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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)**

## **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](http://www.hkexnews.hk)) and that of the Bank ([www.zzbank.cn](http://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](http://www.hkexnews.hk)) and the Bank ([www.zzbank.cn](http://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.*