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

If you have sold or transferred all your shares in **Zhongyuan Bank Co., Ltd.***, you should at once hand this circular, together with the form 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)

**CAPITAL REPLENISHMENT AND USE PLANNING FOR 2026-2028,
ISSUANCE OF SCI-TECH INNOVATION BONDS,
ISSUANCE OF UNDATED CAPITAL BONDS
AND
NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING**

The Letter from the Board is set out on pages 3 to 12 of this circular.

The Bank will physically convene the 2026 First EGM at 3:00 p.m. on April 29, 2026 (Wednesday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The Notice of the 2026 First Extraordinary General Meeting is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you intend to attend and/or vote at the 2026 First EGM 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 2026 First EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 First EGM or any adjournment thereof should you so wish.

* *Zhongyuan Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), is not subject to the supervision of the Hong Kong Monetary Authority, and is not authorized to carry on banking and/or deposit-taking business in Hong Kong.*

April 9, 2026

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DEFINITIONS

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

“2026 First Extraordinary General Meeting” or “2026 First EGM”	the 2026 first extraordinary general meeting to be physically held by the Bank at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC at 3:00 p.m. on April 29, 2026 (Wednesday)
“Bank” or “Zhongyuan Bank”	Zhongyuan Bank Co., Ltd.* (中原銀行股份有限公司*), a joint stock company incorporated on December 23, 2014 in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange, and, if the context requires, including its predecessors, branches, sub-branches and subsidiaries
“Board” or “Board of Directors”	the board of directors of the Bank
“Company Law”	the Company Law of the People’s Republic of China (as amended, supplemented, or otherwise modified from time to time)
“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
“Domestic Shareholder(s)”	the holder(s) of the Domestic Share(s)
“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/have a nominal value of RMB1.00 each
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H share registrar of the Bank
“H Shareholder(s)”	the holder(s) of the H Share(s)
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“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
“NFRA”	National Financial Regulatory Administration
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan of the PRC
“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

LETTER FROM THE BOARD

中原銀行股份有限公司*
ZHONGYUAN BANK CO., LTD.*

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

Executive Directors:

Mr. GUO Hao
Mr. ZHOU Feng

Non-executive Directors:

Mr. FENG Ruofan
Mr. LI Wenqian
Ms. ZHANG Shu

Independent non-executive Directors:

Mr. XU Yiguo
Ms. ZHAO Zijian
Mr. WANG Maobin
Mr. PAN Xinmin
Mr. GAO Pingyang

Registered office in the PRC:

No. 9 Waihuan Road, Financial Island
Zhengdong New District
Zhengzhou
Henan Province, the PRC

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

To the Shareholders,

Dear Sir or Madam,

**CAPITAL REPLENISHMENT AND USE PLANNING FOR 2026-2028,
ISSUANCE OF SCI-TECH INNOVATION BONDS,
ISSUANCE OF UNDATED CAPITAL BONDS
AND
NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The Bank will convene the 2026 First Extraordinary General Meeting at 3:00 p.m. on April 29, 2026 (Wednesday) at which the resolutions will be proposed for the Shareholders to consider and approve, if thought fit, the followings, including: (1) the capital replenishment and use planning for 2026-2028; (2) the issuance of sci-tech innovation bonds; and (3) the issuance of undated capital bonds.

The purpose of this circular is to provide you with the details of the resolutions above. The Notice of the 2026 First Extraordinary General Meeting is set out on pages EGM-1 to EGM-3 of this circular.

LETTER FROM THE BOARD

II. MATTERS PROPOSED AT THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

1. Capital Replenishment and Use Planning For 2026-2028¹

To precisely align with business development needs, and ensure continuous compliance with key regulatory indicators such as capital adequacy ratios at all levels, this capital replenishment and use planning for 2026-2028 is formulated in accordance with the Bank's actual operating conditions, industry development trends, and regulatory policy requirements.

I. *Formulation Principles*

(I) *Continuous Compliance with Regulatory Requirements*

The Bank strictly implements the *Administrative Measures for the Capital of Commercial Banks* and other relevant regulatory provisions. Taking the continuous fulfillment of the minimum regulatory requirements for capital adequacy ratios at all levels as the bottom line and giving due consideration to capital buffer requirements, the Bank integrates compliant operation throughout the entire process of capital planning formulation and implementation as the core prerequisite for the formulation of the Bank's capital plan, so as to ensure that capital management is carried out in a lawful, compliant and orderly manner.

(II) *Support for Future Business Development*

The formulation of the Bank's capital plan is closely integrated with its three-year business development strategy, rooted in Henan's local operating region, and closely follows the deployment requirements of the financial services in the "Five Target Areas". The Bank proactively supports the high-quality development of the real economy, with a focus on providing financial support to key sectors such as micro and small enterprises, manufacturing enterprises and import/export enterprises, as well as rural revitalization and industrial upgrading.

(III) *Maintenance of Reasonable Industry Level*

In light of the overall trends in capital management in the banking industry, the Bank's capital plan fully references the industry average, with a focus on benchmarking against urban commercial banks of similar asset size and operating regions. Taking into account its own development positioning, the Bank ensures that its capital adequacy ratio stays within a reasonable industry range, and maintains sufficient risk resistance capacity and a sound market image.

¹ The planning is formulated based on the parent company's data.

LETTER FROM THE BOARD

(IV) Optimization of Capital Structure

The Bank's capital plan fully considers the rationality, stability and sustainability of the capital structure. In view of the diversity of current capital instrument replenishment and regulatory policy guidance, the Bank actively explores diversified capital replenishment methods. It balances capital costs and capital quality, continuously enhances capital strength and optimizes capital structure.

II. Capital Plan Objectives

Taking into account multiple factors including the Bank's actual capital replenishment, business growth rate, and capital instrument redemption upon maturity, the capital adequacy ratio targets, on the basis of meeting the minimum regulatory requirements, reasonably reserve capital buffer space in light of the Bank's operating status and development needs, and set optimal capital objectives to ensure that the capital level matches risk management capacity and business development scale. Accordingly, the Bank's capital adequacy ratio targets for 2026-2028 are as follows: core tier 1 capital adequacy ratio, tier 1 capital adequacy ratio, and capital adequacy ratio will remain stable at 7.70%, 10.50% and 12.70% respectively, providing sufficient capital protection for business development.

III. Business Development Plan

Based on the Bank's asset-liability development targets for 2026-2028, and comprehensively considering factors such as future profitability, redemption of capital instruments and regional economic development trends, a scientific plan is formulated in line with the Bank's three-year business development to ensure coordinated advancement of business development and capital replenishment.

(I) Asset Size Growth

The Bank's asset allocation will further return to its original function, with asset structure continuing to tilt toward credit assets. Corporate loans will continue to increase support for private micro and small enterprises to boost inclusive finance; retail loans will further expand consumer lending to meet citizens' financial needs; interbank assets will focus on raising the proportion of interest rate bond allocations while reducing structured financing and interbank investment scales to reduce capital consumption.

(II) Risk-Weighted Assets

In accordance with the business development plan, the Bank will continue to strengthen support for the real economy and expand credit asset issuance over the next three years, while continuously adjusting the asset structure. As the proportion of credit assets rises, the capital consumption ratio will increase accordingly.

LETTER FROM THE BOARD

(III) Maturity of Existing Capital Instruments

As of the end of 2025, the Bank held capital instruments totaling RMB29 billion, of which RMB14.6 billion will mature between 2026 and 2028, including RMB13 billion of perpetual bonds and RMB1.6 billion of special bonds.

IV. Future Capital Replenishment Plan

Based on the Bank's current capital instruments, future business development plan and capital shortfall projection results, taking into account industry capital replenishment trends and regulatory policy requirements, the Bank plans to replenish a total of RMB20 billion in capital over the next three years.

V. Next-Step Management Measures

(I) Upholding a Light-Capital Orientation and Vigorously Developing Light-Capital Businesses

The Bank will continue to follow the business philosophy of supporting local real economic development and adopt a light-capital operating model. Under the premise of reasonably determining asset scale growth rates, it will optimize capital allocation strategies, adjust and optimize on- and off-balance-sheet asset structures, increase the proportion of on- and off-balance-sheet businesses with high comprehensive returns and low capital consumption, focus on light-capital sectors such as wealth management and intermediary businesses, improve capital utilization efficiency, realize coordinated development of capital and business, and reduce capital replenishment pressure at the source.

(II) Strengthening Capital Management and Optimizing Capital Assessment Methods

The Bank will improve the capital constraint and incentive mechanism, closely integrate capital allocation with budget management and performance appraisal, strengthen awareness of capital costs, and continuously implement performance evaluation and assessment mechanisms centered on EVA (Economic Value Added) and RAROC (Risk-Adjusted Return on Capital), ensuring that capital cost concepts and capital management concepts are integrated into all aspects of operation and management.

(III) Establishing an Internal Capital Assessment Process and Strengthening Capital Monitoring and Early Warning

In accordance with regulatory requirements and the Bank's business development needs, the Bank will continuously improve the Internal Capital Adequacy Assessment Process (ICAAP), regularly assess capital adequacy status, capital needs, and capital quality, and ensure that capital adequacy levels are commensurate with risk management levels and business development scale, and in compliance with regulatory provisions. A sound dynamic capital monitoring system will be established to regularly or irregularly monitor and analyze

LETTER FROM THE BOARD

capital adequacy, maturity of capital instruments and changes in capital shortfalls, predict capital risks in advance, and formulate a comprehensive capital contingency plan. This will ensure that the Bank's capital reserves can effectively respond to adverse market changes, unexpected risks and future business development needs, and guarantee the orderly progress of capital management.

This proposal has been considered and approved by the Board of Directors and is hereby submitted to the 2026 First Extraordinary General Meeting for consideration by way of an ordinary resolution.

2. Issuance of Sci-Tech Innovation Bonds

In order to proactively support the real economy, promote the steady development of business operations, better leverage the role of bond financing in the prudent operation of commercial banks, and broaden the Bank's market-based channels for active liability financing, the Bank proposes to issue sci-tech innovation bonds in an aggregate principal amount of not more than RMB500 million (inclusive of RMB500 million) (the "**Proposed Issuance of Sci-Tech Innovation Bonds**"), the details of which are as follows:

I. Type of Issuance

Sci-tech innovation bonds. The maturity shall be not less than three years (including three years), and the bonds may bear a fixed rate or a floating rate.

II. Size of Issuance

Not more than RMB500 million (inclusive of RMB500 million); applications for and issuance of sci-tech innovation bonds can take place in installments depending on the capital needs, market conditions and regulatory requirements.

III. Interest Rate

To be determined with reference to market interest rates.

IV. Use of Proceeds

Subject to applicable laws and the approvals of the relevant regulatory authorities, the proceeds will be used to meet the Bank's asset-liability allocation needs, supplement funding sources, optimize the maturity structure of liabilities, and will be used for issuing loans in the field of technological innovation, etc., to support the development of technology innovation businesses.

V. Validity Period of the Resolution

Valid for 36 months from the date of consideration and approval at the 2026 First EGM.

LETTER FROM THE BOARD

VI. Matters for Authorization

- (I) In order to ensure the smooth implementation of the Proposed Issuance of Sci-Tech Innovation Bonds, it is proposed that the 2026 First EGM authorize the Board, and that the Board further delegate such authority to the chairman, the president and the secretary to the Board, subject to the framework and principles considered and approved at the 2026 First EGM, to handle all matters relating to the Proposed Issuance of Sci-Tech Innovation Bonds in full during the validity period of the authorization for the Proposed Issuance of Sci-Tech Innovation Bonds, in accordance with the provisions promulgated by, and the approval requirements of, the relevant regulatory authorities. The contents and scope of such authorisation shall include, but not be limited to, the following:
1. to determine, in accordance with the issuance plan set out above and the provisions promulgated by, and the approval requirements of, the relevant regulatory authorities in force at the relevant time, the specific terms of the Proposed Issuance of Sci-Tech Innovation Bonds, including but not limited to the application tranche, issuance tranche, time of issuance, method of issuance, size of issuance, currency of issuance, interest rate of issuance, place of issuance and target subscribers;
 2. to handle all matters relating to the Proposed Issuance of Sci-Tech Innovation Bonds, including but not limited to the drafting, amendment, execution and implementation of all agreements, contracts and documents relating to such bond issuance, and the handling of approval application procedures with the relevant regulatory authorities;
 3. to take such other actions as may be necessary for the completion of the Proposed Issuance of Sci-Tech Innovation Bonds, including but not limited to the appointment of the necessary underwriting institution(s), credit rating agency(ies), legal adviser(s), accounting firm(s) or other professional adviser(s), and the execution of the relevant contracts and legal documents with the same;
 4. such authorisation shall remain valid for 36 months from the date of approval at the 2026 First EGM.
- (II) Authorisation during the term: it is proposed that the 2026 First EGM authorise the Board, and that the Board further delegate such authorisation to the chairman, the president and the secretary to the Board, subject to the framework and principles considered and approved at the 2026 First EGM, to handle all matters relating to the Sci-Tech Innovation Bonds during their term, including payment of interest and redemption, in accordance with the provisions promulgated by, and the approval requirements of, the relevant regulatory authorities. If any matter is required by the

LETTER FROM THE BOARD

relevant laws, regulations and the Articles of Association of the Bank to be re-submitted to the Shareholders' general meeting or the Board for voting, such matter shall be re-submitted for consideration and approval.

This proposal has been considered and approved by the Board and is hereby submitted to the 2026 First EGM for consideration by way of a special resolution. The plan of Proposed Issuance of Sci-Tech Innovation Bonds is subject to approval by the People's Bank of China, and the approved plan shall prevail.

3. Issuance of Undated Capital Bonds

In order to achieve the targets of the Bank's capital replenishment and utilization planning for 2026-2028, consolidate its capital base, broaden its market-based channels for active liability financing, optimize its asset-liability structure, and enhance its ability to withstand liquidity risks and its capital adequacy level, the Bank proposes to issue undated capital bonds in an aggregate principal amount of not more than RMB10 billion (inclusive of RMB10 billion) (the "**Proposed Issuance of Undated Capital Bonds**"), the details of which are as follows:

I. Type of Issuance

Undated capital bonds. The term shall be consistent with the Bank's continuing operation. The bonds may bear a fixed rate or a floating rate, shall include write-down provisions, and shall comply with the relevant requirements such as the *Administrative Measures for the Capital of Commercial Banks*, so that they may be used to replenish the additional tier 1 capital of commercial banks.

II. Size of Issuance

Not more than RMB10 billion (inclusive of RMB10 billion); applications for and issuance of undated capital bonds can take place in installments depending on the capital needs, market conditions and regulatory requirements.

III. Interest Rate

To be determined with reference to market interest rates.

IV. Use of Proceeds

Subject to applicable laws and the approvals of the relevant regulatory authorities, the proceeds will be used to replenish the Bank's additional tier 1 capital.

V. Validity Period of the Resolution

Valid for 36 months from the date of approval at the 2026 First EGM.

LETTER FROM THE BOARD

VI. Matters for Authorization

- (I) In order to ensure the smooth implementation of the Proposed Issuance of Undated Capital Bonds, it is proposed that the 2026 First EGM authorize the Board, and that the Board further delegate such authority to the chairman, the president and the secretary to the Board, subject to the framework and principles considered and approved at the 2026 First EGM, to handle all matters relating to the Proposed Issuance of Undated Capital Bonds in full during the validity period of the authorization for the Proposed Issuance of Undated Capital Bonds, in accordance with the provisions promulgated by, and the approval requirements of, the relevant regulatory authorities. The contents and scope of such authorisation shall include, but not be limited to, the following:
1. to determine, in accordance with the issuance plan set out above and the provisions promulgated by, and the approval requirements of, the relevant regulatory authorities in force at the relevant time, the specific terms of the Proposed Issuance of Undated Capital Bonds, including but not limited to the application tranche, issuance tranche, time of issuance, method of issuance, size of issuance, currency of issuance, interest rate of issuance, place of issuance and target subscribers;
 2. to handle all matters relating to the Proposed Issuance of Undated Capital Bonds, including but not limited to the drafting, amendment, execution and implementation of all agreements, contracts and documents relating to such bond issuance, and the handling of approval application procedures with the relevant regulatory authorities;
 3. to take such other actions as may be necessary for the completion of the Proposed Issuance of Undated Capital Bonds, including but not limited to the appointment of the necessary underwriting institution(s), credit rating agency(ies), legal adviser(s), accounting firm(s) or other professional adviser(s), and the execution of the relevant contracts and legal documents with the same;
 4. such authorisation shall remain valid for 36 months from the date of approval at the 2026 First EGM.
- (II) Authorisation during the term: it is proposed that the 2026 First EGM authorise the Board, and that the Board further delegate such authorisation to the chairman, the president and the secretary to the Board, subject to the framework and principles considered and approved at the 2026 First EGM, to handle all matters relating to the Proposed Issuance of Undated Capital Bonds during their term, including payment of interest, redemption and write-down, in accordance with the provisions promulgated by, and the approval requirements of, the relevant regulatory

LETTER FROM THE BOARD

authorities. If any matter is required by the relevant laws, regulations and the Articles of Association of the Bank to be re-submitted to the Shareholders' general meeting or the Board for voting, such matter shall be re-submitted for consideration and approval.

This proposal has been considered and approved by the Board and is hereby submitted to the 2026 First EGM for consideration by way of a special resolution. The plan of Proposed Issuance of Undated Capital Bonds is subject to approval by the Henan Regulatory Bureau of the NFRA and the People's Bank of China, and the approved plan shall prevail.

III. THE 2026 FIRST EGM

The Bank will convene the 2026 First EGM at 3:00 p.m. on April 29, 2026 (Wednesday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC, to consider and approve, if thought fit, the resolutions as set out in the Notice of the 2026 First Extraordinary General Meeting. The Notice of the 2026 First Extraordinary General Meeting is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you intend to attend and/or vote at the 2026 First EGM 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 2026 First EGM or any adjournment thereof should you so wish.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by the Shareholders at the 2026 First EGM shall be taken by way of poll except where the chairman of the 2026 First EGM in good faith decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

To the best knowledge of the Directors, no Shareholder or its associate (as defined under the Listing Rules) is deemed to have a material interest in the resolutions to be proposed at the 2026 First EGM, and therefore, no Shareholder is required to abstain from voting on the resolutions at the 2026 First EGM.

The voting results of the 2026 First EGM will be published on both the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.zybank.com.cn) in accordance with the Listing Rules.

LETTER FROM THE BOARD

V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE 2026 FIRST EGM

The Bank's register of members will be closed from April 24, 2026 (Friday) to April 29, 2026 (Wednesday), 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 April 24, 2026 (Friday) shall be entitled to attend and vote at the 2026 First EGM.

For a Shareholder to be eligible for attending and voting at the 2026 First EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be delivered to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m. on April 23, 2026 (Thursday) for registration.

VI. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that all the resolutions to be proposed at the 2026 First EGM are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the 2026 First EGM.

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

Zhengzhou, the PRC
April 9, 2026

* *Zhongyuan Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), is not subject to the supervision of the Hong Kong Monetary Authority, and is not authorized to carry on banking and/or deposit-taking business in Hong Kong.*

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

中原銀行股份有限公司* ZHONGYUAN BANK CO., LTD.*

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

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 first extraordinary general meeting (the “**2026 First EGM**”) of Zhongyuan Bank Co., Ltd. (the “**Bank**”) will be physically held at 3:00 p.m. on April 29, 2026 (Wednesday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC to consider and approve, if thought fit, the following resolutions:

ORDINARY RESOLUTION

1. To consider and approve the resolution on the capital replenishment and use planning for 2026-2028;

SPECIAL RESOLUTIONS

2. To consider and approve the resolution on the issuance of sci-tech innovation bonds;
and
3. To consider and approve the resolution on the issuance of undated capital bonds.

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

Zhengzhou, the PRC
April 9, 2026

As at the date of this notice, the Board of the Bank comprises Mr. GUO Hao and Mr. ZHOU Feng as executive Directors; Mr. FENG Ruofan, Mr. LI Wenqiang and Ms. ZHANG Shu as non-executive Directors; and 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), is not subject to the supervision of the Hong Kong Monetary Authority, and is not authorized to carry on banking and/or deposit-taking business in Hong Kong.*

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL 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 2026 First EGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman of the 2026 First EGM decides to permit the vote by a show of hands). The voting results will be published on both the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.zybank.com.cn) in accordance with the Listing Rules.

2. CLOSURE OF THE REGISTER OF MEMBERS

The Bank’s register of members will be closed from April 24, 2026 (Friday) to April 29, 2026 (Wednesday), both days inclusive, during which period no transfer of the shares of the Bank (the “**Shares**”) will be effected. The shareholders of the Bank (the “**Shareholders**”) whose names appear in the Bank’s register of members on April 24, 2026 (Friday) shall be entitled to attend and vote at the 2026 First EGM.

For a Shareholder to be eligible for attending and voting at the 2026 First EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be delivered to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the board of directors of the Bank (the “**Board**”) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m. on April 23, 2026 (Thursday) for registration.

3. PROXY

Any Shareholder entitled to attend and vote at the 2026 First EGM is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued Shares), whether (each of) such person is a Shareholder or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the 2026 First EGM.

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 of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the H Shareholders) or to the office of the Board at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, 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 2026 First EGM 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 2026 First EGM 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 2026 First EGM in person or by proxy as the only holder entitled to vote. If one or more registered joint holders attend the 2026 First EGM in person or by proxy, the vote of the person (in person or by proxy) whose name appears first in the Bank’s register of members will be accepted as the sole and exclusive vote of the joint holders.

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

4. MISCELLANEOUS

The Shareholders or their proxies shall present their identity documents when attending the 2026 First EGM (or any adjournment thereof). The legal representative of or any other persons officially authorized by a corporate Shareholder shall present his/her identity documents and the notarially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the 2026 First EGM (or any adjournment thereof).

The EGM 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:

Zhongyuan Bank Building
No. 9 Waihuan Road, Financial Island
Zhengdong New District
Zhengzhou
Henan Province
the PRC
Tel: (86) 0371-8551 7892/8551 7893
Fax: (86) 0371-8551 9888

The details about the aforesaid resolutions proposed for consideration and approval at the 2026 First EGM were set out in the circular of the Bank dated April 9, 2026.