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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)

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS
PROPOSED RE-ELECTION OF EXTERNAL SUPERVISORS
APPOINTMENT OF PRESIDENT
AND
PROPOSED CHANGE OF EXTERNAL AUDITORS**

The board (the **"Board"**) of directors (the **"Directors"**) of Bank of Zhengzhou Co., Ltd.* (the **"Bank"**) hereby announces that:

PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

In accordance with the relevant requirements of the Company Law of the People's Republic of China (the **"Company Law"**) and the articles of association (the **"Articles of Association"**) of the Bank, after consideration and approval by the nomination committee of the Bank of the seventh session of the Board of Directors, the Board proposed the nomination for the re-election or election of the Directors as follows:

- (i) each of Mr. ZHAO Fei and Ms. LI Hong as an executive Director candidate of the eighth session of the Board;
- (ii) each of Ms. ZHANG Jihong, Mr. LIU Bingheng and Mr. WEI Zhigang as a non-executive Director candidate of the eighth session of the Board; and
- (iii) each of Mr. LI Xiaojian, Mr. WANG Ning, Mr. LIU Yatian and Mr. SIU Chi Hung as an independent non-executive Director candidate of the eighth session of the Board.

The biographical details of the above Director candidates of the eighth session of the Board are set out in appendix I to this announcement.

Each of independent non-executive Director candidates has made a confirmation of independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and the Board is also of the view that each of independent non-executive Director candidates meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

The re-election and election of the Director candidates will be proposed at the general meeting for approval by the shareholders of the Bank (the “**Shareholders**”). In accordance with the Articles of Association, the Directors of the Bank serve for a term of three years for each session until expiry of term of the eighth session of the Board. The qualifications of the newly elected Directors are subject to the approval of the National Administration of Financial Regulation Henan Office (the “**Henan Financial Regulation Office**”), and the qualifications of the re-elected Directors shall take effect from the date of approval at the general meeting. In accordance with relevant laws and regulations and the Articles of Association, the Directors of the seventh session of the Board of the Bank, will continue to perform their duties as Directors and relevant roles in the special committee of the Board pursuant to regulatory requirements until the qualifications of the newly elected Directors are approved by Henan Financial Regulation Office.

The executive Directors of the eighth session of the Board, being Mr. ZHAO Fei and Ms. LI Hong, will not receive remuneration for their capacities as executive Directors but they shall receive corresponding remunerations for their respective specific management duties performed as management of the Bank, including basic remuneration, performance-based remuneration and benefits. Such remunerations are determined based on the relevant remuneration policies of the higher-level units and the Bank.

The non-executive Directors of the eighth session of the Board will not receive remuneration for their capacities as non-executive Directors. The independent non-executive Directors of the eighth session of the Board shall each receive remuneration of RMB210,000 per annum (tax inclusive). Such remuneration is determined based on the remuneration standard of the independent non-executive Directors of the Bank considered and approved at the 2020 annual general meeting of the Bank. The Bank will also disclose the total remunerations received by the Directors in its annual reports accordingly.

Save as disclosed in this announcement, each of the candidates of the eighth session of the Board has confirmed that: (i) he/she does not have any relationship with any Directors, supervisors, senior management or substantial shareholders of the Bank or controlling shareholders of its subsidiaries; (ii) he/she did not hold any other position in the Bank or its subsidiaries and did not hold any directorship or supervisorship in any other companies listed in Hong Kong or overseas over the past three years; and (iii) he/she does not have or is not deemed to have any interest in shares, underlying shares and debentures of the Bank or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, there are no other matters in relation to the re-election or election of the Director candidates of the eighth session of the Board which are required to be disclosed to the Shareholders and The Stock Exchange of Hong Kong Limited, or matters which would require disclosure in accordance with Rules 13.51(2)(h) to (v) of the Listing Rules.

The relevant resolutions are subject to the approval by ordinary resolutions at the general meeting.

PROPOSED RE-ELECTION OF EXTERNAL SUPERVISORS

In accordance with the relevant requirements of the Company Law and the Articles of Association, after consideration and approval by the seventh session of the board of supervisors, the board of supervisors proposed to re-elect each of Mr. XU Changsheng and Mr. GENG Mingzhai as the external supervisor candidates of the eighth session of the board of supervisors.

The biographical details of the abovementioned external supervisor candidates of the eighth session of the board of supervisors are set out in appendix II to this announcement.

The re-election of the external supervisor candidates will be proposed at the general meeting for approval by the Shareholders. Their terms of office will commence upon Shareholders' approval and end upon the termination of the eighth session of the board of supervisors.

External supervisors of the eighth session of the board of supervisors shall each receive a remuneration of RMB180,000 per annum (tax inclusive). Such remuneration is determined based on the remuneration standards of the external supervisors of the Bank considered and approved at the 2020 annual general meeting of the Bank. The Bank will also disclose the total remunerations received by the supervisors in its annual reports accordingly.

The Bank will hold an employee representative meeting and a meeting of the labour union committee of the headquarters (during the recess of the employee representative meeting) as soon as possible and in due course to re-elect and elect the employee supervisors, who will form the eighth session of the board of supervisors of the Bank together with the external supervisors to be re-elected at the general meeting. However, the appointment of the employee supervisors is not subject to the approval of the Shareholders. The Bank will provide updates to the Shareholders as and when appropriate.

Save as disclosed in this announcement, each of the external supervisor candidates of the eighth session of the board of supervisors has confirmed that: (i) he/she does not have any relationship with any Directors, supervisors, senior management or substantial shareholders of the Bank or controlling shareholders of its subsidiaries; (ii) he/she did not hold any other position in the Bank or its subsidiaries and did not hold any directorship or supervisorship in any other companies listed in Hong Kong or overseas over the past three years; and (iii) he/she does not have or is not deemed to have any interest in shares, underlying shares and debentures of the Bank or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, there are no other matters in relation to the re-election of the external supervisor candidates of the eighth session of the board of supervisors which are required to be disclosed to the Shareholders and The Stock Exchange of Hong Kong Limited, or matters which would require disclosure in accordance with Rules 13.51(2)(h) to (v) of the Listing Rules.

The relevant resolutions are subject to the approval by ordinary resolutions at the general meeting.

APPOINTMENT OF THE PRESIDENT OF THE BANK

The Board hereby announces that the Board has considered and approved the appointment of Ms. LI Hong as the president of the Bank. Ms. LI's qualification as the president of the Bank is subject to approval by Henan Financial Regulation Office, and her term of office as the president of the Bank shall commence on the date of approval of her qualification as president of the Bank.

PROPOSED CHANGE OF EXTERNAL AUDITORS

The Board hereby announces that after comprehensively considering the Bank's business development, cost effectiveness and needs for audit services, the Board and the audit committee of the Board consider that the change of external auditors is in the interests of the Bank and the Shareholders as a whole. As such, according to the Measures for State-owned Enterprises and Listed Companies to Select and Appoint Accounting Firms (Cai Kuai [2023] No.4) (《國有企業、上市公司選聘會計師事務所管理辦法》(財會[2023] 4號)), the Measures for State-owned Financial Enterprises to Select and Appoint Accounting Firms (Cai Jin [2020] No.6) (《國有金融企業選聘會計師事務所管理辦法》(財金[2020] 6號)), the disclosure rules of stock exchanges and other relevant requirements, the Bank has organized and conducted the public tender and selection process. Based on the results of the public tender and selection process and recommendations by the audit committee of the Board, the Board considered and approved the Resolution on the Change of External Auditors of Bank of Zhengzhou Co., Ltd., and agreed to appoint ShineWing Certified Public Accountants LLP as the domestic auditor of the Bank for 2024 as well as the provision of internal control auditing services, and SHINEWING (HK) CPA Limited as the international auditor of the Bank for 2024 on November 27, 2024, with a term commencing from the date of approval of the resolution at the general meeting of the Bank expiring upon the date of the conclusion of the 2024 annual general meeting of the Bank. It is expected that the audit fee for the year of 2024 is RMB2.74 million, which includes the internal control audit fee of RMB0.34 million.

The Bank has communicated with Ernst & Young Hua Ming LLP and Ernst & Young in relation to the change of external auditors to which both of them have no objection and agreed to cease to be the external auditors of the Bank upon the date of approval of the resolution at the general meeting of the Bank. Ernst & Young Hua Ming LLP and Ernst & Young have confirmed that there are no matters with respect to their ceasing to be the external auditors of the Bank that need to be brought to the attention of the Shareholders. The Board also confirms that there are no disagreements or unresolved matters between the Bank and Ernst & Young Hua Ming LLP and Ernst & Young, and it is not aware of any relevant matters that need to be brought to the attention of the Shareholders.

Such resolution is subject to the approval by ordinary resolution at the general meeting.

A circular containing, among others, details of the above resolutions subject to the consideration and approval of the general meeting, together with the notice of the general meeting, will be published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Bank at www.zzbank.cn and dispatched to the Shareholders in due course.

By order of the Board
Bank of Zhengzhou Co., Ltd.*
ZHAO Fei
Chairman

Zhengzhou, Henan, China
November 28, 2024

As at the date of this announcement, the Board comprises Mr. ZHAO Fei as executive Director; Ms. WANG Dan, Mr. LIU Bingheng and Mr. WANG Shihao as non-executive Directors; and 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.*

APPENDIX I – BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES OF THE EIGHTH SESSION OF THE BOARD OF DIRECTORS

Executive Directors

The biographical details of the executive Director candidates are as follows:

Mr. ZHAO Fei (趙飛), aged 49, graduated from Zhengzhou University (鄭州大學) majoring in economics. He is an economist.

Mr. ZHAO has served as an executive Director of the Bank since May 2023 and the chairman of the Bank since July 2023, primarily responsible for the overall work of the Board and in charge of the internal audit office of the Board, the office of the Board, the remuneration and assessment office of the Board, the risk management office of the Board, the strategic development department of the Board, and the inspection office of the Party Committee. Mr. ZHAO joined the Bank in September 2022 and served as the president of the Bank from November 2022 to July 2023. Prior to that, Mr. ZHAO had served as the president of the Nanle County Subbranch, the deputy director of the risk management department, the investment department and the poverty alleviation business department of the Henan Branch, the secretary of the Party branch and president of the Jiyuan Sub-branch, and the secretary of the Party committee and president of the Pingdingshan Branch at the Agricultural Development Bank of China in Henan Province.

Ms. LI Hong (李紅), aged 54, obtained a bachelor's degree in economics from Renmin University of China majoring in financial accounting, and EMBA from University of International Business and Economics (對外經濟貿易大學).

Ms. LI has worked in Beijing Branch of Postal Savings Bank of China for 16 years since 2008, where she served as the general manager of planning and finance department, senior business manager, a member of the Party Committee, vice president, chairwoman of the labor union, etc., and was in charge of major tasks from front-, middle – and back-end, including business sector, interbank financial sector, risk management, credit review, laws and compliance, operation and management, accounting, finance, assets, liabilities, and office affair.

Non-executive Directors

The biographical details of the non-executive Director candidates are as follows:

Ms. ZHANG Jihong (張繼紅), aged 53, graduated from the Party School of the Central Committee of C.P.C majoring in economics and management. She is a senior accountant.

Ms. Zhang served as a staff member at Zhengzhou State-owned Assets Administration Bureau (鄭州市國有資產管理局) from August 1990 to August 1992. She served as a staff member and senior staff member of the Human Resource Division, the Office of Foreign Investment and Economic Cooperation and the Government Debt Management Office of Zhengzhou Finance Bureau from August 1994 to August 2006. She served as deputy director (section chief rank) of the Government Debt Management Office of Zhengzhou Finance Bureau from August 2006 to May 2020. Since May 2020, she has been serving as the chief accountant of Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd.(鄭州市中融創產業投資有限公司).

Mr. LIU Bingheng (劉炳恒), aged 55, graduated from Zhengzhou University of Light Industry (鄭州輕工業學院) majoring in financial accounting. He is an accountant.

Mr. LIU has served as a non-executive Director of the Bank since November 2021. He has served as the director of the financial operation center of Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司) from October 2015 to April 2024. Mr. LIU had served as deputy general manager and chief financial officer of Henan Baihe International Highway Technology Co., Ltd. (河南百和國際公路科技有限公司) and chief financial officer of China Electronics Technology Information Industry Co., Ltd. (中電科信息產業有限公司).

Mr. WEI Zhigang (衛志剛), aged 48, graduated from Xi'an Jiaotong University (西安交通大學) majoring in international economics, and obtained an MPA from Zhengzhou University (鄭州大學). He is an economist.

Mr. WEI worked at Xinxiang Post Bureau (新鄉市郵政局) from July 1995 to April 2002; successively served as assistant director and deputy director of Merchants Bureau, deputy director of Economic Development Bureau under Zhengdong New District Management Committee (鄭東新區管委會) from April 2002 to June 2013, during which, he served as deputy director of general office (deputy county-level) of the leading group (建設領導小組辦公室副主任(副縣級)) for Zhengzhou Airport Economy Zone (鄭州航空港經濟綜合實驗區) from January 2012 to June 2013; director of Financial Service Bureau of Zhengdong New District Management Committee from June 2013 to June 2016. From June 2016 to February 2024, he successively served as director of general office and director of the office of the Party committee of Zhongyuan Bank Co., Ltd. (01216.HK); deputy Party secretary and vice president, director of Party and Mass Work Department (Labor Union Office), the head of organization department of the Party Committee, and general manager of HR Department of Shangqiu Branch of Zhongyuan Bank Co., Ltd.; deputy secretary of the Party committee of Zhongyuan Trust Co., Ltd. since February 2024.

Independent Non-executive Directors

The biographical details of the independent non-executive Director candidates are as follows:

Mr. LI Xiaojian (李小建), aged 70, holds a bachelor of science in geography from Henan Normal University (河南師範大學) (now renamed as Henan University (河南大學)) and a doctor of economics in economic geography from Nankai University (南開大學). He is a professor.

Mr. LI has served as an independent non-executive Director of the Bank since December 2021. He has served as an external supervisor of Zhongyuan Bank Co., Ltd. (01216.HK) from December 2014 to October 2023. Mr. LI had served as the vice principal of Henan University, the principal of Henan College of Finance and the principal of Henan University of Economics and Law. In addition, Mr. LI was granted the special allowance from the State Council in 1997, accredited as a National Young and Middle-aged Expert with Outstanding Contributions (國家有突出貢獻中青年專家) in 1998 and granted the title of “Accomplished Entrepreneurs among the New Generation of Overseas Chinese (新橋成功創業人士)” by All-China Federation of Returned Overseas Chinese (中華全國歸國華僑聯合會) in 2003.

Mr. WANG Ning (王寧), aged 41, obtained a bachelor's degree in information management and information system and a master's degree in corporate management from Zhengzhou University, and a doctoral degree in management science and engineering from Northwestern Polytechnical University (西北工業大學). He is a professor.

Mr. WANG joined the Business School of Zhengzhou University since July 2013, served as a teacher from July 2013 to September 2019, served as the deputy dean from September 2019 to January 2024, and served as the executive dean since January 2024.

Mr. LIU Yatian (劉亞天), aged 61, obtained a bachelor's degree in law, an academic diploma of master's degree qualification in economic law, and an academic diploma of doctoral degree qualification in civil and commercial law from China University of Political Science and Law (中國政法大學). He is a professor.

Mr. LIU worked at China University of Political Science and Law from January 1989 to May 2023, during which he served as a member of the Academic Committee of the School of Continuing Education and a member of the Party Committee of the School. He was an expert member of the Contract Law Group in the Codification of the Civil Code of the PRC (中國民法典編纂合同法組), a member of the Expert Committee of the Pinggu District Procuratorate of Beijing (北京市平谷區檢察院), an arbitrator of the Tianjin Arbitration Commission (天津仲裁委員會), a legal advisor to law firms and state-owned enterprises, and other positions.

Mr. SIU Chi Hung (蕭志雄), aged 53, obtained a bachelor's degree in business administration from the Chinese University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants, a member of the American Institute of Certified Public Accountants, and a member of The Hong Kong Independent Non-Executive Director Association.

Mr. SIU joined KPMG in August 1994, and successively served as a partner of KPMG (Hong Kong), the principal partner of the real estate business of KPMG (China) and the principal partner of Capital Markets Development (Southern China) of KPMG (China) from July 2008 to June 2018. During the past five years, Mr. SIU has served as an executive director of LVGEM (China) Real Estate Investment Company Limited (00095.HK), and an independent non-executive director of Roiserv Lifestyle Services Co., Ltd. (02146.HK), Central China Management Company Limited (09982.HK) and MicroPort NeuroScientific Corporation (02172.HK). Mr. SIU has been serving as an independent non-executive director of Dongjiang Environmental Company Limited (002672.SZ; 00895.HK) and an independent non-executive director of CHINA GAS INDUSTRY INVESTMENT HOLDINGS CO. LTD. (01940.HK) since December 2020, an independent non-executive director of China Aluminum International Engineering Corporation Limited (601068.SH; 02068.HK) since April 2022, and an independent non-executive director of Sichuan Energy Investment Development Co., Ltd. (01713.HK) since August 2024.

APPENDIX II – BIOGRAPHICAL DETAILS OF THE EXTERNAL SUPERVISOR CANDIDATES OF THE EIGHTH SESSION OF THE BOARD OF SUPERVISORS

External Supervisors

Mr. XU Changsheng (徐長生), aged 61, holds a bachelor's degree in economics from Nanjing University, and a master's degree and a doctor's degree in economics from Wuhan University.

Mr. XU has served as an external supervisor of the Bank since June 2021. He has been teaching in Huazhong University of Science and Technology School of Economics since July 1987, serving as a professor since September 1997 and has been a doctoral supervisor since September 1999. Mr. XU was the dean of the School of Economics at Huazhong University of Science and Technology, and is currently the vice-president of the Zhang Peigang Development Economics Research Foundation. He has long been engaged in scientific research and teaching in the fields of macroeconomics and development economics.

Mr. GENG Mingzhai (耿明齋), aged 72, holds a bachelor's and master's degrees in economics from Henan University and is a professor.

Mr. GENG has served as an external supervisor of the Bank since June 2023. He has been working at Henan University since July 1985; he has been a teacher since July 1985; he has been serving as the honorary director of the School of Economics and the chief expert of the Henan Central China Development Research Institute since September 2019. Mr. GENG has been serving as an independent director of Yutong Heavy Industries Co., Ltd. (宇通重工股份有限公司) (600817.SH) since January 2019 and an independent director of Central China Futures Co., Ltd. (中原期貨股份有限公司) since May 2019. He is currently a member of the 14th National People's Congress of Henan Province, a researcher of the Advisory Group of the Henan Provincial Committee of the Communist Party of China, a member of the Expert Advisory Committee of the Henan Provincial Government, a director of the China Center for International Economic Exchanges. Mr. GENG had served as the director of the School of Economics of Henan University, the director of the Central China Development Research Institute, an independent director of Henan Shuanghui Group Finance Co., Ltd. (河南雙匯集團財務有限公司) and an independent director of Henan Bianjing Rural Commercial Bank Company Limited (河南汴京農村商業銀行股份有限公司).