

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.



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)

ANNOUNCEMENT

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the Company Law of the People's Republic of China (《中國人民共和國公司法》), the Law of the People's Republic of China on Commercial Banks (《中華人民共和國商業銀行法》), the Guidelines on the Work of the Board of Supervisors of Commercial Banks (《商業銀行監事會工作指引》), Corporate Governance Standards for Banking or Insurance Institutions (《銀行保險機構公司治理準則》) and other relevant laws and regulations and regulatory provisions, based on the actual condition of the Bank of Zhengzhou Co., Ltd.* (the "**Bank**"), the Bank amended certain provisions of the articles of association of the Bank (the "**Articles of Association**"). The resolution on the amendments to the Articles of Association has been approved at the meeting of the board of directors (the "**Board**") of the Bank held on March 30, 2022.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Bank at the 2021 annual general meeting (the "**AGM**") by way of a special resolution and the approval of the banking regulatory authorities of the PRC, and shall take effect from the date on which the Bank has obtained all necessary approvals. It will be proposed at the AGM to grant the authorization to the Board, and agree the Board to delegate such authorization to other persons to make adjustments or amendments to the Articles of Association (including but not limited to words, sections, clauses, effective conditions or appendices) in accordance with the laws and regulations, and the opinions on the amendments to the Articles of Association from the regulatory authorities in or out of the PRC, and to deal with procedural matters such as approval, filing and information disclosure. A circular containing, among other things, details of the proposed amendments and the notice convening the AGM will be despatched to the shareholders in due course.

In addition, the Board also resolved that the chairman of the Board, the president and secretary to the Board are authorized to make further supplements or adjustments to the proposed amendments in accordance with the feedback from the regulatory authorities before submitting the amendments to the Articles of Association to the AGM for approval.

Details about the proposed amendments to the Articles of Association are set out in the appendix to this announcement.

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

Zhengzhou, Henan, the PRC
March 31, 2022

As at the date of this announcement, the Board 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, 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

The proposed amendments are set out below:

No.	Existing Clause	Amended Clause
1	<p>Article 261 The Board of Supervisors is accountable to the shareholders' general meeting and shall perform the following duties and powers in line with the law:</p> <p>(1) To examine the reports of the Bank regularly compiled by the Board of Directors and submit its opinions in writing;</p> <p>(2) To supervise the performance by and due diligence of the Board of Directors and senior management personnel of their duties;</p> <p>(3) To query the directors, the Board of Directors and senior management;</p> <p>(4) To conduct exit audits towards directors and senior management when necessary;</p> <p>(5) To require directors and senior management personnel to rectify their acts which are detrimental to the interests of the Bank;</p> <p>(6) To inspect and supervise financial activities of the Bank;</p> <p>(7) To audit the business decision-making, risk management and internal control of the Bank, if necessary;</p> <p>(8) To propose dismissal of directors or senior management personnel who violated the laws, administrative regulations, the Articles or resolutions of the shareholders' general meeting, or initiate legal proceedings according to laws;</p> <p>(9) To propose to convene an extraordinary general meeting and convene and preside over the shareholders' general meeting in the event that the Board of Directors has failed to fulfil its duties stipulated by the Company Law to convene and preside over the shareholders' general meeting;</p> <p>(10) To make proposals to the shareholders' general meeting;</p> <p>(11) To propose to convene an interim Board meeting;</p>	<p>Article 261 The Board of Supervisors is accountable to the shareholders' general meeting and shall perform the following duties and powers in line with the law:</p> <p>(1) To examine the reports of the Bank regularly compiled by the Board of Directors and submit its opinions in writing <u>on whether these reports are authentic, accurate and complete;</u></p> <p><u>(2) To consider the Bank's profit distribution plan and express opinions on whether the profit distribution plan is compliant and reasonable;</u></p> <p>(2) <u>To supervise the performance by and due diligence of the Board of Directors and senior management personnel of their duties, and conduct a comprehensive evaluation of their performance of duties, and report the evaluation results to the general meeting of the Bank and the regulatory authorities;</u></p> <p>(3) To query the directors, the Board of Directors and senior management;</p> <p>(5) To require directors and senior management personnel to rectify their acts which are detrimental to the interests of the Bank;</p> <p>(6) <u>To inspect and supervise financial activities of the Bank;</u></p> <p><u>(5) To supervise the Bank's internal control and compliance work, and review the internal control inspection report and self-assessment report;</u></p> <p><u>(6) To supervise the compliance of the Bank's appointment, dismissal and reappointment of the external auditor, the fairness of the employment terms and remuneration, and the independence and effectiveness of the external audit work;</u></p> <p>(7) To audit the business decision-making, risk management and internal control of the Bank, if necessary;</p>

No.	Existing Clause	Amended Clause
	<p>(12) To examine financial information such as financial reports, business reports and profit distribution plans proposed to be submitted to the shareholders' general meeting by the Board of Directors, to conduct investigations if there are any doubts or irregularities in relation to the operation of the Bank, and to engage professionals from accounting firms or law firms etc. if necessary to assist its duties at the expenses of the Bank;</p> <p>(13) To make proposals regarding the remuneration (or allowance) of the supervisors; and</p> <p>(14) To exercise any other functions and powers conferred by applicable laws, administrative regulations, departmental rules, regulatory documents and the Articles, and authorized by the shareholders' general meeting.</p>	<p>(48) To conduct an <u>exit economic liability</u> audit towards directors and senior management when necessary;</p> <p><u>(9) To make recommendations, reminders, interviews, inquiries and requests for responses to the Board of Directors, senior management and their members or others as needed, in writing or verbally;</u></p> <p><u>(810) To require directors and senior management members to rectify their acts that are detrimental to the interests of the Bank,</u> To to propose <u>the</u> dismissal of directors or senior management personnel who violated the laws, administrative regulations, the Articles or resolutions of the shareholders' general meeting, or initiate legal proceedings according to laws;</p> <p>(1311) <u>(11) To make proposals regarding the remuneration (or allowance) of the supervisors; and</u></p> <p><u>(912) To propose to convene an extraordinary general meeting and convene and preside over the shareholders' general meeting in the event that the Board of Directors has failed to fulfill its duties stipulated by the Company Law to convene and preside over the shareholders' general meeting;</u></p> <p>(1013) <u>(13) To make proposals to the shareholders' general meeting;</u></p> <p>(1114) <u>(14) To propose to convene an interim Board meeting;</u></p> <p>(1215) <u>(15) To examine financial information such as financial reports, business reports and profit distribution plans proposed to be submitted to the shareholders' general meeting by the Board of Directors, to conduct investigations if there are any doubts or irregularities in relation to the operation of the Bank, and to engage professionals from accounting firms or law firms etc. if necessary to assist its duties at the expenses of the Bank; and</u></p> <p>(1416) <u>(16) To exercise any other functions and powers conferred by applicable laws, administrative regulations, departmental rules, regulatory documents and the Articles, and authorized by the shareholders' general meeting.</u></p>

No.	Existing Clause	Amended Clause
2	<p>Article 262 The Board of Supervisors shall establish an office as the executive body of the Board of Supervisors, and the office be equipped with full-time staff who will be responsible for the daily work of the Board of Supervisors.</p>	<p>Article 262 The Board of Supervisors shall establish an office as the executive body <u>the routine office</u> of the Board of Supervisors, and the office be equipped with full-time staff who will be responsible for the <u>routine affairs and meeting arrangements for daily work</u> of the Board of Supervisors <u>and special committees.</u></p>
3	<p>Article 271 The meeting of the Board of Supervisors shall only be held if more than two-thirds of all the supervisors are present at the meeting. Each supervisor shall have one (1) vote.</p>	<p>Article 271 The meeting of the Board of Supervisors shall only be held if <u>more than</u> two-thirds of all the supervisors are present at the meeting. Each supervisor shall have one (1) vote.</p>
4	<p>Article 272 The Board of Supervisors shall make resolutions regarding the matters to be resolved at the meeting. Unless the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles provide stipulations to the contrary, a resolution at the meeting of the Board of Supervisors shall be adopted if it is approved by above two-thirds of all supervisors.</p>	<p><u>Article 272 The meetings of the Board of Supervisors may be convened in person or by way of circulating written resolutions. The meetings of the Board of Supervisors shall be convened in person as the general form. Subject to ensuring that the supervisors are fully informed and express their opinions, the meetings may be convened by way of circulating written resolutions with the consent of the chairman of the Board of Supervisors.</u></p> <p><u>A meeting in person shall refer to a meeting attended in person or convened by way of video or telephone, etc., which can make sure that attendants can communicate and discuss matters instantly.</u></p> <p><u>A meeting convened by way of circulating written resolutions shall refer to a meeting method in which a resolution is made on a proposal by serving it for consideration or by circulating it for consideration separately.</u></p> <p>The Board of Supervisors shall make resolutions regarding the matters to be resolved at the meeting. Unless the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles provide stipulations to the contrary, a resolution at the meeting of the Board of Supervisors shall be adopted if it is approved by above two-thirds of all supervisors.</p>

No.	Existing Clause	Amended Clause
5	<p>Article 273 Supervisors who have any material interests in the matters to be discussed by the Board of Supervisors shall abstain from voting, and shall not exercise their voting rights on the proposal nor exercise any voting rights on behalf of the other supervisors. The meeting of the Board of Supervisors shall only be held if more than half of the supervisors without material interests are present.</p>	<p>Article 273 Supervisors who have any material interests in the matters to be discussed by the Board of Supervisors shall abstain from voting, and shall not exercise their voting rights on the proposal nor exercise any voting rights on behalf of the other supervisors. The meeting of the Board of Supervisors shall only be held if more than <u>two-thirds</u> half of the supervisors without material interests are present. <u>Unless otherwise stipulated by the applicable laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles of Association, the resolutions made shall be valid only if they are approved by more than two-thirds of the supervisors without a material interest.</u></p>
6	<p>Article 274 Meeting of the Board of Supervisors may be convened by correspondence and resolution may be made by way of voting by correspondence, subject to following conditions:</p> <p>(1) The issues to be voted by correspondence shall be delivered to all supervisors, together with the background information of relevant issues as well as any information and data that is helpful for the supervisors to make decision within three (3) days before the date of vote;</p> <p>(2) Voting by correspondence shall be adopted on issue by issue basis;</p> <p>(3) Voting by correspondence shall be adopted only on necessary circumstance. The reason for adopting voting by correspondence shall be explained and in the resolution to be voted by correspondence and shall state such voting is in compliance with the requirements of the Articles or the Rules of Procedure of Meetings of the Board of Supervisors.</p> <p>The material issues including reviewing annual report and profit distribution plans shall not be voted by correspondence.</p>	<p>Article 274 Meeting of the Board of Supervisors may be convened by correspondence and resolution may be made by way of voting by correspondence <u>means of circulating written resolutions</u>, subject to following conditions:</p> <p>(1) The issues to be voted by correspondence <u>means of circulating written resolutions</u> shall be delivered to all supervisors, together with the background information of relevant issues as well as any information and data that is helpful for the supervisors to make decision within three (3) days before the date of vote;</p> <p>(2) Voting by correspondence <u>means of circulating written resolutions</u> shall be adopted on issue by issue basis;</p> <p>(3) Voting by correspondence <u>means of circulating written resolutions</u> shall be adopted only on necessary circumstance. The reason for adopting voting by correspondence <u>means of circulating written resolutions</u> shall be explained and in the resolution to be voted by correspondence <u>means of circulating written resolutions</u> and shall state such voting is in compliance with the requirements of the Articles or the Rules of Procedure of Meetings of the Board of Supervisors.</p> <p>The material issues including reviewing annual report and profit distribution plans shall not be voted by correspondence <u>means of circulating written resolutions</u>.</p>

No.	Existing Clause	Amended Clause
7	<p>Article 275 Minutes shall be taken to record the decisions of matters discussed at the meeting (in the form of meeting minutes or meeting resolutions, etc.). Supervisors attending the meetings shall sign the meeting minutes. Supervisors shall have the right to request explanatory notes regarding any remarks that have been made during the meeting to be placed in the minutes.</p> <p>As the Bank's files, the minutes of the meeting of the Board of Supervisors shall be kept by the office of the Board of Supervisors in accordance with the Bank's record management regulations for a period of no less than ten (10) years.</p>	<p>Article 275 Minutes shall be taken to record the decisions of matters discussed at the meeting (in the form of meeting minutes or meeting resolutions, etc.). Supervisors attending the meetings shall sign the meeting minutes. Supervisors shall have the right to request explanatory notes regarding any remarks that have been made during the meeting to be placed in the minutes.</p> <p>As the Bank's files, the minutes of the meeting of the Board of Supervisors shall be kept by the office of the Board of Supervisors in accordance with the Bank's record management regulations for a period of no less than ten (10) years for perpetual.</p>
8	<p>Article 277 Resolutions and minutes of the meeting of the Board of Supervisors shall be submitted to the banking regulatory and administrative authorities under the State Council for filing within ten (10) days after the conclusion of the meeting.</p>	<p>Article 277 Resolutions and minutes of the meeting of the Board of Supervisors shall be submitted to banking regulatory and administrative authorities under the State Council for filing within ten (10) days after the conclusion of the meeting <u>the relevant regulatory authorities for record as required.</u></p>
9	<p>Article 279 The Board of Supervisors shall establish a Nomination Committee, whose principal duties are:</p> <p>(1) To formulate the procedures and standards of electing supervisors, to conduct the preliminary review on the qualifications of candidates for supervisors and to give advice to the Board of Supervisors, as well as to supervise the selection procedures of directors;</p> <p>(2) To make a comprehensive evaluation of the work performance of directors, supervisors and senior management personnel and to make a report to the Board of Supervisors;</p> <p>(3) To supervise that the Bank's remuneration systems and policies and the remuneration proposals for senior management personnel are scientific and rational; and</p> <p>(4) Other affairs authorized by the Board of Supervisors.</p> <p>The Nomination Committee shall be headed by an external supervisor.</p>	<p>Article 279 The Board of Supervisors shall establish a Nomination Committee, whose principal duties are:</p> <p>(1) To formulate the procedures and standards of electing supervisors, to conduct the preliminary review on the qualifications of candidates for supervisors and to give advice to the Board of Supervisors; as well as</p> <p><u>(2) To supervise the selection procedures of directors;</u></p> <p><u>(23) To make a comprehensive evaluation of the work performance of directors, supervisors and senior management personnel and to make a report to the Board of Supervisors;</u></p> <p>(3) To supervise that the Bank's remuneration systems and policies and the remuneration proposals for senior management personnel are scientific and rational; and</p> <p><u>(4) To make proposals regarding the remuneration or allowance of the supervisors;</u></p> <p>(45) Other affairs authorized by the Board of Supervisors.</p> <p>The Nomination Committee shall be headed by an external supervisor.</p>

No.	Existing Clause	Amended Clause
10	<p>Article 280 The Board of Supervisors shall establish a Supervision Committee, whose principle duties are:</p> <p>(1) To formulate supervision plan of financial activities of the Bank and to conduct relevant inspection;</p> <p>(2) To supervise the Board of Directors in establishing a sound business philosophy, normative values, and guidance in line with the Bank’s development strategies;</p> <p>(3) To supervise and conduct inspection of operating decision, risk management and internal control; and</p> <p>(4) Other affairs authorized by the Board of Supervisors.</p> <p>The Supervision Committee of the Board of Supervisors may conduct investigation on special affairs of the Bank, and the results of investigation shall be reported to both of the Board of Supervisors and the Board of Directors.</p> <p>The Supervision Committee should be headed by an external supervisor.</p>	<p>Article 280 The Board of Supervisors shall establish a Supervision Committee, whose principle duties are:</p> <p>(1) To formulate supervision plan of financial activities of the Bank and to conduct relevant inspection;</p> <p>(2) <u>To supervise the Board of Directors in establishing a sound business philosophy, normative values, and guidance in line with the Bank’s development strategies;</u></p> <p>(3) <u>To supervise and conduct inspection of financial activities, operating decision, risk management and internal control of the Bank; and</u></p> <p><u>(3) To conduct an economic liability audit towards directors and senior management when necessary;</u></p> <p><u>(4) To examine the periodic reports of the Bank prepared by the Board of Directors and submit its written review opinions;</u></p> <p><u>(5) To supervise the scientific and reasonableness of the implementation of the remuneration management policy across the Bank and the remuneration plan for the senior management members;</u></p> <p><u>(6) To examine the financial information that shall be disclosed by the Bank to the public;</u></p> <p><u>(7) To guide the work of the internal audit department of the Bank; and</u></p> <p>(4) Other affairs authorized by the Board of Supervisors.</p> <p>The Supervision Committee of the Board of Supervisors may conduct investigation on special affairs of the Bank, and the results of investigation shall be reported to both of the Board of Supervisors and the Board of Directors.</p> <p>The Supervision Committee should be headed by an external supervisor.</p>

The English version of the Articles of Association is not an official translation of the Chinese version. In case of any discrepancies between the Chinese version and the English version, the Chinese version shall prevail.