

Appointment, Election and Removal of Directors

1. Appointment and Election of Directors

According to Article 107 of the Articles of Association (the “Articles of Association”) of Zhongyuan Bank Co., Ltd. (the “**Company**”), the Company may by ordinary resolution appoint relevant qualified person to be a director.

Pursuant to Article 129 of the Articles of Association, if a shareholder wishes to nominate a candidate to become a director at the general meeting, such shareholder should lodge a written notice of intent to nominate a candidate to become a director and the written notice signed by the candidate of his or her consent to such nomination as well as the relevant written materials on the candidate to Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, PRC. The nominating shareholder should also provide to the Company biographical details of the person he or she proposes to be elected as a director required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The notices should be given to the Company within the period commencing on the day after issuing the notice of the shareholders’ general meeting for the election of such directors and ending no later than seven days before such general meeting.

Upon receipt of the above nomination notices after issuing the notice of the general meeting, the Company shall publish an announcement or issue a supplementary circular disclosing the particulars of the proposed director pursuant to Rule 13.51(2) of the Listing Rules prior to the general meeting in accordance with Rule 13.70 of the Listing Rules.

2. Removal of Directors

Subject to relevant laws and administrative regulations, a director whose term of office has not expired may be removed by an ordinary resolution at the general meeting in accordance with the provisions under Article 106 and Article 129 of the Articles of Association.