
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental 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 supplemental circular, together with the accompanying revised form of proxy for the AGM to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Bank of Zhengzhou Co., Ltd.*

鄭州銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(H Shares Stock Code: 6196)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED MAY 23, 2023
PROPOSED APPOINTMENT OF SUPERVISOR
AND
REVISED NOTICE OF THE 2022 AGM**

This supplemental circular should be read together with the circular of the Bank dated May 23, 2023 (the “**Circular**”) and the notice of the AGM of the Bank dated April 28, 2023 (the “**Original AGM Notice**”). The Letter from the Board is set out on pages 1 to 5 of this supplemental 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 revised notice of the AGM (the “**Revised AGM Notice**”) is set out on pages I-1 to I-6 of this supplemental circular. The revised proxy form of the AGM (the “**Revised AGM Proxy Form**”) is enclosed. The notice of the H Shareholders Class Meeting (the “**H Shareholders Class Meeting Notice**”) and the proxy form of the H Shareholders Class Meeting (the “**H Shareholders Class Meeting Proxy Form**”) which have been published and despatched on April 28, 2023, remain unchanged and valid.

Whether or not you are attending and/or voting at the AGM and/or H Shareholders Class Meeting, you are requested to complete the Revised AGM Proxy Form and/or the H Shareholders Class Meeting Proxy Form 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 original proxy form of the AGM published and despatched on April 28, 2023 (the “**Original AGM Proxy Form**”), the Revised AGM Proxy Form and the H Shareholders Class Meeting Proxy Form will not preclude you from attending and voting in person at the AGM and/or the 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 29, 2023

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LETTER FROM THE BOARD



Bank of Zhengzhou Co., Ltd.*

鄭州銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(H Shares Stock Code: 6196)

Executive 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,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED MAY 23, 2023
PROPOSED APPOINTMENT OF SUPERVISOR
AND
REVISED NOTICE OF THE 2022 AGM**

I. INTRODUCTION

This supplemental circular should be read together with the Circular, the Original AGM Notice and the Original AGM Proxy Form. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to provide you with information regarding a supplemental resolution to be proposed at the AGM relating to the proposed appointment of an external Supervisor and to give you the Revised AGM Notice and the Revised AGM Proxy Form. Save as set out in this supplemental circular, no changes have been made to matters in relation to the AGM as set out in the Circular and the Original AGM Notice.

LETTER FROM THE BOARD

II. PROPOSED APPOINTMENT OF SUPERVISOR

Reference is made to the announcement of the Bank dated May 19, 2023 (the “**Announcement**”) in relation to, among others, the proposed appointment of Supervisor.

As disclosed in the Announcement, Mr. GENG Mingzhai (“**Mr. GENG**”) was nominated and the Board of Supervisors has considered and approved the proposed appointment of Mr. GENG as an external Supervisor of the seventh session of the Board of Supervisors of the Bank on May 19, 2023. At the request of the Board, Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司), a Shareholder holding approximately 6.69% of the issued ordinary shares (representing 8.52% of the voting shares) of the Bank as at May 23, 2023 (the “**Latest Practicable Date**”), submitted to the Bank in writing a resolution on the appointment of Mr. GENG as an external Supervisor of the seventh session of the Board of Supervisors of the Bank at the AGM for consideration and approval. The Board, pursuant to the relevant requirements, has included the abovementioned resolution as an additional ordinary resolution in the agenda of the AGM for Shareholders’ consideration and approval.

The appointment of Mr. GENG as an external Supervisor of the Bank shall take effect upon consideration and approval by Shareholders at the AGM, and his term of office as a Supervisor shall end upon the expiration of the seventh session of the Board of Supervisors.

The biographical details of Mr. GENG are as follows:

Mr. GENG Mingzhai, aged 71, holds a bachelor’s and master’s degrees in economics from Henan University and is a professor.

Mr. GENG has been working at Henan University since July 1985; he has been a teacher since July 1985; he successively served as the deputy director of the Institute of Economic Research, the deputy director of the Institute of Reform and Development and the deputy director of the School of Economics from April 1993 to November 2001; he served as the director of the School of Economics from November 2001 to January 2013, during which he concurrently acted as the director of the Central China Development Research Institute from September 2009 to January 2013; he served as the honorary director of the School of Economics and the director of the Central China Development Research Institute from January 2013 to September 2019; and he has served as the honorary director of the School of Economics, the director of the Academic Committee of the Central China Development Research Institute and the chief expert of the Henan Central China Development Research Institute since September 2019. Mr. GENG served as an independent director of Henan Shuanghui Group Finance Co., Ltd. (河南雙匯集團財務有限公司) from June 2016 to June 2022 and an independent director of Henan Bianjing Rural Commercial Bank Company Limited (河南汴京農村商業銀行股份有限公司) from June 2016 to December 2022. He has served as an independent director of Yutong Heavy Industries Co., Ltd. (宇通重工股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600817) since January 2019 and an independent director of Central China Futures Co., Ltd. (中原期貨股份有限公司) since May 2019. He is currently a member of the 14th National People’s Congress of Henan

LETTER FROM THE BOARD

Province, a researcher of the Advisory Group of the Henan Provincial Committee of the Communist Party of China, a member of the Expert Advisory Committee of the Henan Provincial Government, a director of the China Center for International Economic Exchanges and the chairman of the Henan Private Economy Research Association.

Upon his appointment, Mr. GENG is entitled to the supervisor remuneration of RMB180,000 per annum which is determined in accordance with applicable laws, regulations and regulatory requirements and the relevant remuneration policies of the Bank.

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

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

III. THE AGM AND THE 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 Revised AGM Notice and the H Shareholders Class Meeting Notice. Since the Bank has revised the Original AGM Notice and the Original AGM Proxy Form published and despatched on April 28, 2023 (Friday), the Revised AGM Notice has been prepared and is set out in Appendix I of this supplemental circular, and the Revised AGM Proxy Form is enclosed with this supplemental circular.

The aforesaid revisions only affect the content of the Original AGM Notice and the Original AGM Proxy Form. As such, the H Shareholders Class Meeting Notice and the H Shareholders Class Meeting Proxy Form which have been published and despatched on April 28, 2023, remain unchanged and valid.

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 Revised AGM Proxy Form and/or the H Shareholders Class Meeting Proxy Form in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

If a holder of H Shares has already lodged the Original AGM Proxy Form despatched by the Bank on April 28, 2023, he/she/it should note that:

- (i) if no Revised AGM Proxy Form is lodged by the holder of H Shares, the Original AGM Proxy Form will be treated as a valid proxy form lodged by the holder of H Shares if duly completed. The proxy appointed under the Original AGM Proxy Form will also be entitled to vote in accordance with the instructions previously given by the holder of H Shares or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the AGM;
- (ii) if the Revised AGM Proxy Form is lodged by the holder of H Shares 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)) (the “**Closing Time**”) or any adjournment thereof (as the case may be), the Revised AGM Proxy Form will be treated as a valid proxy form lodged by such holder of H Shares if duly completed, and the Original AGM Proxy Form will be revoked and superseded by the Revised AGM Proxy Form; and
- (iii) if the Revised AGM Proxy Form is lodged by the holder of H Shares after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised AGM Proxy Form will be deemed invalid. It will not revoke the Original AGM Proxy Form previously lodged by the holder of H Shares. The Original AGM Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the Original AGM Proxy Form will also be entitled to vote in accordance with the instructions previously given by the holder of H Shares or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the AGM.

Completion and return of the Original AGM Proxy Form, the Revised AGM Proxy Form and/or the H Shareholders Class Meeting Proxy Form 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.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the above resolution in relation to the proposed appointment of Mr. GENG to be proposed at the AGM and therefore no Shareholder is required to abstain from voting.

LETTER FROM THE BOARD

IV. RECOMMENDATION

In addition to the recommendations contained in the Circular, the Directors consider that the proposed appointment of Mr. GENG as an external Supervisor of the seventh session of the Board of Supervisors of the Bank as set out in this supplemental circular is in the best interests of the Bank and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions at the AGM.

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

Zhengzhou, Henan, the PRC
May 29, 2023

As at the date of this supplemental 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.*

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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)

REVISED NOTICE OF THE 2022 AGM

Reference is made to the notice of the 2022 annual general meeting (the “AGM”) of Bank of Zhengzhou Co., Ltd.* (the “Bank”) to be held on June 15, 2023 (the “Original AGM Notice”), the proxy form for use at the AGM (the “Original AGM Proxy Form”), both published on April 28, 2023 and the announcement of the Bank dated May 19, 2023 in relation to the proposed appointment of a supervisor.

After the despatch of the Original AGM Notice, Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司), a shareholder holding approximately 6.69% of the issued ordinary shares (representing 8.52% of the voting shares) of the Bank, requested in writing for the inclusion of the following resolution (the “New Resolution”) to be considered at the AGM pursuant to the applicable PRC laws and regulations: To consider and approve the appointment of Mr. GENG Mingzhai as an external supervisor of the seventh session of the board of supervisors of the Bank. Accordingly, the Bank hereby revises the Original AGM Notice as follows to incorporate the New Resolution, printed copies of the revised notice of the AGM (the “Revised AGM Notice”) and the revised proxy form for use at the AGM (the “Revised AGM Proxy Form”) will be dispatched to the shareholders of the Bank on May 29, 2023. The Revised AGM Notice and the Revised AGM Proxy Form will also be available on the website of Hong Kong Stock Exchange (www.hkexnews.hk) and that of the Bank (www.zzbank.cn). The date, time and venue for holding the AGM shall remain unchanged.

REVISED NOTICE IS HEREBY GIVEN that the AGM of 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;
- 11. to consider and approve the general mandate for the issuance of new Shares; and

ADDITIONAL ORDINARY RESOLUTION

- 12. to consider and approve the appointment of Mr. GENG Mingzhai as an external supervisor of the seventh session of the board of supervisors of the Bank.

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

Zhengzhou, Henan, the PRC
May 29, 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)) (the "**Closing Time**") 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.

Since the Original AGM Proxy Form together with the Original AGM Notice sent on April 28, 2023 have been revised, the Revised AGM Proxy Form will be sent to the holders of H Shares. Any holder of H Shares who intends to appoint a proxy to attend the AGM but has not yet lodged the Original AGM Proxy Form is required to complete and return the enclosed Revised AGM Proxy Form in accordance with the instructions printed thereon by no later than the Closing Time. In such case, the Original AGM Proxy Form should not be lodged with the Bank. Any holder of H Shares who has already lodged the Original AGM Proxy Form with the Bank should also complete and return the enclosed Revised AGM Proxy Form in accordance with the instructions printed thereon by no later than the Closing Time.

If a holder of H Shares has already lodged the Original AGM Proxy Form despatched by the Bank on April 28, 2023, he/she/it should note that:

- (i) if no Revised AGM Proxy Form is lodged by the holder of H Shares, the Original AGM Proxy Form will be treated as a valid proxy form lodged by the holder of H Shares if duly completed. The proxy appointed under the Original AGM Proxy Form will also be entitled to vote in accordance with the instructions previously given by the holder of H Shares or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the AGM;

- (ii) if the Revised AGM Proxy Form is lodged by the holder of H Shares before the Closing Time, the Revised AGM Proxy Form will be treated as a valid proxy form lodged by such holder of H Shares if duly completed, and the Original AGM Proxy Form will be revoked and superseded by the Revised AGM Proxy Form; and
- (iii) if the Revised AGM Proxy Form is lodged by the holder of H Shares after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised AGM Proxy Form will be deemed invalid. It will not revoke the Original AGM Proxy Form previously lodged by the holder of H Shares. The Original AGM Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the Original AGM Proxy Form will also be entitled to vote in accordance with the instructions previously given by the holder of H Shares or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the AGM.

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 the Original AGM Proxy Form and/or the Revised AGM Proxy Form)

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

- 5. The details about the aforesaid resolutions proposed for the consideration and approval at the AGM are set out in the circular of the AGM and the H Shareholders Class Meeting despatched by the Bank on May 23, 2023 and the supplemental circular of the AGM despatched by the Bank on May 29, 2023. 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 and the supplemental circular of the AGM. 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 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.