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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)

POLL RESULTS OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of 2023 first extraordinary general meeting dated March 21, 2023 and the circular dated March 21, 2023 (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 EGM

The EGM were duly convened and chaired by Mr. ZHAO Fei, the president of the Bank, (acting chairman of the Board). All members of the Board attended the EGM in person or through video access. Voting at the EGM was conducted by a combination of poll onsite and online voting. In accordance with the relevant PRC laws and regulations, the A Shareholders were entitled to attend and vote at the EGM in person, by proxy, or via online voting for the relevant resolutions. The time of network voting for the resolutions proposed at the EGM for the A Shareholders held on April 14, 2023 was set out in the notice of EGM to the A Shareholders published on the media designated by the China Securities Regulatory Commission (“**CSRC**”) on March 22, 2023.

The Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM. 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 EGM.

As at the date of the EGM, the total number of issued Shares of the Bank was 8,265,537,599 Shares (including 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 the EGM. As no Shareholder has a material interest in the resolutions proposed at the EGM, no Shareholder abstained from voting at the EGM.

II. POLL RESULTS OF THE EGM

A total of 102 Shareholders and their proxies, holding an aggregate of 2,690,899,875 Shares with voting rights, representing approximately 41.453136% of the total Shares with voting rights of the Bank, in which 101 A Shareholders and their proxies, holding an aggregate of 2,640,393,442 A Shares, representing approximately 40.675088% of the total Shares with voting rights of the Bank while 1 H Shareholder and its proxy, holding an aggregate of 50,506,433 H Shares, representing approximately 0.778048% of the total Shares with voting rights of the Bank, have attended the EGM.

The poll results in respect of the resolutions proposed at the EGM are as follows:

Ordinary Resolution			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
1.	To consider and approve the appointment of Mr. ZHAO Fei as an executive Director of the seventh session of the Board.	A Shares	2,629,020,341	99.569265	6,667,811	0.252531	4,705,290	0.178204
		H Shares	49,624,568	98.253955	881,865	1.746045	0	0.000000
		Total	2,678,644,909	99.544577	7,549,676	0.280563	4,705,290	0.174860

In accordance with the relevant regulatory requirements of CSRC and the Shenzhen Stock Exchange, the voting on the resolution proposed at the EGM, being a resolution 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 EGM, the poll results of which are as follows:

Ordinary Resolution		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
1.	To consider and approve the appointment of Mr. ZHAO Fei as an executive Director of the seventh session of the Board.	1,478,700,804	99.236742	6,667,811	0.447482	4,705,290	0.315776

Notes:

- (a) In counting the voting results for a resolution, abstained votes were regarded as votes with voting rights.
- (b) As over half of the votes were cast in favour of resolution No. 1, such resolution was duly passed as an ordinary resolution.
- (c) 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 EGM shall therefore be subject to restrictions pursuant to the Articles of Association, resulting in a total of 1,774,111,049 Shares subject to restrictions. Such Shares were not involved in the voting.

- (d) There was no Shares requiring the holder to abstain from voting in favour of the above resolution at the EGM under Rule 13.40 of the Hong Kong Listing Rules.
- (e) Save as disclosed above, none of the Shareholders stated their intention in the Circular to vote against the above resolution at the EGM or abstain from voting.

III. APPOINTMENT OF EXECUTIVE DIRECTOR

Reference was made to the announcements of the Bank dated September 14, 2022, November 25, 2022 and March 21, 2023 in relation to the proposed appointment of an executive Director. The appointment of Mr. ZHAO Fei as an executive Director has been approved at the EGM. Mr. ZHAO Fei will serve as an executive Director with effect from the date of his qualification of director being approved by China Banking and Insurance Regulatory Commission Henan Office to the end of the term of the seventh session of the Board.

To ensure the normal and standardized operation of the Bank's corporate governance, pursuant to the Company Law of the PRC, Measures of the CBIRC for the Implementation of Administrative Licensing Matters Concerning Chinese-funded Commercial Banks and other relevant laws and regulations, and the relevant regulations as stipulated in the Articles of Association, the Board has considered and approved the election of Mr. ZHAO Fei to perform the duties of the chairman until the election of the new chairman and his/her qualification of directorship being approved by regulatory authorities. Pursuant to the Rule 13.51(2) of the Hong Kong Listing Rules, the biographical details of Mr. ZHAO Fei which required for disclosure have been set out in the Circular. As at the date of this announcement, there was no change on such information.

During his tenure as an executive Director and the president of the Bank, Mr. ZHAO Fei 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》).

IV. LAWYER'S CERTIFICATION

SU Zheng and Li Yuanyuan, lawyers of King & Wood Mallesons, the Bank's PRC legal advisers, witnessed the EGM and issued a legal opinion certifying that the procedures to call and convene the EGM were in compliance with the laws and administrative regulations, including the Company Law of the PRC, 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 EGM were lawful and valid; the voting procedures and the poll results of the EGM were lawful and valid.

**The Board of Directors of
Bank of Zhengzhou Co., Ltd.***

Zhengzhou, Henan, the PRC
April 14, 2023

As at the date of this announcement, the Board comprise Mr. XIA Hua as executive Director, Ms. WANG Dan, Mr. LIU Bingheng, 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.*