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Bank of Zhengzhou Co., Ltd.*
鄭州銀行股份有限公司*

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

(H Shares Stock Code: 6196)

(Preference Shares Stock Code: 4613)

**CHANGE OF JOINT COMPANY SECRETARY,
ALTERNATE TO AUTHORIZED REPRESENTATIVE
AND PROCESS AGENT**

**CHANGE OF JOINT COMPANY SECRETARY, ALTERNATE TO AUTHORIZED
REPRESENTATIVE AND PROCESS AGENT**

The board of directors (the “**Board**”) of Bank of Zhengzhou Co., Ltd.* (the “**Bank**”) hereby announces that due to job reallocation, Ms. LEUNG Wing Han Sharon (梁穎嫻) (“**Ms. Leung**”) has tendered her resignation as the joint company secretary of the Bank (the “**Joint Company Secretary**”), an alternate to authorized representative of the Bank (the “**Alternate to Authorized Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and an authorized representative of the Bank for accepting service of process or notice on the Bank’s behalf in Hong Kong pursuant to Rule 19A.13(2) of the Hong Kong Listing Rules and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”), with effect from February 28, 2022.

Ms. Leung confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the Hong Kong Stock Exchange and the shareholders of the Bank.

The Board further announces that Dr. NGAI Wai Fung (魏偉峰) (“**Dr. Ngai**”) has been appointed as a Joint Company Secretary, an Alternate to Authorized Representative and the Process Agent with effect from February 28, 2022.

The biographical details of Dr. Ngai are set out as follows:

Dr. Ngai Wai Fung holds an honours bachelor’s degree in law from University of Wolverhampton (U.K.), a master’s degree in business administration from Andrews University (U.S.), a master’s degree in corporate finance from Hong Kong Polytechnic University, and a doctoral degree in finance from Shanghai University of Finance and Economics. He is a fellow of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries), a fellow of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators), a member of The Hong Kong Institute of Certified Public Accountants, a fellow of The Association of Chartered Certified Accountants in the United Kingdom, and a member of The Chartered Institute of Arbitrators.

Dr. Ngai is the director and group chief executive officer of SWCS Corporate Services Group (Hong Kong) Limited. Dr. Ngai has over 30 years of professional practice and senior management experience including acting as the executive director, chief financial officer and company secretary, most of which are in the areas of finance, accounting, internal control and risk management, regulatory compliance, corporate governance and company secretarial work for listed issuers including major red chips companies.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE HONG KONG LISTING RULES

Reference is made to the announcement of the Bank dated August 30, 2021 and the waiver (the “**Waiver**”) granted to the Bank by the Hong Kong Stock Exchange from strict compliance with the requirements of Rules 3.28 and 8.17 of the Hong Kong Listing Rules in respect of the eligibility of Mr. XIA Hua (夏華) (“**Mr. Xia**”) to act as a Joint Company Secretary for a three-year period from the date of appointment of Mr. Xia as a Joint Company Secretary of the Bank (i.e. August 27, 2021) to August 26, 2024 (the “**Waiver Period**”), on the condition that Mr. Xia would be assisted by Ms. Leung, who possesses the qualifications required under Rule 3.28 of the Hong Kong Listing Rules, during the Waiver Period.

Given the condition of the Waiver could no longer be fulfilled following the resignation of Ms. Leung, the Bank has applied to the Hong Kong Stock Exchange and has already been granted with a new waiver (the “**New Waiver**”) by the Hong Kong Stock Exchange from strict compliance with the requirements under Rules 3.28 and 8.17 of the Hong Kong Listing Rules for the remaining period of the Waiver Period (i.e. from February 28, 2022 to August 26, 2024) (the “**New Waiver Period**”) in relation to the eligibility of Mr. Xia to act as a Joint Company Secretary, on the conditions that: (i) Mr. Xia will be assisted by Dr. Ngai during the New Waiver Period; (ii) the New Waiver could be revoked if there are material breaches of the Hong Kong Listing Rules by the Bank; and (iii) the Bank will announce the details of the New Waiver, including its reasons and conditions.

The Bank shall notify the Hong Kong Stock Exchange at the end of the New Waiver Period for the Hong Kong Stock Exchange to re-visit the situation. The Hong Kong Stock Exchange expects that, after the end of the New Waiver Period, the Bank will be able to demonstrate that Mr. Xia, having had the benefit of Dr. Ngai’s assistance during the New Waiver Period, has attained the relevant experience and is capable of discharging the functions the company secretary under Rule 3.28 of the Hong Kong Listing Rules such that a further waiver will not be necessary. The New Waiver will be revoked immediately if and when Dr. Ngai ceases to provide assistance to Mr. Xia.

The biographical details of Mr. Xia are set out as follows:

Mr. XIA Hua holds a bachelor's degree in engineering in applied electronic technology from the Beijing Agricultural Engineering University (北京農業工程大學) (Beijing, China) and an MBA degree for senior management personnel from the China Europe International Business School (中歐國際工商管理學院) (Shanghai, China). He is an economist.

Mr. XIA has served as an executive Director and vice chairman of the Bank since July 2020 and secretary of the Board of the Bank since August 2021. He is primarily responsible for the affairs of the internal audit office of the Board, and assists Mr. WANG Tianyu in managing the office of the Board, the remuneration and assessment office of the Board and the strategic development department of the Board. In addition, he has served as the chairman of Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司) since December 2019. Mr. XIA joined the Bank in December 2011 and served as vice president of the Bank. Prior to joining the Bank, Mr. XIA had served in the People's Bank of China as principal staff member of the rural cooperative finance management department of the Henan office, principal staff member of the cooperation department of the Zhengzhou regulatory office of the Jinan office, and principal staff member of the agricultural banks regulatory department, and served in the China Banking and Insurance Regulatory Commission Henan Office as principal staff member and deputy chief of the stateowned banking regulatory No. 1 department and deputy chief and regulatory researcher of the city commercial banks regulatory department.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Dr. Ngai that need to be brought to the attention of the shareholders of the Bank or any information that need to be disclosed pursuant to the requirements of the Hong Kong Listing Rules.

The Board would like to take this opportunity to express its gratitude to Ms. Leung for her valuable contribution to the Bank during her tenure of service, and to welcome Dr. Ngai on his new appointment.

By order of the Board
Bank of Zhengzhou Co., Ltd.*
WANG Tianyu
Chairman

Zhengzhou, Henan, the PRC
February 28, 2022

As at the date of this announcement, the Board comprises Mr. WANG Tianyu, Mr. SHEN Xueqing and Mr. XIA Hua as executive directors, Ms. WANG Dan, Mr. LIU Bingheng, Mr. SU Xiaojun, Mr. JI Hongjun and Mr. WANG Shihao as non-executive directors, Ms. LI Yanyan, Mr. LI Xiaojian, Mr. SONG Ke and Ms. LI Shuk Yin Edwina as independent non-executive directors.

* *The Bank 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.*