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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 JOINT COMPANY SECRETARY AND
CHANGE OF AUTHORIZED REPRESENTATIVE**

Reference is made to the announcement of Bank of Zhengzhou Co., Ltd.* (the “**Bank**”) dated April 29, 2024 in relation to, among other things, the appointment of the joint company secretary (the “**Joint Company Secretary**”) and the change of authorized representative (the “**Authorized Representative(s)**”) of the Bank.

APPOINTMENT OF JOINT COMPANY SECRETARY

The board (the “**Board**”) of the Bank has considered and approved to appoint Ms. HAN Huili (“**Ms. HAN**”) as 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 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 is currently 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.

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, and the Hong Kong Stock Exchange has granted a waiver from strict compliance of the requirements of Rules 3.28 and 8.17 of the Listing Rules, for a period of three years, effective from May 2, 2024 (the “**Waiver Period**”), on the conditions that (i) Ms. HAN must be assisted by Dr. NGAI Wai Fung (“**Dr. NGAI**”) to act as a Joint Company Secretary during the Waiver Period; and (ii) the waiver will be revoked if there are any material breaches of the Listing Rules by the Bank. The Hong Kong Stock Exchange may revoke or modify the waiver if there are any changes in circumstances of the Bank. Prior to the expiration of the Waiver Period, if the Bank is able to demonstrate and seek confirmation from the Hong Kong Stock Exchange that, Ms. HAN, having had the benefit of Dr. NGAI’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules, a further waiver will not be necessary.

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 since the effective date May 2, 2024 when Ms. HAN officially assumes the role of a Joint Company Secretary, the appointment of Ms. HAN as an Authorized Representative has also become effective. Dr. NGAI has resigned as the Authorized Representative on the same day and acts as an alternate to the Authorized Representative. After the change, the Authorized Representatives of the Bank are Mr. ZHAO Fei, the chairman and executive director of the Bank, and Ms. HAN.

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

Zhengzhou, Henan, the PRC
May 3, 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.*