
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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(s) 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)

WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025
FINAL ACCOUNT REPORT FOR 2025
PROFIT DISTRIBUTION PLAN FOR 2025
DIRECTORS REMUNERATION REPORT FOR 2025
SUPERVISORS REMUNERATION REPORT FOR 2025
CAPITAL ADEQUACY RATIO REPORT FOR 2025
AND CAPITAL ADEQUACY RATIO PLAN FOR 2026
FINANCIAL BUDGET REPORT FOR 2026
ENGAGEMENT OF AUDITORS FOR 2026
APPOINTMENT OF AN EXECUTIVE DIRECTOR OF THE
THIRD SESSION OF THE BOARD
NOTICE OF 2025 ANNUAL GENERAL MEETING

The Letter from the Board is set out on pages 3 to 10 of this circular.

The Bank will physically hold the AGM at 3:00 p.m. on June 29, 2026 (Monday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The notice of the AGM is set out on pages AGM-1 to AGM-3 of this circular.

Whether or not you intend to attend and/or vote at the AGM 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 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending in person or voting at the AGM or any adjournment thereof should you so wish. The form of proxy for the AGM is sent to the Shareholders together with this circular and is available on the website of the Stock Exchange at www.hkexnews.hk and the Bank's website at www.zybank.com.cn.

* *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.*

June 5, 2026

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DEFINITION

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

“AGM” or “2025 Annual General Meeting”	the 2025 Annual 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 June 29, 2026 (Monday)
“Articles of Association” or “Bank’s Articles of Association”	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, includes 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 Domestic Share(s)
“Group”	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 pursuant to the relevant PRC laws and regulations, and, if the context requires, includes its predecessors, branches, sub-branches and all subsidiaries
“H Shareholder(s)”	the holder(s) of the H Share(s)

DEFINITION

“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 a nominal value of RMB1.00 each
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H share registrar of the Bank
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“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, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan of the PRC
“Reporting Period”	the year ended December 31, 2025
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“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
“Supervisor(s)”	the former supervisor(s) of the Bank
“%”	per cent

Certain amounts and percentage figures in this circular have been subject to rounding adjustments. Accordingly, figures shown as currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

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 Director:

Mr. ZHOU Feng

Non-executive Directors:

Mr. FENG Ruofan

Mr. LI Wenqiang

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:

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025
FINAL ACCOUNT REPORT FOR 2025
PROFIT DISTRIBUTION PLAN FOR 2025
DIRECTORS REMUNERATION REPORT FOR 2025
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CAPITAL ADEQUACY RATIO REPORT FOR 2025
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FINANCIAL BUDGET REPORT FOR 2026
ENGAGEMENT OF AUDITORS FOR 2026
APPOINTMENT OF AN EXECUTIVE DIRECTOR OF THE
THIRD SESSION OF THE BOARD
NOTICE OF 2025 ANNUAL GENERAL MEETING**

I. INTRODUCTION

The Bank will physically hold the AGM at 3:00 p.m. on June 29, 2026 (Monday), at which resolutions will be proposed for the Shareholders to consider and approve, if thought fit, the following, including: (1) the Work Report of the Board of Directors for 2025; (2) the Final Account Report for 2025; (3) the Profit Distribution Plan for 2025; (4) the Directors Remuneration Report for 2025; (5) the Supervisors Remuneration Report for 2025; (6) the Capital Adequacy Ratio Report for 2025 and Capital Adequacy Ratio Plan for 2026; (7) the Financial Budget Report for 2026; (8) the Engagement of Auditors for 2026; and (9) Appointment of an Executive Director of the Third Session of the Board.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the details of the resolutions above. The notice of the AGM is set out on pages AGM-1 to AGM-3 of this circular, and was despatched to the H Shareholders of the Bank on June 5, 2026 (Friday) in the manner in which the H Shareholders of the Bank selected to receive corporate communications and is available on the website of the Stock Exchange at www.hkexnews.hk and the Bank's website at www.zybank.com.cn.

II. MATTERS TO BE RESOLVED AT THE AGM

1. Work Report of the Board of Directors for 2025

For the Work Report of the Board of Directors for 2025, please refer to Appendix I to this circular.

2. Final Account Report for 2025

For the audited final accounting for the year ended December 31, 2025, which was prepared in accordance with the IFRS, please refer to the financial statements in the annual results announcement of the Bank for the year ended December 31, 2025 dated March 30, 2026.

3. Profit Distribution Plan for 2025

As audited and confirmed by Baker Tilly China Certified Public Accountants (Special General Partnership) and Baker Tilly Hong Kong Limited, the Bank's parent company recorded a net profit of RMB3.205 billion for 2025. According to the relevant laws and regulations, the Profit Distribution Plan for 2025 proposed by the Board at the AGM for consideration by the Shareholders is as follows:

I. *Statutory surplus reserve*

10% of its net profit for the year, equivalent to RMB0.321 billion, was appropriated as the statutory surplus reserve in accordance with the Company Law.

II. *General risk reserve*

In accordance with the relevant provisions of the Administrative Measures for the Provision of Reserves of Financial Enterprises (Cai Jin [2012] No. 20) (《金融企業準備金計提管理辦法》(財金[2012]20號)) issued by the Ministry of Finance, RMB1.883 billion was appropriated as a general risk reserve.

III. *The profit distribution for ordinary shares*

Faced with the severe and complex economic situation and increasingly intense competitive environment, the Bank adheres to serving the real economy and continues to promote reform and development. In order to enhance its risk resistance, accelerate high-quality development and better safeguard the long-term interests of all Shareholders, no cash dividend will be distributed for 2025. After the above distribution arrangement, the remaining undistributed profit will be carried forward to the next year. The retained and undistributed profit of the Bank will mainly be used to supplement core tier-one capital, so as to promote the implementation of the strategic plans and support long-term sustainable development, and meanwhile strengthen capital accumulation and constantly improve risk resistance.

LETTER FROM THE BOARD

4. Directors Remuneration Report for 2025

In accordance with the relevant provisions of the Articles of Association and the Administrative Measures on the Remuneration of Directors and Supervisors of Zhongyuan Bank Co., Ltd. (《中原銀行股份有限公司董事、監事薪酬管理辦法》), combined with the Directors' respective performances of duty and evaluation results for the year, the information about the implementation of Directors' remuneration for 2025 is set out below:

Unit: RMB0'000

Name	Position	2025			Total
		Annual remuneration	Meeting fee	Special committee allowance	
GUO Hao	Executive Director	-	-	-	-
ZHOU Feng	Executive Director	-	-	-	-
FENG Ruofan	Non-executive Director	-	-	-	-
LI Wenqiang	Non-executive Director	-	-	-	-
ZHANG Shu	Non-executive Director	-	2.0	2.0	4.0
XU Yiguo	Independent non-executive Director	24.0	1.5	7.0	32.5
ZHAO Zijian	Independent non-executive Director	-	-	-	-
WANG Maobin	Independent non-executive Director	24.0	2.0	7.0	33.0
PAN Xinmin	Independent non-executive Director	24.0	6.0	7.0	37.0
GAO Pingyang	Independent non-executive Director	24.0	1.0	5.0	30.0

Notes:

1. The annual remuneration of the above-mentioned personnel was earned during their tenure in 2025, and the special committee allowance was the allowance for 2024 paid out in 2025;
2. Mr. GUO Hao resigned from his positions as an executive Director, Chairman and chairman of the strategy and development committee of the Board of the Bank due to work transfer on April 21, 2026. The remuneration of Mr. GUO Hao and Mr. ZHOU Feng is subject to the final approval by the relevant authorities;
3. The annual remuneration of Mr. XU Yiguo, Mr. WANG Maobin, Mr. PAN Xinmin and Mr. GAO Pingyang was paid at 80%, and the remaining 20% of the annual remuneration, together with the special committee allowance for 2025, will be paid in a lump sum according to the evaluation results after the performance evaluation for 2025 is completed and filed with the banking regulatory authority.

LETTER FROM THE BOARD

5. Supervisors Remuneration Report for 2025

In accordance with the relevant provisions of the Articles of Association and the Administrative Measures on the Remuneration of Directors and Supervisors of Zhongyuan Bank Co., Ltd. (《中原銀行股份有限公司董事、監事薪酬管理辦法》), combined with the Supervisors' respective performances of duty and evaluation results for the year, the information about the implementation of Supervisors' remuneration for 2025 is set out below:

Unit: RMB0'000

Name	Position	2025			Total
		Annual remuneration	Meeting fee	Special committee allowance	
ZHANG Ke	employee representative Supervisor	–	–	–	–
DAN Limin	employee representative Supervisor	79.3	–	–	79.3
WANG Xiaoyan	Shareholder representative Supervisor	–	–	–	–
YAN Yongfu	Shareholder representative Supervisor	–	–	–	–
LU Suyue	Shareholder representative Supervisor	–	–	2.0	2.0
LI Xingzhi	external Supervisor	12.0	4.5	3.0	19.5
GU Xiujian	external Supervisor	12.0	–	3.0	15.0
LIU Xia	external Supervisor	12.0	4.0	2.0	18.0

Notes:

1. The annual remuneration of the above-mentioned personnel was earned during their tenure in 2025, and the special committee allowance was the allowance for 2024 paid out in 2025;
2. Mr. ZHANG Ke resigned from his position as a Supervisor of the Bank on April 17, 2025. His remuneration will be subject to the relevant decision-making procedures upon being determined;
3. The annual remuneration of Mr. LI Xingzhi, Ms. GU Xiujian and Ms. LIU Xia was paid at 80%, and the remaining 20% of the annual remuneration, together with the special committee allowance for 2025, will be paid in a lump sum according to the evaluation results after the performance evaluation for 2025 is completed and filed with the banking regulatory authority.

6. Capital Adequacy Ratio Report for 2025 and Capital Adequacy Ratio Plan for 2026

For the Capital Adequacy Ratio Report for 2025 and Capital Adequacy Ratio Plan for 2026, please refer to Appendix II to this circular.

LETTER FROM THE BOARD

7. Financial Budget Report for 2026

2026 is the first year of the new journey of the “15th Five-Year Plan”. The Bank has fully considered its internal and external development constraints and growth potential, and earnestly implemented the requirements for adopting a correct view of performance. Based on long-termism and deeply engaged in its principal responsibilities and main business, the Bank will coordinate and promote various tasks including performance growth, structural optimization, and risk prevention and control, and make every effort to promote the steady growth of business scale, a more reasonable asset-liability structure, gradual improvement in asset quality and continuous enhancement of operating efficiency, so as to scientifically prepare the financial budget of Zhongyuan Bank for 2026.

At the parent bank level, total assets are expected to be not less than RMB1,364.0 billion, total deposits are expected to be not less than RMB975.6 billion, and net profit is expected to reach not less than RMB3.123 billion by the end of 2026. At the Group level, total assets are expected to be not less than RMB1,438.7 billion, total deposits are expected to be not less than RMB982.7 billion, and net profit is expected to reach not less than RMB3.006 billion by the end of 2026.

8. Engagement of Auditors for 2026

To meet domestic and international regulatory requirements for listed banks, the Board proposes to appoint Baker Tilly China Certified Public Accountants as the Bank’s domestic accounting firm for 2026 and Baker Tilly Hong Kong Limited as the Bank’s international accounting firm for 2026, with a term from the date of approval at the 2025 Annual General Meeting to the end of the next annual general meeting of the Bank.

Baker Tilly China Certified Public Accountants will be responsible for providing annual audit and agreed-upon procedures services of quarterly financial information for 2026 in accordance with the PRC Generally Accepted Accounting Principles; Baker Tilly Hong Kong Limited will be responsible for providing annual audit and interim review services for 2026 in accordance with International Financial Reporting Standards. The total audit fees amount to RMB5.18 million. The audit fee was negotiated and determined on a fair and reasonable basis after taking into comprehensive consideration the Bank’s business scale and complexity, the expected audit scope and time, the qualifications and experience of the accounting firm, the audit resources required and workload involved, as well as the market level of relevant services. In addition, the audit fee was estimated on the assumption that there will be no material changes in the Bank’s business and operations, accounting policies or regulatory environment, and that the Bank will provide sufficient assistance and information required for the audit work in a timely manner. Unless there is any material change in the aforesaid basis or assumptions, the final audit fee should not differ materially from the estimated amount initially disclosed. In the event of any material change, the Bank will make further disclosure in a timely manner. In addition to the above services, they will provide value-added services and other professional services pursuant to the regulatory requirements and the actual needs for business development of the Bank.

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Should there be significant changes in operation such as merger, establishment, acquisition and reorganization, or any additional audit items deemed necessary during the term of such cooperation, the management of the Bank shall be authorized to enter into agreements separately according to the actual situation and management process to determine the details of services and the service fees.

9. Appointment of an Executive Director of the Third Session of the Board

Reference is made to the announcement of the Bank dated April 21, 2026 in relation to, among other things, the proposed appointment of an executive Director of the third session of the Board. On April 21, 2026, the Board has considered and approved the proposed appointment (the “**Proposed Appointment**”) of Mr. ZHANG Tao (“**Mr. ZHANG**”) as an executive Director of the third session of the Board, which is subject to Shareholders’ consideration and approval at the AGM of the Bank and approval of his qualification from the National Financial Regulatory Administration Henan Office.

Details of the biography of Mr. ZHANG are as follows:

Mr. ZHANG, born in April 1975, is of Chinese nationality.

Since April 2026, Mr. ZHANG has served as the deputy secretary of the Party Committee and President of the Bank (performing duties on an acting basis); from February 2025 to April 2026, he served as the Vice President and a member of the Standing Committee of the Party Committee of Henan Rural Commercial Bank; from October 2023 to February 2025, he served as the Vice President and a member of the Party Committee of Henan Rural Commercial Joint Bank; from April 2019 to October 2023, he successively served as the General Manager of the Internal Control and Compliance Department of Henan Branch, the President and the Deputy Secretary of the Party Committee of Zhengzhou Branch of Industrial and Commercial Bank of China Limited (listed on the Shanghai Stock Exchange (Stock Code: 601398) and the Hong Kong Stock Exchange (Stock Code: 1398)) (the “**ICBC**”); from August 2015 to April 2019, he successively served as the Vice President, a member of the Party Committee, the President and the Secretary of the Party Committee of Jiyuan Branch of ICBC; from August 2011 to August 2015, he successively served as the Vice President, a member of the Party Committee, the Vice President, the Secretary of the Discipline Inspection Commission, and a member of the Party Committee of Kaifeng Branch of ICBC; from July 1995 to August 2011, he worked at Jiyuan Branch of ICBC.

Mr. ZHANG Tao obtained a bachelor’s degree in Finance from Henan University of Finance and Economics in July 1995 and a master’s degree in Economics from Capital University of Economics and Business in November 2004.

The Bank will enter into a service contract with Mr. ZHANG. The term of office of Mr. ZHANG as an executive Director of the Bank will be for a period from the date of approval by the shareholders at the AGM and approval of his qualification as a Director by the National Financial Regulatory Administration Henan Office until the expiry of the term of the third

LETTER FROM THE BOARD

session of the Board, subject to re-election upon the expiry of his term of office. The Bank will determine the remuneration package for Mr. ZHANG in accordance with applicable laws, regulations, and regulatory requirements, as well as the Bank's relevant compensation policies, and make appropriate disclosures in accordance with the Hong Kong Listing Rules.

Save as disclosed above, Mr. ZHANG does not (i) hold any directorship in any other listed companies or take up any post in any affiliated companies of the Bank in the past three years; (ii) have any relationship with any other Director, senior management or substantial shareholder of the Bank; or (iii) have any equity interest in the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there is no other matter relating to the appointment of Mr. ZHANG that needs to be brought to the attention of the Shareholders, and there is no other information that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

III. THE AGM

The Bank will physically hold the AGM at 3:00 p.m. on June 29, 2026 (Monday) 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 relevant notice. The notice of the AGM is set out on pages AGM-1 to AGM-3 of this circular, and is available on the website of the Stock Exchange at www.hkexnews.hk and the Bank's website at www.zybank.com.cn.

Whether or not you intend to attend and/or vote at the AGM 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 AGM or any adjournment thereof should you so wish. The form of proxy for the AGM is available on the website of the Stock Exchange at www.hkexnews.hk and the Bank's website at www.zybank.com.cn.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by the Shareholders at the AGM shall be taken by way of poll, except where the chairman of the AGM in good faith decides to allow a resolution that 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 any of the resolutions to be proposed at the AGM, and therefore, no Shareholder is required to abstain from voting on any resolutions at the AGM.

The voting results of the AGM 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 AGM

The Bank's register of members will be closed from June 24, 2026 (Wednesday) to June 29, 2026 (Monday), 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 June 24, 2026 (Wednesday) (i.e. the record date) shall be entitled to attend and vote at the AGM.

For a Shareholder to be eligible to attend and vote at the AGM, 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 (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 June 23, 2026 (Tuesday) for registration.

VI. RECOMMENDATION

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

VII. OTHER INFORMATION

You are kindly requested to pay attention to other information as set out in Appendix I to Appendix II to this circular.

**The Board of
Zhongyuan Bank Co., Ltd.***

Zhengzhou, the PRC
June 5, 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), 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.*

Work Report of the Board of Directors of Zhongyuan Bank Co., Ltd. for 2025

In 2025, the Board of Directors of the Bank strictly complied with laws, regulations and regulatory requirements including the Company Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions and the Articles of Association of the Bank. Under the strong leadership of the Provincial Party Committee and the Provincial People’s Government, the scientific guidance of regulatory authorities and the effective supervision of the shareholders’ meeting, the Board earnestly performed its core duties of “setting strategies, making decisions and preventing risks”, remained anchored to the strategic vision of “building a first-class city commercial bank and becoming the vanguard in Henan’s financial sector”, and coordinated efforts in Party building, strategy execution, business quality enhancement, risk prevention and control, and corporate governance. The Bank’s operation and development showed a positive trend of “steady progress with improved quality.” The report on the work of the Board of Directors for 2025 and the work plan for 2026 is as follows:

I. OPERATING RESULTS DURING THE REPORTING PERIOD

As of the end of 2025, the Bank’s total assets amounted to RMB1,414.293 billion, representing an increase of RMB49.096 billion from the end of the previous year. The total amount of loans (excluding accrued interest) amounted to RMB733.905 billion, representing an increase of RMB19.450 billion from the end of the previous year. The balance of deposits (excluding accrued interest) amounted to RMB959.127 billion, representing an increase of RMB69.693 billion from the end of the previous year. The Bank achieved operating income of RMB26.507 billion and net profit of RMB3.576 billion. The non-performing loan ratio was 1.96%, and the provision coverage ratio was 165.75%.

During the Reporting Period, the Bank ranked 152nd among the top 1,000 banks in the world by The Banker (UK); it was successfully approved as a direct participant of the RMB Cross-border Interbank Payment System (CIPS), becoming the only locally incorporated legal-person bank among the six central provinces to obtain such qualification; and the Phase I project portfolio of the new-generation core business system was successfully launched, marking a key step in digital transformation.

II. REVIEW OF MAJOR WORK OF THE BOARD**(I) Upholding the overall leadership of the Party to guide high-quality development with high-quality Party building**

The Board has always regarded upholding and strengthening the overall leadership of the Party as a fundamental political principle, deeply grasped the political and people-oriented nature of financial work, and ensured the statutory position of the Party Committee within the corporate governance structure. The Board strictly

implemented the Party Committee’s pre-study procedure for decision-making on “major issues, important appointments and removals, major projects and the use of large amounts of money”, integrated the leadership of the Party into all aspects of corporate governance, and achieved full coverage of pre-study procedures for key matters including strategic planning, budget and final accounts reports, and risk management throughout the year, further enhancing the scientific nature of corporate governance.

(II) Maintaining strategic focus and serving the overall development of the province through distinctive and differentiated development

In 2025, the Board reviewed and approved the Strategic Plan of Zhongyuan Bank Co., Ltd. (2025-2030), taking high-quality financial development in support of the practice of Chinese modernization in Henan as its mission and fully pooling strength for high-quality development. The Bank proactively integrated itself into national strategies such as the rise of the central region and ecological protection and high-quality development of the Yellow River Basin, and ranked first in the province in both newly added special bond issuance and underwriting share. The Bank continued to strengthen its efforts in serving the real economy. It granted RMB24.8 billion of new project loans during the year, achieved record-high growth in both the increment and growth rate of technology loans, received an excellent evaluation from the Henan Provincial Department of Industry and Information Technology for its “Specialized, Sophisticated, Distinctive and Innovative Loan”, and completed the province’s first green finance transaction combining “special bonds + project loans”. The Bank further cultivated key customer groups, served livelihood consumption, focused on residents’ needs in consumption, entrepreneurship and wealth management, and continuously improved service quality and efficiency. It also improved its pension finance system and established four pension finance demonstration outlets. The Bank deepened its presence in county-level markets and approved multiple service plans for county-level specialty industries. It optimized the functions of the “Village Online” platform by fully embedding convenient services and government services, thereby improving the accessibility of rural financial services.

(III) Improving the corporate governance system and enhancing governance standards through efficient Board operation

The Board focused on building a corporate governance mechanism with clear powers and responsibilities, coordinated operation, and effective checks and balances, continuously improving the Bank’s corporate governance standards. Benchmarking against the new Company Law and the latest regulatory requirements, the Bank systematically revised core systems including the Articles of Association, providing a solid institutional foundation for the standardized operation of corporate governance. The Bank advanced the abolition of the Board of

Supervisors in an orderly manner, with its statutory powers and functions assumed by the Audit Committee under the Board. Relevant systems were revised and improved simultaneously, ensuring a smooth transition of supervisory responsibilities and continuity in duty performance. The Board strictly complied with regulatory requirements and convened meetings in a compliant and efficient manner, strengthening the review of and decision-making on major matters. It improved closed-loop management before, during and after meetings, ensuring that decisions were made scientifically and prudently, and implemented effectively.

(IV) Strengthening risk management and ensuring sound operations through full-process control

The Board has always upheld a forward-looking and proactive risk management philosophy, promoting the establishment of a comprehensive risk management system dynamically aligned with the nature, scale and complexity of the Bank's businesses. The Board comprehensively enhanced policy guidance on risk management and risk control in key areas, scientifically formulated annual risk appetite and risk limit management plans, reviewed matters such as comprehensive risk management reports, risk management systems and strategies, and fully understood and evaluated the Bank's risk level and risk management status. It provided scientific guidance for the Bank to continuously improve its risk management mechanism. The Board attached great importance to the construction of a digital and intelligent risk control system, optimized credit decision-making models and early warning systems, and enhanced the online efficiency of asset disposal, continuously strengthening full-process digital risk control management. The Bank launched a risk-weighted assets management system under the new capital regulations, conducted multi-scenario stress tests, and further consolidated the foundation for refined risk measurement.

(V) Safeguarding shareholders' rights and interests and building sound investor relations through standardized management

The Board has always adhered to the principle of maximizing shareholders' interests, protected shareholders' legitimate rights and interests in accordance with laws and regulations, and continuously improved investor relations management. It strictly followed regulatory policies and requirements, continued to collect shareholder information and conduct look-through management on shareholder qualifications, and strengthened shareholder financing management. It also continued to promote policies on shareholders' rights, obligations and codes of conduct, prudently completed annual evaluations of substantial shareholders and major shareholders, and promoted the continuous improvement of their ability to perform duties in compliance. During the year, the Bank conducted visits to a number of shareholders, communicated relevant policies on equity management, and answered questions of concern to shareholders. It also properly handled inquiries

from minority shareholders, diligently processed shareholder-related matters, and properly safeguarded shareholders' rights and interests. The Bank strictly fulfilled its information disclosure obligations to ensure that investors were able to keep abreast of important information of the Bank in a timely manner, thereby effectively protecting investors' legitimate rights and interests.

III. WORK ARRANGEMENTS FOR THE BOARD IN 2026

In 2026, the Board of the Bank will continue to be guided by Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, fully implement the spirit of the 20th National Congress of the Party, the plenary sessions of the 20th Central Committee of the Party and the Central Financial Work Conference, conscientiously carry out the decisions and deployments of the Provincial Party Committee and the Provincial People's Government, continuously improve corporate governance, steadily advance strategy execution, and make every effort to prevent and resolve risks.

Firstly, the Board will focus on strategic guidance and promote strategy implementation. It will further strengthen the effective alignment between strategic planning and business plans, enhance resource allocation and process supervision, and ensure that strategy execution remains on track and is not distorted. **Secondly, the Board will focus on governance enhancement and optimize operating mechanisms.** Benchmarking against the latest regulatory requirements, it will continuously improve the corporate governance system and promote more scientific, professional and efficient decision-making by the Board. It will continue to strengthen investor relations management, improve the transparency of information disclosure, and effectively safeguard shareholders' legitimate rights and interests. **Thirdly, the Board will focus on risk prevention and control, and reinforce the safety bottom line.** It will adhere to bottom-line thinking, improve the risk management system, strengthen the role of credit policies in guiding business development, and intensify efforts to resolve existing risks and prevent new ones. **Fourthly, the Board will focus on responsibility and commitment, and serve the overall development landscape.** It will remain committed to the original aspiration of finance serving the people, actively fulfill social responsibilities, further advance brand building, and support the practice of Chinese modernization in Henan with high-quality financial supply.

**Capital Adequacy Ratio Report of Zhongyuan Bank Co., Ltd.
for 2025 and Capital Adequacy Ratio Plan for 2026**

Part I: Capital Adequacy Ratio Management Report for 2025¹

I. OVERALL CAPITAL ADEQUACY RATIO STATUS

In 2025, the Bank closely focused on its capital adequacy ratio management objectives. Through various measures such as refined measurement of risk-weighted assets and optimization of asset structure, the Bank achieved a steady improvement in capital adequacy ratio. All capital indicators met the minimum regulatory requirements, and the Bank's capital strength continued to improve.

(I) Capital adequacy ratio

The measurement of the Bank's capital and risk-weighted assets complies with the requirements of the Regulation Governing Capital of Commercial Banks. As of December 31, 2025, the capital adequacy ratio, the tier-one capital adequacy ratio and the core tier-one capital adequacy ratio of the Bank were 13.52%, 11.38% and 8.89%, respectively, representing an increase of 0.50 percentage point, 0.45 percentage point and 0.43 percentage point, respectively, as compared with those at the end of last year. This was mainly because the Bank continued to optimize its asset structure and continuously improved the refined measurement of capital, thereby promoting the improvement of capital adequacy ratios at all levels.

Table 1 Capital Adequacy Ratios at All Levels

Items	December 31, 2025	December 31, 2024
Capital Adequacy Ratio	8.89%	8.46%
Core tier-one capital adequacy ratio	11.38%	10.93%
Tier-one capital adequacy ratio	13.52%	13.02%
Capital adequacy ratio		

¹ This report is prepared based on the Group's audited data.

(II) Capital composition

As of December 31, 2025, the net core tier-one capital, net tier-one capital and net capital of the Bank amounted to RMB76.170 billion, RMB97.444 billion and RMB115.802 billion, respectively.

Table 2 Capital Composition*Unit: RMB100 million*

Items	December 31, 2025	December 31, 2024
Net core tier-one capital	761.70	763.03
Net tier-one capital	974.44	985.77
Net capital	1,158.02	1,174.16
Composition of core tier-one capital		
Share capital	365.50	365.50
Qualifying portion of capital reserve	189.38	190.04
Surplus reserve	37.40	34.19
General risk reserve	187.17	166.79
Retained earnings	49.23	47.83
Qualifying portions of non-controlling interests	20.62	20.62
Qualifying portions of other reserves	3.71	21.24
Other tier-one capital	212.74	222.74
Tier-two capital	183.58	188.39
Core tier-one capital deductions	-91.30	-83.18

(III) Risk-weighted assets

As of December 31, 2025, the Bank's total risk-weighted assets amounted to RMB856.521 billion, representing a decrease of RMB45.088 billion as compared with the end of last year. This was mainly because the Bank continuously improved the refined and automated level of capital measurement, further refined the classification of risk exposures for corporate and retail loans, and effectively saved risk-weighted assets. Meanwhile, the Bank continued to optimize its asset structure, focused on releasing low-efficiency existing resources, helping reduce the Bank-wide risk-weighted assets.

II. CAPITAL MANAGEMENT**(I) Continuously carrying out internal capital adequacy assessments**

The Bank strictly followed the relevant requirements of regulatory authorities and regarded internal capital adequacy assessment as a core part of capital management. It regularly organized and carried out comprehensive and systematic internal capital adequacy assessments. The assessment process fully covered key aspects including governance structure, policies and systems, risk appetite, risk identification and assessment, stress testing, capital planning and management objectives, and ran through the entire process of risk management and capital management. Currently, the Bank's capital adequacy level is commensurate with its risk management capability, and its capital planning is consistent with its operating conditions, changing risk trends and long-term development strategy. On the basis of fully covering various types of risks, the Bank maintains a reasonable capital buffer, thereby laying a solid capital foundation for its sound operation and sustainable business development.

(II) Actively implementing capital planning and capital adequacy ratio management plans

In order to coordinate the advancement of capital management and ensure that the capital adequacy level continues to meet relevant standards, the Bank strictly complied with the relevant requirements of regulatory authorities, took into account its own development realities, actively implemented capital management plan and scientifically formulated annual capital adequacy ratio management plans. With regulatory requirements as the bottom line, the Bank closely aligned with its business development strategy for 2025, formulated scientific capital replenishment and utilization plans, and ensured that its capital adequacy level continued to meet regulatory requirements and the needs of business development. In strict accordance with its medium- and long-term capital management plan, the Bank formulated an annual capital adequacy ratio management plan to ensure that the annual plan is coordinated and compatible with various business development plans and risk control plans, thereby ensuring that the capital adequacy level satisfies the requirements of internal operation management and risk prevention and control.

(III) Enhancing the level of refined capital management

In order to further consolidate the foundation of capital management and improve the efficiency of capital utilization, the Bank continued to strengthen refined capital management from five aspects, namely system improvement, mechanism building, empowerment through training, implementation of new regulations and measurement optimization, so as to ensure that its capital level remains sufficient and controllable, and effectively enhance the Bank's risk resistance capability. The Bank formulated and implemented a Bank-wide capital-light control plan, improved the risk-weighted asset (RWA) control mechanism, and carried out dedicated training on capital-light control. The training focused on explaining the optimization direction, specific measures and assessment requirements for capital-light businesses, promoted the establishment of a capital-light operation philosophy among all employees, continuously optimized the asset structure, focused on developing capital-light and high-yield businesses, continued to clear low-efficiency and high-risk assets, and revitalized existing inefficient capital occupation.

Part II: Capital Adequacy Ratio Management Plan for 2026²**I. CAPITAL ADEQUACY RATIO MANAGEMENT TARGETS FOR 2026**

The Bank's capital planning and capital management are based on meeting regulatory requirements, continuously enhancing the risk resilience of capital and improving capital returns. On the premise of comprehensively analyzing changes in the macroeconomic environment and regulatory requirements, the Bank has set its targets in conjunction with its business plan for 2026:

- (1) To meet the capital adequacy ratio requirements under the Regulation Governing Capital of Commercial Banks, namely that the core tier-one capital adequacy ratio, tier-one capital adequacy ratio and capital adequacy ratio shall be no less than 7.50%, 8.50% and 10.50%, respectively.
- (2) To take into account the capital add-on requirements under the Second Pillar determined based on the risk assessment results, with additional requirements of 0.16 percentage point, 0.12 percentage point and 0.10 percentage point for the capital adequacy ratio, tier-one capital adequacy ratio and core tier-one capital adequacy ratio, respectively.
- (3) To take into account the formulation of the Bank's medium- and long-term capital planning and the implementation pace of future external capital replenishment, while ensuring that the Bank's capital adequacy ratio level is aligned with changes in the external economy and maintaining an appropriate capital buffer, so as to improve its ability to seize market opportunities and withstand risks.

In summary, the Bank's management targets for the capital adequacy ratio, tier-one capital adequacy ratio and core tier-one capital adequacy ratio in 2026 are no less than 11.50%, 9.50% and 7.70%, respectively. In the event of significant changes in the economic and financial situation or regulatory requirements during the year, the Bank will adjust its capital adequacy ratio management targets in due time.

² The capital adequacy ratio targets in this report are set based on regulatory-caliber data.

II. CAPITAL REPLENISHMENT PLAN FOR 2026

The Bank will adhere to the principle of primarily relying on internal capital accumulation supplemented by external capital replenishment, and will raise capital through multiple channels and methods to ensure that its capital adequacy ratio meets regulatory standards.

- (1) The Bank will give priority to using retained earnings to replenish capital.** Adhering to profit-oriented endogenous capital accumulation is the core means of capital replenishment for the Bank. The Bank will maintain sound operations and enhance its risk defense capability; scientifically formulate development plans and optimize its business structure; introduce differentiated pricing strategies and marketing strategies to strengthen profitability; and continuously advance strategic transformation to increase intermediary business income.
- (2) The Bank will reasonably conduct external capital replenishment.** In accordance with regulatory requirements and capital market conditions, and based on the Bank's existing capital instruments, the Bank will properly carry out the redemption and replacement issuance of existing capital instruments.
- (3) The Bank will improve capital utilization efficiency.** Adhering to capital-light transformation and taking the improvement of return on capital as its core objective, the Bank will continuously optimize its asset structure, strengthen the revitalization of existing low-efficiency assets, control the deterioration of asset quality, intensify the recovery and disposal of non-performing assets, reduce ineffective capital occupation, and improve capital utilization efficiency.

NOTICE OF 2025 ANNUAL 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 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting (the “AGM”) of Zhongyuan Bank Co., Ltd. (the “Bank”) will be physically held at 3:00 p.m. on June 29, 2026 (Monday) 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 RESOLUTIONS

1. to consider and approve the Work Report of the Board of Directors for 2025;
2. to consider and approve the Final Account Report for 2025;
3. to consider and approve the Profit Distribution Plan for 2025;
4. to consider and approve the Directors Remuneration Report for 2025;
5. to consider and approve the Supervisors Remuneration Report for 2025;
6. to consider and approve the Capital Adequacy Ratio Report for 2025 and Capital Adequacy Ratio Plan for 2026;
7. to consider and approve the Financial Budget Report for 2026;
8. to consider and approve the Engagement of Auditors for 2026;
9. to consider and approve the Appointment of Mr. ZHANG Tao as an executive Director of the Third Session of the Board.

**The Board of
Zhongyuan Bank Co., Ltd.***

Zhengzhou, the PRC
June 5, 2026

NOTICE OF 2025 ANNUAL GENERAL MEETING

As of the date of this notice, the Board of Directors of the Bank comprises Mr. ZHOU Feng as executive Director; Mr. FENG Ruofan, Mr. LI Wenqiang 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 AGM will be voted on by poll except for the resolutions concerning relevant procedures or administrative matters which the chairman of the AGM 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 June 24, 2026 (Wednesday) to June 29, 2026 (Monday), both days inclusive, during which period no transfer of the shares will be registered. Shareholders whose names appear in the Bank’s register of members on June 24, 2026 (Wednesday) (i.e. the record date) shall be entitled to attend and vote at the AGM.

In order for the Shareholders to be eligible to attend and vote at the AGM, 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 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 June 23, 2026 (Tuesday) for registration.

3. PROFIT AND DIVIDENDS

Faced with the severe and complex economic situation and increasingly intense competitive environment, the Bank adheres to serving the real economy and continues to promote reform and development. In order to enhance its risk resistance, accelerate high-quality development and better safeguard the long-term interests of all Shareholders, as approved at the meeting of the Board of the Bank held on June 5, 2026, the Board proposed not to distribute the final dividend for 2025 to all Shareholders. The proposal not to distribute the dividend is subject to approval by the Shareholders at the Bank’s forthcoming 2025 annual general meeting.

4. PROXY

Any Shareholder entitled to attend and vote at the AGM 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 AGM. Such proxy must be appointed by using the form of proxy. You may fill in the name and address of the proxy you intend to appoint in accordance with the instructions on the form of proxy. If no name is inserted, the chairman of the meeting will act as your proxy, provided that, to the extent permitted by applicable laws and the Articles of Association of the Bank, the chairman of the meeting may decline to accept such appointment on reasonable grounds, including but not limited to potential conflicts of interest or other circumstances where it would be inappropriate to act as proxy. If the chairman of the meeting decides not to accept such appointment, the Bank will notify the relevant Shareholder as soon as practicable, so that he/she may re-appoint another proxy or attend the annual general meeting in person and vote.

NOTICE OF 2025 ANNUAL GENERAL MEETING

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 (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 AGM 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 AGM 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 AGM in person or by proxy as the only holder entitled to vote. If more than one registered joint holders attend the AGM 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.

5. MISCELLANEOUS

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

The AGM 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 the consideration and approval at the AGM have been set out in the circular of the Bank dated June 5, 2026.