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)

FORM OF PROXY FOR THE 2025 SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON NOVEMBER 10, 2025 (OR ANY ADJOURNMENT THEREOF)

No. of Shares to which this form of proxy relates(Note 1)	Domestic Shares
	H Shares

I/We(Note 2) ____________________

of ____________________

being the holder(s) of ____________________ domestic shares (the "**Domestic Shares**")/H shares (the "**H Shares**")(Note 3) of RMB1.00 each of Zhongyuan Bank Co., Ltd. (the "**Bank**"), hereby appoint the chairman of the meeting or ____________________(note 4)

of ____________________

as my/our proxy(ies) to attend the 2025 second extraordinary general meeting (the "**2025 Second EGM**") of the Bank to be physically held at 3:00 p.m. on November 10, 2025 (Monday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC or any adjourned meeting thereof, and to vote at such meeting in respect of the resolutions set out in the Notice of the 2025 Second Extraordinary General Meeting dated October 20, 2025 (Monday) as indicated below on behalf of me/us, or if no such indication is given, as my/our proxy(ies) think(s) fit.

	Special Resolutions	**For**(Note 5)	**Against**(Note 5)	**Abstain**(Note 5)
1.	To consider and approve the resolution on the amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.;			
2.	To consider and approve the resolutions on the implementation plans for the acquisition of Puyang Zhongyuan County Bank, Mengjin Minfeng County Bank and Luanchuan Minfeng County Bank and establishment of branches:			
	(a) To consider and approve the resolution on the implementation plan for the acquisition of Puyang Zhongyuan County Bank and establishment of a branch;			
	(b) To consider and approve the resolution on the implementation plan for the acquisition of Mengjin Minfeng County Bank and establishment of a branch;			
	(c) To consider and approve the resolution on the implementation plan for the acquisition of Luanchuan Minfeng County Bank and establishment of a branch;			
3.	To consider and approve the resolution on authorizing the chairman of the Bank to handle matters related to the acquisition and merger by absorption;			
	Ordinary Resolutions	**For**(Note 5)	**Against**(Note 5)	**Abstain**(Note 5)
4.	To consider and approve the resolution on the appointment of executive director of the third session of the Board of Directors;			
5.	To consider and approve the resolution on dissolution of the Board of Supervisors of the Bank and abolition of the corporate governance system related to the Board of Supervisors;			
6.	To consider and approve the resolution on amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.; and			
7.	To consider and approve the resolution on amendments to the Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd.			

Dated this: __________ day of ______________ 2025 Signature(s)(Note 6): ____________________

Notes:

1. Please insert the number of shares of the Bank (the "**Shares**") registered in your name(s) to which this form of proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those Shares. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) and address(es) as registered in the register of members of the Bank in **BLOCK LETTERS**.
3. Please insert the number of Shares registered in your name(s) and delete as appropriate.
4. If any proxy other than the chairman of the meeting of the Bank is preferred, please strike out the words "**the chairman of the meeting or**" and insert the name of the proxy desired in the space provided. You may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Bank. Any alteration made to this form of proxy must be initialed by the person who signs it.
5. Important: If you wish to vote for any resolution, please put a tick in the box marked "For" or insert the number of Shares held by you. If you wish to vote against any resolution, please put a tick in the box marked "Against" or insert the number of Shares held by you. If you wish to vote abstention on any resolution, please put a tick in the box marked "Abstain" or insert the number of Shares held by you. If no direction is given, your proxy shall vote at his/her own discretion. The Shares abstained will be counted in the calculation of the required majority.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or a representative duly authorized in writing. In case of joint holders of the Shares, this form of proxy may be signed by any of such joint holders.
7. To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Bank's office of the board of directors at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders), or 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), not less than 24 hours before the time for the holding of the 2025 Second EGM or any adjournment thereof.
8. In case of joint holders of the Shares, any one of such joint holders may vote at the 2025 Second EGM either in person or by proxy in respect of such Shares as if he/she was solely entitled thereto. However, if more than one of such joint holders is present at the 2025 Second EGM in person or by proxy, the vote of the person (in person or by a proxy) whose name appears first in the register of members of the Bank will be accepted as the sole and exclusive vote of such joint holders.
9. You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 Second EGM or any adjournment thereof if 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.*