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CZBANK  **浙商银行**

CHINA ZHESHANG BANK CO., LTD.

浙商银行股份有限公司

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

(Stock Code: 2016)

(Stock Code of Preference Shares: 4610)

NOTICE OF 2021 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 third extraordinary general meeting (the “EGM”) of China Zheshang Bank Co., Ltd. (the “Bank”) will be held at Main Conference Room, 1/F, Head Office of China Zheshang Bank, No. 288, Qingchun Road, Hangzhou, Zhejiang, the People’s Republic of China (the “PRC”), at 2:30 p.m. on Tuesday, November 23, 2021 for the purposes of considering and, if thought fit, passing the following resolutions (capitalised terms used in this notice shall have the same meanings as those defined in the circular dated November 3, 2021 by the Bank unless otherwise stated):

SPECIAL RESOLUTIONS

1. To consider and approve the resolution in relation to the proposal for rights issue of China Zheshang Bank Co., Ltd.
 - 1.1 class and par value of the shares to be issued
 - 1.2 issuance method
 - 1.3 base, proportion and number of the rights issue
 - 1.4 pricing principle and price for the rights shares
 - 1.5 target subscribers for the rights issue
 - 1.6 distribution plan for accumulated undistributed profits prior to the rights issue
 - 1.7 time of issuance
 - 1.8 method of underwriting
 - 1.9 use of proceeds in relation to the rights issue

- 1.10 validity period of the resolution in relation to the rights issue
- 1.11 listing of the shares in relation to the rights issue
2. To consider and approve the resolution in relation to the plan of China Zheshang Bank Co., Ltd. on public issuance of shares by the way of rights issue
 3. To consider and approve the resolution in relation to the authorization to the Board and persons authorized by China Zheshang Bank Co., Ltd. to deal with matters related to rights issue to be proposed in the general meeting
 4. To consider and approve the resolution in relation to the change in registered capital and the corresponding amendments to the relevant clauses in the Articles of Association upon the completion of rights issue of China Zheshang Bank Co., Ltd.
 5. To consider and approve the resolution in relation to the fulfillment of issue conditions of rights issue of China Zheshang Bank Co., Ltd.
 6. To consider and approve the resolution in relation to the report on the use of previously raised funds of China Zheshang Bank Co., Ltd.
 7. To consider and approve the resolution in relation to the report on the feasibility of use of proceeds from rights issue of China Zheshang Bank Co., Ltd.
 8. To consider and approve the resolution in relation to the remedial measures for the dilution of current returns by rights issue to original shareholders of China Zheshang Bank Co., Ltd.
 9. To consider and approve the resolution in relation to the shareholders' return plan for the next three years (2022-2024) of China Zheshang Bank Co., Ltd.

By order of the Board
China Zheshang Bank Co., Ltd.
Shen Renkang
Chairman

Hangzhou, the PRC,
November 3, 2021

As at the date of this notice, the executive directors of the Bank are Mr. Shen Renkang and Mr. Zhang Rongsen; the non-executive directors are Mr. Ren Zhixiang, Ms. Gao Qinhong, Mr. Hu Tiangao, and Mr. Zhu Weiming; the independent non-executive directors are Mr. Tong Benli, Mr. Dai Deming, Mr. Liu Pak Wai, Mr. Zheng Jindu, Mr. Zhou Zhifang, Mr. Wang Guocai and Mr. Wang Wei.

Notes:

1. Individual Shareholder who wish to attend the meeting in person shall produce his/her identity cards or other effective document or proof of identity. Proxies of individual Shareholder shall produce his/her effective proof of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or a person authorized by its board of directors or other decision-making body upon resolution. A legal representative or an authorized person who wishes to attend the meeting should produce his/her identity card or other effective document or proof of identity. If appointed to attend the meeting, the proxy should produce his/her identity card and the proxy form which bears the corporate Shareholder's seal or is signed by its director or a proxy duly appointed.
2. Any Shareholder entitled to attend and vote at the 2021 Third EGM is entitled to appoint one or more persons (whether such person is a shareholder or not) as his/her proxy or proxies to attend and vote on his/her behalf
3. The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorised in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.
4. For H Shareholders who wish to attend the 2021 Third EGM, the form of proxy (together with a notarized copy of the power of attorney or other authority (if any) if the form of proxy is signed by a person on behalf of the H Shareholder) must be delivered to the Bank's H Share Registrar, 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 time for holding the 2021 Third EGM or any adjournment thereof (i.e. before 2:30 p.m. on Monday, November 22, 2021) in order to be valid. If no direction is given, the proxy will be entitled to vote or abstain as he/she thinks fit. The proxy will also be entitled to vote at his/her discretion on any resolution properly put to the 2021 Third EGM other than those referred to in the notice convening the EGM.
5. The H Shares register of members of the Bank will be closed from Thursday, November 18, 2021 to Tuesday, November 23, 2021 (both days inclusive), during which period no transfer of H Shares of the Bank will be effected. For unregistered holders of H Shares who intend to attend the 2021 Third EGM, all share certificates and the transfer documents must be lodged with 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, not later than 4:30 p.m. on Wednesday, November 17, 2021. The holder of H Shares whose names appear on the register of members of the Bank at the close of business on Wednesday, November 17, 2021 will be entitled to attend and vote at the 2021 Third EGM.
6. Pursuant to the Hong Kong Listing Rules, each of the resolutions set out in the notice of the 2021 Third EGM will be voted by poll. Results of the poll voting will be published on the Bank's website at www.czbank.com and the website of the Stock Exchange at www.hkexnews.hk after the 2021 Third EGM.
7. Shareholders who attend the EGM in person or by proxy shall bear their own traveling, dining and accommodation expenses.