

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

## **POLL RESULTS OF 2021 THIRD EGM AND 2021 FIRST CLASS MEETINGS**

We refer to the circular (the “**Circular**”) and the notice of the 2021 third extraordinary general meeting (the “**EGM**”), the notice of the 2021 first class meeting for A shareholders (the “**2021 First Class Meeting for A Shareholders**”) and the notice of the 2021 first class meeting for H shareholders (the “**2021 First Class Meeting for H Shareholders**”, together with the 2021 First Class Meeting for A Shareholders, collectively the “**Class Meetings**”) all dated November 3, 2021 of China Zheshang Bank Co., Ltd. (the “**Bank**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The EGM and the Class Meetings were held at the Main Conference Room, 1/F, Head Office of China Zheshang Bank, No. 288, Qingchun Road, Hangzhou, Zhejiang, the PRC on Tuesday, November 23, 2021 at 2:30 p.m. The convening and holding of the EGM and the Class Meetings were in compliance with the requirements of the applicable laws and regulations of the PRC, the Hong Kong Listing Rules and the Articles of Association.

## **POLL RESULTS OF THE EGM AND CLASS MEETINGS**

### **The EGM**

As at the date of the EGM, the total number of issued ordinary Shares of the Bank was 21,268,696,778, including 16,714,696,778 A Shares and 4,554,000,000 H Shares, which entitled the Shareholders to attend the EGM. According to the Articles of Association, where the number of Shares pledged by Shareholders of the Bank reaches or exceeds 50% of the number of Shares held by them in the Bank, or the credit extended by the Bank to Shareholders is overdue, such Shareholders’ voting rights at the EGM shall be restricted. According to the statistics, the restricted Shares in the Bank amounted to 3,895,550,684 A Shares in aggregate. Except that, there is no restriction on any other Shareholders casting votes on the proposed resolutions at the EGM. Details of Shareholders and proxies attending the EGM are set out below:



Special Resolutions		Number of votes cast and the percentage of total voting shares at the EGM		
		For	Against	Abstain
1.03	base, proportion and number of the rights issue	11,090,698,638 86.9308%	1,667,350,598 13.0690%	32,900 0.0003%
1.04	pricing principle and price for the rights shares	11,090,698,638 86.9308%	1,667,346,598 13.0689%	36,900 0.0003%
1.05	target subscribers for the rights issue	11,090,768,638 86.9313%	1,667,280,598 13.0684%	32,900 0.0003%
1.06	distribution plan for accumulated undistributed profits prior to the rights issue	11,090,778,638 86.9314%	1,667,265,598 13.0683%	37,900 0.0003%
1.07	time of issuance	11,090,771,138 86.9313%	1,667,274,098 13.0684%	36,900 0.0003%
1.08	method of underwriting	11,090,768,638 86.9313%	1,667,276,598 13.0684%	36,900 0.0003%
1.09	use of proceeds in relation to the rights issue	11,091,207,438 86.9348%	1,666,804,898 13.0647%	69,800 0.0005%
1.10	validity period of the resolution in relation to the rights issue	11,091,200,438 86.9347%	1,666,811,898 13.0648%	69,800 0.0005%
1.11	listing of the shares in relation to the rights issue	11,091,200,438 86.9347%	1,666,811,898 13.0648%	69,800 0.0005%
2.	the resolution in relation to the plan of China Zheshang Bank Co., Ltd. on public issuance of shares by the way of rights issue	11,091,130,438 86.9342%	1,666,856,898 13.0651%	94,800 0.0007%
3.	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	11,090,768,638 86.9313%	1,667,242,698 13.0681%	70,800 0.0006%
4.	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.	11,090,775,638 86.9314%	1,667,235,698 13.0681%	70,800 0.0006%
5.	the resolution in relation to the fulfillment of issue conditions of rights issue of China Zheshang Bank Co., Ltd.	11,090,698,638 86.9308%	1,667,316,698 13.0687%	66,800 0.0005%
6.	the resolution in relation to the report on the use of previously raised funds of China Zheshang Bank Co., Ltd.	11,091,207,438 86.9348%	1,666,801,898 13.0647%	72,800 0.0006%

Special Resolutions		Number of votes cast and the percentage of total voting shares at the EGM		
		For	Against	Abstain
7.	the resolution in relation to the report on the feasibility of use of proceeds from rights issue of China Zheshang Bank Co., Ltd.	11,091,200,438 86.9347%	1,666,811,898 13.0648%	69,800 0.0005%
8.	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.	11,091,131,438 86.9342%	1,666,884,898 13.0653%	65,800 0.0005%
9.	the resolution in relation to the shareholders' return plan for the next three years (2022-2024) of China Zheshang Bank Co., Ltd.	11,092,112,338 86.9418%	1,665,834,798 13.0571%	135,000 0.0011%

As more than two-thirds of the votes were cast in favour of the above special resolutions No. 1 to No. 9, the special resolutions were thus duly passed.

### 2021 First Class Meeting for A Shareholders

As at the date of the 2021 First Class Meeting for A Shareholders, the total number of issued A Shares of the Bank was 16,714,696,778, which entitled the A Shareholders to attend the 2021 First Class Meeting for A Shareholders. According to the Articles of Association, where the number of Shares pledged by Shareholders of the Bank reaches or exceeds 50% of the number of Shares held by them in the Bank, or the credit extended by the Bank to Shareholders is overdue, such Shareholders' voting rights at the 2021 First Class Meeting for A Shareholders shall be restricted. According to the statistics, the restricted Shares in the Bank amounted to 3,895,550,684 A Shares in aggregate. Except that, there is no restriction on any other A Shareholders casting votes on the proposed special resolution at the 2021 First Class Meeting for A Shareholders. Details of A Shareholders and proxies attending the 2021 First Class Meeting for A Shareholders are set out below:

Total number of A Shareholders and proxies attending the 2021 First Class Meeting for A Shareholders	212
Total number of A Shares carrying voting rights held by A Shareholders attending the 2021 First Class Meeting for A Shareholders (shares)	8,891,607,812
Percentage of A Shares carrying voting rights held by A Shareholders attending the 2021 First Class Meeting for A Shareholders in the total A Shares carrying voting rights (%)	69.3619

To the best knowledge, information and belief of the Board, having made all reasonable inquiries, there was no A Shareholder who had any material interests in the matters considered at the 2021 First Class Meeting for A Shareholders and was required to abstain from voting at the 2021 First Class Meeting for A Shareholders. There was no A Share of the Bank entitling the A Shareholders to attend and abstain from voting in favour of the special resolution at the 2021 First Class Meeting for A Shareholders as set out in Rule 13.40 of the Hong Kong Listing Rules. No A Shareholder was required under the Hong Kong Listing Rules to abstain from voting on the special resolution proposed at the 2021 First Class Meeting for A Shareholders. No A Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on the special resolution proposed at the 2021 First Class Meeting for A Shareholders.

The 2021 First Class Meeting for A Shareholders was convened and held by the Board and chaired by Mr. Shen Renkang, the Chairman. Voting was taken by poll at the 2021 First Class Meeting for A Shareholders.

The following special resolution has been passed by the A Shareholders (including their proxies) attending the 2021 First Class Meeting for A Shareholders by way of poll and the poll results are set out as follows:

Special Resolutions		Number of votes cast and the percentage of total voting shares at the 2021 First Class Meeting for A Shareholders		
		For	Against	Abstain
1.	The resolution in relation to the proposal for rights issue of China Zheshang Bank Co., Ltd.	X		
	1.01 class and par value of the shares to be issued	7,501,257,314 84.3633%	1,390,313,498 15.6362%	37,000 0.0004%
	1.02 issuance method	7,501,259,814 84.3634%	1,390,306,098 15.6362%	41,900 0.0005%
	1.03 base, proportion and number of the rights issue	7,501,257,314 84.3633%	1,390,317,598 15.6363%	32,900 0.0004%
	1.04 pricing principle and price for the rights shares	7,501,257,314 84.3633%	1,390,313,598 15.6362%	36,900 0.0004%
	1.05 target subscribers for the rights issue	7,501,327,314 84.3641%	1,390,247,598 15.6355%	32,900 0.0004%
	1.06 distribution plan for accumulated undistributed profits prior to the rights issue	7,501,337,314 84.3642%	1,390,232,598 15.6353%	37,900 0.0004%
	1.07 time of issuance	7,501,329,814 84.3642%	1,390,241,098 15.6354%	36,900 0.0004%
	1.08 method of underwriting	7,501,327,314 84.3641%	1,390,243,598 15.6355%	36,900 0.0004%

Special Resolutions		Number of votes cast and the percentage of total voting shares at the 2021 First Class Meeting for A Shareholders		
		For	Against	Abstain
1.09	use of proceeds in relation to the rights issue	7,501,766,114 84.3691%	1,389,771,898 15.6302%	69,800 0.0008%
1.10	validity period of the resolution in relation to the rights issue	7,501,759,114 84.3690%	1,389,778,898 15.6302%	69,800 0.0008%
1.11	listing of the shares in relation to the rights issue	7,501,759,114 84.3690%	1,389,778,898 15.6302%	69,800 0.0008%
2.	the resolution in relation to the plan of China Zheshang Bank Co., Ltd. on public issuance of shares by the way of rights issue	7,501,689,114 84.3682%	1,389,823,898 15.6307%	94,800 0.0011%
3.	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	7,501,327,314 84.3641%	1,390,209,698 15.6351%	70,800 0.0008%
4.	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.	7,501,334,314 84.3642%	1,390,202,698 15.6350%	70,800 0.0008%
5.	the resolution in relation to the fulfillment of issue conditions of rights issue of China Zheshang Bank Co., Ltd.	7,501,257,314 84.3633%	1,390,283,698 15.6359%	66,800 0.0008%
6.	the resolution in relation to the report on the feasibility of use of proceeds from rights issue of China Zheshang Bank Co., Ltd.	7,501,759,114 84.3690%	1,389,778,898 15.6302%	69,800 0.0008%
7.	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.	7,501,690,114 84.3682%	1,389,851,898 15.6311%	65,800 0.0007%

As more than two-thirds of the votes were cast in favour of the above special resolutions No. 1 to No. 7, the special resolutions were thus duly passed.

## 2021 First Class Meeting for H Shareholders

As at the date of the 2021 First Class Meeting for H Shareholders, the total number of issued H Shares of the Bank was 4,554,000,000, which entitled the H Shareholders to attend the 2021 First Class Meeting for H Shareholders and to vote in respect to the special resolution proposed at the 2021 First Class Meeting for H Shareholders. Details of H Shareholders and proxies attending the 2021 First Class Meeting for H Shareholders are set out below:

Total number of H Shareholders and proxies attending the 2021 First Class Meeting for H Shareholders	2
Total number of H Shares carrying voting rights held by H Shareholders attending the 2021 First Class Meeting for H Shareholders (shares)	3,866,474,324
Percentage of H Shares carrying voting rights held by H Shareholders attending the 2021 First Class Meeting for H Shareholders in the total H Shares carrying voting rights (%)	84.9028

To the best knowledge, information and belief of the Board, having made all reasonable inquiries, there was no H Shareholder who had any material interests in the matters considered at the 2021 First Class Meeting for H Shareholders and was required to abstain from voting at the 2021 First Class Meeting for H Shareholders. There was no H Share of the Bank entitling the H Shareholders to attend and abstain from voting in favour of the special resolution at the 2021 First Class Meeting for H Shareholders as set out in Rule 13.40 of the Hong Kong Listing Rules. No H Shareholder was required under the Hong Kong Listing Rules to abstain from voting on the special resolution proposed at the 2021 First Class Meeting for H Shareholders. No H Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on the special resolution proposed at the 2021 First Class Meeting for H Shareholders.

The 2021 First Class Meeting for H Shareholders was convened and held by the Board and chaired by Mr. Shen Renkang, the Chairman. Voting was taken by poll at the 2021 First Class Meeting for H Shareholders.

The following special resolution has been passed by the H Shareholders (including their proxies) attending the 2021 First Class Meeting for H Shareholders by way of poll and the poll results are set out as follows:

Special Resolutions		Number of votes cast and the percentage of total voting shares at the 2021 First Class Meeting for H Shareholders		
		For	Against	Abstain
1.	The resolution in relation to the proposal for rights issue of China Zheshang Bank Co., Ltd.	<del> </del>		
	1.01 class and par value of the shares to be issued	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
	1.02 issuance method	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%

Special Resolutions		Number of votes cast and the percentage of total voting shares at the 2021 First Class Meeting for H Shareholders		
		For	Against	Abstain
1.03	base, proportion and number of the rights issue	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
1.04	pricing principle and price for the rights shares	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
1.05	target subscribers for the rights issue	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
1.06	distribution plan for accumulated undistributed profits prior to the rights issue	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
1.07	time of issuance	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
1.08	method of underwriting	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
1.09	use of proceeds in relation to the rights issue	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
1.10	validity period of the resolution in relation to the rights issue	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
1.11	listing of the shares in relation to the rights issue	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
2.	the resolution in relation to the plan of China Zheshang Bank Co., Ltd. on public issuance of shares by the way of rights issue	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
3.	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	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
4.	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.	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
5.	the resolution in relation to the fulfillment of issue conditions of rights issue of China Zheshang Bank Co., Ltd.	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%



Special Resolutions		Number of votes cast and the percentage of total voting shares at the 2021 First Class Meeting for H Shareholders		
		For	Against	Abstain
6.	the resolution in relation to the report on the feasibility of use of proceeds from rights issue of China Zheshang Bank Co., Ltd.	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%
7.	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.	3,589,441,324 92.8350%	277,033,000 7.1650%	0 0.0000%

As more than two-thirds of the votes were cast in favour of the above special resolutions No. 1 to No. 7, the special resolutions were thus duly passed.

## SCRUTINY

Computershare Hong Kong Investor Services Limited was appointed by the Bank as the scrutineer for the vote-taking at the EGM and the Class Meetings. Zhejiang T&C Law Firm (the PRC legal advisor of the Bank), two Shareholder representatives and one supervisor representative of the Bank counted and supervised the votes. Zhejiang T&C Law Firm (the PRC legal advisor of the Bank) witnessed the convening and holding procedures of the EGM and the Class Meetings and other relevant matters in accordance with the laws, the relevant meetings are complied in the requirements of relevant laws and regulations, normative documents and the Articles of Association.

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

Hangzhou, the PRC  
November 23, 2021

*As at the date of this announcement, the executive directors of the Bank are Mr. Shen Renkang, Mr. Zhang Rongsen and Mr. Chen Haiqiang; 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.*