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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 FIRST CLASS MEETING FOR H SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the 2021 first class meeting for H shareholders (the “**2021 First Class Meeting for H Shareholders**”) 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 PRC, immediately after the conclusion of the 2021 First Class Meeting for A Shareholders 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 the 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 feasibility of use of proceeds from rights issue of China Zheshang Bank Co., Ltd.
  7. 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.

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 H Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity. Proxies of individual H Shareholders shall produce their effective proof of identity and proxy form. A corporate H 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 H Shareholder's seal or is signed by its director or a proxy duly appointed.
2. Any H Shareholder entitled to attend and vote at the 2021 First Class Meeting for H Shareholders 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. Any H Shareholder entitled to attend and vote at the 2021 First Class Meeting for H Shareholders 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.
4. For H Shareholders who wish to attend the 2021 First Class Meeting for H Shareholders, 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 returned 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 First Class Meeting for H Shareholders 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 First Class Meeting for H Shareholders other than those referred to in the notice convening the 2021 First Class Meeting for H Shareholders.
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 H Shareholders who intend to attend the 2021 First Class Meeting for H Shareholders, 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 First Class Meeting for H Shareholders.
6. Pursuant to the Hong Kong Listing Rules, the resolution set out in the notice of the 2021 First Class Meeting for H Shareholders will be voted by poll. Results of the poll voting will be published on the Bank's website at [www.czbank.com](http://www.czbank.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) after the 2021 First Class Meeting for H Shareholders.
7. H Shareholders who attend the 2021 First Class Meeting for H Shareholders in person or by proxy shall bear their own traveling, dining and accommodation expenses.