
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 and/or the H Shareholders Class Meeting 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)

**2022 BOARD OF DIRECTORS' WORK REPORT,
2022 BOARD OF SUPERVISORS' WORK REPORT,
2022 ANNUAL FINANCIAL STATEMENTS,
2022 ANNUAL REPORT,
2023 FINANCIAL BUDGET,
RE-APPOINTMENT OF AUDITORS,
SPECIAL REPORT ON RELATED PARTY TRANSACTIONS FOR 2022,
ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2023,
2022 PROFIT DISTRIBUTION AND CAPITAL RESERVE CAPITALIZATION PLAN,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
GENERAL MANDATE FOR THE ISSUANCE OF NEW SHARES,
NOTICE OF THE 2022 AGM, AND
NOTICE OF THE 2023 FIRST H SHAREHOLDERS CLASS MEETING**

The Letter from the Board is set out on pages 4 to 20 of this circular.

The Bank will convene the AGM at 9:00 a.m. on June 15, 2023 (Thursday) and the H Shareholders Class Meeting immediately after the conclusion of the AGM and the A Shareholders Class Meeting at Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The notices of the AGM and the H Shareholders Class Meeting are set out on pages VI-1 to VI-6 and VII-1 to VII-3 of this circular, respectively.

Whether or not you are attending and/or voting at the AGM and/or H Shareholders Class Meeting, you are requested to complete the proxy forms of the AGM and/or the H Shareholders Class Meeting 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 and/or H Shareholders Class Meeting (i.e. by 9:00 a.m. on June 14, 2023 (Wednesday) or any adjournment thereof (as the case may be). Completion and return of the proxy forms of the AGM and/or the H Shareholders Class Meeting will not preclude you from attending and voting in person at the AGM and/or H Shareholders Class Meeting 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.*

May 23, 2023

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EXPECTED TIMETABLE

The expected timetable for the Capitalization Issue (in respect of the issue of the Capitalization H Shares) is set forth below:

2023

Latest time for lodging transfer of H Shares for
entitlement to attend and vote at the AGM and
the H Shareholders Class Meeting 4:30 p.m., June 7 (Wednesday)

Book closure period for determining entitlement to
attend and vote at the AGM and the
H Shareholders Class Meeting June 8 (Thursday) to
June 15 (Thursday)
(both days inclusive)

Latest time for lodging the proxy forms for the AGM and
the H Shareholders Class Meeting 9:00 a.m. on
June 14 (Wednesday)

Record date for determining entitlement to attend
and vote at the AGM and the H Shareholders Class Meeting June 15 (Thursday)

AGM 9:00 a.m. on
June 15 (Thursday)

H Shareholders Class Meeting June 15 (Thursday)
(immediately after the
conclusion or adjournment of
the A Shareholders Class Meeting)

Announcement of poll results of the AGM
and the H Shareholders Class Meeting June 15 (Thursday)

Register of members of the Bank reopens June 16 (Friday)

Last day of dealings in H Shares on a cum-entitlement basis June 19 (Monday)

First day of dealings in H Shares
on an ex-entitlement basis June 20 (Tuesday)

Latest time for lodging transfer of H Shares
for entitlement to the Capitalization Issue 4:30 p.m. on
June 21 (Wednesday)

EXPECTED TIMETABLE

Book closure period for determining entitlement
to the Capitalization Issue June 23 (Friday) to
June 28 (Wednesday)
(both days inclusive)

Record date for determining entitlement to
the Capitalization Issue June 28 (Wednesday)

Register of members of the Bank reopens June 29 (Thursday)

Despatch of certificates for the Capitalization H Shares June 30 (Friday)

Dealings in Capitalization H Shares commence 9:00 a.m. on
July 3 (Monday)

Note: Dates or deadlines specified in this circular are indicative only and may be varied by the Bank. The Bank will immediately issue a separate announcement if there is any change to the aforesaid dates.

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)
“A Shareholders Class Meeting”	the 2023 first class meeting of the A Shareholders to be convened by the Bank on June 15, 2023
“AGM” or “Annual General Meeting”	the 2022 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 15, 2023
“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 of which are listed on the Hong Kong Stock Exchange (H Shares 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
“Capitalization A Share(s)”	the new A Share(s) to be allotted and issued in accordance with the Capitalization Issue
“Capitalization H Share(s)”	the new H Share(s) to be allotted and issued in accordance with the Capitalization Issue

DEFINITIONS

“Capitalization Issue”	the proposed issue of one Capitalization Share for every 10 Shares by way of capitalization of capital reserve
“Capitalization Share(s)”	the Capitalization A Share(s) and the Capitalization H Share(s)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Class Meetings”	the A Shareholders Class Meeting and H Shareholders Class Meeting
“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
“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)
“H Shareholders Class Meeting”	the 2023 first class meeting of the H Shareholders to be convened on June 15, 2023
“HKSCC”	Hong Kong Securities Clearing Company Limited
“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

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	May 17, 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“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)
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange
“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)

Executive Director:

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,

**2022 BOARD OF DIRECTORS' WORK REPORT,
2022 BOARD OF SUPERVISORS' WORK REPORT,
2022 ANNUAL FINANCIAL STATEMENTS,
2022 ANNUAL REPORT,
2023 FINANCIAL BUDGET,
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NOTICE OF THE 2023 FIRST H SHAREHOLDERS CLASS MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

The Bank will convene the AGM on June 15, 2023 (Thursday), a notice thereof is set out on pages VI-1 to VI-6 of this circular, at which resolutions will be proposed to approve, including: 2022 Board of Directors' work report, 2022 Board of Supervisors' work report, 2022 annual financial statements, 2022 annual report, 2023 financial budget, re-appointment of auditors, special report on related party transactions for 2022, estimated quota on recurring related party transactions for 2023, 2022 profit distribution and capital reserve capitalization plan, proposed amendments to the Articles of Association and general mandate for the issuance of new Shares.

The Bank will also convene the H Shareholders Class Meeting immediately following the conclusion of the AGM and the A Shareholders Class Meeting, a notice thereof is set out on pages VII-1 to VII-3 of this circular, at which the resolution will be proposed to approve the 2022 profit distribution and capital reserve capitalization plan.

The purpose of this circular is to set out the notices of the AGM and the H Shareholders Class Meeting and provide you with the details of the aforesaid resolutions.

II. MATTERS TO BE HANDLED

1. 2022 Board of Directors' Work Report

For details of the Board of Directors' Work Report for the year ended December 31, 2022, please refer to the full text of the report as set out in Appendix I to this circular.

2. 2022 Board of Supervisors' Work Report

For details of the Board of Supervisors' Work Report for the year ended December 31, 2022, please refer to the full text of the report as set out in Appendix II to this circular.

3. 2022 Annual Financial Statements

Please refer to the financial statements included in the 2022 annual report published by the Bank for details of the audited annual financial statements of the Bank for the year ended December 31, 2022 which were prepared in accordance with the International Financial Reporting Standards.

4. 2022 Annual Report

Please refer to the 2022 annual report published by the Bank.

LETTER FROM THE BOARD

5. 2023 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 2023, which outlined a planned investment of RMB1,564.58 million in 2023, representing an increase of RMB200.46 million or 14.7% as compared with the budget of RMB1,364.12 million from the previous year, and an increase of RMB1,065.05 million or 213.2% as compared with the actual expenditure of RMB499.53 million from the previous year. Of which:

- (i) RMB1,118.89 million for construction projects, representing an increase of RMB156.40 million or 16.2% as compared with the budget of RMB962.49 million from the previous year, and an increase of RMB863.01 million or 337.3% as compared with the actual expenditure of RMB255.88 million from the previous year. The investment for the year includes construction of a financial services centre amounting to RMB718.84 million, construction of an integrated business building amounting to RMB373.05 million and 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 RMB27.00 million;
- (ii) RMB92.10 million for project refurbishment, representing an increase of RMB34.49 million or 59.9% as compared with the budget of RMB57.61 million from the previous year, and an increase of RMB50.49 million or 121.3% as compared with the actual expenditure of RMB41.61 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, the fitting out of the headquarter buildings of its subsidiaries', etc.;
- (iii) RMB58.57 million for fixed assets, representing a decrease of RMB42.32 million or 41.9% as compared with the budget of RMB100.89 million from the previous year, and an increase of RMB24.46 million or 71.7% as compared with the actual expenditure of RMB34.11 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, and monitoring devices; and
- (iv) RMB295.02 million for technology projects, representing an increase of RMB51.89 million or 21.3% as compared with the budget of RMB243.13 million from the previous year, and an increase of RMB127.09 million or 75.7% as compared with the actual expenditure of RMB167.93 million from the previous year. The investment for the year will be mainly used for the establishment, upgrade, and renovation of systems, safety and testing, and purchase of IT hardware, etc.

LETTER FROM THE BOARD

6. Re-appointment of Auditors

The Board proposes to re-appoint Ernst & Young Hua Ming LLP and Ernst & Young as the domestic auditor and the international auditor of the Bank for the financial year of 2023, for provision of professional services such as 2023 annual audit, interim review and internal control audit for the consolidated financial statements of the Bank and the financial statements of parent company, and the provision of other professional services in accordance with regulatory requirements and the actual business development needs of the Bank with a proposed audit fee of RMB5.09 million. The term of office commences upon the conclusion of the Bank's 2022 annual general meeting and ends after the conclusion of the Bank's 2023 annual general meeting.

7. Special Report on Related Party Transactions for 2022

The special report on related party transactions for 2022 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.

8. Estimated Quota on Recurring Related Party Transactions for 2023

To further enhance the Bank's management of related party transactions, the Bank made a reasonable projection of the quota on recurring related party transactions for 2023 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 2023 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.

9. 2022 Profit Distribution and Capital Reserve Capitalization Plan

In accordance with the provisions of relevant laws and regulations, the annual profit distribution and capital reserve capitalization plan for the year ended December 31, 2022 proposed by the Board for consideration and approval by Shareholders is as follows:

- (i) 10% of the net profit, equivalent to RMB223.884 million, was appropriated as the statutory surplus reserve;
- (ii) RMB256.000 million was appropriated as the general risk reserve;
- (iii) One new Share be issued to all Shareholders for every 10 Shares being held by way of conversion of capital reserve; and
- (iv) The retained undistributed profits will be carried forward to the next year.

LETTER FROM THE BOARD

The Board proposed the Capitalization Issue on the basis of one Capitalization Share for every 10 Shares by way of capitalization of capital reserve, representing a total increase of 826,553,759 Shares comprising of 642,875,759 Capitalization A Shares and 183,678,000 Capitalization H Shares based on the Bank's total share capital of 8,265,537,599 Shares comprising of 6,428,757,599 A Shares and 1,836,780,000 H Shares as at the Latest Practicable Date. Upon completion of the Capitalization Issue, the Bank's total share capital will be increased from 8,265,537,599 Shares to 9,092,091,358 Shares, comprising of 7,071,633,358 A Shares and 2,020,458,000 H Shares. In respect of H Shareholders, Capitalization H Shares will be issued on a *pro rata* basis and any fractional Shares (if any) will be rounded down to the nearest whole unit. All fractional Shares arising from the Capitalization Issue will not be issued and distributed but will be aggregated to sell, and the proceeds will be retained by the Bank. In respect of A Shares, pursuant to the Operational Guideline of the Shenzhen Branch of the China Securities Depository and Clearing Corporation Limited for Interest Distribution of Securities Issuers (《中國證券登記結算有限責任公司深圳分公司證券發行人業務指南》) published by the Shenzhen Branch of the China Securities Depository and Clearing Corporation Limited, "*if conversion of fractional shares into cash application has not been made by a listed company, any fractional shares arising from issuance of shares for no consideration shall be arranged by the Shenzhen Branch of the China Securities Depository and Clearing Corporation Limited in a sequence according to their amounts and the small amount shall be allotted to shareholders with larger amount so as to reach the minimum unit of one share*". Any fractional Capitalization A Shares arising from the Capitalization Issue will be processed based on the above applicable guideline accordingly. It is expected that dealings of the Capitalization A Shares will commence on July 3, 2023.

As at the Latest Practicable Date, the Bank had no outstanding share option, warrant or convertible securities to subscribe for Shares.

Conditions of the Capitalization Issue

The completion of the Capitalization Issue is subject to the following conditions:

- (i) approval of the Shareholders by way of special resolutions at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting;
- (ii) Hong Kong Stock Exchange granting the listing of, and permission to deal in, the Capitalization H Shares; and
- (iii) compliance with the relevant legal procedures and requirements under the relevant PRC Laws including the PRC Company Law to effect the Capitalization Issue, including obtaining approvals from the banking regulatory authorities and changing the industrial and commercial registration for the increase of the registered capital.

Holders of different classes of Shares of the Bank have the same right to dividend or other forms of distribution, in which the issue of the Capitalization A Shares and issue of the Capitalization H Shares shall proceed concurrently and accordingly, they are inter-conditional. As at the Latest Practicable Date, none of the above conditions have been fulfilled.

LETTER FROM THE BOARD

Status of Capitalization Shares

The Capitalization Shares are non-renounceable and will, subject to the Articles of Association, rank *pari passu* in all respects with the Shares in issue on the date of the issue of the Capitalization Shares. Holders of the Capitalization Shares will be entitled to receive all future dividends and distributions (if any) which are declared, made or paid after the date on which the Capitalization Shares are allotted and issued. The Capitalization Issue should not result in any change to the rights of the Shares nor any new class of Shares to be listed.

Overseas H Shareholders

As at the Latest Practicable Date, according to the latest register of members available to the Bank, none of the H Shareholders as recorded on the register of members of the Bank had an address which is outside of Hong Kong.

Upon the Capitalization Issue becoming unconditional, the Bank will consider if, on the record date for determining entitlement to the Capitalization Issue (i.e. June 28, 2023 (Wednesday)), there are any overseas H Shareholders located in other jurisdictions, and if there are such overseas H Shareholders, then the Bank will make enquiry regarding the legal restrictions (if any) under the laws of the relevant places and the requirements of the relevant regulatory bodies or stock exchanges for the relevant overseas H Shareholders to be eligible to take part in the Capitalization Issue pursuant to the Hong Kong Listing Rules. If, after making such enquiries, the Board is of the view that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, not to issue the Capitalization H Shares to such overseas Shareholders, arrangements will be made for the Capitalization H Shares which would otherwise be issued to such overseas Shareholders to be sold in the market as soon as practicable after dealings in the Capitalization H Shares commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in HK dollars to the relevant overseas Shareholder, by ordinary post at his own risk, unless the amount falling to be distributed to any such person is less than HK\$100, in which case it will be retained for the benefit of the Bank.

Tax Arrangement in respect of the Capitalization Issue

According to the relevant provisions of the State Administration of Taxation of the PRC, the Capitalization Issue of the Bank shall be proceeded by the capital reserve from capital premium, and is exempt from any tax or any withholding tax.

Eligibility to Capitalization Shares for Shareholders trading through Shenzhen-Hong Kong Stock Connect

Subject to compliance with the relevant laws and regulations of the PRC, as at the Latest Practicable Date, the H Shares are eligible for southbound trading and the A Shares are eligible for northbound trading under the Shenzhen-Hong Kong Stock Connect. Subject to compliance with the relevant laws or regulations in the PRC, Capitalization H Shares will be allotted to the H Shareholders in the PRC who are holding the H Shares through Shenzhen-Hong Kong Stock Connect and Capitalization A Shares will be allotted to the A Shareholders in Hong Kong who are holding the A Shares through Shenzhen-Hong Kong Stock Connect.

LETTER FROM THE BOARD

Effect on the shareholding upon completion of the Capitalization Issue

Details of the Shareholding structure of the Bank as at the Latest Practicable Date and immediately upon completion of the Capitalization Issue (assuming that no new Shares will be allotted or issued prior to the record dates for A Shares and H Shares, and that the conditions of the Capitalization Issue will be satisfied) are set out below:

Name of Shareholder(s)	Class of Shares	As at the Latest Practicable Date			Immediately after the completion of the Capitalization Issue		
		Number of Shares	As a percentage of the issued Shares in the respective class	As a percentage of total issued share capital of the Bank	Number of Shares	As a percentage of the issued Shares in the respective class	As a percentage of total issued share capital of the Bank
Non-public Shareholders							
Zhengzhou Finance Bureau ⁽¹⁾	A	1,350,282,905	21.00%	16.34%	1,485,311,195	21.00%	16.34%
Henan Guoyuan Trade Co., Ltd. (河南國原貿易有限公司) ⁽²⁾	A	350,846,233	5.46%	4.24%	385,930,856	5.46%	4.24%
Directors and Supervisors of the Bank and its subsidiaries (including their close associates) ⁽³⁾	A	261,528	0.0041%	0.0032%	287,680	0.0041%	0.0032%
H Shareholders	H	-	-	-	-	-	-
Subtotal	A and H	1,701,390,666	-	20.58%	1,871,529,732	-	20.58%
Public Shareholders							
A Shareholders	A	4,727,366,933	73.53%	57.19%	5,200,103,626	73.53%	57.19%
H Shareholders ⁽⁴⁾	H	1,836,780,000	100%	22.22%	2,020,458,000	100%	22.22%
Subtotal	A and H	6,564,146,933	-	79.42%	7,220,561,626	-	79.42%
Total		8,265,537,599	-	100%	9,092,091,358	-	100%

Notes:

- As at the Latest Practicable Date, these 1,350,282,905 A Shares are directly or indirectly held by Zhengzhou Finance Bureau, including 597,496,646 A Shares directly held by Zhengzhou Finance Bureau and 752,786,259 A Shares directly or indirectly held by Zhengzhou Finance Bureau through its wholly-owned subsidiaries. Zhengzhou Finance Bureau is a substantial shareholder of the Bank and thus a core connected person of the Bank. Accordingly, the A Shares directly and indirectly held by Zhengzhou Finance Bureau do not constitute the public float.

LETTER FROM THE BOARD

2. As at the Latest Practicable Date, the Bank's Supervisor Mr. ZHU Zhihui holds 90% of equity interest in Henan Guoyuan Trade Co., Ltd.. Henan Guoyuan Trade Co., Ltd. is a close associate of Mr. ZHU Zhihui, who is a core connected person of the Bank and thus Henan Guoyuan Trade Co., Ltd. is also a core connected person of the Bank. Accordingly, the A Shares held by Henan Guoyuan Trade Co., Ltd. do not constitute the public float.
3. These 261,528 A Shares are held by the Bank's Director Mr. XIA Hua as to 51,150 A Shares, the Bank's Director Mr. JI Hongjun as to 1,870 A Shares, the Bank's Director Mr. WANG Shihao as to 22,000 A Shares, the Bank's Supervisor Mr. LI Huaibin as to 54,200 A Shares, the Bank's Supervisor Ms. CHEN Xinxu as to 47,300 A Shares and 85,008 A Shares are held by the directors and supervisors (including their close associates) of the subsidiaries of the Bank. Each of Mr. XIA Hua, Mr. JI Hongjun, Mr. WANG Shihao, Mr. LI Huaibin, Ms. CHEN Xinxu and the relevant Directors and Supervisors (including their respective close associates) of the subsidiaries of the Bank is a core connected person of the Bank. Accordingly, the A Shares held by each of them do not constitute the public float.
4. To the best of the Directors' knowledge, Shares held by the H Shareholders as of the Latest Practicable Date are all held by the public pursuant to Rule 8.24 of the Hong Kong Listing Rules.

Based on publicly available information and to the knowledge of the Directors, as at the Latest Practicable Date, the public float percentage of the Bank satisfied the requirements under Rule 8.08 of the Hong Kong Listing Rules. Based on publicly available information and to the knowledge of the Directors, assuming that the Capitalization Issue will be completed, the public float percentage of the Bank immediately after the completion of the Capitalization Issue will continue to satisfy the requirements under Rule 8.08 of the Hong Kong Listing Rules.

Application for Listing

The A Shares and H Shares of the Bank are listed on the Shenzhen Stock Exchange and the Hong Kong Stock Exchange, respectively. Application will be made by the Bank to the Listing Committee of the Hong Kong Stock Exchange for the approval for the listing of, and permission to deal in, the Capitalization H Shares. The Capitalization A Shares will be listed on the Shenzhen Stock Exchange. Subject to the satisfaction of the conditions as set out in this circular (including but not limited to the granting of the aforesaid approval by the Hong Kong Stock Exchange), the Capitalization H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS. All necessary arrangements will be made by the Bank for the Capitalization H Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Subject to the Capitalization Issue becoming unconditional, the certificates for the Capitalization H Shares will be despatched by ordinary post to the H Shareholders who are entitled thereto at their own risk. In case of joint shareholding, the certificates for the Capitalization H Shares will be posted to the first named person on the H Shareholder's register in respect of such joint shareholding. For the date of despatch of the certificates for the Capitalization H Shares and the date of the commencement of dealings in the Capitalization H Shares, please refer to the section headed "Expected Timetable" of this circular.

LETTER FROM THE BOARD

Closure of Register of Members

In order to determine the list of H Shareholders who are entitled to the Capitalization Issue, the Bank's register of members will be closed from June 23, 2023 (Friday) to June 28, 2023 (Wednesday), both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the Bank's register of members on June 28, 2023 (Wednesday) are entitled to receive the Capitalization H Shares. In order to receive the Capitalization H Shares, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at or before 4:30 p.m. on June 21, 2023 (Wednesday). The address of the transfer office of the H Share Registrar is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Odd Lot Arrangement

In order to alleviate the difficulties arising from the existence of odd lots of the H Shares as a result of the Capitalization Issue, the Bank has appointed Computershare Hong Kong Investor Services Limited as an agent to provide matching services on a best effort basis to the H Shareholders who wish to top up or sell their holdings of odd lots of the H Shares during the period from 9:00 a.m. on July 3, 2023 (Monday) to 4:30 p.m. on July 21, 2023 (Friday), both days inclusive. H Shareholders in odd lots represented by the existing share certificates for the H Shares who wish to take advantage of this facility either to dispose of their odd lots of the H Shares or to top up their odd lots of H Shares may directly or through their brokers contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or at telephone number (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) within such period. Shareholders who would like to match odd lots are recommended to make an appointment in advance by dialling the telephone number of Computershare Hong Kong Investor Services Limited set out above.

H Shareholders in odd lots should note that successful matching of the sale and purchase of odd lots of the H Shares is not guaranteed. The H Shareholders are recommended to consult their professional advisers if they are in doubt about the above arrangement.

Statement to be made on acquisition of Shares

The Bank shall ensure that all its listing documents and share certificates include the statements stipulated below and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its Shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such Shares bearing statements to the following effect:

- (i) the acquirer of Shares agrees with the Bank and each of its Shareholders, and the Bank agrees with each Shareholder, to observe and comply with the PRC Company Law, the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies promulgated by the State Council and the Articles of Association;

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- (ii) the acquirer of Shares agrees with the Bank, each of its Shareholders, Directors, Supervisors, managers and officers, and the Bank acting for itself and on behalf of each Director, Supervisor, manager and officer agrees with each Shareholder, to refer all differences and claims arising from the Articles of Association or any rights or obligations conferred or imposed by the PRC Company Law or other relevant laws and administrative regulations concerning the affairs of the Bank to arbitration in accordance with the Articles of Association. Any reference to arbitration will be deemed to authorize the arbitration tribunal to conduct its hearing in open session and to publish its award. Such arbitration will be final and conclusive;
- (iii) the acquirer of Shares agrees with the Bank and its Shareholders that H Shares are freely transferable by the holders of such Shares; and
- (iv) the acquirer of Shares authorizes the Bank to enter into a contract on his behalf with each Director and officer whereby such Directors and officers undertake to observe and comply with their obligations to Shareholders stipulated in the Articles of Association.

Documents available for inspection

Copies of the following documents will be available for inspection at the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.zzbank.cn) during normal business hours on any business day from the date of this circular until the date of the AGM:

- (i) the Articles of Association;
- (ii) the annual reports of the Bank for the two years ended December 31, 2021 and 2022; and
- (iii) this circular.

Warning of Risks of Dealing in the H Shares

H Shareholders should note that the existing H Shares are expected to be dealt in on an ex-entitlement basis for entitlement to the Capitalization H Shares from June 20, 2023 (Tuesday). If the conditions of the Capitalization Issue (as set out above under this section headed “Conditions of Capitalization Issue”) are not fulfilled, the Capitalization Issue will not proceed. If in doubt, investors are recommended to consult their professional advisers.

LETTER FROM THE BOARD

Reasons for the Capitalization Issue

Based on the positive expectations on the future development of the Bank following the resumption of businesses and upheaving of the overall PRC economic situation upon cessation of pandemic-related control measures, and with reference to the operating and the overall financial status of the Bank, which saw a gradual and consistent increase in the Bank's total assets and operating income since its listing on the Hong Kong Stock Exchange, the Board proposed the Capitalization Issue proposal so as to share the fruits of the Bank's business performance with the Shareholders. Although the Capitalization Issue is not expected to increase the percentage of equity interests in the Bank held by any Shareholder as the Capitalization Shares are issued to the Shareholders in proportion to their existing shareholdings in the Bank, the Capitalization Issue will increase the number of Shares to be held by the Shareholders, which will afford the Shareholders with more flexibility in managing their own investment portfolios such as giving them more convenience in disposing of a portion of the Shares and realizing a cash return at their discretion. Since the Capitalization Issue will increase the number of Shares to be held by the Shareholders, the Board expects that the Capitalization Issue would enhance the liquidity of the Shares in the market. Besides, the Capitalization Issue is probably expected to decrease the trading price per Share traded after ex-entitlement to the Capitalization Shares. This decrease in the trading price for each Share traded after ex-entitlement will reduce transaction costs incurred by the Shareholders and potential investors of the Bank for acquiring each board lot of Shares in future and hence help further to broaden the Shareholder base of the Bank.

In addition, through the Capitalization Issue, the Bank aims to share its success in the previous year with the Shareholders while striking a balance with the capital needs for the Bank's business expansion and regulatory compliance. The Bank will also continue keeping its retained profits at a reasonable level but will not distribute cash dividends for 2022 due to the following reasons: firstly, facing the complicated and ever-changing macroeconomic situation, the Bank proactively implemented the government's and financial regulatory agencies' requirements concerning consistently stabilizing the economy and seriously performed its social responsibility as a local financial institution to support enterprises in resuming operation and production and step up its support to SMEs through a number of measures including lowering interest rates, reducing handling fees, extending credit loans and deferring repayment of principal and interest due, which has affected our profitability to a certain extent. Secondly, in response to the increasing downside economic pressure in recent years, the Bank kept strengthening its prospective risk control, accelerated the disposal of non-performing assets, formulated contingency plans, stepped up its provisioning efforts, and responded to the regulatory guidance on retaining undistributed profits, all of these are conducive to further strengthening the Bank's risk resistance capabilities and ensuring its stable operation. 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 the 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 long-term sustainable development, thereby ensuring the long-term interests of investors.

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Accordingly, having considered the above, the Directors believe that the Capitalization Issue will (i) result in the increase of number of Shares in issue and thus will enhance the liquidity of the Shares in the market; and (ii) enable the Bank to share the fruits of its success with the Shareholders while maintaining and strengthening its risk resistance capabilities in the current economy and increasingly stringent regulatory environment.

On March 30, 2023, the profit distribution and capital reserve capitalization plan and the authorizations to implement the Capitalization Issue due to increase of the registered capital (including for the Board to amend the registered capital and the relevant provisions in the Articles of Association, and for the operating management of the Bank to handle the subsequent relevant procedures such as regulatory submissions and industrial and commercial registration) was considered and passed at the meeting of the Board, which is currently proposed to the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting by way of special resolution for consideration and approval of the Shareholders.

10. Amendments to the Articles of Association

Reference is made to the announcement of the Bank dated March 31, 2023 in relation to, among other things, amendments to the Articles of Association.

According to the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》), the Corporate Governance Guidelines for Banking and Insurance Institutions (《銀行保險機構公司治理準則》), the latest requirements under the Core Shareholder Protection Standards set out in Appendix 3 to the Hong Kong Listing Rules as well as other relevant laws and regulations and regulatory provisions, based on the actual conditions of the Bank, it is proposed to amend the relevant provisions of the existing Articles of Association. The resolution relating to the amendments to the Articles of Association was approved at the Board meeting held on March 30, 2023.

The proposed amendments to the Articles of Association are subject to the Shareholders' approval by way of the special resolution at the AGM and 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 individually or jointly make further supplements or adjustments to the proposed amendments in accordance with the feedback from the regulatory authorities before submitting the amendments to the Articles of Association to the AGM for approval.

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

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11. General Mandate for the 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 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 were 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:

11.1 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), 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).

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, 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

LETTER FROM THE BOARD

- (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
 - (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.

11.2 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.

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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 2022 (《鄭州銀行股份有限公司監事會對董事會及其成員2022年度履職評價報告》), the Evaluation Report on the Performance of Duties of the Board of Supervisors and Members of Bank of Zhengzhou Co., Ltd. for 2022 (《鄭州銀行股份有限公司監事會及其成員2022年度履職評價報告》), 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 2022 (《鄭州銀行股份有限公司監事會對高級管理層及其成員2022年度履職評價報告》), the Report on Performance of Duties of the Independent Non-Executive Directors of Bank of Zhengzhou Co., Ltd. for 2022 (《鄭州銀行股份有限公司2022年度獨立非執行董事述職報告》) and the Evaluation Report on the Performance of Duties and Contracts by Substantial Shareholders of Bank of Zhengzhou Co., Ltd. for 2022 (《鄭州銀行股份有限公司關於2022年度主要股東履職履約的評估報告》), all of which are prepared by the Board of Supervisors, will be circulated at the AGM.

IV. THE AGM AND CLASS MEETINGS

The Bank proposes to convene the AGM at 9:00 a.m. on June 15, 2023 (Thursday) and the H Shareholders Class Meeting immediately after the conclusion of the AGM and the A Shareholders Class Meeting 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 notices of the AGM and the H Shareholders Class Meeting. The proxy forms for use at the AGM and the H Shareholders Class Meeting have been published and despatched to the Shareholders on April 28, 2023. The notices of the AGM and the H Shareholders Class Meeting are set out in Appendix VI and Appendix VII to this circular, respectively.

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

Completion and return of the proxy forms of the AGM and/or the H Shareholders Class Meeting will not preclude you from attending and voting in person at the AGM and/or H Shareholders Class Meeting 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 AND H SHAREHOLDERS CLASS MEETING

In order to determine the list of H Shareholders who are entitled to attend and vote at the AGM and/or H Shareholders Class Meeting, the Bank's register of members of H Shares will be closed from June 8, 2023 (Thursday) to June 15, 2023 (Thursday), 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 15, 2023 (Thursday) shall be entitled to attend and vote at the AGM and/or H Shareholders Class Meeting.

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In order to be eligible for attending and voting at the AGM and/or H Shareholders Class Meeting, 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 7, 2023 (Wednesday).

VI. METHODS OF VOTING AT THE AGM AND H SHAREHOLDERS CLASS MEETING

Pursuant to the requirements of Rule 13.39(4) of the Hong Kong Listing Rules, voting by the Shareholders at the AGM and by the H Shareholders at the H Shareholders Class Meeting 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 2023, 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.

LETTER FROM THE BOARD

VII. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the AGM and/or H Shareholders Class Meeting are in the best interests of the Bank and the Shareholders as a whole. In addition, Mr. XIA Hua, being executive Director, Ms. WANG Dan, Mr. LIU Bingheng, 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 2023. 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 and H Shareholders Class Meeting.

VIII. OTHER INFORMATION

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

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

Zhengzhou, Henan, the PRC

May 23, 2023

As at the date of this circular, the Board comprises 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.*

In 2022, the 20th National Congress of the Communist Party of China was successfully held, at which strategic initiatives were adopted to build a socialist modern power in an all-round way and promote the great rejuvenation of the Chinese nation. The board of directors (the “Board”) of Bank of Zhengzhou Co., Ltd. (the “Bank”) earnestly implemented the decisions and arrangements of the national, provincial, and municipal governments and financial regulatory requirements, maintained its strategic focus in the face of complex and changing economic environment, adhered to the general tone of seeking progress amid stability, and executed its five-year plan to steadily promote high-quality development and strategic transformation.

As at the end of 2022, the Bank had total assets of RMB591.514 billion, representing an increase of 2.88% from the end of the previous year; total deposits from customers of RMB337.708 billion, representing an increase of 5.93% from the end of the previous year; and gross loans and advances to customers of RMB330.921 billion, representing an increase of 14.49% from the end of the previous year. The Bank recorded an operating income of RMB15.101 billion, representing a year-on-year increase of 2.03%; a pre-provision profit of RMB11.467 billion, representing a year-on-year increase of 1.92%; a net profit of RMB2.6 billion, representing a year-on-year decrease of 23.48%; a net interest margin of 2.27% and a cost-to-income ratio of 22.99%. The Bank’s capital adequacy ratio, non-performing loan (NPL) ratio and allowance to NPL ratio were 12.72%, 1.88% and 165.73% respectively. All these regulatory indicators meet the regulatory requirements.

The Bank ranked 184th on the list of “Top 1,000 Global Banks in 2022” released by the British magazine The Banker, up 44 places from the previous year; and ranked 227th in the “Top 500 Banking Brands” ranking issued by The Banker, up 9 places from the previous year.

I. MAIN WORK OF THE BOARD IN 2022

(I) Enhancing Strategic Guidance to Open a New Chapter for High-quality Development

- 1. Scientific decision making to promote strategic management.** In 2022, the Board maintained the scientificity and continuity of strategic guidance. In order to adapt to macro changes and meet regulatory requirements, the Board initiated the revision of strategic plan based on changes in the internal and external environment and the latest developments of the Bank, and considered and approved the Proposal on Revising the 2021-2025 Strategic Plan of Bank of Zhengzhou Co., Ltd. to adjust key strategic objectives and related operations management strategies, thus making the strategic plan more realistic and instructive and further clarifying the development objectives and strategic direction in the next three years. Meanwhile, the Board prepared a bank-wide handbook of strategic tasks and restructured the strategic PMO, creating a new model of independently promoting strategic management, improved the PMO collective review mechanism, improved the mechanism for identifying strategic difficulties and tasks, and strengthened the management and supervision of strategy implementation by various units. In addition, the Board regularly held strategy review meetings to conduct in-depth analysis of the Bank’s strategy implementation and existing problems and formulate improvement plans, thereby getting a clearer picture of strategy implementation.

- 2. Upholding original positioning to promote sound development of the local economy.** In 2022, the Board led the management team to uphold the regional development strategy of “taking root in Henan and basing in Zhengzhou”, remain aligned with the development strategies of the state, Henan Province and Zhengzhou under the complex economic environment, and take various measures to serve local economic development. In order to accurately meet the financial needs of local enterprises and help stabilize the economy and promote development, the Bank promptly issued the Implementation Opinions of Bank of Zhengzhou on Supporting Efforts in Stabilizing the Economy, Promoting Growth, and Facilitating Employment, covering 27 financial service measures in 8 aspects, including bailing out market players, assisting in the implementation of key strategies, increasing support for key areas and industries, and cutting fees to service the real economy. The Board closely followed the national, provincial, and municipal decisions and policies on promoting the stable and healthy development of the real estate market, timely adjusted the credit policy for the real estate industry, and developed the Measures of Bank of Zhengzhou to Support the Stable and Healthy Development of the Real Estate Market (《鄭州銀行支持房地產市場平穩健康發展一攬子政策措 施》). While upholding the general principle that “housing is for living, not for speculation”, the Bank supported rigid and improved housing demand and the reasonable financing needs of real estate companies, and helped struggling real estate companies alleviate temporary financial distress by means such as adjusting repayment plans and granting extensions, thus promoting a virtuous cycle and sound development of the real estate market.

- 3. Being practical and innovation-driven to develop technological innovation finance with the Bank’s characteristics.** In 2022, in line with the “Ten Strategies” of the Provincial Party Committee and Provincial Government, the Board firmly adhered to the innovation-driven strategy, and seized the opportunity of the Bank being designated as a provider of policy-based financial services for technological innovation by the Henan Provincial Party Committee and Provincial Government to support the management in developing policy-based technological innovation finance as the primary strategy of the Bank. Moreover, the Board adjusted the development direction to promote the transformation of internal business systems, and stepped up support for technological innovation based on commercial business and featuring policy-based business, in an effort to explore a unique path for the coordinated development of commercial finance and policy-based finance. Led by the Board, the Bank implemented the “six-in-one” mechanism, set up a dedicated technological innovation finance division at the head office level, established specialized units in selected outlets, built dedicated business teams, carried out the policy of “five specializations and two separate operations” (五專兩單獨), and integrated market resources and established thematic partnerships to develop exclusive products such as “Zhengzhou Tech Loan” and “Listing Loan” with a focus on providing credit and other support for innovative enterprises. As of the end of 2022, the Bank had issued technological innovation loans to 2,640 customers with the balance of these loans reaching RMB24.1 billion, thus financially contributing to creating a first-class innovation ecosystem in the province and building China as an innovative power.

- 4. Striving to deepen high-quality development.** In 2022, the Board continued to uphold the “123456” guiding principle for high-quality development, incorporated the “Five & Four Strategy” for corporate and retail business into the overall strategic planning framework, supported the management to follow the strategic initiatives of the Henan Provincial Party Committee and Provincial Government, particularly the “Two Guarantees” and the “Ten Strategies”, fully broke down communication barriers between departments, and improved the quality and efficiency of finance serving the real economy, thereby opening a new chapter for differentiated and organic high-quality development. In terms of small and micro enterprise finance, the Bank promoted the “Partnership Project”, an action plan to support enterprise parks and the enterprises there in four aspects, i.e. “cooperation with all entities, whole-process services, all-scenario co-construction, and full digital empowerment”. For this end, the Bank has reached all 272 key small and micro enterprise parks in the province to help address the financial needs of the parks and the enterprises there. In terms of rural finance, the Bank followed through the major strategic initiatives of the CPC Central Committee on poverty alleviation and rural revitalization, accelerated the construction of special service outlets, and built 904 rural inclusive financial service outlets in the province. In an effort to continuously enrich rural service scenarios, the Bank has launched a rural revitalization version of its mobile banking app, the Rural Revitalization Card and other products, and has issued a total of 46,400 Rural Revitalization Cards, signed up 803 merchants, and handled over 350,000 transactions with the merchants. In terms of citizen finance, the Bank focused on the issuance of “Citizen Cards” and third-generation social security cards, and issued more than 215,000 such cards in total. The Bank achieved the coordination of “Four New Types of Finance” by building online, offline and community scenarios and integrating business channels, and issued exclusive debit cards for new citizens and developed exclusive consumer loan and wealth management products to improve the quality and efficiency of serving new citizens. In terms of “Five Clouds”, the Bank leveraged Zhengzhou’s geographical advantage as a transportation hub to give full play to the role of the “Five Clouds” platform for trade logistics, promoted the high-quality development of supply chains under Cloud Logistics, and launched Cloud Business 2.0 and a visual kanban for Cloud Logistics to upgrade the functions of the platform, with a view to fully meeting the personalized needs of customers. As of the end of 2022, the Bank had enabled the coordinated promotion of “financing + settlement” products for Cloud Trading and Cloud Service, with the total transaction amount reaching RMB412.4 billion.

(II) Improving the Corporate Governance Structure to Perform Duties Diligently and Make Decisions Efficiently

- 1. Laying a solid foundation for corporate governance.** The Board regularly reviews internal management measures and timely refines them based on the changes in laws, regulations, and regulatory requirements. In 2022, the Board timely revised and improved the Bank’s Articles of Association, Management Measures for Related Party Transactions, Investor Relations Management Measures, and Operational Risk

Management Measures according to regulatory changes and the Bank's actual conditions to ensure the effectiveness and compliance of corporate governance. The Board also considered and approved the Implementation Measures for the Management of Expected Credit Losses to further improve the Bank's credit risk management and identification.

- 2. Ensuring the functioning of the corporate governance system.** In 2022, the Board performed its duties diligently and made scientific decisions, and assumed the ultimate responsibility for the operations and management of the Bank in accordance with laws and regulations and the Bank's Articles of Association. During the year, the Board convened an annual general meeting to deliberate 15 proposals, including the Board of Directors and Board of Supervisors' work reports, a profit distribution plan, and a bond issuance plan. The Board held a total of 14 meetings, including 6 on-site meetings and 8 meetings by means of telecommunication, to consider and approve 69 proposals on, among other things, strategic planning, executive appointment, risk management, and internal control, and to hear 14 notifications and reports, thus ensuring the well functioning of the Bank's corporate governance system.
- 3. Optimizing the structure of the Board and senior management.** In 2022, Mr. SHEN Xueqing, who made significant contributions to the development of the Bank, resigned as the president due to reaching the age of retirement from his current position. Based on the development trends of the industry and the business development needs of the Bank, the Board appointed Mr. ZHAO Fei as the Bank's new president after going through recruitment, interview, inspection, nomination, and approval procedures in accordance with laws and regulations and the Bank's Articles of Association, thus achieving a smooth transition for president replacement. In the meantime, based on the directors' respective professional fields and work experience, the Board adjusted the composition of the special committees of the Board to enable them to effectively play their professional decision-making roles, thereby maintaining the continuity and stability of corporate governance.
- 4. Enhancing the ability of directors to perform their duties.** In 2022, all directors diligently performed their duties, strictly abided by the code of conduct for directors, overcame difficulties caused by objective factors, and actively attended board meetings in person, by video or by phone. At the board meetings, when voting on major issues or studying other matters with a significant impact on the Bank, the directors conducted serious research, made decisions prudently, and put forward constructive opinions and suggestions for the Bank's business development based on their professional expertise, especially in macroeconomic analysis and risk prevention and control. The directors also proactively participated in various training sessions organized by regulators and the Bank to enhance their understanding of directors' performance standards, regulatory policies and industry trends.

5. **Giving full play to the role of independent directors.** In 2022, the Bank's four independent non-executive directors carefully reviewed various proposals, made independent, professional, and objective judgments, communicated with the external audit firm on key issues of concern, and expressed their 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 work experience and professional expertise. During the year, independent non-executive directors issued 4 ex-ante consent statements and 16 independent opinions on relevant matters.
6. **Enhancing the compliance of equity management.** In 2022, the Board proactively assumed the ultimate responsibility for equity management in accordance with regulatory requirements. The information on shareholders who intend to hold 1% to 5% of the total shares of the Bank was filed with the regulatory authority in a timely manner according to relevant regulations. The Board regularly kept abreast of equity pledge and freezing, closely monitored any equity pledges by shareholders having board seats or supervisory board seats or directly, indirectly or jointly holding or controlling at least 2% of the shares or voting rights of the Bank, and timely required such shareholders to go through the filing procedures. For any shareholder who pledges over 50% of the shares held by it, its voting rights at general meetings and the voting rights of the director(s) appointed by it at board meetings would be limited according to relevant regulations. As usual, the Board carried out the annual performance evaluation of shareholders and identified the ultimate controllers of substantial shareholders to guard against shareholder tunnelling.
7. **Strengthening the control of related party transactions.** In 2022, the Board timely reviewed the Special Report on Related Party Transactions, the Estimated Quota on Recurring Related Party Transactions, and proposals on material related party transactions, thus fulfilling the responsibility for managing related party transactions. A related party transactions management centre composed of the compliance department and the risk control department was established to lead the management of related party transactions, making the organizational structure more scientific and reasonable. In strict accordance with the "principle of pass-through", the Board used the OA system to regularly collect, sort out and update the list of related parties through "internal collection and external query", thus gathering more comprehensive information on related parties and improving the management of related parted transactions.

(III) Strengthening Risk Prevention and Control Capabilities and Improving the Internal Control and Compliance System

1. **Enhancing comprehensive risk management capabilities.** The Board always attaches great importance to risk prevention and control, and vigorously promote the continuous improvement of risk management system and mechanism. In 2022, the Board reviewed the annual risk appetite statement, comprehensive risk management report, anti-money laundering evaluation report and other special reports, regularly

checked and assessed risk limits, risk management dynamics and risk tolerance, and promptly urged the management to solidly promote risk management efforts, scientifically understand key risks, and carry out credit risk control as a key task throughout the year; supported the management to continuously improve the construction of a comprehensive risk management system, redefine the duties and powers of the risk management committee, and optimize the top-level design of the risk management system; promoted the construction of digital risk control system, launched a high-risk customer identification model, optimized the two models for customer credit risk warning and overall asset quality monitoring, established a visual platform for credit risk monitoring and reporting, and integrated all the Bank's underlying data on credit assets to create diverse risk control application scenarios for the "Five & Four Strategy". In 2022, the Bank did not experience any significant risk events.

- 2. Improving the internal control and compliance system.** In 2022, the Board continuously monitored the effectiveness of the internal control and compliance system, and reviewed the 2021 compliance management report, the internal control audit report and other relevant proposals. Specifically, the Board supervised the management to undertake the responsibility for internal control and compliance management, formulate and issue the annual compliance risk management plan, and coordinate compliance and internal control efforts throughout the year; continued to review relevant measures and procedures, and strengthened the construction and optimization of internal control system; constantly optimized internal control measures, refined authorization management, enhanced the effectiveness of compliance inspections, reinforced the development of internal control and compliance culture, organized legal, compliance and swindle prevention training, and improved legal risk management, enabling the ongoing improvement of the adequacy and effectiveness of internal control; strengthened swindle risk control, developed a work plan for swindle prevention and control, reviewed the annual swindle risk screening report, promoted the signing of the statement of responsibility for swindle prevention target by the management, intensified the communication with regulatory authorities, continuously carried out swindle risk screening, and constantly improved the mechanism for swindle risk prevention and control.
- 3. Improving the internal audit system.** The Board continued to improve and strengthen the vertical management system for internal audit, and carefully heard and studied the Work Report of the Audit Committee of the Board and the 2021 Internal Audit Report. The Audit Committee listened to internal audit reports on a quarterly basis, identified issues in operations and management in audit findings, and focused on the rectification and accountability of audit findings. It gave play to the supervisory role of internal audit and completed 73 on-site audit projects; conducted off-site monitoring of rectification measures to expand the coverage of oversight, and strictly implemented rectification, tracking, and accountability efforts for audit findings; continuously strengthened audit team building, increased the allocation of human resources to internal audit, and intensified audit training and

guidance to help improve the comprehensive quality and professional ability of internal auditors; refined the internal audit workflow, improved the internal audit work plan, strengthened the quality control of audits, dynamically updated off-site audit tools, and increased the use of digital tools to enhance the quality and efficiency of internal audit.

(IV) Emphasizing the Market Communication Mechanism and Protecting the Rights and Interests of Stakeholders

- 1. Making information disclosure in compliance with relevant regulations.** In the principles of “openness, fairness, and impartiality”, the Board strictly guaranteed the authenticity, accuracy, and completeness of the information disclosed to safeguard the rights and interests of investors. The Board conscientiously prepared and published periodic reports, including the 2021 annual report and social responsibility report, the 2022 first quarterly report, interim report and third quarterly report; made ad hoc announcements to timely communicate the Bank’s business developments to investors, with an aim to protect investors’ right to know; issued 218 announcements during the year, including 123 A-share announcements and 95 H-share announcements. Meanwhile, the Board, in strict accordance with the requirements for insider management, ensured that insiders are registered when making an announcement of results or other important matters to control the scope of insiders.
- 2. Maintaining investor relations.** The Board took communication with investors seriously and strengthened communication with them via multiple channels. It held the online 2021 results presentation, promptly replied to 48 questions from investors on the interaction platform (irm.cninfo.com.cn) of the Shenzhen Stock Exchange, and set up a hotline to take calls from investors, so as to inform the market of the Bank’s business operations and development highlights, guide investors to have reasonable expectations for the Bank, and unlock the Bank’s investment value.
- 3. Practicing social responsibility.** The Board practiced the social responsibility philosophy of “serving local small and medium-sized enterprises, focusing on people’s livelihood and developing high-end business” by leading the Bank to undertake social responsibility. In 2022, the Bank adhered to the essence of finance in serving the real economy, and facilitated the implementation of major strategies and projects at the provincial and municipal levels to support the stable development of the local economy; improved the quality and efficiency of inclusive financial services, and focused on technological innovation finance to increase financial support for small and micro enterprises and rural revitalization; protected employees’ rights and interests, paid attention to their demands, and led their development; strived to build a green financial service system, promoted green operation, and issued green financial bonds to channel capital to green industries; and actively participated in social welfare undertakings and charitable donations, fully practicing the harmonious development concept featuring mutual benefit, win-win results, and coexistence.

II. EVALUATION OF DIRECTORS' PERFORMANCE OF DUTIES IN 2022

In 2022, 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 2022 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.

III. KEY WORK ARRANGEMENTS FOR 2023

In 2023, the Bank will thoroughly study and implement the spirit of the 20th National Congress of the Communist Party of China, resolutely execute the requirements of the central and provincial and municipal economic work conferences, and, under the guidance of regulatory authorities, further consolidate the positioning in “Three Services”. The Bank will concentrate on three key tasks—reform to de-risk, transformation, and serving the real economy, earnestly implement new strategies and initiatives, particularly the “Five & Four Strategy”, efforts in stabilizing the economy, and “reducing outstanding NPLs and controlling new ones”, and do its utmost to improve corporate governance, strengthen risk prevention and control, and serve the real economy, in an effort to build the Bank into a value leading bank with high-quality development underpinned by better corporate governance, stricter risk prevention and control, more advantageous differentiated development, more effective services for the real economy, and higher social reputation.

(I) Supervise the Implementation of Strategic Plans and Give Play to the Role of Strategic Guidance

2023 is a year for the Bank to deepen high-quality development. Guided by the high-quality development strategy, the Board will maintain strategic focus, conduct phased strategy evaluation based on the actual implementation of the “Five & Four Strategy”, promote the execution of key strategic tasks through review meetings, performance evaluation and other means, and ensure that the strategic development plans are in line with market changes and the Bank's development needs, so as to comprehensively enhance the strategic leadership of the Board.

(II) Improve Corporate Governance to Ensure the Board Runs Efficiently

The Board will continue to optimize the organizational structure, improve the institutional system, further promote the communication and collaboration among the shareholders' general meeting, the Board, the Board of Supervisors and senior management, coordinate the preparation and convening of general meetings, board meetings and other meetings, conduct director survey, training and research in due course, give full play to the professional support role of independent directors, and constantly enhance the performance efficiency of directors, so as to improve the decision-making leadership of the Board. Meanwhile, the Board will strictly abide by relevant laws and regulations and the Bank's Articles of Association, continuously optimize shareholder equity management, regulate the pledge of equity, and strengthen the management of related party transactions to guard against equity risks.

(III) Expand Capital Replenishment Channels to Enhance Capital Support Capability

The Board will continue to improve the capital replenishment mechanism, reinforce capital management, develop a capital plan based on new regulatory rules, dynamically measure the capital gap, and refine the top-level design of capital management. Moreover, the Board will improve the fine capital management, enhance the awareness of capital scarcity, strengthen the endogenous accumulation of capital and capital-light development, and maintain a reasonable level of capital adequacy. In addition, the Board will research and find ways to replenish capital such as convertible bonds, so as to support the Bank's business development and strategy implementation and better serve the real economy.

(IV) Improve Risk Management Capabilities to Mitigate Risks

The Board will effectively implement risk prevention and control responsibilities, maintain a more prudent risk appetite, strengthen the rigidity of risk limits, improve the granularity of risk management, regularly hear reports on risk management, promote the management to expand the application scope of big data-based risk control, and optimize risk management processes and tools, with an aim to effectively improving risk control management. The Board will continue to improve the credit risk control mechanism, and make every effort to "control outstanding NPLs and reduce new ones". In the meantime, the Board will continue to review internal control procedures, build a well-established system for swindle prevention assessment, strengthen the application of internal audit results, and continuously consolidate the foundation of internal control.

(V) Make Sufficient Information Disclosure to Safeguard the Legitimate Rights and Interests of Investors

The Board will continue to carry out investor relations management with a focus on information disclosure. For the purpose of more active, targeted and effective information disclosure, the Board will standardize the preparation and disclosure of ad hoc announcements to improve business transparency. In addition, the Board will promptly answer investors' inquiries and respond to their concerns through results presentations, the interaction platform (irm.cninfo.com.cn) of the Shenzhen Stock Exchange, investor hotline and other means, so as to present the Bank's operational and development highlights and convey a good image of the Bank while ensuring that the rights and interest of small and medium-sized investors are well protected.

Note: The financial data and indicators contained in this appendix are prepared in accordance with China Accounting Standards for Business Enterprises, and are presented in RMB unless otherwise specified.

In 2022, the 20th National Congress of the Communist Party of China was held. It was also a crucial year for Bank of Zhengzhou Co., Ltd. (“the Bank”) to go deeper in implementing the new five-year plan. In accordance with laws, regulations, regulatory requirements, and the Bank’s Articles of Association, the board of supervisors of the Bank (the “Board of Supervisors”) conscientiously implemented national economic and financial policies and regulatory requirements, further strengthened efforts in key areas such as performance of duties, risk management, financial management and internal control compliance based on the Bank’s strategic priorities and actual business developments as well as the combination of goal-oriented and problem-oriented approaches, and performed their statutory supervisory responsibilities in an objective, fair, scientific and effective manner, thus playing a positive role in promoting the Bank’s high-quality development and improving its corporate governance.

I. MAJOR WORK OF THE BOARD OF SUPERVISORS IN 2022

(I) Effectively Participating in Corporate Governance and Efficiently Performing Duties in Compliance with Relevant Requirements

The Board of Supervisors earnestly organized meetings of the Board of Supervisors and its special committees in strict accordance with laws, regulations, regulatory rules and the Bank’s Articles of Association, and ensured that the meeting procedures, voting results, and information disclosure are in compliance with laws and regulations. In 2022, we organized and held 4 meetings of the Board of Supervisors and 4 special committee meetings to collect and deliberate 21 proposals and 37 special reports. The Board of Supervisors organized supervisors to attend general meetings and all on-site board meetings during the year as non-voting participants in accordance with legal procedures, and assigned representatives to attend the Bank’s important meetings, such as those on operations management, strategy review, data management, customer complaints, and reputational risks, so as to fully perform its deliberative and supervisory functions.

(II) Deepening, Normalizing and Improving the Supervision and Evaluation of Performance of Duties

The Board of Supervisors makes a systematic, long-term effort to improve the supervision and evaluation of performance of duties. For this end, we constantly strengthened the whole process supervision of performance of duties. **First, we reinforced daily supervision by improving duty performance records.** We established systematic duty performance records for the Bank’s directors, supervisors and senior management personnel, routinely collected information on their daily performance of duties, integrated performance evaluation into the day-to-day supervision of the Board of Supervisors, and learned about the performance of duties by corporate governance entities through multiple channels and ways. **Second, we improved the performance evaluation system based on the scientific principle.** We continuously improved the measures for performance evaluation of the Board of Directors, the Board of Supervisors, senior management and their members, with increasingly comprehensive evaluation content and diverse evaluation dimensions. **Third, we conducted annual**

performance evaluation with a focus on improving the quality and efficiency of performance of duties by corporate governance entities. We set up a dedicated team for performance evaluation, developed an annual performance evaluation plan for directors, supervisors, and senior management personnel, completed performance evaluation reports and submitted them to the regulatory authorities and the general meeting as required.

(III) Strengthening Supervision in Key Areas to Facilitate Compliance-based and Sound Development

First, we strengthened risk management supervision. In the general principle of preventing risks to promote development, the Board of Supervisors reviewed reports on comprehensive risk management, consolidated management, capital adequacy ratio, and audit of key risk areas by the internal audit department, dynamically learned about the impact and handling of major risk events, and urged the Bank to effectively address various risks and challenges. **Second, we strengthened internal control and compliance supervision.** We kept monitoring the effectiveness of the internal control system, reviewed internal control evaluation reports and internal audit reports, heard reports on the rectification of problems found in internal and external inspections and anti-money laundering management, and fully understood the internal control efforts in the fields of anti-money laundering, anti-terrorism financing, related party transactions, data governance, consumer rights protection, with a view to facilitating the Bank's sound development. **Third, we strengthened the supervision of strategic planning.** We fully evaluated the scientificity, rationality and robustness of strategic development and business philosophy under the Bank's 2021-2025 strategic development plan, and effectively supervised the process of developing and deliberating the strategic plan.

(IV) Optimizing the Methods of Supervision to Achieve Long-term Effects

First, we developed a supervisory checklist. In order to fully and accurately perform the supervisory functions and solve the problem of "what to supervise", we sorted out a list of 42 items for supervision, covering financial reports, profit distribution, strategic planning and other areas, to ensure that supervisory efforts fully meet the regulatory requirements and are made in a targeted manner. **Second, we provided supervisory alerts routinely.** Every quarter, based on the political and macroeconomic dynamics and the latest provincial and municipal regulatory requirements as well as the Bank's operations in key areas, we made deep reflections and analysis on, among other things, policy trends, risk prevention and institutional construction to prepare and issue a Report of Supervisory Alerts of the Board of Supervisors within the Bank, with a view to giving advice and suggestions for business development and enabling early identification, warning, and early disposal of risk hazards.

(V) Explore Innovative Ways of Supervision and Promoting Front-loaded Supervision

First, we improved and standardized the management measures for employee supervisors. In order to ensure that employee supervisors perform their duties and responsibilities according to law, we collaborated with the trade union of the head office to develop the Management Measures for Employee Supervisors of Bank of Zhengzhou (Trial),

which defines the job requirements, election process, powers and duties of employee supervisors, thus providing solid institutional support for the full participation of employee supervisors in democratic decision-making, management, and supervision. In accordance with the regulatory requirements, we conscientiously organized employee supervisors to make their 2021 annual performance report to the third session of the trade union committee and accept the democratic appraisal at the trade union conference. **Second, we carefully compiled and issued the “Board of Supervisors’ Perspective”.** In an effort to innovate supervision models, expand publicity channels, and convey new concepts of supervision in new forms, we compiled and issued an in-house e-magazine called the “Board of Supervisors’ Perspective” that highlights the day-to-day work dynamics of the Board of Supervisors and focuses on the latest political news, regulatory policies, and risk warnings.

(VI) Deepening Self-development to Improve the Quality and Efficiency of Supervision

First, we put great emphasis on study and training. With an aim to improve our ability to perform supervisory duties, we organized supervisors and supervisory staff to participate in three special training sessions, so as to continuously enhance their ability to analyze and judge political and economic situations, regulatory policies, industry trends, operations management, etc. **Second, we consolidated the mechanism of peer exchanges.** During the year, we held exchange meetings with supervisory offices in the same industry to share good experience and practices and explore new mechanisms and approaches for corporate governance supervision. **Third, we built a new supervision pattern featuring internal and external coordination.** We laid emphasis on the coordination and service support between the head office and subsidiaries, thoroughly acted on the regulatory feedback received during the year, conducted benchmarking against the regulatory requirements for corporate governance, and actively cooperated with the regulatory inspections by the PBoC, the China Banking and Insurance Regulatory Commission and other 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 2021 as required, and reported the performance evaluation results to the 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 Bank’s 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 2022 as required, and report the evaluation results to the 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 Bank's 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 Bank's 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 2022 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 2022 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 2022 (《2022年度內部控制自我評價報告》) 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 and Capital Reserve Capitalization Proposal

The Board of Supervisors reviewed the 2022 Profit Distribution and Capital Reserve Capitalization 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 Bank's 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.

III. WORK ARRANGEMENTS OF THE BOARD OF SUPERVISORS FOR 2023

In 2023, the Board of Supervisors will concentrate on the Bank's strategic business development and annual work objectives, and continue to highlight the key areas of performance of duties, strengthen supervision methods, innovate in supervision mechanisms, and enhance the performance of duties in accordance with laws and regulations, the Bank's Articles of Association and various measures for the Board of Supervisors. Specifically, we will **focus on "one centre", highlight "four key lines" and make "five improvements"**.

- (I) **Focus on "One centre"**: We will fully, accurately and deeply implement the spirit of the 20th National Congress of the Communist Party of China, carry out supervisory work under the leadership of the Party and the guidance of the Bank's high-quality transformation and development, and integrate the guiding spirit of the

higher-level Party committee and the decisions and arrangements of the Bank's Party committee into the supervision content, supervision methods, and implementation process of the Board of Supervisors.

- (II) **Highlight “Four key lines”:** We will carry out four key tasks, i.e. deepening the supervision and evaluation of performance of duties, making good use of supervisory alerts and the Board of Supervisors' Perspective, carrying out detailed supervision and inspection, and performing deliberative and supervisory functions well, to gradually scale up supervisory efforts and ensure that supervision is functioning well in line with the Bank's transformation and development.
- (III) **Make “Five improvements”:** We will uphold the problem-oriented approach, focus on the key areas of supervision, regard 2023 as the “year of innovation and improvement of work practices”, and make great efforts to seek new breakthroughs in five aspects – ability to perform duties, supervision innovation, optimization of measures, emergency management, and position construction.

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 for Related Party Transactions of Bank”), the key issues of the management of related party transactions of the Bank in 2022 are reported as follows:

I. MANAGEMENT OF RELATED PARTY TRANSACTIONS

During the reporting period, the Bank took “compliance” and “fairness” as the basic principles, continuously strengthened related party transaction management in organizational structure, system construction, related party list management, related party transaction approval and disclosure, and technological system support, and continued to improve the level of corporate governance. According to the regulations of CBIRC, as at the end of 2022, the total correlation degree of the Bank was 27.07%¹, not higher than the regulatory 50%; the ratio of the largest group customer’s net credit to the Bank’s net capital was 5.66%, not higher than the regulatory 15%; the ratio of the largest single customer’s net credit to the Bank’s net capital was 7.55%, not higher than the regulatory 10%. All the regulatory indicators were in line with the regulatory provisions.

(I) Improving the organizational structure of related party transaction management

The organizational structure of the Bank’s related party transactions management is composed of general meetings, the Board of Directors, the Related Party Transaction Control Committee of the Board of Directors, the management, etc., each of which has a relatively clear division of responsibilities. In 2022, the Bank established the Related Party Transaction Management Center in accordance with the latest regulatory regulations, and set up specialized related party transaction positions in the Related Party Transaction Management Center to be responsible for the daily management of related party transactions, making the organizational structure of related party transaction management more scientific and reasonable.

(II) Establishment of management systems

In 2022, in accordance with the regulatory laws, administrative regulations, departmental rules and regulatory documents of CBIRC, CSRC, and Shenzhen Stock Exchange, the Bank revised the Administrative Measures for Related Party Transactions to improve info disclosure. Moreover, the Bank further consolidated the system foundation in related party identification, division of responsibilities, related party transaction approval, information disclosure, and supervision and management, and timely reported to the regulatory authorities. At the same

¹ This part of data is submitted to the regulator and has not been audited.

time, the Bank formulated the Working Rules of the Related Party Transaction Control Committee of the Board and specified the relevant authority granted to the Related Party Transaction Control Committee of the Board by the Board of Directors. 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.

(III) Management of the list of related parties

According to various regulations and the Administrative Measures for Related Party Transactions, 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, submits it to the Related Party Transaction Control Committee of the Board of Directors of the Bank for review, and timely inputs such data to relevant management system for related business department's query purposes. Internally, the Bank collects related parties information through centralized consultation, active reporting by related parties, customer credit review and other means annually; externally, the Banks fully and effectively uses the National Enterprise Credit Information Publicity System and other public information as well as third-party data channels, so as to timely grasp and verify related parties information. In addition, the OA system is enabled for the first time to collect the related parties list, greatly improving the management efficiency of the related parties list. As at the end of the reporting period, the Bank identified 382 related legal persons and 2,844 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.

(IV) 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 Bank prepares the Resolution on the Estimated Quota on Recurring Related Party Transactions annually. After being considered and approved by the Related Party Transaction Control Committee of the Board of Directors and the Board of Directors, the resolution will be timely disclosed on the website of Cninfo as designated by CSRC and the website of the Bank and submitted to the general meeting for approval. Based on the estimated quota, the senior management strictly approved the pricing conditions, implementation conditions and actual quota for specified related party customers' transactions, 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 filing and consideration in strict compliance with the Bank's approval powers and responsibilities. The Bank also discharged its information 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 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.

(V) Conditions and pricing of related party transactions

During the reporting period, for various credit and non-credit types of related party transactions, the Bank strictly 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.

(VI) Establishment of system for related party transactions

The Bank continues to enhance its technological support for related party transaction management. On the one hand, with the help of technological support, the Bank manages the list of related parties through its customer management system, and connects with the unified credit system, credit management platform, financial sharing system and other relevant systems to continuously monitor and control related party transactions. According to changes in products and approval processes, the Bank constantly adjusts and improves relevant systems. On the other hand, the Bank regularly collates statistics and conducts analysis of related party transaction data, relies on the form 1104 of CBIRC and related party transaction supervision system and other platforms to timely fill in relevant data of related parties, related party graphs and related party transactions, and strengthens the monitoring and control of related party transaction data, ensuring that various indicators of related party transaction are controlled within the scope of regulatory provisions.

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

Currently, the Related Party Transactions Control Committee of the Board of Directors comprises three Directors, including two independent non-executive Directors and one non-executive Director. The chairman of the committee is an independent non-executive Director. All members have been diligent and conscientious in attending the committee meetings on time. During the reporting period, the Related Party Transactions Control Committee of the Board of the Bank convened a total of 6 meetings, at which 11 resolutions or matters including the 2021 Annual Work Report of the Related Party Transactions Control Committee under the Board of Directors of Bank of Zhengzhou Co., Ltd. (《鄭州銀行股份有限公司董事會關聯交易控制委員會2021年度工作報告》), 2021 Specific Report on Related Party Transactions of Bank of Zhengzhou Co., Ltd. (《鄭州銀行股份有限公司2021年度關聯交易專項報告》), 2022 Resolution on the Estimated Quota on Recurring Related Party Transactions of Bank of Zhengzhou Co., Ltd. (《關於鄭州銀行股份有限公司2022年度日常關聯交易預計額度的議案》), Resolution on Revising the Administrative Measures for Related Party Transactions of Bank of Zhengzhou Co., Ltd. (《關於修訂<鄭州銀行股份有限公司關聯交易管理辦法>的議案》), etc. were considered and approved. All the resolutions were approved and the procedures were legal.

III. RELATED PARTY TRANSACTIONS

During the reporting period, all related party transactions between the Bank and its related parties were carried out in line with its normal business development needs. Most of these related parties are high-quality customers of the Bank. All related party financiers have good credit and business status on the whole; their repayment sources are guaranteed and their risks are controllable.

(I) Execution of the Estimated Quota on Recurring 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 2022 considered and approved at the Bank's 2021 annual general meeting, and in compliance with CBIRC, CSRC and other regulatory requirements. Details of such transactions are set out as follows:

1. Related party transactions involving grant of credit to general related party enterprises

Unit: RMB0'000

No.	Related customers	Estimated credit line for recurring related party transactions in 2022	Total credit amount as at the end of 2022	Related legal person	Credit amount as at the end of 2022	Business type
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	301,020	Zhengzhou Construction Investment Group Co., Ltd. (鄭州市建設投資集團有限公司)	49,300	Loan business
				Zhengzhou Songyue Highway Development Co., Ltd. (鄭州嵩岳公路開發有限公司)	60,660	Loan business, investment business
				Zhengzhou Highway Engineering Company (鄭州市公路工程公司)	35,210	Loan business, billing business
				Zhengzhou Road and Bridge Construction Investment Group Co., Ltd. (鄭州路橋建設投資集團有限公司)	155,850	Loan business, billing business
2	Zhengzhou Transportation Construction Investment Co., Ltd. (鄭州交通建設投資有限公司) and its associated corporations	80,000	11,367	Zhengzhou Jiaotou Dikun Industrial Co., Ltd. (鄭州交投地坤實業有限公司)	11,367	Investment business

No.	Related customers	Estimated credit line for recurring related party transactions in 2022	Total credit amount as at the end of 2022	Related legal person	Credit amount as at the end of 2022	Business type
3	Zhengzhou Municipal Construction Engineering General Corporation (鄭州市市政工程總公司) and its associated corporations	50,000	27,926	Zhengzhou Municipal Construction Engineering General Corporation (鄭州市市政工程總公司) Henan Kanghui Cement Products Co., Ltd. (河南康暉水泥製品有限公司) Henan Zhongyu Road and Bridge Engineering Co., Ltd. (河南中豫路橋工程有限公司)	14,411 12,515 1,000	Billing business Loan business, billing business Loan business
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	350,000	209,748	Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd. (鄭州市中融創產業投資有限公司) Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司) Henan Digital Town Development and Construction Co., Ltd. (河南數字小鎮開發建設有限公司) Zhengzhou State-owned Holding Xicheng Construction Co., Ltd. (鄭州國控西城建設有限公司)	80,000 81,000 23,998 24,750	Investment business Investment business Loan business Loan business

APPENDIX III

SPECIAL REPORT ON RELATED PARTY TRANSACTIONS FOR 2022

No.	Related customers	Estimated credit line for recurring related party transactions in 2022	Total credit amount as at the end of 2022	Related legal person	Credit amount as at the end of 2022	Business type
5	Henan Investment Group Co., Ltd. (河南投資集團有限公司) and its associated corporations	320,000	94,815	Henan Investment Group Co., Ltd. (河南投資集團有限公司)	60,000	Loan business
				Henan Yicheng Holdings Co., Ltd. (河南頤城控股 有限公司)	23,400	Investment business
				Henan Tou Wisdom Energy Co., Ltd. (河南省投智慧能源有限公司)	1,000	Loan business
				Dahe Smart Logistics (Henan) Co., Ltd. (大河智運物流(河南)有限公司)	440	Loan business
				Dahe International Trading Co. Ltd. (大河國際貿易有限公司)	9,975	Loan business
6	Henan Guoyuan Trade Co., Ltd. (河南國原貿易有限公司) and its associated corporations	330,000	293,548	Henan Huida Construction Investment Co., Ltd. (河南暉達建設投資有限公司)	97,781	Loan business
				Henan Jianyuan Decoration Engineering Co., Ltd. (河南建苑裝飾工程有限公司)	14,560	Loan business
				Henan Kairui Real Estate Co., Ltd. (河南凱睿置業有限公司)	27,000	Loan business
				Henan Yingshuo Construction Engineering Co., Ltd. (河南盈碩建築工程有限公司)	52,400	Loan business

No.	Related customers	Estimated credit line for recurring related party transactions in 2022	Total credit amount as at the end of 2022	Related legal person	Credit amount as at the end of 2022	Business type
				Likade (Zhengzhou) Hotel Management Co., Ltd. (麗卡德(鄭州)酒店管理有限公司)	18,950	Loan business
				Xinxiang City Zhongkai Real Estate Co., Ltd. (新鄉市中開置業有限公司)	5,000	Loan business
				Zhengzhou Danshuo Trading Co., Ltd. (鄭州丹碩貿易有限公司)	800	Loan business
				Zhengzhou Huida Industrial Development Co., Ltd. (鄭州暉達實業發展有限公司)	49,747	Loan business
				Zhengzhou Yingshou Trading Co., Ltd. (鄭州盈首商貿有限公司)	14,800	Loan business
				Henan Xincheng Real Estate Co., Ltd. (河南新城置業有限公司)	12,510	Loan business
7	Henan Asset Management Company Limited (河南資產管理有限公司) and its associated corporations	300,000	129,900	Henan Asset Management Company Limited (河南資產管理有限公司)	129,900	Loan business

Note: Credit-related business refers to the type of business that complies with the Measures Governing Related Party Transactions of Banking and Insurance Institutions (《銀行保險機構關聯交易管理辦法》) and Interim Measures Governing the Management of Commercial Banks' Equity (《商業銀行股權管理暫行辦法》) issued by CBIRC as well as the Bank's credit-related rules.

2. *Related party transactions involving financial interbank credit grant*

Unit: RMB0'000

No.	Related customers	Estimated credit line for recurring related party transactions in 2022	Total credit amount as at the end of 2022	Related legal person	Credit amount as at the end of 2022	Business type
1	Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations	50,000	/	Zhongyuan Trust Co., Ltd. (中原信託有限公司)	/ /	
2	Bridge Trust Co., Ltd. (百瑞信託有限責任公司) and its associated corporations	150,000	150,000	Bridge Trust Co., Ltd. (百瑞信託有限責任公司)	150,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
3	Central China Securities Co., Ltd. (中原證券股份有限公司) and its associated corporations	50,000	/	Central China Securities Co., Ltd. (中原證券股份有限公司)	/ /	
4	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	Interbank general credit grant, which can be used continuously within the credit grant validity period
5	Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司)	300,000	300,000	Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司)	300,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
6	Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司)	500,000	500,000	Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司)	500,000	Interbank general credit grant, which can be used continuously within the credit grant validity period

No.	Related customers	Estimated credit line for recurring related party transactions in 2022	Total credit amount as at the end of 2022	Related legal person	Credit amount as at the end of 2022	Business type
7	Fugou Zhengyin County Bank Co., Ltd. (扶溝鄭銀村鎮 銀行股份有限公司)	50,000	50,000	Fugou Zhengyin County Bank Co., Ltd. (扶溝鄭銀村鎮 銀行股份有限公司)	50,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
8	Xinmi Zhengyin County Bank Co., Ltd. (新密鄭銀村鎮 銀行股份有限公司)	80,000	70,000	Xinmi Zhengyin County Bank Co., Ltd. (新密鄭銀村鎮 銀行股份有限公司)	70,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
9	Junxian Zhengyin County Bank Co., Ltd. (浚縣鄭銀村鎮 銀行股份有限公司)	80,000	50,000	Junxian Zhengyin County Bank Co., Ltd. (浚縣鄭銀村鎮 銀行股份有限公司)	50,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
10	Queshan Zhengyin County Bank Co., Ltd. (確山鄭銀村鎮 銀行股份有限公司)	50,000	50,000	Queshan Zhengyin County Bank Co., Ltd. (確山鄭銀村鎮 銀行股份有限公司)	50,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
11	Zhongmu Zhengyin County Bank Co., Ltd. (中牟鄭銀村鎮 銀行股份有限公司)	140,000	50,000	Zhongmu Zhengyin County Bank Co., Ltd. (中牟鄭銀村鎮 銀行股份有限公司)	50,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
12	Yanling Zhengyin County Bank Co., Ltd. (鄆陵鄭銀村鎮 銀行股份有限公司)	80,000	80,000	Yanling Zhengyin County Bank Co., Ltd. (鄆陵鄭銀村鎮 銀行股份有限公司)	80,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
13	Xinzheng Zhengyin County Bank Co., Ltd. (新鄭鄭銀村鎮 銀行股份有限公司)	140,000	120,000	Xinzheng Zhengyin County Bank Co., Ltd. (新鄭鄭銀村鎮 銀行股份有限公司)	120,000	Interbank general credit grant, which can be used continuously within the credit grant validity period

3. 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 RMB90,580,000, 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 2022.

4. Non-credit related party transactions

During the reporting period, the Bank carried out no asset trading business with Henan Asset Management Company Limited (河南資產管理有限公司); provided service transactions such as trust custody and supervision fees for Bridge Trust Co., Ltd. (百瑞信託有限責任公司), totaling RMB3,000; provided service transactions such as trust custody and supervision fees for Zhongyuan Trust Co., Ltd. (中原信託有限公司), totaling RMB100,860,000. The Bank carried out financial market transactions with open market prices (such as cash bond trading, pledge repurchase and other transactions) with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司), Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司) and Central China Securities Co., Ltd. (中原證券股份有限公司); each of the largest single transaction amount with them was RMB900,000,000, RMB997,500,000 and RMB195,050,000, respectively. The Bank carried out no financial market transactions with open market prices (such as cash bond trading, pledge repurchase and other transactions) with Zhongyuan Trust Co., Ltd. (中原信託有限公司), Bridge Trust Co., Ltd.(百瑞信託有限責任公司), Great Wall Fund Management Co., Ltd. (長城基金管理有限公司), or Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司). None of the above transactions exceeded the estimated quota on recurring related party transactions for 2022.

(II) Other related party transactions

According to the daily business operation needs of the Bank, there are other related party transactions between the Bank and its related parties, mainly including service, small amount credit and other businesses. The specific business matters are shown in the table below:

Unit: RMB0'000

No.	Customers	Credit line as at the end of 2022/ non-credit line amount in 2022	Business type	Note
1	Henan Kunrun Real Estate Co., Ltd. (河南坤潤置業有限公司)	85	Service	Property, meals, etc.
2	Zhengzhou Development & Investment Group Co., Ltd. (鄭州發展投資集團有限公司)	459	Service	House leasing
3	Zhengzhou Highway Engineering Company (鄭州市公路工程公司)	36	Service	Rent, utilities, etc.
4	Zhengzhou Citizen Card Co., Ltd. (鄭州市民卡有限公司)	644	Service	System maintenance, promotion activities, etc.
5	Zhengzhou Huida Property Management Co., Ltd. (鄭州暉達物業管理有限公司)	14	Service	Property, water and electricity, etc.
6	Xinzheng Zhengyin County Bank Co., Ltd. (新鄭鄭銀村鎮銀行股份有限公司)	2,861	Capital increase	/
7	Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司) ²	23,680	Transfer of assets	/

No.	Customers	Credit line as at the end of 2022/ non-credit line amount in 2022	Business type	Note
8	Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司)	249,900	Loan business	/
9	Henan Zhongyuan Financial Holding Co., Ltd. (河南中原金融控股有限公司) ²	136,095	Loan, investment business	/
10	Henan Jiazhirui Property Service Co., Ltd. (河南省嘉之睿物業服務有限公司)	999	Loan business	/
11	Zhengzhou Helun Education Consulting Co., Ltd. (鄭州和潤教育諮詢有限公司)	289	Loan business	/
12	Suoling Electric Co., Ltd. (索凌電氣有限公司)	500	Loan business	/
13	Henan Mingjia New Construction Materials Co., Ltd. (河南銘嘉新型建材有限公司)	200	Factoring business	
14	Zhengzhou Jinyang Electric Co., Ltd. (鄭州金陽電氣有限公司)	4,000	Loan business	/
15	BOL Financial Leasing Co., Ltd. (洛銀金融租賃股份有限公司)	20,113	Investment business	/

² The business with the customer occurred before the Bank identified the customer as a related party.

IV. NEXT STEP OF THE WORK

In accordance with various regulatory provisions, the Bank will specify management responsibilities, enrich regulatory measures, continue to consolidate the construction foundation of the system, constantly improve the basic information filing of related parties, and strengthen the approval and disclosure of related party transactions. The Bank will also accelerate the information technology and intelligent transformation of related party transaction management, continue to improve the management capacity of related party transactions, and prevent the risks of related party transactions, effectively safeguarding the overall interests of the Bank and its Shareholders.

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2023

To continuously strengthen the management of related party transactions, Bank of Zhengzhou Co., Ltd. (the “**Bank**”), in compliance with relevant provisions on the related party transaction management measures of China Securities Regulatory Commission (“**CSRC**”), Shenzhen Stock Exchange (“**SZSE**”) and China Banking and Insurance Regulatory Commission (“**CBRIC**”) and the Bank, has made a reasonable estimated quota on the recurring related party transactions for 2023, 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, such as credit granting and non-credit granting, with related parties in the course of day-to-day operations.

The estimated quota on the recurring related party transactions of the Bank for 2023 was considered and approved at the 10th extraordinary meeting of the 7th session of the Board of Directors of 2022 held on 21 December 2022. Related party directors, Mr. XIA Hua (夏華), Ms. WANG Dan (王丹), Mr. LIU Bingheng (劉炳恒), Mr. JI Hongjun (姬宏俊), Mr. WANG Shihao (王世豪) and Mr. LI Xiaojian (李小建), abstained from voting on the related resolutions to which they were related. The estimated quota on the recurring related party transactions shall be submitted to the general meeting of the Bank for consideration and related party shareholders shall abstain from voting.

(II) Types and amount of estimated recurring related party transactions

The estimated quota on recurring related party transactions for 2023 of the Bank does not constitute undertakings of grants of credit or transactions to its related party customers, and is subject to written approval from the competent approval authority of the Bank upon the occurrence of actual transactions. The estimated quota on recurring related transactions 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. In 2023, the estimated quota on recurring related party transactions of the Bank to some related parties can be divided into credit granting and non-credit granting. The specific business types and estimated quota are as follows:

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2023

1. Related party transactions with corporate legal persons

(1) Credit granting related party transactions

Table 1: Estimated quota of recurring related party transactions with general associated corporations for 2023

Unit: RMB0'000

No.	Related legal person	Credit amount as at 30 November 2022	Estimated credit line for 2023
1	Zhengzhou Development & Investment Group Co., Ltd. (鄭州發展投資集團有限公司) and its associated corporations	/	100,000
2	Zhengzhou Construction Investment Group Co., Ltd. (鄭州市建設投資集團有限公司) and its associated corporations	302,810	430,000
3	Zhengzhou Transportation Construction Investment Co., Ltd. (鄭州交通建設投資有限公司) and its associated corporations	/	80,000
4	Zhengzhou Municipal Construction Engineering General Corporation (鄭州市市政工程總公司) and its associated corporations	27,006	55,000
5	Zhengzhou Metro Group Co., Ltd. (鄭州地鐵集團有限公司) and its associated corporations	/	150,000
6	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	103,999	200,000
7	Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司) and its associated corporations	108,250	200,000

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2023

No.	Related legal person	Credit amount as at 30 November 2022	Estimated credit line for 2023
8	Henan Investment Group Co., Ltd. (河南投資集團有限公司) and its associated corporations	112,890	300,000
9	Henan Guoyuan Trade Co., Ltd. (河南國原貿易有限公司) and its associated corporations	293,548	330,000
10	Henan Asset Management Company Limited (河南資產管理 有限公司) and its associated corporations	249,900	300,000
11	Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司) and its associated corporations	249,900	300,000
12	SPIC Henan Electric Power Co., Ltd. (國家電投集團河南電力有限 公司) and its associated corporations	/	140,000

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.

The credit-granting business may occur on a rolling basis according to different types of transactions, and the balance at any time point shall not exceed the estimated quota; such definition applies below as well.

1 To avoid double-counting, the relevant data as of 30 November 2022 did not include the data involved in Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司) and its associated corporations.

Table 2: estimated quota of recurring related party transactions of financial interbank for 2023

Unit: RMB0'000

No.	Related legal person	Credit amount as at 30 November 2022	Estimated credit line for 2023
1	Central China Securities Co., Ltd. (中原證券股份有限公司) and its associated corporations	/	30,000

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2023

No.	Related legal person	Credit amount as at 30 November 2022	Estimated credit line for 2023
2	Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations	/	50,000
3	Bridge Trust Co., Ltd. (百瑞信託有限責任公司) and its associated corporations	150,000	200,000
4	Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司)	100,000	200,000
5	Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司)	300,000	300,000
6	Great Wall Fund Management Co., Ltd. (長城基金管理有限公司)	/	30,000
7	Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司)	450,000	500,000
8	Fugou Zhengyin County Bank Co., Ltd. (扶溝鄭銀村鎮銀行股份有限公司)	50,000	50,000
9	Xinmi Zhengyin County Bank Co., Ltd. (新密鄭銀村鎮銀行股份有限公司)	70,000	60,000
10	Xunxian Zhengyin County Bank Co., Ltd. (浚縣鄭銀村鎮銀行股份有限公司)	50,000	40,000
11	Queshan Zhengyin County Bank Co., Ltd. (確山鄭銀村鎮銀行股份有限公司)	50,000	50,000
12	Xinzheng Zhengyin County Bank Co., Ltd. (新鄭鄭銀村鎮銀行股份有限公司)	120,000	120,000
13	Zhongmu Zhengyin County Bank Co., Ltd. (中牟鄭銀村鎮銀行股份有限公司)	50,000	50,000
14	Yanling Zhengyin County Bank Co., Ltd. (鄆陵鄭銀村鎮銀行股份有限公司)	80,000	60,000

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2023

(2) *Non-credit granting related party transactions*

During 2023, 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 each of Henan Asset Management Company Limited and Zhongyuan Asset Management Co., Ltd. will be approved, while service type business, including trust and custody and regulatory business, in an aggregate amount of no more than RMB200 million each for Zhongyuan Trust Co., Ltd. and Bridge Trust Co., Ltd. will be approved.

2. *Related party transactions with 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 2023 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 parties	Estimated credit line in 2022	Credit amount as at 30 November 2022	Business type
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	302,810	Loan business, billing business, investment business

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2023

No.	Related parties	Estimated credit line in 2022	Credit amount as at 30 November 2022	Business type
2	Zhengzhou Transportation Construction Investment Co., Ltd. (鄭州交通建設投資有 限公司) and its associated corporations	80,000	/ /	
3	Zhengzhou Municipal Construction Engineering General Corporation (鄭州市 市政工程總公司) and its associated corporations	50,000	27,006	Loan business, billing business
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	350,000	212,249	Loan business, investment business
5	Henan Investment Group Co., Ltd. (河南 投資集團有限公司) and its associated corporations	320,000	112,890	Loan business, investment business
6	Henan Guoyuan Trade Co., Ltd. (河南國原貿 易有限公司) and its associated corporations	330,000	293,548	Loan business
7	Henan Asset Management Company Limited (河 南資產管理有限公司) and its associated corporations	300,000	249,900	Loan business

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2023

No.	Related parties	Estimated credit line in 2022	Credit amount as at 30 November 2022	Business type
8	Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations	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	Interbank general credit grant, which can be used continuously within the credit grant validity period
10	Central China Securities Co., Ltd. (中原證券股 份有限公司) and its associated corporations	50,000	/ /	
11	Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公 司)	200,000	100,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
12	Zhongyuan Bank Co., Ltd. (中原銀行股份有限公 司)	300,000	300,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
13	Henan Jiuding Financial Leasing Co., Ltd. (河 南九鼎金融租賃股份 有限公司)	500,000	450,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
14	Fugou Zhengyin County Bank Co., Ltd. (扶溝 鄭銀村鎮銀行股份有 限公司)	50,000	50,000	Interbank general credit grant, which can be used continuously within the credit grant validity period

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No.	Related parties	Estimated credit line in 2022	Credit amount as at 30 November 2022	Business type
15	Xinmi Zhengyin County Bank Co., Ltd. (新密鄭銀村鎮銀行股份有限公司)	80,000	70,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
16	Xunxian Zhengyin County Bank Co., Ltd. (浚縣鄭銀村鎮銀行股份有限公司)	80,000	50,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
17	Queshan Zhengyin County Bank Co., Ltd. (確山鄭銀村鎮銀行股份有限公司)	50,000	50,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
18	Zhongmu Zhengyin County Bank Co., Ltd. (中牟鄭銀村鎮銀行股份有限公司)	140,000	50,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
19	Yanling Zhengyin County Bank Co., Ltd. (鄆陵鄭銀村鎮銀行股份有限公司)	80,000	80,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
20	Xinzheng Zhengyin County Bank Co., Ltd. (新鄭鄭銀村鎮銀行股份有限公司)	140,000	120,000	Interbank general credit grant, which can be used continuously within the credit grant validity period
21	Related natural persons	30,000	9,214	Loan business, credit card overdraft service

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2023

No.	Related parties	Estimated credit line in 2022	Credit amount as at 30 November 2022	Business type
	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		

2. Non-credit granting related party transactions

Unit: RMB0'000

No.	Related legal person	Estimated quota in 2022	Transaction amount as at 30 November 2022	Business type
1	Henan Asset Management Company Limited (河南資產管理有限公司)	200,000	/	Asset trading business
2	Bridge Trust Co., Ltd. (百瑞信託有限責任公司)	30,000	/	Trust custody, supervision and other service business
3	Zhongyuan Trust Co., Ltd. (中原信託有限公司)	30,000	7,656	Trust custody, supervision and other service business

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No.	Related legal person	Estimated quota in 2022	Transaction amount as at 30 November 2022	Business type
4	Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司)	The largest single transaction not exceeding RMB1.5 billion	The largest single transaction of RMB900 million	Financial market transactions with open market prices, including spot
5	Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司)	The largest single transaction not exceeding RMB1.5 billion	The largest single transaction of RMB997,500,000	trading and pledge-style repurchase
6	Zhongyuan Trust Co., Ltd. (中原信託有限公司)	The largest single transaction not exceeding RMB500 million	/	
7	Bridge Trust Co., Ltd. (百瑞信託有限責任公司)	The largest single transaction not exceeding RMB500 million	/	
8	Great Wall Fund Management Co., Ltd. (長城基金管理有限公司)	The largest single transaction not exceeding RMB500 million	/	
9	Central China Securities Co., Ltd. (中原證券股份有限公司)	The largest single transaction not exceeding RMB500 million	The largest single transaction of RMB195,050,000	
10	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	/	

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2023

No.	Related legal person	Estimated quota in 2022	Transaction amount as at 30 November 2022	Business type
	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. RELATED PARTIES INTRODUCTION AND RELATED RELATIONSHIP

(I) Information of related legal person

1. Zhengzhou Development & Investment Group Co., Ltd. (鄭州發展投資集團有限公司)

Zhengzhou Development & Investment Group Co., Ltd. has a registered capital of RMB1 billion. Its registered address is 2nd and 4th Floor, Zhengfa Building, Zhongyuan West Road, Zhongyuan District, Zhengzhou, and its legal representative is XU Hanfu (徐漢甫). Its business scope includes: urban infrastructure construction, urban comprehensive development, land development, management and consolidation, engineering construction, design and technical consultation; general contracting of municipal projects and maintenance of municipal roads and bridges (operation with valid qualification).

As at the end of 2021 and the end of June 2022, total assets amounted to RMB357,293,300,000 and RMB372,960,520,000, respectively; net assets amounted to RMB109,951,060,000 and RMB113,034,780,000, respectively; operating income amounted to RMB11,122,980,000 and RMB4,200,050,000, respectively; net profit amounted to RMB134,150,000 and RMB-535,680,000, 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 to be 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 (2022 revision).

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2. Zhengzhou Construction Investment Group Co., Ltd. (鄭州市建設投資集團有限公司)

Zhengzhou Construction Investment Group Co., Ltd. has a registered capital of RMB1,932,430,000. 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 (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of September 2022, total assets amounted to RMB50,397,070,000 and RMB54,728,410,000 respectively; net assets amounted to RMB18,358,610,000 and RMB20,777,650,000 respectively; operating income amounted to RMB4,259,170,000 and RMB2,142,110,000 respectively; net profit amounted to RMB30,100,000 and RMB-216,680,000, 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 to be 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 (2022 revision).

3. Zhengzhou Transportation Construction Investment Co., Ltd. (鄭州交通建設投資有限公司)

Zhengzhou Transportation Construction Investment Co., Ltd.'s registered address is 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) (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

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As at the end of 2021 and the end of June 2022, total assets amounted to RMB35,323,460,000 and RMB34,499,400,000 respectively; net assets amounted to RMB17,474,800,000 and RMB17,418,340,000 respectively; operating income amounted to RMB1,708,940,000 and RMB433,420,000 respectively; net profit amounted to RMB-17,580,000 and RMB-56,920,000 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 to be 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 (2022 revision).

4. *Zhengzhou Municipal Construction Engineering General Corporation* (鄭州市市政工程總公司)

Zhengzhou Municipal Construction Engineering General Corporation has 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 (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of September 2022, total assets amounted to RMB6,173,630,000 and RMB5,218,810,000, respectively; net assets amounted to RMB677,250,000 and RMB691,790,000, respectively; operating income amounted to RMB2,627,870,000 and RMB1,643,320,000, respectively; net profit amounted to RMB32,640,000 and RMB17,700,000 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 to be 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 (2022 revision).

5. Zhengzhou Metro Group Co., Ltd. (鄭州地鐵集團有限公司)

Zhengzhou Metro Group Co., Ltd. has a registered capital of RMB2,779,000,000. Its registered address is No. 100 Kangning Street, Zhengzhou Section (Zhengzhou East), Henan Pilot Free Trade Zone, and its legal representative is XU Zhen (許振). Its business scope includes: engineering investment in rail transit projects; construction and operation of rail projects (operation with the qualifications and licenses); commercial housing lease; property services; communication equipment leasing; sales of construction machinery and equipment and construction materials; designing, producing, agency and publishing of domestic advertisements; engaging in the import and export business of goods and technologies (except for those goods and technologies whose import and export are subject to examination and approval or prohibited by national laws and regulations); rail transit related business consulting (Licensed business items can be carried out only after obtaining permission from relevant departments) (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of September 2022, total assets amounted to RMB201,429,150,000 and RMB214,153,810,000 respectively; net assets amounted to RMB61,309,420,000 and RMB62,278,310,000 respectively; operating income amounted to RMB956,050,000 and RMB604,850,000 respectively; net profit amounted to RMB60,660,000 and RMB71,630,000 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 to be 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 (2022 revision).

6. Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd. (鄭州市中融創產業投資有限公司)

Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd. has 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 (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

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As at the end of 2021 and the end of June 2022, total assets amounted to RMB37,784,360,000 and RMB40,824,440,000 respectively; net assets amounted to RMB22,085,860,000 and RMB22,772,290,000, respectively; operating income amounted to RMB2,491,830,000 and RMB643,730,000, respectively; net profit amounted to RMB30,100,000 and RMB-27,980,000, 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 to be 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 (2022 revision).

7. *Zhengzhou Investment Holdings Co., Ltd.* (鄭州投資控股有限公司)

Zhengzhou Investment Holdings Co., Ltd. has a registered capital of RMB3,525,000,000. Its registered address is 1 Songshan South Road, Zhengzhou. Its business scope includes: investment and operation of state-owned assets; real estate development and sales; house rental (operation with valid qualifications) (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of September 2022, total assets amounted to RMB26,672,800,000 and RMB28,415,490,000, respectively; net assets amounted to RMB14,078,980,000 and RMB14,107,610,000, respectively; operating income amounted to RMB2,179,510,000 and RMB768,390,000, respectively; net profit amounted to RMB41,840,000 and RMB-10,500,000, respectively.

Related relationship: the company is a shareholder enterprise that holds more than 5% of the interests in the Bank, and is therefore deemed to be 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 (2022 revision).

8. *Henan Investment Group Co., Ltd.* (河南國原貿易有限公司)

Henan Investment Group Co., Ltd.'s 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 that are within the above scope and subject to approval, business operations are not allowed before permission is granted) (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

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As at the end of 2021 and the end of September 2022, total assets amounted to RMB261,926,400,000 and RMB282,329,760,000, respectively; net assets amounted to RMB98,750,570,000 and RMB104,623,780,000, respectively; operating income amounted to RMB41,212,790,000 and RMB33,228,540,000, respectively; net profit amounted to RMB2,806,820,000 and RMB640,140,000, 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 to be 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.

9. Henan Guoyuan Trade Co., Ltd. (河南國原貿易有限公司)

Henan Guoyuan Trade Co., Ltd.'s registered address is 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 (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of September 2022, total assets amounted to RMB3,174,590,000 and RMB3,161,510,000, respectively; net assets amounted to RMB2,383,410,000 and RMB2,409,700,000, respectively; operating income amounted to RMB816,000,000 and RMB543,890,000, respectively; net profit amounted to RMB55,620,000 and RMB26,290,000, respectively.

Related relationship: the company is an enterprise controlled by Mr. ZHU Zhihui, a Supervisor of the Bank, and is therefore deemed to be 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 (2022 revision).

10. Henan Asset Management Company Limited (河南資產管理有限公司)

Henan Asset Management Co., Ltd.'s registered address is 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

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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 (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of September 2022, total assets amounted to RMB27,447,030,000 and RMB36,016,290,000, respectively; net assets amounted to RMB11,892,530,000 and RMB14,579,600,000, respectively; operating income amounted to RMB2,050,550,000 and RMB2,237,170,000, respectively; net profit amounted to RMB599,330,000 and RMB786,540,000, respectively.

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 to be 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 (2022 revision).

11. Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司)

Zhongyuan Asset Management Co., Ltd.'s registered address is No.19 Zhongyuan Asset Building, 4 Zhonghuan Road, Longhu Financial Island, Zhengdong New District, Zhengzhou. Its legal representative is LI Ming (李明). It has a registered capital of RMB10 billion and its business scope includes: investment and asset management; acquisition, management and disposal of non-performing assets; private fund management; financial advisory services; internet information service (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of September 2022, total assets amounted to RMB59,480,750,000 and RMB73,284,010,000, respectively; net assets amounted to RMB15,226,290,000 and RMB15,583,950,000, respectively; operating income amounted to RMB3,043,580,000 and RMB1,618,800,000, respectively; net profit amounted to RMB215,520,000 and RMB136,330,000, respectively.

Related relationship: the company is an enterprise controlled by Henan Investment Group Co., Ltd. (河南投資集團有限公司), the controlling shareholder of Zhongyuan Trust Co., Ltd. (中原信託有限公司), which is a major shareholder of the Bank; it is therefore deemed to be 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 (《銀行保險機構關聯交易管理辦法》).

12. SPIC Henan Electric Power Co., Ltd. (國家電投集團河南電力有限公司)

SPIC Henan Electric Power Co., Ltd.'s registered address is 10 Huanghe East Road, Zhengzhou East New District, Zhengzhou. Its legal representative is LIANG Huajun (梁華軍). It has a registered capital of RMB2,726,350,000 and its business scope includes: licensed projects such as power generation, power transmission, power supply business; various engineering construction activities; installation, repair and test of electrical facilities; bookkeeping agency; project cost consulting service (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities, and the specific business items shall be subject to the approval documents or license certificates of relevant departments); general projects such as heat production and supply; power generation technical services; wind farm related system research and development; wind power generation technical services; solar power generation technical services; biomass energy technical services; renewable resources sales; bidding agency services; sales of electronic components; engineering and technology research and experimental development; inspection and testing services; housing rental; non-residential real estate lease; lease of land use right; enterprise management; engineering management services; financial consulting (except for projects subject to approval according to law, business activities can be carried out independently with the business license according to law).

As at the end of 2021 and the end of September 2022, total assets amounted to RMB37,823,430,000 and RMB38,299,070,000, respectively; net assets amounted to RMB7,997,680,000 and RMB8,164,830,000, respectively; operating income amounted to RMB10,166,010,000 and RMB9,821,170,000, respectively; net profit amounted to RMB-1,852,660,000 and RMB-1,147,410,000, respectively.

Related relationship: the company is an enterprise controlled by State Power Investment Corporation Limited (國家電力投資集團有限公司), the controlling shareholder of Bridge Trust Co., Ltd. (百瑞信託有限責任公司), which has significant influence on the Bank; it is therefore deemed to be a related party of the Bank under the relevant provisions in Article 7 and Article 8 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions.

13. Central China Securities Co., Ltd. (中原證券股份有限公司)

Central China Securities Co., Ltd.'s registered address is 10 Shangwu Waihuan Road, Zhengzhou East New District, Zhengzhou. Its legal representative is JIAN Mingjun (菅明軍). It has a registered capital of RMB4,642,884,700 and its business scope includes: securities brokerage; securities investment consulting; financial advisers related to securities trading and securities investment activities; securities underwriting and sponsorship; self-management of securities; securities assets management; consignment sale of securities investment fund; provision of intermediary services for futures companies; margin trading; consignment sales of financial products (for items that are within the above scope and subject to approval, business operations are not allowed before permission is granted) (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

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As at the end of 2021 and the end of September 2022, total assets amounted to RMB53,748,320,000 and RMB48,082,560,000, respectively; net assets amounted to RMB14,144,080,000 and RMB14,187,040,000, respectively; operating income amounted to RMB4,420,850,000 and RMB1,447,680,000, respectively; net profit amounted to RMB551,020,000 and RMB95,190,000 respectively.

Related relationship: the company is an enterprise controlled by Henan Investment Group Co., Ltd., the controlling shareholder of Zhongyuan Trust Co., Ltd., which is a major shareholder of the Bank; it is therefore deemed to be 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.

14. Zhongyuan Trust Co., Ltd. (中原信託有限公司)

Zhongyuan Trust Co., Ltd.'s registered address is No. 24 Shangwu Waihuan Road, Zhengzhou, and its legal representative is CAO Weidong (曹衛東). 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 2021 and the end of June 2022, total assets amounted to RMB10,277,580,000 and RMB10,421,310,000, respectively; net assets amounted to RMB8,553,780,000 and RMB8,714,190,000, respectively; operating income amounted to RMB1,070,730,000 and RMB366,200,000, respectively; net profit amounted to RMB328,510,000 and RMB164,220,000, 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 to be 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 (2022 revision).

15. *Bridge Trust Co., Ltd.* (百瑞信託有限責任公司)

Bridge Trust Co., Ltd.'s 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 SU Xiaojun (蘇小軍). 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, 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 2021 and the end of June 2022, total assets amounted to RMB11,354,560,000 and RMB11,865,380,000, respectively; net assets amounted to RMB11,059,430,000 and RMB11,365,710,000, respectively; operating income amounted to RMB1,541,310,000 and RMB628,400,000, respectively; net profit amounted to RMB840,160,000 and RMB434,730,000, respectively.

Related relationship: within the past 12 months, the company's current President, Mr. SU Xiaojun, served as the Bank's non-executive Director; the company is therefore deemed to be 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 (2022 revision).

16. *Bank of Lanzhou Co., Ltd.* (蘭州銀行股份有限公司)

Bank of Lanzhou Co., Ltd.'s registered address is 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).

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2023

As at the end of 2021 and the end of September 2022, total assets amounted to RMB400,340,570,000 and RMB437,117,930,000, respectively; net assets amounted to RMB29,008,160,000 and RMB31,977,670,000, respectively; operating income amounted to RMB7,836,080,000 and RMB5,684,900,000, respectively; net profit amounted to RMB1,602,840,000 and RMB1,379,950,000, 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 to be 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 (2022 revision).

17. Zhongyuan Bank Co., Ltd. (中原银行股份有限公司)

Zhongyuan Bank Co., Ltd.'s registered address is Zhongke Jinzuo Building, No. 23 Shangwu Waihuan Road, CBD of Zhengdong New District, Zhengzhou City, Henan Province. 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 (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of June 2022, total assets amounted to RMB768,233,350,000 and RMB1,267,299,450,000, respectively; net assets amounted to RMB62,379,630,000 and RMB92,466,330,000, respectively; operating income amounted to RMB19,282,830,000 and RMB10,407,220,000, respectively; net profit amounted to RMB3,633,250,000 and RMB2,139,170,000, 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 to be 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 (2022 revision).

18. Great Wall Fund Management Co., Ltd. (長城基金管理有限公司)

Great Wall Fund Management Co., Ltd.'s registered address is DEF Units of 36th Floor, 38th Floor and 39th Floor, Radio & Television Financial Center, No. 9 Pengcheng 1st Road, Fuxin Community, Lianhua Street, Futian District, Shenzhen, and its legal representative is WANG Jun (王軍). It has a registered capital of RMB150 million and its business scope (general business item) 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 2021 and the end of June 2022, total assets amounted to RMB2,114,450,000 and RMB2,045,530,000, respectively; net assets amounted to RMB1,548,050,000 and RMB1,542,450,000, respectively; operating income amounted to RMB1,005,790,000 and RMB456,510,000, respectively; net profit amounted to RMB167,270,000 and RMB62,800,000, respectively.

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 to be 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 (2022 revision).

19. Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司)

Henan Jiuding Financial Leasing Co., Ltd.'s registered address is 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 (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of June 2022, total assets amounted to RMB30,033,250,000 and RMB31,913,420,000, respectively; net assets amounted to RMB3,081,410,000 and RMB3,267,410,000, respectively; operating income amounted to RMB878,470,000 and RMB499,230,000, respectively; net profit amounted to RMB310,650,000 and RMB186,000,000, respectively.

Related relationship: the company is a controlled subsidiary of the Bank and the Bank's Vice President and executive Director, Mr. XIA Hua (夏華), serves as its president, and the company is therefore deemed to be a related party of the Bank under the relevant provisions of Accounting Standard for Business Enterprises No. 36 – Related Party Disclosures and the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions.

20. Fugou Zhengyin County Bank Co., Ltd. (扶溝鄭銀村鎮銀行股份有限公司)

Fugou Zhengyin County Bank Co., Ltd.'s registered address is 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) (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of June 2022, total assets amounted to RMB1,093,420,000 and RMB853,540,000, respectively; net assets amounted to RMB74,600,000 and RMB75,490,000, respectively; operating income amounted to RMB36,840,000 and RMB18,820,000, respectively; net profit amounted to RMB10,090,000 and RMB3,180,000, respectively.

Related relationship: the company is a controlled subsidiary of the Bank, and is therefore deemed to be a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures and the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions.

21. Xinmi Zhengyin County Bank Co., Ltd. (新密鄭銀村鎮銀行股份有限公司)

Xinmi Zhengyin County Bank Co., Ltd.'s registered address is 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 (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2023

As at the end of 2021 and the end of June 2022, total assets amounted to RMB1,200,650,000 and RMB1,016,090,000, respectively; net assets amounted to RMB160,240,000 and RMB160,390,000, respectively; operating income amounted to RMB31,930,000 and RMB14,260,000, respectively; net profit amounted to RMB350,000 and RMB150,000, respectively.

Related relationship: the company is a controlled subsidiary of the Bank, and is therefore deemed to be a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures and the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions.

22. *Xunxian Zhengyin County Bank Co., Ltd.*

Xunxian Zhengyin County Bank Co., Ltd.’s registered address is 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) (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of June 2022, total assets amounted to RMB2,226,510,000 and RMB2,074,350,000, respectively; net assets amounted to RMB135,640,000 and RMB142,800,000, respectively; operating income amounted to RMB78,720,000 and RMB35,450,000, respectively; net profit amounted to RMB32,550,000 and RMB17,160,000, respectively.

Related relationship: the company is a controlled subsidiary of the Bank. It is therefore deemed to be a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures and the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions.

23. *Queshan Zhengyin County Bank Co., Ltd.* (確山鄭銀村鎮銀行股份有限公司)

Queshan Zhengyin County Bank Co., Ltd.’s registered address is 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 CUI Xiaofeng (崔曉峰). It has a registered capital of RMB50 million. Its business scope includes: receiving

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deposits from the public; provision of short, medium and long-term loans; domestic settlement; bill acceptance and discount services; 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 (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of June 2022, total assets amounted to RMB575,900,000 and RMB556,660,000, respectively; net assets amounted to RMB52,100,000 and RMB52,570,000, respectively; operating income amounted to RMB19,570,000 and RMB7,210,000, respectively; net profit amounted to RMB2,770,000 and RMB140,000, respectively.

Related relationship: the company is a controlled subsidiary of the Bank, and is therefore deemed to be a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures and the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions.

24. *Xinzheng Zhengyin County Bank Co., Ltd.* (新鄭鄭銀村鎮銀行股份有限公司)

Xinzheng Zhengyin County Bank Co., Ltd.'s registered address is Building No. 23, Qingdu Shoufu Community, Yuqian Road, Xinzheng and its legal representative is LI Yonggen (李用根). It has a registered capital of RMB105,800,000. 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 (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of June 2022, total assets amounted to RMB3,624,180,000 and RMB3,445,340,000, respectively; net assets amounted to RMB164,790,000 and RMB131,620,000, respectively; operating income amounted to RMB89,040,000 and RMB14,300,000, respectively; net profit amounted to RMB170,000 and RMB-29,670,000, respectively.

Related relationship: the company is a controlled subsidiary of the Bank, and is therefore deemed to be a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures and the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions.

25. *Zhongmu Zhengyin County Bank Co., Ltd.* (中牟鄭銀村鎮銀行股份有限公司)

Zhongmu Zhengyin County Bank Co., Ltd.'s registered address is 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 (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of June 2022, total assets amounted to RMB19,995,400,000 and RMB16,513,970,000, respectively; net assets amounted to RMB1,711,170,000 and RMB1,766,680,000, respectively; operating income amounted to RMB466,240,000 and RMB304,580,000, respectively; net profit amounted to RMB70,250,000 and RMB52,140,000, respectively.

Related relationship: the company is an associate of the Bank, and is therefore deemed to be a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures and the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions.

26. *Yanling Zhengyin County Bank Co., Ltd.* (鄢陵鄭銀村鎮銀行股份有限公司)

Yanling Zhengyin County Bank Co., Ltd.'s registered address is 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; 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 (for items subject to approval, relevant business activities cannot be carried out until approval is obtained from competent authorities).

As at the end of 2021 and the end of June 2022, total assets amounted to RMB1,531,140,000 and RMB1,404,750,000, respectively; net assets amounted to RMB85,320,000 and RMB85,470,000, respectively; operating income amounted to RMB43,740,000 and RMB16,490,000, respectively; net profit amounted to RMB160,000 and RMB150,000, respectively.

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Related relationship: the company is an associate of the Bank, and is therefore deemed to be a related party of the Bank under the relevant provisions of Accounting Standard for Enterprises No. 36 – Related Party Disclosures and the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions.

The above related legal persons 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. The financial data for 2022 involved are unaudited.

(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. Legal person, or Directors, supervisors and senior management of other organizations 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; and
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 channeling and price manipulation nor prejudice to the interests of the Bank and Shareholders.

**APPENDIX IV ESTIMATED QUOTA ON RECURRING RELATED
PARTY TRANSACTIONS FOR 2023**

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

The estimated quota on the recurring related party transactions of the Bank for 2023 is 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.

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The details of the proposed amendments are as follows:

No.	Existing Clause	Amended Clause
1.	<p>Article 1 For the purpose of regulating the organization and activities of Bank of Zhengzhou Co., Ltd. (the “Bank”) and protecting the legitimate rights and interests of the Bank, its shareholders and stakeholders, the Articles of Association (the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China, Law of the People’s Republic of China on Commercial Banks (the “Commercial Banking Law”), Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, Mandatory Provisions for Articles of Association of Companies Listing Abroad, Guidelines for Articles of Association of Listed Companies, Guidelines on the Corporate Governance of Commercial Banks and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) as well as other relevant laws and regulations in light of the actual condition of the Bank.</p>	<p>Article 1 For the purpose of regulating the organization and activities of Bank of Zhengzhou Co., Ltd. (the “Bank”) and protecting the legitimate rights and interests of the Bank, its shareholders and stakeholders, the Articles of Association (the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China (<u>the “Securities Law”</u>), Law of the People’s Republic of China on Commercial Banks (the “Commercial Banking Law”), Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, Mandatory Provisions for Articles of Association of Companies Listing Abroad, Guidelines for Articles of Association of Listed Companies, Guidelines on the Corporate Governance of Commercial Banks<u>Corporate Governance Guidelines for Banking and Insurance Institutions</u> and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) as well as other relevant laws and regulations in light of the actual condition of the Bank.</p>
2.	<p>Article 12 In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law of China, organizations of the Communist Party of China shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring implementation.</p>	<p>Article 12 In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law of China, organizations of the Communist Party of China shall be established <u>and Party activities shall be conducted by the Bank. The Bank provides necessary conditions for the activities of Party’s organizations;</u> the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring implementation.</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
3.	<p>Article 21 The total number of ordinary shares that the Bank can issue upon approval by the examination and approval departments authorized by the State Council is 6,514,125,090.</p> <p>The Bank's ordinary share capital structure is: 6,514,125,090 ordinary shares, including 4,844,325,090 domestically listed shares, representing 74.37% of the total shares issued by the Bank; and 1,669,800,000 H shares, representing 25.63% of the total shares issued by the Bank.</p> <p>The number of preference shares issued overseas by the Bank is 59,550,000.</p>	<p>Article 21 The total number of ordinary shares of the Bank that the Bank can issue upon approval by the examination and approval departments authorized by the State Council is 6,514,125,090.</p> <p>The Bank's ordinary share capital structure is: 6,514,125,090 ordinary shares, including 4,844,325,090 domestically listed shares, representing 74.37% of the total shares issued by the Bank; and 1,669,800,000 H shares, representing 25.63% of the total shares issued by the Bank.</p> <p>The number of preference shares issued overseas by the Bank is 59,550,000.</p>
4.	<p>Article 26 The Bank may, in accordance with the provisions under the laws, administrative regulations, departmental rules and the Articles, repurchase its issued shares in the following circumstances:</p> <p>(1) Reduction of the Bank's registered capital;</p> <p>(2) Merging with another company holding shares in the Bank;</p> <p>(3) Use of shares for employees' stock ownership plans or equity incentives;</p> <p>(4) Requests for the Bank to repurchase its own shares from shareholders who have voted against the resolutions passed at a shareholders' general meeting on the merger or division of the Bank;</p>	<p>Article 26 The Bank may, in accordance with the provisions under the laws, administrative regulations, departmental rules and the Articles, repurchase its issued shares in the following circumstances: <u>shall not acquire its own shares, except in any of the following scenarios:</u></p> <p>(1) Reduction of the Bank's registered capital;</p> <p>(2) Merging with another company holding shares in the Bank;</p> <p>(3) Use of shares for employees' stock ownership plans or equity incentives;</p> <p>(4) Requests for the Bank to repurchase its own shares from shareholders who have voted against the resolutions passed at a shareholders' general meeting on the merger or division of the Bank;</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
	<p>(5) Use of shares for the conversion of corporate bonds which were issued by the Bank and are convertible into stocks;</p> <p>(6) Necessary for the Bank to protect the corporate value and shareholders' rights and interests;</p> <p>(7) In case there are other regulations about repurchase of preference shares issued by the bank under the laws, administrative regulations, departmental rules, the Articles and preference share issue plan of the Bank, such regulations prevail; or</p> <p>(8) Other circumstances permitted by applicable laws and permitted by the relevant competent authorities of the State.</p> <p>The Bank may not acquire its own shares other than in the above circumstances.</p>	<p>(5) Use of shares for the conversion of corporate bonds which were issued by the Bank and are convertible into stocks;</p> <p>(6) Necessary for the Bank to protect the corporate value and shareholders' rights and interests;</p> <p>(7) In case there are other regulations about repurchase of preference shares issued by the bank under the laws, administrative regulations, departmental rules, the Articles and preference share issue plan of the Bank, such regulations prevail; or</p> <p>(8) Other circumstances permitted by applicable laws and permitted by the relevant competent authorities of the State.</p> <p>The Bank may not acquire its own shares other than in the above circumstances.</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
5.	<p>Article 35 If the Bank’s directors, supervisors, senior management personnel, or shareholders holding more than 5% of the Bank’s shares sell their shares in the Bank within six months after purchase, or buy the shares within six months after the sale, the earnings gained will be owned by the Bank, and the Bank’s Board of Directors will recover the earnings gained. However, if a securities company holds more than 5% of the shares due to underwriting of the remaining shares after sale, the sale of the shares is not subject to a six-month time limit.</p> <p>If the Board of Directors of the Bank does not comply with the provisions of preceding articles, the shareholders have the right to request the Board of Directors to execute within 30 days. If the Board of Directors of the Bank fails to execute within the above – mentioned time limit, the shareholders will have the right to file a lawsuit directly to the people’s court in their own name for the benefit of the Bank.</p> <p>If the Board of Directors of the Bank does not comply with the provisions of the first article, the directors under the liability shall bear joint liability in accordance with the law.</p>	<p>Article 35 If the Bank’s directors, supervisors, senior management personnel, or shareholders holding more than 5% of the Bank’s shares sell their shares <u>or other securities with the nature of equity interests</u> in the Bank within six months after purchase, or buy the shares within six months after the sale, the earnings gained will be owned by the Bank, and the Bank’s Board of Directors will recover the earnings gained. However, <u>except</u> if a securities company holds more than 5% of the shares due to underwriting of the remaining shares after sale; the sale of the shares is not subject to a six-month time limit. <u>and under other conditions as prescribed by the CSRC.</u></p> <p><u>The shares or other securities with the nature of equity interests held by the directors, supervisors, senior management, natural person shareholders referred to hereinabove include the shares or other securities with the nature of equity interests held by their spouse, parents, children in their own name and under others’ accounts.</u></p> <p>If the Board of Directors of the Bank does not comply with the provisions of preceding articles <u>the first paragraph in this Article</u>, the shareholders have the right to request the Board of Directors to execute within 30 days. If the Board of Directors of the Bank fails to execute within the above – mentioned time limit, the shareholders will have the right to file a lawsuit directly to the people’s court in their own name for the benefit of the Bank.</p> <p>If the Board of Directors of the Bank does not comply with the provisions of the first article <u>in this Article</u>, the directors under the liability shall bear joint liability in accordance with the law.</p>

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No.	Existing Clause	Amended Clause
6.	<p>Article 62 Shareholders of the Bank shall enjoy the following rights (if the Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply):</p> <p>(1) To receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) To request, convene, preside, attend or appoint a proxy to attend shareholders' general meeting, and to exercise their voting rights based on the number of shares held by them;</p> <p>.....</p>	<p>Article 62 Shareholders of the Bank shall enjoy the following rights (if the Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply):</p> <p>(1) To receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) To request, convene, preside, attend or appoint a proxy to attend shareholders' general meeting, and to exercise their right to speak and vote voting rights based on the number of shares held by them;</p> <p>.....</p>
7.	<p>Article 67 Shareholders of the Bank shall have the following obligations (if the Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply):</p> <p>(1) To abide by the laws, regulations, regulatory requirements and the Articles;</p> <p>(2) To contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution;</p> <p>(3) Not to withdraw their contributed share capital except in circumstances allowed by the laws and administrative regulations;</p> <p>(4) To report to the Board of Directors in a timely, complete and truthful manner regarding the particulars of its related enterprises, its related party relationship with other shareholders and its shareholdings in other commercial banks;</p>	<p>Article 67 Shareholders of the Bank shall have the following obligations (if the Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply):</p> <p>(1) To abide by the laws, regulations, regulatory requirements and the Articles;</p> <p>(2) To contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution;</p> <p>(3) Not to withdraw their contributed share capital except in circumstances allowed by the laws and administrative regulations;</p> <p>(4) To report to the Board of Directors in a timely, complete and truthful manner regarding the particulars of its related enterprises, its related party relationship with other shareholders and its shareholdings in other commercial banks;</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
		<p><u>(5) Purchases shares of the Bank with their own funds obtained from legal sources, rather than funds not owned by themselves such as entrusted funds and debt funds, unless otherwise prescribed by laws and regulations or regulatory regime;</u></p> <p><u>(6) Shareholding percentage and the number of shareholder entities comply with the regulatory requirements and any other person shall not be authorized or accept any other person's authorization to hold the share of the Bank;</u></p> <p><u>(7) In accordance with laws, regulations, and regulatory provisions, truthfully notify the Bank of other information such as its financial information, equity structure, source of funds to acquire shares, controlling shareholder, de facto controller, related parties, persons acting in concert, ultimate beneficial owner, investments in other financial institutions;</u></p> <p><u>(8) If there are changes in the controlling shareholder, de facto controller, related parties, persons acting in concert, or ultimate beneficial owner of the shareholder, the relevant shareholder shall notify the Bank of the changes in writing in a timely manner in accordance with the laws, regulations, and regulatory provisions;</u></p> <p><u>(9) If the shareholder is involved in measures such as a merger or spin-off, is subject to an order for suspension of business for rectification, designated custody, take-over, revocation, or is subject to a dissolution, liquidation, bankruptcy proceeding, or has a change in its legal representative, company name, business premises, business scope, or any other important matter, it shall notify the Bank of the relevant situation in writing in a timely manner in accordance with the laws, regulations, and regulatory provisions;</u></p>

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No.	Existing Clause	Amended Clause
	<p>(5) Not to abuse their rights in harming the interests of the Bank, shareholders and any other stakeholders; not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management in line with the Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank’s operations and management; not to abuse the Bank’s status as an independent, separate legal entity and the limited liability of shareholders to harm the interests of the Bank’s creditors. If a shareholder of the Bank abuses his/her/its rights and causes loss to the Bank or other shareholders, he/she/it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank’s status as an independent, separate legal entity and the limited liability of shareholders to evade the repayment of debts, resulting in material damage to the interests of the Bank’s creditors, that shareholder will be jointly liable for the debts of the Bank;</p>	<p><u>(10) If the shares of the Bank held by the shareholder are involved in litigation or arbitration, subject to legal compulsory measures taken by the judicial authorities and others, are pledged or released from a pledge, the shareholder shall notify the Bank of the relevant situation in writing in a timely manner in accordance with the laws, regulations, and regulatory provisions;</u></p> <p><u>(11) Shareholders who pledge their shares of the Bank or conduct related party transactions with the Bank shall comply with the laws, regulations and regulatory requirements, and shall not impair the interests of other shareholders and the Bank;</u></p> <p>(5) <u>(512)</u> Not to abuse their rights <u>or use the related party relationships</u> in harming the interests of the Bank, shareholders and any other stakeholders; not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management in line with the Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank’s operations and management; not to abuse the Bank’s status as an independent, separate legal entity and the limited liability of shareholders to harm the interests of the Bank’s creditors. If a shareholder of the Bank abuses his/her/its rights and causes loss to the Bank or other shareholders, he/she/it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank’s status as an independent, separate legal entity and the limited liability of shareholders to evade the repayment of debts, resulting in material damage to the interests of the Bank’s creditors, that shareholder will be jointly liable for the debts of the Bank;</p>

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No.	Existing Clause	Amended Clause
	<p>(6) For shareholders who have made false statements, abused their shareholders' rights or acted to damage the interests of the Bank, the banking regulatory and administrative authorities under the State Council may restrict or prohibit connected transactions between the Bank and such shareholders, limit the maximum number of the Bank's shares that they can hold and the percentage of the Bank's shares that they can pledge, and their rights to request the convening of the general meeting, vote, nominate, propose, dispose, etc.;</p> <p>(7) To assume other obligations required by the laws, administrative regulations, regulatory requirements and the Articles.</p> <p>Except as otherwise provided in the Articles, shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription.</p>	<p>(613) For shareholders who have made false statements, abused their shareholders' rights or acted to damage the interests of the Bank, the banking regulatory and administrative authorities under the State Council may restrict or prohibit connected transactions between the Bank and such shareholders, limit the maximum number of the Bank's shares that they can hold and the percentage of the Bank's shares that they can pledge, and their rights to request the convening of the general meeting, vote, nominate, propose, dispose, etc.;</p> <p><u>(14) If a risk event or a major violation of regulations occurs in the Bank, the shareholders shall facilitate the investigation and risk disposal conducted by the regulatory authority;</u></p> <p>(715) To assume other obligations required by the laws, administrative regulations, regulatory requirements and the Articles.</p> <p>Except as otherwise provided in the Articles, shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription.</p>

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No.	Existing Clause	Amended Clause
8.	<p>Article 73 The shareholders' general meeting which composed of all shareholders shall be an organ of power of the Bank and shall exercise the following duties and powers in accordance with the law:</p> <p>(1) To decide on the business policies and material investment plans of the Bank;</p> <p>(2) To elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) To examine and approve reports made by the Board of Directors;</p> <p>(4) To examine and approve reports made by the Board of Supervisors;</p> <p>(5) To examine and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(6) To examine and approve the Bank's plans for profit distribution and loss recovery;</p> <p>(7) To adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p> <p>(8) To adopt resolutions regarding the issuance of bonds or other securities and the listing of the Bank;</p> <p>(9) To adopt resolutions on the merger, division, change in corporate form of the Bank, dissolution, liquidation and other matters;</p> <p>(10) To amend the Articles;</p>	<p>Article 73 The shareholders' general meeting which composed of all shareholders shall be an organ of power of the Bank and shall exercise the following duties and powers in accordance with the law:</p> <p>(1) To decide on the business policies and material investment plans of the Bank;</p> <p>(2) To elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) To examine and approve reports made by the Board of Directors;</p> <p>(4) To examine and approve reports made by the Board of Supervisors;</p> <p><u>(5) To examine and approve the rules of procedures of the shareholders' general meeting, the Board of Directors and the Board of Supervisors;</u></p> <p>(5) To examine and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(6) To examine and approve the Bank's plans for profit distribution and loss recovery;</p> <p>(7) To adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p> <p>(8) To adopt resolutions regarding the issuance of bonds or other securities and the listing of the Bank;</p> <p>(9) To adopt resolutions on the merger, division, change in corporate form of the Bank, dissolution, liquidation and other matters;</p> <p>(10) To amend the Articles;</p>

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No.	Existing Clause	Amended Clause
	<p>(11) To decide on the engagement, dismissal or discontinuation of the appointment of the Bank’s accounting firm;</p> <p>(12) To examine material external investment, acquisition and disposal of assets, pledge of assets, external guarantee, entrustment of wealth management and other matters of the Bank;</p> <p>(13) To examine and approve the related party transactions which require approval by the shareholders’ general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank’s shares are listed;</p> <p>(14) To examine and approve matters regarding change of the use of collected funds;</p> <p>(15) To examine the stock incentive plans and employee stock ownership plans;</p> <p>(16) To examine proposals raised by the shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as “Proposing Shareholders”);</p>	<p>(11) To decide on the engagement, dismissal or discontinuation of the appointment of the Bank’s accounting firm; <u>To resolve on the appointment or dismissal of accounting firms which conduct regular statutory auditing for financial reports of the Bank and its auditing fee;</u></p> <p>(12) To examine material external investment, acquisition and disposal of assets, pledge of assets, external guarantee, entrustment of wealth management and other matters of the Bank;</p> <p>(13) To examine and approve the related party transactions which require approval by the shareholders’ general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank’s shares are listed;</p> <p>(14) (15) To examine and approve matters regarding change of the use of collected funds;</p> <p><u>(16) To resolve on the repurchase of shares by the Bank pursuant to laws;</u></p> <p>(15) To examine <u>consider and approve</u> the stock incentive plans and employee stock ownership plans;</p> <p>(16) To examine proposals raised by the shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as “Proposing Shareholders”);</p>

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No.	Existing Clause	Amended Clause
	<p>(17) To determine the issuance of preference shares; to determine or authorise the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends;</p> <p>(18) To examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules as well as the Articles.</p> <p>The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If delegated, the authorization given shall be clear and specific. The shareholders' general meeting shall not delegate the functions and powers statutorily exercised by itself to the Board of Directors.</p> <p>If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p>(1719) To determine the issuance of preference shares; to determine or authorise the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends;</p> <p>(1820) To examine and approve other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules as well as the Articles.</p> <p>The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If delegated, the authorization given shall be clear and specific. The shareholders' general meeting shall not delegate the functions and powers statutorily exercised by itself <u>of the shareholders' general meeting as stipulated in Article 18 of Company Law and Corporate Governance Guidelines for Banking and Insurance Institutions</u> to the Board of Directors, <u>other organizations or persons.</u></p> <p>If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>

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No.	Existing Clause	Amended Clause
9.	<p>Article 74 The following external guarantees of the Bank shall be passed through deliberation by the general meeting of the shareholders.</p> <p>(1) Any guarantees provided after the total amount of external guarantees of the Bank and its holding subsidiaries (sub-banks) meets or exceeds 50% of the latest audited net assets;</p> <p>(2) Any guarantees provided after the total amount of external guarantees of the Bank meets or exceeds 30% of the latest audited total assets;</p> <p>(3) Guarantees for guarantee objects with an asset-liability ratio of more than 70%;</p> <p>(4) Single guarantee whose amount exceeds 10% of the latest audited net assets;</p> <p>(5) Guarantees provided for the shareholders, de facto controllers and relevant parties.</p>	<p>Article 74 The following external guarantees of the Bank shall be passed through deliberation by the general meeting of the shareholders.</p> <p>(1) Any guarantees provided after the total amount of external guarantees of the Bank and its holding subsidiaries (sub-banks) meets or exceeds 50% of the latest audited net assets;</p> <p>(2) Any guarantees provided after the total amount of external guarantees of the Bank meets or exceeds 30% of the latest audited total assets;</p> <p><u>(3) Any guarantee provided by the Bank exceeds 30% of its latest audited total assets within one year;</u></p> <p><u>(34)</u> Guarantees for guarantee objects with an asset-liability ratio of more than 70%;</p> <p><u>(45)</u> Single guarantee whose amount exceeds 10% of the latest audited net assets;</p> <p><u>(56)</u> Guarantees provided for the shareholders, de facto controllers and relevant parties.</p>

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No.	Existing Clause	Amended Clause
10.	<p>Article 76 An extraordinary general meeting shall be convened within two (2) months from the date of occurrence of any of the following events:</p> <p>(1) The number of directors is less than the minimum number required by the Company Law or less than two-thirds of the number stipulated in the Articles;</p> <p>(2) The outstanding loss of the Bank is at least one-third of the Bank’s total paid- up share capital;</p> <p>(3) Shareholders who individually or jointly hold above 10% of the voting shares of the Bank (the “Requesting Shareholders”) have requested to convene the meeting in writing;</p> <p>(4) The Board of Directors deems it necessary to convene the meeting;</p> <p>(5) The Board of Supervisors proposes to convene the meeting;</p> <p>(6) Above half of the independent directors propose to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(7) Above half of the external supervisors propose to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);</p> <p>(8) Any other circumstances as stipulated by the laws, administrative regulations, departmental rules and the Articles.</p>	<p>Article 76 An extraordinary general meeting shall be convened within two (2) months from the date of occurrence of any of the following events:</p> <p>(1) The number of directors is less than the minimum number required by the Company Law or less than two-thirds of the number stipulated in the Articles;</p> <p>(2) The outstanding loss of the Bank is at least one-third of the Bank’s total paid- up share capital;</p> <p>(3) Shareholders who individually or jointly hold above 10% of the voting shares of the Bank (the “Requesting Shareholders”) have requested to convene the meeting in writing;</p> <p>(4) The Board of Directors deems it necessary to convene the meeting;</p> <p>(5) The Board of Supervisors proposes to convene the meeting;</p> <p>(6) Above half and not less than two of the independent directors propose to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(7) Above half of the external supervisors propose to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);</p> <p>(8) Any other circumstances as stipulated by the laws, administrative regulations, departmental rules and the Articles.</p>

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No.	Existing Clause	Amended Clause
	<p>In respect of item (2) above, the limitation of time for convening the extraordinary general meeting shall be calculated from the date when the Bank knows the occurrence of such circumstance.</p> <p>The number of shares referred to in the aforesaid item (3) shall be calculated as of the date when shareholders put forward the written request.</p>	<p>In respect of item (2) above, the limitation of time for convening the extraordinary general meeting shall be calculated from the date when the Bank knows the occurrence of such circumstance.</p> <p>The number of shares referred to in the aforesaid item (3) shall be calculated as of the date when shareholders put forward the written request.</p>
11.	<p>Article 84 If either the Board of Supervisors or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing. In addition, the proposal shall be filed to the outposted agency of CSRC and the stock exchange in the place where the Bank is located.</p> <p>The shareholding proportion of the Convening Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.</p> <p>The Convening Shareholders shall submit the relevant evidentiary materials to the outposted agency of CSRC and the stock exchange in the place where the Bank is located when the Convening Shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.</p>	<p>Article 84 If either the Board of Supervisors or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing. In addition, the proposal shall be filed to the outposted agency of CSRC and the stock exchange in the place where the Bank is located.</p> <p>The shareholding proportion of the Convening Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.</p> <p><u>The Board of Supervisors or</u> the Convening Shareholders shall submit the relevant evidentiary materials to the outposted agency of CSRC and the stock exchange in the place where the Bank is located when <u>the Board of Supervisors or</u> the Convening Shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.</p>

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No.	Existing Clause	Amended Clause
12.	<p>Article 90 Notice of shareholders’ general meeting shall contain the following contents:</p> <p>(1) The date, time and venue of the meeting;</p> <p>(2) The matters and proposals to be considered at the meeting;</p> <p>(3) All necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;</p> <p>(4) If any of the directors, supervisors or senior management personnel have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or senior management personnel as shareholders compared to other share holders of that same class, they shall explain this difference;</p> <p>(5) The full text of any proposed special resolutions to be voted on at the meeting;</p> <p>(6) A prominent statement stating that a shareholder entitled to attend and vote at the meeting, is entitled to appoint above one proxies to attend and vote on his/her behalf, and such proxy need not be a shareholder, and the power of attorney used to appoint proxies shall be enclosed;</p>	<p>Article 90 Notice of shareholders’ general meeting shall contain the following contents:</p> <p>(1) The date, time and venue of the meeting;</p> <p>(2) The matters and proposals to be considered at the meeting;</p> <p>(3) All necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;</p> <p>(4) If any of the directors, supervisors or senior management personnel have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or senior management personnel as shareholders compared to other shareholders of that same class, they shall explain this difference;</p> <p>(5) The full text of any proposed special resolutions to be voted on at the meeting;</p> <p>(6) A prominent statement stating that a shareholder entitled to attend and vote at the meeting, is entitled to appoint above one proxies to attend and vote on his/her behalf, and such proxy need not be a shareholder, and the power of attorney used to appoint proxies shall be enclosed;</p>

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No.	Existing Clause	Amended Clause
	<p>(7) The shareholding registration date of the shareholders who are entitled to attend the meeting;</p> <p>(8) The time and address for lodging the proxy forms of the relevant meeting;</p> <p>(9) The name and phone number of the contact person of the meeting;</p> <p>(10) Other requirements stipulated by the laws, regulations, the regulations of the relevant regulatory authorities as well as the Articles.</p> <p>The interval between the shareholding registration date and the date of the shareholders' general meeting shall not be more than seven (7) working days. The shareholding registration date shall not be changed once confirmed.</p>	<p>(7) The shareholding registration date of the shareholders who are entitled to attend the meeting;</p> <p>(8) The time and address for lodging the proxy forms of the relevant meeting;</p> <p>(9) The name and phone number of the contact person of the meeting;</p> <p><u>(10) The time and procedures of voting through internet or other means;</u></p> <p>(10) Other requirements stipulated by the laws, regulations, the regulations of the relevant regulatory authorities as well as the Articles.</p> <p>The interval between the shareholding registration date and the date of the shareholders' general meeting shall not be more than seven (7) working days. The shareholding registration date shall not be changed once confirmed.</p>
13.	<p>Article 96 If an individual shareholder attends the meeting in person, he/she shall produce his/her own valid identification document or certificate providing proof of his/her shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own valid identification document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own valid identification document, valid identification documents showing that he/she qualifies to serve as a legal representative and certificate providing proof of the corporate shareholder' s shareholding. If a</p>	<p>Article 96 If an individual shareholder attends the meeting in person, he/she shall produce his/her own valid identification document or certificate providing proof of his/her shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own valid identification document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own valid identification document, valid identification documents showing that he/she qualifies to serve as a legal representative and certificate providing proof of the corporate shareholder' s shareholding. If a</p>

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No.	Existing Clause	Amended Clause
	<p>proxy attends the meeting, he/she shall produce his/her own valid identification document, written power of attorney granted by the legal representative of the corporate shareholder and certificate providing proof of the corporate shareholder's shareholding.</p>	<p>proxy attends the meeting, he/she shall produce his/her own valid identification document, written power of attorney granted by the legal representative of the corporate shareholder and certificate providing proof of the corporate shareholder's shareholding. <u>If the legal person shareholder has appointed a representative to attend any meeting, it is deemed to be present in person. A legal person shareholder may execute a form of proxy by a duly authorized person.</u></p>
14.	<p>Article 98 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of shareholders' general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of shareholders' general meeting.</p> <p>In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the shareholders' general meeting of the Bank by the legal representative or other persons authorized by the resolution of the Board of Directors or any other decision-making body of such appointing shareholder.</p> <p>If the shareholder is a recognized clearing house or its agent, such a shareholder is entitled to appoint above one persons it deems suitable to act as its proxy in the shareholders' general meeting or class shareholders' general meeting.</p>	<p>Article 98 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of shareholders' general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of shareholders' general meeting.</p> <p>In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the shareholders' general meeting of the Bank by the legal representative or other persons authorized by the resolution of the Board of Directors or any other decision-making body of such appointing shareholder.</p> <p>If the shareholder is a recognized clearing house or its agent, such a shareholder is entitled to appoint above one persons it deems suitable to act as its proxy in the shareholders' general meeting or class shareholders' general meeting</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
	<p>If above two persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that proxy is a natural person shareholder of the Bank.</p>	<p>or creditors meeting. If above two persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights (including right to speak and vote) at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that proxy is a natural person shareholder of the Bank.</p>
15.	<p>Article 109 The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes, and ensure that the minutes are truthful, accurate and complete. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding Internet and alternative voting methods shall be filed and shall form part of the Bank's files. The Secretary to the Board of Directors shall preserve the files in accordance with the Bank's record management guidelines for no less than ten (10) years.</p>	<p>Article 109 The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes, and ensure that the minutes are truthful, accurate and complete. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding Internet and alternative voting methods shall be filed and shall form part of the Bank's files. The Secretary to the Board of Directors shall preserve the files in accordance with the Bank's record management guidelines for no less than ten (10) years permanence.</p>

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No.	Existing Clause	Amended Clause
16.	<p>Article 111 When a shareholder (including his/her proxy) attends the shareholders’ general meeting, he/she shall exercise his/her voting rights based on the number of shares with voting rights held. Each share shall have one (1) vote.</p> <p>While the shareholders’ general meeting reviews significant issues that have influence on the interests of small and medium investors, the voting of the small and medium investors shall be counted separately and the result shall be disclosed in a timely manner.</p> <p>The shares held by the Bank have no voting rights and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting.</p>	<p>Article 111 When a shareholder (including his/her proxy) attends the shareholders’ general meeting, he/she shall exercise his/her voting rights based on the number of shares with voting rights held. Each share shall have one (1) vote.</p> <p>While the shareholders’ general meeting reviews significant issues that have influence on the interests of small and medium investors, the voting of the small and medium investors shall be counted separately and the result shall be disclosed in a timely manner.</p> <p>The shares held by the Bank have no voting rights and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting.</p> <p><u>Where a shareholder’s purchase of voting shares of the Bank violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the portion of shares which exceeds the specified limit shall not be exercised within 36 months after purchase, and such shares shall not be included in the total number of voting shares held by shareholders attending the shareholder’s general meeting.</u></p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
	<p>The Bank's Board of Directors, independent directors, shareholders who hold more than 1% of shares with voting rights or investor protection authorities established in accordance with the provisions of laws, administrative regulations or securities regulatory and administrative authorities under the State Council can serve as collector and publicly request, either on their own or by appointing a securities company or securities service institution, shareholders of the Bank to appoint them as proxy to attend general meetings and exercise their shareholders' rights including to propose or to vote on their behalf.</p> <p>A collector collecting shareholders' rights in accordance with the provisions of the above paragraph shall disclose the collected documents and the Bank shall cooperate.</p> <p>It is forbidden to collect shareholders' rights publicly by offering compensation in any form for the collection. If collecting shareholders' rights publicly violates the relevant provisions of laws, administrative regulations or securities regulatory and administrative authorities under the State Council, and results in loss suffered by the Bank or its shareholders, the collector shall be liable for compensation in accordance with the law.</p> <p>If any laws, administrative regulations and the Hong Kong Listing Rules require that any shareholder shall abstain from voting on a certain matter or limit any shareholder to cast affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.</p>	<p>The Bank's Board of Directors, independent directors, shareholders who hold more than 1% of shares with voting rights or investor protection authorities established in accordance with the provisions of laws, administrative regulations or securities regulatory and administrative authorities under the State Council can serve as collector and publicly request, either on their own or by appointing a securities company or securities service institution, shareholders of the Bank to appoint them as proxy to attend general meetings and exercise their shareholders' rights including to propose or to vote on their behalf.</p> <p>A collector collecting shareholders' rights in accordance with the provisions of the above paragraph shall disclose the collected documents and the Bank shall cooperate.</p> <p>It is forbidden to collect shareholders' rights publicly by offering compensation in any form for the collection. If collecting shareholders' rights publicly violates the relevant provisions of laws, administrative regulations or securities regulatory and administrative authorities under the State Council, and results in loss suffered by the Bank or its shareholders, the collector shall be liable for compensation in accordance with the law.</p> <p><u>Except for statutory conditions, the Bank shall not impose any restriction relating to the minimum shareholdings for the solicitation of voting rights.</u></p> <p>If any laws, administrative regulations and the Hong Kong Listing Rules require that any shareholder shall abstain from voting on a certain matter or limit any shareholder to cast affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
17.	<p>Article 114 The following matters shall be resolved by way of a special resolution:</p> <p>(1) An increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities;</p> <p>(2) The issuance of bonds or other securities by the Bank;</p> <p>(3) The division, merger, any other change in the corporate form, dissolution and liquidation of the Bank;</p> <p>(4) Amendments to the Articles;</p> <p>(5) Purchases or sales of major assets within one (1) year by the Bank or the guarantee of the bank exceeds 30% of the audited total assets of the most recent financial year;</p> <p>(6) Stock incentive plans and employee stock ownership plans; and</p> <p>(7) Any other matters as required by the laws, regulations, regulatory documents, the securities regulatory authority in the place where the stocks of the company are listed or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the company and should therefore be adopted by a special resolution.</p> <p>Save for matters described above requiring approval by way of special resolutions, other matters requiring approval by the shareholders' general meeting shall be adopted as ordinary resolutions.</p>	<p>Article 114 The following matters shall be resolved by way of a special resolution:</p> <p>(1) An increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities;</p> <p>(2) The issuance of bonds or other securities by the Bank; <u>The issuance of corporate bonds or listing of the Bank;</u></p> <p>(3) The division, <u>spin-off,</u> merger, any other change in the corporate form, dissolution and liquidation of the Bank;</p> <p>(4) Amendments to the Articles;</p> <p>(5) Purchases or sales of major assets within one (1) year by the Bank or the guarantee of the bank exceeds 30% of the audited total assets of the most recent financial year;</p> <p>(6) Stock incentive plans and employee stock ownership plans; and</p> <p><u>(7) Dismissal of independent directors;</u></p> <p>(7) Any other matters as required by the laws, regulations, regulatory documents, the securities regulatory authority in the place where the stocks of the company are listed or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the company and should therefore be adopted by a special resolution.</p> <p>Save for matters described above requiring approval by way of special resolutions, other matters requiring approval by the shareholders' general meeting shall be adopted as ordinary resolutions.</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
18.	<p>Article 127 Before a proposal is put to vote at a shareholders' general meeting, two (2) representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has a material interest in the matter to be considered, the shareholder and his/her proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of the shareholders' general meeting, the vote count and examination of the poll shall be conducted together by lawyers, representatives of shareholders, representatives of supervisors and other relevant persons appointed in accordance with the Hong Kong Listing Rules under the relevant requirements of the Hong Kong Listing Rules.</p> <p>Shareholders of the Bank and their proxies who vote through the Internet or by other means shall have the right to check their voting results by related voting system.</p>	<p>Article 127 Before a proposal is put to vote at a shareholders' general meeting, two (2) representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has a material <u>related</u> interest in the matter to be considered, the shareholder and his/her proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of the shareholders' general meeting, the vote count and examination of the poll shall be conducted together by lawyers, representatives of shareholders, representatives of supervisors and other relevant persons appointed in accordance with the Hong Kong Listing Rules under the relevant requirements of the Hong Kong Listing Rules.</p> <p>Shareholders of the Bank and their proxies who vote through the Internet or by other means shall have the right to check their voting results by related voting system.</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
19.	<p>Article 143 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non – executive directors (including independent directors). Executive director refers to a director holding other senior operation and management positions in addition to holding directorship of the Bank. Non- executive Director refers to a director who does not hold any senior operation and management positions in the Bank. Any person being prohibited from serving as a director of the Bank according to the Company Law and the Commercial Banking Law and being prohibited from serving as a market participant by any regulatory authorities and such prohibition not having been released shall not serve as director of the Bank.</p> <p>If the Bank elects or appoints directors in violation of the preceding paragraph, such election, appointment or employment of directors by the Bank shall be void. In the event that any circumstance above occurs during a director’s term of office, that person shall be dismissed.</p>	<p>Article 143 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non – executive directors (including independent directors). Executive director refers to a director holding other senior operation and management positions in addition to holding directorship of the Bank. <u>a director who, also assume the responsibilities of senior management in addition to being a Director.</u> Non- executive Director refers to a director who does not hold any senior operation and management positions in the Bank. <u>a director who does not hold any position other than director and do not assume the responsibilities of senior management.</u> Any person being prohibited from serving as a director of the Bank according to the Company Law and the Commercial Banking Law and being prohibited from serving as a market participant by any regulatory authorities and such prohibition not having been released shall not serve as director of the Bank.</p> <p>If the Bank elects or appoints directors in violation of the preceding paragraph, such election, appointment or employment of directors by the Bank shall be void. In the event that any circumstance above occurs during a director’s term of office, that person shall be dismissed.</p>
20.	<p>Article 145 Directors shall be elected or removed from office by shareholders at a general meeting. The term of office of a director shall be three (3) years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. Before the expiry of any director’s term of office, the shareholders’ general meeting shall not dismiss the director without any reason.</p>	<p>Article 145 Directors shall be elected or removed from office by shareholders at a general meeting. The term of office of a director shall be three (3) years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. Before the expiry of any director’s term of office, the shareholders’ general meeting shall not dismiss the director without any reason.</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
	<p>During the term of the Board of Directors, the replacements of directors each year shall not be more than one-third of the total number of directors; however, this limit is not applicable in case a director resigns and nominates a new director candidate.</p> <p>A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination as well as the relevant written materials on the candidate shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting for the election of such director, but at least seven (7) days before such general meeting.</p> <p>Subject to the relevant laws, administrative regulations and relevant requirements of the place where the Bank's shares are listed, a director whose term of office has not expired may be removed by an ordinary resolution at the shareholders' general meeting (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract).</p> <p>The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the applicable laws, administrative regulations, departmental rules and the Articles.</p> <p>Director(s) may concurrently hold the post of senior management personnel. However, the number of such director(s) and employee representative directors shall not be more than half of the total number of members of the Board of Directors.</p>	<p>During the term of the Board of Directors, the replacements of directors each year shall not be more than one-third of the total number of directors; however, this limit is not applicable in case a director resigns and nominates a new director candidate.</p> <p>A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination as well as the relevant written materials on the candidate shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting for the election of such director, but at least seven (7) days before such general meeting.</p> <p>Subject to the relevant laws, administrative regulations and relevant requirements of the place where the Bank's shares are listed, a director whose term of office has not expired may be removed by an ordinary resolution at the shareholders' general meeting (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract).</p> <p>The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the applicable laws, administrative regulations, departmental rules and the Articles.</p> <p>Director(s) may concurrently hold the post of senior management personnel. However, the number of such director(s) and employee representative directors shall not be more than half of the total number of members of the Board of Directors.</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
	<p>Employee representatives may serve as directors of the Bank. Such directors are democratically elected by the employees of the Bank at the employee representative meeting or by other means with a direct access to the Board of Directors and will be reported to the general meeting by the Board of Directors, a director candidate who is an employee representative should have at least five years of continuous working experience at the Bank.</p>	<p>Employee representatives may serve as directors of the Bank. Such directors are democratically elected by the employees of the Bank at the employee representative meeting or by other means with a direct access to the Board of Directors and will be reported to the general meeting by the Board of Directors, a director candidate who is an employee representative should have at least five years of continuous working experience at the Bank.</p>
21.	<p>Article 149 The directors shall attend the meetings of the Board of Directors earnestly and responsibly, and shall make proposals or give opinions in an independent, professional and objective manner.</p> <p>Directors shall spend sufficient time to carry out their duties. Except for independent directors and directors who are the members for the Audit Committee, Related Party Transactions Control Committee and Risk Management Committee, other directors shall work at the Bank for no less than ten working days per annum. Directors shall attend above two-thirds of the meetings of the Board of Directors in person each year.</p> <p>If a director cannot attend a Board meeting in person indeed, he/she may entrust another director in writing to attend and vote on the meeting on his/her behalf, and such appointer shall assume legal liabilities independently.</p>	<p>Article 149 The directors shall attend the meetings of the Board of Directors earnestly and responsibly, and shall make proposals or give opinions in an independent, professional and objective manner.</p> <p>Directors shall spend sufficient time to carry out their duties. Except for independent directors and directors who are the members for the Audit Committee, Related Party Transactions Control Committee and Risk Management Committee, other directors shall work at the Bank for no less than ten working days per annum. Directors shall attend above two-thirds of the on-site meetings of the Board of Directors in person each year.</p> <p>If a director cannot attend a Board meeting in person indeed, he/she may entrust another director in writing to attend and vote on the meeting on his/her behalf, and such appointer shall assume legal liabilities independently. <u>But an independent director may not entrust a non-independent director to attend the meeting on his/her behalf.</u></p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
	<p>If the director fails to attend the meetings of the Board of Directors either in person or entrust other directors to attend on his/her behalf two times consecutively, or attends less than two-thirds of the total number of Board meetings in person within one year, the director shall be deemed incapable of performing the duty, and the Board of Directors shall make a proposal either to the shareholders' general meeting or employee representative meeting to dismiss such director.</p> <p>A director who fails to attend the meetings of the Board of Directors in person and fails to entrust another director to attend on his/her behalf shall assume the same legal liabilities of Board resolutions.</p>	<p><u>In principle, a director may be entrusted by a maximum of two directors who do not attend the meeting in person. At the time of considering related party transactions, a non-related director shall not entrust related directors to attend the meeting on his/her behalf.</u></p> <p>If the director fails to attend the meetings of the Board of Directors either in person or entrust other directors to attend on his/her behalf two times consecutively, or attends on-site less than two-thirds of the total number of on-site Board meetings in person within one year, the director shall be deemed incapable of performing the duty, and the Board of Directors shall make a proposal either to the shareholders' general meeting or employee representative meeting to dismiss such director.</p> <p>A director who fails to attend the meetings of the Board of Directors in person and fails to entrust another director to attend on his/her behalf shall assume the same legal liabilities of Board resolutions.</p>

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No.	Existing Clause	Amended Clause
22.	<p>Article 150 A Director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors, which shall disclose related matters within two (2) days.</p> <p>After the candidate for a director nominated by the shareholders is elected, where such shareholders transfer all their shares of the Bank before the expiration of the term of office of such candidate, such candidate shall resign as a director.</p> <p>Where the resignation of a director during the term of office affects the Bank's normal operation or causes the number of directors on the Bank's Board of Directors to fall under the minimum quorum, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the applicable laws and the Articles.</p> <p>Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors.</p>	<p>Article 150 A Director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors, which shall disclose related matters within two (2) days.</p> <p>After the candidate for a director nominated by the shareholders is elected, where such shareholders transfer all their shares of the Bank before the expiration of the term of office of such candidate, such candidate shall resign as a director.</p> <p>Where the resignation of a director during the term of office affects the Bank's normal operation or causes the number of directors on the Bank's Board of Directors to fall under the minimum quorum, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the applicable laws and the Articles.</p> <p><u>In the event that the number of Directors of the Board falls below the minimum number prescribed in the Company Law or two-thirds of the number prescribed in the Articles of Association due to the resignation of a director, the resigning director shall continue to perform his/her duty until a new director assumes his/her duties. Directors of the Bank who are in the process of significant risk management may not resign without the approval of the supervisory authority.</u></p> <p>Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors.</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
		<p><u>The powers of the Board of Directors shall be exercised by the Shareholders' general meeting until the number of directors meets the requirements when the membership of the Board is lower than the minimum number specified in the Company Law or the minimum number required for voting by the Board of Directors due to the dismissal by the Shareholders' general meeting or death of directors, resignation of independent directors due to the loss of independence, or other circumstances where they cannot perform their duties as directors.</u></p> <p><u>Upon the expiration of the term of office of the Directors, or if the number of Directors falls below the minimum number prescribed by the Company Law or two-thirds of the number prescribed by the Articles of Association, the Bank shall promptly commence the election procedures for the Directors and convene a shareholders' meeting to elect the Directors.</u></p>
23.	<p>Article 154 Independent director of the Bank refers to the director who does not hold any other positions in the Bank except for director, member or chairman of any special committees of the Board of Directors, and has no relationship with the Bank and its substantial shareholders that may impact on his/her independent and objective judgment. At least one independent director of the Bank shall possess professional financial or accounting expertise.</p>	<p>Article 154 Independent director of the Bank refers to the director who does not hold any other positions in the Bank except for director, member or chairman of any special committees of the Board of Directors, and has no relationship with the Bank and <u>its substantial</u> shareholders and de facto controllers that may impact on his/her independent and objective judgment of the businesses of the Bank. At least one independent director of the Bank shall possess professional financial or accounting expertise.</p>
24.	<p>Article 155 An independent director shall meet the following criteria:</p> <p>(1) Being qualified to serve as a director of the Bank pursuant to the applicable laws, relevant requirements of the relevant regulatory authorities and the Articles;</p>	<p>Article 155 An independent director shall meet the following criteria:</p> <p>(1) Being qualified to serve as a director of the Bank pursuant to the applicable laws, relevant requirements of the relevant regulatory authorities and the Articles;</p>

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No.	Existing Clause	Amended Clause
	<p>(2) Not concurrently holding any positions in the Bank other than a member of a special committee of the Board of Directors, and has no relationship with the Bank and its substantial shareholders that may impact on his/her independent and objective judgment;</p> <p>(3) Owning the basic knowledge for the operation of a commercial bank and be familiar with the relevant applicable laws;</p> <p>(4) Having a bachelor degree or above, or intermediate vocational titles of relevant professions or above;</p> <p>(5) Having above 5 years' experience in law, economics, finance, accounting or other work experience conducive to performing the duties and responsibilities of an independent director;</p> <p>(6) Being able to read, understand and analyze credit reports and financial statements of commercial banks.</p>	<p>(2) Not concurrently holding any positions in the Bank other than a member of a special committee of the Board of Directors, and has no relationship with the Bank and its substantial shareholders and de facto controllers that may impact on his/her independent and objective judgment <u>of the businesses of the Bank</u>;</p> <p>(3) Owning the basic knowledge for the operation of a commercial bank and be familiar with the relevant applicable laws;</p> <p>(4) Having a bachelor degree or above, or intermediate vocational titles of relevant professions or above;</p> <p>(5) Having above 5 years' experience in law, economics, finance, accounting or other work experience conducive to performing the duties and responsibilities of an independent director;</p> <p>(6) Being able to read, understand and analyze credit reports and financial statements of commercial banks.</p>

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No.	Existing Clause	Amended Clause
25.	<p>Article 159 The Nomination Committee of the Board of Directors, the Board of Supervisors and shareholders individually or jointly holding above 1% of the Bank’s total outstanding shares with voting rights can nominate candidates for independent directors to the Board of Directors according to the number of directors to be elected to the extent of the number specified by the Articles. A shareholder who has already nominated a candidate for director shall not nominate any candidate for independent director. If the number of shares with voting rights held by the controlling shareholder exceeds 30% of the total number of shares with voting rights in the Bank, the elections of independent directors shall be carried out via cumulative voting system in accordance with Article 372(5).</p> <p>The qualification of the candidates for independent directors shall be verified by the banking regulatory and administrative authorities under the State Council.</p>	<p>Article 159 The Nomination Committee of the Board of Directors, the Board of Supervisors and shareholders individually or jointly holding above 1% of the Bank’s total outstanding shares with voting rights can nominate candidates for independent directors to the Board of Directors according to the number of directors to be elected to the extent of the number specified by the Articles. A shareholder <u>and their related parties</u> who has already nominated a candidate for <u>non-independent</u> director shall not nominate any candidate for independent director. If the number of shares with voting rights held by the controlling shareholder exceeds 30% of the total number of shares with voting rights in the Bank, the elections of independent directors shall be carried out via cumulative voting system in accordance with Article 372(5).</p> <p>The qualification of the candidates for independent directors shall be verified by the banking regulatory and administrative authorities under the State Council.</p>
26.	<p>Article 165 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings, and shall in particular, address their opinions to the Board meeting on the following matters:</p> <p>(1) The legality and fairness of material related transactions;</p> <p>(2) The profit distribution plans;</p> <p>(3) The appointment and dismissal of senior management personnel;</p>	<p>Article 165 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings, and shall in particular, address their opinions to the Board meeting on the following matters:</p> <p>(1) The legality and fairness of material related transactions;</p> <p>(2) The profit distribution plans;</p> <p>(3) <u>The nomination, election and dismissal of directors and</u> the appointment and dismissal of senior management personnel;</p> <p>(4) <u>Remuneration of directors and senior management;</u></p>

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No.	Existing Clause	Amended Clause
	<p>(4) Matters that may cause material loss to the Bank;</p> <p>(5) Matters that may impair the legitimate rights and interests of the depositors and minority shareholders of the Bank and other persons who have interests in the Bank;</p> <p>(6) The effect of the issuance of preference shares on the rights and interests of every class of shareholders; and</p> <p>(7) The appointment of external auditors, etc.</p>	<p>(4) Matters that may cause material loss to the Bank;</p> <p><u>(6) The appointment or dismissal of the accounting firm that performs the regular statutory audit of the Bank's financial reports;</u></p> <p>(5) Matters that may impair the legitimate rights and interests of the depositors and minority shareholders of the Bank and other persons who have interests in the Bank;</p> <p>(6) The effect of the issuance of preference shares on the rights and interests of every class of shareholders;</p> <p>(7) The appointment of external auditors, etc.</p> <p><u>(8) Other matters that may have a significant impact on the Bank, small and medium-sized shareholders and the legitimate rights and interests of financial consumers;</u></p> <p><u>(9) Other matters prescribed by laws and regulations, regulatory requirements or the Articles of Association.</u></p>
27.	<p>Article 167 An independent director may resign before the term of office expires.</p> <p>He/she shall submit a written resignation to the Board of Directors, and submit a written statement to the most recently held shareholders' general meeting to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the Bank's shareholders and creditors.</p>	<p>Article 167 An independent director may resign before the term of office expires.</p> <p>He/she shall submit a written resignation to the Board of Directors, and submit a written statement to the most recently held shareholders' general meeting to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the Bank's shareholders and creditors.</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
	<p>If the resignation of an independent director causes the number of independent directors fall under the quorum or the minimum number required by the Articles, the resignation of the independent director shall not become effective until the vacancy so caused is filled by the successor.</p>	<p>If the resignation of an independent director causes the number of independent directors fall under the quorum or the minimum number required by the Articles, the resignation of the independent director shall not become effective until the vacancy so caused is filled by the successor.</p> <p><u>If the number of independent directors is less than one-third of total number of the Board of Directors as a result of resignation of any independent director, the independent director shall continue to perform his or her duties before the new independent director takes office, except for resignations and dismissals due to loss of independence.</u></p>
28.	<p>Article 174 The Board of Directors shall take ultimate responsibility of the operation and management of the Bank and perform the following duties and powers:</p> <p>(1) Convene and report at the shareholders’ general meeting;</p> <p>(2) Implement resolutions adopted at the shareholders’ general meeting;</p> <p>(3) Make decisions on the Bank’s operational development strategies, business plans and investment plans, of which the Bank’s operational development strategies include green credit related strategies and information technology strategies, etc.;</p> <p>(4) Formulate the Bank’s annual financial budgets and accounts, profit distribution plans and loss recovery plans;</p> <p>(5) Formulate proposals on the increase or reduction of the Bank’s registered capital and the issue of bonds and other securities and the listing of the Bank;</p>	<p>Article 174 The Board of Directors shall take ultimate responsibility of the operation and management of the Bank and perform the following duties and powers:</p> <p>(1) Convene and report at the shareholders’ general meeting;</p> <p>(2) Implement resolutions adopted at the shareholders’ general meeting;</p> <p>(3) Make decisions on the Bank’s operational development strategies, business plans and investment plans <u>and supervise the implementation of strategies</u>, of which the Bank’s operational development strategies include green credit related strategies and information technology strategies, etc.;</p> <p>(4) Formulate the Bank’s annual financial budgets and accounts, profit distribution plans and loss recovery plans;</p> <p>(5) Formulate proposals on the increase or reduction of the Bank’s registered capital and the issue of bonds and other securities and the listing of the Bank;</p>

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No.	Existing Clause	Amended Clause
	<p>(6) Formulate plans for material acquisitions, purchase of the Bank’s shares, or merger, division or dissolution or other change in form of the Bank;</p> <p>(7) Decide on matters within the scope authorized at a shareholders’ general meeting, including external investments, asset acquisition and sales, pledge of assets, external guarantees and entrustment of wealth management;</p> <p>(8) Consider and approve the related transactions that are required to be considered and approved by the Board of Directors by the laws, administrative regulations, departmental rules and regulatory documents as well as the relevant requirements of the securities regulatory authorities of the place where the Bank’s shares are listed;</p> <p>(9) Decide on the establishment of the Bank’s internal management departments;</p> <p>(10) Appoint or remove the Bank’s president and Secretary to the Board of Directors; decide to appoint or remove the Bank’s senior management personnel including the vice president, president assistant and finance chief in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;</p>	<p>(6) Formulate plans for material acquisitions, purchase of the Bank’s shares, or merger, division or dissolution or other change in form of the Bank;</p> <p>(7) Decide on matters within the scope authorized at a shareholders’ general meeting, including external investments, asset acquisition and sales, <u>asset disposal and write-off</u>, pledge of assets, <u>data processing</u>, external guarantees and entrustment of wealth management <u>and external donation</u>;</p> <p>(8) Consider and approve the related transactions that are required to be considered and approved by the Board of Directors by the laws, administrative regulations, departmental rules and regulatory documents as well as the relevant requirements of the securities regulatory authorities of the place where the Bank’s shares are listed;</p> <p>(9) Decide on the establishment of the Bank’s internal management departments;</p> <p>(10) <u>Decide to appoint</u> Appoint or remove the Bank’s president and Secretary to the Board of Directors <u>and other senior management and decide on their remuneration, rewards and punishment</u>; decide to appoint or remove the Bank’s senior management personnel including the vice president, president assistant and finance chief in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment; <u>supervise the performance of duties and responsibilities of senior management</u>;</p>

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No.	Existing Clause	Amended Clause
	<p>(11) Formulate the basic management systems, decide on the policies on risk management, internal control and compliance policy of the Bank;</p> <p>(12) Formulate amendment plans on amendments to the Articles, the Rules of Procedure of the Shareholders' General Meeting and Meetings of the Board of Directors;</p> <p>(13) Propose at a shareholders' general meeting the appointment, dismissal or discontinuance of appointment of accounting firms;</p> <p>(14) Supervise the work performance of the senior management personnel, listen to the president's work report and inspect the president's work;</p> <p>(15) Manage the information disclosure of the Bank and take ultimate responsibility for the completeness and accuracy of the Bank's accounting and financial statement systems;</p>	<p><u>(11) Formulate the capital planning of the Bank and assume the ultimate responsibilities of capital or solvency capability management;</u></p> <p>(142) Formulate the basic management systems, decide on the policies on risk management, internal control and compliance policy of the Bank;</p> <p>(123) Formulate amendment plans on amendments to the Articles, the Rules of Procedure of the Shareholders' General Meeting and Meetings of the Board of Directors; <u>consider and approve the terms of reference of the special committees of the Board of Directors;</u></p> <p><u>(14) Propose to the shareholders' general meeting the appointment or dismissal of the accounting firm that conduct the regular statutory audit of the Bank's financial reports;</u></p> <p>(13) Propose at a shareholders' general meeting the appointment, dismissal or discontinuance of appointment of accounting firms;</p> <p>(14-15) Supervise the work performance of the senior management personnel, listen to the president's work report and inspect the president's work;</p> <p>(1516) Manage the information disclosure of the Bank and take ultimate responsibility for the <u>truthfulness, completeness and accuracy and timeliness</u> of the Bank's accounting and financial statement systems;</p> <p><u>(17) Evaluate and improve the corporate governance of the Bank on a regular basis;</u></p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
	<p>(16) Consider any material capital expenditure, contract and commitment which exceeds the expenditure limit for senior management personnel set by the Board of Directors; and</p> <p>(17) Other rights conferred by the laws, administrative regulations, departmental rules or the Articles and the shareholders' general meeting.</p>	<p><u>(18) Protect the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(19) Establish a mechanism to identify, review and manage conflicts of interest between the Bank and its shareholders, especially substantial shareholders;</u></p> <p><u>(20) Assume responsibility for the management of shareholders' affairs;</u></p> <p><u>(21) Develop the Bank's risk tolerance, risk management and internal control policies and assume the ultimate responsibility for overall risk management;</u></p> <p>(16<u>22</u>) Consider any material capital expenditure, contract and commitment which exceeds the expenditure limit for senior management personnel set by the Board of Directors; and</p> <p>(17<u>23</u>) Other rights conferred by the laws, administrative regulations, departmental rules or the Articles and the shareholders' general meeting.</p>
29.	<p>Article 177 The Board of Directors shall define its authority in relation to external investment, asset acquisition and sales, pledge of assets, entrustment of wealth management and related transactions, and establish strict examination, policy-making and authorization procedures; it shall arrange for the assessment and examination by relevant experts and professionals of material investment projects, and submit a report on matters that need to be reported to the shareholders' general meeting for approval pursuant to the Articles.</p>	<p>Article 177 The Board of Directors shall define its authority in relation to external investment, asset acquisition and sales, pledge of assets, entrustment of wealth management and related transactions and external donations, and establish strict examination, policy-making and authorization procedures; it shall arrange for the assessment and examination by relevant experts and professionals of material investment projects, and submit a report on matters that need to be reported to the shareholders' general meeting for approval pursuant to the Articles.</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
	<p>For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within four (4) months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders' general meeting, the Board of Directors shall not dispose of or approve of the disposal of such fixed assets without the approval of the shareholders' general meeting. The disposal of fixed assets referred to in this article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees.</p> <p>Any breach of the requirements set out in the second paragraph of this article shall not affect the validity of any transaction entered into by the Bank in disposing of fixed assets.</p>	<p>For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within four (4) months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders' general meeting, the Board of Directors shall not dispose of or approve of the disposal of such fixed assets without the approval of the shareholders' general meeting. The disposal of fixed assets referred to in this article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees.</p> <p>Any breach of the requirements set out in the second paragraph of this article shall not affect the validity of any transaction entered into by the Bank in disposing of fixed assets.</p>
30.	<p>Article 184 Voting at the Board meetings may be conducted by conference or by correspondence. Each director shall have one (1) vote.</p>	<p>Article 184 Voting at the Board meetings may be conducted by conference or by correspondence. Each director shall have one (1) vote.</p> <p><u>The resolution of the Board of Directors may be voted at on-site meetings or via written resolution. Each director shall have one (1) vote.</u></p> <p><u>On-site meetings refer to meetings where participants can be guaranteed to communicate and discuss instantly through on-site, video, and telephone.</u></p> <p><u>Written resolution refers to the members considering and approving the resolution sent to each member separately or circulated to each member.</u></p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
	<p>Voting by correspondence and signing on the votes by directors attending the meeting shall meet the following conditions:</p> <p>(1) Communication voting issues should be sent to all directors at least three (3) days in advance and, the information about the background of the meeting subject and relevant information and data to help directors to make decisions should also be provided;</p> <p>(2) Communication voting should adopt the form of one voting for one issue;</p> <p>(3) When communication voting is necessary, the proposal for communication voting should explain the reason to adopt it and that it complies with the provisions of the Articles and the Rules of Procedure of Meetings of the Board of Directors.</p>	<p>Voting by correspondence <u>Voting by written resolution</u> and signing on the votes by directors attending the meeting shall meet the following conditions:</p> <p>(1) Communication voting issues <u>Voting by written resolution</u> should be sent to all directors at least three (3) days in advance and, the information about the background of the meeting subject and relevant information and data to help directors to make decisions should also be provided;</p> <p>(2) Communication voting <u>Voting by written resolution</u> should adopt the form of one voting for one issue;</p> <p>(3) When communication <u>voting by written resolution</u> is necessary, the proposal for communication <u>voting by written resolution</u> should explain the reason to adopt it and that it complies with the provisions of the Articles and the Rules of Procedure of Meetings of the Board of Directors.</p>
31.	<p>Article 185 The following matters, when proposed to the directors to review, should not be approved by way of communication voting and shall require the approval of above two-thirds of all directors:</p> <p>(1) Proposals on capital replenishment, allocation of venture capital, profit distribution and loss recovery of the Bank;</p> <p>(2) Proposals on increase or reduction of the registered capital of the Bank;</p> <p>(3) Proposals on issue of corporate bonds or other securities and the listing of the Bank;</p> <p>(4) Proposals on merger, division, dissolution, liquidation or other change in form of the Bank;</p>	<p>Article 185 The following matters, when proposed to the directors to review, should not be approved by way of communication <u>voting by written resolution</u> and shall require the approval of above two-thirds of all directors:</p> <p>(1) Proposals on capital replenishment, allocation of venture capital, <u>remuneration package</u>, profit distribution and loss recovery of the Bank;</p> <p>(2) Proposals on increase or reduction of the registered capital of the Bank;</p> <p>(3) Proposals on issue of corporate bonds or other securities and the listing of the Bank;</p> <p>(4) Proposals on merger, division, dissolution, liquidation or other change in form of the Bank;</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
	<p>(5) Proposals on repurchase of shares by the Bank;</p> <p>(6) Appointment or dismissal of senior management personnel;</p> <p>(7) Amendments to the Articles;</p> <p>(8) Establishment of the Bank’ s major legal entities, material mergers and acquisitions, material external investments, material asset acquisitions, material disposal and write-off, material external guarantees etc., within the authority of shareholders’ general meeting;</p> <p>(9) Material matters such as material changes in the Bank’s equity and financial restructuring, etc.; and</p> <p>(10) Other matters required by the laws, administrative regulations, departmental rules, relevant regulatory authorities or the Articles, or considered material to the Bank by more than half of all directors that shall be approved by above two-thirds of all directors.</p> <p>An external guarantee submitted to the Board of Directors needs agreements of two-thirds or more of the directors attending the meeting of the Board of Directors for its approval.</p>	<p>(5) Proposals on repurchase of shares by the Bank;</p> <p>(6) Appointment or dismissal of senior management personnel;</p> <p>(7) Amendments to the Articles;</p> <p>(8) Establishment of the Bank’ s major legal entities, material mergers and acquisitions, material external investments, material asset acquisitions, material disposal and write-off, material external guarantees etc., within the authority of shareholders’ general meeting;</p> <p>(9) Material matters such as material changes in the Bank’s equity and financial restructuring, etc.; and</p> <p>(10) Other matters required by the laws, administrative regulations, departmental rules, relevant regulatory authorities or the Articles, or considered material to the Bank by more than half of all directors that shall be approved by above two-thirds of all directors.</p> <p>An external guarantee submitted to the Board of Directors needs agreements of two-thirds or more of the directors attending the meeting of the Board of Directors for its approval.</p> <p><u>The appointment and dismissal of the company secretary shall be effected by on-site meeting instead of by written resolution.</u></p>

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No.	Existing Clause	Amended Clause
32.	<p>Article 187 Minutes shall be taken to record the decisions of matters discussed in the meeting. Directors attending the meeting and recorders shall sign the minutes.</p> <p>Board minutes shall be kept as the Bank’s files for a period of no less than ten (10) years.</p>	<p>Article 187 Minutes shall be taken to record the decisions of matters discussed in the meeting. Directors attending the meeting and recorders shall sign the minutes. <u>Where a Director disagrees with the minutes, he/she may append a note to his/her signature.</u></p> <p><u>The Bank shall record live Board meetings by means of audio and video recording.</u></p> <p>Board minutes shall be kept as the Bank’s files for a period of no less than ten (10) years permanence.</p>
33.	<p>Article 195 The Board of Directors of the Bank may separately or jointly establish the Strategic Development Committee, the Related Party Transactions Control Committee, the Risk Control Committee, the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee, it may also, when needs arise, set up other committees on a separate or joint basis. With the authorization from the Board, the committees make professional recommendations to the Board or make decisions on specialized matters according to the authorization of the Board.</p> <p>The members of each of the special committees shall be directors who possess professional knowledge and experience appropriate to the functions and powers of the special committees, and such members should consist of no less than three directors.</p>	<p>Article 195 The Board of Directors of the Bank may separately or jointly establish the Strategic Development Committee, the Related Party Transactions Control Committee, the Risk Control Committee, the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee, it may also, when needs arise, set up other committees on a separate or joint basis. With the authorization from the Board, the committees make professional recommendations to the Board or make decisions on specialized matters according to the authorization of the Board.</p> <p>The members of each of the special committees shall be directors who possess professional knowledge and experience appropriate to the functions and powers of the special committees, and such members should consist of no less than three directors.</p>

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No.	Existing Clause	Amended Clause
	<p>The responsible officers of the Audit Committee, the Related Party Transaction Control committee, the Nomination Committee and the Remuneration and Appraisal committee are served by independent directors who held above half of the member positions in the abovementioned committees. The person in charge of the Audit Committee shall be an accounting professional.</p> <p>The members of the Audit Committee should all be non-executive directors, among which at least one member shall have the appropriate professional qualification provided in the Hong Kong Listing Rules, or at least one independent director who has appropriate accounting or relevant financial management expertise.</p>	<p>The responsible officers of the Audit Committee, the Related Party Transaction Control committee, the Nomination Committee and the Remuneration and Appraisal committee are served by independent directors who held above half of the member positions in the abovementioned committees. The person in charge of the Audit Committee shall be an accounting professional. <u>In principle, the proportion of independent directors in the Risk Management Committee shall not be lower than one-third.</u></p> <p>The members of the Audit Committee should all be non-executive directors, among which at least one member shall have the appropriate professional qualification provided in the Hong Kong Listing Rules, or at least one independent director who has appropriate accounting or relevant financial management expertise. <u>Members of the Audit Committee shall possess professional knowledge and work experience in a particular area such as finance, auditing, accounting or law.</u></p>
34.	<p>Article 216 Persons who have taken up positions other than directorship in the controlling shareholder or de facto controlling entities of the Bank shall not act as senior management personnel of the Bank.</p>	<p>Article 216 Persons who have taken up <u>administrative</u> positions other than directorship, <u>supervisor</u> in the controlling shareholder or de facto controlling entities of the Bank shall not act as senior management personnel of the Bank.</p> <p><u>The remuneration of senior management of the Bank shall only be paid by the Bank, and not be paid by controlling shareholders on behalf of the Bank.</u></p>

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No.	Existing Clause	Amended Clause
35.	<p>Article 224 Senior management personnel shall be liable to compensate the Bank for any losses due to violations of the laws, administrative regulations, departmental rules or the Articles in the performance of their duties.</p>	<p>Article 224 Senior management personnel shall be liable to compensate the Bank for any losses due to violations of the laws, administrative regulations, departmental rules or the Articles in the performance of their duties.</p> <p><u>Senior management of the Bank shall faithfully perform their duties and safeguard the best interests of the Bank and all shareholders. If any senior management of the Bank causes damage to the interests of the Bank and its public shareholders due to failure in faithfully performing their duties or violation of his/her fiduciary duties, he/she shall be liable for compensation in accordance with the laws.</u></p>
36.	<p>Article 241 Supervisors shall ensure the truthfulness, accuracy and completeness of information disclosed by the Bank.</p>	<p>Article 241 Supervisors shall ensure the truthfulness, accuracy and completeness of information disclosed by the Bank, and shall provide a written confirmation for the regular reports.</p>
37.	<p>Article 282 No person shall hold the position of director, supervisor or senior management personnel of the Bank in one of the following circumstances:</p> <p>(1) A person without or with limited capacity for civil conduct;</p> <p>(2) A person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five (5) years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;</p> <p>(3) A director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three (3) years have not elapsed from which the liquidation of the company or enterprise was completed;</p>	<p>Article 282 No person shall hold the position of director, supervisor or senior management personnel of the Bank in one of the following circumstances:</p> <p>(1) A person without or with limited capacity for civil conduct;</p> <p>(2) A person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five (5) years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;</p> <p>(3) A director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three (3) years have not elapsed from which the liquidation of the company or enterprise was completed;</p>

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No.	Existing Clause	Amended Clause
	<p>(4) A legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three (3) years have not elapsed from which the business license of the company or enterprise was revoked;</p> <p>(5) A person with relatively large amounts of due and outstanding debt;</p> <p>(6) A person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;</p> <p>(7) A person banned from holding leadership positions as stipulated by the laws and administrative regulations;</p> <p>(8) A non-natural person;</p> <p>(9) A person judged by competent authorities as having violated the provisions of securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five (5) years have elapsed since the ruling; and</p>	<p>(4) A legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three (3) years have not elapsed from which the business license of the company or enterprise was revoked;</p> <p>(5) A person with relatively large amounts of due and outstanding debt;</p> <p>(6) A person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;</p> <p>(7) A person banned from holding leadership positions as stipulated by the laws and administrative regulations;</p> <p>(8) A non-natural person;</p> <p>(9) A person judged by competent authorities as having violated the provisions of securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five (5) years have elapsed since the ruling; and</p>

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No.	Existing Clause	Amended Clause
	<p>(10) Other persons who are prohibited from holding leadership positions as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and the Articles.</p> <p>If the Bank elects or appoints directors, supervisors and senior management personnel in violation of the provisions of this Article, such election, appointment or employment shall be voided. If any circumstance above occurs during the term of office, that person shall be dismissed.</p>	<p><u>(10) A person currently being prohibited from participating in securities market by the CSRC and such barring period has not elapsed;</u></p> <p>(10-11) Other persons who are prohibited from holding leadership positions as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and the Articles.</p> <p>If the Bank elects or appoints directors, supervisors and senior management personnel in violation of the provisions of this Article, such election, appointment or employment shall be voided. If any circumstance above occurs during the term of office, that person shall be dismissed.</p>
38.	<p>Article 313 The Bank shall engage independent accounting firms that comply with the relevant State regulations to audit annual financial reports and to review other financial reports of the Bank. The engagement term of the accounting firm shall begin from the date of the close of the current annual shareholders' general meeting and end on the date of the close of the next annual shareholders' general meeting, but the Bank shall not engage accounting firm(s) under the control of related parties.</p>	<p>Article 313 The Bank shall engage independent accounting firms that comply with the relevant State regulations to audit annual financial reports and to review other financial reports of the Bank. The engagement term of the accounting firm shall begin from the date of the close of the current annual shareholders' general meeting and end on the date of the close of the next annual shareholders' general meeting, but the Bank shall not engage accounting firm(s) under the control of related parties.</p> <p><u>The Bank shall appoint such accounting firm which has complied with the Securities Law for carrying out the audit for the accounting statements and reports, net asset verification, other relevant consultancy services. The engagement term shall begin from the date of the close of the current annual general meeting and end on the date of the close of the next annual general meeting. The accounting firm may be re-appointed.</u></p>

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No.	Existing Clause	Amended Clause
39.	<p>Article 314 If a vacancy of the position of accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders' general meeting. However, if there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firms shall continue to serve.</p>	<p>Article 314 If a vacancy of the position of accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders' general meeting. However, if there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firms shall continue to serve.</p> <p><u>The appointment of accounting firm by the Bank must be decided by the shareholders' general meeting, and the Board of Directors shall not appoint any accounting firm prior to the decision of the shareholders' general meeting.</u></p>

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No.	Existing Clause	Amended Clause
40.	<p>Article 346 In any of the following circumstances, the Bank may be dissolved in accordance with the law:</p> <p>(1) If the shareholders’ general meeting resolves to do so;</p> <p>(2) If a dissolution is necessary as a result of a merger or division of the Bank;</p> <p>(3) The Bank is declared bankrupt due to its failure to repay debts due;</p> <p>(4) If the business license of the Bank is revoked or if it is ordered to close down its business or if its business license is canceled in accordance with the laws;</p> <p>(5) Where the operation and management of the Bank falls into serious difficulties and its continued existence would cause material losses to shareholders, the shareholders holding above 10% of the total voting rights of the Bank may apply to the people’s court to dissolve the Bank if there are no other solutions.</p> <p>Dissolution of the Bank shall be reported to the banking regulatory and administrative authorities under the State Council for approval.</p>	<p>Article 346 In any of the following circumstances, the Bank may be dissolved in accordance with the law:</p> <p><u>(1) Expiry of the valid term of the business prescribed in these Articles of Association or the occurrence of other events of dissolution as stated in these Articles of Association;</u></p> <p><u>(2)</u> If the shareholders’ general meeting resolves to do so;</p> <p>(3) If a dissolution is necessary as a result of a merger or division of the Bank;</p> <p>(3) The Bank is declared bankrupt due to its failure to repay debts due;</p> <p>(4) If the business license of the Bank is revoked or if it is ordered to close down its business or if its business license is canceled in accordance with the laws;</p> <p>(5) Where the operation and management of the Bank falls into serious difficulties and its continued existence would cause material losses to shareholders, the shareholders holding above 10% of the total voting rights of the Bank may apply to the people’s court to dissolve the Bank if there are no other solutions.</p> <p>Dissolution of the Bank shall be reported to the banking regulatory and administrative authorities under the State Council for approval.</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
41.	<p>Article 347 Where the Bank is dissolved pursuant to items (1), (5) above, a liquidation committee shall be set up according to the laws within fifteen (15) days upon the approval by the banking regulatory and administrative authorities under the State Council, and the shareholders general meeting shall by ordinary resolutions determine the members of the liquidation committee.</p> <p>Where the Bank is dissolved pursuant to item (3) above, a People’s Court shall organize the banking regulatory and administrative authorities under the State Council, the shareholders, relevant authorities and relevant professionals to form a liquidation committee according to the laws to proceed with the liquidation. Where a liquidation committee is not established as scheduled, the creditors may apply to the people’s court to appoint relevant persons to form a liquidation committee to carry out liquidation.</p> <p>Where the Bank is dissolved pursuant to item (4) above, the banking regulatory and administrative authorities under the State Council shall organize the shareholders, relevant authorities and relevant professionals to form a liquidation committee to proceed with the liquidation.</p>	<p>Article 347 Where the Bank is dissolved pursuant to items (1), (5) above, a liquidation committee shall be set up according to the laws within fifteen (15) days upon the approval by the banking regulatory and administrative authorities under the State Council, and the shareholders general meeting shall by ordinary resolutions determine the members of the liquidation committee.</p> <p>Where the Bank is dissolved pursuant to item (3) above, a People’s Court shall organize the banking regulatory and administrative authorities under the State Council, the shareholders, relevant authorities and relevant professionals to form a liquidation committee according to the laws to proceed with the liquidation. Where a liquidation committee is not established as scheduled, the creditors may apply to the people’s court to appoint relevant persons to form a liquidation committee to carry out liquidation.</p> <p>Where the Bank is dissolved pursuant to item (4) above, the banking regulatory and administrative authorities under the State Council shall organize the shareholders, relevant authorities and relevant professionals to form a liquidation committee to proceed with the liquidation.</p> <p><u>If the Bank has the circumstance specified in item (1) of preceding article of the Articles of Association, it may survive by amending the Articles of Association.</u></p> <p><u>Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph shall be approved by more than two thirds of the voting rights held by the shareholders present at the general meeting.</u></p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
		<p><u>If the Company is dissolved under paragraphs (1), (2), (4) or (5) of the preceding article hereof, a liquidation team shall be established within fifteen days from the date of the occurrence of the cause of liquidation in order to commence the liquidation. The liquidation team shall be composed of directors or persons determined by the general meeting. If a liquidation team is not established for liquidation within the time limit, the creditors may ask the local court to designate relevant persons to form a liquidation team.</u></p>
42.	<p>Article 353 Following the completion of liquidation, the liquidation committee shall prepare a liquidation report, income and expenditure statement and financial books of accounts in respect of the liquidation period, and, upon verification by a PRC certified public accountant, submit the same to the shareholders' general meeting or relevant competent authorities for confirmation. The liquidation committee shall submit the documents mentioned above to the company registration authority, apply for cancellation of the Bank's registration and make an announcement of the closure of the Bank within thirty (30) days after confirmation at the shareholders' general meeting or by the relevant competent authorities.</p>	<p>Article 353 Following the completion of liquidation, the liquidation committee shall prepare a liquidation report, income and expenditure statement and financial books of accounts in respect of the liquidation period, and, upon verification by a PRC certified public accountant, submit the same to the shareholders' general meeting or relevant competent authorities <u>people's court</u> for confirmation, <u>submit to the registration authority of the Bank and.</u> The liquidation committee shall submit the documents mentioned above to the company registration authority, apply for cancellation of the Bank's registration and make an announcement of the closure of the Bank within thirty (30) days after confirmation at the shareholders' general meeting or by the relevant competent authorities.</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
43.	<p>Article 372 Interpretations</p> <p>(1) The “controlling shareholder(s)” shall refer to the person(s) satisfying any of the following conditions:</p> <p>(i) The person may elect above half of the directors when acting alone or in concert with others;</p> <p>(ii) The person may exercise or control the exercise of above 30% of the total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iii) The person holds above 30% of total voting shares of the Bank when acting alone or in concert with others; or</p> <p>(iv) The person may de facto control the Bank in any other manner when acting alone or in concert with others.</p> <p>The term “acting in concert” herein means above two persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p>	<p>Article 372 Interpretations</p> <p>(1) The “controlling shareholder(s)” shall refer to the person(s) satisfying any of the following conditions: <u>a shareholder holding the ordinary shares (including preferred shares with restored voting right) held by whom occupy more than fifty percent of the total amount of the Company’s share capital or a shareholder who holds less than fifty percent of the same but by whom the voting powers attached to the shares held is enough to impose significant impact on the resolution of the general meeting of shareholders.</u></p> <p>(i) The person may elect above half of the directors when acting alone or in concert with others;</p> <p>(ii) The person may exercise or control the exercise of above 30% of the total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iii) The person holds above 30% of total voting shares of the Bank when acting alone or in concert with others; or</p> <p>(iv) The person may de facto control the Bank in any other manner when acting alone or in concert with others.</p> <p>The term “acting in concert” herein means above two persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p>

APPENDIX V AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Clause	Amended Clause
	<p>(2) “Substantial shareholders” means the shareholder who can directly, indirectly, or jointly hold or control above 5% of the shares or voting rights of the Bank, or holds less than 5% of the Bank’s total shares but has a material impact on the operational management of the Bank.</p> <p>The “significant influence” in the preceding paragraph include, but is not limited to, dispatching directors, super visors or senior management personnel to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by the banking regulatory and administrative authorities under the State Council.</p> <p>.....</p>	<p>(2) “Substantial shareholders” means the shareholder who can directly, indirectly, or jointly hold or control above 5% of the shares or voting rights of the Bank, or holds less than 5% of the Bank’s total shares but has a material impact on the operational management of the Bank. <u>shareholders who hold or control 5% or above shares or voting right of the Bank, or who hold less than 5% of total capital or total shares of the Bank but have significant influence on the business of the Bank.</u></p> <p>The “significant influence” in the preceding paragraph include, but is not limited to, <u>nominating or designating the dispatched</u> dispatching directors, super visors or senior management personnel to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by the banking regulatory and administrative authorities under the State Council.</p> <p>.....</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.

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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 2022 AGM

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting (the “**AGM**”) of Bank of Zhengzhou Co., Ltd.* (the “**Bank**”) will be held at 9:00 a.m. on June 15, 2023 (Thursday) 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 2022 Board of Directors’ work report;
2. to consider and approve the 2022 Board of Supervisors’ work report;
3. to consider and approve the 2022 annual financial statements;
4. to consider and approve the 2022 annual report;
5. to consider and approve the 2023 financial budget;
6. to consider and approve the re-appointment of Ernst & Young and Ernst & Young Hua Ming LLP as the Bank’s overseas and domestic auditors for 2023 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 2023 annual general meeting, and their remuneration;
7. to consider and approve the special report on related party transactions for 2022;

8. to consider and approve the estimated quota on recurring related party transactions for 2023:

8.1 Credit-granting related party transactions

- (a) estimated quota on related party transactions with Zhengzhou Development & Investment Group Co., Ltd. (鄭州發展投資集團有限公司) and its associated corporations;
- (b) 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;
- (c) 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;
- (d) 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;
- (e) estimated quota on related party transactions with Zhengzhou Metro Group Co., Ltd. (鄭州地鐵集團有限公司) and its associated corporations;
- (f) 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;
- (g) estimated quota on related party transactions with Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司) and its associated corporations;
- (h) 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;
- (i) 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;
- (j) estimated quota on related party transactions with Henan Asset Management Co., Ltd. (河南資產管理有限公司) and its associated corporations;
- (k) estimated quota on related party transactions with Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司) and its associated corporations;

- (l) estimated quota on related party transactions with SPIC Henan Electric Power Co., Ltd. (國家電投集團河南電力有限公司) and its associated corporations;
- (m) 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;
- (n) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations;
- (o) 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;
- (p) estimated quota on related party transactions with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司);
- (q) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);
- (r) estimated quota on related party transactions with Great Wall Fund Management Co., Ltd. (長城基金管理有限公司);
- (s) 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);
- (t) 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);
- (u) 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);
- (v) 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);
- (w) 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);
- (x) 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);
- (y) 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);
- (z) 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); and
- (aa) estimated quota on related party transactions with related natural persons of the Bank.

8.2 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);
- (h) estimated quota on related party transactions with Henan Asset Management Co., Ltd. (河南資產管理有限公司); and
- (i) estimated quota on related party transactions with Zhongyuan Asset Management Co.,Ltd. (中原資產管理有限公司).

SPECIAL RESOLUTIONS

- 9. to consider and approve the 2022 profit distribution and capital reserve capitalization plan;
- 10. to consider and approve the amendments to the Articles of Association; and
- 11. to consider and approve the general mandate for the issuance of new Shares.

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

Zhengzhou, Henan, the PRC
April 28, 2023

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 8, 2023 (Thursday) to June 15, 2023 (Thursday), 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 15, 2023 (Thursday) 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 7, 2023 (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 14, 2023 (Wednesday) 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) 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).
- (ii) 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.
- (iii) 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 and the H Shareholders Class Meeting 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 and the H Shareholders Class Meeting to be despatched by the Bank. Shareholders should also read the Bank's 2022 annual report published in April 2023.

* *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. XIA Hua as executive director, 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.

APPENDIX VII NOTICE OF THE H SHAREHOLDERS CLASS MEETING

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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 2023 FIRST H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2023 first H shareholders class meeting (the “**H Shareholders Class Meeting**”) of Bank of Zhengzhou Co., Ltd.* (the “**Bank**”) will be held immediately after the conclusion of the 2022 AGM (to be held at 9:00 am on June 15, 2023 (Thursday)) and the 2023 first A shareholders class meeting of the Bank on June 15, 2023 (Thursday) at Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC, to consider, if thought fit, pass the following special resolution:

1. to consider and approve the 2022 profit distribution and capital reserve capitalization plan.

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

Zhengzhou, Henan, the PRC
April 28, 2023

APPENDIX VII NOTICE OF THE H SHAREHOLDERS CLASS MEETING

Notes:

1. Pursuant to the Hong Kong Listing Rules, the resolution proposed at the H Shareholders Class 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 in 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 H SHAREHOLDERS CLASS MEETING**

In order to determine the list of holders of H Shares who are entitled to attend and vote at the H Shareholders Class Meeting, the Bank's H Share register of members will be closed from June 8, 2023 (Thursday) to June 15, 2023 (Thursday), 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 15, 2023 (Thursday) shall be entitled to attend and vote at the H Shareholders Class Meeting. In order to be eligible for attending and voting at the H Shareholders Class Meeting, 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 7, 2023 (Wednesday).

3. **PROXY**

Any holders of H Shares entitled to attend and vote at the H Shareholders Class Meeting 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 H Shareholders Class Meeting.

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 H Shareholders Class Meeting 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 H Shareholders Class Meeting 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 H Shareholders Class Meeting 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.

APPENDIX VII NOTICE OF THE H SHAREHOLDERS CLASS MEETING

4. MISCELLANEOUS

- (i) The holders of H Shares or their proxies shall present their identity documents when attending the H Shareholders Class Meeting (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 H Shareholders Class Meeting (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).
- (ii) The H Shareholders Class Meeting is expected to last for no more than half a day. Shareholders and representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (iii) 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 H Shareholders Class Meeting are set out in the circular of the AGM and the H Shareholders Class Meeting 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 and the H Shareholders Class Meeting to be despatched by the Bank. H Shareholders should also read the Bank's 2022 annual report published in April 2023.

* *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 comprises Mr. XIA Hua as executive director, 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.