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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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)**

### **CHANGE OF DOMICILE OF THE BANK'S HEADQUARTERS AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD. AND NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING**

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The Letter from the Board is set out on pages 3 to 7 of this circular.

The Bank will physically convene the 2025 First EGM at 3:00 p.m. on August 20, 2025 (Wednesday) at Zhongyuan Bank Building, No. C3-18, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The Notice of the 2025 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 2025 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 2025 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 2025 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.*

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## DEFINITIONS

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

“2025 First Extraordinary General Meeting” or “2025 First EGM”	the 2025 first extraordinary general meeting to be physically held by the Bank at Zhongyuan Bank Building, No. C3-18, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC at 3:00 p.m. on August 20, 2025 (Wednesday)
“Articles of Association of the Bank”	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.* (中原銀行股份有限公司*), a joint stock company incorporated on December 23, 2014 in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange, and, if the context requires, including its predecessors, branches, sub-branches and subsidiaries
“Board” or “Board of Directors”	the board of directors of the Bank
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary share(s) issued by the Bank in the PRC with a nominal value of RMB1.00 each, which 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

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## DEFINITIONS

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“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 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

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## LETTER FROM THE BOARD

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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)**

***Executive Director:***

Mr. GUO Hao

***Non-executive Directors:***

Mr. FENG Ruofan

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:***

Zhongke Golden Tower

No. 23 Shangwu Waihuan Road

Zhengdong New District CBD

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,

**CHANGE OF DOMICILE OF THE BANK'S HEADQUARTERS  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
OF ZHONGYUAN BANK CO., LTD.  
AND  
NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL  
MEETING**

**I. INTRODUCTION**

The Bank will convene the 2025 First EGM at 3:00 p.m. on August 20, 2025 (Wednesday) at which the resolutions will be proposed for the Shareholders to consider and approve, if thought fit, the followings, including: (1) the Change of Domicile of the Bank's Headquarters; and (2) the Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.

The purpose of this circular is to provide you with the details of the resolutions above. The Notice of the 2025 First Extraordinary General Meeting is set out on pages EGM-1 to EGM-3 of this circular.

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## LETTER FROM THE BOARD

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### II. MATTERS PROPOSED AT THE 2025 FIRST EGM

#### 1. Change of Domicile of the Bank's Headquarters

Reference is made to the announcement of the Bank dated July 30, 2025 in relation to, among other things, the proposed change of domicile of the headquarters. On July 30, 2025, the Board of Directors has considered and approved the change of the domicile of the headquarters of the Bank to Zhongyuan Bank Building, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the People's Republic of China. The registered address and domicile of the Bank will be changed from Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, CBD of Zhengdong New District, Zhengzhou, Henan Province, the People's Republic of China to Zhongyuan Bank Building, No. C3-18, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the People's Republic of China (the final address shall be subject to approval by and registration with the market regulatory authority) (the **"Change of Domicile of the Headquarters"**).

The Change of Domicile of the Headquarters shall be subject to consideration and approval by the Shareholders at 2025 First EGM, then the Bank shall apply to the National Financial Regulatory Administration Henan Office for reissuance of a financial license bearing the new address. After obtaining the approval documents from the regulatory administration, the Bank will apply to the market regulatory authority for industrial and commercial change registration and obtain a new business license bearing the new domicile.

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## LETTER FROM THE BOARD

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### 2. Amendments to the Articles of Association of the Bank

Reference is made to the announcement of the Bank dated July 30, 2025 in relation to, among other things, the proposed amendments to the Articles of Association of the Bank. On July 30, 2025, the Board of Directors has considered and approved the change of the relevant contents in Article 3 of the Articles of Association of the Bank regarding the domicile of the Bank, postal code, telephone and fax (the final article shall be subject to approval by and registration with the market regulatory authority) (the “**Amendments to the Articles of Association of the Bank**”), and details of the amendments are as follows:

Original article of the Articles of Association of the Bank	Revised article of the Articles of Association of the Bank
Article 3 The registered name of the Bank is: 中原銀行股份有限公司; the shortened name is: 中原銀行. The full English name is: ZHONGYUAN BANK CO., LTD.; the English name in short is: ZYBANK.	Article 3 The registered name of the Bank is: 中原銀行股份有限公司; the shortened name is: 中原銀行. The full English name is: ZHONGYUAN BANK CO., LTD.; the English name in short is: ZYBANK.
Domicile of the Bank: Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, CBD of Zhengdong New District, Zhengzhou, Henan Province, the People’s Republic of China.	Domicile of the Bank: <b><u>Zhongyuan Bank Building, No. C3-18, Financial Island,</u></b> <del>Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, CBD of Zhengdong New District, Zhengzhou, Henan Province, the People’s Republic of China.</del>
Postal code: 450046	Postal code: <del>450046</del> <b>450000</b>
Telephone: 86-0371-85519999	Telephone: <del>86-0371-85519999</del> <b>60606999</b>
Fax: 86-0371-85519888	Fax: <del>86-0371-85519888</del> <b>60609888</b>

The Amendments to the Articles of Association of the Bank shall become effective upon consideration and approval by the Shareholders at 2025 First EGM and upon approval by the National Financial Regulatory Administration Henan Office.

The Bank will propose at 2025 First EGM to approve the Amendments to the Articles of Association of the Bank, and the granting of authority to the Board to, among others, (i) make adjustments and amendments to the relevant amendments in the Articles of Association of the Bank in accordance with the opinions and suggestions of the competent government authorities and regulatory authorities, and deal with the approval, registration or filing procedures for the aforesaid documents in competent government authorities and regulatory authorities according to the laws upon these amendments; and (ii) delegate such authority to the chairman of the Bank.

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## LETTER FROM THE BOARD

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### III. THE 2025 FIRST EGM

The Bank will convene the 2025 First EGM at 3:00 p.m. on August 20, 2025 (Wednesday) at Zhongyuan Bank Building, No. C3-18, 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 2025 First Extraordinary General Meeting. The Notice of the 2025 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 2025 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 2025 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 2025 First EGM shall be taken by way of poll except where the chairman of the 2025 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 2025 First EGM, and therefore, no Shareholder is required to abstain from voting on the resolutions at the 2025 First EGM.

The voting results of the 2025 First EGM 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.

### V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE 2025 FIRST EGM

The Bank's register of members will be closed from August 15, 2025 (Friday) to August 20, 2025 (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 August 15, 2025 (Friday) shall be entitled to attend and vote at the 2025 First EGM.

For a Shareholder to be eligible for attending and voting at the 2025 First EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be lodged with the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m. on August 14, 2025 (Thursday) for registration.



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## LETTER FROM THE BOARD

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### VI. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that all the resolutions to be proposed at the 2025 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 2025 First EGM.

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

Zhengzhou, the PRC  
July 31, 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), 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.*

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## NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

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### 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 2025 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 first extraordinary general meeting (the “**2025 First EGM**”) of Zhongyuan Bank Co., Ltd. (the “**Bank**”) will be physically held at 3:00 p.m. on August 20, 2025 (Wednesday) at Zhongyuan Bank Building, No. C3-18, 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 in relation to the Change of Domicile of the Bank's Headquarters; and

#### SPECIAL RESOLUTION

2. To consider and approve the resolution in relation to 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  
July 31, 2025

*As at the date of this notice, the Board of the Bank comprises Mr. GUO Hao as executive Director; Mr. FENG Ruofan 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.

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# NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

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## 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 2025 First EGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman of the 2025 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](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

The Bank’s register of members will be closed from August 15, 2025 (Friday) to August 20, 2025 (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 August 15, 2025 (Friday) shall be entitled to attend and vote at the 2025 First EGM.

For a Shareholder to be eligible for attending and voting at the 2025 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the board of directors of the Bank (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. on August 14, 2025 (Thursday) for registration.

## 3. PROXY

Any Shareholder entitled to attend and vote at the 2025 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 2025 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 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 2025 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 2025 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 2025 First EGM in person or by proxy as the only holder entitled to vote. If one or more registered joint holders attend the 2025 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.

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## NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

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### 4. MISCELLANEOUS

The Shareholders or their proxies shall present their identity documents when attending the 2025 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 2025 First EGM (or any adjournment thereof).

The 2025 First 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:

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

**The details about the aforesaid resolutions proposed for consideration and approval at the 2025 First EGM were set out in the circular dated July 31, 2025.**