
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 form of proxy for the EGM 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)

PROPOSED ELECTION OF DIRECTORS
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING
IN 2022

The Letter from the Board is set out on pages 3 to 7 of this circular.

The Bank will convene the EGM at 9:00 a.m. on November 18, 2022 (Friday) at Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The notice of the EGM is set out on pages I-1 to I-3 of this circular.

The proxy form of the EGM has been published on October 30, 2022 and despatched to the Shareholders on October 31, 2022.

Whether or not you are attending and/or voting at the EGM, you are requested to complete the proxy form of the EGM 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 EGM (i.e. by 9:00 a.m. on November 17, 2022 (Thursday) or any adjournment thereof (as the case may be). Completion and return of the proxy form of the EGM will not preclude you from attending in person or voting at the EGM or any adjournment thereof should you so wish.

* *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.*

October 30, 2022

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DEFINITIONS

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

“A Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the 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)
“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 on 16 November 1996, the H Shares of which are listed on the Hong Kong Stock Exchange (stock code: 6196) 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
“controlling shareholder(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“Director(s)”	the director(s) of the Bank
“EGM”	the first extraordinary general meeting of the Bank in 2022 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 November 18, 2022 (Friday)
“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”	October 30, 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“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)
“substantial shareholder(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent.

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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)

Executive Directors:

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

Non-executive Directors:

WANG Dan
LIU Bingheng
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,

**PROPOSED ELECTION OF DIRECTORS
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING
IN 2022**

I. INTRODUCTION

The Bank will convene the EGM on November 18, 2022 (Friday), a notice thereof is set out on pages I-1 to I-3 of this circular, at which resolutions will be proposed to approve the proposed election of Directors.

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

II. PROPOSED ELECTION OF DIRECTORS

Reference is made to the announcement of the Bank dated September 14, 2022 and October 30, 2022 in relation to the proposed appointments of an executive Director and a non-executive Director, respectively. Ordinary resolutions will be proposed at the EGM to approve the appointment of Mr. Zhao Fei (“**Mr. ZHAO**”) as an executive Director and Mr. Luo Jing (“**Mr. LUO**”) as a non-executive Director.

LETTER FROM THE BOARD

The appointments of Mr. ZHAO as an executive Director and Mr. LUO as a non-executive Director of the Bank shall take effect upon consideration and approval by Shareholders at the EGM and approval by the China Banking and Insurance Regulatory Commission Henan Office (the “**CBIRC Henan Office**”) for their respective qualifications as a Director, and their respective terms of office as a Director shall end upon the expiration of the term of the seventh session of the Board.

The biographical details of Mr. ZHAO and Mr. LUO are as follows:

Mr. ZHAO Fei (趙飛), aged 47, graduated from Zhengzhou University (鄭州大學) with a bachelor’s degree in economics. He is an economist.

From January 1999 to March 2015, Mr. ZHAO successively served as employee, supervisor, assistant to the president, vice president, secretary of the Party branch and president of the Nanle County Sub-branch of the Agricultural Development Bank of China (中國農業發展銀行) in Henan Province. From March 2015 to October 2019, he successively served as the deputy director of the risk management department, the deputy director of the investment department, and the deputy director of the poverty alleviation business department of the Henan Branch of the Agricultural Development Bank of China. From October 2019 to December 2020, he successively served as vice president (in charge of operations), secretary of the Party branch and president of the Jiyuan Sub-branch of the Agricultural Development Bank of China. From December 2020 to September 2022, Mr. ZHAO has served as the secretary of the Party committee and president of the Pingdingshan Branch of the Agricultural Development Bank of China. In addition, the Board has considered and approved the appointment of Mr. ZHAO as the president of the Bank. The qualifications of Mr. ZHAO as the president are subject to the approval of the CBIRC Henan Office. During the period when his qualifications are under review and according to the relevant procedures, he shall be the acting president and perform the duties of the president after reporting to the CBIRC Henan Office. Mr. ZHAO’s term of office as the president of the Bank shall commence on the date of obtaining the approval on his qualification as the president from the CBIRC Henan Office.

Mr. LUO Jing (羅靖), aged 47, graduated from Southwestern University of Finance and Economics (西南財經大學) with a doctoral degree in economics.

From April 2008 to May 2008, Mr. LUO was a product development researcher at the asset management head department of Guoyuan Securities Co., Ltd.* (國元證券股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 000728). Mr. LUO joined Bridge Trust Co., Ltd.* (百瑞信託有限責任公司) (“**Bridge Trust**”) in October 2008. He was successively a senior researcher and officer at the R&D centre of Bridge Trust from October 2008 to January 2010, a business director and officer of the R&D centre, vice president and officer of the R&D centre of Bridge Trust from January 2010 to March 2013, vice president, executive president, executive president and party branch committee of Bridge Trust from March 2013 to December 2018, and has been the executive general manager and party committee of Bridge Trust since December 2018. Mr. LUO has also been a director of Zhongyuan Asset Management Co., Ltd.* (中原資產管理有限公司) since June 2018.

LETTER FROM THE BOARD

During his tenure as executive Director and president of the Bank, Mr. ZHAO will not receive remuneration for his capacity as an executive Director, and will only receive basic remuneration and performance remuneration for being the president of the Bank and insurance and provident fund in accordance with the PRC laws and regulations and as determined based on the relevant administrative measures of the Bank such as the Administrative Measures on Remuneration and Performance of Directors and Supervisors at Governance Level (《治理層董監事薪酬績效管理辦法》) and the Administrative Measures on Remuneration and Performance of Senior Management at Operations Level (《經營層高管薪酬績效管理辦法》). On the other hand, Mr. LUO shall not receive any remuneration from the Bank.

As at the Latest Practicable Date, save as disclosed in this circular, each of Mr. ZHAO and Mr. LUO has confirmed that: (i) he did not have any relationship with any Directors, Supervisors, senior management or substantial shareholders of the Bank or controlling shareholders of its subsidiaries; (ii) he did not hold any other position in the Bank or its subsidiaries and did not hold any directorship or supervisorship in any other companies listed in Hong Kong or overseas for the past three years; and (iii) he did not have or is not deemed to have any interest in Shares, underlying Shares and debentures of the Bank or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, save as disclosed in this circular, there are no other matters in relation to the appointments of Mr. ZHAO and/or Mr. LUO which are required to be disclosed to the Shareholders and the Hong Kong Stock Exchange, or matters which would require disclosure in accordance with Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

As approved by the Board, upon the approval of appointments of Mr. ZHAO as an executive Director and Mr. LUO as a non-executive Director by the Shareholders at the EGM and their respective qualifications as a Director is approved by the CBIRC Henan Office, Mr. ZHAO shall serve as a member of the strategic development committee and the consumer rights protection committee and Mr. LUO shall serve as a member of the related party transactions control committee of the seventh session of the Board of the Bank.

III. THE EGM

The Bank proposes to convene the EGM at 9:00 a.m. on November 18, 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 EGM. The proxy form of the EGM has been published on October 30, 2022 and despatched to the Shareholders on October 31, 2022. The notice of EGM is set out in Appendix I to this circular.

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

LETTER FROM THE BOARD

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

IV. CLOSURE OF THE REGISTER OF MEMBERS OF H SHARES AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM

In order to determine the list of H Shareholders who are entitled to attend and vote at the EGM, the Bank's register of members of H Shares will be closed from November 14, 2022 (Monday) to November 18, 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 November 18, 2022 (Friday) shall be entitled to attend and vote at the EGM.

In order to be eligible for attending and voting at the EGM, 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 November 11, 2022 (Friday).

V. METHODS OF VOTING AT THE EGM

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

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

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 meetings of the Board shall be restricted.

VI. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the EGM are in the best interests of the Bank and the Shareholders as a whole. 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 EGM.

LETTER FROM THE BOARD

VII. OTHER INFORMATION

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

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

Zhengzhou, Henan, the PRC

October 30, 2022

As at the date of this circular, the Board comprises Mr. WANG Tianyu and Mr. XIA Hua as executive Directors, Ms. WANG Dan, Mr. LIU Bingheng, 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.

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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)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2022

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting in 2022 (the "EGM") of Bank of Zhengzhou Co., Ltd.* (the "Bank") will be held at 9:00 a.m. on November 18, 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 appointment of Mr. ZHAO Fei as an executive Director of the seventh session of the Board; and
2. to consider and approve the appointment of Mr. LUO Jing as a non-executive Director of the seventh session of the Board.

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

Zhengzhou, Henan, the PRC
October 30, 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 EGM**

In order to determine the list of holders of H Shares who are entitled to attend and vote at the EGM, the Bank's H Share register of members will be closed from November 14, 2022 (Monday) to November 18, 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 November 18, 2022 (Friday) shall be entitled to attend and vote at the EGM. In order to be eligible for attending and voting at the EGM, 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 November 11, 2022 (Friday).

3. **PROXY**

Any holders of H Shares entitled to attend and vote at the EGM 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 EGM.

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 EGM (i.e. by 9:00 a.m. on November 17, 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 EGM 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 EGM 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 EGM as an alternative to attending the EGM in person.
- (ii) The holders of H Shares or their proxies shall present their identity documents when attending the EGM (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 EGM (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 EGM 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 EGM are set out in the circular of the EGM 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 EGM to be despatched by the Bank.
- * *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 and Mr. XIA Hua as executive directors, Ms. WANG Dan, Mr. LIU Bingheng, 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.