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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)**

**NOTICE OF THE 2021 AGM**

**NOTICE IS HEREBY GIVEN** that the 2021 Annual General Meeting (the “AGM”) of Bank of Zhengzhou Co., Ltd.\* (the “Bank”) will be held at 9:00 a.m. on June 10, 2022 (Friday) at Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC, to consider, and if thought fit, pass the following resolutions:

**ORDINARY RESOLUTIONS**

1. to consider and approve the 2021 Board of Directors’ work report;
2. to consider and approve the 2021 Board of Supervisors’ work report;
3. to consider and approve the 2021 annual financial statements;
4. to consider and approve the 2021 annual report;
5. to consider and approve the 2021 profit distribution proposal;
6. to consider and approve the 2022 financial budget;
7. to consider and approve the the appointment of Ernst & Young and Ernst & Young Hua Ming LLP as the Bank’s overseas and domestic auditors for 2022 and for the annual audit, interim review and provision of professional services such as internal control audit, whose term of office ends after the Bank’s 2022 annual general meeting, and their remuneration;
8. to consider and approve the special report on related party transactions for 2021;

9. to consider and approve the estimated quota on recurring related party transactions for 2022:

9.1 Credit-granting related party transactions

- (a) estimated quota on related party transactions with Zhengzhou Construction Investment Group Co., Ltd. (鄭州市建設投資集團有限公司) and its associated corporations;
- (b) estimated quota on related party transactions with Zhengzhou Transportation Construction Investment Co., Ltd. (鄭州交通建設投資有限公司) and its associated corporations;
- (c) estimated quota on related party transactions with Zhengzhou Municipal Construction Engineering General Corporation (鄭州市市政工程總公司) and its associated corporations;
- (d) estimated quota on related party transactions with Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd. (鄭州市中融創產業投資有限公司) and its associated corporations;
- (e) estimated quota on related party transactions with Henan Investment Group Co., Ltd. (河南投資集團有限公司) and its associated corporations;
- (f) estimated quota on related party transactions with Henan Guoyuan Trade Co., Ltd. (河南國原貿易有限公司) and its associated corporations;
- (g) estimated quota on related party transactions with Henan Asset Management Company Limited (河南資產管理有限公司) and its associated corporations;
- (h) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations;
- (i) estimated quota on related party transactions with Bridge Trust Co., Ltd. (百瑞信託有限責任公司) and its associated corporations;
- (j) estimated quota on related party transactions with Central China Securities Co., Ltd. (中原證券股份有限公司) and its associated corporations;
- (k) estimated quota on related party transactions with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司);
- (l) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);

- (m) estimated quota on related party transactions with Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司);
- (n) estimated quota on related party transactions with Fugou Zhengyin County Bank Co., Ltd. (扶溝鄭銀村鎮銀行股份有限公司);
- (o) estimated quota on related party transactions with Xinmi Zhengyin County Bank Co., Ltd. (新密鄭銀村鎮銀行股份有限公司);
- (p) estimated quota on related party transactions with Xunxian Zhengyin County Bank Co., Ltd. (浚縣鄭銀村鎮銀行股份有限公司);
- (q) estimated quota on related party transactions with Queshan Zhengyin County Bank Co., Ltd. (確山鄭銀村鎮銀行股份有限公司);
- (r) estimated quota on related party transactions with Zhongmu Zhengyin County Bank Co., Ltd. (中牟鄭銀村鎮銀行股份有限公司);
- (s) estimated quota on related party transactions with Yanling Zhengyin County Bank Co., Ltd. (鄆陵鄭銀村鎮銀行股份有限公司);
- (t) estimated quota on related party transactions with Xinzheng Zhengyin County Bank Co., Ltd. (新鄭鄭銀村鎮銀行股份有限公司); and
- (u) estimated quota on related party transactions with related natural persons of the Bank.

## 9.2 Non-credit-granting related party transactions

- (a) estimated quota on related party transactions with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司);
- (b) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);
- (c) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司);
- (d) estimated quota on related party transactions with Bridge Trust Co., Ltd. (百瑞信託有限責任公司);
- (e) estimated quota on related party transactions with Great Wall Fund Management Co., Ltd. (長城基金管理有限公司);

- (f) estimated quota on related party transactions with Central China Securities Co., Ltd. (中原證券股份有限公司);
  - (g) estimated quota on related party transactions with Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司); and
  - (h) estimated quota on related party transactions with Henan Asset Management Company Limited (河南資產管理有限公司).
10. to consider and approve the amendments to the procedures of the Board of Supervisors;
11. to consider and approve the amendments to the management measures of external Supervisors;

### **SPECIAL RESOLUTIONS**

12. to consider and approve the change of business scope and the amendments to the Articles of Association;
13. to consider and approve the general mandate for the issuance of new Shares;
14. to consider and approve the resolution on the issuance of tier 2 capital bonds; and
15. to consider and approve the resolution on the issuance of financial bonds.

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

Zhengzhou, Henan, the PRC  
April 29, 2022

*Notes:*

1. Pursuant to the Hong Kong Listing Rules, all resolutions proposed at the meeting will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published on both the websites of Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.zzbank.cn](http://www.zzbank.cn)) in accordance with the Hong Kong Listing Rules.

2. **CLOSURE OF THE H SHARE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM**

In order to determine the list of holders of H Shares who are entitled to attend and vote at the AGM, the Bank's H Share register of members will be closed from June 2, 2022 (Thursday) to June 10, 2022 (Friday), both days inclusive, during which period no transfer of the H Shares of the Bank will be effected. The holders of H Shares included in the Bank's H Share register of members on June 10, 2022 (Friday) shall be entitled to attend and vote at the AGM. In order to be eligible for attending and voting at the AGM, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to 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 holders of H shares) before 4:30 p.m. on June 1, 2022 (Wednesday).

3. **PROXY**

Any holders of H Shares entitled to attend and vote at the AGM is entitled to appoint one or more persons (if the holder of H Shares holds two or more issued Shares of the Bank with a nominal value of RMB1.00 each), whether such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the AGM.

The proxy concerned must be appointed with a power of attorney. The power of attorney 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 power of attorney shall be affixed with the seal of the legal person or signed by its Director or a representative duly authorized in writing. If the power of attorney of the 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 power of attorney. The power of attorney of the proxy of the holders of H Shares shall be served to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the scheduled time for holding of the AGM (i.e. by 9:00 a.m. on June 9, 2022 (Thursday) or any adjournment thereof (as the case may be).

After the completion and return of the power of attorney, you can attend and vote in person at the AGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

In case of registered joint holders of any H Shares, one of the registered joint holders can vote on such shares in person or by a proxy as the only holder entitled to vote. If one or more registered joint holders attend the AGM in person or by proxy, only the vote of the person whose name appears first in the H Share register of members relating to the joint holders (in person or by proxy) will be accepted as the only vote of the joint holders.

#### 4. MISCELLANEOUS

- (i) To prevent and control COVID-19 epidemic and protect Shareholders' health, the Bank will strictly comply with relevant policies on epidemic prevention and control. Any person who does not comply with relevant policies on epidemic prevention and control may be denied entry into the meeting venue. The Bank encourages Shareholders to appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.
- (ii) The holders of H Shares or their proxies shall present their identity documents when attending the AGM (or any adjournment thereof). If the legal representative of corporate holders of H Shares or any other persons officially authorized by the corporate holders of H Shares is present at the AGM (or any adjournment thereof), such legal representative or other persons shall present their identity documents and the certifying documents for appointment as a legal representative or valid authorization documents (as the case may be).
- (iii) The AGM is expected to last for no more than one day. Shareholders and representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (iv) Address of Computershare Hong Kong Investor Services Limited:

Shops 1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
(For lodging share transfer documents)

17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
(For deposit of proxy form)

Tel: (852) 2862 8555  
Fax: (852) 2865 0990

- 5. The details about the aforesaid resolutions proposed for the consideration and approval of the AGM are set out in the circular of the AGM to be despatched by the Bank. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the AGM to be despatched by the Bank. Shareholders should also read the Bank's 2021 annual report published in April 2022.

\* *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.*

*As at the date of this notice, the board of directors of the Bank 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.*