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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)**

**APPOINTMENT OF SECRETARY TO THE BOARD AND  
JOINT COMPANY SECRETARY AND  
CHANGE OF AUTHORIZED REPRESENTATIVE**

Reference is made to the announcement of Bank of Zhengzhou Co., Ltd.\* (the “**Bank**”) dated July 12, 2023 in relation to, among other things, resignation of the secretary to the board (the “**Secretary to the Board**”) and the joint company secretary (the “**Joint Company Secretary**”) and change of authorized representative of the Bank.

**Appointment of Secretary to the Board and Joint Company Secretary**

The board (the “**Board**”) of directors (the “**Directors**”) of the Bank hereby announces that the Board has considered and approved to appoint Ms. HAN Huili (“**Ms. HAN**”) as the Secretary to the Board and the Joint Company Secretary of the Bank on April 29, 2024.

The biographical details of Ms. HAN are set out as follows:

Ms. HAN Huili, aged 50, graduated from Shenyang University of Technology majoring in accounting and is a senior economist.

Ms. HAN joined the Bank in August 1996 and has been successively served as deputy director of the business office, director of the business office, supervisor of the accounting and settlement department of the head office, full-time lecturer of the head office, deputy general manager of the accounting and settlement department of the head office, deputy general manager (at the general manager level) of the operation and management department of the head office, deputy president (at the general manager level) of Guancheng Branch (管城支行), director (at the general manager level) of the training centre of the head office, and currently is the director of the internal audit office of the Board and the head of the party committee inspection office. Prior to joining the Bank, Ms. HAN worked at Yufa Credit Union (豫發信用社) in Henan Province.

As of the date of this announcement, Ms. HAN has not yet obtained relevant certificates recognized by the Shenzhen Stock Exchange, holds no shares in the Bank, faces no circumstances prohibiting her appointment as the secretary to the board of directors as stipulated in the Company Law of the People's Republic of China, the articles of association of the Bank, as well as the regulations of the China Securities Regulatory Commission (the "CSRC") and the stock exchanges, and has no related party relationships with the shareholders with more than 5% shareholding in the Bank and other Directors, supervisors and senior management of the Bank. Ms. HAN has never been subject to any penalty imposed by the CSRC and other relevant department and disciplinary actions taken by the stock exchange, nor has been investigated by judicial authorities due to suspected commission of offences or by the CSRC due to suspected violation of laws and regulations. Ms. HAN has never been listed on the public information platform regarding violations and breaches of integrity in the securities and futures markets by the CSRC and has never been included in the list of dishonest persons published by the People's Courts.

Ms. HAN's appointment as the Secretary to the Board shall become effective from the date on which she obtains relevant certificates recognized by the Shenzhen Stock Exchange and her qualification is approved by regulatory authorities. Prior to that, Mr. ZHAO Fei, the chairman of the Bank, will continue to perform the functions of the Secretary to the Board.

#### **APPLICATION TO THE HONG KONG STOCK EXCHANGE FOR WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), a listed issuer must appoint a company secretary who satisfies the requirements as set out in Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules requires that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Hong Kong Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Taking into account Ms. HAN's extensive working experience and thorough knowledge of the overall business and operation of the Bank, the Bank considers that Ms. HAN is capable of performing the functions of a Joint Company Secretary. As Ms. HAN currently does not possess the qualifications of a company secretary as required under Rule 3.28 of the Listing Rules, the Bank has applied to the Hong Kong Stock Exchange for a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules in respect of Ms. HAN's eligibility in her role as a Joint Company Secretary on the conditions that, among other things, Ms. HAN must be assisted by Dr. NGAI Wai Fung ("Dr. NGAI") as a Joint Company Secretary for a period of three years from the effective date of her appointment as a Joint Company Secretary. Ms. HAN's appointment as a Joint Company Secretary shall become effective from the date on which the Hong Kong Stock Exchange grants a waiver from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules. The Bank will make further announcement(s) on the effective date of Ms. HAN's appointment as a Joint Company Secretary as the Hong Kong Stock Exchange may request in due course.

The biographical details of Dr. NGAI are set out as follows:

Dr. NGAI Wai Fung holds an honours bachelor's degree in law from University of Wolverhampton (U.K.), a master's degree in business administration from Andrews University (U.S.), a master's degree in corporate finance from Hong Kong Polytechnic University, and a doctoral degree in financial economics from Shanghai University of Finance and Economics. He is a fellow of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries), a fellow of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators), a member of The Hong Kong Institute of Certified Public Accountants, a fellow of The Association of Chartered Certified Accountants in the United Kingdom, and a member of The Chartered Institute of Arbitrators.

Dr. NGAI has served as the company secretary of the Bank since July 2023, and served as one of the joint company secretaries of the Bank from February 2022 to July 2023. Dr. NGAI is a director and the chief executive officer of SWCS Corporate Services Group (Hong Kong) Limited. Dr. NGAI has over 30 years of professional practice and senior management experience including acting as the executive director, chief financial officer and company secretary, most of which are in the areas of finance, accounting, internal control and regulatory compliance, corporate governance and company secretarial work for listed issuers including major red chip companies.

#### **CHANGE OF AUTHORIZED REPRESENTATIVE**

The Board hereby further announces that the Board has considered and approved to appoint Ms. HAN as the authorized representative (the “**Authorized Representative**”) under Rule 3.05 of the Listing Rules on April 29, 2024. On the effective date when Ms. HAN officially assumes the role of a Joint Company Secretary, Dr. NGAI will resign as the Authorized Representative and act as an alternate to the Authorized Representative. Prior to that, Dr. NGAI will remain as the Authorized Representative. The Bank will make further announcement(s) on the effective date of Ms. HAN's appointment as the Authorized Representative in due course.

By Order of the Board  
**Bank of Zhengzhou Co., Ltd.\***  
**ZHAO Fei**  
*Chairman*

Zhengzhou, Henan, the PRC  
April 29, 2024

*As at the date of this announcement, the Board comprises Mr. ZHAO Fei as executive director, Ms. WANG Dan, Mr. LIU Bingheng 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.*