

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

中原银行股份有限公司*
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.;

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

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

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.