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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)**

## **POLL RESULTS OF THE 2021 ANNUAL GENERAL MEETING**

Reference is made to the notice of 2021 annual general meeting dated April 29, 2022 and the circular dated April 29, 2022 (the “**Circular**”) of Bank of Zhengzhou Co., Ltd.\* (the “**Bank**”). Except as the context otherwise requires, capitalized terms used herein shall have the same meanings as ascribed to them in the Circular.

### **I. VOTING RESULTS OF THE AGM**

The AGM was duly convened and chaired by Mr. WANG Tianyu, an executive Director and the chairman of the Bank. All members of the Board attended the AGM in person or through video access. Voting at the AGM was conducted by a combination of poll onsite and online voting, the A Shareholders were entitled to attend and vote at the AGM in person, by proxy, or via online voting for the relevant resolutions. The time of network voting for the resolutions proposed at the AGM for the A Shareholders held on June 10, 2022 was set out in the notice of AGM to the A Shareholders published on the media designated by the China Securities Regulatory Commission (“**CSRC**”) on April 29, 2022.

The Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM. King & Wood Mallesons, the Bank’s PRC legal advisers, one Supervisor and two representatives from the Shareholders were also appointed as the scrutineers for the vote-taking and vote-tabulation at the AGM.

As at the date of the AGM, the total number of issued Shares of the Bank was 8,265,537,599 (comprising 6,428,757,599 A Shares and 1,836,780,000 H Shares), which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM.

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) and Zhengzhou Municipal Construction Engineering General Corporation\* (鄭州市市政工程總公司) held in aggregate 1,247,270,833 A Shares (including 199,963,368 A Shares the voting rights of which is restricted pursuant to the Articles of Association and were deemed to have a material interest in the resolutions numbered 9.1(a), 9.1(b), 9.1(c) and 9.1(d). Henan Investment Group Co., Ltd.\* (河南投資集團有限公司) and Zhongyuan Trust Co., Ltd.\* (中原信託有限公司) held 108,620,746 A Shares and 289,706,030 A Shares, respectively, and were deemed to have a material interest in the resolutions numbered 9.1(e), 9.1(g), 9.1(h), 9.1(j), 9.2(c), 9.2(f) and 9.2(h). Henan Guoyuan Trade Co., Ltd.\* (河南國原貿易有限公司) held 350,846,233 A Shares (including 350,846,233 A Shares the voting rights of which is restricted pursuant to the Articles of Association) and was deemed to have a material interest in the resolution numbered 9.1(f). Bridge Trust Co., Ltd.\* (百瑞信託有限責任公司) held 350,846,279 A Shares and was deemed to have a material interest in the resolution numbered 9.1(i) and 9.2(d). Therefore, the above Shareholders did not cast any vote on relevant the resolutions numbered 9.

## II. POLL RESULTS OF THE AGM

A total of 159 Shareholders and their proxies, holding an aggregate of 3,791,211,659 Shares with voting rights, representing approximately 60.368810% of the total Shares with voting rights of the Bank, in which 158 A Shareholders and their proxies, holding an aggregate of 2,699,681,831 A Shares, representing approximately 42.987993% of the total Shares with voting rights of the Bank while one H Shareholder and its proxy, holding an aggregate of 1,091,529,828 H Shares, representing approximately 17.380817% of the total Shares with voting rights of the Bank, have attended the AGM. The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
1.	to consider and approve the 2021 Board of Directors' work report;	A Shares	2,691,217,234	99.686459	7,673,397	0.284233	791,200	0.029308
		H Shares	158,627,247	14.532562	932,751,519	85.453599	151,062	0.013839
		<b>Total</b>	<b>2,849,844,481</b>	<b>75.169754</b>	<b>940,424,916</b>	<b>24.805392</b>	<b>942,262</b>	<b>0.024854</b>
2.	to consider and approve the 2021 Board of Supervisors' work report;	A Shares	2,691,246,555	99.687546	7,655,107	0.283556	780,169	0.028898
		H Shares	158,627,247	14.532562	932,751,519	85.453599	151,062	0.013839
		<b>Total</b>	<b>2,849,873,802</b>	<b>75.170527</b>	<b>940,406,626</b>	<b>24.804910</b>	<b>931,231</b>	<b>0.024563</b>
3.	to consider and approve the 2021 annual financial statements;	A Shares	2,691,232,544	99.687027	7,757,107	0.287334	692,180	0.025639
		H Shares	158,627,247	14.532562	932,751,519	85.453599	151,062	0.013839
		<b>Total</b>	<b>2,849,859,791</b>	<b>75.170158</b>	<b>940,508,626</b>	<b>24.807600</b>	<b>843,242</b>	<b>0.022242</b>

Ordinary Resolutions			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
4.	to consider and approve the 2021 annual report;	A Shares	2,691,246,544	99.687545	7,697,697	0.285133	737,590	0.027322
		H Shares	158,627,247	14.532562	932,751,519	85.453599	151,062	0.013839
		<b>Total</b>	2,849,873,791	75.170527	940,449,216	24.806033	888,652	0.023440
5.	to consider and approve the 2021 profit distribution proposal;	A Shares	2,690,918,409	99.675391	8,499,570	0.314836	263,852	0.009773
		H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
		<b>Total</b>	2,849,696,718	75.165857	941,251,089	24.827184	263,852	0.006959
6.	to consider and approve the 2022 financial budget;	A Shares	2,691,071,524	99.681062	7,945,774	0.294323	664,533	0.024615
		H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
		<b>Total</b>	2,849,849,833	75.169895	940,697,293	24.812576	664,533	0.017529
7.	to consider and approve 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;	A Shares	2,691,775,449	99.707137	6,928,179	0.256629	978,203	0.036234
		H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
		<b>Total</b>	2,850,553,758	75.188463	939,679,698	24.785736	978,203	0.025801
8.	to consider and approve the special report on related party transactions for 2021;	A Shares	2,691,411,827	99.693667	7,438,504	0.275533	831,500	0.030800
		H Shares	158,627,247	14.532562	932,751,519	85.453599	151,062	0.013839
		<b>Total</b>	2,850,039,074	75.174887	940,190,023	24.799196	982,562	0.025917

Ordinary Resolutions		For		Against		Abstain		
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)	
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;	A Shares	1,643,882,059	99.486054	7,377,350	0.446470	1,114,957	0.067476
		H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
		<b>Total</b>	1,802,660,368	65.696914	940,128,869	34.262452	1,114,957	0.040634
	(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;	A Shares	1,644,093,259	99.498836	7,300,304	0.441807	980,803	0.059357
		H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
		<b>Total</b>	1,802,871,568	65.704611	940,051,823	34.259645	980,803	0.035744
	(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;	A Shares	1,644,042,659	99.495774	7,353,504	0.445027	978,203	0.059199
		H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
		<b>Total</b>	1,802,820,968	65.702767	940,105,023	34.261583	978,203	0.035650

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
(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;	A Shares	1,644,042,659	99.495774	7,617,345	0.460994	714,362	0.043232
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	1,802,820,968	65.702767	940,368,864	34.271199	714,362	0.026034
(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;	A Shares	2,293,023,348	99.637965	7,617,345	0.330994	714,362	0.031041
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,451,801,657	72.263037	940,368,864	27.715908	714,362	0.021055
(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;	A Shares	2,691,350,124	99.691382	7,617,345	0.282157	714,362	0.026461
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,128,433	75.177244	940,368,864	24.803914	714,362	0.018842
(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;	A Shares	2,293,023,348	99.637965	7,617,345	0.330994	714,362	0.031041
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,451,801,657	72.263037	940,368,864	27.715908	714,362	0.021055

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
(h) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations;	A Shares	2,293,054,948	99.639338	7,585,745	0.329621	714,362	0.031041
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,451,833,257	72.263968	940,337,264	27.714977	714,362	0.021055
(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;	A Shares	2,340,489,845	99.644687	7,835,605	0.333595	510,102	0.021718
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,499,268,154	72.645428	940,587,124	27.339745	510,102	0.014827
(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;	A Shares	2,293,023,348	99.637965	7,821,605	0.339870	510,102	0.022165
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,451,801,657	72.263037	940,573,124	27.721929	510,102	0.015034
(k) estimated quota on related party transactions with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司);	A Shares	2,691,350,124	99.691382	7,968,308	0.295157	363,399	0.013461
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,128,433	75.177244	940,719,827	24.813171	363,399	0.009585
(l) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);	A Shares	2,691,350,124	99.691382	7,821,605	0.289723	510,102	0.018895
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,128,433	75.177244	940,573,124	24.809301	510,102	0.013455

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
(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);	A Shares	2,691,350,124	99.691382	7,821,605	0.289723	510,102	0.018895
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,128,433	75.177244	940,573,124	24.809301	510,102	0.013455
(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);	A Shares	2,691,350,124	99.691382	7,821,605	0.289723	510,102	0.018895
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,128,433	75.177244	940,573,124	24.809301	510,102	0.013455
(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);	A Shares	2,691,350,124	99.691382	7,821,605	0.289723	510,102	0.018895
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,128,433	75.177244	940,573,124	24.809301	510,102	0.013455
(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);	A Shares	2,691,350,124	99.691382	7,821,605	0.289723	510,102	0.018895
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,128,433	75.177244	940,573,124	24.809301	510,102	0.013455
(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);	A Shares	2,691,350,124	99.691382	7,821,605	0.289723	510,102	0.018895
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,128,433	75.177244	940,573,124	24.809301	510,102	0.013455

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
(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);	A Shares	2,691,350,124	99.691382	7,821,605	0.289723	510,102	0.018895
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,128,433	75.177244	940,573,124	24.809301	510,102	0.013455
(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);	A Shares	2,691,336,124	99.690863	7,835,605	0.290242	510,102	0.018895
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,114,433	75.176875	940,587,124	24.809671	510,102	0.013454
(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	A Shares	2,691,336,124	99.690863	7,835,605	0.290242	510,102	0.018895
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,114,433	75.176875	940,587,124	24.809671	510,102	0.013454
(u) estimated quota on related party transactions with related natural persons of the Bank.	A Shares	2,691,336,124	99.690863	7,628,745	0.282579	716,962	0.026558
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,114,433	75.176875	940,380,264	24.804214	716,962	0.018911



Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
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);	A Shares	2,691,350,124	99.691382	7,614,745	0.282061	716,962	0.026557
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,128,433	75.177244	940,366,264	24.803845	716,962	0.018911
(b) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);	A Shares	2,691,350,124	99.691382	7,614,745	0.282061	716,962	0.026557
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,128,433	75.177244	940,366,264	24.803845	716,962	0.018911
(c) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司);	A Shares	2,293,023,348	99.637965	7,614,745	0.330881	716,962	0.031154
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,451,801,657	72.263037	940,366,264	27.715832	716,962	0.021131
(d) estimated quota on related party transactions with Bridge Trust Co., Ltd. (百瑞信託有限責任公司);	A Shares	2,340,489,845	99.644687	7,628,745	0.324788	716,962	0.030525
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,499,268,154	72.645428	940,380,264	27.333732	716,962	0.020840
(e) estimated quota on related party transactions with Great Wall Fund Management Co., Ltd. (長城基金管理有限公司);	A Shares	2,691,350,124	99.691382	7,350,904	0.272288	980,803	0.036330
	H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
	<b>Total</b>	2,850,128,433	75.177244	940,102,423	24.796886	980,803	0.025870

Ordinary Resolutions			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
	(f) estimated quota on related party transactions with Central China Securities Co., Ltd. (中原證券股份有限公司);	A Shares	2,293,023,348	99.637965	7,350,904	0.319416	980,803	0.042619
		H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
		<b>Total</b>	2,451,801,657	72.263037	940,102,423	27.708055	980,803	0.028908
	(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	A Shares	2,691,350,124	99.691382	7,614,745	0.282061	716,962	0.026557
		H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
		<b>Total</b>	2,850,128,433	75.177244	940,366,264	24.803845	716,962	0.018911
	(h) estimated quota on related party transactions with Henan Asset Management Company Limited (河南資產管理有限公司).	A Shares	2,293,023,348	99.637965	7,614,745	0.330881	716,962	0.031154
		H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
		<b>Total</b>	2,451,801,657	72.263037	940,366,264	27.715832	716,962	0.021131
10. to consider and approve the amendments to the procedures of the Board of Supervisors;	A Shares	2,636,083,407	97.644225	62,797,324	2.326101	801,100	0.029674	
	H Shares	156,043,370	14.295841	935,486,458	85.704159	0	0.000000	
	<b>Total</b>	2,792,126,777	73.647346	998,283,782	26.331523	801,100	0.021131	
11. to consider and approve the amendments to the management measures of external Supervisors;	A Shares	2,636,083,407	97.644225	63,061,165	2.335874	537,259	0.019901	
	H Shares	156,043,370	14.295841	935,486,458	85.704159	0	0.000000	
	<b>Total</b>	2,792,126,777	73.647346	998,547,623	26.338483	537,259	0.014171	

Special Resolutions			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
12.	to consider and approve the change of business scope and the amendments to the Articles of Association;	A Shares	2,692,024,177	99.936474	7,120,395	0.063521	537,259	0.000005
		H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
		<b>Total</b>	<b>2,850,802,486</b>	<b>75.195023</b>	<b>939,871,914</b>	<b>24.790806</b>	<b>537,259</b>	<b>0.014171</b>
13.	to consider and approve the general mandate for the issuance of new Shares;	A Shares	2,651,922,968	99.936474	47,392,875	0.063521	365,988	0.000005
		H Shares	155,882,440	14.281098	935,647,388	85.718902	0	0.000000
		<b>Total</b>	<b>2,807,805,408</b>	<b>74.060898</b>	<b>983,040,263</b>	<b>25.929448</b>	<b>365,988</b>	<b>0.009654</b>
14.	to consider and approve the resolution on the issuance of tier 2 capital bonds; and	A Shares	2,690,864,878	99.673408	8,450,954	0.313035	365,999	0.013557
		H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
		<b>Total</b>	<b>2,849,643,187</b>	<b>75.164445</b>	<b>941,202,473</b>	<b>24.825902</b>	<b>365,999</b>	<b>0.009653</b>
15.	to consider and approve the resolution on the issuance of financial bonds.	A Shares	2,691,014,878	99.678964	8,300,349	0.307457	366,604	0.013579
		H Shares	158,778,309	14.546401	932,751,519	85.453599	0	0.000000
		<b>Total</b>	<b>2,849,793,187</b>	<b>75.168401</b>	<b>941,051,868</b>	<b>24.821929</b>	<b>366,604</b>	<b>0.009670</b>

In accordance with the relevant regulatory requirements of CSRC and the Shenzhen Stock Exchange, the voting on all of the resolutions proposed at the AGM, being resolutions involving significant events which affect the interest of minority investors of A Shares (being Shareholders other than the Directors, Supervisors and senior management of the Bank and the Shareholders who individually or jointly hold 5% or more of the Shares of the Bank) was counted separately at the AGM, the poll results of which are as follows:

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
5.	to consider and approve the 2021 profit distribution proposal;	1,643,610,944	99.469647	8,499,570	0.514385	263,852	0.015968
7.	to consider and approve 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;	1,644,467,984	99.521514	6,928,179	0.419286	978,203	0.059200
8.	to consider and approve the special report on related party transactions for 2021;	1,644,104,362	99.499508	7,438,504	0.450171	831,500	0.050322

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
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;	1,643,882,059	99.486054	7,377,350	0.446470	1,114,957	0.067476
	(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;	1,644,093,259	99.498836	7,300,304	0.441807	980,803	0.059357
	(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;	1,644,042,659	99.495774	7,353,504	0.445027	978,203	0.059200
	(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;	1,644,042,659	99.495774	7,617,345	0.460994	714,362	0.043232

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
	(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;	1,245,715,883	99.335615	7,617,345	0.607421	714,362	0.056965
	(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;	1,644,042,659	99.495774	7,617,345	0.460994	714,362	0.043232
	(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;	1,245,715,883	99.335615	7,617,345	0.607421	714,362	0.056965
	(h) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations;	1,245,747,483	99.338135	7,585,745	0.604901	714,362	0.056965
	(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;	1,293,182,380	99.358776	7,835,605	0.602031	510,102	0.039193
	(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;	1,245,715,883	99.335615	7,821,605	0.623709	510,102	0.040676
	(k) estimated quota on related party transactions with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司);	1,644,042,659	99.495774	7,968,308	0.482234	363,399	0.021993

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
	(l) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);	1,644,042,659	99.495774	7,821,605	0.473356	510,102	0.030871
	(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);	1,644,042,659	99.495774	7,821,605	0.473356	510,102	0.030871
	(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);	1,644,042,659	99.495774	7,821,605	0.473356	510,102	0.030871
	(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);	1,644,042,659	99.495774	7,821,605	0.473356	510,102	0.030871
	(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);	1,644,042,659	99.495774	7,821,605	0.473356	510,102	0.030871
	(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);	1,644,042,659	99.495774	7,821,605	0.473356	510,102	0.030871
	(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);	1,644,042,659	99.495774	7,821,605	0.473356	510,102	0.030871

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
	(s) estimated quota on related party transactions with Yanling Zhengyin County Bank Co., Ltd. (鄢陵鄭銀村鎮銀行股份有限公司);	1,644,028,659	99.494926	7,835,605	0.474203	510,102	0.030871
	(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	1,644,028,659	99.494926	7,835,605	0.474203	510,102	0.030871
	(u) estimated quota on related party transactions with related natural persons of the Bank.	1,644,028,659	99.494926	7,628,745	0.461684	716,962	0.043390
	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);	1,644,042,659	99.495774	7,614,745	0.460837	716,962	0.043390
	(b) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);	1,644,042,659	99.495774	7,614,745	0.460837	716,962	0.043390
	(c) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司);	1,245,715,883	99.335615	7,614,745	0.607213	716,962	0.057172
	(d) estimated quota on related party transactions with Bridge Trust Co., Ltd. (百瑞信託有限責任公司);	1,293,182,380	99.358776	7,628,745	0.586138	716,962	0.055086

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
	(e) estimated quota on related party transactions with Great Wall Fund Management Co., Ltd. (長城基金管理有限公司);	1,644,042,659	99.495774	7,350,904	0.444869	980,803	0.059357
	(f) estimated quota on related party transactions with Central China Securities Co., Ltd. (中原證券股份有限公司);	1,245,715,883	99.335615	7,350,904	0.586174	980,803	0.078211
	(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	1,644,042,659	99.495774	7,614,745	0.460837	716,962	0.043390
	(h) estimated quota on related party transactions with Henan Asset Management Company Limited (河南資產管理有限公司).	1,245,715,883	99.335615	7,614,745	0.607213	716,962	0.057172

*Notes:*

- (a) In counting the voting results for a resolution, abstained votes were regarded as votes with voting rights.
- (b) As a majority of the votes were cast in favour of each of the resolutions No. 1 to 11, all such resolutions were duly passed as ordinary resolutions.
- (c) As at least two-thirds of the votes were cast in favour of the resolutions No. 12 to 15, all such resolutions were duly passed as special resolutions.
- (d) Insofar as the Bank is aware, certain Shareholders have pledged 50% or more of its/his/her equity interests in the Bank, the voting rights of such Shareholders at the AGM shall therefore be subject to restrictions pursuant to the Articles of Association, resulting in a total of 1,985,454,214 Shares subject to restrictions. Such Shares were not involved in the voting.
- (e) There was no Shares requiring the holder to abstain from voting in favour of the resolutions at the AGM under Rule 13.40 of the Hong Kong Listing Rules.
- (f) Save as disclosed above, none of the Shareholders stated their intention in the Circular to vote against any of the resolutions at the AGM or abstain from voting.



### III. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The amended Articles of Associations will be effective from the date on which the Bank has obtained approval of the China banking regulatory authorities. The existing Articles of Association will remain effective until the amended Articles of Association takes effect.

### IV. CHANGE OF EXTERNAL AUDITORS

As disclosed in the announcement of the Bank dated August 30, 2021 and the Circular, 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. As resolution no. 7 has been passed, Ernst & Young Hua Ming LLP and Ernst & Young have been appointed as the domestic auditor and the international auditor of the Bank for the financial year of 2022, respectively, with a term commencing from the conclusion of the 2021 annual general meeting of the Bank and expiring upon the conclusion of the 2022 annual general meeting of the Bank.

KPMG Huazhen LLP and KPMG have confirmed to the Bank, and the Board has also further confirmed that each of them is not aware of any other matters relating to the change of external auditors that need to be brought to the attention of the Shareholders.

### V. LAWYER'S CERTIFICATION

YUAN Bingyu and ZHANG Jia, lawyers of King & Wood Mallesons, the Bank's PRC legal advisers, witnessed the AGM and issued a legal opinion certifying that the procedures to call and convene the AGM were in compliance with laws and regulatory regulations including the Company Law of the PRC and the Securities Law of the PRC, the Rules Governing Shareholders' General Meetings of Listed Companies, and the Articles of Association; the qualifications of attendees and the convener of the AGM were lawful and valid; and the voting process and poll results of the AGM were lawful and valid.

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

Zhengzhou, Henan, the PRC  
June 10, 2022

*As at the date of this announcement, the Board comprises Mr. WANG Tianyu, Mr. SHEN Xueqing and Mr. XIA Hua as executive Directors, Ms. WANG Dan, Mr. LIU Bingheng, Mr. SU Xiaojun, Mr. JI Hongjun and Mr. WANG Shihao as non-executive Directors, and Ms. LI Yanyan, Mr. LI Xiaojian, Mr. SONG Ke and Ms. LI Shuk Yin Edwina as independent non-executive Directors.*

\* *The Bank is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.*