and rigorous self-governance of the Party, made all-out efforts to prepare for inspections, and efficiently advanced rectification work. It launched Bank-wide special campaigns to address key issues such as abnormal employee conduct, achieving synergy between inspection, correction, and management, thereby effectively enhancing governance compliance and discipline. **Thirdly**, the Bank comprehensively strengthened Party building, implemented multiple measures to enhance Party-related initiatives, optimized the setup of Party organizations, and advanced the "streamlining, revision, and establishment" of Party Committee systems. These efforts have provided strong support and safeguards for the Bank's reform & development, transformation & upgrading, and efforts to become stronger and better.

(II) Clarifying strategic direction and fully serving the real economy

The Bank thoroughly studied and implemented the important instructions and remarks made by General Secretary Xi Jinping on financial and economic work, fully grasped the political and people-oriented nature of financial services, and clearly defined its mission as promoting high-quality financial development to support the practice of Chinese modernization in Henan. With a vision of building a first-class city commercial bank and becoming the "vanguard" in the Henan financial army, the Bank focused on the strategic goal of building "Four Banks": strengthening its role as a government bank, solidifying its role as an industrial bank, enhancing its role as a citizen bank, and expanding its role as a rural revitalization bank. The Bank worked to fully pool its strength for high-quality development and guided management in implementing the "Five Priorities", i.e. technology finance, green finance, inclusive finance, pension finance, and digital finance, and actively supporting the "Renewal and Trade-in (兩新)" initiative, which promotes greater private sector involvement in the large-scale renewal of equipment and the trade-in of consumer goods, the "Major Strategies and Key Fields (兩重)" initiative, which encourages greater private sector participation in major national projects and programs, including those aligned with major national strategies, and building up security capacity in key areas, and the "Three Batches (三個一批)" program promoting "a batch of contracts signed", "a batch of projects started" and "a batch of projects put into production". In 2024, the Bank achieved outstanding performance in policy-based technology finance, made significant progress in green finance and pension finance, and continuously pursued innovation in inclusive finance and digital finance.

(III) Improving corporate governance to enhance governance effectiveness

The Bank enhanced long-term mechanisms for corporate governance. It formulated a work plan, established problem and responsibility lists, and continuously improved its governance capabilities. It improved corporate governance system and closely monitored regulatory developments at home and abroad, and formulated regulations on information disclosure. It also revised policies such as the administrative measures on the remuneration of directors and supervisors and the rules of procedure of the Strategy and Development Committee under the Board. The Bank strengthened the management of Board meetings. Over the year, the Board convened 10 meetings, during which 126 proposals were reviewed or considered; the special committees under the Board held 36 meetings and reviewed or considered 139 proposals. The Bank enhanced directors' performance of duties. Directors were organized to actively participate in thematic discussions on related-party transactions, consumer rights protection, etc.; conducted on-site visits to branches to gain insights into county-level economies and rural financial services; and took part in specialized training programs on anti-money laundering, fintech, and other areas to enhance their professional competence in fulfilling Board responsibilities. The Bank also refined the performance evaluation system for directors by establishing scientifically designed and differentiated assessment indicators, ensuring objective and impartial evaluations. This system effectively reinforced incentives and constraints, thereby improving both the quality and efficiency of decision-making.

(IV) Strengthening equity management to effectively safeguard shareholder rights

The Bank standardized its equity management mechanisms. It formulated detailed implementation rules for share transfers to further clarify the specific procedures for shareholder equity transfers and ensure that such transfers are conducted in a lawful and regulated manner. It strictly adhered to regulatory requirements by continuously collecting shareholder information and conducting look-through management on shareholder qualifications, strengthening shareholder financing oversight, and regulating entry, share pledging, and other related matters to ensure disciplined shareholder conduct. The Bank actively maintained good investor relations, conducted visits to key shareholders, listened to the opinions and suggestions of shareholders, communicated equity management policies, handled inquiries from minority shareholders, efficiently processed shareholder transactions, and properly protected shareholder rights and interests. It also continuously improved the transparency and compliance of information disclosure. In accordance with domestic and international regulatory requirements, the Bank organized regular disclosures such as annual reports, interim reports, and ESG reports, as well as ad hoc disclosures concerning bond issuance and the absorption and merger of village and township banks.

(V) Coordinating the containment of new risks and resolution of legacy issues to continuously enhance risk control capabilities

The Bank enhanced its intelligent risk control capabilities by advancing the construction of an intelligent risk control system and launching a comprehensive risk management platform to build a unified risk view. It intensified efforts to both contain new risks and address existing ones by regularly recovering and revitalizing non-performing assets, deepening cooperation with public security and judicial authorities, and focusing on the resolution of key projects, successfully achieving the provincial targets for non-performing asset recovery. The Bank continued to strengthen internal control and compliance by improving the relevant systems, advancing anti-money laundering and counter-terrorist financing work, implementing employee conduct management, and reinforcing behavior monitoring and screening to prevent operational risks.

(VI) Refining capital management and continuously consolidating capital strength

The Bank continuously improved its capital management system, enhanced internal and external capital replenishment, and adopted multiple measures to raise capital and improve capital adequacy. It refined its capital management framework by revising regulations such as the Capital Management Measures of Zhongyuan Bank Co., Ltd. (《中原银行股份有限公司资本管理办法》) and the Consolidated Capital Management Measures of Zhongyuan Bank Co., Ltd. (《中原银行股份有限公司资本并表管理办法》), optimizing capital control processes. The Bank earnestly carried out capital replenishment. On July 10, 2024, Zhongyuan Bank successfully completed the book-building and issuance of RMB8 billion in tier-2 capital bonds in the national interbank bond market, with a coupon rate of 2.35%. The Bank completed interest payments and the full redemption of existing capital instruments, redeeming in full the RMB2 billion 2019 tier-2 capital bonds originally issued by the Bank of Jiaozuo China Travel Service Co., Ltd. in August 2024. The Bank defined its annual capital adequacy management targets, reviewed its 2024 capital adequacy control performance, and formulated the 2025 capital adequacy management plan to ensure stable capital adequacy levels.

III. WORK ARRANGEMENTS FOR THE BOARD IN 2025

In 2025, guided by Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, the Board of the Bank will fully implement the spirit of the 20th National Congress and the Second and Third Plenary Sessions of the 20th Central Committee of the Party. It will conscientiously carry out the decisions and deployments of the Provincial Party Committee and the Provincial People's Government, strengthen the overall leadership of the Party. With the goal of "building a first-class city commercial bank and becoming the vanguard in the Henan financial army," the Board will work in

unity to overcome challenges, continuously improve corporate governance, enhance the effectiveness of its duties, consolidate the positive momentum of sustained growth, and steadily advance high-quality development.

(I) Strengthening Party leadership to consolidate the foundation for development

The Bank will comprehensively enhance the Party leadership by improving the organizational system of the Party Committee and refining the decision-making mechanism for “major issues, important appointments and removals, major projects and the use of large amounts of money.” It will optimize the corporate governance structure, clarify the division of responsibilities among the Party Committee, the Board, and the executive management, and ensure that the Party Committee fully performs its role in setting the direction, handling the overall situation, and ensuring implementation. At the same time, the Bank will respect and support other governance bodies in exercising their powers in accordance with the law, ensuring that the policies and major decisions of the Party and the state are implemented in full in the Bank without compromise. The Bank will continue to uphold strict Party discipline across the board, strengthen Party conduct and integrity, and deepen rectification and reform through cases. Efforts will be made to advance strict Party governance, strict governance of the bank, and comprehensive supervision in a coordinated manner. The Bank will improve its internal inspection mechanism, effectively conduct inspection feedback and follow-up reviews, and provide fundamental support for high-quality development.

(II) Promoting strategy execution and uniting for development

The Bank will maintain strategic focus and adhere to its strategic blueprint, aligning all efforts with strategic goals and reinforcing execution. A strategic implementation assessment mechanism will be established to strengthen process management and supervisory oversight, with regular reviews to summarize lessons learned and promptly adjust and optimize strategic measures to ensure the successful completion of strategic tasks. Focusing on its core responsibilities and businesses, the Bank will actively serve and integrate into the new development paradigm and thoroughly implement the “Five Priorities.” It will intensify support for major national strategies and key projects, allocating more resources to technological innovation, advanced manufacturing, green development, and small and micro enterprises, and align its development closely with local economic growth. The Bank will focus on the “Four Banks” branding strategy. It will continue to strengthen its role as a government bank by deepening cooperation with government authorities, proactively supporting the implementation of major provincial strategies, and contributing to regional economic development. It will focus on becoming a robust industrial bank by aligning with Henan Province’s economic restructuring and industrial development trends, deepening services for industrial chains and featured industries, developing industry maps, and creating tailored industrial solutions to

accelerate the transformation into an industry-focused bank. It will strive to become a strong citizen bank by meeting the diverse financial needs of citizens — such as consumption, entrepreneurship, and wealth management — through differentiated product offerings and an enhanced customer experience. It will also make every effort to grow into a rural revitalization bank by building a distinctive county-level service system, developing model county branches, and enhancing financial services in rural areas.

(III) Improving corporate governance and enhancing operational efficiency

The Bank will improve its corporate governance structure, optimize the composition of the Board, and ensure that Board members possess a structurally advantageous mix of professionalism and diversity, thereby laying a solid foundation for scientific decision-making by the Board. It will refine its corporate governance system by revising the Articles of Association and other corporate governance rules in accordance with the latest requirements of the Company Law, thereby further improving the governance framework and strengthening the institutional foundation. Continuous efforts will be made to build a long-term corporate governance mechanism, establishing a governance system tailored to the Bank's characteristics to effectively enhance the standardization, professionalism, and effectiveness of its governance practices. The Bank will focus on improving the operational efficiency of the Board and its special committees by streamlining and optimizing the procedures for convening governance meetings, strengthening closed-loop management, and further enhancing the efficiency of decision-making and its communication and implementation. It will fully leverage the advisory role of the Board's special committees, continuously enrich the forms through which directors perform their duties, and strengthen research, discussions, and training activities, in order to improve the effectiveness of directors in fulfilling their responsibilities.

(IV) Enhancing equity management and improving service quality

The Bank will actively respond to the latest regulatory requirements by revising and improving its equity management-related policies. It will optimize detailed implementation rules for day-to-day shareholder equity transactions, in order to strengthen internal compliance while facilitating shareholders' compliant performance of their duties. It will enhance its shareholder communication mechanisms by increasing the frequency of visits and interactions with shareholders. It will leverage technology to improve and upgrade the shareholder equity management system, thereby enhancing the proactivity and foresight of shareholder equity risk prevention and control, and improving the quality and efficiency of shareholder services.

(V) Strengthening risk management and reinforcing compliance defenses

The Bank will strengthen the development of intelligent risk control by integrating end-to-end credit information, enriching data dimensions, improving model strategies, and expanding application scenarios to achieve a dual-engine approach of offline approval and online decision-making support. Policies and regulations will be embedded into systems and processes to ensure rigid risk control. It will make every effort to curb new risks and resolve existing ones by diversifying disposal methods for non-performing assets and continuously improving the quality and efficiency of non-performing asset resolution. Adhering to the principles of “re-evaluating risks, redesigning solutions, and reinforcing quality,” the Bank will conduct comprehensive reviews of existing businesses and implement proactive exits where necessary. It will also strengthen the control of non-performing loans through enhanced process management and stringent control over new non-performing exposures. Internal control, compliance, and audit supervision will be enhanced. The compliance system will be improved, and the responsibilities of the first, second, and third lines of defense in compliance management will be clearly defined and effectively implemented. Awareness of proactive compliance will be enhanced, along with pre-incident risk control. Efforts to promote the rule of law will be deepened to ensure that legal principles are emphasized and strictly observed in all aspects of operation and management. An internal audit risk assessment framework will be established to achieve full coverage of audit supervision across businesses, institutions, and positions. The Bank will pioneer an innovative “Audit+” model, promoting integrated coordination among audit supervision, intra-Party supervision, compliance supervision, and business supervision.

(VI) Establishing long-term mechanisms to strengthen capital replenishment

The Bank will deeply understand the requirements under the new capital regulations and establish a long-term capital replenishment mechanism centered on internal sources while combining internal and external sources. The Bank will continue to promote economic capital management, fully leveraging the role of economic capital in budget management, resource allocation, and performance evaluation, thereby improving the level of capital management.

In 2025, under the strong leadership of the Provincial Party Committee and the Provincial People’s Government, the Board of the Bank will remain confident and focused, forge ahead with determination, pursue progress through concrete actions, stay committed to its core responsibilities and principal business, enhance service capabilities, accelerate transformation and development, strengthen risk prevention and control, and strive to take the lead as a “vanguard” in the Henan financial army. The Bank will contribute new momentum and long-term strength to the high-quality development of finance in the province, and strive to write a new chapter for promoting Chinese–Style Modernization in Zhongyuan.

Work Report of the Board of Supervisors of Zhongyuan Bank Co., Ltd. for 2024

In 2024, the Board of Supervisors of the Bank thoroughly studied and implemented Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, firmly promoted the integration of Party leadership into corporate governance, and adhered to the principle of ensuring the implementation of the central government's decisions and arrangements and regulatory requirements as key focus areas of supervision. Under the leadership of the Party committee of the head office, the Board of Supervisors, based on its legal footing, responsibilities, and obligations, diligently performed supervisory responsibilities, continuously innovated work mechanisms, and actively improved the supervision quality and effectiveness. These efforts have effectively safeguarded the lawful rights and interests of the Bank, Shareholders, employees, and other stakeholders, thereby making a positive contribution to the Bank's high-quality development.

I. MAJOR WORK FOR 2024**(I) Practicing pragmatism, ensuring compliance, and diligently fulfilling legal responsibilities**

Centered on the Bank's strategic objectives, the Board of Supervisors paid close attention to core operations and management areas such as finance, risk, and internal control, and arranged meeting agenda items thoughtfully. Throughout the year, the Board of Supervisors held nine meetings, at which 93 items were heard or considered. Additionally, 10 meetings of the special committees under the Board of Supervisors were held, at which 89 items were heard and considered. These meetings thoroughly examined and reviewed proposals concerning periodic financial reports, profit distribution, comprehensive risk management, capital management, consolidated management, internal control compliance, data governance, rectifications based on regulatory notices, internal audits, and consumer rights protection. The Board of Supervisors arranged for its members to attend the shareholders' general meetings on two occasions and to be present at 10 Board meetings, providing oversight on the legality and compliance of the directors' deliberation and decision-making processes at the Board meetings. The Board of Supervisors issued a total of 43 recommendations and suggestions through the meetings, with ongoing follow-up to ensure their effective implementation.

(II) Improving the quality and efficiency of off-site supervision through exploration and research

By proactively aligning with regulatory requirements, industry trends, operational practices, and frontline activities, the Board of Supervisors continuously strengthened off-site supervision. Monthly supervision reports were issued. These reports sorted out basic modules such as strategic transformation indicators, differentiated development indicators in specialized operations, financial and risk supervision indicators, and core regulatory indicators. Through industry analysis and peer comparisons, targeted recommendations were provided to continually improve the quality and efficiency of off-site supervision.

(III) Enhancing investigations and enriching supervision outcomes

Following a problem-oriented approach, the Board of Supervisors aimed to conduct thorough and meaningful investigations. Focusing on the Bank's key work such as development strategies, supporting the real economy, risk prevention and control, and non-performing asset disposal, it carried out on-site inspections of branches, sub-branches and affiliated institutions. Specialized investigations were also undertaken for consumer complaints across the Bank, the development of personal credit business and automated equipment services. Furthermore, it conducted written research and analysis on outlet layout in the top 20 county economies in the whole province as well as the regulatory and administrative penalty of banks in the province. Based on the findings from these investigations, it submitted 19 recommendations for improvement to the Board of Directors and the management, thereby contributing to the high-quality development of the Bank.

(IV) Focusing on key areas to effectively enhance supervision quality and effectiveness

Strengthening strategic supervision to promote the formulation and implementation of strategies. The Board of Supervisors intensified its supervision over the formulation and implementation of strategies, incorporating assessments of strategic plan progress into its core investigative activities. It conducted field surveys to collect feedback and suggestions from frontline units and provided timely responses to the Board of Directors and relevant functional departments. It held specialized forums focusing on the Bank's strategic planning process, and contributed relevant ideas and recommendations to ensure the scientific rigor, rationality, and stability of these new strategies, thus continuously amplifying its supervisory value.

Sharpening financial supervision to facilitate more refined management practices. The Board of Supervisors consistently enhanced its supervision of the Bank's key financial activities, the engagement of external audit institutions, the preparation of periodic reports, profit distribution plans, and capital adequacy. It reviewed the authenticity, accuracy, and completeness of periodic reports to ensure that the preparation processes, review procedures, and key content of these reports adhere to legal and regulatory standards. Through participating in annual external audit performance meetings and external audit quality assessments, it fostered closer communication with external audit institutions, gained insights into and analyzed their annual audit results and thereby promoted ongoing enhancements in audit quality and efficiency. In addition, with a focus on capital management, the Board of Supervisors advanced toward a lighter capital structure and tightened cost controls. Furthermore, an annual financial budgeting symposium was convened to review and analyze the development of the financial budget, with the aim of continually enhancing the quality and effectiveness of financial supervision.

Bolstering risk supervision to ensure effective risk prevention and mitigation. Guided by the principle of preventing risks and promoting development, the Board of Supervisors reviewed proposals related to the Bank's comprehensive risk management, information technology risk management, reputation risk management, consolidated management, and risk appetite, thereby enhancing comprehensive risk supervision in daily operations. Furthermore, it intensified monitoring of risks associated with key areas and convened specialized forums to analyze and identify potential risk points within its operations. Based on efforts to strengthen risk management capabilities, establish a robust comprehensive risk framework, improve credit concentration controls, and promote measures to control the new risks while addressing the existing ones, it offered relevant recommendations and urged the management to reinforce risk controls in critical areas, supporting the Bank in maintaining a prudent risk appetite and further enhancing its robust risk defenses.

Emphasizing internal control supervision to fortify the foundation of compliance with internal control standards. The Board of Supervisors conducted regular reviews of internal control assessment reports, and maintained vigilance over the effectiveness of the internal control system. Key areas of focus include anti-money laundering, related party transactions management, consumer rights protection, incident prevention, and employee conduct audit. It also conducted consumer complaint surveys, seeking to enhance the quality and effectiveness of consumer complaint management. Additionally, it remained attentive to regulatory communications, prioritized issue remediation, and performed specialized research and analysis on regulatory and administrative penalties imposed on peer institutions within the province. By proactively identifying internal control management challenges of the Bank, it offered targeted recommendations and promoted efforts to improve the robustness and effectiveness of the internal control framework.

Strengthening duties supervision to ensure that Directors, Supervisors and senior management perform their responsibilities diligently. The Board of Supervisors enhanced supervision of the performance of duties by the Directors, Supervisors and senior management, and embedded supervision of duty performance into every aspect of daily operations through proposal reviews, participation in the meetings of the Board and the management, report briefings, report reviews, and investigative activities. Particular attention was given to the decision-making, implementation and promotion of significant matters and key operational initiatives by the Board and the management, aiming to gain comprehensive insights into the performance of duties by the Directors, Supervisors and senior management. It also refined duty performance records to establish a solid foundation for performance evaluations.

(V) Maintaining independence and objectivity to ensure thorough and effective performance evaluations

Optimizing and improving the performance evaluation system. By focusing on five evaluation dimensions, namely “performance of loyalty obligations, diligence obligations, professionalism, independence and ethical standards, as well as compliance”, the Board of Supervisors incorporated best performance evaluation practices from industry peers, and comprehensively reviewed and refined its approach to assessing the performance of duties by the Directors, Supervisors and senior management. Adopting a scientific and standardized approach to conduct performance evaluations. Building on self-assessments and peer reviews, the Board of Supervisors employed methods such as document reviews, on-site interviews related to duty performance, and survey questionnaires to facilitate third-party external evaluations, thereby encouraging diligent and responsible conduct in Directors, Supervisors and senior management’s duties.

(VI) Ensuring integrated coordination to enhance duty effectiveness

Strengthening external communication to secure broader support for its initiatives. The Board of Supervisors regularly reported its work, while proactively following up on emerging requirements for its work, aiming to obtain more policy guidance and regulatory assistance. Enhancing internal coordination and increasing joint efforts in supervision. The Board of Supervisors strengthened the communication with big supervision lines to promote shared information and efficient coordination. It actively participated in regular meetings of comprehensive supervision leading group of the Bank, and shared the supervision recommendations.

(VII) Solidifying the foundation and enhancing internal capabilities

Continually refining the supervisory management systems. The Board of Supervisors developed guiding documents, including the Suggestions for Optimizing and Enhancing the Work of the Board of Supervisors (《關於優化提升監事會工作的意見建議》), the Responsibilities Checklist of the Board of Supervisors (《監事會履職清單》), the Manual for Daily Supervisory Procedures of the Board of Supervisors (《監事會日常監督工作流程手冊》), and the Report on the Overall Approach and Key Work Objectives for 2024 of the Third Session of the Board of Supervisors (《關於第三屆監事會整體工作思路和2024年主要工作計畫的報告》), laying a sound foundation to ensure the supervisory duties are carried out in an organized, effective manner. Consolidating and improving the capacity to fulfill responsibilities. The Board of Supervisors implemented a standardized learning system, and participated in training programs covering topics such as the interpretation of amendments to the Company Law, Practical Workshops on the Roles of the Board of Directors, the Board of Supervisors and the Audit Committee of Commercial Banks under the New Company Law (《新公司法下商業銀行董事會

與監事會及審計委員會工作實務研修班》), as well as specific training on “anti-money laundering” and “financial technology empowering the development of new quality productive forces”, continuously improving professional expertise and duty effectiveness.

II. INDEPENDENT OPINIONS OF THE BOARD OF SUPERVISORS ON RELEVANT ISSUES

(I) Introduction to operation compliance

During the Reporting Period, the Bank saw compliant operations and standardized management, and its decision-making procedure was in compliance with the relevant provisions of laws, regulations, and the Articles of Association. No violations of laws, regulations, the Articles of Association or other acts against the interests of the Bank and Shareholders were found during the performance of duties by the Directors and senior management of the Bank.

(II) Introduction to the financial report

The 2024 financial report of the Bank was audited by Baker Tilly China Certified Public Accountants and Baker Tilly Hong Kong engaged by the Board of Directors of the Bank, which have issued a standard unqualified audit report; the Board of Supervisors is in the opinion that the preparation of the annual financial report and the audit procedure were in compliance with laws, regulations and regulatory requirements, and its content truly, accurately and completely reflected the financial conditions and operating results of the Bank.

(III) Related party transactions

During the Reporting Period, the Board of Supervisors supervised the management of the related party transactions of the Bank and considered that they were in compliance with the relevant provisions of national laws and regulations and the Articles of Association, and no inside trading and behaviors that damage the rights and interests of Shareholders and the interests of the Bank were found.

(IV) Internal control

During the Reporting Period, the Bank paid great attention to the building of the internal control system, and no major deficiencies were found in the internal control system or its implementation.

(V) Implementation of information disclosure

During the Reporting Period, the Bank performed its obligation of information disclosure strictly in accordance with the requirements of regulatory policies, conscientiously implemented the management system of information disclosure affairs, disclosed information in a timely and fair manner, and no false records, misleading statements or major omissions in the disclosed information were found.

(VI) Implementation of resolutions of shareholders' general meetings

During the Reporting Period, the Board of Supervisors organized its members to attend the shareholders' general meetings. They had no objections to the contents of reports and proposals submitted by the Board of Directors of the Bank to the shareholders' general meeting for consideration, carried out supervision on the implementation of the shareholders' general meeting's resolutions and considered that the relevant resolutions of the shareholders' general meeting can be duly implemented by the Board of Directors.

In 2025, the Board of Supervisors will follow the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, fully implement the directives of the Central Economic and Financial Work Conferences and closely align with Zhongyuan Bank's goal of "building a first-class city commercial bank and becoming the vanguard in the Henan financial army". With the aim of fully enhancing the value of supervision, it will work cohesively, perform its duties diligently, and foster high-quality development of the Bank through high-quality supervisory practices.

Capital Adequacy Ratio Report for 2024 and Capital Adequacy Ratio Plan for 2025

Part I: Capital Adequacy Ratio Report for 2024

I. CAPITAL ADEQUACY RATIO STATUS

(I) Scope of consolidated statement

In 2024, the Bank calculated the capital adequacy ratio in accordance with the Regulation Governing Capital of Commercial Banks. The calculation scope of the consolidated capital adequacy ratio included the Bank and subsidiaries of financial institutions that are included in the scope of consolidated financial statements in accordance with the provisions of the Regulation Governing Capital of Commercial Banks.

Table 1 Basic Information on the Invested Institutions Included into the Scope of Consolidated Statement

No.	Name of Invested Institution	Direct Shareholding Ratio of the Bank	Place of Registration
1	Xinxiang Zhongyuan County Bank Co., Ltd. (新鄉中原村鎮銀行股份有限公司)	78.46%	Xinxiang, Henan Province
2	Xinyang Pingqiao Zhongyuan County Bank Co., Ltd. (信陽平橋中原村鎮銀行股份有限公司)	51.73%	Xinyang, Henan Province
3	Jiaxian Guangtian County Bank Co., Ltd. (郊縣廣天村鎮銀行股份有限公司)	51.28%	Pingdingshan, Henan Province
4	Suiping Zhongyuan County Bank Co., Ltd. (遂平中原村鎮銀行股份有限公司)	51.02%	Zhumadian, Henan Province
5	Qixian Zhongyuan County Bank Co., Ltd. (淇縣中原村鎮銀行股份有限公司)	51.00%	Hebi, Henan Province
6	Puyang Zhongyuan County Bank Co., Ltd. (濮陽中原村鎮銀行股份有限公司)	51.00%	Puyang, Henan Province
7	Xiangcheng Zhongyuan Rural Bank Co., Ltd. (襄城中原村鎮銀行股份有限公司)	51.00%	Xuchang, Henan Province
8	Linzhou Zhongyuan County Bank Co., Ltd. (林州中原村鎮銀行股份有限公司)	51.00%	Linzhou, Henan Province
9	Luohe Yancheng Zhongyuan County Bank Co., Ltd. (漯河郾城中原村鎮銀行有限責任公司)	51.00%	Luohe, Henan Province
10	Xiping Zhongyuan County Bank Co., Ltd. (西平中原村鎮銀行股份有限公司)	43.69%	Zhumadian, Henan Province
11	Mengjin Minfeng County Bank Co., Ltd. (孟津民豐村鎮銀行股份有限公司)	34.58%	Luoyang, Henan Province

No.	Name of Invested Institution	Direct Shareholding Ratio of the Bank	Place of Registration
12	Henan Luanchuan Minfeng County Bank Co., Ltd. (河南欒川民豐村鎮銀行股份有限公司)	30.33%	Luoyang, Henan Province
13	AB Leasing Co., Ltd. (邦銀金融租賃股份有限公司)	90.00%	Zhengzhou, Henan Province
14	BOL Financial Leasing Co., Ltd. (洛銀金融租賃股份有限公司)	57.50%	Luoyang, Henan Province

(II) Capital adequacy ratio¹

The measurement of the Bank's capital and risk-weighted assets satisfies the regulatory requirements of the Regulation Governing Capital of Commercial Banks issued by the National Financial Regulatory Administration. As of December 31, 2024, the capital adequacy ratio, the tier-one capital adequacy ratio and the core tier-one capital adequacy ratio of the Bank were 13.02%, 10.93% and 8.46%, respectively, representing an increase of 1.38 percentage points, 0.49 percentage point and 0.36 percentage point, respectively, as compared with those of the end of last year. Due to the implementation of new capital regulations, a significant cost-saving effect has been released, which has promoted the increase in the capital adequacy ratio.

Table 2 Capital Adequacy Ratio at All Levels*Unit: RMB100 million, %*

Items		December 31, 2024	December 31, 2023	Changes
Net capital	Core tier-one capital	763.03	769.06	-6.03
	Net tier-one capital	985.77	991.71	-5.94
	Net capital	1,174.16	1,106.27	67.89
Risk-weighted assets		9,016.09	9,500.17	-484.08
Capital adequacy ratio	Core tier-one capital adequacy ratio	8.46%	8.10%	0.36%
	Tier-one capital adequacy ratio	10.93%	10.44%	0.49%
	Capital adequacy ratio	13.02%	11.64%	1.38%

¹ The data cover the Group.

(III) Particulars of capital¹

As of December 31, 2024, the net capital of the Bank was RMB117,416 million, representing an increase of RMB6,789 million as compared with that of the end of last year, the net tier-one capital and the net core tier-one capital were RMB98,577 million and RMB76,303 million, respectively, representing a decrease of RMB594 million and RMB603 million, respectively, as compared with those of the end of last year. Specifically, the increase in net capital was mainly due to the issuance of RMB8,000 million of tier-two capital bonds, and the increase in core tier-one capital deductions was primarily attributable to the capital consumption for net deferred tax assets.

Table 3 Capital composition*Unit: RMB100 million*

Items		December 31, 2024	December 31, 2023	Changes
Net core tier-one capital		763.03	769.06	-6.03
Net tier-one capital		985.77	991.71	-5.94
Net capital		1,174.16	1,106.27	67.89
Composition of core tier-one capital	Share capital	365.50	365.50	0.00
	Qualifying portion of capital reserve	190.04	190.22	-0.18
	Surplus reserve	34.19	31.08	3.11
	General risk reserve	166.79	165.48	1.31
	Retained earnings	47.83	24.32	23.51
	Qualifying portions of non-controlling interests	20.62	20.41	0.21
	Qualifying portions of other reserves	21.24	3.92	17.32
	Other tier-one capital	222.74	222.66	0.08
Tier-two capital		188.39	114.56	73.83
Core tier-one capital deductions		-83.18	-31.87	-51.31

¹ The data cover the Group.

II. CAPITAL MANAGEMENT

(I) Enhancing the level of refined capital management

The Bank improved the construction of rules and systems and enhanced the refined management level of RWA, to ensure sufficient capital levels and improve its risk resistance capability. **Firstly**, the Bank improved the capital management rules and systems by revising the Capital Management Measures of Zhongyuan Bank and Capital Consolidation Management Measures of Zhongyuan Bank, and optimizing capital control procedures. **Secondly**, the Bank strengthened its capital replenishment capabilities to lay a solid foundation for business development, and issued tier-two capital bonds to supplement tier-two capital of RMB8 billion, effectively boosting the Bank's capital adequacy ratio. **Thirdly**, the Bank continuously improved the risk-weighted asset management mechanism by issuing the plan for capital and risk-weighted asset management of the whole Bank in 2024, establishing the quota adjustment and allocation mechanisms for risk-weighted assets among the head office's departments, monitoring the utilization of assets across departments and various business lines, so as to ensure compliance with the regulatory requirements for the three-tier capital adequacy ratio. **Fourthly**, the Bank promoted the implementation of new capital regulations in an orderly manner and effectively saved capital. It advanced the refined capital measurement under the "First Pillar", improved the internal capital adequacy assessment system under the "Second Pillar", and implemented the information disclosure requirements of the new capital regulations under the "Third Pillar".

(II) Continuously carrying out internal capital adequacy assessments

The Bank regularly carried out internal capital adequacy assessments. The assessment process includes governance structure, policies and rules, risk appetite, risk identification and assessment, stress testing, capital planning and management objectives, covering the main processes of risk management and capital management. Based on a comprehensive consideration and assessment of the major risks faced by the Bank, the level of matching between capital and risks is measured and an integrated risk and capital management system is established to ensure that a capital level appropriate to its own risk profile is maintained in different market environments. The Bank has continued to promote the optimization of its internal capital adequacy assessment methodology and has developed a more standardized governance structure, sound policies and systems, a complete assessment process, a regular monitoring and reporting mechanisms and internal audits, which have facilitated the adaptation of the Bank's capital to its development strategy, operating conditions and risk levels, thus meeting external regulatory requirements and internal operational management needs. At present, the Bank's capital adequacy levels are commensurate with its risk management capability, and its capital planning matches its operating conditions, changing risk trends and long-term development strategies, maintaining an appropriate capital buffer on the basis of adequate risk coverage and laying a solid foundation for sound operation and sustainable business development.

(III) Implementing capital management plans and management plans for capital adequacy ratio

In compliance with the relevant requirements of regulatory authorities, the Bank formulated the Capital Management Plan of Zhongyuan Bank Co., Ltd. for 2023-2025 in 2023. The capital plan is set in compliance with regulatory requirements. Based on the Bank's business development plan for 2023-2025, the Bank has forecasted the future demand for capital replenishment by referring to the capital adequacy of listed banks with trillion-level assets and fully considering factors such as constraints on endogenous capital growth resulting from the pressure on profitability during the economic downtrend, to ensure that the capital adequacy levels meet the regulatory requirements and needs of operation and management.

In 2024, the Bank developed an annual management plan for capital adequacy ratio in accordance with its medium- and long-term capital management plan to ensure that the annual capital management plan is compatible with various business plans and that the capital adequacy levels satisfy the internal management requirements. The Bank dynamically monitored, tracked and analyzed the level of capital adequacy ratio and adopted measures such as reasonably controlling the asset growth rate, adjusting the structure of risky assets, continuously disposing of low-yield assets, and improving internal capital accumulation to prevent potential risks, thereby supporting the sustainable development of its various businesses.

Part II: Capital Adequacy Ratio Plan for 2025**I. CAPITAL ADEQUACY RATIO MANAGEMENT TARGETS FOR 2025****(I) Regulatory policy requirements and business development needs**

Firstly, according to the Regulation Governing Capital of Commercial Banks (《商業銀行資本管理辦法》), the minimum requirements for core tier-one capital adequacy ratio, tier-one capital adequacy ratio and capital adequacy ratio are 7.5%, 8.5% and 10.5%, respectively.

Secondly, the target of capital adequacy ratio is set on the basis of the annual operation plan, upon full consideration of the changes in risk-weighted assets and the endogenous capital growth due to business development, in combination with the operation strategy orientation of “light capital and light costs”, thus improving the efficiency of capital use. According to the asset and liability development target of the Bank for 2025, the Bank has made the capital adequacy ratio plan for 2025 after comprehensively considering various factors, such as profitability and dividend policy.

In 2025, the Bank will continue to strengthen support for retail small and micro businesses, increase the proportion of investment-grade corporate clients, vigorously develop science and technology innovation businesses, and actively support businesses of key customer groups such as national high-tech enterprises, small and medium-sized technology-based enterprises, “specialized, refined, distinctive, and innovative” SMEs, and “little giant” enterprises, pursuing a differentiated development path in order to become an industry bank. Its asset structure will be further tilted towards credit assets, and the asset allocation will continue to return to its original purpose.

(II) Capital adequacy ratio target in 2025

Taking into account the above regulatory policy requirements, capital planning requirements, business development needs in 2025 and other factors, the Bank’s target levels for the three-tier capital adequacy ratios under the parent bank criteria are expected to be no less than 7.63%, 9.00% and 11.00% in 2025, respectively, which comply with regulatory requirements.

If there are significant changes in the economic and financial situation or in regulatory requirements in the current year, the Bank will adjust its management targets for capital adequacy ratio in due time.

II. ADMINISTRATIVE MEASURES FOR CAPITAL ADEQUACY RATIO**(I) Continuing to adjust the asset structure and vigorously developing capital-light businesses**

The Bank will continue to support the development of the real economy as its business philosophy, promote the “light capital and light costs” business model, continue to adjust and optimize the structure of the on- and off-balance sheet assets, and increase the proportion of the on- and off-balance sheet businesses with high comprehensive income and low capital occupation. **Firstly**, the Bank will first develop small and micro credit and retail credit business with low capital consumption, and increase the proportion of investment-grade corporate clients. **Secondly**, the Bank will steadily increase the scale of low capital consumption bonds, especially the local government bonds that support the construction of local economy. **Thirdly**, the Bank will gradually adjust its structure in inter-bank asset, and increase the proportion of investment-grade assets. At the same time, the Bank will vigorously develop its businesses, such as transaction banking with low capital consumption, in order to increase revenue and reduce capital consumption.

(II) Refining the management of various assets to reduce the coefficient on risk-weighted assets

The Bank will continue to strengthen the refined management of various assets to realize the penetration measurement of risk-weighted assets and save capital consumption. **Firstly**, the Bank will strengthen the management and control of risk-weighted asset limits for each line, guide business lines to manage risk-weighted asset quotas in a refined manner, and enhance the awareness of capital conservation. **Secondly**, the Bank will proactively adjust the structure and maturity of businesses with relatively high capital consumption, and reduce capital consumption by increasing penetration and risk mitigation. **Thirdly**, the Bank will strengthen the management and control of inefficient assets on and off the balance sheet and continue to proactively clean up the expired assets on and off the balance sheet to reduce the occupation of invalid assets.

(III) Improving the economic capital assessment system and constantly optimizing the capital assessment methods

To improve the capital constraint incentive mechanism, the Bank will closely combine the capital allocation with budget management and performance assessment, and also gradually implement a performance evaluation and appraisal mechanism centered on EVA (Economic Value Added), and RAROC (Risk-Adjusted Return On Capital), to ensure the capital cost concept and the philosophy of capital management are integrated into all aspects of operation and management, so as to realize the steady development of all businesses under regulatory constraints in accordance with the allocation principle of “risk and return optimization”.

(IV) Replenishing capital through multiple channels to ensure a stable capital adequacy level

Keeping a close eye on the regulatory policies and market conditions, the Bank will actively study various capital replenishment instruments, and strengthen communication and reporting to superior authorities. Taking into account the Bank's contribution to the regional economy and its influence on the regional banking industry, the Bank will strive to increase support, and ensure that the Bank's capital adequacy ratio remains consistently above the target level, thus providing a strong guarantee for the steady development of the Bank.

The Articles of Association
(Comparative Table of the Amendments)

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
1.	<p>Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the “Bank”), its shareholders and creditors, and regulating the organization and activities of the Bank, the Articles of Association (the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Corporate Governance Guidelines for Banking and Insurance Institutions and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Constitution of the Communist Party of China (the “Party Constitution”) as well as other relevant laws and regulations, departmental rules, relevant regulations of the securities regulatory authorities in the locality in which the shares of the Bank are listed in light of the actual condition of the Bank.</p>	<p>Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the “Bank”), its shareholders and creditors, and regulating the organization and activities of the Bank, the Articles of Association (the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Corporate Governance Guidelines for Banking and Insurance Institutions and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Constitution of the Communist Party of China (the “Party Constitution”) as well as other relevant laws and regulations, departmental rules, relevant regulations of the securities regulatory authorities in the locality in which the shares of the Bank are listed in light of the actual condition of the Bank.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
2.	<p>Articles 11 The Bank shall establish the organizations of the Communist Party of China in accordance with the Party Constitution and the Company Law. The Party Committee shall play the core leadership and core political role of providing direction, managing the overall situation and ensuring implementation. The Bank shall also establish the working organs of the Party, which shall be equipped with sufficient fulltime staff to deal with Party affairs and provided with sufficient funds to operate the Party organizations.</p>	<p>Articles 11 The Bank shall establish the organizations of the Communist Party of China in accordance with the Party Constitution and the Company Law. The Party Committee shall play the core leadership and core political role of providing direction, managing the overall situation and ensuring implementation. The Bank shall also establish the working organs of the Party, which shall be equipped with sufficient fulltime staff to deal with Party affairs and provided with sufficient funds to operate the Party organizations.</p> <p><u>According to the relevant laws, the Bank establishes a sound democratic management system with employee representative meeting as its basic form, exercises democratic management by way of employee representative meeting or other means.</u></p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
3.	<p>Article 17 Shares issued by the Bank to the domestic investors which are subscribed in RMB shall be referred to as “domestic shares”. Shares issued by the Bank to the overseas investors which are subscribed in foreign currency shall be referred to as “foreign shares”. Foreign shares that are listed overseas shall be referred to as “overseas listed foreign shares”.</p> <p>Shares issued with approval from authorities authorized by the State Council and listed and traded on overseas stock exchanges with approval from overseas securities regulatory authorities shall be referred to as “overseas listed shares”.</p> <p>Overseas listed foreign shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) are referred to as H shares.</p> <p>Domestic shares issued by the Bank are retained under centralized depository of the relevant securities depository institutions for safe custody; whereas H shares of the Bank are mainly retained under the safe custody of entrusted Hong Kong securities clearing companies and such shares may also be held under the personal names of shareholders.</p> <p>The foreign currencies mentioned in the preceding paragraph refer to the legal tenders, other than RMB, of other jurisdictions and are recognized by the PRC foreign exchange administration authorities for payment to the Bank for share capital.</p>	<p>Article 17 Shares issued by the Bank to the domestic investors which are subscribed in RMB shall be referred to as “domestic shares”. Shares issued by the Bank to the overseas investors which are subscribed in foreign currency shall be referred to as “foreign shares”. Foreign shares that are listed overseas shall be referred to as “overseas listed foreign shares”.</p> <p>Shares issued with approval from authorities authorized by the State Council and listed and traded on overseas stock exchanges with approval from overseas securities regulatory authorities shall be referred to as “overseas listed shares”.</p> <p>Overseas listed foreign shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) are referred to as H shares.</p> <p>Domestic shares issued by the Bank are retained under centralized depository of the relevant securities depository institutions for safe custody; whereas H shares of the Bank are mainly retained under the safe custody of entrusted Hong Kong securities clearing companies and such shares may also be held under the personal names of shareholders.</p> <p>The foreign currencies mentioned in the preceding paragraph refer to the legal tenders, other than RMB, of other jurisdictions and are recognized by the PRC foreign exchange administration authorities for payment to the Bank for share capital.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>To the extent permitted by the relevant laws, administrative regulations and departmental rules, shareholders of the Bank may trade in unlisted shares on overseas stock exchanges upon approval from the relevant regulatory authorities such as the banking regulatory and administrative authorities under the State Council and the securities regulatory and administrative authorities under the State Council. The trading of the aforementioned shares on overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of the overseas stock exchange. No class shareholders' meeting is required to be convened in respect of the trading of aforesaid shares on a foreign stock exchange.</p>	<p>To the extent permitted by the relevant laws, administrative regulations and departmental rules, shareholders of the Bank may trade in unlisted shares on overseas stock exchanges upon approval from the relevant regulatory authorities such as the banking regulatory and administrative authorities under the State Council and the securities regulatory and administrative authorities under the State Council. The trading of the aforementioned shares on overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of the overseas stock exchange. No class shareholders' meeting is required to be convened in respect of the trading of aforesaid shares on a foreign stock exchange.</p>
4.	<p>Article 18 The total number of ordinary shares that the Bank may issue upon approval by the examination and approval departments authorized by the State Council is 36,549,823,322.</p> <p>The Bank's ordinary share capital structure is: 36,549,823,322 ordinary shares, including 29,604,823,322 domestic shares, representing approximately 81.00% of the total ordinary shares issued by the Bank; and 6,945,000,000 H shares, representing approximately 19.00% of the total ordinary shares issued by the Bank.</p> <p>The Bank has 69,750,000 preference shares of issue outside the PRC.</p>	<p>Article 18 The total number of ordinary shares that the Bank may issue upon approval by the examination and approval departments authorized by the State Council is 36,549,823,322.</p> <p>The Bank's ordinary share capital structure is: 36,549,823,322 ordinary shares, including 29,604,823,322 domestic shares, representing approximately 81.00% of the total ordinary shares issued by the Bank; and 6,945,000,000 H shares, representing approximately 19.00% of the total ordinary shares issued by the Bank.</p> <p>The Bank has 69,750,000 preference shares of issue outside the PRC.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
5.	<p>Article 26 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained at a shareholders' general meeting in accordance with the Articles. The Bank may, having first obtained the prior approval at a shareholders' general meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts.</p> <p>For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but shall not be limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchase shares.</p> <p>The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein.</p> <p>Article 27 An application to change the Bank's registered capital for the portion of shares cancelled due to the repurchase of its own shares shall be filed with the company registration authority.</p> <p>The aggregate par value of the shares cancelled shall be deducted from the registered capital of the Bank.</p> <p>Article 28 Unless the Bank is undergoing liquidation, it shall comply with the following requirements with respect to a repurchase of its issued shares:</p> <p>(I) For repurchases of shares by the Bank at their par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose;</p>	<p>Article 26 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained at a shareholders' general meeting in accordance with the Articles. The Bank may, having first obtained the prior approval at a shareholders' general meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts.</p> <p>For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but shall not be limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchase shares.</p> <p>The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein.</p> <p>Article 27 An application to change the Bank's registered capital for the portion of shares cancelled due to the repurchase of its own shares shall be filed with the company registration authority.</p> <p>The aggregate par value of the shares cancelled shall be deducted from the registered capital of the Bank.</p> <p>Article 28 Unless the Bank is undergoing liquidation, it shall comply with the following requirements with respect to a repurchase of its issued shares:</p> <p>(I) For repurchases of shares by the Bank at their par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose;</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>(II) Where the Bank repurchases its shares at a premium to its par value, payment up to the par value shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows:</p> <p>1. if the shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits;</p> <p>2. if the shares being repurchased are issued at a premium to its par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. However, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the Bank's premium account or capital reserve fund account (including premium on the new issue) at the time of such repurchase;</p>	<p>(II) Where the Bank repurchases its shares at a premium to its par value, payment up to the par value shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows:</p> <p>1. if the shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits;</p> <p>2. if the shares being repurchased are issued at a premium to its par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. However, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the Bank's premium account or capital reserve fund account (including premium on the new issue) at the time of such repurchase;</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>(III) The Bank shall make the following payments from the Bank's distributable profits:</p> <ol style="list-style-type: none"> 1. acquisition of the rights to repurchase its own shares; 2. variation of any contracts for the repurchase of its shares; 3. release from its obligations under any repurchase contracts; <p>(IV) After the aggregate par value of the cancelled shares is deducted from the Bank's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the Bank's premium account or its capital reserve fund account.</p> <p>If there are applicable provision(s) to the contrary regarding the financial treatment of the aforementioned share repurchases in the laws, administrative regulations and relevant regulations of the relevant regulatory authorities, those provision(s) shall prevail.</p>	<p>(III) The Bank shall make the following payments from the Bank's distributable profits:</p> <ol style="list-style-type: none"> 1. acquisition of the rights to repurchase its own shares; 2. variation of any contracts for the repurchase of its shares; 3. release from its obligations under any repurchase contracts; <p>(IV) After the aggregate par value of the cancelled shares is deducted from the Bank's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the Bank's premium account or its capital reserve fund account.</p> <p>If there are applicable provision(s) to the contrary regarding the financial treatment of the aforementioned share repurchases in the laws, administrative regulations and relevant regulations of the relevant regulatory authorities, those provision(s) shall prevail.</p>
6.	<p>Article 29 Unless otherwise specified by the relevant laws, administrative regulations and the regulations of the securities regulatory authorities in the locality in which the shares of the Bank are listed, the fully paid shares of the Bank may be transferred legally and freely without any lien attached.</p> <p>...</p>	<p>Article 29<u>26</u> Unless otherwise specified by the relevant laws, administrative regulations and the regulations of the securities regulatory authorities in the locality in which the shares of the Bank are listed, the fully paid shares of the Bank may be transferred legally and freely without any lien attached.</p> <p>...</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
7.	<p>Article 30 All fully paid H shares may be freely transferred in accordance with the Articles. However, the Board of Directors may refuse to recognize the documents for transfer without stating any reason unless the conditions stipulated below are met:</p> <p>(I) Fee prescribed by the Hong Kong Stock Exchange in the Hong Kong Listing Rules has been paid to the Bank, and all transfer documents and other documents which relate to or may affect the title of any shares have been registered;</p> <p>(II) Transfer documents are only in relation to H shares;</p> <p>(III) Stamp duty (as stipulated by Hong Kong law) which is payable for the transfer documents has been duly paid;</p> <p>(IV) Relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;</p> <p>(V) Where the shares are intended to be transferred to joint holders, the number of such joint shareholders is not more than four;</p> <p>(VI) The shares are free and clear of any lien of the Bank.</p> <p>If the Board of Directors refuses to register any transfer of shares, the Bank shall issue a notice to the transferor and the transferee within two (2) months from the date on which the transfer application has been duly submitted, to notify them of the refusal to register such transfer.</p>	<p>Article 30 All fully paid H shares may be freely transferred in accordance with the Articles. However, the Board of Directors may refuse to recognize the documents for transfer without stating any reason unless the conditions stipulated below are met:</p> <p>(I) Fee prescribed by the Hong Kong Stock Exchange in the Hong Kong Listing Rules has been paid to the Bank, and all transfer documents and other documents which relate to or may affect the title of any shares have been registered;</p> <p>(II) Transfer documents are only in relation to H shares;</p> <p>(III) Stamp duty (as stipulated by Hong Kong law) which is payable for the transfer documents has been duly paid;</p> <p>(IV) Relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;</p> <p>(V) Where the shares are intended to be transferred to joint holders, the number of such joint shareholders is not more than four;</p> <p>(VI) The shares are free and clear of any lien of the Bank.</p> <p>If the Board of Directors refuses to register any transfer of shares, the Bank shall issue a notice to the transferor and the transferee within two (2) months from the date on which the transfer application has been duly submitted, to notify them of the refusal to register such transfer.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
8.	Article 33 The Bank shall not accept its shares being held as security under a pledge.	<p>Article 3329 The Bank shall not accept its shares being held as security under a pledge.</p> <p><u>The Bank's controlled subsidiaries shall be prohibited from acquiring shares of the Bank. If a controlled subsidiary of the Bank holds shares of the Bank due to reasons such as corporate merger or enforcement of a pledge, it shall not exercise the voting rights corresponding to the shares held and shall dispose of such shares in a timely manner.</u></p>
9.	<p>Article 37 The acts listed below shall not be prohibited by Article 35 in this Chapter, subject to any prohibitions by the relevant laws, administrative regulations, departmental rules and normative documents:</p> <p>...</p>	<p>Article 3733 The acts listed below, <u>if for the interests of the Bank</u>, shall not be prohibited by Article 3531 in this Chapter, subject to any prohibitions by the relevant laws, administrative regulations, departmental rules and normative documents:</p> <p>...</p> <p><u>The above acts shall be subject to the resolution of the shareholders' general meeting or the resolution of the Board of Directors in accordance with the Articles of Association or the authorization of the shareholders' general meeting. The aggregate total amount of financial assistance shall not exceed ten percent of the total issued share capital. Resolutions made by the Board of Directors shall be passed by more than two-thirds of all the directors.</u></p> <p><u>In the event of any loss caused to the Bank due to their violation of the preceding two paragraphs, the responsible directors, supervisors and senior management shall be liable for compensation.</u></p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
10.	<p>Article 38 The share certificates of the Bank shall be in registered form.</p> <p>Apart from the particulars as required by the Company Law, the particulars to be set out in the share certificates of the Bank shall include other items that should be stated pursuant to the regulations of stock exchange where the Bank's shares are listed.</p> <p>The overseas listed shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices of the locality in which the shares of the Bank are listed prevail.</p> <p>If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase "no voting rights" in their title. If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase "restricted voting rights" or "limited voting rights" in their titles.</p>	<p>Article 38<u>34</u> The share certificates of the Bank shall be in registered form.</p> <p>Apart from the particulars as required by the Company Law, the particulars to be set out in the share certificates of the Bank shall include other items that should be stated pursuant to the regulations of stock exchange where the Bank's shares are listed.</p> <p>The overseas listed shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices of the locality in which the shares of the Bank are listed prevail.</p> <p>If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase "no voting rights" in their title. If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase "restricted voting rights" or "limited voting rights" in their titles.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
11.	<p>Article 40 The Bank shall establish a register of shareholders according to the law, stating the following matters, or conduct the registration of shareholders pursuant to the provisions of the laws, administrative regulations, departmental rules and the Hong Kong Listing Rules:</p> <p>(I) The name (description), address (domicile), occupation or nature of each shareholder;</p> <p>(II) The class and number of shares held by each shareholder;</p> <p>(III) The amount paid or payable for the shares held by each shareholder;</p> <p>(IV) The serial number of the share certificates held by each shareholder;</p> <p>(V) The date on which each shareholder is registered as a shareholder;</p> <p>(VI) The date on which each shareholder ceases to be a shareholder.</p> <p>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' respective shareholdings in the Bank.</p>	<p>Article 40<u>36</u> The Bank shall establish a register of shareholders according to the law, stating the following matters, or conduct the registration of shareholders pursuant to the provisions of the laws, administrative regulations, departmental rules and the Hong Kong Listing Rules:</p> <p>(I) The name (description), address (domicile), occupation or nature of each shareholder;</p> <p>(II) The class and number of shares held by each shareholder;</p> <p>(III) The amount paid or payable for the shares held by each shareholder;</p> <p>(IV) The serial number of the share certificates held by each shareholder;</p> <p>(V) The date on which each shareholder is registered as a shareholder;</p> <p>(VI) The date on which each shareholder ceases to be a shareholder. Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' respective shareholdings in the Bank.</p>
12.	<p>Article 48 Where the Bank issues a replacement share certificate pursuant to the Articles, the name (description) of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case that he/she/it is a bona fide purchaser) shall not be removed from the register of shareholders.</p>	<p>Article 48 Where the Bank issues a replacement share certificate pursuant to the Articles, the name (description) of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case that he/she/it is a bona fide purchaser) shall not be removed from the register of shareholders.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	Article 49 The Bank shall not be liable for any loss suffered by any person by reason of the cancellation of the original share certificates or the issuance of the replacement share certificates, unless the claimant proves that the Bank has acted fraudulently.	Article 49 The Bank shall not be liable for any loss suffered by any person by reason of the cancellation of the original share certificates or the issuance of the replacement share certificates, unless the claimant proves that the Bank has acted fraudulently.
13.	<p>Article 52 Holders of the ordinary shares of the Bank shall enjoy the following rights (if these Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply):</p> <p>(I) To receive dividends and other kinds of distributions according to the number of shares held by them;</p> <p>(II) To legally request, convene, preside, attend in person or appoint a proxy to attend the shareholders' general meeting, and to exercise their voting rights according to the number of shares held by them;</p> <p>(III) To supervise the operation of the Bank, and to make suggestions or enquiries accordingly;</p> <p>(IV) To transfer, bestow, pledge or otherwise dispose of shares held by them in accordance with the laws, administrative regulations, relevant regulations of the securities regulatory authorities in the listing place and the Articles;</p>	<p>Article 52<u>46</u> Holders of the ordinary shares of the Bank shall enjoy the following rights (if these Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply):</p> <p>(I) To receive dividends and other kinds of distributions according to the number of shares held by them;</p> <p>(II) To legally request, convene, preside, attend in person or appoint a proxy to attend the shareholders' general meeting, and to exercise their voting rights according to the number of shares held by them;</p> <p>(III) To supervise the operation of the Bank, and to make suggestions or enquiries accordingly;</p> <p>(IV) To transfer, bestow, pledge or otherwise dispose of shares held by them in accordance with the laws, administrative regulations, relevant regulations of the securities regulatory authorities in the listing place and the Articles;</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>(V) To obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the locality in which the shares of the Bank are listed and the Articles, including:</p> <p>1. to obtain a copy of the Articles after paying the costs and expenses incurred;</p> <p>2. have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) the personal information of the directors, supervisors, president and other senior management personnel of the Bank;</p> <p>(3) status of the Bank's share capital;</p> <p>(4) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</p> <p>(5) minutes of the shareholders' general meeting;</p> <p>(6) the special resolutions of the Bank;</p>	<p>(V) To obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the locality in which the shares of the Bank are listed and the Articles, including:</p> <p><u>To have the right to inspect and make duplicate copies of the Articles, register of shareholders, minutes of the shareholders' general meetings, resolutions of the meetings of the Board of Directors, resolutions of the meetings of the Board of Supervisors and financial reports after paying a reasonable fee, and make suggestions or enquiries to the operation of the Bank.</u></p> <p><u>Any shareholder inspecting or copying relevant materials shall comply with the Securities Law of the People's Republic of China and other laws and administrative regulations. If any shareholder requests to inspect the register of shareholders kept in Hong Kong, the Bank shall be allowed to suspend the registration of shareholders in accordance with the same terms as Article 632 of the Companies Ordinance.</u></p> <p>1. to obtain a copy of the Articles after paying the costs and expenses incurred;</p> <p>2. have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) the personal information of the directors, supervisors, president and other senior management personnel of the Bank;</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>(7) the latest audited financial statements, directors' reports, auditors' report and report of the Bank's Board of Supervisors;</p> <p>(8) a copy of the latest annual report or annual return already submitted to the State Administration for Market Regulation or other competent bodies.</p> <p>The documents referred to in items (1), (3), (4), (5), (6), (7) and (8) shall be maintained at the Hong Kong address of the Bank in accordance with the Hong Kong Listing Rules and available for inspection free of charge by both the public and shareholders of H shares, whereas item (1) and item (5) will only be available for inspection by the shareholders free of charge, and for copying by the shareholders at reasonable charges.</p> <p>Copies of the minutes of the meetings shall be available for inspection during business hours of the Bank by any shareholder free of charge. If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within seven (7) days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involve the Bank's trade secrets and/or inside information.</p> <p>(VI) To participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p>	<p>(3) status of the Bank's share capital;</p> <p>(4) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</p> <p>(5) minutes of the shareholders' general meeting;</p> <p>(6) the special resolutions of the Bank;</p> <p>(7) the latest audited financial statements, directors' reports, auditors' report and report of the Bank's Board of Supervisors;</p> <p>(8) a copy of the latest annual report or annual return already submitted to the State Administration for Market Regulation or other competent bodies.</p> <p>The documents referred to in items (1), (3), (4), (5), (6), (7) and (8) shall be maintained at the Hong Kong address of the Bank in accordance with the Hong Kong Listing Rules and available for inspection free of charge by both the public and shareholders of H shares, whereas item (1) and item (5) will only be available for inspection by the shareholders free of charge, and for copying by the shareholders at reasonable charges.</p> <p>Copies of the minutes of the meetings shall be available for inspection during business hours of the Bank by any shareholder free of charge. If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within seven (7) days upon the receipt of a reasonable fee.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>(VII) To demand the Bank to repurchase their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting of the Bank in relation to the merger or division of the Bank);</p> <p>(VIII) To have other rights required in accordance with the laws, administrative regulations, departmental rules and the Articles.</p> <p>If any persons holding an interest in the shares of the Bank either directly or indirectly exercise their rights without disclosing their interest to the Bank, the Bank shall not compromise the rights of such persons by freezing them or in any other manner only on this ground.</p>	<p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involve the Bank's trade secrets and/or inside information.</p> <p>(VI) To participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(VII) To demand the Bank to repurchase their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting of the Bank in relation to the merger or division of the Bank);</p> <p>(VIII) To have other rights required in accordance with the laws, administrative regulations, departmental rules and the Articles.</p> <p>If any persons holding an interest in the shares of the Bank either directly or indirectly exercise their rights without disclosing their interest to the Bank, the Bank shall not compromise the rights of such persons by freezing them or in any other manner only on this ground.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
14.	<p>Article 54 If a resolution of a shareholders' general meeting or the Board of Directors violates the laws and administrative regulations, a shareholder shall have the right to request a people's court to determine the resolution as invalid.</p> <p>If the procedure for convening a shareholders' general meeting or the Board of Directors' meeting, or the method of voting at either type of meeting, violates the laws, administrative regulations or the Articles, or the contents of a resolution violates the Articles, a shareholder shall have the right to request a people's court to rescind the resolution within sixty (60) days from the date on which the resolution is adopted.</p>	<p>Article 5448 If a resolution of a shareholders' general meeting or the Board of Directors violates the laws and administrative regulations, a shareholder shall have the right to request a people's court to determine the resolution as invalid.</p> <p>If the procedure for convening a shareholders' general meeting or the Board of Directors' meeting, or the method of voting at either type of meeting, violates the laws, administrative regulations or the Articles, or the contents of a resolution violates the Articles, a shareholder shall have the right to request a people's court to rescind the resolution within sixty (60) days from the date on which the resolution is adopted.</p> <p><u>Unless there is only a minor defect in the convening procedure or the voting manner for the shareholders' general meeting or Board meeting, which does not have any substantive effect on the resolution.</u></p>
15.	<p>Article 57 Shareholders of ordinary shares of the Bank shall have the following obligations (if these Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply):</p> <p>(I) To abide by the laws, regulations, regulatory requirements and the Articles;</p> <p>...</p>	<p>Article 5751 Shareholders of ordinary shares of the Bank shall have the following obligations (if these Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply):</p> <p>(I) To abide by the laws, regulations, regulatory requirements and the Articles;</p> <p>...</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>(IX) Shareholders and their controlling shareholders and actual controllers shall not abuse the shareholder's rights or use related party relations to harm the legal interest of the Bank or any other shareholders and stakeholders, and shall not interfere in the decision-making power and management power entitled to the Board and senior management pursuant to the Articles, and shall not bypass the Board and senior management to directly intervene in the operations and management of the Bank; not to abuse the Bank's status as an independent, separate legal entity and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/her/its rights and causes damage to the Bank or other shareholders, he/ she/it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank's status as an independent, separate legal entity and the limited liability of shareholders and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p> <p>...</p>	<p>(IX) Shareholders and their controlling shareholders and actual controllers shall not abuse the shareholder's rights or use related party relations to harm the legal interest of the Bank or any other shareholders and stakeholders, and shall not interfere in the decision-making power and management power entitled to the Board and senior management pursuant to the Articles of the Bank, and shall not bypass the Board and senior management to directly intervene in the operations and management of the Bank; not to abuse the Bank's status as an independent, separate legal entity and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/her/its rights and causes damage to the Bank or other shareholders, he/ she/it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank's status as an independent, separate legal entity and the limited liability of shareholders and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p> <p>...</p>
16.	<p>Article 65 The “controlling shareholder(s)” stated in the Articles shall refer to the person(s) satisfying any of the following conditions:</p> <p>(I) the shareholder may elect more than half of the directors when acting alone or in concert with other shareholders;</p>	<p>Article 6559 The “controlling shareholder(s)” stated in the Articles shall refer to the person(s) satisfying any of the following conditions:</p> <p>(I) the shareholder may elect more than half of the directors when acting alone or in concert with other shareholders;</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>(II) the shareholder may exercise or control the exercise of more than 30% (including 30%) of the total voting shares of the Bank when acting alone or in concert with other shareholders;</p> <p>(III) the shareholder holds more than 30% (including 30%) in total of the voting shares of the Bank when acting alone or in concert with other shareholders;</p> <p>(IV) the shareholder may de facto control the Bank in any other manner when acting alone or in concert with other shareholders.</p> <p>The term “acting in concert” referred to in this article means the act or fact that over two shareholders who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights, the same expression of opinions will be adopted (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p> <p>“De facto controller” referred to in the Articles means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p>	<p>(II) the shareholder may exercise or control the exercise of more than 30% (including 30%) of the total voting shares of the Bank when acting alone or in concert with other shareholders;</p> <p>(III) the shareholder holds more than 30% (including 30%) in total of the voting shares of the Bank when acting alone or in concert with other shareholders;</p> <p>(IV) the shareholder may de facto control the Bank in any other manner when acting alone or in concert with other shareholders. <u>shareholders whose shares account for more than 50% of the total share capital of the Bank, or shareholders who hold less than 50% of the shares but whose voting rights are sufficient to exercise significant influence over the resolutions of the shareholders’ general meetings of the Bank based on the shares held by them.</u></p> <p>The term “acting in concert” referred to in <u>the Articles</u>this article means the act or fact that over two shareholders who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights, the same expression of opinions will be adopted (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation). <u>Relevant investors agreeing to act in concert shall be persons acting in concert.</u></p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>“Substantial shareholders” referred to in the Articles means the shareholder who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank, or holds less than 5% of the total capital or total shares but has a significant impact upon the operation and management of the Bank.</p> <p>The “significant impact” referred to in the preceding paragraph includes, but is not limited to, nominating or dispatching directors, supervisors or senior management personnel to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by the regulatory authorities.</p>	<p>“De facto controller” referred to in the Articles means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p> <p>“Substantial shareholders” referred to in the Articles means the shareholder who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank, or holds less than 5% of the total capital or total shares but has a significant impact upon the operation and management of the Bank.</p> <p>The “significant impact” referred to in the preceding paragraph includes, but is not limited to, nominating or dispatching directors, supervisors or senior management personnel to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by the regulatory authorities.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
17.	<p>Article 67 The Party Committee shall focus on political direction, leadership, basic system, major decisions and Party building, and earnestly assume the responsibility of strictly managing and governing the Party. Major business management matters of the Bank must be studied and discussed by the Party Committee, and then the Board of Directors or senior management shall make a decision thereon. The Party Committee shall mainly perform the following responsibilities:</p> <p>...</p> <p>(IV) Strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focus on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the Party manages the officials with the function of the Board of Directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management;</p> <p>...</p>	<p>Article 6761 The Party Committee shall focus on political direction, leadership, basic system, major decisions and Party building, and earnestly assume the responsibility of strictly managing and governing the Party, <u>effectively perform the leadership role in setting direction, overseeing overall priorities, and ensuring implementation.</u> Major business management matters of the Bank must be studied and discussed by the Party Committee, and then the Board of Directors or senior management shall make a decision thereon. The Party Committee shall mainly perform the following responsibilities:</p> <p>...</p> <p>(IV) Strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focus on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the Party manages the officials with the function of the Board of Directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management, <u>develop a professional financial team that meets the highest standards of political reliability, professional capability, and ethical conduct demonstrating loyalty, probity, and responsibility;</u></p> <p>...</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
18.	<p>Article 76 When the Requesting Shareholders request to convene an extraordinary general meeting or any class shareholders' meeting (hereinafter referred to as "Relevant Meetings"), they shall act in compliance with the following procedures:</p> <p>The Requesting Shareholders shall have the right to request the Board of Directors to convene Relevant Meetings and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the Relevant Meetings within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene Relevant Meetings, a notice convening such meetings shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original request contained in the notice is changed, approval of the relevant shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the Relevant Meetings, or fails to give its response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene the Relevant Meetings and this proposal shall be made to the Board of Supervisors in writing.</p>	<p>Article 7670 When the Requesting Shareholders request to convene an extraordinary general meeting or any class shareholders' meeting (hereinafter referred to as "<u>Shareholders' General Meetings</u> Relevant Meetings"), they shall act in compliance with the following procedures:</p> <p>The Requesting Shareholders shall have the right to request the Board of Directors to convene <u>Shareholders' General Meetings</u> Relevant Meetings and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the <u>Shareholders' General Meetings</u> Relevant Meetings within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene <u>Shareholders' General Meetings</u> Relevant Meetings, a notice convening such meetings shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original request contained in the notice is changed, approval of the relevant shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the <u>Shareholders' General Meetings</u> Relevant Meetings, or fails to give its response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene the <u>Shareholders' General Meetings</u> Relevant Meetings and this proposal shall be made to the Board of Supervisors in writing.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>If the Board of Supervisors agrees to convene the Relevant Meetings, a notice for convening such meetings shall be issued within five (5) days of receiving the proposal. If the original request contained in the notice is changed, approval of the relevant Shareholders shall be sought.</p> <p>If the Board of Supervisors fails to give the notice of Relevant Meetings within the specified time limit, it shall be deemed to have failed to convene or preside over the Relevant Meetings, and Convening Shareholders shall have the right to convene and preside over such meetings by themselves.</p> <p>Reasonable expenses incurred from the aforesaid case where shareholders convene and hold the meeting by themselves due to the failure of the Board of Directors or the Board of Supervisors to convene the meetings shall be borne by the Bank, and the same shall be deducted from the payment to those Directors or Supervisors who failed to perform their duties.</p>	<p>If the Board of Supervisors agrees to convene the <u>Shareholders' General Meetings</u> Relevant Meetings, a notice for convening such meetings shall be issued within five (5) days of receiving the proposal. If the original request contained in the notice is changed, approval of the relevant Shareholders shall be sought.</p> <p>If the Board of Supervisors fails to give the notice of <u>Shareholders' General Meetings</u> Relevant Meetings within the specified time limit, it shall be deemed to have failed to convene or preside over the <u>Shareholders' General Meetings</u> Relevant Meetings, and Convening Shareholders shall have the right to convene and preside over such meetings by themselves.</p> <p>Reasonable expenses incurred from the aforesaid case where shareholders convene and hold the meeting by themselves due to the failure of the Board of Directors or the Board of Supervisors to convene the meetings shall be borne by the Bank, and the same shall be deducted from the payment to those Directors or Supervisors who failed to perform their duties.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
19.	<p>Article 83 Notice of shareholders' general meeting shall be made in writing and contain the following contents:</p> <p>(I) the venue, date and time of the meeting;</p> <p>(II) the matters to be tabled for discussion at the meeting;</p> <p>(III) all necessary information and explanation to enable Shareholders to make informed decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;</p> <p>(IV) if any of the Directors, Supervisors, President or other senior management personnel have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on the Director, Supervisor, President or other senior management personnel as Shareholders compared to other Shareholders of that same class, they shall explain this difference;</p> <p>(V) the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(VI) a prominent statement stating that a Shareholder entitled to attend and vote at the meeting, is entitled to appoint over one proxy to attend and vote on his/her behalf, and such proxy need not be a Shareholder of the Bank;</p>	<p>Article 83<u>77</u> Notice of shareholders' general meeting shall be made in writing and contain the following contents:</p> <p>(I) the venue, date and time of the meeting;</p> <p>(II) the matters to be tabled for discussion at the meeting;</p> <p>(III) all necessary information and explanation to enable Shareholders to make informed decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;</p> <p>(IV) if any of the Directors, Supervisors, President or other senior management personnel have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on the Director, Supervisor, President or other senior management personnel as Shareholders compared to other Shareholders of that same class, they shall explain this difference;</p> <p>(V) the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(VI)<u>IV</u> a prominent statement stating that a Shareholder entitled to attend and vote at the meeting, is entitled to appoint over one proxy to attend and vote on his/her behalf, and such proxy need not be a Shareholder of the Bank;</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>(VII) the shareholding registration date of the Shareholders who are entitled to attend the meeting;</p> <p>(VIII) the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(IX) the name and phone number of the contact person of the meeting.</p>	<p>(VHV) the shareholding registration date of the Shareholders who are entitled to attend the meeting;</p> <p>(VHHVI) the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(IXVII) the name and phone number of the contact person of the meeting.</p>
20.	<p>Article 84 Unless otherwise stipulated by the laws, regulations, the regulations of the relevant regulatory authorities as well as the Articles, the notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to all Shareholders entitled to attend the shareholders' general meeting (regardless of whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of Shareholders. For holders of domestic shares, the notice of a shareholders' general meeting may be in the form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory and administrative authorities under the State Council. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.</p>	<p>Article 8478 Unless otherwise stipulated by the laws, regulations, the regulations of the relevant regulatory authorities as well as the Articles, the notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to all Shareholders entitled to attend the shareholders' general meeting (regardless of whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of Shareholders. <u>sent to shareholders and announced in accordance with the manners provided in the Articles or other manners permitted by laws and regulations.</u> For holders of domestic shares, the notice of a shareholders' general meeting may be in the form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory and administrative authorities under the State Council <u>refer to the announcement published on the designated media as required by the relevant regulators or disclosed on the Bank's website, etc.</u> All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	Subject to the laws, administrative regulations, departmental rules, regulatory documents, and listing rules of the stock exchange in the place where the shares of the Bank are listed and the regulations of the relevant regulatory authorities, the Bank may also send or dispatch the aforesaid notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange, instead of sending or dispatching the same by personal delivery or prepaid mail.	Subject to the laws, administrative regulations, departmental rules, regulatory documents, and listing rules of the stock exchange in the place where the shares of the Bank are listed and the regulations of the relevant regulatory authorities, the Bank may also send or dispatch the aforesaid notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange, instead of sending or dispatching the same by personal delivery or prepaid mail.
21.	Article 90 Shareholders shall appoint their proxies in writing. The proxy form should be executed by appointing Shareholders or an attorney duly authorised by them in writing. Where the appointing shareholder is a legal person, the proxy form should be executed under its common seal or under the hand of its legal representative, director or an attorney duly authorised in writing to sign the same.	Article 90 ⁸⁴ Shareholders shall appoint their proxies in writing. The proxy form should be executed by appointing Shareholders or an attorney duly authorised by them in writing . Where the appointing shareholder is a legal person, the proxy form should be executed under its common seal or under the hand of its legal representative, director or an attorney duly authorised in writing to sign the same .

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
22.	<p>Article 94 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of a shareholders' general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing Shareholder instead of the appointing Shareholder himself/herself, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the meeting.</p> <p>If the Shareholder is a recognized clearing house or its agent as defined in the Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), such a Shareholder is entitled to appoint more than one person it deems suitable to act as its proxy in the shareholders' general meeting or class shareholders' general meeting. If above two persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that person is a natural person shareholder of the Bank.</p>	<p>Article 94<u>88</u> The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of a shareholders' general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing Shareholder instead of the appointing Shareholder himself/herself, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the meeting.</p> <p>If the Shareholder is a recognized clearing house or its agent as defined in the Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), such a Shareholder is entitled to appoint more than one person it deems suitable to act as its proxy in the shareholders' general meeting—or class shareholders' general meeting. If above two persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that person is a natural person shareholder of the Bank.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
23.	<p>Article 99 The shareholders' general meeting shall be convened by the Board of Directors according to laws and shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the chairman or the deputy chairman is unable or fails to perform his/her duties, a Director elected by above half of the Directors shall preside over the meeting. In the event that no such designation is made, a Shareholder as elected from the attending Shareholders may preside over the meeting. If, for any reason, the attending Shareholders fail to elect one to be the chairman, the attending Shareholder (or his/her/its proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Shareholders shall be presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>Article 9993 The shareholders' general meeting shall be convened by the Board of Directors according to laws and shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the chairman or the deputy chairman is unable or fails to perform his/her duties, a Director elected by abovemore than half of the Directors shall preside over the meeting. In the event that no such designation is made, a Shareholder as elected from the attending Shareholders may preside over the meeting. If, for any reason, the attending Shareholders fail to elect one to be the chairman, the attending Shareholder (or his/her/its proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by abovemore than half of the supervisors shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Shareholders shall be presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
24.	<p>Section 6 Special Procedures for Voting by a Certain Class of Shareholders</p> <p>Article 121 Shareholders who hold different classes of shares are classified as “class shareholders”.</p> <p>Class shareholders are entitled to rights and are subject to the obligations pursuant to the laws, administrative regulations and the Articles.</p> <p>Class shareholders within the Bank shall enjoy equal rights to receive dividends or other forms of distributions.</p> <p>Article 122 If the Bank proposes to change or nullify certain rights of a certain class of shareholders, this proposal should be passed by a special resolution at the shareholders’ general meeting and passed at the separate meeting convened according to Articles 124 to 128 for the related class of shareholders.</p> <p>Article 123 The rights of a certain class of shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(I) To increase or reduce the quantity of the shares of that class, or increase or reduce the quantity of the shares of other class which enjoy the same or more voting rights, distribution rights or other privileges as the shares of that class;</p> <p>(II) To convert part or whole of the shares of that class into other class(es), convert part or whole of the shares of other class(es) into that class, or grant such conversion rights;</p>	<p>Section 6 Special Procedures for Voting by a Certain Class of Shareholders</p> <p>Article 121 Shareholders who hold different classes of shares are classified as “class shareholders”.</p> <p>Class shareholders are entitled to rights and are subject to the obligations pursuant to the laws, administrative regulations and the Articles.</p> <p>Class shareholders within the Bank shall enjoy equal rights to receive dividends or other forms of distributions.</p> <p>Article 122 If the Bank proposes to change or nullify certain rights of a certain class of shareholders, this proposal should be passed by a special resolution at the shareholders’ general meeting and passed at the separate meeting convened according to Articles 124 to 128 for the related class of shareholders.</p> <p>Article 123 The rights of a certain class of shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(I) To increase or reduce the quantity of the shares of that class, or increase or reduce the quantity of the shares of other class which enjoy the same or more voting rights, distribution rights or other privileges as the shares of that class;</p> <p>(II) To convert part or whole of the shares of that class into other class(es), convert part or whole of the shares of other class(es) into that class, or grant such conversion rights;</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>(III) To nullify or reduce the rights of that class of shares to receive payable dividends or cumulative dividends;</p> <p>(IV) To reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;</p> <p>(V) To increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;</p> <p>(VI) To nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;</p> <p>(VII) To establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p> <p>(VIII) To restrict the transfer and ownership of that class of shares, or increase the restrictions;</p> <p>(IX) To grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(X) To increase the rights or privileges of other class(es) of shares;</p> <p>(XI) Any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring; and</p>	<p>(III) To nullify or reduce the rights of that class of shares to receive payable dividends or cumulative dividends;</p> <p>(IV) To reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;</p> <p>(V) To increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;</p> <p>(VI) To nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;</p> <p>(VII) To establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p> <p>(VIII) To restrict the transfer and ownership of that class of shares, or increase the restrictions;</p> <p>(IX) To grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(X) To increase the rights or privileges of other class(es) of shares;</p> <p>(XI) Any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring; and</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>(XII) To revise or nullify the provisions in the Articles.</p> <p>Article 124 The shareholders of a class of share that are affected, whether they originally have voting rights at former shareholders' general meeting, shall be entitled to vote on the matters concerning sub-paragraphs (II) to (VIII), (XI) and (XII) of Article 123 at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) If the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 25 or has repurchased its own shares through public transaction on a stock exchange, "shareholders with conflicts of interests" shall mean the controlling shareholders defined in Article 65;</p> <p>(II) If the Bank has repurchased shares under an off-market agreement in accordance with Article 25, "shareholders with conflicts of interests" shall mean shareholders who are connected with the aforementioned agreement; and</p> <p>(III) Under a restructuring scheme of the Bank, "shareholders with conflicts of interests" shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>	<p>(XII) To revise or nullify the provisions in the Articles.</p> <p>Article 124 The shareholders of a class of share that are affected, whether they originally have voting rights at former shareholders' general meeting, shall be entitled to vote on the matters concerning sub-paragraphs (II) to (VIII), (XI) and (XII) of Article 123 at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) If the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 25 or has repurchased its own shares through public transaction on a stock exchange, "shareholders with conflicts of interests" shall mean the controlling shareholders defined in Article 65;</p> <p>(II) If the Bank has repurchased shares under an off-market agreement in accordance with Article 25, "shareholders with conflicts of interests" shall mean shareholders who are connected with the aforementioned agreement; and</p> <p>(III) Under a restructuring scheme of the Bank, "shareholders with conflicts of interests" shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>Article 125 A resolution of the meeting for a certain class of shareholders shall be adopted by above two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 124.</p> <p>Article 126 When convening a meeting for a certain class of shareholders, the Bank shall issue a written notice in accordance with Article 80 of the Bank, to all shareholders in the relevant class who are entitled to attend the shareholders' general meeting and whose names appear on the register of shareholders (including the preference shareholders with restored voting rights), stating the matters to be considered at the meeting and the date and venue of the meeting.</p> <p>Article 127 The notice of a meeting for a certain class of shareholders only needs to be delivered to the shareholders entitled to vote at that meeting.</p> <p>Unless required otherwise by the Articles, the procedures for convening a meeting for a certain class of shareholder shall be the same as the procedures for the shareholders' general meeting to the extent practical, and the provisions in the Articles relating to the procedure to convene a shareholders' general meeting shall apply to the meeting for class shareholders.</p>	<p>Article 125 A resolution of the meeting for a certain class of shareholders shall be adopted by above two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 124.</p> <p>Article 126 When convening a meeting for a certain class of shareholders, the Bank shall issue a written notice in accordance with Article 80 of the Bank, to all shareholders in the relevant class who are entitled to attend the shareholders' general meeting and whose names appear on the register of shareholders (including the preference shareholders with restored voting rights), stating the matters to be considered at the meeting and the date and venue of the meeting.</p> <p>Article 127 The notice of a meeting for a certain class of shareholders only needs to be delivered to the shareholders entitled to vote at that meeting.</p> <p>Unless required otherwise by the Articles, the procedures for convening a meeting for a certain class of shareholder shall be the same as the procedures for the shareholders' general meeting to the extent practical, and the provisions in the Articles relating to the procedure to convene a shareholders' general meeting shall apply to the meeting for class shareholders.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>Article 128 Apart from other classes of shareholders, the shareholders of domestic shares and overseas listed shares are deemed to be shareholders of different classes.</p> <p>The special voting procedure for class shareholders shall not apply for the following cases:</p> <p>(I) upon the approval by way of a special resolution passed by a shareholders' general meeting, the Bank independently or simultaneously issues domestic shares and/or overseas listed shares every twelve (12) months, provided that the amount of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;</p> <p>(II) The Bank's plan on issuing domestic shares and overseas listed shares at the time of incorporation, which is completed within fifteen (15) months upon the date of approval from the securities regulatory and administrative authorities under the State Council; and</p> <p>(III) The relevant regulatory authorities such as banking regulatory and administrative authorities and the securities regulatory and administrative authorities under the State Council have given approval for unlisted shares held by the shareholders of the Bank to be traded on overseas stock exchanges.</p>	<p>Article 128 Apart from other classes of shareholders, the shareholders of domestic shares and overseas listed shares are deemed to be shareholders of different classes.</p> <p>The special voting procedure for class shareholders shall not apply for the following cases:</p> <p>(I) upon the approval by way of a special resolution passed by a shareholders' general meeting, the Bank independently or simultaneously issues domestic shares and/or overseas listed shares every twelve (12) months, provided that the amount of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;</p> <p>(II) The Bank's plan on issuing domestic shares and overseas listed shares at the time of incorporation, which is completed within fifteen (15) months upon the date of approval from the securities regulatory and administrative authorities under the State Council; and</p> <p>(III) The relevant regulatory authorities such as banking regulatory and administrative authorities and the securities regulatory and administrative authorities under the State Council have given approval for unlisted shares held by the shareholders of the Bank to be traded on overseas stock exchanges.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
25.	<p>Article 129 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). Executive director refers to a director holding other senior operation and management positions in addition to holding directorship of the Bank. Non-executive Director refers to a director who does not hold any senior operation and management positions in the Bank.</p> <p>Members of the Board of Directors may include employee representatives. Employee representative directors shall be nominated by the labor union of the Bank, and elected or replaced by the employee representative meeting, general employee meeting or other democratic procedures of the Bank.</p> <p>Directors of the Bank shall be equipped with professional knowledge and working experiences required by the positions and shall be in line with the regulations of the banking regulators under the State Council. The qualification of directors shall be approved by the banking regulators under the State Council.</p>	<p>Article 129115 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non – executive directors (including independent directors). Executive director refers to a director holding other senior operation and management positions in addition to holding directorship of the Bank. Non-executive Director refers to a director who does not hold any senior operation and management positions in the Bank.</p> <p>Members of the Board of Directors may include employee representatives. Employee representative directors shall be nominated by the labor union of the Bank, and elected or replaced by the employee representative meeting, general employee meeting or <u>any</u> other <u>form of</u> democratic procedures of the Bank. <u>Senior management personnel and supervisors shall not concurrently serve as employee representative directors.</u></p> <p>Directors of the Bank shall be equipped with professional knowledge and working experiences required by the positions and shall be in line with the regulations of the banking regulators under the State Council. The qualification of directors shall be approved by the banking regulators under the State Council.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
26.	<p>Article 130 Each office term of directors shall be three years. The office term of directors shall be renewable by re-election and reappointment upon expiration of their terms. The renewal term of independent directors shall not exceed six years.</p> <p>A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination as well as the relevant written materials on the candidate shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting for the election of such director, but at least seven (7) days before such general meeting.</p> <p>Before the expiry of any director's term of office, the shareholders' general meeting shall not dismiss the director without any reason. Subject to relevant laws and administrative regulations, a non-independent director whose term of office has no expired may be removed by an ordinary resolution by the shareholders' general meeting (but such removal shall not cause prejudice to any claim which may be initiated by the director under any contract).</p> <p>The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the applicable laws, administrative regulations, departmental rules and the Articles.</p> <p>After a director is elected, the Bank shall timely enter into an appointment contract with such director specifying the rights and obligations between the Bank and the director, term of office of the director, liability of the director for violating the laws, regulations and these Articles and compensation for early termination by the Bank of the above contract due to certain reasons."</p>	<p>Article 130116 Each office term of directors shall be three years. The office term of directors shall be renewable by re-election and reappointment upon expiration of their terms. The renewal term of independent directors shall not exceed six years.</p> <p>A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination as well as the relevant written materials on the candidate shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting for the election of such director, but at least seven (7) days before such general meeting.</p> <p>Before the expiry of any director's term of office, the shareholders' general meeting shall not dismiss the director without any reason. Subject to relevant laws and administrative regulations, a non-independent director whose term of office has no expired may be removed by an ordinary resolution by the shareholders' general meeting (but such removal shall not cause prejudice to any claim which may be initiated by the director under any contract).</p> <p>The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the applicable laws, administrative regulations, departmental rules and the Articles.</p> <p>After a director is elected, the Bank shall timely enter into an appointment contract with such director specifying the rights and obligations between the Bank and the director, term of office of the director, liability of the director for violating the laws, regulations and these Articles and compensation for early termination by the Bank of the above contract due to certain reasons."</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
27.	Article 134 Where any director personally has a direct or indirect related party relationship with any executed or proposed contracts, transactions or arrangements of the Bank, such director shall promptly inform the Related Party Transactions Control Committee of the Board of Directors of the nature and extent of the related party relationship and make a necessary abstention from consideration of relevant matters.	Article 134 120 Where any director personally has a direct or indirect related party relationship with any executed or proposed contracts, transactions or arrangements of the Bank, such director shall promptly report in writing to inform the Related Party Transactions Control Committee of the Board of Directors of the nature and extent of the related party relationship and make a necessary abstention from consideration of relevant matters.
28.	Article 135 A director shall submit written statements to the Related Party Transactions Control Committee of the Board of Directors when performing the above obligations. The Related Party Transactions Control Committee of the Board of Directors shall decide whether the director constitutes a related director in the relevant transactions in accordance with the relevant provisions.	Article 135 121 A director shall submit written reports statements to the Related Party Transactions Control Committee of the Board of Directors when performing the above obligations. The Related Party Transactions Control Committee of the Board of Directors shall decide whether the director constitutes a related director in the relevant transactions in accordance with the relevant provisions.

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
29.	<p>Article 153 The Board of Directors shall exercise the following functions and powers:</p> <p>(I) Convening shareholders' general meetings and reporting its performance at the general meetings;</p> <p>(II) Implementing resolutions of the shareholders' general meetings;</p> <p>(III) Working out development strategies, operational plans and investment programs of the Bank, and supervising the implementation of such strategies;</p> <p>...</p> <p>(XXXII) Exercising any other functions and powers prescribed by the laws, administrative regulations, departmental rules or the Articles and authorized by the shareholders' general meetings.</p> <p>The resolutions of the above matters of the Board of Directors shall be approved by more than half of all directors, but for the cases of items (V), (VI), (VII), (IX), (X), (XI), (XII), (XVI), (XVIII), (XXIII) and (XXV), the resolutions shall be approved by two-thirds of all directors. Matters beyond the scope of authorization of shareholders' general meetings of the Bank shall be proposed in shareholders' general meetings for consideration and approval.</p>	<p>Article 153<u>139</u> The Board of Directors shall exercise the following functions and powers:</p> <p>(I) Convening shareholders' general meetings and reporting its performance at the general meetings;</p> <p>(II) Implementing resolutions of the shareholders' general meetings;</p> <p>(III) Working out development strategies, operational plans and investment programs of the Bank, and supervising the implementation of such strategies;</p> <p>...</p> <p>(XXXII) Exercising any other functions and powers prescribed by the laws, administrative regulations, departmental rules or the Articles and authorized by the shareholders' general meetings.</p> <p>The resolutions of the above matters of the Board of Directors shall be approved by more than half of all directors, but for the cases of items (V), (VI), (VII), (IX), (X), (XI), (XII), (XVI), (XVIII), (XXIII) and (XXV), the resolutions shall be approved by two-thirds of all directors. Matters beyond the scope of authorization of shareholders' general meetings of the Bank shall be proposed in shareholders' general meetings for consideration and approval.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
		<p><u>The Board shall obtain the approval of more than half of all members of the Audit Committee before making resolutions on the following matters:</u></p> <p><u>(1) appointment and dismissal of the accounting firm that provides audit services to the Bank;</u></p> <p><u>(2) appointment and dismissal of the chief financial officer;</u></p> <p><u>(3) disclosure of financial accounting reports;</u></p> <p><u>(4) other matters as prescribed by the securities regulatory authorities of the State Council.</u></p>
30.	<p>Article 158 The chairman of the Board of Directors shall perform the following duties and powers:</p> <p>(1) to preside over shareholders' general meetings, and convene and preside over the Board meetings;</p> <p>...</p> <p>(7) other powers and rights conferred by the Articles and the Board of Directors.</p> <p>The vice chairman shall assist the chairman in his/her work. If the chairman is unable or fails to perform his duties and powers, the vice chairman shall exercise such duties on his behalf; if the vice chairman is unable or fails to do so, a director shall be recommended by half or more directors jointly to exercise such duties and powers on his behalf.</p>	<p>Article 158144 The chairman of the Board of Directors shall perform the following duties and powers:</p> <p>(1) to preside over shareholders' general meetings, and convene and preside over the Board meetings;</p> <p>...</p> <p>(7) other powers and rights conferred by the Articles and the Board of Directors.</p> <p>The vice chairman shall assist the chairman in his/her work. If the chairman is unable or fails to perform his duties and powers, the vice chairman shall exercise such duties on his behalf; if the vice chairman is unable or fails to do so, a director shall be recommended by half or more directors jointly to exercise such duties and powers on his behalf.</p>
31.	<p>Article 161 Upon the occurrence of the circumstances provided in Article 160 of the Articles, if the chairman is unable or fails to his duties to convene and preside over an interim Board meeting, the vice chairman shall exercise such duties on his behalf; if the vice chairman is unable or fails to do so, a director shall be recommended by half or more directors jointly to exercise such duties and powers on his behalf.</p>	<p>Article 161147 Upon the occurrence of the circumstances provided in Article 160146 of the Articles, if the chairman is unable or fails to his duties to convene and preside over an interim Board meeting, the vice chairman shall exercise such duties on his behalf; if the vice chairman is unable or fails to do so, a director shall be recommended by half or more directors jointly to exercise such duties and powers on his behalf.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
32.	<p>Article 163 The Board meetings shall only be held when more than half of the directors attend the meeting. Resolutions adopted at the Board meeting must be approved by more than half of the directors. Each director shall have one vote. Where the number of votes cast for and against a resolution is equal, the chairman shall have the deciding vote.</p> <p>Directors or any of their close associates (as defined under the Hong Kong Listing Rules) who have related party relationship with the enterprise which is involved in the resolution to be discussed at the Board meetings, or has material interests in the contract, arrangement or any other matters proposed to be discussed, shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if more than half of the directors who do not have any related party relationship and any material interests are present. Resolutions of the Board meeting shall be passed by more than half of the directors without related party relationship with and material interests in the matter to be resolved. Where less than three (3) directors without related party relationship with and material interests in the matter are present at the Board meeting, such proposals shall be submitted to the shareholders' general meeting for approval.</p> <p>Where otherwise provided by the laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles, such other provisions shall prevail.</p>	<p>Article 163<u>149</u> The Board meetings shall only be held when more than half of the directors attend the meeting. Resolutions adopted at the Board meeting must be approved by more than half of the directors. Each director shall have one vote. Where the number of votes cast for and against a resolution is equal, the chairman shall have the deciding vote.</p> <p>Directors or any of their close associates (as defined under the Hong Kong Listing Rules) who have related party relationship with the enterprise <u>or individual</u> which is involved in the resolution to be discussed at the Board meetings, or has material interests in the contract, arrangement or any other matters proposed to be discussed, shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if more than half of the directors who do not have any related party relationship and any material interests are present. Resolutions of the Board meeting shall be passed by more than half of the directors without related party relationship with and material interests in the matter to be resolved. Where less than three (3) directors without related party relationship with and material interests in the matter are present at the Board meeting, such proposals shall be submitted to the shareholders' general meeting for approval.</p> <p>Where otherwise provided by the laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles, such other provisions shall prevail.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
33.	<p>Article 171 The primary duties of the Strategy and Development Committee of the Board of Directors are:</p> <p>(I) formulating the medium-to-long term development strategies of the Bank, supervising and evaluating the implementation of the strategies and advising to the Board of Directors;</p> <p>(II) examining the annual operation plan and the budget for fixed asset investment of the Bank, supervising and inspecting the implementation of the annual operation plan and the budget for fixed asset investment of the Bank;</p> <p>(III) studying and advising the Board of Directors on the development of information technology, inclusive finance, green credit and other specialized strategic development plans of the Bank according to the needs of strategic development plan;</p> <p>...</p> <p>(VII) studying and coordinating other significant matters relating to the strategic development of the Bank.</p>	<p>Article 171157 The primary duties of the Strategy and Development Committee of the Board of Directors are:</p> <p>(I) formulating the medium-to-long term development strategies of the Bank, supervising and evaluating the implementation of the strategies and advising to the Board of Directors;</p> <p>(II) examining the annual operation plan and the budget for fixed asset investment of the Bank, supervising and inspecting the implementation of the annual operation plan and the budget for fixed asset investment of the Bank;</p> <p>(III) studying and advising the Board of Directors on the development of information technology, inclusive finance, green finance credit and other specialized strategic development plans of the Bank, <u>supervising and evaluating the implementation of each strategy and promoting each strategy to meet the planning expectations according to the needs of strategic development plan and making recommendations to the Board of Directors;</u></p> <p>...</p> <p>(VII) studying and coordinating other significant matters relating to the strategic development of the Bank.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
34.	<p>Article 172 The primary duties of the Audit Committee of the Board of Directors are:</p> <p>(I) inspecting the risks and compliance, finance, accounting policies and practices, financial reporting procedures as well as financial wellbeing of the Bank;</p> <p>(II) taking charge of the annual audit work of the Bank;</p> <p>(III) advising to the Board of Directors on the engagement or change of external auditors which conduct auditing for the Bank including making recommendations to the Board of Directors on the appointment, re-appointment and change of the external auditors, approving the remuneration and the terms of appointment of the external auditors and dealing with any relevant issues regarding the resignation or removal of external auditors;</p> <p>...</p> <p>(XVI) other duties which are required by the Hong Kong Listing Rules to be performed by the Audit Committee of the Board;</p> <p>(XVII) other functions and powers which are conferred by the Board on the committees.</p>	<p>Article 172158 The primary duties of the Audit Committee of the Board of Directors are:</p> <p>(I) inspecting the risks and compliance, finance, accounting policies and practices, financial reporting procedures as well as financial wellbeing of the Bank;</p> <p>(II) taking charge of the annual audit work of the Bank; <u>considering and disclosing financial and accounting reports;</u></p> <p>(III) advising to the Board of Directors on the engagement or change of external auditors which conduct auditing for the Bank including making recommendations to the Board of Directors on the appointment, re-appointment and change of the external auditors, approving the remuneration and the terms of appointment of the external auditors and dealing with any relevant issues regarding the resignation or removal of external auditors; <u>advising on the appointment and dismissal of the chief financial officer;</u></p> <p>...</p> <p>(XVI) other duties which are required by <u>the securities regulatory and administrative authorities under the State Council and</u> the Hong Kong Listing Rules to be performed by the Audit Committee of the Board;</p> <p>(XVII) other functions and powers which are conferred by the Board on the committees.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
35.	<p>Article 181 The main duties and responsibilities of the secretary to the Board shall include:</p> <p>(I) To ensure that the Bank prepares and submits reports and documents required by competent agencies in accordance with relevant laws;</p> <p>(II) To prepare for Board meetings and general meetings and be responsible for the minutes of the meetings and the safekeeping of meeting minutes and documents; to ensure that the Bank has complete constitutional documents and records;</p> <p>(III) To prepare documents for Board meetings and general meetings as well as relevant rules;</p> <p>(IV) To be responsible for the information disclosure of the Bank and ensure the timely, accurate, lawful, truly and complete disclosure of the Bank's information;</p> <p>(V) To ensure that the register of shareholders of the Bank is properly set up, and that people entitled to obtain the Bank's relevant records and documents, can receive such records and documents in a timely manner;</p> <p>(VI) To be responsible for the safekeeping of the register of shareholders, the seal of the Board and relevant materials and to be responsible to handle matters related to management of the equity shares of the Bank and registration of trusteeship;</p> <p>(VII) Other matters as authorized by the Board.</p>	<p>Article 181<u>167</u> The main duties and responsibilities of the secretary to the Board shall include:</p> <p>(I) To ensure that the Bank prepares and submits reports and documents required by competent agencies in accordance with relevant laws;</p> <p>(II) To prepare for Board meetings and general meetings and be responsible for the minutes of the meetings and the safekeeping of meeting minutes and documents; to ensure that the Bank has complete constitutional documents and records;</p> <p>(III) To prepare documents for Board meetings and general meetings as well as relevant rules;</p> <p>(IV) To be responsible for the information disclosure of the Bank and ensure the timely, accurate, lawful, truly and complete disclosure of the Bank's information;</p> <p>(V) To ensure that the register of shareholders of the Bank is properly set up, and that people entitled to obtain the Bank's relevant records and documents, can receive such records and documents in a timely manner;</p> <p>(VI) To be responsible for the safekeeping of the register of shareholders, the seal of the Board and relevant materials and to be responsible to handle matters related to management of the equity shares of the Bank and registration of trusteeship;</p> <p>(VII) Other matters as authorized by the Board.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
36.	<p>Article 201 The Bank shall have a Board of Supervisors which shall be composed of five (5) to thirteen (13) supervisors. The Board of Supervisors shall have one (1) chairman and may have one (1) vice chairman, and their appointment and removal shall be made with a resolution passed by above two-thirds of the all members of the Board of Supervisors. The chairman and vice chairman of the Board of Supervisors shall be served as by a dedicated designated person, and shall possess professional knowledge and working experience in at least one professional area, e.g. accounting, audit, finance or law, etc.. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to or fails to carry out his/her duties, the vice chairman of the Board of Supervisors shall convene and preside over the meeting. If the vice chairman of the Board of Supervisors is unable to or fails to carry out his/her duties, a supervisor elected by above half of the supervisors shall convene and preside over the meeting.</p> <p>...</p>	<p>Article 201<u>187</u> The Bank shall have a Board of Supervisors which shall be composed of five (5) to thirteen (13) supervisors. The Board of Supervisors shall have one (1) chairman and may have one (1) vice chairman, and their appointment and removal shall be made with a resolution passed by above two-thirds of the all members of the Board of Supervisors. The chairman and vice chairman of the Board of Supervisors shall be served as by a dedicated designated person, and shall possess professional knowledge and working experience in at least one professional area, e.g. accounting, audit, finance or law, etc.. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to or fails to carry out his/her duties, the vice chairman of the Board of Supervisors shall convene and preside over the meeting. If the vice chairman of the Board of Supervisors is unable to or fails to carry out his/her duties, a supervisor elected by above<u>more than</u> half of the supervisors shall convene and preside over the meeting.</p> <p>...</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
37.	<p>Article 258 The Bank may distribute dividend in the form of cash or share.</p> <p>The profit distribution of the Bank attaches the emphasis on the reasonable return on the investment of investors. The Bank's profit distribution policy should maintain a certain continuity and stability, and the Bank shall distribute dividends in the profitable year.</p> <p>The total profit distributed in the form of cash dividends for the last three years shall not be less than 30% of the average annual distributable profit of the Bank of the last three years, when making profits distribution.</p> <p>Distribution of scrip dividends in form of stock shall be approved by general meeting of shareholders and subject to approval by the banking regulatory authority of the State Council.</p>	<p>Article 258<u>244</u> The Bank may distribute dividend in the form of cash or share.</p> <p>The profit distribution of the Bank attaches the emphasis on the reasonable return on the investment of investors. The Bank's profit distribution policy should maintain a certain continuity and stability, and the Bank shall distribute dividends in the profitable year.</p> <p>The total profit distributed in the form of cash dividends for the last three years shall not be less than 30% of the average annual distributable profit of the Bank of the last three years, when making profits distribution.</p> <p>Distribution of scrip dividends in form of stock shall be approved by general meeting of shareholders and subject to approval by the banking regulatory authority of the State Council.</p>
38.	<p>Article 264 The Bank shall engage independent accounting firms that comply with the relevant State regulations, to audit annual financial reports and to review other financial reports of the Bank, but the Bank shall not engage accounting firm(s) under the control of related parties.</p>	<p>Article 264<u>250</u> The Bank shall engage independent accounting firms that comply with the relevant State regulations, to audit annual financial reports and to review other financial reports of the Bank, but the Bank shall not engage accounting firm(s) under the control of related parties.</p> <p><u>The accounting firm referred to in the Articles means the accounting firm engaged by the Bank to provide statutory audit services for the periodic financial reports of the Bank.</u></p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
39.	<p>Article 272 For a merger or division of the Bank, the Board of Directors shall put forward a proposal, and the formalities for approval shall be handled in accordance with the law after the proposal has complied with the procedures specified in the Articles. The Shareholders who oppose the Bank's merger or division plans have the right to ask the Bank or the Shareholders who approve the merger or division plans to purchase their shares at a fair price. The contents of the resolution on the merger or division of the Bank shall be made into special document, which shall be available for inspection by Shareholders.</p> <p>Except as otherwise provided for by the securities regulatory authorities located at the locality in which the Bank's shares are listed, the aforementioned documents shall be served by mail to the shareholders of overseas listed shares.</p>	<p>Article 272258 For a merger or division of the Bank, the Board of Directors shall put forward a proposal, and the formalities for approval shall be handled in accordance with the law after the proposal has complied with the procedures specified in the Articles. The Shareholders who oppose the Bank's merger or division plans have the right to ask the Bank or the Shareholders who approve the merger or division plans to purchase their shares at a fair price. The contents of the resolution on the merger or division of the Bank shall be made into special document, which shall be available for inspection by Shareholders.</p> <p>Except as otherwise provided for by the securities regulatory authorities located at the locality in which the Bank's shares are listed, the aforementioned documents shall be served by mail to the shareholders of overseas listed shares.</p>
40.	<p>Article 274 For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within ten (10) days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement within thirty (30) days in the media designated by the Bank for publishing announcements. The creditors shall within thirty (30) days of the day on which a notice is received, and, in the case where no notice is received, within forty-five (45) days, request that the Bank repays its debts or provides a corresponding guarantee for repayment.</p>	<p>Article 274260 For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within ten (10) days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement within thirty (30) days in the media designated by the Bank for publishing announcements <u>or the National Enterprise Credit Information Publicity System</u>. The creditors shall within thirty (30) days of the day on which a notice is received, and, in the case where no notice is received, within forty-five (45) days, request that the Bank repays its debts or provides a corresponding guarantee for repayment.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
41.	<p>Article 276 Where the Bank proceeds into a division, its assets shall be divided accordingly.</p> <p>Where there is a division of the Bank, the parties to the division shall prepare a balance sheet and assets list. The Bank shall inform the creditors within ten (10) days from the date on which a resolution is adopted in favor of the division, and shall publish an announcement within thirty (30) days in the media designated by the Bank for publishing announcements.</p>	<p>Article 276262 Where the Bank proceeds into a division, its assets shall be divided accordingly.</p> <p>Where there is a division of the Bank, the parties to the division shall prepare a balance sheet and assets list. The Bank shall inform the creditors within ten (10) days from the date on which a resolution is adopted in favor of the division, and shall publish an announcement within thirty (30) days in the media designated by the Bank for publishing announcements <u>or the National Enterprise Credit Information Publicity System</u>.</p>
42.	<p>Article 278 The Bank shall prepare a balance sheet and assets list when it needs to reduce its registered capital.</p> <p>The Bank shall notify its creditors within ten (10) days from the date of the Bank's resolution on reduction of registered capital and shall publish an announcement in the media designated by the Bank within thirty (30) days. The creditors shall within thirty (30) days of the day on which a notice is received, and, in the case where no notice is received, within forty-five (45) days, request that the Bank repays its debts or provides a corresponding guarantee for repayment.</p> <p>The Bank's registered capital after the capital reduction shall not be under the minimum statutory amount.</p>	<p>Article 278264 The Bank shall prepare a balance sheet and assets list when it needs to reduce its registered capital.</p> <p>The Bank shall notify its creditors within ten (10) days from the date of the Bank's resolution on reduction of registered capital and shall publish an announcement in the media designated by the Bank <u>or the National Enterprise Credit Information Publicity System</u> within thirty (30) days. The creditors shall within thirty (30) days of the day on which a notice is received, and, in the case where no notice is received, within forty-five (45) days, request that the Bank repays its debts or provides a corresponding guarantee for repayment.</p> <p>The Bank's registered capital after the capital reduction shall not be under the minimum statutory amount.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
43.	<p>Article 281 Where the Bank is dissolved pursuant to items (I) and (V) above, a liquidation committee shall be set up within fifteen (15) days. Members of the liquidation committee shall be selected at the shareholder's general meeting by way of ordinary resolution. If the liquidation committee is not established within the time limit, the creditors may apply to the people's court to designate relevant professionals to establish a liquidation committee to carry out the liquidation.</p> <p>Where the Bank is dissolved pursuant to item (III) above, a People's Court shall organize the banking regulatory and administrative authorities under the State Council, the shareholders, relevant authorities and relevant professionals to form a liquidation committee according to the laws to proceed with the liquidation. Where a liquidation committee is not established as scheduled, the creditors may apply to the people's court to appoint relevant persons to form a liquidation committee to carry out liquidation.</p> <p>Where the Bank is dissolved pursuant to item (IV) above, the banking regulatory and administrative authorities under the State Council shall organize the shareholders, relevant authorities and relevant professionals to form a liquidation committee to proceed with the liquidation.</p>	<p>Article 281267 Where the Bank is dissolved pursuant to items (I) and (V) above, a liquidation committee shall be set up within fifteen (15) days. Members of the liquidation committee shall, <u>in principle, be composed of directors,</u> <u>also</u> be selected at the shareholder's general meeting by way of ordinary resolution. If the liquidation committee is not established within the time limit, the creditors may apply to the people's court to designate relevant professionals to establish a liquidation committee to carry out the liquidation.</p> <p>Where the Bank is dissolved pursuant to item (III) above, a People's Court shall organize the banking regulatory and administrative authorities under the State Council, the shareholders, relevant authorities and relevant professionals to form a liquidation committee according to the laws to proceed with the liquidation. Where a liquidation committee is not established as scheduled, the creditors may apply to the people's court to appoint relevant persons to form a liquidation committee to carry out liquidation.</p> <p>Where the Bank is dissolved pursuant to item (IV) above, the banking regulatory and administrative authorities under the State Council shall organize the shareholders, relevant authorities and relevant professionals to form a liquidation committee to proceed with the liquidation.</p>
44.	<p>Article 283 The liquidation committee shall, within ten (10) days of its establishment, notify the creditors and shall, within sixty (60) days of its establishment, publish an announcement at least three times in the newspapers that meet the relevant requirements.</p>	<p>Article 283269 The liquidation committee shall, within ten (10) days of its establishment, notify the creditors and shall, within sixty (60) days of its establishment, publish an announcement at least three times in the newspapers that meet the relevant requirements <u>in newspapers or the National Enterprise Credit Information Publicity System.</u></p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
45.	<p>Article 294 Notice of the Bank (including but not limited to the notice of convening the shareholders' general meeting, the meeting of the Board of Directors and the meeting of the Board of Supervisors) shall be issued in the following manner:</p> <p>(I) By personal delivery;</p> <p>(II) By facsimile;</p> <p>(III) By post;</p> <p>(IV) By telegram;</p> <p>(V) By announcement on the newspaper and other designated media;</p> <p>(VI) By announcement on the website designated by the Bank and the stock exchange at the location where the Bank's shares are listed in accordance with the laws, administrative regulations, departmental rules, normative documents, relevant regulations of the supervisory authority and the Articles;</p> <p>(VII) By other means approved by the securities regulatory authority at the location where the Bank's shares are listed or specified in the Articles.</p> <p>...</p>	<p>Article 294280 Notice of the Bank (including but not limited to the notice of convening the shareholders' general meeting, the meeting of the Board of Directors and the meeting of the Board of Supervisors) shall be issued in <u>one or more of</u> the following manners:</p> <p>(I) By personal delivery;</p> <p>(II) By facsimile;</p> <p>(III) By post;</p> <p>(IV) By telegram;</p> <p>(V) By announcement on the newspaper and other designated media <u>or on the Bank's website;</u></p> <p>(VI) By announcement on the website designated by the Bank and the stock exchange at the location where the Bank's shares are listed in accordance with the laws, administrative regulations, departmental rules, normative documents, relevant regulations of the supervisory authority and the Articles;</p> <p>(VII) By other means approved by the securities regulatory authority at the location where the Bank's shares are listed or specified in the Articles.</p> <p>...</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
46.	<p>Article 295 The date of service of the Bank's notice:</p> <p>(I) If sent by personal delivery, the recipient or its agent shall affix signature (or seal) to the return on service and the signing date shall be the date of service;</p> <p>(II) If sent by facsimile, the sending date of the fax shall be the date of service;</p> <p>(III) If sent by post, the second workday after the post shall be the date of service;</p> <p>(IV) If sent by telegram, the second workday after the sending date of the telegram shall be the date of service;</p> <p>(V) If sent by announcement, the date of first announcement shall be the date of service.</p>	<p>Article 295281 The date of service of the Bank's notice:</p> <p>(I) If sent by personal delivery, the recipient or its agent shall affix signature (or seal) to the return on service and the signing date shall be the date of service;</p> <p>(II) If sent by facsimile, the sending date of the fax shall be the date of service;</p> <p>(III) If sent by post, the second workday after the post shall be the date of service;</p> <p>(IV) If sent by telegram, the second workday after the sending date of the telegram shall be the date of service;</p> <p>(IV)(V) If sent by announcement, the date of first announcement shall be the date of service.</p>
47.	<p>Article 298 The Bank shall issue announcements and disclose information to the holders of domestic shares through the newspapers and websites for information disclosure designated by laws, administrative regulations or relevant domestic supervisory authorities. If the Bank is required to issue announcements to the holders of H shares according to the Articles, the relevant announcements shall also be published by means specified in the Hong Kong Listing Rules.</p>	<p>Article 298284 The Bank shall issue announcements and disclose information to the holders of domestic shares through the newspapers and or the Bank's websites for information disclosure designated by laws, administrative regulations or relevant domestic supervisory authorities. If the Bank is required to issue announcements to the holders of H shares according to the Articles, the relevant announcements shall also be published by means specified in the Hong Kong Listing Rules.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
48.	<p>CHAPTER 19 DISPUTE RESOLUTION</p> <p>Article 299 The Bank shall abide by the following rules for dispute resolution:</p> <p>(I) If any disputes or claims in relation to the Bank's business, with respect to any rights or obligations under the Articles, the Company Law or any other relevant laws and administrative regulations, arise between shareholders of overseas listed shares and the Bank, between shareholders of overseas listed shares and the Bank's directors, supervisors or senior management personnel of the Bank, or between shareholders of overseas listed shares and other shareholders, the parties concerned shall submit such disputes or claims to arbitration.</p> <p>When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons (being the Bank, the Bank's shareholders, directors, supervisors or senior management personnel of the Bank) that have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall comply with the arbitration.</p> <p>Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration.</p>	<p>CHAPTER 19 DISPUTE RESOLUTION</p> <p>Article 299 The Bank shall abide by the following rules for dispute resolution:</p> <p>(I) If any disputes or claims in relation to the Bank's business, with respect to any rights or obligations under the Articles, the Company Law or any other relevant laws and administrative regulations, arise between shareholders of overseas listed shares and the Bank, between shareholders of overseas listed shares and the Bank's directors, supervisors or senior management personnel of the Bank, or between shareholders of overseas listed shares and other shareholders, the parties concerned shall submit such disputes or claims to arbitration.</p> <p>When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons (being the Bank, the Bank's shareholders, directors, supervisors or senior management personnel of the Bank) that have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall comply with the arbitration.</p> <p>Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration.</p>

NO.	Original Articles of the Articles of Association	Revised Articles of the Articles of Association
	<p>(II) A claimant may choose for the arbitration to be arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant submits a dispute or claim to arbitration, the other party must carry out the arbitration at the arbitration institution selected by the claimant.</p> <p>If a claimant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(III) Unless otherwise provided by the laws, administrative regulations, departmental rules or regulatory documents, the laws of the PRC shall apply to the settlement of any disputes or claims of rights that are resolved by arbitration pursuant to item (I) above.</p> <p>(IV) The award of the arbitration institution shall be final and binding on all parties.</p>	<p>(II) A claimant may choose for the arbitration to be arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant submits a dispute or claim to arbitration, the other party must carry out the arbitration at the arbitration institution selected by the claimant.</p> <p>If a claimant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(III) Unless otherwise provided by the laws, administrative regulations, departmental rules or regulatory documents, the laws of the PRC shall apply to the settlement of any disputes or claims of rights that are resolved by arbitration pursuant to item (I) above.</p> <p>(IV) The award of the arbitration institution shall be final and binding on all parties.</p>

Note: Due to the addition and deletion of the chapters and articles, the numbering of the original chapters and articles will be adjusted correspondingly, and their references will be adjusted correspondingly without separate indication.

**The Rules of Procedures of the Shareholders' General Meeting
(Comparative Table of the Amendments)**

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
1.	<p>Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the “Bank”), its shareholders and creditors, and regulating the organization and activities of the shareholders’ general meeting of the Bank, the Rules of Procedures (the “Rules”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Corporate Governance Guidelines for Banking and Insurance Institutions and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), as well as laws and regulations, normative documents and the requirements of the Articles of Association of Zhongyuan Bank Co., Ltd. (the “Articles”).</p>	<p>Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the “Bank”), its shareholders and creditors, and regulating the organization and activities of the shareholders’ general meeting of the Bank, the Rules of Procedures (the “Rules”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Corporate Governance Guidelines for Banking and Insurance Institutions and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), as well as laws and regulations, normative documents and the requirements of the Articles of Association of Zhongyuan Bank Co., Ltd. (the “Articles”).</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
2.	<p>Article 13 When the Requesting Shareholders request to convene an extraordinary general meeting or any class shareholders' meeting (hereinafter referred to as "Relevant Meetings"), they shall act in compliance with the following procedures:</p> <p>The Requesting Shareholders shall have the right to request the Board of Directors to convene Relevant Meetings and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the Relevant Meetings within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene Relevant Meetings, a notice convening such meetings shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original request contained in the notice is changed, approval of the relevant Shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the Relevant Meetings, or fails to give its response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene the Relevant Meetings and this proposal shall be made to the Board of Supervisors in writing.</p>	<p>Article 13 When the Requesting Shareholders request to convene an extraordinary general meeting or any class shareholders' meeting (hereinafter referred to as "<u>Shareholders' General Meetings</u> Relevant Meetings"), they shall act in compliance with the following procedures:</p> <p>The Requesting Shareholders shall have the right to request the Board of Directors to convene <u>Shareholders' General Meetings</u>Relevant Meetings and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the <u>Shareholders' General Meetings</u>Relevant Meetings within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene <u>Shareholders' General Meetings</u>Relevant Meetings, a notice convening such meetings shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original request contained in the notice is changed, approval of the relevant Shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the <u>Shareholders' General Meetings</u>Relevant Meetings, or fails to give its response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene the <u>Shareholders' General Meetings</u>Relevant Meetings and this proposal shall be made to the Board of Supervisors in writing.</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
	<p>If the Board of Supervisors agrees to convene the Relevant Meetings, a notice for convening such meetings shall be issued within five (5) days of receiving the proposal. If the original request contained in the notice is changed, approval of the relevant Shareholders shall be sought.</p> <p>If the Board of Supervisors fails to give the notice of Relevant Meetings within the specified time limit, it shall be deemed to have failed to convene or preside over the Relevant Meetings, and Convening Shareholders shall have the right to convene and preside over such meetings by themselves.</p> <p>Reasonable expenses incurred from the aforesaid case where shareholders convene and hold the meeting by themselves due to the failure of the Board of Directors or the Board of Supervisors to convene the meetings shall be borne by the Bank, and the same shall be deducted from the payment to those Directors or Supervisors who failed to perform their duties.</p>	<p>If the Board of Supervisors agrees to convene the <u>Shareholders' General Meetings</u>Relevant Meetings, a notice for convening such meetings shall be issued within five (5) days of receiving the proposal. If the original request contained in the notice is changed, approval of the relevant Shareholders shall be sought.</p> <p>If the Board of Supervisors fails to give the notice of <u>Shareholders' General Meetings</u> Relevant Meetings within the specified time limit, it shall be deemed to have failed to convene or preside over the <u>Shareholders' General Meetings</u> Relevant Meetings, and Convening Shareholders shall have the right to convene and preside over such meetings by themselves.</p> <p>Reasonable expenses incurred from the aforesaid case where shareholders convene and hold the meeting by themselves due to the failure of the Board of Directors or the Board of Supervisors to convene the meetings shall be borne by the Bank, and the same shall be deducted from the payment to those Directors or Supervisors who failed to perform their duties.</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
3.	<p>Article 20 Notice of shareholders' general meeting shall be made in writing and contain the following contents:</p> <p>(I) the venue, date and time of the meeting;</p> <p>(II) the matters to be tabled for discussion at the meeting;</p> <p>(III) all necessary information and explanation to enable Shareholders to make informed decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;</p> <p>(IV) if any of the Directors, Supervisors, President or other senior management personnel have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on the Director, Supervisor, President or other senior management personnel as Shareholders compared to other Shareholders of that same class, they shall explain this difference;</p>	<p>Article 20 Notice of shareholders' general meeting shall be made in writing and contain the following contents:</p> <p>(I) the venue, date and time of the meeting;</p> <p>(II) the matters to be tabled for discussion at the meeting;</p> <p>(III) all necessary information and explanation to enable Shareholders to make informed decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;</p> <p>(IV) if any of the Directors, Supervisors, President or other senior management personnel have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on the Director, Supervisor, President or other senior management personnel as Shareholders compared to other Shareholders of that same class, they shall explain this difference;</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
	<p>(V) the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(VI) a prominent statement stating that a Shareholder entitled to attend and vote at the meeting, is entitled to appoint one proxy or over one proxy to attend and vote on his/her behalf, and such proxy need not be a Shareholder of the Bank;</p> <p>(VII) the shareholding registration date of the Shareholders who are entitled to attend the meeting;</p> <p>(VIII) the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(IX) the name and phone number of the contact person of the meeting.</p>	<p>(V) the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(V) <u>(VIV)</u> a prominent statement stating that a Shareholder entitled to attend and vote at the meeting, is entitled to appoint one proxy or over one proxy to attend and vote on his/her behalf, and such proxy need not be a Shareholder of the Bank;</p> <p>(VII) <u>(VHV)</u> the shareholding registration date of the Shareholders who are entitled to attend the meeting;</p> <p>(VIII) <u>(VHVI)</u> the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(IX) <u>(XVII)</u> the name and phone number of the contact person of the meeting.</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
4.	<p>Article 21 Unless otherwise stipulated by the laws, regulations, the regulations of the relevant regulatory authorities as well as the Articles, the notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to all Shareholders (regardless of whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of Shareholders. For holders of domestic shares, the notice of a shareholders' general meeting may be in the form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory and administrative authorities under the State Council. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.</p> <p>Subject to the laws, administrative regulations, departmental rules, regulatory documents, and listing rules of the stock exchange in the place where the shares of the Bank are listed and the regulations of the relevant regulatory authorities, the Bank may also send or dispatch the aforesaid notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange, instead of sending or dispatching the same by personal delivery or prepaid mail.</p>	<p>Article 21 Unless otherwise stipulated by the laws, regulations, the regulations of the relevant regulatory authorities as well as the Articles, the notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to all Shareholders (regardless of whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of Shareholders; <u>sent to shareholders and announced in accordance with the manners provided in the Articles or other manners permitted by laws and regulations.</u> For holders of domestic shares, the notice of a shareholders' general meeting may be in the form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory and administrative authorities under the State Council <u>refer to the announcement published on the designated media as required by the relevant regulators or disclosed on the Bank's website, etc.</u> All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.</p> <p>Subject to the laws, administrative regulations, departmental rules, regulatory documents, and listing rules of the stock exchange in the place where the shares of the Bank are listed and the regulations of the relevant regulatory authorities, the Bank may also send or dispatch the aforesaid notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange, instead of sending or dispatching the same by personal delivery or prepaid mail.</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
5.	Article 28 Shareholders shall appoint their proxies in writing. The proxy form should be executed by appointing Shareholders or an attorney duly authorised by them in writing. Where the appointing shareholder is a legal person, the proxy form should be executed under its common seal or under the hand of its legal representative, director or an attorney in writing to sign the same.	Article 28 Shareholders shall appoint their proxies in writing. The proxy form should be executed by appointing Shareholders or an attorney duly authorised by them in writing . Where the appointing shareholder is a legal person, the proxy form should be executed under its common seal or under the hand of its legal representative, director or an attorney in writing to sign the same .
6.	Article 32 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of a shareholders' general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing Shareholder instead of the appointing Shareholder himself/herself, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the meeting.	Article 32 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of a shareholders' general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing Shareholder instead of the appointing Shareholder himself/herself, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the meeting.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
	<p>If the Shareholder is a recognized clearing house or its agent as defined in the Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), such a Shareholder is entitled to appoint more than one person it deems suitable to act as its proxy in the shareholders' general meeting or class shareholders' general meeting. If above two persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that person is a natural person shareholder of the Bank.</p>	<p>If the Shareholder is a recognized clearing house or its agent as defined in the Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), such a Shareholder is entitled to appoint more than one person it deems suitable to act as its proxy in the shareholders' general meeting or class shareholders' general meeting. If above two persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that person is a natural person shareholder of the Bank.</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
7.	Article 37 The shareholders' general meeting shall be convened by the Board of Directors according to laws and shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the deputy chairman is unable or fails to perform his/her duties, a Director elected by above half of the Directors shall preside over the meeting. In the event that no such designation is made, a Shareholder as elected from the attending Shareholders may preside over the meeting. If, for any reason, the attending Shareholders fail to elect one to be the chairman, the attending Shareholder (or his proxy) who holds the most voting shares shall preside over the meeting.	Article 37 The shareholders' general meeting shall be convened by the Board of Directors according to laws and shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the deputy chairman is unable or fails to perform his/her duties, a Director elected by above more than half of the Directors shall preside over the meeting. In the event that no such designation is made, a Shareholder as elected from the attending Shareholders may preside over the meeting. If, for any reason, the attending Shareholders fail to elect one to be the chairman, the attending Shareholder (or his proxy) who holds the most voting shares shall preside over the meeting.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
	<p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Shareholders shall be presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by abovemore than half of the supervisors shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Shareholders shall be presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
8.	Article 68 If the convening procedure or voting method of the shareholders' general meeting violates laws, administrative regulations or the Articles, or resolution contents violate the Articles, shareholders may, within sixty (60) days upon the date of adopting the resolution, request the people's court to rescind the resolutions.	Article 68 If the convening procedure or voting method of the shareholders' general meeting violates laws, administrative regulations or the Articles, or resolution contents violate the Articles, shareholders may, within sixty (60) days upon the date of adopting the resolution, request the people's court to rescind the resolutions. <u>Unless there is only a minor defect in the convening procedure or the voting manner for the shareholders' general meeting or Board meeting, which does not have any substantive effect on the resolution.</u>

Note: Due to the addition and deletion of the articles, the numbering of the original articles will be adjusted correspondingly, and their references will be adjusted correspondingly without separate indication.

**The Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd.
(Comparative Table of the Amendments)**

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
1.	Article 1 In order to clarify the mode of discussion of the Board of Directors of Zhongyuan Bank Co., Ltd. (the "Bank"), regulate the procedures of discussion, and ensure the implementation of the resolutions of a shareholders' general meeting, the efficiency and scientific decision-making of the Board of Directors, the Rules of Procedures (the "Rules") are hereby formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Commercial Banking Law of the People's Republic of China (the "Commercial Banking Law"), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Corporate Governance Guidelines for Banking and Insurance Institutions, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws and regulations, rules, normative documents and Articles of Association of Zhongyuan Bank Co., Ltd. (the "Articles").	Article 1 In order to clarify the mode of discussion of the Board of Directors of Zhongyuan Bank Co., Ltd. (the "Bank"), regulate the procedures of discussion, and ensure the implementation of the resolutions of a shareholders' general meeting, the efficiency and scientific decision-making of the Board of Directors, the Rules of Procedures (the "Rules") are hereby formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Commercial Banking Law of the People's Republic of China (the "Commercial Banking Law"), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Corporate Governance Guidelines for Banking and Insurance Institutions, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws and regulations, rules, normative documents and Articles of Association of Zhongyuan Bank Co., Ltd. (the "Articles").
2.	Article 6 The Board meetings shall only be held when more than half of the directors attend the meeting.	Article 6 The Board meetings shall only be held when more than half of the directors attend the meeting.

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
3.	<p>Article 17 Proposals proposed to the Board's meetings shall be approved and passed by more than half of the directors of the Bank. Where the number of votes cast for and against a resolution at the Board is equal, the chairman shall have the deciding vote. Where a higher majority is required to pass a resolution of the Board in accordance with laws, administrative regulations and the Articles, such provisions shall prevail. In the case of contradiction in content and meaning of different resolutions, the latest one shall prevail.</p>	<p>Article 17 Proposals proposed to the Board's meetings shall be approved and passed by more than half of the directors of the Bank.Where the number of votes east for and against a resolution at the Board is equal, the chairman shall have the deciding vote. Where a higher majority is required to pass a resolution of the Board in accordance with laws, administrative regulations and the Articles, such provisions shall prevail. In the case of contradiction in content and meaning of different resolutions, the latest one shall prevail.</p>
4.	<p>Article 18 A director shall abstain from voting under the following circumstances:</p> <p>(1) if so required by relevant regulations;</p> <p>(2) if that director considers that he/she shall abstain from voting;</p> <p>(3) if so required by the Articles under the circumstances that Directors or any of their close associates (as defined under the Hong Kong Listing Rules) have related party relationship with the enterprise which is involved in the resolution to be discussed at the Board meetings, or have material interests in the contract, arrangement or any other matters proposed to be discussed.</p>	<p>Article 18 A director shall abstain from voting under the following circumstances:</p> <p>(1) if so required by relevant regulations;</p> <p>(2) if that director considers that he/she shall abstain from voting;</p> <p>(3) if so required by the Articles under the circumstances that Directors or any of their close associates (as defined under the Hong Kong Listing Rules) have related party relationship with the enterprise <u>or individual</u> which is involved in the resolution to be discussed at the Board meetings, or have material interests in the contract, arrangement or any other matters proposed to be discussed.</p>

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
	<p>Under such circumstances, such directors shall not exercise their voting rights on such proposals, nor can they exercise any voting rights on behalf of other directors.</p> <p>If any director is required to abstain from voting on a proposal, the Board meeting shall only be held if more than half of the directors who do not have any related party relationship and any material interests are present. Resolutions of the Board meeting shall be passed by more than half of the directors without any related party relationship and material interests in the matter to be resolved. Where less than three directors without any related party relationship and material interests in the matter are present at the Board meeting, such proposals shall be submitted to the shareholders' general meeting for approval.</p> <p>Where otherwise provided by the laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles, such other provisions shall prevail.</p>	<p>Under such circumstances, such directors shall not exercise their voting rights on such proposals, nor can they exercise any voting rights on behalf of other directors.</p> <p>If any director is required to abstain from voting on a proposal, the Board meeting shall only be held if more than half of the directors who do not have any related party relationship and any material interests are present. Resolutions of the Board meeting shall be passed by more than half of the directors without any related party relationship and material interests in the matter to be resolved. Where less than three directors without any related party relationship and material interests in the matter are present at the Board meeting, such proposals shall be submitted to the shareholders' general meeting for approval.</p> <p>Where otherwise provided by the laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles, such other provisions shall prevail.</p>

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
5.	Article 24 Upon the occurrence of the circumstances provided in Article 23 of the Rules, the chairman shall perform his duties to convene and preside over an interim Board meeting, if the chairman is unable or fails to do his duties to convene and preside over an interim Board meeting, the vice chairman shall convene and host the meeting of the Board of Directors; if the vice chairman is unable or fails to do so, a director shall be recommended by half or more directors jointly to exercise such duties and powers on his behalf.	Article 24 Upon the occurrence of the circumstances provided in Article 23 of the Rules, the chairman shall perform his duties to convene and preside over an interim Board meeting, if the chairman is unable or fails to do his duties to convene and preside over an interim Board meeting, the vice chairman shall convene and host the meeting of the Board of Directors; if the vice chairman is unable or fails to do so, a director shall be recommended by more than half or more of the directors jointly to exercise such duties and powers on his behalf.

Note: Due to the addition or deletion of the articles, the numbering of the original articles will be adjusted correspondingly, and their references will be adjusted correspondingly without separate indication.

NOTICE OF 2024 ANNUAL GENERAL MEETING

中原银行股份有限公司* ZHONGYUAN BANK CO., LTD.*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1216)

NOTICE OF 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting (the “AGM”) of Zhongyuan Bank Co., Ltd. (the “Bank”) will be physically held at 3:00 p.m. on June 30, 2025 (Monday) at 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 Work Report of the Board of Directors for 2024;
2. to consider and approve the Work Report of the Board of Supervisors for 2024;
3. to consider and approve the Final Account Report for 2024;
4. to consider and approve the Financial Budget Report for 2025;
5. to consider and approve the Profit Distribution Plan for 2024;
6. to consider and approve the Capital Adequacy Ratio Report for 2024 and Capital Adequacy Ratio Plan for 2025;
7. to consider and approve the Directors Remuneration Report for 2024;
8. to consider and approve the Supervisors Remuneration Report for 2024;
9. to consider and approve the Engagement of Auditors for 2025;
10. to consider and approve the Appointment of Mr. LI Wenqiang as a Non-executive Director of the Third Session of the Board;
11. to consider and approve the Amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.;

NOTICE OF 2024 ANNUAL GENERAL MEETING

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 Formulation of the Implementation Rules for Share Transfer of Zhongyuan Bank Co., Ltd.; and

SPECIAL RESOLUTION

14. 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.*
GUO Hao
Chairman

Zhengzhou, the PRC
June 9, 2025

NOTICE OF 2024 ANNUAL GENERAL MEETING

As of the date of this notice, the Board of Directors of the Bank comprises Mr. GUO Hao as executive Director; Mr. FENG Ruofan and Ms. ZHANG Shu as non-executive Directors; Mr. XU Yiguo, Ms. ZHAO Zijian, Mr. WANG Maobin, Mr. PAN Xinmin and Mr. GAO Pingyang 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 (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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 25, 2025 (Wednesday) to June 30, 2025 (Monday), both days inclusive, during which period no transfer of the shares will be registered. Shareholders whose names appear in the Bank’s register of members on June 25, 2025 (Wednesday) shall be entitled to attend and vote at the AGM.

In order for the Shareholders to be eligible to attend and vote at the AGM, 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 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 24, 2025 (Tuesday) for registration.

The Bank’s register of members will be closed from July 7, 2025 (Monday) to July 10, 2025 (Thursday), both days inclusive, during which period no transfer of the shares will be registered. Shareholders whose names appear in the Bank’s register of members on July 10, 2025 (Thursday) shall be entitled to receive the 2024 Final Dividend.

In order for the Shareholders to be eligible to receive the 2024 Final Dividend, 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 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., July 4, 2025 (Friday) 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 form of proxy. The form of proxy 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 form of proxy 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 form of proxy appointing a 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 form of proxy. 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

NOTICE OF 2024 ANNUAL GENERAL MEETING

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, you can attend and vote in person at the AGM or any adjournment thereof should you so wish. In this case, the form of proxy 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 7898/8551 7892
Fax: (86) 0371-8551 9888

5. For the avoidance of confusion, the amendments to the Rules of Procedures of the Shareholders' General Meeting are subject to the approval at the AGM by way of ordinary resolutions and approval at the First H Share Class Meeting of 2025 and the First Domestic Share Class Meeting of 2025 by way of special resolutions.

The details about the aforesaid resolutions proposed for the consideration and approval at the AGM have been set out in the circular of the Bank dated June 9, 2025.

NOTICE OF H SHARE CLASS 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: 1216)

NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2025

NOTICE IS HEREBY GIVEN that the first H share class meeting of 2025 (the “**H Share Class Meeting**”) of Zhongyuan Bank Co., Ltd. (the “**Bank**”) will be held physically at 3:30 p.m. on June 30, 2025 (Monday) (or immediately after the conclusion or adjournment of the 2024 AGM) at 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:

Special Resolutions

1. to consider and approve the Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.; and
2. to consider and approve the Amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.

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

Zhengzhou, the PRC
June 9, 2025

As of the date of this notice, the Board of Directors of the Bank comprises Mr. GUO Hao as executive Director; Mr. FENG Ruofan and Ms. ZHANG Shu as non-executive Directors; Mr. XU Yiguo, Ms. ZHAO Zijian, Mr. WANG Maobin, Mr. PAN Xinmin and Mr. GAO Pingyang 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.

NOTICE OF H SHARE CLASS MEETING

Notes:

1. Pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), all resolutions proposed at the H Share Class Meeting will be voted by poll except for the resolutions concerning relevant procedures or administrative matters which the chairman of the H Share Class Meeting 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 AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE H SHARE CLASS MEETING**

The Bank’s register of members (the “**Shareholders**”) will be closed from June 25, 2025 (Wednesday) to June 30, 2025 (Monday), both days inclusive, during which period no transfer of shares of the Bank (the “**Shares**”) will be effected. The Shareholders whose names appear in the Bank’s register of members on June 25, 2025 (Wednesday) shall be entitled to attend and vote at the H Share Class Meeting.

For a Shareholder to be eligible for attending and voting at the H Share Class Meeting, all transfer documents together with the relevant share certificates and other appropriate documents must be lodged with the H Share Registrar of the Bank, namely, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m., June 24, 2025 (Tuesday) for registration.

3. **PROXY**

Any Shareholder entitled to attend and vote at the H Share Class Meeting 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 H Share Class Meeting.

The proxy concerned must be appointed with a form of proxy. The form of proxy 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 form of proxy 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 form of proxy appointing a 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 form of proxy. 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 not later than 24 hours before the scheduled time for the holding of the H Share Class Meeting or any adjournment thereof (as the case may be).

After the completion and return of the form of proxy, you can attend and vote in person at the H Share Class Meeting or any adjournment thereof should you so wish. In this case, the form of proxy 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 H Share Class Meeting in person or by proxy as the only holder entitled to vote. If one or more registered joint holders attend the H Share Class Meeting 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 H Share Class Meeting (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 H Share Class Meeting (or any adjournment thereof).

NOTICE OF H SHARE CLASS MEETING

The H Share Class Meeting 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

5. For the avoidance of confusion, the amendments to the Rules of Procedures of the Shareholders' General Meeting are subject to the approval at the 2024 AGM by way of ordinary resolutions and approval at the H Share Class Meeting by way of special resolutions.

The details about the aforesaid resolutions proposed for the consideration and approval at the H Share Class Meeting have been set out in the circular of the Bank dated June 9, 2025.

NOTICE OF DOMESTIC SHARE CLASS MEETING

中原银行股份有限公司* ZHONGYUAN BANK CO., LTD.*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1216)

NOTICE OF THE FIRST DOMESTIC SHARE CLASS MEETING OF 2025

NOTICE IS HEREBY GIVEN that the first domestic share class meeting of 2025 (the “**Domestic Share Class Meeting**”) of Zhongyuan Bank Co., Ltd. (the “**Bank**”) will be held physically at 4:00 p.m. (or immediately after the conclusion or adjournment of the first H share class meeting of 2025) on June 30, 2025 (Monday) at 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:

Special Resolutions

1. to consider and approve the Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.; and
2. to consider and approve the Amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.

By Order of the Board
Zhongyuan Bank Co., Ltd.*
GUO Hao
Chairman

Zhengzhou, the PRC
June 9, 2025

As of the date of this notice, the Board of Directors of the Bank comprises Mr. GUO Hao as executive Director; Mr. FENG Ruofan and Ms. ZHANG Shu as non-executive Directors; Mr. XU Yiguo, Ms. ZHAO Zijian, Mr. WANG Maobin, Mr. PAN Xinmin and Mr. GAO Pingyang as independent non-executive Directors.

NOTICE OF DOMESTIC SHARE CLASS MEETING

Notes:

1. Pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), all resolutions proposed at the Domestic Share Class Meeting will be voted by poll except for the resolutions concerning relevant procedures or administrative matters which the chairman of the Domestic Share Class Meeting 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 AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE DOMESTIC SHARE CLASS MEETING**

The Bank’s register of members (the “**Shareholders**”) will be closed from June 25, 2025 (Wednesday) to June 30, 2025 (Monday), both days inclusive, during which period no transfer of shares of the Bank (the “**Shares**”) will be effected. The Shareholders whose names appear in the Bank’s register of members on June 25, 2025 (Wednesday) shall be entitled to attend and vote at the Domestic Share Class Meeting.

For a Shareholder to be eligible for attending and voting at the Domestic Share Class Meeting, all transfer documents together with the relevant share certificates and other appropriate documents must be delivered 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 not later than 4:30 p.m., on June 24, 2025 (Tuesday). for registration.

3. **PROXY**

Any Shareholder entitled to attend and vote at the Domestic Share Class Meeting 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 Domestic Share Class Meeting.

The proxy concerned must be appointed with a form of proxy. The form of proxy 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 form of proxy 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 form of proxy appointing a 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 form of proxy. 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 office of the board of directors of the Bank 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 Domestic Share Class Meeting or any adjournment thereof (as the case may be).

After the completion and return of the form of proxy, you can attend and vote in person at the Domestic Share Class Meeting or any adjournment thereof should you so wish. In this case, the form of proxy 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 Domestic Share Class Meeting in person or by proxy as the only holder entitled to vote. If more than one of registered joint holders attend the Domestic Share Class Meeting 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 Domestic Share Class Meeting (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 Domestic Share Class Meeting (or any adjournment thereof).

NOTICE OF DOMESTIC SHARE CLASS MEETING

The Domestic Share Class Meeting 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 the office of the Board:

Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District CBD, Zhengzhou, Henan Province, the PRC

Tel: (86) 0371-8551 7898/8551 7892

Fax: (86) 0371-8551 9888

5. For the avoidance of confusion, the amendments to the Rules of Procedures of the Shareholders' General Meeting are subject to the approval at the 2024 AGM by way of ordinary resolutions and approval at the Domestic Share Class Meeting by way of special resolutions.

The details about the aforesaid resolutions proposed for the consideration and approval at the Domestic Share Class Meeting have been set out in the circular of the Bank dated June 9, 2025.