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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)**

**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.

*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](http://www.hkexnews.hk)) and the Bank ([www.zybank.com.cn](http://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).

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.**