
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bank of Zhengzhou Co., Ltd.*, you should at once hand this circular, together with the accompanying forms of proxy for the AGM to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(Preference Shares Stock Code: 4613)

**2021 BOARD OF DIRECTORS' WORK REPORT,
2021 BOARD OF SUPERVISORS' WORK REPORT,
2021 ANNUAL FINANCIAL STATEMENTS,
2021 ANNUAL REPORT,
2021 PROFIT DISTRIBUTION PROPOSAL,
2022 FINANCIAL BUDGET,
APPOINTMENT OF AUDITORS,
SPECIAL REPORT ON RELATED PARTY TRANSACTIONS FOR 2021,
ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022,
PROPOSED AMENDMENTS TO THE PROCEDURES OF THE
BOARD OF SUPERVISORS,
PROPOSED AMENDMENTS TO THE MANAGEMENT MEASURES OF
EXTERNAL SUPERVISORS,
PROPOSED CHANGE OF BUSINESS SCOPE AND AMENDMENTS TO THE
ARTICLES OF ASSOCIATION,
GENERAL MANDATE FOR ISSUANCE OF NEW SHARES,
PROPOSED ISSUANCE OF TIER 2 CAPITAL BONDS,
PROPOSED ISSUANCE OF FINANCIAL BONDS,
AND NOTICE OF 2021 AGM**

The Letter from the Board is set out on pages 3 to 14 of this circular.

The Bank will convene the AGM at 9:00 a.m. on June 10, 2022 (Friday) at Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The notice of the AGM is set out on pages X-1 to X-6 of this circular.

The proxy form of the AGM has been published and despatched to the Shareholders on April 29, 2022.

Whether or not you are attending and/or voting at the AGM, you are requested to complete the proxy form of the AGM in accordance with the instructions printed thereon, and return them to the H Share Registrar (for H Shareholders) in any event not less than 24 hours before the scheduled time for holding of the AGM (i.e. by 9:00 a.m. on June 9, 2022 (Thursday) or any adjournment thereof (as the case may be). Completion and return of the proxy form of the AGM will not preclude you from attending in person or voting at the AGM or any adjournment thereof should you so wish.

This is the latest version of the circular. The details of the resolutions to be proposed for approval at the AGM in this version shall prevail.

* 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.

April 29, 2022

TABLE OF CONTENTS

		<i>Page</i>
DEFINITIONS		1
LETTER FROM THE BOARD		3
APPENDIX I	– 2021 BOARD OF DIRECTORS’ WORK REPORT. . . .	I-1
APPENDIX II	– 2021 BOARD OF SUPERVISORS’ WORK REPORT. .	II-1
APPENDIX III	– SPECIAL REPORT ON RELATED PARTY TRANSACTIONS FOR 2021	III-1
APPENDIX IV	– ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022.	IV-1
APPENDIX V	– THE PROCEDURES OF THE BOARD OF SUPERVISORS	V-1
APPENDIX VI	– THE MANAGEMENT MEASURES OF EXTERNAL SUPERVISORS	VI-1
APPENDIX VII	– AMENDMENTS TO THE ARTICLES OF ASSOCIATION	VII-1
APPENDIX VIII	– ISSUANCE OF TIER 2 CAPITAL BONDS.	VIII-1
APPENDIX IX	– ISSUANCE OF FINANCIAL BONDS	IX-1
APPENDIX X	– NOTICE OF THE 2021 AGM	X-1

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

“A Share(s)”	the RMB ordinary share(s) with a nominal value of RMB1.00 each in the ordinary share capital of the Bank, which are listed on the Shenzhen Stock Exchange (stock code: 002936) and traded in RMB
“A Shareholder(s)”	holder(s) of the A Share(s)
“AGM” or “Annual General Meeting”	the 2021 annual general meeting of the Bank to be held at Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC at 9:00 a.m. on June 10, 2022
“Articles of Association”	the Articles of Association of the Bank (as amended from time to time)
“associate(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“Bank”	Bank of Zhengzhou Co., Ltd.* (鄭州銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares and Offshore Preference Shares of which are listed on the Hong Kong Stock Exchange (H Shares stock code: 6196; Offshore Preference Shares stock code: 4613) and the A Shares of which are listed on the Shenzhen Stock Exchange (stock code: 002936), respectively (including its subsidiaries unless the context otherwise requires)
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“China” or “PRC”	the People’s Republic of China, but for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan region
“Company Law”	the Company Law of the People’s Republic of China, as amended from time to time
“Director(s)”	the director(s) of the Bank
“Group”	the Bank and its subsidiaries as at the Latest Practicable Date

DEFINITIONS

“H Share(s)”	overseas-listed foreign shares in the share capital of the Bank, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange (stock code: 6196) and traded in Hong Kong Dollars
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank
“H Shareholder(s)”	holder(s) of the H Share(s)
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended or supplemented from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	April 25, 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Offshore Preference Share(s)”	offshore preference share(s) in the preference share capital of the Bank, with a par value of RMB100 each
“PBoC”	the People’s Bank of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the A Shareholder(s) and the H Shareholder(s)
“Shares”	the A Share(s) and the H Share(s)
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent.

* *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.*

LETTER FROM THE BOARD



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)

Executive Directors:

WANG Tianyu (*Chairman*)
SHEN Xueqing
XIA Hua (*Vice Chairman*)

Non-executive Directors:

WANG Dan
LIU Bingheng
SU Xiaojun
JI Hongjun
WANG Shihao

Independent Non-executive Directors:

LI Yanyan
LI Xiaojian
SONG Ke
LI Shuk Yin Edwina

Registered office in the PRC:

22 Shangwu Waihuan Road
Zhengdong New District
Zhengzhou
Henan Province
The PRC

*Principal place of business
in Hong Kong:*

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

Dear Shareholders,

**2021 BOARD OF DIRECTORS' WORK REPORT,
2021 BOARD OF SUPERVISORS' WORK REPORT,
2021 ANNUAL FINANCIAL STATEMENTS,
2021 ANNUAL REPORT,
2021 PROFIT DISTRIBUTION PROPOSAL,
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PROPOSED ISSUANCE OF TIER 2 CAPITAL BONDS,
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AND NOTICE OF 2021 AGM**

LETTER FROM THE BOARD

I. INTRODUCTION

The Bank will convene the AGM on June 10, 2022 (Friday), a notice thereof is set out on pages X-1 to X-6 of this circular, at which resolutions will be proposed to approve, including: 2021 Board of Directors' work report; 2021 Board of Supervisors' work report; 2021 annual financial statements; 2021 annual report; 2021 profit distribution proposal; 2022 financial budget; appointment of auditors; special report on related party transactions for 2021; estimated quota on recurring related party transactions for 2022; proposed amendments to the procedures of the Board of Supervisors; proposed amendments to the management measures of external Supervisors; proposed change of business scope and amendments to the Articles of Association; general mandate for issuance of new shares; proposed issuance of tier 2 capital bonds; and proposed issuance of financial bonds.

The purpose of this circular is to set out the notice of the AGM and provide you with the details of the aforesaid resolutions.

II. MATTERS TO BE HANDLED

1. 2021 Board of Directors' Work Report

For details of the Board of Directors' Work Report for the year ended December 31, 2021, please refer to the full text of the report as set out in Appendix I to this circular.

2. 2021 Board of Supervisors' Work Report

For details of the Board of Supervisors' Work Report for the year ended December 31, 2021, please refer to the full text of the report as set out in Appendix II to this circular.

3. 2021 Annual Financial Statements

Please refer to the financial statements included in the 2021 annual report published by the Bank for details of the audited annual financial statements of the Bank for the year ended December 31, 2021 which were prepared in accordance with the International Financial Reporting Standards.

4. 2021 Annual Report

Please refer to the 2021 annual report published by the Bank.

LETTER FROM THE BOARD

5. 2021 Profit Distribution Proposal

In accordance with the provisions of relevant laws and regulations, the profit distribution proposal for the year ended December 31, 2021 proposed by the Board for consideration and approval by Shareholders is as follows:

- (i) 10% of the net profit, equivalent to RMB305,105 thousand, was appropriated as statutory surplus reserve;
- (ii) RMB273,000 thousand was appropriated as general risk reserves;
- (iii) Dividends in an aggregate of RMB470,209 thousand was distributed to the holders of Offshore Preference Shares (the payment of which was settled on October 18, 2021);
- (iv) No cash dividend will be distributed this year, and no bonus shares or new shares will be issued by way of capitalization issue; and
- (v) The remaining undistributed profit will be carried forward to next year.

The Bank adopted the above profit distribution proposal after taking into account mainly of the following factors: Firstly, economic development faced many challenges in 2021, especially the severe flood and the COVID-19 epidemic which had a material impact on the economic development of Henan Province. The Bank earnestly fulfilled its social responsibilities as a local financial institution and actively implemented national macro policies to support enterprises' resumption of production and post-disaster reconstruction. By lowering interest rates, reducing fees, and postponing repayment of loan principal and interest, the Bank continuously supported the real economy and thus its growth and revenue were affected to some extent. Secondly, with the increasing downward pressure on the economy and the continuous exposure of risks in recent years, the Bank continuously strengthened risk disposal, increased the provision for credit impairment losses, and followed regulatory guidance. The retained undistributed profits will further enhance the Bank's risk resilience and ensure the stable and sound operation of the Bank. Thirdly, given that the requirements under the capital regulatory policies have become increasingly stringent for commercial banks, replenishing capital through internal capital became increasingly important for small and medium banks to ensure capital adequacy, especially for core tier-one capital adequacy level. The retained undistributed profits will be used to replenish the Bank's core tier-one capital, which can help raise the Bank's capital adequacy level to support the Bank's strategic transformation as well as the healthy and sustainable development of various businesses, thereby creating a greater value for investors.

On March 30, 2022, the profit distribution proposal was considered and passed at the meeting of the Board, which is currently proposed to the AGM by way of ordinary resolution for consideration and approval of the Shareholders.

LETTER FROM THE BOARD

6. 2022 Financial Budget

In accordance with the needs of the strategic development and business operation of the Bank, the Bank compiled a budget plan on capital expenditure for 2022, which outlined a planned investment of RMB1,364.13 million, representing an increase of RMB409.00 million or 42.8% as compared with the budget of RMB955.13 million from the previous year, and an increase of RMB897.26 million or 192.2% as compared with the actual expenditure of RMB466.87 million from the previous year. Of which:

- (i) RMB962.50 million for construction projects, representing an increase of RMB383.02 million or 66.1% as compared with the budget of RMB579.48 million from the previous year, and an increase of RMB815.33 million or 554% as compared with the actual expenditure of RMB147.17 million from the previous year. The investment for the year includes construction of a financial services centre amounting to RMB825.95 million, construction of an integrated business office building amounting to RMB116.55 million and ongoing investment in the office building of Fugou Zhengyin County Bank Co., Ltd. (扶溝鄭銀村鎮銀行股份有限公司) amounting to RMB20.00 million;
- (ii) RMB57.61 million for project refurbishment, representing a decrease of RMB5.86 million or 9.2% as compared with the budget of RMB63.47 million from the previous year, and an increase of RMB10.65 million or 22.7% as compared with the actual expenditure of RMB46.96 million from the previous year. The investment for the year will be mainly used for the fitting-out of newly-established, relocated, and renovated outlets;
- (iii) RMB100.89 million for fixed assets, representing a decrease of RMB17.52 million or 14.8% as compared with the budget of RMB118.41 million from the previous year, and an increase of RMB48.03 million or 90.9% as compared with the actual expenditure of RMB52.86 million from the previous year. The investment for the year will be mainly used for purchase of overall furnishing and daily office equipment at outlets, monitoring devices and purchase of other fixed assets; and
- (iv) RMB243.13 million for technology projects, representing an increase of RMB49.36 million or 25.5% as compared with the budget of RMB193.77 million from the previous year, and an increase of RMB23.25 million or 10.6% as compared with the actual expenditure of RMB219.88 million from the previous year. The investment for the year will be mainly used for the establishment, upgrade, and renovation of systems, development and testing, and purchase of IT hardware.

LETTER FROM THE BOARD

7. Appointment of Auditors

Reference is made to the announcement of the Bank dated August 30, 2021. Pursuant to the relevant requirements on the engagement term of accounting firms by state-owned financial enterprises under 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)) promulgated by the Ministry of Finance of the People's Republic of China, the Bank shall make changes to its external auditors KPMG Huazhen LLP and KPMG from the year of 2022. The Board proposed to appoint Ernst & Young Hua Ming LLP as the domestic auditor of the Bank for the financial year of 2022 as well as the provision of internal control auditing services, and Ernst & Young as the international auditor of the Bank for the financial year of 2022, with a term commencing from the conclusion of the 2021 annual general meeting of the Bank expiring upon the conclusion of the 2022 annual general meeting of the Bank. It is expected that the aggregate fee of RMB5.09 million for the financial year of 2022 will include the audit fee for financial statements of RMB4.59 million and the audit fee for internal control of RMB0.5 million.

8. Special Report on Related Party Transactions for 2021

The special report on related party transactions for 2021 compiled by the Bank will be considered and approved by the Shareholders at the AGM, the full text of which is set out in Appendix III to this circular.

9. Estimated Quota on Recurring Related Party Transactions for 2022

To further enhance the Bank's management of related party transactions and improve the approval process, the Bank made a reasonable projection of the quota on recurring related party transactions for 2022 in accordance with relevant regulatory requirements of China Securities Regulatory Commission, Shenzhen Stock Exchange, and China Banking and Insurance Regulatory Commission, as well as relevant regulations of the related party transaction management system of the Bank.

The reasonable projection of the quota on recurring related party transactions for 2022 of the Bank will be considered and approved by the Shareholders at the AGM, details of which are set out in Appendix IV to this circular.

10. Amendments to the Procedures of the Board of Supervisors

According to the Company Law of the People's Republic of China (《中華人民共和國公司法》), 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, regulatory provisions and the Articles of Association, and based on the actual conditions of the Bank, it is proposed to amend the procedures of the Board of Supervisors to

LETTER FROM THE BOARD

improve the corporate governance structure of the Bank, specify the duties and powers of the Board of Supervisors and Supervisors, improve and standardize the procedures of the Board of Supervisors, effectively improve the supervision quality and efficiency of the Board of Supervisors, and effectively protect the lawful rights and interests of the Bank, Shareholders and stakeholders. The amendments to the procedures of Board of Supervisors are subject to the Shareholders' approval by way of an ordinary resolution at the AGM and shall take effect and implement upon the approval by Shareholders at the AGM.

It will be proposed at the AGM to grant the authorization to the Board of Supervisors to make adjustments or amendments to the procedures of Board of Supervisors (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 procedures of Board of Supervisors from the onshore and offshore regulatory authorities, based on the actual conditions of the Bank, and in light of the proposed amendments to the Articles of Association.

The full text of the procedures of the Board of Supervisors after the proposed amendments is set out in Appendix V to this circular.

11. Amendments to the Management Measures of External Supervisors

The proposed amendments to the management measures of external Supervisors will be considered and approved by the Shareholders at the AGM (the full text of which is set out in Appendix VI to this circular).

12. Change of Business Scope and Amendments to the Articles of Association

Reference is made to the announcement of the Bank dated December 24, 2021 and March 31, 2022 in relation to, among other things, the proposed change of business scope and amendments to the Articles of Association.

According to the Company Law of the People's Republic of China (《中華人民共和國公司法》), 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》), Requirements for the Implementation of Measures for the Supervision and Administration of Publicly-Offered Securities Investment Fund Distributors (《關於實施〈公開募集證券投資基金銷售機構監督管理辦法〉的規定》) and Directory of Specification of Business Scope (for Trial Implementation) (《經營範圍規範表述目錄(試行)》) as well as other relevant laws and regulations and regulatory provisions, based on the actual conditions of the Bank, it is proposed to change the business scope and amend the relevant provisions of the existing Articles of Association. The respective resolution on the change of business scope and the amendments to the Articles of Association was approved at the Board meetings held on December 23, 2021 and March 30, 2022.

LETTER FROM THE BOARD

The proposed change of business scope and amendments to the Articles of Association are subject to the Shareholders' approval by way of the special resolution at the AGM. The proposed amendments to the Articles of Association are subject to the approval of the China banking regulatory authorities 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 onshore and offshore regulatory authorities, and to deal with procedural matters such as approval, filing and information disclosure.

The Board also resolved that the chairman of the Board, the Bank's president and the 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 (individually or jointly) and the actual conditions of the Bank before submitting the amendments to the Articles of Association to the AGM for approval.

The full text of such proposed amendments is set out in Appendix VII to this circular.

13. General Mandate for Issuance of New Shares

Under applicable laws and regulations of the PRC, the Hong Kong Listing Rules and the Articles of Association, a general mandate is proposed to be granted to the Board at the AGM to issue A Shares and/or H Shares and/or preference shares and to authorize the Board to delegate the relevant powers in order to meet capital requirements for the continuing business development of the Bank and to use financing platforms effectively and flexibly. As of the Latest Practicable Date, there was a total of 6,428,757,599 A Shares in issue and 1,836,780,000 H Shares in issue, respectively. Upon the passing of the special resolution approving the general mandate to issue new shares, and assuming that no new A Shares and/or H Shares will be issued prior to the date of the AGM, the Bank may issue up to 1,285,751,519 A Shares and 367,356,000 H Shares under the general mandate.

Details of the general mandate are set out below:

13.1 Specific plans on the general mandate to issue new Shares

- (a) Under the conditions set out in (b) below, the Board is hereby authorized to approve, allot, issue, grant and/or otherwise deal with shares (A Shares and/or H Shares, and/or preference shares), securities convertible into shares, options or warrants for securities with rights to subscribe for or convert to shares or other securities with rights to subscribe for or convert to shares, separately or at the same time during the Relevant Period (as defined below).

LETTER FROM THE BOARD

Notwithstanding the fulfilment of the conditions set out in (b) below, if the allotment of the shares to which voting rights are attached will result in a de facto change in control of the Bank, the Board shall obtain authorization by way of a special resolution at general meeting in advance before making such an allotment.

- (b) The number of A Shares and/or H Shares, preference shares, securities convertible into such shares, options or warrants for securities with rights to subscribe for or convert to such shares, or other securities with rights to subscribe for or convert to such shares (which shall be calculated on the basis of the number of A Shares or H Shares that such securities can be converted into or be allotted) proposed to be approved, allotted, issued, granted and/or otherwise dealt with by the Board shall not exceed 20% of each of the A Shares and/or the H Shares in issue as at the date on which this resolution is passed at the general meeting, respectively.

- (c) For the purposes of this resolution:

“Relevant Period” means the period from the date on which this resolution is passed at the general meeting until the earliest of:

- (i) the conclusion of the next annual general meeting of the Bank following the date of passing of this resolution at general meeting;
 - (ii) the expiration of 12 months following the date of passing of this resolution at general meeting; or
 - (iii) the date on which the authority granted to the Board under this resolution is revoked or amended by a special resolution passed by the Shareholders of the Bank at any Shareholders’ general meeting.
- (d) The Board is hereby authorized to determine the details of the issuance plan, including but not limited to:
- (i) the class and number of shares proposed to be issued;
 - (ii) the pricing basis and/or the offer price (including the price range);
 - (iii) the date of opening and closing of the issuance;
 - (iv) the use of the proceeds raised;
 - (v) the recommendation, agreement and share options to be made or granted for the exercise of the said power; and

LETTER FROM THE BOARD

- (vi) other content to be included in the detailed issuance plan as required by the relevant laws and regulations and other regulatory documents, the relevant regulatory authorities and the stock exchange where Shares are listed.
- (e) The Board is hereby authorized to implement the issuance plan and deal with the matters related to an increase in the registered capital of the Bank so as to reflect the shares authorized to be issued by the Bank under this resolution, and to make such amendments as it deems appropriate and necessary to the provisions related to the issuance of shares and registered capital in the Articles of Association, and to adopt and complete any other actions and procedures that are necessary for the implementation of the issuance plan and the completion of the increase in the registered capital of the Bank.

When exercising the authorizations set out in (d) and (e) above, the Board will comply with the relevant requirements for issuance under general mandate under the Hong Kong Listing Rules (including but not limited to Rule 13.36 and Rule 19A.38 of the Hong Kong Listing Rules) and the applicable PRC laws and regulations.

13.2. Matters relevant to the mandate

In order to enhance the efficiency of decision-making, reduce internal approval procedures and grasp market opportunities, in respect of the general mandate to issue Shares, it is proposed to the AGM to approve the authorization of the Board and any persons authorized by the Board to deal with the matters in connection with the general mandate to issue shares. The specific details of the mandate given to the authorized persons will be separately determined upon the exercise of the general mandate by the Board under this resolution.

14. Issuance of Tier 2 Capital Bonds

Details of the issuance of Tier 2 Capital Bonds by the Bank are set out in Appendix VIII to this circular.

The resolution has been considered and approved by the Board on March 30, 2022, and is hereby proposed for the consideration and approval by the Shareholders by way of a special resolution at the AGM and will be implemented after obtaining approval from the supervision and management authorities of the banking industry, the PBoC and other regulatory authorities.

15. Issuance of Financial Bonds

Details of the issuance of financial bonds by the Bank are set out in Appendix IX to this circular.

The resolution has been considered and approved by the Board on March 30, 2022, and is hereby proposed for the consideration and approval by the Shareholders by way of a special resolution at the AGM and will be implemented after obtaining approval from the supervision and management authorities of the banking industry, the PBoC and other regulatory authorities.

LETTER FROM THE BOARD

III. OTHERS

In addition, the Evaluation Report by the Board of Supervisors on the Performance of Duties of the Board and Directors of Bank of Zhengzhou Co., Ltd. for 2021, the Evaluation Report on the Performance of Duties of the Board of Supervisors and Members of Bank of Zhengzhou Co., Ltd. for 2021, the Evaluation Report by the Board of Supervisors on the Performance of Duties of Senior Management and Members of Bank of Zhengzhou Co., Ltd. for 2021 and the Report on Performance of Duties of the Independent Non-Executive Directors of Bank of Zhengzhou Co., Ltd. for 2021, all of which are prepared by the Board of Supervisors, will be circulated at the AGM.

IV. THE AGM

The Bank proposes to convene the AGM at 9:00 a.m. on June 10, 2022 (Friday) at Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC, to consider, if thought fit, approve the matters set out in the notice of AGM. The proxy form of the AGM has been published and despatched to the Shareholders on April 29, 2022. The notice of AGM is set out in Appendix X to this circular.

Whether or not you intend to attend and/or vote at the AGM, you are requested to complete and return the proxy form of the AGM in accordance with the instructions printed thereon.

Completion and return of the proxy form of the AGM will not preclude you from attending or voting in person at the AGM or any adjournment thereof should you so wish.

V. CLOSURE OF THE REGISTER OF MEMBERS OF H SHARES AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM

In order to determine the list of H Shareholders who are entitled to attend and vote at the AGM, the Bank's register of members of H Shares will be closed from June 2, 2022 (Thursday) to June 10, 2022 (Friday), both days inclusive, during which no transfer of H Shares will be effected. The H Shareholders included in the Bank's register of members of H Shares on June 10, 2022 (Friday) shall be entitled to attend and vote at the AGM.

In order to be eligible for attending and voting at the AGM, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on June 1, 2022 (Wednesday).

LETTER FROM THE BOARD

VI. METHODS OF VOTING AT THE AGM

Pursuant to the requirements of Rule 13.39(4) of the Hong Kong Listing Rules, voting by the Shareholders at the AGM shall be taken by the way of poll.

To the best knowledge of the Bank, Zhengzhou Finance Bureau (鄭州市財政局), Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司), Zhengzhou Development & Investment Group Co., Ltd. (鄭州發展投資集團有限公司), Zhengzhou City Sanitation & Cleaning Co., Ltd. (鄭州市環衛清潔有限公司), Zhengzhou Municipal Construction Engineering General Corporation (鄭州市市政工程總公司), Henan Investment Group Co., Ltd. (河南投資集團有限公司), Henan Guoyuan Trade Co., Ltd. (河南國原貿易有限公司), Zhongyuan Trust Co., Ltd. (中原信託有限公司) and Bridge Trust Co., Ltd. (百瑞信託有限責任公司) are deemed to have a material interest in the relevant resolution(s) on the estimated quota on recurring related party transactions for 2022, therefore, each of them should abstain from voting on the respective resolution(s) in which each of them has interest.

Save as aforementioned, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholder has a material interest in the other resolutions to be proposed at the AGM and therefore no other Shareholder is required to abstain from voting at the AGM.

Please be advised that pursuant to Article 41 of the Articles of Association, when the number of Shares pledged by a Shareholder reaches or exceeds 50% of his/her/its holding of Shares in the Bank, the voting rights of such Shareholder at general meetings and the voting rights of Director(s) nominated by such Shareholder at Board meetings shall be restricted.

VII. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the AGM are in the best interests of the Bank and the Shareholders as a whole. In addition, Mr. WANG Tianyu and Mr. XIA Hua, all being executive Directors, Ms. WANG Dan, Mr. LIU Bingheng, Mr. SU Xiaojun, Mr. JI Hongjun and Mr. WANG Shihao, all being non-executive Directors, and Mr. LI Xiaojian, being an independent non-executive Director, are deemed to have conflict of interest in the relevant resolutions in relation to the estimated quota on recurring related party transactions for 2022. Accordingly, they have therefore abstained from voting on the respective board resolutions in the meeting of the Board in which each of them has interest according to relevant laws, regulations and the Articles of Association. Save as disclosed above, none of the Directors have to abstain from voting on the above resolutions at the meeting of the Board. Accordingly, the Board recommends that the Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

VIII. OTHER INFORMATION

You are kindly requested to pay attention to the information set out in Appendices I to X to this circular.

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

Zhengzhou, Henan, the PRC

April 29, 2022

As at the date of this circular, 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, 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.*

The historic year 2021 marked the 100th anniversary of the founding of the Communist Party of China, the first year of the 14th Five-Year Plan, and the year to enter the post-COVID-19 era. Faced with the changing and complex external environment, under the guidance of the municipal party committee, the municipal government and competent regulatory authorities and with the support of all shareholders, the board of directors (the “Board”) of Bank of Zhengzhou Co., Ltd. (the “Bank”) adhered to the general keynote of seeking progress while maintaining stability, overcome difficulties, and led all officers and employees of the Bank to promote the high-quality development of the Bank.

I. ACCOMPLISHMENT OF KEY TASKS IN 2021

First, the Bank’s business performance improved steadily. As at the end of year, the Bank had total assets of RMB574.980 billion, representing an increase of 4.96% from the end of the previous year; total deposits from customers of RMB318.813 billion, representing an increase of 1.46% from the end of the previous year; and gross loans and advances to customers of RMB289.028 billion, representing an increase of 21.46% from the end of the previous year, indicating a steady growth. During the year, the Bank recorded a net profit of RMB3.398 billion, representing a year-on-year increase of 2.32%, showing stable profitability. The Bank’s net interest margin, cost-to-income ratio, capital adequacy ratio, non-performing loan (NPL) ratio and allowance to NPL ratio were 2.31%, 22.98%, 15.00%, 1.85% and 156.58% respectively, all meeting the regulatory requirements.

Second, the Bank intensified efforts in serving the local economy. In the face of the challenges from both flood and COVID-19 outbreak, the Bank made every effort to implement the policy of “Six Stabilities and Six Guarantees”, introduced special credit products such as “double prevention loan” and “work resumption loan”, adopted a series of measures including credit protection and deferred repayment of principal and interest, and promoted the issuance of RMB3 billion of post-disaster reconstruction loans to help enterprises tide over the difficulties. The Bank provided financial support for major strategic initiatives of the province and city, participated in the establishment of Henan’s credit insurance fund, promoted the lead underwriting business for non-financial corporate debt financing instruments, issued innovative and entrepreneurial financial bonds of RMB5 billion, supported the ecological protection of the Yellow River Basin and the construction of the Grand Canal with over RMB1.5 billion of loans, and issued the first “carbon emission quota pledge” loan in Henan Province among city commercial banks.

Third, the Bank achieved initial results in the shift to high-quality development. Based on the high-quality development, the Bank put forward the “Five & Four strategy” to coordinate retail and corporate business, and made new progress in the construction of technological innovation finance, small and micro enterprise finance, rural finance, citizen finance and “Five Clouds”. The Bank optimized its customer base, achieved good results in asset-light transformation, increased the speed and efficiency of digital construction, built a two-wheeled innovation model driven by “agile innovation & steady innovation”, carried out the “Falcon Plan” to introduce external top talents, developed a people-oriented, customer-centric corporate culture featuring heart-warming finance, constantly improved customer experience, stimulated the vitality of employees internally, and delivered heart-warming services externally.

II. REVIEW OF THE BOARD'S WORK IN 2021

(I) Strengthening Strategic Guidance and Making a Solid Start for New Strategic Planning

First, the organizational structure for strategic management was improved. The Board values the organizational support for strategy implementation. During the year, it established the Strategic Management Committee led by the Chairman and the Project Management Office (PMO) led by the president, and had business lines of the head office and branches which set up their respective sub-PMOs, thus providing strong institutional support for the implementation of strategic plans.

Second, strategy management mechanisms were established. The Board urged the senior management to timely establish and implement strategy implementation mechanisms, implement the regular review mechanism, hold monthly and quarterly review meetings, improve the coordination mechanism, promote cross-business line collaboration and collaboration between the head office and branches, establish a performance assessment and incentive mechanism, incorporate strategy implementation into KPI assessment, prepare a list of strategic tasks, and set up strategy implementation award and other related awards to encourage all staff to achieve results.

Third, the meaning of strategic planning was enriched. The Board attaches importance to the adaptability of strategic planning and emphasizes the necessity for strategic planning to keep up with the times. According to the changes in the external environment and its development characteristics and on the basis of maintaining high-quality development, the Board put forward the innovative “Five & Four Strategy” which consists of “Five Clouds” and “Four New Types of Finance”, i.e. technological innovation finance, small and micro enterprise finance, rural finance and citizen finance, to promote the coordinated development of retail and corporate business, and made reasonable adjustments to financial objectives, thus injecting new connotations into high-quality development.

(II) Performing Duties Diligently with Improving Governance Effectiveness

First, the re-election of the Board was completed. In accordance with laws and regulations and relevant provisions of the articles of association of the Bank (the “Article of Association”) and based on the changes in shareholders and the development of the Bank, the Board adjusted its composition and introduced new shareholder-appointed directors, and selected senior experts from key universities and industry-leading institutions as independent non-executive Directors. Meanwhile, it fully considered the opinions of female Directors to increase the diversity of Board members. The Board successfully completed the election of the seventh session of the Board to form a new Board with reasonable structure and specialties. In addition, according to the expertise of directors, the Board balanced the composition of the special committees of the Board and established a decision-making think tank of the Board.

Second, the duties of Board of Directors were performed diligently. During the year, the Board convened an annual general meeting, an extraordinary general meeting and 4 class meetings of Shareholders, and held a total of 11 board meetings, including 7 on-site meetings and 4 meetings by means of telecommunication, to deliberate 71 proposals. The special committees of the Board held 31 meetings in total to deliberate 74 proposals. All Directors actively offered advice on the Bank's operations and management based on their professional know-how, especially in the aspects of macro situation analysis, risk prevention and control, and digital transformation.

Third, the foundation of governance was continuously consolidated. The Board keeps abreast of the latest laws, regulations and regulatory policies and reviews the Bank's management measures against them to maintain consistency with the regulatory requirements. During the year, the Board amended relevant provisions of the Articles of Association, the Procedures of the Shareholders' General Meeting, and the Management Measures for the Shares of the Bank held by Directors to ensure that the Board can perform all its functions with reasonable grounds.

Fourth, independent non-executive Directors gave full play to their expertise. Independent non-executive Directors insisted on making independent, professional and objective judgment, carefully reviewed various proposals, maintained good communication with the external audit firm, conduct in-depth discussions on key issues of concern, and expressed opinions on important matters such as profit distribution, related party transactions, appointment of senior executives and remuneration of directors, supervisors and senior management based on their own professional experience and advantages, thereby doing fruitful work. During the year, independent non-executive Directors issued 3 ex-ante consent statements and 21 independent opinions on relevant matters.

Fifth, the equity management was continuously improved. The Board insisted on the performance evaluation of substantial shareholders, promoted substantial shareholders to fulfill their responsibilities and obligations, strengthened the management of substantial shareholders' commitment, and organized substantial shareholders to sign a commitment letter with a more comprehensive and standardized content. The Board regularly monitored the changes in the ownership of major shareholders, learned about the changes in the share capital structure and share pledge and freezing, urged shareholders to file their share pledges in a timely manner, and ensured that shareholders exercise their rights and perform their obligations within the framework of laws and regulations and the Articles of Association.

(III) Strengthening Risk Management and Improving Risk and Internal Control Capabilities

First, the Board assumed the ultimate responsibility for risk management. The Board always attaches great importance to risk control and makes effort to prevent and resolve financial risks in an all-round manner. During the year, it reviewed proposals such as the annual risk appetite statement, risk assessment report, comprehensive risk management report, and annual money laundering and terrorist financing risk self-assessment report, and revised the Measures for the Management of Large Risk Exposures, paid close attention to the problems stated in the regulatory notices and risk warnings issued by regulatory authorities and related ratification, thus fulfilling the risk management responsibilities and laying a solid foundation for development.

Second, the Bank put great efforts to improve asset quality. The Board urged the senior management to strictly manage credit granting and control credit access, strengthen risk management in key areas, implement the regulatory requirements for real estate and non-local business, formulate credit reduction plans, improve post-loan management measures, intensify efforts to dispose of non-performing assets by means such as collection, revitalization and write-off, carry out transfer of non-performing assets, organize collective review of litigation cases, and promote the disposal of pending assets. As at the end of the year, the Bank's NPL ratio decreased by 0.23 percentage points from the end of the previous year.

Third, the Board intensified internal control and compliance efforts. The Board continued to carry out the "Year of Internal Control and Compliance Management" activity, improved relevant rules and measures, strengthened personnel management, refined process control, reinforced accountability for performance of duties, rectified persistent and repeated problems, established a solid internal control mechanism, and continuously made up for the weaknesses in internal control and compliance. In addition, the Board continued to strengthen the management of internal audits, implemented the annual audit plan in an orderly manner, played the supervisory and assessment role of internal audit, and completed a total of 70 audit projects during the year.

Fourth, the Board strengthened the ability to resist risks from the capital perspective. The Board assumed the primary responsibility for capital management, developed capital-related risk appetite and capital plans, established an emergency capital replenishment mechanism, accelerated the shift to capital-light business, adhered to strict risk control and capital constraints for performance assessment, and guided the transformation to low-risk, high-liquidity and low-capital-consumption business. In the meantime, the Board put emphasis on both endogenous capital accumulation and external capital replenishment. On the one hand, it made a rational profit distribution plan and carried out capitalization issue to strengthen value enhancement; on the other hand, it actively used capital replenishment tools and successfully issued RMB10 billion of capital bonds without fixed term, thus enhancing the ability to resist risks.

Fifth, the Board paid attention to the management of related party transactions. The Board strengthened the management of related party transactions to control the risks of related party transactions, so as to ensure that related party transactions do not harm the interests of all shareholders and customers of the Bank. The Board set up a mechanism for dynamic management of the list of related parties, carried out stringent approval and filing procedures for related party transactions, performed the disclosure and reporting obligations for related party transactions, speed up the construction of related party transactions system, and completed the submission of management data on related party transactions to the China Banking and Insurance Regulatory Commission (CBIRC), thereby improving the management of related party transactions.

(IV) Intensifying Brand Building and Improving Investor Relations

First, the Board standardized information disclosure. The Board disclosed periodic reports and ad-hoc announcements in a timely, accurate and complete manner in strict compliance with the regulatory requirements on information disclosure to protect investors' right to know. During the year, the Board intensified voluntary disclosure efforts and released a total of 235 A-share and H-share announcements on qualified information disclosure media, which further improved its operational transparency and credibility. Meanwhile, the Board strictly abided by the relevant requirements for insider information management, and earnestly carried out the registration of insiders when important matters such as results announcement and profit distribution are involved, so as to ensure that all investors are fairly informed of the developments of the Bank.

Second, the Board made great efforts in investor relations. In response to issues of concern to investors such as flood situation, COVID-19 outbreak and business transformation, the Bank strengthened communication with investors through multiple channels, and put more efforts to coordinate investors' communication and information disclosure. During the year, the Board responded to investors' concerns in a timely manner by holding the online results presentation for 2020, participating in the online collective reception day for investors of listed companies in Henan Province, replying 40 questions from investors on the interaction platform (irm.cninfo.com.cn) of the Shenzhen Stock Exchange, and answering investor calls. Directors, supervisors and senior executives performed their obligation to stabilize the stock price and implemented a prudent capitalization issue plan, which further enhanced the market's recognition of the Bank's value and culture.

Third, the Board practiced social responsibility. The Board upheld the social responsibility philosophy of "serving local small and medium-sized enterprises, focusing on people's livelihood and developing high-end business", adhered to the essence of finance in serving the real economy, improved the quality and efficiency of inclusive financial services, cared about the career development of employees, built a green financial service system, and energetically joined the efforts to fight COVID-19 and flood, assist communities to carry out publicity and information registration, and donated more than RMB4 million worth of money and supplies to disaster-stricken areas and charity organizations, thus contributing to regional economy and community co-prosperity.

III. EVALUATION OF DIRECTORS' PERFORMANCE OF DUTIES IN 2021

In 2021, all directors of the Bank, in accordance with relevant requirements of laws and regulations, regulatory rules and the Articles of Association, took the initiative and devoted sufficient time and energy to faithfully and diligently perform their duties, made scientific judgments and decisions on major affairs of the Bank, and safeguarded the legitimate rights and interests of the Bank and its stakeholders without any “inaction”. They also earnestly performed the duties as members of special committees of the Board, enabling more professional decision-making of these committees.

In respect of performance of duties, the directors' self-evaluation and mutual evaluation results for 2021 are all “competent”. The Board is of the view that all directors strictly honoured their commitments and earnestly performed their rights and obligations conferred by laws and regulations and the Articles of Association to ensure the efficient operation of the Board. There was no case where a director shall not be rated as competent or shall be rated as incompetent in the evaluation of performance of duties.

IV. WORK ARRANGEMENTS FOR 2022

In 2022, the general requirements for the Bank's operations and management are as follows: **The Bank will practice the spirit of the 19th CPC National Congress and all its plenary sessions, the Central Economic Work Conference and the Henan Provincial Economic Work Conference, implement the requirements of the municipal Party committee, the municipal government and other regulatory authorities, adhere to the guidance of party building, maintain its strategic focus, vigorously serve the real economy and support industrial development, consolidate the customer base, stabilize and increase deposits, focus on mitigating risks, and implement the “Five & Four Strategy” driven by reform and innovation to promote the Bank's high-quality development, so as to pay tribute to the 20th CPC National Congress with greater achievements and a high sense of ownership.**

First, the Board will maintain the mission to serve the local economy. With a focus on the implementation of the “Five & Four Strategy”, the Board will facilitate regional development and the revitalization of the real economy based on provincial and municipal economic policies. The Board will increase resource allocation to technological innovation finance, expand the coverage of small and micro enterprise finance, build more service outlets for rural finance, optimize the construction of application scenarios for citizen finance, and have the “Five Clouds” provide stronger support for corporate business.

Second, the Board will continue to promote the improvement of corporate governance mechanism. The Board will intensify efforts to promote the communication and collaboration between the shareholders' general meeting, the Board, the Board of Supervisors and senior management, improve the institutional system, coordinate the holding of general meetings and board meetings, implement the resolutions of the general meetings, strengthen the training and surveys of directors on performance of duties, give full play to the functions of the Board's special committees and independent non-executive directors, learn from the good experience of peers, and explore a new path of scientific governance.

Third, the Board will continue to promote the implementation of strategic plans. The Board will continue to summarize and evaluate the implementation of strategies in 2021, review the shortcomings in each segment, rectify the deficiencies and make improvements, undertake the strategic planning process, formulate the strategy implementation plan for 2022, and the regular inspection and assessment mechanism. In the meantime, the Board will conduct strategic research on the “Five & Four Strategy”, digital transformation and institutional management to strengthen their connection with strategic transformation.

Fourth, the Board will continue to safeguard the risk bottom line. The Board will continue to regard risk control as the top priority, focus on preventing and resolving credit risks, vigorously dispose of non-performing assets according to the established plans, and strictly control new risk exposures to guard against the rebound of non-performing assets. In addition, the Board will fulfill the primary responsibility for internal control, solidly promote the rectification of problems, carry out the accountability process, strengthen cooperation with the discipline inspection and supervision department, promote the construction of compliance culture and clean financial culture, and organize case studies, with an aim to address both the symptoms and root causes.

Fifth, the Board will continue to promote digital transformation. According to the Guiding Opinions on the Digital Transformation of the Banking and Insurance Industry issued by the CBIRC, the digital transformation of banks has been given priority at the regulatory policy level. The Board will put more efforts in promoting digital transformation, strengthen the organizational leadership for financial digital transformation under the new era, accelerate agile organization construction, reinforce the technological empowerment of key business lines, explore and develop application scenarios, facilitate the digital transformation of service outlets, optimize data governance, and improve the quality and efficiency of digital transformation with innovation.

Sixth, the Board will continue to lead the Bank to integrate into the capital market. The Board will uphold the attitude of being responsible for Shareholders, maintain close contact with the market, improve the timeliness and pertinence of information disclosure, strengthen communication with investors, and explore market cap management approaches as a listed bank to cope with financial market fluctuations. Meanwhile, the Board will keep abreast of market changes, capitalize on the Bank’s advantages as a listed company, use various capital replenishment tools to improve financing efficiency, and form a normalized capital replenishment mechanism.

In 2022, the Board will continue to adhere to a pragmatic, efficient and rigorous work style, perform its duties with due diligence, and make decisions with a sense of mission and a serious sense of responsibility from the perspective of stable and sustainable development, and maintain the strategic focus on high-quality development, in an effort to write a new chapter for the development of the Bank.

Note: The financial data and indicators contained herein are prepared in accordance with the PRC Accounting Standards for Business Enterprises. Unless otherwise stated, such information is denominated in RMB.

2021 is the first year of the new five-year strategic plan of Bank of Zhengzhou Co., Ltd. (the “Bank”) and a key year to start high-quality development in an all-round way. The board of supervisors of the Bank (the “Board of Supervisors”), on the basis on upholding the strategic vision of building a “leading bank with high-quality development” and focusing on the Bank’s strategic development goals and annual priorities, deepened and refined daily supervision efforts and strengthened capacity building from the perspective of resolving problems and risks, in an effort to support and facilitate the continuous improvement of corporate governance and the Bank’s high-quality development.

I. MAJOR WORK OF THE BOARD OF SUPERVISORS IN 2021

(I) Strictly Performing the Deliberation and Supervisory Functions and Conducting Daily Supervision

- 1. Holding meetings of the Board of Supervisors in accordance with relevant requirements.** The Board of Supervisors organized meetings of the Board of Supervisors and its special committees on time in accordance with laws, regulations, regulatory rules and the articles of association of the Bank (the “Articles of Association”), and ensured that the meeting procedures, voting results, and information disclosure are in compliance with laws and regulations. In 2021, it organized and held 8 meetings of the Board of Supervisors and 10 special committee meetings to deliberate 33 proposals and hear 49 special reports. The members of the Board of Supervisors performed their duties with due diligence and attended in person 100% of the meetings held.
- 2. Attending various meetings according to law.** By organizing all supervisors to attend general meetings and all on-site board meetings as non-voting participants and hearing special reports, the Board of Supervisors supervised the legal compliance of the general meetings and board meeting held, the voting procedures thereat, and the attendance, opinions and voting of directors. The Board of Supervisors dynamically monitored the Bank’s business operations, especially the changes and volatility in financial and risk indicators, and timely reminded the Board of Directors and senior management of possible problems and risks in operations and management, thus enhancing the pertinence and effectiveness of supervision.

(II) Focusing on Key Areas and Aspects for Supervision

- 1. Strengthening financial supervision.** The Board of Supervisors carefully reviewed and heard finance-related proposals, issued review opinions on periodic reports and other related proposals, and ensured that the report preparation process, review procedures and key points of the proposals are in compliance with laws and regulations. It reviewed major matters such as the annual profit distribution plan, supervised major financial decisions and their implementation, and promoted the Bank to strengthen financial management.

2. **Strengthening risk supervision.** With a focus on preventing risks and promoting development, the Board of Supervisors reviewed special reports on, among other things, comprehensive risk management, compliance risk management, and financial consolidation management, concentrated on supervising important risk areas and key operational processes, and urged the Bank to effectively cope with various risks and challenges.
3. **Deepening internal control supervision.** The Board of Supervisors kept monitoring the effectiveness of the internal control system, and heard internal control reports on a regular basis to learn about the internal control dynamics in areas such as anti-money laundering, anti-terrorist financing, related party transactions, data governance, and consumer rights protection, so as to facilitate the sound development of the Bank.
4. **Closely supervising rectification efforts made in response to regulatory feedback.** The Board of Supervisors closely supervised the rectification efforts made based on regulatory feedback, heard feedback from the regulators and rectification reports of the Bank, and pushed for the comprehensive rectification and optimization of problems.

(III) **Carrying Out Annual Performance Evaluation and Strengthening Supervision of Performance of Duties**

1. **Revising and improving the performance evaluation system.** In order to implement the spirit of regulation and promote the standardization of the Bank's performance evaluation, the Board of Supervisors, on the basis of the original performance evaluation system, revised three sets of measures including the Measures for the Evaluation of Performance of Duties of the Board of Directors and Directors by the Board of Supervisors of Bank of Zhengzhou Co., Ltd., which specifies how to conduct differentiated performance evaluation of all directors, supervisors and senior management personnel in 5 dimensions that cover over 30 key areas, thus promoting the personnel and units under its supervision to perform their duties in compliance with laws and regulations.
2. **Building a well-established system of record for performance evaluation of directors, supervisors and senior management personnel.** The Board of Supervisors strictly implemented the system of record for performance evaluation of directors, supervisors and senior management personnel, carefully collected and sorted out information on their participation in meetings, study and training, inspection and research, expression of opinions, and years of service, and used such information as an important basis and reference for annual performance evaluation.
3. **Carrying out annual performance evaluation with high quality.** The Board of Supervisors carefully conducted research and formulated the work plan for performance evaluation, established a special performance evaluation team, worked out the annual performance evaluation results of the Board of Directors, Board of Supervisors, senior management and their members by carrying out self-evaluation, mutual evaluation,

democratic evaluation, Board of Directors evaluation and Board of Supervisors evaluation, reviewing performance files, and attending meetings of the Board of Directors and the management, and then reported to the shareholders' general meeting and regulatory authorities as required.

(IV) Optimizing Supervision System and Innovating Supervision Approaches

- 1. Completing the election of the seventh session of the Board of Supervisors.** For the election of the seventh session of the Board of Supervisors, the Board of Supervisors strictly followed the statutory procedures to nominate supervisor candidates, review their qualifications and submit the list of candidates for deliberation. The seventh session of the Board of Supervisors and its special committees of Bank of Zhengzhou were elected by the employee representative congress and the shareholders' general meeting after several meetings of the Board of Supervisors and its special committees were held. The institutional setting, composition and professional structure of the new session of the Board of Supervisors meet the regulatory requirements, ensuring that the Board of Supervisors is able to continue to perform its supervisory functions.
- 2. Vigorously promoting institutional system construction.** First, a list of procedures was set up. In order to fully and accurately perform the supervisory functions and solve the problem of "what to supervise", the Board of Supervisors systematically sorted out a list of 36 supervision items, covering performance evaluation, financial reporting, profit distribution, strategic planning, risk management and internal control, so as to further clarify the boundaries of performance of duties and highlight the key points of supervision. Second, measures and rules were revised and improved. To keep up with the pace of regulation, the Board of Supervisors comprehensively reviewed, revised and improved the current measures and rules, sorted out the laws, regulations and regulatory rules commonly applied in the work of the Board of Supervisors, and prepared and printed the Compilation of Policies for the Board of Supervisors of Bank of Zhengzhou Co., Ltd. to provide a solid institutional support for supervisors to perform their duties according to law.
- 3. Regularly preparing and issuing the Supervision Tips of the Board of Supervisors.** Each quarter, the Board of Supervisors conducted in-depth review and analysis of policy developments, risk prevention and institutional construction to prepare and issue the Supervision Tips of the Board of Supervisors within the Bank according to the macro political and economic dynamics at home and abroad and the latest provincial and municipal regulatory requirements and the Bank's major business decisions, financial indicators, risk management, internal control and compliance. In 2021, a total of 4 issues of Supervision Tips of the Board of Supervisors were prepared and issued to give advice on business operations and development and promote the early identification, early warning and early disposal of risks.

(V) Strengthening Self-Capacity Building of the Board of Supervisors to Improve Supervisory Capabilities

- 1. Putting great emphasis on study and training.** First, with an aim to improve supervisors' ability to perform their duties, the Board of Supervisors organized supervisors to participate in various training sessions on corporate governance held by China Banking Association and China Merchants Securities, so as to help them continuously enhance their ability to analyze and judge the economic situation, regulatory policies and industry trends. Second, in an ongoing effort to strengthen the inter-bank communication and exchange mechanism, the Board of Supervisors carried out on-site and off-site exchanges with the boards of supervisors of peers during the year to share good experience and practices, enrich the ways of performing duties, and improve the quality and efficiency of supervision.
- 2. Promoting coordination and collaboration.** First, the Board of Supervisors organized supervisors to inspect the Bank's branches, subsidiaries and affiliates from time to time to keep abreast of the operational status and development trends of the Bank and its affiliated entities. Second, the Board of Supervisors strengthened the coordination and service support between the head office and subsidiaries in terms of supervisory work, and helped subsidiaries improve their supervision measures and guided the implementation of such measures. Third, the Board of Supervisors earnestly acted on the regulatory feedback during the year, conducted benchmarking against the regulatory requirements for corporate governance, and actively cooperated with the regulatory inspections by PBoC, the China Banking and Insurance Regulatory Commission and other regulators, thus earning recognition from the regulators.

II. INDEPENDENT OPINIONS OF THE BOARD OF SUPERVISORS ON RELEVANT MATTERS**(I) Performance of Duties by the Board of Directors, Senior Management and their Members**

The Board of Supervisors completed the Performance Evaluation Report on the Board of Directors, Senior Management and their Members for 2020 as required, and reported the performance evaluation results to the Shareholders' General Meeting and regulatory authorities. The Supervisory Committee is of the view that the Board of Directors and senior management, in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Commercial Bank Law of the People's Republic of China (《中華人民共和國商業銀行法》) and the Articles of Association, earnestly performed their duties and exerted their strategic leading functions to facilitate the Bank's high-quality development; the senior management continued to improve the ability to execute strategic decisions, and carefully formulated and implemented various measures to ensure the smooth completion of various tasks for the year. The Board of Supervisors will carry out performance evaluation of the Board of Directors, senior management and their members for 2021 as required, and report the evaluation results to the shareholders' general meeting and regulatory authorities.

(II) Business Compliance

During the reporting period, the Bank's business activities complied with the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Commercial Bank Law of the People's Republic of China (《中華人民共和國商業銀行法》) and the Articles of Association, and its decision-making procedures were legitimate and effective; the directors and senior officers were honest, trustworthy and diligent, and committed no acts that violate relevant laws and regulations or the Articles of Association or harm the interests of the Bank and its shareholders when performing their duties during the year.

(III) Authenticity of Financial Report

All supervisors carefully reviewed the Bank's 2021 annual report with the attitude of seeking truth from facts and being responsible to all shareholders. The Board of Supervisors is of the view that the procedures of the Board of Directors for preparing the 2021 annual report are in compliance with laws, administrative regulations and the requirements of the China Securities Regulatory Commission, and the reports gives a true, accurate and complete view of the actual situation of the Bank without any misrepresentations, misleading statements or material omissions.

(IV) Related Party Transactions

During the reporting period, the Board of Supervisors oversaw the Bank's related party transactions. The Board of Supervisors is of the view that the pricing of the Bank's related party transactions was fair and reasonable, and no activities that harm the interests of the Bank and its shareholders were found.

(V) Internal Control

The Board of Supervisors is of the view that the Bank has established a sound corporate governance structure and developed a complete set of management measures for corporate governance and internal control, and can continuously improve them according to the actual situation of the Bank and the regulatory requirements; the Bank's internal control measures are well implemented, which is in line with the requirements of relevant laws and regulations on the Bank's internal control and gives a comprehensive, true and objective view of the development and operation of the Bank's internal control measures. The Board of Supervisors reviewed the Bank's Internal Control Self-assessment Report for 2021 and had no objection to the report.

(VI) Implementation of Resolutions of General Meetings

During the reporting period, the Board of Supervisors oversaw the implementation of the resolutions of general meetings. The Board of Supervisors is of the view that the Board of Directors earnestly implemented the resolutions of general meetings without any acts harmful to the interests of shareholders.

(VII) Profit Distribution Proposal

The Board of Supervisors reviewed the 2021 Profit Distribution Proposal of the Bank, and considered that the proposal complied with the relevant requirements of laws and regulations, factored in the current situation of economic development and financial regulation, and was in the long-term interests of the Bank and Shareholders and beneficial to the sustainable and healthy development of the Bank.

(VIII) Dividend Distribution Plan for Preference Shares

During the reporting period, the Bank's dividend distribution plan for preference shares was in compliance with the relevant requirements of laws, regulations, the Articles of Association and the terms of issuance of preference shares.

(IX) Information Disclosure

During the reporting period, the Board of Supervisors oversaw the Bank's information disclosures. The Board of Supervisors is of the view that the Bank has established a complete set of management measures for information disclosure, and has performed its information disclosure obligations in accordance with relevant laws, regulations and regulatory rules; the information disclosed by the Bank is true, accurate and complete, and contains no misrepresentations, misleading statements or material omissions.

Except for the above matters, the Board of Supervisors has no objection to other supervisory matters during the reporting period.

III. WORK ARRANGEMENTS OF THE BOARD OF SUPERVISORS FOR 2022

In 2022, the seventh session of the Board of Supervisors will continue to uphold the work philosophy of "compliance and effectiveness", adhere to the mission of "serving development through supervision", and strictly perform the powers and functions conferred by laws, regulations, regulatory rules and the Articles of Association. Based on the Bank's new five-year plan and the "Five & Four Strategy", the Board of Supervisors will concentrate on supervision priorities, improve the supervision mechanism, innovate in supervision approaches, enhance the quality and efficiency of supervision, and give full play to the role of supervision in promoting development.

(I) Following Regulatory Requirements and Performing Duties According to Law

The Board of Supervisors will closely monitor regulatory policy changes, carefully study regulatory feedback, and follow the regulatory requirements as an action guide for its supervision work. The Board of Supervisors will incorporate the guidance of the superior Party committee and the decisions and arrangements of the Bank's Party committee into its supervisory process, and explore the organic integration of intra-party supervision, internal control, risk compliance, and supervision of the Board of Supervisors, and continuously standardize its supervisory activities under a rule-based approach.

(II) Focusing on the Priorities of Supervision to Promote Sound Operations

The Board of Supervisors will, in strict accordance with laws and regulations, regulatory rules and the Articles of Association and according to the Bank's strategic plans and annual priorities, focus on financial activities, risk management, internal control and performance of duties, keep monitoring anti-money laundering and anti-terrorist financing, related party transactions, data governance and consumer rights protection, and continuously carry out supervision in various forms to facilitate the sound operations and high-quality development of the Bank.

(III) Improving the Supervision Mechanism to Consolidate the Foundation for Supervision

The Board of Supervisors always regards institutional construction as an important task, and constantly standardizes and improves its working mechanism and supervision measures. The Board of Supervisors will proactively explore and practice new methods in respect of the performance evaluation of directors, supervisors and senior management personnel, the working mechanism of external supervisors and employee supervisors, supervision research, and supervision tips, and continuously promote the development of management measures of the Board of Supervisors.

(IV) Strengthen Self-Capacity Building to Hone Excellent Skills

The Board of Supervisors will organize various activities such as performance training, theoretical study, special research and workshop to help supervisors keep abreast of the operations and management of the Bank, so as to enhance the accuracy and timeliness of supervision. The Board of Supervisors will further strengthen communication with peers, explore more ideas and develop innovative approaches to improve the quality and efficiency of supervision.

Pursuant to laws, administrative regulations, departmental rules and regulatory documents, including the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions of the China Banking and Insurance Regulatory Commission (“CBIRC”), the Information Disclosure Rules on Companies Publicly Offering Securities No. 26 – Special Disclosure Rules on Commercial Banks of the China Securities Regulatory Commission (“CSRC”), and the Administrative Measures for Related Party Transactions of Bank of Zhengzhou Co., Ltd. (the “Measures”), the key issues of the management of related party transactions of Bank of Zhengzhou Co., Ltd. (the “Bank”) in 2021 are reported as follows:

I. MANAGEMENT OF RELATED PARTY TRANSACTIONS

In 2021, the related party transactions between the Bank and the related parties were entered into based on the needs of the normal business operations of the Bank. Most of the related parties are quality customers of the Bank, and the credit status and operation conditions of the related parties financed are resilient. The sources of repayment are guaranteed with risks under control. Each of the related party transactions is in compliance with the regulatory requirements.

(I) Establishment of management systems

According to the relevant requirements of regulatory laws, administrative regulations and departmental rules and regulatory documents of the CBIRC, CSRC, Shenzhen Stock Exchange and Hong Kong Stock Exchange, the Bank establishes sound rules such as the Administrative Measures for Related Party Transactions of Bank of Zhengzhou Co., Ltd. and Working Rules of the Related Party Transaction Control Committee of the Board and specifies the relevant authority granted to the Related Party Transaction Control Committee of the Board by the Board of Directors. In accordance with the changes of regulatory policies, the Bank has timely revised the Measures and relevant system documents of the Bank, continuously improved the system processes such as related party identification, related party transaction approval, information disclosure and reporting, and constantly consolidated the system foundation to guide its practice. During the reporting period, the Bank strictly complied with the relevant provisions of the regulatory authorities at all levels and the Bank’s internal systems, earnestly strengthened the management of related transactions of the Bank, and strictly controlled the risks of related party transactions to ensure that the Bank’s related party transactions would not prejudice the relevant interests of all Shareholders and customers of the Bank, thus promoting the steady development of the Bank’s business.

(II) Management of the list of related parties

According to various regulations and the Measures, and taking into account the actual situation of the Bank, the Bank mainly adopts both internal and external modes to fully identify and confirm the related parties, establishes the dynamic list management mechanism, timely updates and improves the basic information database of related

parties, ensures the completeness and accuracy of the list of related parties of the Bank, and submits it to the Related Party Transaction Control Committee of the Board of Directors of the Bank for review and reports to the Board of Directors and the Board of Supervisors. Internally, the Bank collects information of related parties by central consultation, active reporting of related parties and customer credit review annually. Externally, the Bank relies on the National Enterprise Credit Information Publicity System, Qixinbao (啟信寶), Tianyancha (天眼查) and other third-party enterprise information query platforms to conduct analysis on the equity structure information of related legal persons (such as Directors, Supervisors, senior managerial personnel, major shareholders, etc.), so as to conduct analysis on, judge and identify related party information. At the same time, the Bank has launched the online collection system platform for the list of related parties, which will greatly improve the efficiency of its management. As at the end of the reporting period, the Bank identified 356 related legal persons and 3,335 related natural persons in accordance with the regulatory standards of CBIRC, Shenzhen Stock Exchange, Hong Kong Stock Exchange and the PRC Accounting Standards for Business Enterprises.

(III) Approval and disclosure of related party transactions

During the reporting period, the Bank strictly discharged its duties of approval and disclosure of related party transactions. On the one hand, the Resolution on the Estimated Quota on Recurring Related Party Transactions of Bank of Zhengzhou Co., Ltd. for 2021 was drafted in 2021, and considered and approved by the Related Party Transaction Control Committee of the Board of Directors, the Board of Directors and the general meeting, of which information was already disclosed on the website of Cninfo as designated by CSRC and the website of the Bank. Based on the estimated quota approved at the general meeting, the senior management strictly approved the pricing conditions, implementation conditions and quota for a single related party transaction, filed such information in a timely manner, and disclosed the information in the interim and annual reports in a timely, accurate and complete manner. On the other hand, the related party transactions conducted outside the estimated quota of recurring related party transactions were submitted to the Related Party Transaction Control Committee under the Board of Directors, the Board of Directors or the general meeting of the Bank for consideration and filing in strict compliance with the Bank's approval powers and responsibilities. The Bank also discharged its disclosure and reporting responsibilities in a timely manner to effectively protect shareholders and other stakeholders of the Bank of their right to know in relation to the Bank's related party transactions and safeguard their legitimate rights and interests. In addition, when considering related party transaction matters, each of the Directors was diligent and conscientious, and adhered to the principle of abiding by normal business terms and acting in the interests of all relevant stakeholders. Independent Directors issued ex-ante consent statements and independent opinions on the fairness of significant related party transactions and the implementation of internal approval procedures before voting on related party transactions. All of the Directors with related interest shall discharge their obligations of abstaining from voting.

(IV) Conditions and pricing of related party transactions

During the reporting period, for various credit and non-credit types of related party transactions, the Bank determined the trading conditions and pricing based on factors including related party customers' ratings, risks and returns, complied with general business, integrity and fairness principles, and conducted on terms no better than the same type of transactions with non-related parties, without prejudicing the interests of stakeholders such as other shareholders.

(V) Establishment of system for related party transactions

The Bank has established a relatively sound related party transactions management system with the support of technology, collected and managed the list of related parties through the technology system, connected it with the related party transactions control module in the operation system such as credit granting system and financial system to continuously monitor and control related party transactions, and constantly adjusted and improved relevant systems according to the changes of products and approval processes. At the same time, the Bank also relies on the form 1104 of CBIRC and related party transactions supervision system and other platforms to timely fill in relevant data of related party transactions, strengthens the monitoring and control of related party transactions data, and ensures that all indicators of related party transactions are controlled within the scope of regulatory provisions.

**II. OPERATION OF THE RELATED PARTY TRANSACTIONS CONTROL
COMMITTEE UNDER THE BOARD OF DIRECTORS**

In 2021, the Related Party Transactions Control Committee of the Board of Directors of the Bank successfully completed the session change and adjusted the composition of the committee according to the term and work adjustment of Directors. Currently, the Related Party Transactions Control Committee of the Board of Directors comprises three Directors, including two independent Directors and one non-executive Director. The chairman of the committee is an independent Director. During the reporting period, the Related Party Transactions Control Committee of the Board convened a total of 2 meetings, at which a number of resolutions or matters including the 2020 Annual Work Report of the Related Party Transactions Control Committee under the Board of Directors of Bank of Zhengzhou Co., Ltd., 2020 Specific Report on Related Party Transactions of Bank of Zhengzhou Co., Ltd., 2021 Resolution on the Estimated Quota on Recurring Related Party Transactions of Bank of Zhengzhou Co., Ltd., Resolution on Reviewing the List of Related Parties of Bank of Zhengzhou Co., Ltd., Report on Related Party Transactions in the First Half of 2021 of Bank of Zhengzhou Co., Ltd. etc. were considered and approved.

III. RELATED PARTY TRANSACTIONS

During the reporting period, the Bank conducted recurring related party transactions of a business nature with related parties in accordance with the relevant contents of the Resolution on the Estimated Quota on Recurring Related Party Transactions of Bank of Zhengzhou Co., Ltd. for 2021 considered and approved at the Bank's 2020 annual general meeting, and in compliance with CBIRC, CSRC and other various regulatory requirements. Details of such transactions are set out as follows:

(I) Related party transactions involving grant of credit to enterprises

Unit: RMB0'000

No.	Related customers	Estimated credit line for recurring related party transactions in 2021	Total credit amount in 2021	Related legal person	Credit amount in 2021
1	Zhengzhou Construction Investment Group Co., Ltd. (鄭州市建設投資集團有限公司) and its associated corporations	370,000	343,150	Zhengzhou Construction Investment Group Co., Ltd. (鄭州市建設投資集團有限公司)	70,000
				Zhengzhou Road and Bridge Construction Investment Group Co., Ltd. (鄭州路橋建設投資集團有限公司)	147,050
				Zhengzhou Highway Engineering Company (鄭州市公路工程公司)	60,000
				Zhengzhou Songyue Highway Development Co., Ltd. (鄭州嵩岳公路開發有限公司)	66,100
2	Zhengzhou Transportation Construction Investment Co., Ltd. (鄭州交通建設投資有限公司) and its associated corporations	100,000	42,100	Zhengzhou Transportation Construction Investment Co., Ltd. (鄭州交通建設投資有限公司)	42,100

Unit: RMB0'000

No.	Related customers	Estimated credit line for recurring related party transactions in 2021	Total credit amount in 2021	Related legal person	Credit amount in 2021
3	Zhengzhou Municipal Construction Engineering General Corporation (鄭州市市政工程總公司) and its associated corporations	45,000	45,000	Zhengzhou Municipal Construction Engineering General Corporation (鄭州市市政工程總公司)	23,800
				Henan Kanghui Cement Products Co., Ltd. (河南康暉水泥製品有限公司)	21,200
4	Henan Investment Group Co., Ltd. (河南投資集團有限公司) and its associated corporations	320,000	255,000	Henan Investment Group Co., Ltd. (河南投資集團有限公司)	100,000
				Dahe International Trading Co. Ltd. (大河國際貿易有限公司)	10,000
				Henan Li'an Industry Co., Ltd. (河南省立安實業有限責任公司)	1,000
				Henan Natural Gas Pipeline Network Kaizhou Co., Ltd. (河南省天然氣管網開周有限公司)	50,000
				Henan AnCai Photovoltaic Advanced Material Co., Ltd. (河南安彩光伏新材料有限公司)	5,000
				Luohe Big Data Operation Co., Ltd. (漯河市大數據運營有限公司)	38,000
				Henan Yicheng Holdings Co., Ltd. (河南頤城控股有限公司)	26,000
				Henan Urban Development & Investment Co., Ltd. (河南城市發展投資有限公司)	15,000
				Henan Development Gas Co., Ltd. (河南省發展燃氣有限公司)	10,000

Unit: RMB0'000

No.	Related customers	Estimated credit line for recurring related party transactions in 2021	Total credit amount in 2021	Related legal person	Credit amount in 2021
5	Henan Zhengyang Construction Engineering Group Co., Ltd. (河南正陽建設工程集團有限公司) and its associated corporations	330,000	122,857	Henan Zhengyang Construction Engineering Group Co., Ltd. (河南正陽建設工程集團有限公司)	55,000
				Zensun Enterprises Limited (正商實業有限公司)	37,857
				Henan Zensun Zhongyue Real Estate Company Limited (河南正商中岳置業有限公司)	30,000
6	Henan Huida Jiarui Real Estate Co., Ltd. (河南暉達嘉睿置業有限公司) and its associated corporations	330,000	294,491	Zhengzhou Huida Industrial Development Co., Ltd. (鄭州暉達實業發展有限公司)	49,750
				Henan Huida Construction Investment Co., Ltd. (河南暉達建設投資有限公司)	102,941
				Zhengzhou Yingshou Trading Co., Ltd. (鄭州盈首商貿有限公司)	14,900
				Henan Xincheng Real Estate Co., Ltd. (河南新城置業有限公司)	13,500
				Henan Yingshuo Construction Engineering Co., Ltd. (河南盈碩建築工程有限公司)	52,400
				Henan Kairui Real Estate Co., Ltd. (河南凱睿置業有限公司)	27,000
				Likade (Zhengzhou) Hotel Management Co., Ltd. (麗卡德(鄭州)酒店管理有限公司)	19,000

Unit: RMB0'000

No.	Related customers	Estimated credit line for recurring related party transactions in 2021	Total credit amount in 2021	Related legal person	Credit amount in 2021
				Henan Jianyuan Decoration Engineering Co., Ltd. (河南建苑裝飾工程有限公司)	15,000
7	Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd. (鄭州市中融創產業投資有限公司) and its associated corporations	350,000	257,050	Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd. (鄭州市中融創產業投資有限公司)	90,000
				Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司)	99,000
				Zhengzhou State-owned Holding Xicheng Construction Co., Ltd. (鄭州國控西城建設有限公司)	28,050
				Henan Digital Town Development and Construction Co., Ltd. (河南數字小鎮開發建設有限公司)	40,000
8	Henan Asset Management Company Limited (河南資產管理有限公司) and its associated corporations	120,000	50,000	Henan Asset Management Company Limited (河南資產管理有限公司)	50,000
9	Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司)	200,000	100,000	Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司)	100,000
10	Bank of Guizhou Co., Ltd. (貴州銀行股份有限公司)	200,000	200,000	Bank of Guizhou Co., Ltd. (貴州銀行股份有限公司)	200,000
11	Bridge Trust Co., Ltd. (百瑞信託有限責任公司)	150,000	150,000	Bridge Trust Co., Ltd. (百瑞信託有限責任公司)	150,000

Note: Credit-related business refers to the type of business that complies with the Measures Governing Related Party Transactions of Banking and Insurance Institutions and Interim Measures Governing the Management of Commercial Banks' Equity issued by CBIRC as well as the Bank's credit-related rules.

(II) Related party transactions involving grant of credit to subsidiaries

Unit: RMB0'000

No.	Related legal person	Estimated credit line in 2021	Credit amount in 2021
1	Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司)	450,000	450,000
2	Fugou Zhengyin County Bank Co., Ltd. (扶溝鄭銀村鎮銀行股份有限公司)	40,000	20,000
3	Xinmi Zhengyin County Bank Co., Ltd. (新密鄭銀村鎮銀行股份有限公司)	40,000	20,000
4	Junxian Zhengyin County Bank Co., Ltd. (浚縣鄭銀村鎮銀行股份有限公司)	40,000	20,000
5	Queshan Zhengyin County Bank Co., Ltd. (確山鄭銀村鎮銀行股份有限公司)	40,000	20,000
6	Zhongmu Zhengyin County Bank Co., Ltd. (中牟鄭銀村鎮銀行股份有限公司)	40,000	20,000
7	Yanling Zhengyin County Bank Co., Ltd. (鄆陵鄭銀村鎮銀行股份有限公司)	40,000	20,000
8	Xinzheng Zhengyin County Bank Co., Ltd. (新鄭鄭銀村鎮銀行股份有限公司)	40,000	40,000

(III) Related party transactions involving natural persons

As at the end of the reporting period, the credit balance of natural person related parties in the Bank was RMB125,716,700, which did not exceed the limit of RMB300 million for the aggregate quota of natural person related parties under the estimated quota on recurring related party transactions for 2021.

(IV) Other related party transactions

Unit: RMB0'000

No.	Related legal person	Estimated credit line in 2021	Transaction amount in 2021	Business type
1	Henan Asset Management Company Limited (河南資產管理有限公司)	200,000.00	21,795	Transfer of non-performing assets
2	Bridge Trust Co., Ltd. (百瑞信託有限責任公司)	50,000.00	190.38	Trust custody and supervision fees
3	Zhongyuan Trust Co., Ltd. (中原信託有限公司)	50,000.00	17,268.34	Trust custody and supervision fees
4	Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司)	The largest single transaction not exceeding RMB1 billion	70,000.00	
5	Bank of Guizhou Co., Ltd. (貴州銀行股份有限公司)	The largest single transaction not exceeding RMB1 billion	100,000.00	
6	Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司)	The largest single transaction not exceeding RMB500 million	/	
7	Zhongyuan Trust Co., Ltd. (中原信託有限公司)	The largest single transaction not exceeding RMB500 million	/	

Unit: RMB0'000

No.	Related legal person	Estimated credit line in 2021	Transaction amount in 2021	Business type
8	BOL Financial Leasing Co., Ltd. (洛銀金融租賃股份有限公司)	The largest single transaction not exceeding RMB500 million		/ Financial market transactions with open market prices, including spot trading and pledge-style repurchase
9	Central China Securities Co., Ltd. (中原證券股份有限公司)	The largest single transaction not exceeding RMB500 million	19,403.22	
10	Great Wall Fund Management Co., Ltd. (長城基金管理有限公司)	The largest single transaction not exceeding RMB500 million	32,292.00	
11	Bank of Jinzhou Co., Ltd. (錦州銀行股份有限公司)	The largest single transaction not exceeding RMB500 million	50,000.00	
12	Bridge Trust Co., Ltd. (百瑞信託有限責任公司)	The largest single transaction not exceeding RMB500 million	5,057.07	
13	Green Fund Management Co., Ltd. (格林基金管理有限公司)	The largest single transaction not exceeding RMB500 million	7,003.82	

Note: Unless otherwise stated, the data contained herein is denominated in RMB.

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

To continuously strengthen the management of related party transactions, Bank of Zhengzhou Co., Ltd. (the “Bank”), in compliance with relevant provisions on the related transaction management systems of China Securities Regulatory Commission (“CSRC”), Shenzhen Stock Exchange (“SZSE”) and China Banking and Insurance Regulatory Commission (“CBIRC”) and the Bank, has made a reasonable estimated quota on the recurring related transactions for 2022, on the premise of strictly controlling risk. Such estimated quota and transaction contents are based on the original cooperation with related customers and expansion needs for future business, and belong to routine business that occurs between the Bank and its related parties which is within the normal operation scope, the details are as follows:

I. BASIC INFORMATION OF RECURRING RELATED PARTY TRANSACTIONS**(I) Overview of recurring related party transactions**

The recurring related party transactions of the Bank refer to the transfer of resources or obligations between the Bank or its subsidiaries and its related parties, mainly representing the related party transactions, including credit granting, asset transfer and services with related parties in the course of day-to-day operations. Specific transactions are subject to the management systems of regulatory authorities and the Bank, including the Administrative Measures for Related Party Transactions.

(II) Estimated quota and types of recurring related party transactions

The estimated quota on recurring related party transactions for 2022 of the Bank represents the cap between the related parties and the Bank and does not constitute undertakings of grants of credit or transactions, and is subject to written approval from the competent approval authority of the Bank upon the occurrence of actual transactions. The expected quota on recurring related transactions involved in the plan takes effect from the date on which it is considered and approved by the Board if it is within the scope of authority of the Board, or from the date on which it is considered and approved by the general meeting if it is beyond the scope of authority of the Board.

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

1. Related party transactions with corporate legal persons

(1) Credit granting related party transactions

Table 1: estimated quota and types of recurring related party transactions with general associated corporations for 2022

Unit: RMB0'000

No.	Related legal person	Credit amount in 2021	Estimated credit line for 2022
1	Zhengzhou Construction Investment Group Co., Ltd. (鄭州市建設投資集團有限公司) and its associated corporations	343,150	370,000
2	Zhengzhou Transportation Construction Investment Co., Ltd. (鄭州交通建設投資有限公司) and its associated corporations	42,100	80,000
3	Zhengzhou Municipal Construction Engineering General Corporation (鄭州市市政工程總公司) and its associated corporations	45,000	50,000
4	Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd. (鄭州市中融創產業投資有限公司) and its associated corporations	257,050	350,000
5	Henan Investment Group Co., Ltd. (河南投資集團有限公司) and its associated corporations	255,000	320,000
6	Henan Guoyuan Trade Co., Ltd. (河南國原貿易有限公司) and its associated corporations	294,491	330,000
7	Henan Asset Management Company Limited (河南資產管理有限公司) and its associated corporations	50,000	300,000
8	Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations	0	50,000
9	Bridge Trust Co., Ltd. (百瑞信託有限責任公司) and its associated corporations	150,000	150,000
10	Central China Securities Co., Ltd. (中原證券股份有限公司) and its associated corporations	0	50,000
11	Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司)	100,000	200,000
12	Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司)	300,000	300,000

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

Table 2: estimated quota and types of recurring related party transactions of subsidiaries of the Bank for 2022

Unit: RMB0'000

No.	Related legal person	Credit amount in 2021	Estimated credit line for 2022
1	Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司)	450,000	500,000
2	Fugou Zhengyin County Bank Co., Ltd. (扶溝鄭銀村鎮銀行股份有限公司)	20,000	40,000
3	Xinmi Zhengyin County Bank Co., Ltd. (新密鄭銀村鎮銀行股份有限公司)	20,000	40,000
4	Junxian Zhengyin County Bank Co., Ltd. (浚縣鄭銀村鎮銀行股份有限公司)	20,000	40,000
5	Queshan Zhengyin County Bank Co., Ltd. (確山鄭銀村鎮銀行股份有限公司)	20,000	40,000
6	Zhongmu Zhengyin County Bank Co., Ltd. (中牟鄭銀村鎮銀行股份有限公司)	20,000	40,000
7	Yanling Zhengyin County Bank Co., Ltd. (鄆陵鄭銀村鎮銀行股份有限公司)	20,000	40,000
8	Xinzheng Zhengyin County Bank Co., Ltd. (新鄭鄭銀村鎮銀行股份有限公司)	40,000	40,000

Note: credit-related business refers to the type of business that complies with the Measures Governing Related Party Transactions of Banking and Insurance Institutions and Interim Measures Governing the Management of Commercial Banks' Equity issued by CBIRC as well as the Bank's credit-related rules; such definition applies below as well.

(2) Non-credit granting related party transactions

During 2022, it is estimated that the Bank will approve financial market transactions with open market prices (including spot trading and pledge-style repurchase) of no more than RMB1.5 billion each for Bank of Lanzhou Co., Ltd. and Zhongyuan Bank Co., Ltd.; approve financial market transactions with open market prices (including spot trading and pledge-style repurchase) of no more than RMB500 million each for Zhongyuan Trust Co., Ltd., Bridge Trust Co., Ltd., Great Wall Fund Management Co., Ltd., Central China Securities Co., Ltd., Henan Jiuding Financial Leasing Co., Ltd. The above business can be carried out on a rolling basis. Asset trading business in an aggregate amount of no more than RMB2 billion for Henan Asset Management Company Limited will be approved, while service type business, including trust and custody and regulatory business, in an aggregate amount of no more than RMB300 million each for Zhongyuan Trust Co., Ltd. and Bridge Trust Co., Ltd. will be approved.

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

2. Related party transactions with related natural persons

Transactions between the Bank and its related natural persons all fall into credit granting related party transactions. The Bank implements total quota control over granting of credit lines to related natural persons in 2022 and the total credit grant quota to related natural persons is expected to be no more than RMB300 million.

(III) The execution of estimated quota on recurring related party transactions in the previous year

1. Credit granting related party transactions

Unit: RMB0'000

No.	Related legal person	Credit amount in 2021	Estimated credit line in 2021
1	Zhengzhou Construction Investment Group Co., Ltd. and its associated corporations	343,150	370,000
2	Zhengzhou Transportation Construction Investment Co., Ltd. and its associated corporations	42,100	100,000
3	Zhengzhou Municipal Construction Engineering General Corporation and its associated corporations	45,000	45,000
4	Henan Investment Group Co., Ltd. and its associated corporations	255,000	320,000
5	Henan Zhengyang Construction Engineering Group Co., Ltd. and its associated corporations	122,857	330,000
6	Henan Huida Jiarui Real Estate Co., Ltd. and its associated corporations	294,491	330,000
7	Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd. and its associated corporations	257,050	350,000
8	Henan Asset Management Company Limited and its associated corporations	50,000	120,000
9	Zhongyuan Trust Co., Ltd. and its associated corporations	/	70,000

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

No.	Related legal person	Credit amount in 2021	Estimated credit line in 2021
10	Bridge Trust Company Limited and its associated corporations	150,000	150,000
11	Central China Securities Co., Ltd. and its associated corporations	/	50,000
12	Bank of Lanzhou Co., Ltd.	100,000	200,000
13	Bank of Guizhou Co., Ltd.	200,000	200,000
14	Henan Jiuding Financial Leasing Co., Ltd.	450,000	450,000
15	Fugou Zhengyin County Bank Co., Ltd.	20,000	40,000
16	Xinmi Zhengyin County Bank Co., Ltd.	20,000	40,000
17	Junxian Zhengyin County Bank Co., Ltd.	20,000	40,000
18	Queshan Zhengyin County Bank Co., Ltd.	20,000	40,000
19	Zhongmu Zhengyin County Bank Co., Ltd.	20,000	40,000
20	Yanling Zhengyin County Bank Co., Ltd.	20,000	40,000
21	Xinzheng Zhengyin County Bank Co., Ltd.	40,000	40,000
22	Related natural persons	12,571.67	30,000
	Statement by the Board of the Bank on the significant difference between the actual occurrence of recurring related party transactions and its estimate (if applicable)		Not applicable
	Statement by independent Directors of the Bank on the significant difference between the actual occurrence of recurring related party transactions and their estimate (if applicable)		Not applicable

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

2. Non-credit granting related party transactions

Unit: RMB0'000

No.	Related legal person	Transaction amount in 2021	Estimated quota in 2021	Business type
1	Henan Asset Management Company Limited	21,795.00	200,000.00	Transfer of non-performing assets
2	Bridge Trust Company Limited	190.38	50,000.00	Trust custody and supervision fees
3	Zhongyuan Trust Co., Ltd.	17,268.34	50,000.00	Trust custody and supervision fees
4	Bank of Lanzhou Co., Ltd.	70,000.00	The largest single transaction not exceeding RMB1 billion	
5	Bank of Guizhou Co., Ltd.	100,000.00	The largest single transaction not exceeding RMB1 billion	
6	Henan Jiuding Financial Leasing Co., Ltd.	/	The largest single transaction not exceeding RMB500 million	
7	Zhongyuan Trust Co., Ltd.	/	The largest single transaction not exceeding RMB500 million	Financial market transactions with open market prices, including spot trading and pledge-style repurchase
8	BOL Financial Leasing Co., Ltd.	/	The largest single transaction not exceeding RMB500 million	

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

No.	Related legal person	Transaction amount in 2021	Estimated quota in 2021	Business type
9	Central China Securities Co., Ltd.	19,403.22	The largest single transaction not exceeding RMB500 million	
10	Great Wall Fund Management Co., Ltd.	32,292.00	The largest single transaction not exceeding RMB500 million	
11	Bank of Jinzhou Co., Ltd.	50,000.00	The largest single transaction not exceeding RMB500 million	
12	Bridge Trust Co., Ltd.	5,057.07	The largest single transaction not exceeding RMB500 million	
13	Green Fund Management Co., Ltd.	7,003.82	The largest single transaction not exceeding RMB500 million	

Statement by the Board of the Bank on the significant difference between the actual occurrence of recurring related party transactions and its estimate (if applicable)

Not applicable

Statement by independent Directors of the Bank on the significant difference between the actual occurrence of recurring related party transactions and their estimate (if applicable)

Not applicable

II. BASIC INFORMATION OF RELATED PARTIES

The related legal persons involved in the estimated quota of recurring related party transactions of the Bank in 2022 are incorporated in accordance with the law and are legal entities that operate on an on-going basis. The entities are under normal production and operation with the capability to perform their contracts, which are not dishonest persons subject to enforcement.

(I) Related corporate legal person

1. Zhengzhou Construction Investment Group Co., Ltd.

Zhengzhou Construction Investment Group Co., Ltd. was incorporated on March 30, 2011 with a registered capital of RMB1.93 billion. Its registered address is Level 17 Zensun Huanhu International, No. 189 Pingan Avenue, Zhengdong New District, Zhengzhou and its legal representative is QIN Guangyuan (秦廣遠). Its business scope includes: investment, construction, operation and management of urban infrastructure; primary development and consolidation of urban construction land; domestic advertising design, production, agency and publishing; management of public parking lots; investment in public welfare undertakings; investment management; real estate development and construction; rental of housing; property management services; sales of electricity.

As at the end of 2020 and the end of September 2021, total assets amounted to RMB49,009,867,300 and RMB50,742,913,900, respectively; net assets amounted to RMB17,059,673,700 and RMB17,031,542,700, respectively; operating income amounted to RMB5,507,637,600 and RMB2,503,524,600, respectively; net profit amounted to RMB10,491,900 and RMB-64,218,900, respectively.

Related relationship: the company is an enterprise controlled by Zhengzhou Finance Bureau, which is a Shareholder that holds more than 5% of the interests in the Bank, and is therefore deemed a related party of the Bank under the relevant provisions of Rule 6.3.3 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange.

2. Zhengzhou Transportation Construction Investment Co., Ltd.

Zhengzhou Transportation Construction Investment Co., Ltd. was incorporated on November 19, 2007 with its registered address at No. 165 Gongren South Road, Zhongyuan District, Zhengzhou, and its legal representative is ZHANG Huiyun (張慧雲). It has a registered capital of RMB100 million and its business scope includes: investment and management of road and bridge constructions; general contracting of roads and bridges; maintenance and renovation of roads and bridges, investment and management of transportation stations and logistics facilities; investment and management of city infrastructure and communication pipelines; domestic advertising design, production, agency and publication (the above scope does not cover items that cannot be carried out without approval as per laws and regulations).

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

As at the end of 2020 and the end of June 2021, total assets amounted to RMB34,333,767,200 and RMB36,799,207,400, respectively; net assets amounted to RMB17,485,179,700 and RMB17,423,211,100, respectively; operating income amounted to RMB1,223,680,200 and RMB580,505,200, respectively; net profit amounted to RMB-81,620,800 and RMB-60,057,000, respectively.

Related relationship: the company is an enterprise controlled by Zhengzhou Finance Bureau, which is a Shareholder that holds more than 5% of the interests in the Bank, and is therefore deemed a related party of the Bank under the relevant provisions of Rule 6.3.3 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange.

3. Zhengzhou Municipal Construction Engineering General Corporation

Zhengzhou Municipal Construction Engineering General Corporation was incorporated on November 29, 1988 with a registered capital of RMB300 million. Its registered address is 1 Youai Road, Zhengzhou, Henan and its legal representative is WANG Mingyuan (王明遠). Its business scope includes: general contracting of municipal public projects; professional contracting of concrete prefabricated components, general contracting of highway project construction, professional contracting of earthwork engineering, professional contracting of urban and road lighting engineering, professional contracting of ready-mixed concrete, general contracting of mechanical and electrical installation engineering, professional contracting of bridge engineering, professional contracting of prestressed engineering, general contracting of building engineering and construction, professional contracting of foundation and foundation engineering, professional contracting for civil air defence engineering, and contracting of foreign projects; property services, rental of housing (the above items can be carried out with valid qualification certificates); sales of building materials and mechanical and electrical products (excluding cars); technology development, technical services, technology transfer; landscaping works; municipal engineering, landscape engineering, architectural design and research; project management and related technical and management services; urban and rural planning; engineering consultancy; engineering surveying; engineering investigation.

As at the end of 2020 and the end of June 2021, total assets amounted to RMB5,988,652,500 and RMB5,871,604,500, respectively; net assets amounted to RMB643,104,100 and RMB668,817,600, respectively; operating income amounted to RMB3,204,698,100 and RMB1,441,386,500, respectively; net profit amounted to RMB39,449,700 and RMB19,600,800, respectively.

Related relationship: the company is an enterprise controlled by Zhengzhou Finance Bureau, which is a Shareholder that holds more than 5% of the interests in the Bank, and is therefore deemed a related party of the Bank under the relevant provisions of Rule 6.3.3 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange.

4. Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd.

Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd. was incorporated on July 4, 2018 with a registered capital of RMB10 billion. Its registered address is 10/F, Western Section of No. 97 Science Avenue, Zhengzhou High and New Technology Industry Development Zone and its legal representative is SHI Xin (石歆). Its business scope includes: industry investment and operation and asset operation and management; state-owned equity and capital operation, construction and operation of industrial parks, industry policy research and investment consultancy, corporate value-added services.

As at the end of 2020 and the end of June 2021, total assets amounted to RMB36,474,188,200 and RMB38,554,505,700, respectively; net assets amounted to RMB21,837,358,300 and RMB22,049,722,500, respectively; operating income amounted to RMB1,779,281,200 and RMB1,122,378,900 respectively; net profit amounted to RMB36,220,200 and RMB30,159,000, respectively.

Related relationship: the company is a subsidiary of Zhengzhou Finance Bureau, which is a Shareholder that holds more than 5% of the interests in the Bank, and is therefore deemed a related party of the Bank under the relevant provisions of Rule 6.3.3 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange.

5. Henan Investment Group Co., Ltd.

Henan Investment Group Co., Ltd. was incorporated on December 18, 1991 with its registered address at Investment Building, No. 41 Nongye Road East, Zhengzhou, and its legal representative is LIU Xinyong (劉新勇). It has a registered capital of RMB12 billion and its business scope includes: investment management, investment in construction projects, sale of industrial means of production, machinery and equipment required for construction projects, and raw materials of products used in investment projects (except those subject to special regulations of the State); rental of housing (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2020 and the end of June 2021, total assets amounted to RMB197,546,610,600 and RMB208,196,564,000, respectively; net assets amounted to RMB60,342,821,700 and RMB64,078,448,200, respectively; operating income amounted to RMB34,421,375,600 and RMB18,907,907,500 respectively; net profit amounted to RMB2,601,253,700 and RMB3,075,170,200, respectively.

Related relationship: the company is a controlling shareholder of Zhongyuan Trust Co., Ltd., which is a major Shareholder of the Bank, and is therefore deemed a related party of the Bank under the relevant provisions in Article 7 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions.

6. *Henan Guoyuan Trade Co., Ltd.*

Henan Guoyuan Trade Co., Ltd. was incorporated on December 5, 2005 with its registered address at No. 1503, 15/F, Huida Business Building, 111 Zhengguang Road, Zhengzhou Section (Zhengzhou East), Henan Pilot Free Trade Zone, and its legal representative is ZHU Zhihui (朱志暉). It has a registered capital of RMB200 million and its business scope includes: building materials and decorative materials, mechanical and electrical products (excluding automobiles), hardware and electrical devices, daily necessities, electronic products, instruments and meters, ceramic products, office equipment, sports goods, construction machinery equipment and accessories, computers and accessories, sales of communication network equipment; housing rental; wholesale and retail: pre-packaged food. Licensed business items can be carried out only after obtaining permission from relevant departments.

As at the end of 2020 and the end of 2021, total assets amounted to RMB3,058,567,200 and RMB3,174,590,700, respectively; net assets amounted to RMB2,327,786,800 and RMB2,383,409,800, respectively; operating income amounted to RMB741,869,600 and RMB815,997,400 respectively; net profit amounted to RMB79,680,300 and RMB55,623,000, respectively.

Related relationship: the company is an enterprise controlled by Mr. ZHU Zhihui, a Supervisor of the Bank, and is therefore deemed a related party of the Bank under the relevant provisions of Rule 6.3.3 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange.

7. *Henan Asset Management Company Limited*

Henan Asset Management Co., Ltd. was incorporated on August 8, 2017 with its registered address at Floor 26, Henan Media Building, No. 2 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province and its legal representative is CHENG Dongmei (成冬梅). It has a registered capital of RMB5 billion and its business scope includes: acquisition, management and disposal of non-performing assets; investment and asset management; private fund management; equity custody, entrusted asset management; enterprise bankruptcy, liquidation and other related management services; corporate mergers and acquisitions services, corporate listing and restructuring services; financial, investment, legal and risk management consultancy services.

As at the end of 2020 and the end of June 2021, total assets amounted to RMB22,468,087,400 and RMB24,915,442,200, respectively; net assets amounted to RMB8,160,011,600 and RMB8,378,581,900, respectively; operating income amounted to RMB1,884,972,600 and RMB1,009,531,600 respectively; net profit amounted to RMB539,775,200 and RMB399,876,600, respectively.

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

Related relationship: the Bank's non-executive Director, Mr. JI Hongjun (姬宏俊), serves as a director of the company, which is therefore deemed a related party of the Bank under the relevant provisions of Rule 6.3.3 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange.

8. Zhongyuan Trust Co., Ltd.

Zhongyuan Trust Co., Ltd. was incorporated on November 27, 2002 with its registered address at No. 24 Shangwu Waihuan Road, Zhengzhou, and its legal representative is ZHAO Weihua (趙衛華). It has a registered capital of RMB4 billion, and its business scope includes: capital trust; chattel trust; real estate trust; securities trust; other property or property rights trusts; investment fund business undertaken as the promoter of an investment fund or fund management company; restructuring, mergers and acquisitions, project finance, corporate finance, financial advisory and other services related to management of corporate assets; underwriting of securities as approved by relevant authorities under the State Council; intermediary, advisory, credit investigation and related services; custody and safe deposit box services; use of inherent properties through interbank deposits and lending, loans, leasing and investments; provision of guarantees to others with inherent properties; interbank lending and borrowing; and other business as prescribed by laws and regulations or approved by the then China Banking Regulatory Commission (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2020 and the end of June 2021, total assets amounted to RMB9,923,514,100 and RMB9,727,016,900, respectively; net assets amounted to RMB9,057,293,300 and RMB8,399,858,800, respectively; operating income amounted to RMB833,072,300 and RMB309,290,200 respectively; net profit amounted to RMB313,275,900 and RMB137,294,600, respectively.

Related relationship: the Bank's non-executive Director, Mr. JI Hongjun (姬宏俊), serves as a senior managerial officer of the company, which is therefore deemed a related party of the Bank under the relevant provisions of Rule 6.3.3 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange.

9. Bridge Trust Co., Ltd.

Bridge Trust Co., Ltd. was incorporated on October 16, 2002 with its registered address at Zhongyuan Guangfa Financial Building, 10 Shangwu Waihuan Road, Zhengzhou Section (Zhengzhou East), Henan Pilot Free Trade Zone and its legal representative is ZHAO Changli (趙長利). It has a registered capital of RMB4 billion. Approved by the CBIRC, the company's business scope for local and foreign currencies includes: (I) capital trust; (II) chattel trust; (III) real estate trust; (IV) securities trust; (V) other property or property rights trusts; (VI) investment fund business undertaken as the promoter of an investment fund or fund management company; (VII) restructuring,

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

mergers and acquisitions of corporate assets, project finance, corporate finance, financial advisory and other services; (VIII) underwriting of securities as approved by relevant authorities under the State Council; (IX) intermediary, advisory, credit investigation and related services; (X) custody and safe deposit box services; (XI) use of inherent properties through interbank deposits and lending, loans, leasing and investments; (XII) provision of guarantees to others with inherent properties; (XIII) interbank lending and borrowing; (XIV) other business as prescribed by laws and regulations or approved by the CBIRC (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2020 and the end of June 2021, total assets amounted to RMB10,511,342,400 and RMB11,249,729,300, respectively; net assets amounted to RMB10,233,776,700 and RMB10,885,487,600, respectively; operating income amounted to RMB1,920,834,800 and RMB1,044,224,000 respectively; net profit amounted to RMB1,122,910,900 and RMB672,518,100, respectively.

Related relationship: the Bank's non-executive Director, Mr. SU Xiaojun (蘇小軍), serves as a director of the company, which is therefore deemed a related party of the Bank under the relevant provisions of Rule 6.3.3 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange.

10. Central China Securities Co., Ltd.

Central China Securities Co., Ltd. was incorporated on November 8, 2002 with its registered address at 10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou. It has a registered capital of RMB4,642,884,700 and its legal representative is JIAN Mingjun (菅明軍). Its business scope includes: securities brokerage, consultancy on securities investment; financial advice in relation to securities trading and securities investment activities; securities underwriting and sponsoring; proprietary trading of securities; management of securities assets; proxy sale of securities investment funds; provision of intermediate referral services to futures companies; margin financing and securities lending; proxy sale of financial products (for items subject to approval, relevant business activities cannot be carried out until approval is obtained).

As at the end of 2020 and the end of June 2021, total assets amounted to RMB52,376,875,600 and RMB54,272,568,700, respectively; net assets amounted to RMB14,186,476,100 and RMB14,313,232,400, respectively; operating income amounted to RMB3,103,301,700 and RMB2,336,041,100 respectively; net profit amounted to RMB102,119,100 and RMB232,438,000, respectively.

Related relationship: the company's controlling shareholder is Henan Investment Group Co., Ltd., and the company is therefore deemed a related party of the Bank under the relevant provisions in Article 7 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions.

11. Bank of Lanzhou Co., Ltd.

Bank of Lanzhou Co., Ltd. was incorporated on August 10, 1998 with its registered address at No. 211 Jiuquan Road, Chengguan District, Lanzhou, Gansu Province, and its legal representative is XU Jianping (許建平). It has a registered capital of RMB5,126,127,451 and its business scope includes: receiving deposits from the public; offering short-term, medium-term and long-term loans, handling domestic settlement and bill acceptance and discounting, issuing financial bonds; acting as an agent for issuance, redemption and underwriting of governmental bonds; trading in governmental bonds, inter-bank lending; provision of guarantees; agency for receipt and payment and insurance brokering; provision of safe deposit boxes; handling entrusted deposits and loans concerning working capital for maintenance of local finance credit; bank card business; deposits, loans, remittance and exchange of foreign currency, settlement and sales of foreign exchange; other foreign exchange business such as international settlements; sales of funds; dealing in and agency for precious metals; and other business as approved by the then China Banking Regulatory Commission (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2020 and the end of June 2021, total assets amounted to RMB362,319 million and RMB396,269 million, respectively; net assets amounted to RMB27,432 million and RMB28,014 million, respectively; operating income amounted to RMB7,304 million and RMB3,921 million respectively; net profit amounted to RMB1,533 million and RMB773 million, respectively.

Related relationship: the Bank's non-executive Director, Mr. WANG Shihao (王世豪), serves as a director of the company, which is therefore deemed a related party of the Bank under the relevant provisions of Rule 6.3.3 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange.

12. Zhongyuan Bank Co., Ltd.

Zhongyuan Bank Co., Ltd. was incorporated on December 23, 2014 with its registered address at Zhongke Jinzuo Building, No. 23 Shangwu Waihuan Road, CBD of Zhengdong New District, Zhengzhou City, Henan Province, and its legal representative is XU Nuojin (徐諾金). It has a registered capital of RMB20,075 million. Its business scope includes: receiving deposits from the public; offering short-term, medium-term and long-term loans, handling domestic and foreign settlement; bill acceptance and discounting; issuing financial bonds; acting as an agent for issuance, redemption and underwriting of governmental bonds; trading in governmental bonds and financial bonds, inter-bank lending; trading and proxy trading of foreign currency; bank card business; provision of letter of credit and guarantee; agency for receipt and payment and agency for insurance business; provision of safe deposit boxes; sales of funds; and other business as approved by the then China Banking Regulatory Commission.

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

As at the end of 2020 and the end of June 2021, total assets amounted to RMB757,482 million and RMB753,001 million, respectively; net assets amounted to RMB59,355 million and RMB61,376 million, respectively; operating income amounted to RMB19,428 million and RMB9,718 million respectively; net profit amounted to RMB3,355 million and RMB2,112 million, respectively.

Related relationship: the Bank's non-executive Director, Mr. LI Xiaojian (李小建), serves as a supervisor of the company, which is therefore deemed a related party of the Bank under the relevant provisions of Rule 6.3.3 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange.

13. *Great Wall Fund Management Co., Ltd.*

Great Wall Fund Management Co., Ltd. was incorporated on December 27, 2001 with its registered address at 4101-4104 of New World Business Centre, No. 6009 Yitian Road Futian District, Shenzhen, and its legal representative is WANG Jun (王軍). It has a registered capital of RMB150 million and its business scope covers items as approved according to the Legal Person Licence for Fund Management Company (基金管理公司法人許可證) issued by China Securities Regulatory Commission.

As at the end of 2020 and the end of June 2021, total assets amounted to RMB1,818,380,100 and RMB1,889,159,800, respectively; net assets amounted to RMB1,430,530,200 and RMB1,456,159,300, respectively; operating income amounted to RMB833,111,500 and RMB475,644,300 respectively; net profit amounted to RMB143,866,800 and RMB75,380,700, respectively.

Related relationship: the Bank's non-executive Director, Mr. JI Hongjun, serves as a director of the company, which is therefore deemed a related party of the Bank under the relevant provisions of Rule 6.3.3 of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange.

14. *Henan Jiuding Financial Leasing Co., Ltd.*

Henan Jiuding Financial Leasing Co., Ltd. was incorporated on March 23, 2016 with its registered address at Building 5,133 Xiongerhe Road, Zhengdong New District, Zhengzhou and its legal representative is XIA Hua (夏華). It has a registered capital of RMB2 billion. Its business scope includes: financial leasing business; outward or inward transfer of financial leasing assets; fixed income securities investment business; acceptance of lease deposits from lessees; absorbing time deposits with a term of three months or more from non-banking shareholders; interbank lending and borrowing; borrowing from financial institutions; offshore borrowing; sale and disposal of leased assets; economic consultancy; other business as approved by the then CBRC.

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

As at the end of 2020 and the end of June 2021, total assets amounted to RMB24,429,815,200 and RMB29,135,288,200, respectively; net assets amounted to RMB2,770,766,400 and RMB2,931,222,800 respectively; operating income amounted to RMB752,622,300 and RMB420,728,800 respectively; net profit amounted to RMB279,127,500 and RMB160,456,500, respectively.

Related relationship: the company is a controlled subsidiary of the Bank and the Bank's executive Director, Mr. XIA Hua, serves as its legal representative, and the company is therefore deemed a related party of the Bank under the relevant provisions of Accounting Standard for Business Enterprises No. 36 – Related Party Disclosures.

15. *Fugou Zhengyin County Bank Co., Ltd.*

Fugou Zhengyin County Bank Co., Ltd. was incorporated on December 3, 2015 with its registered address at Fugou County, Zhoukou and its legal representative is YIN Kuiwei (殷魁偉). It has a registered capital of RMB60 million. Its business scope includes: receiving deposits from the public; provision of short, medium and long-term loans; domestic settlement; bill acceptance and discounting; interbank lending and borrowing; debit card business; acting as an agent for issuance, redemption and underwriting of government bonds; acting as a collection and payment agent; other business as approved by China's banking regulatory authority (business activities requiring permits can be carried out with valid permits or other qualification certificates).

As at the end of 2020 and the end of June 2021, total assets amounted to RMB884,982,700 and RMB970,877,900, respectively; net assets amounted to RMB64,546,100 and RMB67,932,100 respectively; operating income amounted to RMB27,319,900 and RMB7,579,600 respectively; net profit amounted to RMB1,798,800 and RMB-1,165,100, respectively.

Related relationship: the company is a controlled subsidiary of the Bank, and is therefore deemed a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures.

16. *Xinmi Zhengyin County Bank Co., Ltd.*

Xinmi Zhengyin County Bank Co., Ltd. was incorporated on February 15, 2011 with its registered address at 1-4/F, Annex Building of Changlong Financial Building, Northeast corner, Intersection of Qinshui Road and Pingan Road, Xinmi City and its legal representative is YIN Kuiwei (殷魁偉). It has a registered capital of RMB125 million. Its business scope includes: receiving deposits from the public; provision of short, medium and long-term loans; domestic settlement; bill acceptance and discounting; interbank lending and borrowing; bank card business; acting as an agent for issuance, redemption and underwriting of government bonds; collection and payment agency and insurance business agency; other business as approved by the banking regulatory authority.

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

As at the end of 2020 and the end of June 2021, total assets amounted to RMB1,042,702,700 and RMB1,001,540,500, respectively; net assets amounted to RMB159,890,800 and RMB160,362,100 respectively; operating income amounted to RMB25,927,300 and RMB12,558,800 respectively; net profit amounted to RMB2,365,700 and RMB477,700, respectively.

Related relationship: the company is a controlled subsidiary of the Bank, and is therefore deemed a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures.

17. Junxian Zhengyin County Bank Co., Ltd.

Xunxian Zhengyin County Bank Co., Ltd. was incorporated on November 6, 2017 with its registered address at the west side of the middle section of Huanghe Road, Xunxian and its legal representative is ZHAO Lijuan (趙麗娟). It has a registered capital of RMB100 million. Its business scope includes: (I) receiving deposits from the public; (II) provision of short, medium and long-term loans; (III) domestic settlement; (IV) bill acceptance and discounting; (V) acting as an agent for issuance, redemption and underwriting of government bonds; (VI) interbank lending and borrowing; (VII) debit card business; (VIII) collection and payment agency and insurance business agency; (IX) other business as approved by the banking regulatory authority (business operations requiring approvals can be carried out after obtaining relevant permits from the competent authorities).

As at the end of 2020 and the end of June 2021, total assets amounted to RMB1,222,841,200 and RMB1,411,174,200, respectively; net assets amounted to RMB110,137,100 and RMB117,130,400 respectively; operating income amounted to RMB45,528,400 and RMB27,821,700 respectively; net profit amounted to RMB12,675,000 and RMB13,993,300, respectively.

Related relationship: the company is a controlled subsidiary of the Bank and the chairwoman of the Board of Supervisors of the Bank, Ms. ZHAO Lijuan (趙麗娟), serves as its legal representative, and is therefore deemed a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures.

18. Queshan Zhengyin County Bank Co., Ltd.

Queshan Zhengyin County Bank Co., Ltd. was incorporated on November 14, 2017 with its registered address at Building 1 of Jinghua Mansion, the west side of the north section of National Highway 107, Panlong Town, Queshan County, Zhumadian and its legal representative is FENG Tao (馮濤). It has a registered capital of RMB50 million. Its business scope includes: receiving deposits from the public; provision of short, medium and long-term loans; domestic settlement; bill acceptance and discount services;

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

inter-bank lending and borrowing; bank card business; acting as an agent for issuance, redemption and underwriting of government bonds; collection and payment agency and insurance business agency; other business as approved by the banking regulatory authority.

As at the end of 2020 and the end of June 2021, total assets amounted to RMB449,329,800 and RMB560,539,000, respectively; net assets amounted to RMB49,358,900 and RMB51,315,500 respectively; operating income amounted to RMB19,159,600 and RMB7,938,800 respectively; net profit amounted to RMB5,035,400 and RMB1,956,600, respectively.

Related relationship: the company is a controlled subsidiary of the Bank, and is therefore deemed a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures.

19. *Zhongmu Zhengyin County Bank Co., Ltd.*

Zhongmu Zhengyin County Bank Co., Ltd. was incorporated on December 28, 2009 with its registered address at the middle section of Guandu Street, Zhongmu County, Zhengzhou and its legal representative is ZHANG Wenjian (張文建). It has a registered capital of RMB1,122.70 million. Its business scope includes: receiving deposits from the public; provision of short, medium and long-term loans; domestic settlement; bill acceptance and discounting; interbank lending and borrowing; bank card business; acting as an agent for issuance, redemption and underwriting of government bonds; acting as a collection and payment agent; other business as approved by the banking regulatory authority; concurrent-business insurance agency business.

As at the end of 2020 and the end of June 2021, total assets amounted to RMB17,882,793,900 and RMB19,378,940,100, respectively; net assets amounted to RMB1,639,100,300 and RMB1,690,138,400 respectively; operating income amounted to RMB582,434,600 and RMB240,463,900 respectively; net profit amounted to RMB148,750,600 and RMB51,034,200, respectively.

Related relationship: the company is an associate of the Bank, and is therefore deemed a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures.

20. *Yanling Zhengyin County Bank Co., Ltd.*

Yanling Zhengyin County Bank Co., Ltd. was incorporated on December 26, 2011 with its registered address at the south of 100m from the east of the intersection of Huadu Avenue and Huabo Avenue, Yanling County and its legal representative is MAO Yuezhen (毛月珍). It has a registered capital of RMB70.495 million. Its business scope includes: receiving deposits from the public; provision of short, medium and long-term loans;

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

domestic settlement; bill acceptance and discounting; interbank lending and borrowing; debit card business; acting as an agent for issuance, redemption and underwriting of government bonds; purchase and sale of government bonds and financial bonds; acting as a collection and payment agent and insurance agent; other business as approved by China's banking regulatory authority.

As at the end of 2020 and the end of June 2021, total assets amounted to RMB1,261,134,400 and RMB1,520,903,000, respectively; net assets amounted to RMB85,963,400 and RMB86,351,200 respectively; operating income amounted to RMB43,976,200 and RMB24,961,500 respectively; net profit amounted to RMB532,200 and RMB387,800, respectively.

Related relationship: the company is an associate of the Bank, and is therefore deemed a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures.

21. *Xinzheng Zhengyin County Bank Co., Ltd.*

Xinzheng Zhengyin County Bank Co., Ltd. was incorporated on July 12, 2010 with its registered address at Building No. 23, Qingdu Shoufu Community, Yuqian Road, Xinzheng and its legal representative is GUO Zhibin (郭志彬). It has a registered capital of RMB69.12 million. Its business scope includes: receiving deposits from the public; provision of short, medium and long-term loans; domestic settlement; bill acceptance and discounting; interbank lending and borrowing; bank card business; acting as an agent for issuance, redemption and underwriting of government bonds; collection and payment agency; other business as approved by the banking regulatory authority.

As at the end of 2020 and the end of June 2021, total assets amounted to RMB4,038,769,800 and RMB3,623,251,100, respectively; net assets amounted to RMB184,571,300 and RMB177,812,400 respectively; operating income amounted to RMB179,003,800 and RMB53,648,100 respectively; net profit amounted to RMB33,362,600 and RMB-6,758,800, respectively.

Related relationship: the company is an associate of the Bank, and a senior executive of the Bank, Mr. GUO Zhibin (郭志彬), serves as its legal representative, and the company is therefore deemed a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures.

The financial data for 2021 related to the above related legal persons are unaudited.

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2022

(II) Related Natural Persons

The related natural persons of the Bank include:

1. natural persons who directly or indirectly hold more than 5% of the Bank's Shares;
2. Directors, Supervisors, and senior management of the Bank;
3. directors, supervisors and senior management of the related legal persons below: legal persons or other institutions that directly or indirectly control the Bank;
4. close family members of the persons mentioned in paragraphs 1 and 2 above, including spouses, parents, adult children, and siblings;
5. those with one of the above stipulated circumstances within the past 12 months or, according to relevant agreements or arrangements, within the next 12 months;
6. natural persons who should be identified as related natural persons of the Bank in accordance with the relevant provisions of related party transaction management systems of CSRC, Shenzhen Stock Exchange, CBIRC and the Bank.

III. MAIN CONTENT AND PRICING POLICY OF RELATED PARTY TRANSACTIONS

The above recurring related party transactions carried out by the Bank belong to regular business within the normal operation scope of banks, are based on the original cooperation basis with related customers and the reasonable expectations of business development, and facilitate the expansion of channels to attract customers. Transactions with related parties follow market pricing, are carried out under conditions no better than same-type transactions with non-related parties, comply with the fairness principle required by related party transaction management, and there is neither interest channelling and price manipulation nor prejudice to the interests of the Bank and Shareholders.

IV. PURPOSE OF RELATED PARTY TRANSACTIONS AND THEIR IMPACTS ON THE BANK

These transactions are conducive to giving full play to the customer resource advantages of quality related parties and develop the company's business actively and prudently. Transactions comply with fair and reasonable pricing policy and the price of related party transactions is determined with reference to market prices, which will neither prejudice the legitimate rights and interests of small and medium Shareholders nor affect the independence of the Bank. Such transactions will not adversely affect the on-going operation ability, profit and loss, and asset position of the Bank, and the Bank will not become dependent on or be controlled by related parties as a result.

Note: Unless otherwise stated, the data contained herein is denominated in RMB.

PROCEDURES OF THE BOARD OF SUPERVISORS OF BANK
OF ZHENGZHOU CO., LTD.

Chapter 1 General Provisions

Article 1 In order to improve the corporate governance structure of Bank of Zhengzhou Co., Ltd. (the “Bank”), clarify the functions and power of the Board of Supervisors and supervisors, improve the procedure of the Board of Supervisors, enhance the supervision quality and efficiency of the Board of Supervisors, and protect the legitimate rights and interests of the Bank and its shareholders and stakeholders, these Rules were developed based on the actual situation of the Bank and in accordance with relevant provisions of the Company Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Guidelines for the Board of Supervisors of Commercial Banks, Guidance on Independent Directors and External Supervisors of Joint-Stock Commercial Banks, the Guidelines for the Corporate Governance of Banking and Insurance Institutions, the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial), and the Articles of Association of Bank of Zhengzhou Co., Ltd. (the “Articles of Association”).

Article 2 The Board of Supervisors is the supervisory body of the Bank and is responsible to the Shareholders’ General Meeting. The Board of Supervisors independently exercises supervisory powers according to law to protect the legitimate rights and interests of the Bank, its shareholders, depositors and other stakeholders.

Article 3 These Rules are binding on all supervisors of the Bank, staff designated by the Board of Supervisors and other relevant personnel attending meetings of the Board of Supervisors as non-voting participants.

Chapter 2 Composition and Responsibilities of the Board of Supervisors

Section 1 Composition of the Board of Supervisors

Article 4 The Board of Supervisors consists of three to thirteen supervisors, including shareholder supervisors, external supervisors and employee supervisors. There shall be no less than two external supervisors, and either external supervisors or employee supervisors of the Bank shall not account for less than one-third of all supervisors.

Article 5 Shareholder supervisors shall be nominated by the Board of Supervisors or shareholders who individually or collectively hold at least 3% of the voting shares of the Bank, and then be elected or replaced at a general meeting. External supervisors shall be nominated by the Board of Supervisors or shareholders who individually or collectively hold at least 1%

of the voting shares of the Bank, and then be elected or replaced at a general meeting. Employee supervisors shall be nominated by the Board of Supervisors and the trade union of the Bank, and then be democratically elected or replaced at the employee representative congress or by other means.

None of the directors and senior officers of the Bank shall concurrently serve as a member of the Board of Supervisors.

In principle, the number of supervisors nominated by a shareholder and its affiliates shall not exceed one-third of all members of the Board of Supervisors. Where a waiver of this requirement is needed due to a special ownership structure, an application stating the reasons for that shall be submitted to the regulatory authorities.

Shareholders and their related parties who have nominated directors shall not nominate supervisors, unless otherwise stipulated by the state.

Article 6 The board of supervisors shall have a full-time Chief Supervisor. The appointment and removal of the Chief Supervisor shall be subject to approval by two-thirds or more of the members of the Board of Supervisors. The Chief Supervisor shall have professional knowledge and work experience in accounting, audit, finance or legal aspects.

Article 7 The term of office of supervisors is three years, renewable upon re-election at its expiry. However, the cumulative term of office of an external supervisor of the Bank shall not exceed six years.

Article 8 The term of office of supervisors shall commence from the date of taking office to the expiry of the term of office of the current session of the Board of Supervisors. Before the expiry of the term of office, the Shareholders' General Meeting and the employee representative congress shall not dismiss them without reason.

Article 9 A supervisor may resign before his term of office expires. If the term of office of a supervisor expires but re-election is not held in time, or if the number of members of the Board of Supervisors is less than the quorum due to the resignation of any supervisor during his term of office, the original supervisor shall continue to perform the duties of a supervisor in accordance with relevant laws and the Articles of Association until a newly elected supervisor succeeds him.

Section 2 Responsibilities of the Board of Supervisors

Article 10 The Board of Supervisors is the supervisory body of the Bank and is responsible to the Shareholders' General Meeting. It performs the following duties according to law and subject to the Articles of Association:

- (1) to review the periodic reports of the Bank prepared by the Board of Directors and provide written opinions on the authenticity, accuracy and completeness of the reports;
- (2) to review the Bank's profit distribution plan and express opinions on the compliance and rationality of the profit distribution plan;
- (3) to supervise the performance of duties by the Board of Directors, senior management and their members, conduct a comprehensive evaluation of their performance of duties, and report the evaluation results to the Shareholders' General Meeting of the Bank and regulatory authorities;
- (4) to inspect and supervise the financial activities of the Bank;
- (5) to supervise the Bank's internal control and compliance work, and review internal control inspection reports and self-evaluation reports;
- (6) to supervise the compliance of the Bank's appointment, removal and re-appointment of external audit firm, the fairness of employment terms and remuneration, and the independence and effectiveness of external audit;
- (7) to supervise and audit the business decision-making, risk management and internal control of the Bank as needed;
- (8) to conduct economic responsibility audits on directors and senior management members as needed;
- (9) to advise, warn, interview or inquire, in written or oral form, the Board of Directors, senior management and their members or other relevant personnel as needed;
- (10) to require directors and senior officers to correct their behaviors that harm the interests of the Bank, and propose to remove directors and senior officers who violate the laws, administrative regulations, the Articles of Association or any resolutions of general meetings or file lawsuits against them according to law;
- (11) to propose remuneration or benefits arrangements for supervisors;

- (12) to propose to convene an extraordinary general meeting and convene and preside over the general meeting in the event that the Board of Directors fails to perform the duties of convening and presiding over the general meeting as stipulated in the Company Law;
- (13) to make proposals to the Shareholders' General Meeting;
- (14) to propose to convene an extraordinary meeting of the Board of Directors;
- (15) to verify the financial report, business report, profit allocation plan and other financial information proposed to be submitted by the Board of Directors to the Shareholders' General Meeting, investigate any anomalies found in the Bank's operations, and when necessary, engage professional agencies such as accounting firm and law firm to assist its work at the expense of the Bank;
- (16) other functions and powers conferred by applicable laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association or the Shareholders' General Meeting.

Article 11 In addition to performing its duties in accordance with the Company Law and other laws and regulations and the Articles of Association, the Board of Supervisors shall also pay much attention to the following matters:

- (1) supervising the Board of Directors to adopt prudent business philosophy and value standards and formulate development strategies in line with the situation of the Bank;
- (2) supervising the scientificity, rationality and robustness of the Bank's development strategies;
- (3) supervising the Bank's business decision-making, risk management and internal control;
- (4) supervising the process of election and appointment of directors;
- (5) supervising the implementation of the Bank's compensation management system and the scientificity and rationality of the compensation scheme for senior officers;
- (6) other matters prescribed by laws and regulations, regulatory rules and the Articles of Association.

Article 12 The Board of Supervisors has the right to know, right to propose and right to report as conferred by laws and regulations and the Articles of Association. When performing its duties, the Board of Supervisors has the right to learn about the situation from relevant personnel and entities of the Bank and the right to require the Board of Directors and senior management to provide relevant information and materials, and such personnel and entities shall cooperate.

Article 13 In the course of performing its duties, the Board of Supervisors may adopt various measures such as off-site inspection, examination, attending meetings, reviewing reports, conducting research, conducting a questionnaire surveys, exit audit, and hiring a third-party professional agency to provide assistance. The Board of Supervisors has the right to use all of the Bank's operational and management information systems as needed to perform its duties.

Article 14 The internal audit department of the Bank shall regularly report to the Board of Supervisors on its audit work. When the Board of Supervisors has doubts about the audit results submitted by the internal audit department, it has the right to require the internal audit department to make an explanation.

Article 15 The Board of Supervisors shall organize supervisors to study, inspect and research, and make feasible suggestions on the work of the Board of Supervisors. In its work plan, the Board of Supervisors shall arrange for supervisors to participate in the training organized by the banking regulatory authority, so as to improve their ability to perform their duties.

Article 16 The Board of Supervisors should have an independent cost budget. The Board of Supervisors has the right to independently allocate budget expenses as needed, and the expenses incurred by the Board of Supervisors in exercising its powers and functions shall be borne by the Bank.

Article 17 The Board of Supervisors shall report to the Shareholders' General Meeting at least once a year. Such report shall cover:

- (1) supervision of the performance of duties by the Board of Directors, senior management and their members, financial activities, internal control and risk management of the Bank;
- (2) the work done by the Board of Supervisors and supervisors' performance evaluation results;
- (3) the Board of Supervisors' expression of independent opinions on relevant matters;
- (4) other matters as the Board of Supervisor considers should be reported to the Shareholders' General Meeting or a general meeting.

Section 3 Responsibilities of Supervisors

Article 18 The Chief Supervisor shall mainly perform the following duties:

- (1) to convene and preside over meetings of the Board of Supervisors;
- (2) to organize the performance of duties of the Board of Supervisors;
- (3) to sign the report of the Board of Supervisors and other important documents;

- (4) to report to the Shareholders' General Meeting on behalf of the Board of Directors;
- (5) other functions and powers conferred by relevant laws, the Articles of Association and the Board of Supervisors.

Article 19 Supervisors shall attend meetings of the Board of Supervisors, express their opinions on the matters to be resolved at such meetings and exercise their voting rights.

Article 20 Each supervisor shall be responsible for the resolutions of the Board of Supervisors, unless it is proved that he has expressed objection to the relevant resolutions during voting, as recorded in the meeting minutes.

Article 21 Supervisors shall attend in person at least two-thirds of the meetings of the Board of Supervisors each year. Where a supervisor is unable to attend a meeting for some reason, he may authorize another supervisor in writing to attend on his behalf. The proxy form shall specify his personal opinions and voting intentions on the proposals involved

Article 22 A supervisor shall perform supervisory work for the Bank for at least 15 working days each year.

Article 23 Supervisors who attend board meetings and senior management meetings have the right to express their opinions and raise questions or make suggestions on matters considered thereat, but have no right to vote. Supervisors who attend a board meeting or senior management meeting shall report to the Board of Supervisors on the meeting.

Article 24 Supervisors shall report to the Board of Directors and the Board of Supervisors on their relationships with other shareholders, directors and supervisors in a timely, complete and truthful manner, and shall not use such relationships to harm the interests of the Bank.

Article 25 Supervisors shall ensure the information disclosed by the Bank is true, accurate and complete.

Article 26 Supervisors serving as members of the Party committee shall strictly implement the decisions of the Party organization in the process of decision-making and supervision, promote the communication between the Party Committee and the Board of Supervisors, and ensure that the leading role of the Party organization is brought into play.

Article 27 Employee supervisors shall accept the supervision of the employee representative congress and the employee congress or other forms of democratic supervision, and report to the employee representative congress on a regular basis. At the meetings of the Board of Supervisors, these supervisors shall express opinions and exercise voting rights on matters resolved at the employee representative congress according to the relevant resolutions of the employee representative congress.

Article 28 The responsibilities of external supervisors shall be implemented in accordance with the relevant provisions of the Measures for the Management of External Supervisors of Bank of Zhengzhou Co., Ltd.

Article 29 Where a supervisor commits a serious dereliction of duty as in any of the following cases, the Board of Supervisors shall propose to the Shareholders' General Meeting and the employee representative congress to remove the supervisor:

- (1) deliberately disclosing the trade secrets of the Bank and damaging the legitimate interests of the Bank;
- (2) accepting undue benefits in the course of the performance of duties or taking advantage of the position of supervisor for personal gains;
- (3) failing to identify problems that should be found during supervision or concealing the problems found, resulting in heavy losses to the Bank;
- (4) other serious dereliction of duty as prescribed by laws and regulations, regulatory rules and the Articles of Association.

Article 30 A supervisor who violates any laws, administrative regulations, department rules or the Articles of Association in performing his duties shall be liable for compensation for any loss so caused to the Bank.

Section 4 Special Committees and Other Bodies of the Board of Supervisors

Article 31 The Board of Supervisors may set up special committees such as the Nomination Committee and the Supervisory Committee as needed. The special committees carry out their work according to the authorization of the Board of Supervisors and are responsible to the Board of Supervisors.

Article 32 The Nomination Committee shall carry out its work in accordance with the Work Rules for the Nomination Committee of the Board of Supervisors of Bank of Zhengzhou Co., Ltd., and its main responsibilities are:

- (1) to formulate the procedures and standards for selection and appointment of supervisors, preliminarily review the qualifications of supervisors, and make recommendations to the Board of Supervisors;
- (2) to supervise the process of election and appointment of directors;
- (3) to comprehensively evaluate the performance of duties by directors, supervisors and senior officers and report to the Board of Supervisors thereon;

- (4) to propose remuneration or benefits arrangements for supervisors;
- (5) other matters authorized by the Board of Supervisors.

Article 33 The Supervisory Committee shall carry out its work in accordance with the Work Rules for the Supervisory Committee of the Board of Supervisors of Bank of Zhengzhou Co., Ltd., and its main responsibilities are:

- (1) to supervise the Board of Directors to adopt prudent business philosophy and value standards and formulate development strategies in line with the actual situation of the Bank;
- (2) to supervise the Bank's financial activities, business decision-making, risk management and internal control;
- (3) to conduct economic responsibility audits on directors and senior management members as needed;
- (4) to review the periodic reports of the Bank prepared by the Board of Directors and provide written opinions thereon;
- (5) to supervise the implementation of the Bank's compensation management system and the scientificity and rationality of the compensation scheme for senior officers;
- (6) to review the financial information that the Bank should disclose to the public;
- (7) to guide the work of the internal audit department of the Bank;
- (8) other matters authorized by the Board of Supervisors.

Article 34 The Board of Supervisors has an office as its day-to-day working body, which is responsible for handling the daily affairs and organizing meetings of the Board of Supervisors and its special committees.

Chapter 3 Meeting Procedures of the Board of Supervisors

Section 1 Methods of Convening Meetings

Article 35 Board of supervisors meeting is the main form of discussion of the Board of Supervisors. Meetings of the Board of Supervisors are classified into regular meetings and extraordinary meetings.

Article 36 Meetings of the Board of Supervisors shall be convened and presided over by the Chief Supervisor. If the chairman of the Board of Supervisors is unable or fails to perform his duties, a supervisor shall be elected by a simple majority of supervisors to convene and preside over meetings of the Board of Supervisors.

Article 37 Regular meetings of the Board of Supervisors shall be held at least four times a year and at least once a quarter. The duration of each meeting of the Board of Supervisors shall be determined by the Chief Supervisor.

Article 38 Under any of the following circumstances, the Chief Supervisor shall convene and preside over an extraordinary meeting of the Board of Supervisor within ten working days:

- (1) when the Chief Supervisor considers it necessary;
- (2) when proposed jointly by more than one third of the supervisors;
- (3) when proposed by more than half of the external supervisors (if the Bank has only two external supervisors, when unanimously proposed by the two external supervisors);
- (4) any other circumstances prescribed by laws, administration regulations, departmental rules or the Articles of Association.

Article 39 A meeting of the Board of Supervisors may be convened by way of on-site meeting or by written resolutions. Meetings of the Board of Supervisors are mainly held in the form of on-site meeting. On the premise of ensuring that supervisors are well informed and can fully express their opinions, a meeting of the Board of Supervisors may be held by written resolutions with the consent the Chief Supervisor.

On-site meetings refer to meetings held by means of face-to-face communication, videoconferencing, or teleconferencing that enables the participants to communicate and discuss in real time.

Written resolutions refers to proposals being resolved through separate delivery or circulation for consideration and approval.

Section 2 Meeting Notification

Article 40 A notice of a meeting of the Board of Supervisors shall contain the following:

- (1) the time and venue of the meeting;
- (2) the duration of the meeting;
- (3) the subject matter and topics of the meeting;

- (4) the date on which the notice is issued;
- (5) the contact person of the meeting and his/her contact information;

Article 41 To hold a regular meeting of the Board of Supervisors, the office of the Board of supervisors shall send the notice of the meeting to all supervisors ten days before the meetings and deliver the meeting materials to all supervisors five days before the meeting.

To hold an extraordinary meeting of the Board of Supervisors, the office of the Board of supervisors shall send the notice of the meeting to all supervisors five days before the meetings and deliver the meeting materials to all supervisors three days before the meeting.

In case of emergency where an extraordinary meeting of the Board of Supervisors needs to be convened as soon as possible, the service of the notice of the meeting and the meeting materials may not be subject to the time limits specified the preceding paragraph, provided that such notice and materials shall be served on all supervisors before the meeting is held.

Article 42 A notice of a meeting of the Board of Supervisors may be given in one of the following ways:

- (1) if it is sent by hand, the recipient or his/her agent shall sign (or affix a seal to) the return on service, and the date of receipt by the recipient or his/her agent shall be the date of service;
- (2) if it is sent by fax, the date of fax shall be the date of service;
- (3) if it is sent by email, the date of sending shall be the date of service;
- (4) if it is delivered by mail or courier, the working day immediately following the date of sending shall be the date of service.

Article 43 Once a notice of a meeting of the Board of Supervisors is issued, the matters stated in the notice shall not be changed. Under special circumstances, the Chief Supervisor has the right to change the time, venue and agenda of the meeting, but he shall explain to the supervisors and notify all supervisors in advance.

Article 44 Where all external supervisors consider that the materials of a meeting of the Board of Supervisors are insufficient or relevant arguments are unclear, they may jointly propose in writing to postpone the convening of the meeting or defer the consideration of relevant proposals, and the Board of Supervisors shall adopt such proposal.

Section 3 Meeting Attendance

Article 45 Meetings of the Board of Supervisors shall not be held unless two-thirds or more of the supervisors are present.

Article 46 Supervisors shall attend meetings of the Board of Supervisors in person. A supervisor who is unable to attend a meeting for some reason shall review the meeting materials in advance and form clear opinions on the proposals involved, and then appoint another supervisor in writing to attend the meeting on his behalf, provided that a supervisor shall not act as proxy for more than two supervisors at a meeting of the Board of Supervisors. An external supervisor may appoint another external supervisor to attend a meeting on his behalf.

The written proxy form shall set out the name of proxy, matters delegated, scope of authorization and term of validity, and shall be signed by the principal.

A supervisor acting as proxy shall exercise the rights of the principal within the scope of authorization. A supervisor who neither attends a meeting of the Board of Supervisors in person nor appoints a proxy to attend on his behalf shall be deemed to have waived his right to vote at the meeting, and shall be legally responsible for the resolutions of the meeting.

Article 47 Any supervisor who fails to attend two meetings of the Board of Supervisors in a row and do not appoint another supervisor to attend the meetings on his behalf, or who attends in person less than two-thirds of the meetings of the Board of Supervisors within one year, shall be deemed to have failed to perform his duties, in which case the Board of Supervisors shall propose to the Shareholders' General Meeting or the employee representative congress to remove him.

Article 48 For a meeting of the Board of Supervisors, the Board of Supervisors may require the Bank's directors, senior officers, internal and external auditors, and personnel related to meeting agenda to attend the meeting as non-voting participants and answer questions raised by the supervisors.

Section 4 Voting and Resolutions

Article 49 At a meeting of the Board of Supervisors, the matters to be resolved shall be voted on a case-by-case basis by a show of hands or open ballot or by means of telecommunication under the one-person one-vote rule.

Article 50 The voting intent of a supervisor may be “for”, “against” or “abstain”. Each supervisor present shall choose one of the above options. Where a supervisor does not make a choice among the options or choose two or more options, the chairman of the meeting shall ask the supervisor to choose again. If he refuses to do so, he shall be deemed to have abstained from voting. Leaving the meeting halfway without making a choice shall be deemed an abstention.

Article 51 The resolutions and reports of the Board of Supervisors shall be approved by two-thirds or more of the supervisors, unless otherwise provided by applicable laws and regulations, regulatory rules and the Articles of Association which shall prevail.

Article 52 A meeting of the Board of Supervisors may be held by means of telecommunication and concluded by written resolutions, provided that the following conditions are met:

- (1) the matters to be resolved by written resolutions, together with background information on the topics of the meeting and other relevant information and data that are helpful for supervisors to make decisions, shall be delivered to all supervisors at least three days before voting;
- (2) voting by written resolutions shall be conducted on a case-by-case basis;
- (3) where voting by written resolutions is necessary, the written proposal to be resolved shall state the reasons for adopting voting by written resolutions and its compliance with the Articles of Association or the Procedures of the Board of Supervisors.

Consideration of material issues such as annual report and profit distribution plan shall not be conducted by way of written resolutions.

Article 53 Where a meeting of the Board of Supervisors is held by written resolutions, each supervisor shall write his vote (“for”, “against” or “abstain”) on each proposal and sign it for approval. If more than two-thirds of the supervisors vote for and sign it, the proposal will be passed.

A time limit for voting shall be specified for voting by written resolutions, and supervisors who fail to cast a vote within the time limit shall be deemed to have abstained from voting.

Section 5 Meeting Minutes

Article 54 Meeting minutes of the Board of Supervisors shall be recorded and organized by the office of the Board of Supervisors. The minutes of a meeting shall set out:

- (1) the date, venue and name of the convener or chairman of the meeting;

- (2) the names of the supervisors attending the meeting in person and the supervisors (proxies) appointed by other supervisors to attend the meeting;
- (3) the agenda of the meeting;
- (4) the main points of the speeches of supervisors;
- (5) the voting method and result for each proposal (the voting result shall indicate the numbers of the votes of “for”, “against” or “abstention”).

Article 55 Supervisors attending the meeting or their proxies and the personnel of the office of the Board of Supervisors shall sign the meeting minutes for confirmation. Where a supervisor disagrees with the minutes, he may require that an explanatory record of his speech at the meeting be made on the minutes.

Supervisors who fail to sign the minutes for confirmation in accordance with the preceding paragraph shall be deemed to fully agree with the content of the minutes and resolutions passed.

Article 56 Resolutions shall be made at a meeting of the Board of Supervisors and filed with relevant regulatory authorities for the record as required.

Article 57 Archives of meetings of the Board of Supervisors, including meeting notices, meeting documents, attendance books, votes, meeting minutes signed by the attending supervisors, and announcements on resolutions, shall be kept by the office of the Board of Supervisors for good in accordance with the Bank’s archive management regulations.

Article 58 The announcement of resolutions of a meeting of the Board of Supervisors shall be made in accordance with the relevant rules of the stock exchange. Before the publication of such announcement, the attendees, non-voting attendees, recorders and service personnel present at the meeting shall be responsible for keeping confidential the meeting materials submitted by the Bank and the discussions and resolutions of the meeting. The Board of Supervisors has the right to hold accountable any participants of the meeting who leak confidential information about the meeting according to law.

Chapter 4 Supplementary Provisions

Article 59 Unless otherwise specified, the terms used herein shall have the same meanings ascribed thereto under the Articles of Association.

Article 60 For matters not covered herein or in case of any discrepancy between these Rules and any applicable laws and regulations, regulatory rules and the Articles of Association as issued and amended after these Rules come into effect, the applicable laws and regulations, regulatory rules and the Articles of Association shall prevail.

Article 61 The expression “or more” herein for the numbers includes the number indicated while “less than”, “exceed”, and “below” exclude the number indicated.

Article 62 These Rules shall be interpreted and amended by the Board of Supervisors.

Article 63 These Rules shall come into effect after being adopted by an ordinary resolution of a general meeting.

MANAGEMENT MEASURES OF EXTERNAL SUPERVISORS OF
BANK OF ZHENGZHOU CO., LTD.

Chapter I General Provisions

Article 1 In order to improve the corporate governance of Bank of Zhengzhou Co., Ltd. (the “Bank”), optimize the composition of its Board of Supervisors and promote external supervisors to faithfully perform their duties, these Measures are developed in accordance with the Banking Supervision Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Company Law of the People’s Republic of China, the Guidelines for the Board of Supervisors of Commercial Banks, the Guidance on Independent Directors and External Supervisors of Joint-Stock Commercial Banks, the Guidelines for the Corporate Governance of Banking and Insurance Institutions, the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial), and the articles of association of Bank of Zhengzhou Co., Ltd. (the “Articles of Association”).

Article 2 These Measures are applicable to the appointment and removal of external supervisors of the Bank’s Board of Supervisors.

Chapter II Rights and Obligations of External Supervisors

Article 3 External supervisors refer to supervisors who do not hold other positions except supervisor in the Bank and have no relationship with the Bank, its shareholders and de facto controller that may affect their independent and objective judgment.

Article 4 External supervisors are entitled to the rights of supervisors. They supervise the Bank’s Board of Directors, senior management and their members, and carry out supervision and inspection activities within the scope of authority of the Board of Supervisors according to the resolutions of the Board of Supervisors. When performing their duties, external supervisors shall pay particular attention to the interests of the Bank’s depositors and the Bank as a whole.

Article 5 The Supervisory Committee and Nomination Committee are set up under the Board of Supervisors of the Bank, both of which are chaired by external supervisors.

Article 6 Half or more of the external supervisors may propose to the Board of Directors to convene an extraordinary general meeting. If there are only two external supervisors, the proposal to convene an extraordinary general meeting shall be subject to their unanimous consent.

Article 7 The Board of Supervisors shall convene a meeting of the Board of Supervisors when all external supervisors propose to do so. When all external supervisors consider that the information of the proposals to be presented at a meeting of the Board of Supervisors is not adequate or relevant arguments are unclear, they may jointly propose in writing to postpone the convening of the meeting or defer the deliberation of relevant matters, and the Board of Supervisors shall adopt such proposal.

Article 8 External supervisors have fiduciary duties to the Bank and all its shareholders, and shall exercise due diligence.

Article 9 External supervisors shall perform their duties independently without being affected by the Bank's major shareholders and senior officers and other entities and individuals interested in the Bank, and carefully safeguard the legitimate rights and interests of minority shareholders and other stakeholders.

Article 10 Except as required by law, external supervisors shall not disclose trade secrets related to the Bank.

Chapter III Qualifications of External Supervisors

Article 11 Each external supervisor of the Bank shall have high professional quality and good reputation, and shall also meet the following conditions:

- (1) being eligible to be a supervisor of the Bank according to applicable laws and relevant requirements of the competent regulatory authorities and the Articles of Association;
- (2) holding no position other than supervisor in the Bank, and having no relationship with the Bank and its major shareholders that may compromise his independent and objective judgment;
- (3) having basic knowledge of commercial bank operations and being familiar with relevant applicable laws;
- (4) having a bachelor's degree or above or an intermediate professional title or above;
- (5) having at least five years of work experience in legal, economic, financial, accounting or other fields that is necessary to perform the duties as an external supervisor;
- (6) having the ability to read, understand and analyze the credit statistics and financial statements of commercial banks.

Article 12 The following persons may not serve as external supervisors of the Bank:

- (1) shareholders holding more than 1% equity in the Bank or persons who hold positions in these shareholders' companies, or natural person shareholders among the top ten shareholders of the Bank;
- (2) persons who hold positions in the Bank or enterprises under the control or de facto control of the Bank;
- (3) persons who held positions in the Bank or enterprises under the control or de facto control of the Bank in the three years before taking office;
- (4) persons who hold positions in entities which have legal, accounting, auditing, management consulting and other business dealings with or have interests in the Bank;
- (5) any other persons who may be controlled or materially influenced by the Bank by any means;
- (6) close relatives of the above-mentioned persons;
- (7) staff of state organs;
- (8) other persons who are not allowed to serve as external supervisors as prescribed by the regulatory authorities of the place where the shares of the Bank are listed or other relevant regulatory authorities or as stipulated in the Articles of Association.

The term "close relatives" as mentioned in this Article refers to spouses, parents, children, siblings, grandparents and maternal grandparents.

Article 13 A person in any of the following circumstances may not serve as an external supervisor of the Bank:

- (1) being sentenced to criminal penalties for committing crimes of corruption, bribery, embezzlement of property, misappropriation of property or disrupting the market economic order, or being deprived of political rights for committing crimes;
- (2) serving as a director or factory director or manager of a company or enterprise that has been bankrupt and liquidated due to poor management, and being personally responsible for the bankruptcy of such company or enterprise;
- (3) acting as the legal representative of a company or enterprise whose business license has been revoked due to violation of law and being personally responsible for that;
- (4) having a large amount of outstanding debt that is due;

- (5) being removed from office by his former employer for failing to exercise due diligence;
- (6) serving as the former principal officer of a high-risk financial institution and being unable to prove he is not liable for the cancellation or loss of assets of such financial institution.

Article 14 An external supervisor may not serve in the Bank for more than 6 years. An external supervisor shall not concurrently serve in more than two commercial banks, and shall not concurrently serve as an external supervisor of another financial institution where conflicts of interest may arise.

Chapter IV Election, Appointment and Removal of External Supervisors

Article 15 The Bank shall employ at least two external supervisors, and the proportion of external supervisors shall not be less than one-third of the Board of Supervisors. The Board of Supervisors may nominate a list of external supervisors, and shareholders who individually or collectively hold more than 1% of the outstanding voting shares of the Bank may nominate candidates for external supervisors. If the voting shares held by the controlling shareholder exceed 30% of the total shares of the Bank, cumulative voting shall be adopted for the election of external supervisors.

Article 16 Before taking office, external supervisors shall make a statement to the Board of Supervisors to guarantee that they have enough time and energy to perform their duties, and undertake to exercise due diligence.

Article 17 An external supervisor shall work for the Bank for at least 15 working days each year. An external supervisor may authorize another external supervisor to attend a meeting of the Board of Supervisors on his behalf, but shall attend at least two-thirds of the meetings of the Board of Supervisors each year.

Article 18 An external supervisor of the Bank in any of the following circumstances shall be considered to have committed a serious dereliction of duty:

- (1) disclosing the secrets of the Bank and damaging the legitimate interests of the Bank;
- (2) accepting undue benefits in the course of the performance of duties;
- (3) taking advantage of the position of external supervisors for personal gains;
- (4) failing to identify problems that should be found during supervision and inspection or concealing the problems found, resulting in significant losses to the Bank;
- (5) other serious dereliction of duty as prescribed by the banking regulatory authority.

Article 19 Where an external supervisor of the Bank falls under any of the following circumstances, the Board of Supervisors shall propose to the shareholders' meeting to remove the external supervisor:

- (1) serious dereliction of duty;
- (2) no longer meeting the qualifications of external supervisors of the Bank due to job changes and failing to resign;
- (3) attending in person less than two-thirds of the meetings of the Board of Supervisors meetings within one year;
- (4) other circumstances under which he is not suitable to continue to serve as an external supervisor as stipulated by laws and regulations.

Article 20 An external supervisor may resign before the expiry of his term of office. The shareholders' meeting may authorize the Board of Supervisors to decide whether to approve the resignation of an external supervisor. Before the shareholders' meeting or the Board of Supervisors approves the resignation of an external supervisor, the external supervisor shall continue to perform his duties.

Article 21 When an external supervisor resigns, he shall submit a written resignation to the Board of Supervisors and a written statement to the latest shareholders' meeting, specifying any matters that are related to his resignation or they consider necessary to draw to the attention of shareholders and creditors. Where the number of external supervisors is less than two after the resignation of an external supervisor, such resignation shall not take effect until the vacancy is filled by his successor.

Chapter V Remuneration and Expenses of External Supervisors

Article 22 The Bank provides appropriate remuneration for external supervisors. The standard of remuneration shall be proposed by the Board of Supervisors and approved by the shareholders' meeting, and shall be disclosed in the annual report of the Bank.

Article 23 The expenses incurred by external supervisors in performing their duties shall be borne by the Bank.

Chapter VI Supplementary Provisions

Article 24 For matters not covered herein or in case of any discrepancy between these Measures and any applicable laws and regulations, regulatory provisions and the Articles of Association as issued and amended after these Measures come into effect, the applicable laws and regulations, regulatory provisions and the Articles of Association shall prevail.

Article 25 These Measures shall be interpreted and amended by the Board of Supervisors.

Article 26 These Measures shall come into effect on the date of consideration and approval by the shareholders' meeting.

The proposed amendments are set out below:

No.	Existing Clause	Amended Clause
1	<p>Article 14 The business scope of the Bank is as follows:</p> <p>(1) Public deposits-taking;</p> <p>(2) Short-term lending, medium-term lending and long-term lending;</p> <p>(3) Domestic and overseas clearing;</p> <p>(4) Bill acceptance and discounting;</p> <p>(5) Financial bond issuances;</p> <p>(6) Acting as agents in issuance and honoring and underwriting of government bonds;</p> <p>(7) Buying and selling government bonds and treasury bonds;</p> <p>(8) Inter-bank borrowings;</p> <p>(9) Foreign exchange deposits, foreign exchange loans, foreign exchange remittances and foreign currency conversion;</p> <p>(10) Bank card businesses;</p> <p>(11) Providing letters of credit services and guarantees;</p> <p>(12) Acting as agents in the collection and payment of money and insurance business;</p> <p>(13) Providing safe deposit box services; and</p> <p>(14) Any other business approved by the banking regulatory and administrative authorities under the State Council.</p>	<p>Article 14 The business scope of the Bank is as follows:</p> <p>(1) Public deposits-taking;</p> <p>(2) Short-term lending, medium-term lending and long-term lending;</p> <p>(3) Domestic and overseas clearing;</p> <p>(4) Bill acceptance and discounting;</p> <p>(5) Financial bond issuances;</p> <p>(6) Acting as agents in issuance and honoring and underwriting of government bonds;</p> <p>(7) Buying and selling government bonds and treasury bonds;</p> <p>(8) Inter-bank borrowings;</p> <p>(9) Foreign exchange deposits, foreign exchange loans, foreign exchange remittances and foreign currency conversion;</p> <p>(10) Bank card businesses;</p> <p>(11) Providing letters of credit services and guarantees;</p> <p>(12) Acting as agents in the collection and payment of money and insurance business;</p> <p>(13) Providing safe deposit box services; and</p> <p>(14) Any other business approved by the banking regulatory and administrative authorities under the State Council.</p>

No.	Existing Clause	Amended Clause
		<p><u>Under approval by the People’s Bank of China, the banking regulatory and administrative authorities under the State Council, the agency of the securities regulatory authorities under the State Council, the State Administration of Foreign Exchange and other regulatory authorities and their subordinate institutions, as well as approval by the registration authority of the Bank, the business scope of the Bank is as follows: banking; settlement and sales of foreign exchange; foreign exchange business; financial asset management services; bond market business; concurrent-business insurance agency; sales of public securities investment funds. (For items subject to approve in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities and the specific business items are subject to the approval documents or permits of the relevant departments)</u></p>
2	<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>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>

No.	Existing Clause	Amended Clause
	<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>(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>(23) To supervise the performance by and due diligence of the Board of Directors and senior management personnel of their duties, <u>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>(64) To inspect and supervise financial activities of the Bank;</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> <p>(48) To conduct an exit <u>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>

No.	Existing Clause	Amended Clause
	<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><u>(810) To require directors and senior management members to rectify their acts that are detrimental to the interests of the Bank,</u> 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) To make proposals regarding the remuneration (or allowance) of the supervisors;</p> <p><u>(912)</u> 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;</p> <p>(1013) To make proposals to the shareholders' general meeting;</p> <p>(1114) To propose to convene an interim Board meeting;</p> <p>(1215) 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</p> <p>(1416) 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>

No.	Existing Clause	Amended Clause
3	<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</u> daily work of the Board of Supervisors <u>and special committees.</u></p>
4	<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 more than two-thirds of all the supervisors are present at the meeting. Each supervisor shall have one (1) vote.</p>
5	<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>Article 272 <u>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 conference 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
6	<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 two-thirds 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>
7	<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>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>

No.	Existing Clause	Amended Clause
	<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>(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>
8	<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 <u>for perpetual</u>.</p>

No.	Existing Clause	Amended Clause
9	<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>
10	<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>(23) <u>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
11	<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><u>(21) 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>(32) To supervise and conduct inspection of —financial activities, operating decision, risk management and internal control of the Bank; and</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>(48) 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.

For the purpose of further replenishing the capital amount to assure the sustainable and steady development of various businesses of Bank of Zhengzhou Co., Ltd. (hereinafter, the “Bank”), the Bank proposes to issue Tier-2 capital bonds pursuant to relevant regulatory rules such as the “Measures Governing the Capital of Commercial Banks (Trial Implementation)” (CBRC Order 2012 No. 1), the “Guiding Opinions on Innovative Capital Instruments of Commercial Banks” (CBIRC [2019] No. 42) and the “Opinions on Further Supporting the Innovative Capital Instruments of Commercial Banks” (CBRC [2018] No. 5) published by the CBIRC as well as the “Announcement on Matters Concerning the Issuance of Capital Supplementary Bonds by Banking Financial Institutions (PBC Ann. [2018] No. 3)” published by the PBoC. The specific proposal is as follows:

I. TYPE OF BONDS

Tier-2 capital bonds comply with relevant regulatory rules of CBIRC such as the “Measures Governing the Capital of Commercial Banks (Trial Implementation)”, and can be used to replenish the capital of commercial banks.

II. SIZE OF ISSUANCE

The size shall not exceed 10 billion (inclusive of 10 billion) in RMB or its equivalent in foreign currency and shall meet the requirements of the regulatory authorities and relevant laws and regulations on the issuance cap of Tier 2 capital bonds. The final size of issuance shall be subject to the amount approved by the regulatory authorities.

III. TRANCHES OF ISSUANCE

Issued in one or several tranches. The number of tranches and the size of each tranche are determined based on the Bank’s capital adequacy level and market conditions.

IV. TARGETS

Mainly issued to players in the national inter-bank bond market (except those prohibited by national laws and regulations from purchasing).

V. TERM OF THE BONDS

The base term shall not be less than a term of 5 years.

VI. LOSS ABSORPTION METHOD

When a triggering event stipulated in the offer documents occurs, write-downs are used to absorb losses.

VII. INTEREST RATE FOR THE ISSUANCE

Interest rate shall be determined with reference to market interest rates.

VIII. APPLICATION OF PROCEEDS

The proceeds shall be used to replenish the Bank's Tier-2 capital to enhance its operational strength, increase its ability to withstand risks and support the sustainable and steady development of the Bank's various businesses.

IX. VALIDITY PERIOD OF THE RESOLUTION

The resolution shall be valid for 24 months from the date of being considered and approved at a general meeting.

X. MANDATE AND RE-MANDATE

The Bank proposes to request a mandate from the general meeting to authorize the Board of Directors which shall, in turn, authorize the management of the Bank to determine the specific terms for the issuance of Tier-2 capital bonds; to handle all relevant matters pursuant to the regulations and approval requirements promulgated by relevant regulators as well as the aforesaid terms and conditions; and to handle all other relevant matters such as redemption and write-down pursuant to the regulations and approval requirements promulgated by the relevant regulators during the term of the capital supplementary bonds. The above mandate shall be valid for two years from the date of being considered and approved at the general meeting.

To broaden the debt channels and sources of Bank of Zhengzhou Co., Ltd. (hereinafter referred to as the “Bank”), improve the assets and liabilities structure, and ensure the stable development of assets and liabilities, the Bank proposes to issue financial bonds in the national inter-bank bond market in tranches according to the guidance of regulatory policies and external market conditions. Details are as follows:

I. TYPE OF BONDS

The types of bonds include but are not limited to non-capital-replenishing bonds such as innovation and entrepreneurship financial bonds, green financial bonds, special financial bonds for loans to small and micro enterprises, special financial bonds for “agriculture, rural areas and farmers”, and other ordinary financial bonds.

II. SIZE OF ISSUANCE

The size in total shall not exceed 30 billion in RMB or its equivalent in foreign currency and shall meet the requirements of the regulatory authorities and relevant laws and regulations on the issuance cap of financial bonds. The final size of issuance shall be subject to the amount approved by the regulatory authorities.

Financial bonds that have been approved and decided to issue by past shareholders’ general meetings but have not been approved by, permitted by, registered with or filed with the regulatory authorities, or have been approved by, permitted by, registered with or filed with the regulatory authorities but have not been issued shall be allowed to proceed with the issuance, but the issuance amount thereof shall not included in the RMB30 billion of issuance size under this resolution.

III. TRANCHES OF ISSUANCE

Each type of financial bonds may be issued in one or several tranches. The number of tranches and the size of each tranche are determined based on the Bank’s capital adequacy level and market conditions.

IV. TERM OF THE BONDS

The term shall not exceed 5 years, and shall be determined according to the Bank’s then asset-liability structure, market conditions and investors’ demands.

V. INTEREST RATE FOR THE ISSUANCE

Determined with reference to market interest rates and based on the issuance method and the market conditions at the time of issuance.

VI. METHOD OF ISSUANCE

The bonds are proposed to be publicly issued in the national inter-bank bond market through book-building and centralized allocation by the bookrunner, or through bidding in the PBoC's bond issuance system.

VII. TARGETS

Mainly issued to players in the national inter-bank bond market (except those prohibited by national laws and regulations from purchasing).

VIII. USE OF PROCEEDS

Various types of financial bonds will be used for different purposes. Proceeds from financial bonds for innovation and entrepreneurship will be earmarked for credit extension in the areas of innovation and entrepreneurship, stepping up credit support for innovative and entrepreneurial enterprises and promoting the rapid and sound development of the Bank's technological finance business. All proceeds from green financial bonds will be used for green industry projects stipulated in the Catalogue of Projects Supported by Green Bonds issued by relevant competent authorities in accordance with applicable laws and the approval of regulatory authorities. Proceeds from special financial bonds for loans to small and micro enterprises will be earmarked for loans to these enterprises in support of their development. Proceeds from special financial bonds for "agriculture, rural areas and farmers" will be used for loans in support of the development in these areas. Proceeds from other ordinary financial bonds will be used to enhance the Bank's asset-liability structure in accordance with applicable laws and regulations and the approval of regulatory authorities.

IX. VALIDITY PERIOD OF THE RESOLUTION

The resolution is valid for 36 months from the date of its consideration and approval at a general meeting of the Bank.

X. AUTHORITY FOR ISSUANCE

It is proposed to request the general meeting to grant authority to the Board of Directors for it to delegate such authority to the operational management of the Bank to arrange, implement and handle specific matters related to the issuance of financial bonds in accordance with the stipulations and requirements of laws and regulations and relevant regulatory authorities, including but not limited to applying to relevant regulatory authorities for approval, communicating and determining the type of bonds to be issued, the specific tranches and size of issuance, the time, target, method, location and terms of issuance, the maturity, interest rate, price and currency of the bonds, use of funds, application for listing and trading of the bonds, arranging for repayment of the principal and payment of the interest of the bonds and signing relevant legal documents, etc., making appropriate adjustments to the issuance plan in accordance with the requirements of regulatory authorities, and deciding on and handling other matters related to the issuance of financial bonds by the operational management based on the actual situation. The above authority is valid for 36 months from the date of consideration and approval of the issuance plan for the financial bonds at a general meeting of the Bank.

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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)

(Preference Shares Stock Code: 4613)

NOTICE OF THE 2021 AGM

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting (the “AGM”) of Bank of Zhengzhou Co., Ltd.* (the “Bank”) will be held at 9:00 a.m. on June 10, 2022 (Friday) at Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC, to consider, and if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. to consider and approve the 2021 Board of Directors’ work report;
2. to consider and approve the 2021 Board of Supervisors’ work report;
3. to consider and approve the 2021 annual financial statements;
4. to consider and approve the 2021 annual report;
5. to consider and approve the 2021 profit distribution proposal;
6. to consider and approve the 2022 financial budget;
7. to consider and approve the the appointment of Ernst & Young and Ernst & Young Hua Ming LLP as the Bank’s overseas and domestic auditors for 2022 and for the annual audit, interim review and provision of professional services such as internal control audit, whose term of office ends after the Bank’s 2022 annual general meeting, and their remuneration;
8. to consider and approve the special report on related party transactions for 2021;

9. to consider and approve the estimated quota on recurring related party transactions for 2022:

9.1 Credit-granting related party transactions

- (a) estimated quota on related party transactions with Zhengzhou Construction Investment Group Co., Ltd. (鄭州市建設投資集團有限公司) and its associated corporations;
- (b) estimated quota on related party transactions with Zhengzhou Transportation Construction Investment Co., Ltd. (鄭州交通建設投資有限公司) and its associated corporations;
- (c) estimated quota on related party transactions with Zhengzhou Municipal Construction Engineering General Corporation (鄭州市市政工程總公司) and its associated corporations;
- (d) estimated quota on related party transactions with Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd. (鄭州市中融創產業投資有限公司) and its associated corporations;
- (e) estimated quota on related party transactions with Henan Investment Group Co., Ltd. (河南投資集團有限公司) and its associated corporations;
- (f) estimated quota on related party transactions with Henan Guoyuan Trade Co., Ltd. (河南國原貿易有限公司) and its associated corporations;
- (g) estimated quota on related party transactions with Henan Asset Management Company Limited (河南資產管理有限公司) and its associated corporations;
- (h) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations;
- (i) estimated quota on related party transactions with Bridge Trust Co., Ltd. (百瑞信託有限責任公司) and its associated corporations;
- (j) estimated quota on related party transactions with Central China Securities Co., Ltd. (中原證券股份有限公司) and its associated corporations;
- (k) estimated quota on related party transactions with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司);
- (l) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);

- (m) estimated quota on related party transactions with Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司);
- (n) estimated quota on related party transactions with Fugou Zhengyin County Bank Co., Ltd. (扶溝鄭銀村鎮銀行股份有限公司);
- (o) estimated quota on related party transactions with Xinmi Zhengyin County Bank Co., Ltd. (新密鄭銀村鎮銀行股份有限公司);
- (p) estimated quota on related party transactions with Xunxian Zhengyin County Bank Co., Ltd. (浚縣鄭銀村鎮銀行股份有限公司);
- (q) estimated quota on related party transactions with Queshan Zhengyin County Bank Co., Ltd. (確山鄭銀村鎮銀行股份有限公司);
- (r) estimated quota on related party transactions with Zhongmu Zhengyin County Bank Co., Ltd. (中牟鄭銀村鎮銀行股份有限公司);
- (s) estimated quota on related party transactions with Yanling Zhengyin County Bank Co., Ltd. (鄆陵鄭銀村鎮銀行股份有限公司);
- (t) estimated quota on related party transactions with Xinzheng Zhengyin County Bank Co., Ltd. (新鄭鄭銀村鎮銀行股份有限公司); and
- (u) estimated quota on related party transactions with related natural persons of the Bank.

9.2 Non-credit-granting related party transactions

- (a) estimated quota on related party transactions with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司);
- (b) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);
- (c) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司);
- (d) estimated quota on related party transactions with Bridge Trust Co., Ltd. (百瑞信託有限責任公司);
- (e) estimated quota on related party transactions with Great Wall Fund Management Co., Ltd. (長城基金管理有限公司);

- (f) estimated quota on related party transactions with Central China Securities Co., Ltd. (中原證券股份有限公司);
 - (g) estimated quota on related party transactions with Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司); and
 - (h) estimated quota on related party transactions with Henan Asset Management Company Limited (河南資產管理有限公司).
10. to consider and approve the amendments to the procedures of the Board of Supervisors;
11. to consider and approve the amendments to the management measures of external Supervisors;

SPECIAL RESOLUTIONS

12. to consider and approve the change of business scope and the amendments to the Articles of Association;
13. to consider and approve the general mandate for the issuance of new Shares;
14. to consider and approve the resolution on the issuance of tier 2 capital bonds; and
15. to consider and approve the resolution on the issuance of financial bonds.

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

Zhengzhou, Henan, the PRC
April 29, 2022

Notes:

1. Pursuant to the Hong Kong Listing Rules, all resolutions proposed at the meeting will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published on both the websites of Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.zzbank.cn) in accordance with the Hong Kong Listing Rules.

2. **CLOSURE OF THE H SHARE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM**

In order to determine the list of holders of H Shares who are entitled to attend and vote at the AGM, the Bank's H Share register of members will be closed from June 2, 2022 (Thursday) to June 10, 2022 (Friday), both days inclusive, during which period no transfer of the H Shares of the Bank will be effected. The holders of H Shares included in the Bank's H Share register of members on June 10, 2022 (Friday) shall be entitled to attend and vote at the AGM. In order to be eligible for attending and voting at the AGM, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) before 4:30 p.m. on June 1, 2022 (Wednesday).

3. **PROXY**

Any holders of H Shares entitled to attend and vote at the AGM is entitled to appoint one or more persons (if the holder of H Shares holds two or more issued Shares of the Bank with a nominal value of RMB1.00 each), whether such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the AGM.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the power of attorney shall be affixed with the seal of the legal person or signed by its Director or a representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized, and served at the same time as the power of attorney. The power of attorney of the proxy of the holders of H Shares shall be served to the H Share Registrar, namely, 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 scheduled time for holding of the AGM (i.e. by 9:00 a.m. on June 9, 2022 (Thursday) or any adjournment thereof (as the case may be).

After the completion and return of the power of attorney, you can attend and vote in person at the AGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

In case of registered joint holders of any H Shares, one of the registered joint holders can vote on such shares in person or by a proxy as the only holder entitled to vote. If one or more registered joint holders attend the AGM in person or by proxy, only the vote of the person whose name appears first in the H Share register of members relating to the joint holders (in person or by proxy) will be accepted as the only vote of the joint holders.

4. MISCELLANEOUS

- (i) To prevent and control COVID-19 epidemic and protect Shareholders' health, the Bank will strictly comply with relevant policies on epidemic prevention and control. Any person who does not comply with relevant policies on epidemic prevention and control may be denied entry into the meeting venue. The Bank encourages Shareholders to appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.
- (ii) The holders of H Shares or their proxies shall present their identity documents when attending the AGM (or any adjournment thereof). If the legal representative of corporate holders of H Shares or any other persons officially authorized by the corporate holders of H Shares is present at the AGM (or any adjournment thereof), such legal representative or other persons shall present their identity documents and the certifying documents for appointment as a legal representative or valid authorization documents (as the case may be).
- (iii) The AGM is expected to last for no more than one day. Shareholders and representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (iv) Address of Computershare Hong Kong Investor Services Limited:

Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
(For lodging share transfer documents)

17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
(For deposit of proxy form)

Tel: (852) 2862 8555
Fax: (852) 2865 0990

- 5. The details about the aforesaid resolutions proposed for the consideration and approval of the AGM are set out in the circular of the AGM to be despatched by the Bank. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the AGM to be despatched by the Bank. Shareholders should also read the Bank's 2021 annual report published in April 2022.

* *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.*

As at the date of this notice, the board of directors of the Bank 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, Ms. LI Yanyan, Mr. LI Xiaojian, Mr. SONG Ke and Ms. LI Shuk Yin Edwina as independent non-executive directors.