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

**2023 BOARD OF DIRECTORS' WORK REPORT,
2023 BOARD OF SUPERVISORS' WORK REPORT,
2023 ANNUAL FINANCIAL STATEMENTS,
2023 ANNUAL REPORT,
2023 PROFIT DISTRIBUTION PROPOSAL,
2024 FINANCIAL BUDGET,
RE-APPOINTMENT OF AUDITORS,
SPECIAL REPORT ON RELATED PARTY TRANSACTIONS FOR 2023,
ESTIMATED QUOTA ON RECURRING RELATED PARTY TRANSACTIONS FOR 2024,
PROPOSED ISSUANCE OF TIER-TWO CAPITAL BONDS, AND
NOTICE OF THE 2023 AGM**

The Letter from the Board is set out on pages 3 to 11 of this circular.

The Bank will convene the AGM at 9:00 a.m. on 27 June 2024 (Thursday) at Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The notice of the AGM is set out on pages V-1 to V-6 of this circular.

Whether or not you are attending and/or voting at the AGM, you are requested to complete the proxy form of the AGM in accordance with the instructions printed thereon, and return it 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 (i.e. by 9:00 a.m. on 26 June 2024 (Wednesday)) or any adjournment thereof (as the case may be). Completion and return of the proxy form of the AGM will not preclude you from attending and voting in person at the AGM 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.*

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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)
“AGM” or “Annual General Meeting”	the 2023 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 27 June 2024
“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 as the case may be)
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“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

DEFINITIONS

“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)
“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
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	27 May 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Reporting Period”	the year from 1 January 2023 to 31 December 2023
“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)
“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:

ZHAO Fei (*Chairman*)

Non-executive Directors:

WANG Dan

LIU Bingheng

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

To the Shareholders

Dear Sir or Madam,

**2023 BOARD OF DIRECTORS' WORK REPORT,
2023 BOARD OF SUPERVISORS' WORK REPORT,
2023 ANNUAL FINANCIAL STATEMENTS,
2023 ANNUAL REPORT,
2023 PROFIT DISTRIBUTION PROPOSAL,
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NOTICE OF THE 2023 AGM**

LETTER FROM THE BOARD

I. INTRODUCTION

The Bank will convene the AGM on 27 June 2024 (Thursday), a notice thereof is set out on pages V-1 to V-6 of this circular, at which resolutions will be proposed to approve, including: 2023 Board of Directors' Work Report, 2023 Board of Supervisors' Work Report, 2023 annual financial statements, 2023 annual report, 2023 profit distribution proposal, 2024 financial budget, re-appointment of auditors, special report on related party transactions for 2023, estimated quota on recurring related party transactions for 2024 and proposed issuance of tier-two capital bonds.

The purpose of this circular is to set out the notice of the AGM and provide you with the details of the aforesaid resolutions.

II. MATTERS TO BE HANDLED

1. 2023 Board of Directors' Work Report

For details of the Board of Directors' Work Report for the year ended 31 December 2023, please refer to the full text of the report as set out in Appendix I to this circular.

2. 2023 Board of Supervisors' Work Report

For details of the Board of Supervisors' Work Report for the year ended 31 December 2023, please refer to the full text of the report as set out in Appendix II to this circular.

3. 2023 Annual Financial Statements

Please refer to the financial statements included in the 2023 annual report published by the Bank for details of the audited annual financial statements of the Bank for the year ended 31 December 2023 which were prepared in accordance with the International Financial Reporting Standards.

4. 2023 Annual Report

Please refer to the 2023 annual report published by the Bank.

5. 2023 Profit Distribution Proposal

In accordance with the provisions of relevant laws and regulations, the profit distribution plan for the year ended 31 December 2023 proposed by the Board for consideration and approval by Shareholders is as follows:

- (i) 10% of the net profit, equivalent to RMB184.043 million, will be appropriated as the statutory surplus reserve;
- (ii) RMB450.552 million will be appropriated as the general risk reserve;

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- (iii) no cash dividends will be distributed, and no bonus Shares or new Shares will be issued by way of capitalization issue this year; and
- (iv) the retained undistributed profits will be carried forward to next year.

The above profit distribution proposal of the Bank was made after taking into consideration the following factors: Firstly, facing a complex and severe economic environment, the Bank thoroughly implemented the major strategic deployments of national, provinces and cities, strove to fulfill the social responsibilities as a local financial institution, and strived to serve the development of the real economy. During the Reporting Period, the Bank actively pushed forward business development, adjusted its business structure, and consolidated its customer base. At the same time, its profitability was affected by changes in foreign currency asset size and fluctuation in foreign currency exchange rates. Secondly, the foundation for economic recovery still needed to be reinforced. The Bank effectively implemented the decision-making arrangements of governments at all levels, increased the disposal of risk assets, and followed regulatory guidance that retained undistributed profits would further enhance the Bank's risk resilience and ensure the stable operation of the Bank. 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-sized banks to ensure capital adequacy, especially for 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 business development, thereby safeguarding the long-term interests of investors.

In the next step, the Bank will take high-quality development as a breakthrough point, strive to improve its operation and management capabilities, improve its risk prevention and control mechanism, so as to obtain a balanced development of scale, profit and risk, and create greater returns for investors. Firstly, the Bank will resolutely implement the major decision-making and deployment of provinces and cities, continue to fulfill the social responsibilities as a local financial institution, and serve the real economy. It will return to the origin, focus on the main business, take the road of differentiated operation, and enhance market competitiveness and sustainable development capabilities. Secondly, it will optimize the asset-liability structure and continue to increase income and save expenditure. It will strengthen the delivery structure, delivery progress, delivery interest rate control, and improve the income level of assets. By optimizing the debt period allocation, regional differentiated pricing and quota control over deposit products and other measures, the debt structure will be refined and controlled, and the cost of interest payment will be reasonably reduced to ensure that the business indicators are stable. Thirdly, it will continue to improve risk management and control capabilities, adhere to prudent and robust risk culture and risk preferences, strengthen policy research, and continuously improve the risk management structure that is compatible with market positioning and business level. It will strengthen the quality of assets by increasing efforts in interest settlement, strengthening the management of write-off business and other measures, and form a contribution and support to the overall profit. It will adhere to the principle of "reducing old loans and controlling new loans" at the same time for risks, and continue to enhance the ability of risk compensation.

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6. 2024 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 2024, which outlined a planned investment of RMB532.94 million in 2024, representing an increase of RMB42.06 million or 8.6% as compared with the actual expenditure of RMB490.88 million from the previous year. Of which:

- (i) RMB240.57 million for construction in progress, representing a decrease of RMB110.78 million or 31.5% as compared with the actual expenditure of RMB351.35 million from the previous year. The investment for the year includes construction of a financial services centre amounting to RMB150.57 million and construction of an integrated business building amounting to RMB90 million;
- (ii) RMB16.71 million for project refurbishment, representing a decrease of RMB13.10 million or 43.9% as compared with the actual expenditure of RMB29.81 million from the previous year. The investment for the year will be mainly used for the fitting-out of renovated outlets;
- (iii) RMB41.18 million for fixed assets, representing an increase of RMB23.89 million or 138.1% as compared with the actual expenditure of RMB17.29 million from the previous year. The investment for the year will be mainly used for retail development furnishing, purchase of daily office equipment, monitoring devices and other fixed assets; and
- (iv) RMB234.48 million for technology projects, representing an increase of RMB142.06 million or 153.7% as compared with the actual expenditure of RMB92.42 million from the previous year. The investment for the year will be mainly used for the establishment, upgrade and renovation, safety and testing of systems, and purchase of IT hardware, etc.

7. 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 2024, for provision of professional services such as 2024 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 2023 annual general meeting and ends after the conclusion of the Bank's 2024 annual general meeting.

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8. Special Report on Related Party Transactions for 2023

The Special Report on Related Party Transactions for 2023 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.

9. Estimated Quota on Recurring Related Party Transactions for 2024

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 2024 in accordance with relevant regulatory requirements of China Securities Regulatory Commission, Shenzhen Stock Exchange and National Financial Regulatory Administration, 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 2024 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.

10. Proposed Issuance of Tier-Two Capital Bonds

In order to further replenish the capital amount and secure the continuous and stable development of various businesses of the Bank and in compliance with relevant regulatory requirements of the Administrative Measures for the Capital of Commercial Banks (《商業銀行資本管理辦法》), Guiding Opinions on Commercial Banks' Innovation in Capital Instruments (《關於商業銀行資本工具創新的指導意見》), Opinions on Further Supporting Innovation in Capital Instruments of Commercial Banks (《關於進一步支持商業銀行資本工具創新的意見》) and Notice on the Issuance by Financial Institutions of Banking Industry of Bonds for Capital Replenishment (《關於銀行業金融機構發行資本補充債券有關事宜的公告》), the Bank intends to issue tier-two capital bonds. The detailed plans are as follows:

I. Type of Bonds

Tier-two capital bonds that are in compliance with the Administrative Measures for the Capital of Commercial Banks and other relevant regulatory requirements and can be used to supplement the capital of commercial banks.

II. Issue Size

Not exceeding RMB10 billion or equivalent foreign currency, and shall meet the requirements of the regulatory authorities and relevant laws and regulations on the maximum issue size of tier-two capital bonds. The final issue size is subject to the amount approved by the regulatory authorities.

III. Issue Tranches

In one or more tranches, and the number of tranches and the issue size of each tranche shall be determined according to the Bank's capital adequacy level and the market conditions.

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IV. Target Subscribers

The bonds are mainly issued to members of the national inter-bank bond market (except those prohibited from subscribing by national laws and regulations).

V. Term of Bonds

The initial term shall not be less than five years.

VI. Means of Loss Absorption

Upon the occurrence of the triggering events specified in the offering documents, the loss will be absorbed by means of write-down.

VII. Interest Rate

Based on market interest rates.

VIII. Use of Proceeds

It will be used to replenish the Bank's tier-two capital to improve operation capacity, enhance risk resistance capability and support the continuous and healthy development of the Bank's various businesses.

IX. Term of Validity of the Resolution

Within 24 months from the date of consideration and approval at the AGM.

X. Issue Mandate

It is proposed to grant a mandate to the Board by the AGM and delegate the mandate by the Board to the senior management of the Bank for the determination of the specific terms on the issuance of tier-two capital bonds and handling all related matters pursuant to the rules and approval requirements promulgated by relevant regulatory authorities and the aforementioned terms and conditions; and to authorize the senior management of the Bank to handle all the related matters such as redemption and write-down pursuant to the rules and approval requirements promulgated by relevant regulatory authorities within the duration of the bonds for capital replenishment. The above authorizations will be valid within 24 months from the date of consideration and approval at the AGM.

After consideration and approval at the AGM, it is subject to the approval of regulatory authority for implementation.

LETTER FROM THE BOARD

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 2023 (《鄭州銀行股份有限公司監事會對董事會及其成員2023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 2023 (《鄭州銀行股份有限公司監事會及其成員2023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 2023 (《鄭州銀行股份有限公司監事會對高級管理層及其成員2023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 2023 (《鄭州銀行股份有限公司2023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 2023 (《鄭州銀行股份有限公司關於2023年度主要股東履職履約的評估報告》), will be circulated at the AGM.

IV. THE AGM

The Bank proposes to convene the AGM at 9:00 a.m. on 27 June 2024 (Thursday) 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 notice of the AGM. The proxy form for use at the AGM has been published on the websites of the Bank and Hong Kong Stock Exchange on 28 May 2024. The notice of the AGM is set out in Appendix V to this circular.

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

Completion and return of the proxy form of the AGM will not preclude you from attending and voting in person at the AGM 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

In order to determine the list of H Shareholders who are entitled to attend and vote at the AGM, the Bank's register of members of H Shares will be closed from 20 June 2024 (Thursday) to 27 June 2024 (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 27 June 2024 (Thursday) shall be entitled to attend and vote at the AGM.

LETTER FROM THE BOARD

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 before 4:30 p.m. on 19 June 2024 (Wednesday).

VI. METHODS OF VOTING AT THE AGM

Pursuant to the requirements of Rule 13.39(4) of the Hong Kong Listing Rules, voting by the Shareholders at the AGM 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 Group Co., Ltd. (鄭州市政集團有限公司), 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) and Zhongyuan Trust Co., Ltd. (中原信託有限公司) are deemed to have a material interest in the relevant resolution(s) on the estimated quota on recurring related party transactions for 2024, 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.

VII. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the AGM are in the best interests of the Bank and the Shareholders as a whole. In addition, Ms. WANG Dan, Mr. LIU Bingheng 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 2024. 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.

LETTER FROM THE BOARD

VIII. OTHER INFORMATION

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

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

Zhengzhou, Henan, the PRC

28 May 2024

As at the date of this circular, 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.

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2023 was the first year for fully implementing the spirit of the 20th National Congress of the Communist Party of China and a year to carry forward the “14th Five Year” Plan, during which, 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 policies and requirements. Focusing on the three major tasks of pursuing quality development, serving the real economy, and guarding against risks, the Bank is committed to building “a boutique bank with regional characteristics” by upholding the concept of modern corporate governance.

As of the end of 2023, the Bank had total assets of RMB630.709 billion, representing an increase of 6.63% from the end of the previous year; total deposits from customers of RMB360.961 billion, representing an increase of 6.89% from the end of the previous year; and gross loans and advances to customers of RMB360.608 billion, representing an increase of 8.97% from the end of the previous year. The Bank recorded an operating income of RMB13.667 billion; a net profit of RMB1.859 billion; a net interest margin of 2.08%, a return on net assets of 3.29% and a cost-to-income ratio of 27.11%. The Bank’s capital adequacy ratio, non-performing loan (NPL) ratio and allowance to NPL ratio were 12.38%, 1.87% and 174.87% respectively. Major regulatory indicators meet the regulatory requirements.

I. MAIN WORK OF THE BOARD IN 2023

(I) Maintaining Strategic Guidance to Make Solid Steps in High-quality Development

- 1. Empowering business development under strategic guidance.** With the strategic vision of “being a boutique bank with regional characteristics”, the Bank adheres to the market positioning of “serving local economy, serving small and medium enterprises and serving urban and rural residents” and continuously promotes the characteristic business development. Upholding the philosophy of innovative development, the Bank carried out inspections on high-quality development in the whole Bank and practically transformed inspection results into the endogenous drivers of high-quality development. The Bank initiated the preparations for medium-term adjustments to strategic plans, actively considered, sought and mulled changes and reshaped the management mechanism for implementing strategies to make strategic management more autonomous and pragmatic.
- 2. Making solid and sustained progress in serving the real economy.** The Board led the management team to uphold the regional development strategy of “taking root in Henan and basing in Zhengzhou”. The Bank has always been integrated and coexisting with the local economy and devoted itself to the local overall economic development. As part of its endeavor to “support major industries”, the Bank invested RMB6.3 billion in supporting seven major provincial and municipal industrial clusters and “28+20” key industrial chains, and RMB8.2 billion in the “Three in One Batch” and other key projects of the province, injecting more financial vitality into the construction of key industries. As part of its efforts to “resolve hard and pain points”, the Bank stepped up policy guidance to benefit

entities, upheld the principle of “reducing and waiving as much as possible” to reduce or waive charging items, vigorously promoted the repayment of loans without interest, established differentiated interest rate pricing mechanisms and supported the real economy to reduce the burdens of enterprises. As part of its work to “visit and alleviate difficulties”, the Bank allocated more financial resources to key sectors and weak links in social development, sparing no effort to ensure stability and bring benefit to the public.

- 3. Creating a “Zhengzhou Bank Sample” in technology innovation finance.** The Board closely followed the direction of offering policy-based finance with local characteristics and fully performed the missions and undertaking as a local operation entity of policy-based technological innovation finance in Henan Province. It solidified the top-level layout of technological innovation finance, built up a specific team in charge of review and approval and optimized the “three-professional and five-special” operation mechanism. By integrating market resources, it intensified the deep integration of talent, technology and capital chains with industrial chains to form synergy through government-and-bank cooperation. It has established a development model of cultivation, integration, co-creation and sharing, rolled out “Scientific and Technological Talent Loan”, “Stock Option Loan”, “Tech Loan” and “Loan for Enterprises that Apply Special, Sophisticated Techniques to Produce Unique and Novel Products” to provide comprehensive financial services for sci-tech enterprises. As of the end of 2023, it had cumulatively supported 3,803 various types of science and innovation enterprises with a balance of RMB33.4 billion, and was awarded an outstanding cooperative bank in the “Science and Technology Loan” business by the Science and Technology Department of Henan Province, providing effective financial supply for the industrial restructuring and development of the regional economy.
- 4. Realizing distinctive operation with quality development.** The Board proactively implemented the concept of modern corporate governance, encouraged the management in exploring in-depth the methodology for steady and sustained quality development, actively sought new business positioning and pursued operation with distinctive characteristics based on local conditions.

In terms of retail service, the Bank deeply developed citizen and rural finance and focused on building four steward services, namely “Citizen Steward”, “Financing Steward”, “Wealth Steward” and “Rural Steward”. It has expanded access to online, village and community services, connected hall services with periphery areas, rebuilt and upgraded product, service, talent and technology systems, and made coordinated work to expand the “five major channels”, namely outlet construction, agriculture service stations, community service stations, online channel and air banking. It has created quality card use environment and issued 317,000 social insurance cards in accumulation; it has assisted small and micro enterprises in reducing burdens and overcoming difficulties by offering stage-by-stage interest reduction for 16,579 inclusive loans to small and micro enterprises; it has

established 21 sites for inclusive financial service harbors, with inclusive loans to small and micro enterprises increased by RMB5.668 billion as compared with the end of the previous year; and it has set up rural payment service sites for inclusive finance to actively implement the rural revitalization strategy.

In terms of corporate service, the administrative financial sector continued to enhance comprehensive service performance and took the initiative to serve for provincial and municipal central work; and institution business formed a standardized approach and continued to empower front-line marketing. The online supply chain business of “Cloud Business” continued to gain momentum, serving more than 1,000 core enterprise suppliers throughout the year and providing loan balance amounting to RMB22.7 billion to more than 1,000 customers in the industrial chain. It had accumulated issuance of 41 debt financing instruments amounting to RMB24.45 billion, and new credit bond investment amounting to RMB6.435 billion.

In terms of risk compliance, the Bank has systematically assessed 10 major risks, uploaded 20 automated processes such as “cross-certification of risk control strategies based on big data”, optimized the corporate rating model, improved the rating default rules and continued to enhance its digital risk control capabilities.

In terms of financial technology, the Bank has planned the digital transformation framework, implementation plan and evolution route, introduced digital pioneers from first-tier cities, pushed forward the construction of the “511” data center, built a technology-enabled, data-driven and business-linked data service capability hub and explored an integrated operation mechanism and a full life cycle management system.

(II) Operating in an Efficient and Scientific Way to Enhance Quality Corporate Governance

- 1. Putting in place well-established policies and systems.** The Board regularly reviewed internal management policies and procedures, and timely refined them based on the changes in laws, regulations and regulatory requirements. Meanwhile, the Board timely revived and improved relevant provisions under the Bank’s Articles of Association and Management Measures for Related Party Transactions according to the Company’s actual conditions to provide systematic guarantees for standardized corporate governance; the Board strictly complied with the requirement of the Party’s centralized and unified leadership in financial work, and resolutely implemented the Party Committee’s prior review of “three major issues” submitted to the Board, and established a sound prior review procedure to promote the integration of the Party’s leadership and corporate governance in a more regular and scientific manner.

- 2. Safeguarding effective functioning of the Board.** Throughout the year, the Board convened 4 general meetings, including 1 extraordinary general meeting, 1 annual general meeting and 2 class meetings, to consider and debrief 15 proposals on the work reports of the Board and Supervisors, the estimated quota on related party transactions, the profit distribution proposal and the evaluation of the performance of Directors, Supervisors and senior management, etc. The Board convened 10 meetings to consider 64 proposals on the addition of Directors, risk management, authorization management and internal control, etc., to ensure that those should be reviewed would be reviewed, and debriefed 18 various circulars and reports to ensure that the Board's decision-making process was scientific and democratic, and that the decision-making procedures were lawful and in compliance with the regulations, so as to ensure that the decision-making mechanism of the Company's governance operated effectively.
- 3. Diversifying and optimizing the Board structure.** Taking into account the fact that certain Directors of the Bank have been adjusted in their work or have resigned upon reaching retirement age, the Bank has implemented the requirements under the leadership system of "dual-way joining and alternate appointment" by electing Comrade ZHAO Fei as the chairman of the Bank to ensure a smooth and stable transition between the old and the new chairmen; based on nominations and Shareholders' recommendations, the executive Directors and non-executive Directors have been added in a timely manner, resulting in a composition with a diversified knowledge structure and a rich industry background. At the same time, the composition of the special committees was adjusted in a timely manner according to the professional fields and work experience of the Directors, which effectively utilized the professional decision-making role of the special committees and maintained the continuity and stability of corporate governance.
- 4. Ensuring more effective performance of duty. Firstly, Directors have diligently performed their duties.** During the year, all Directors strictly complied with the code of conduct for Directors and attended the general meetings, board meetings and meetings of various special committees in a regular manner by way of on-site attendance, video participation and telephone discussion; actively participated in the duty training provided by regulators to keep abreast of the latest regulatory policies and industry developments and deepen the degree their participation in duty performance; and the Directors, leveraging on their own professional expertise, earnestly studied on the industry trend, risk prevention and control, and the services to the real economy, etc., made prudent decisions and actively offered advice and suggestions on the Bank's operation and development, thereby strongly safeguarding the Board in its scientific decision-making. **Secondly, independent Directors are objective and professional.** With a responsible attitude towards the Bank and investors, the independent non-executive Directors carefully reviewed various proposals, fully communicated with the external auditors on key issues of concern, and expressed their views on important issues such as profit distribution, related transactions, appointment of senior management, remuneration of Directors

and Supervisors by using their own professional strength. During the year, the independent non-executive Directors issued 6 pre-approval statements and 19 independent opinions on relevant matters. **Thirdly, special committees performed their duties effectively.** During the Reporting Period, special committees of the Board held 29 committee meetings and deliberated on 65 proposals to provide professional support to the Board's decision-making, focusing on key tasks such as strategy implementation, internal control and compliance, and performance-based remuneration.

- 5. Further optimizing equity management.** The Board attached great importance to the information verification on major Shareholders, updated and compiled an equity structural map of major Shareholders, and put major Shareholders' equity relations under penetrated management on a layer-by-layer basis; it insisted on conducting assessments of major Shareholders' performance of their duties and obligations to strengthen their awareness in this regard and prevent any transfer of Shareholders' interests; and it continued to enhance the Shareholders' self-consciousness in performing duties and obligations, and supervised the Shareholders' exercise of their powers and fulfillment of their obligations in accordance with the rules and regulations. The Board actively fulfilled its ultimate responsibility for equity management by regularly checking the register of Shareholders and share capital structure, regularly monitoring the freezing of equity pledges and changes in shareholdings, focusing on the monitoring of the movement of equity pledged by Shareholder who acts as Director or Supervisor holding more than 2% of the Shares in the Company, and restricting the voting rights of Shareholder who has pledged more than 50% of the Shares held by him/her; and it established a system to manage equity information, compiled timely statistics and managed Shareholders' equity-related information, and submitted reports on Shareholders' equity to the regulators on a regular basis.
- 6. Improving the quality and efficiency of related party transactions.** The Board strictly implemented the responsibilities for managing related party transactions, timely reviewed the Special Report on Related Party Transactions, the Estimated Quota on Recurring Related Party Transactions and proposals on material related party transactions and provided guidance for the Bank to implement relevant requirements of regulators on the management of related party transactions. The Bank continuously improved the level of management of related party transactions by regularly updating the list of related parties, dynamically managing the list and identifying the parties through penetration; strictly complying with the process of approval, filing and disclosure of related party transactions, developing a related party transaction management module, strengthening data monitoring and data aggregation of information on related parties, improving the Group's organization structure for related party transactions, and refining the requirements for the management of related party transactions of its controlled subsidiaries.

(III) **Ensuring Strict Compliance and Improving the Risk Internal Control Compliance System**

- 1. Enhancing comprehensive risk management capabilities.** The Board has always attached great importance to risk prevention and control and fulfilled its ultimate responsibility of comprehensive risk management. It maintained a “prudent” risk appetite, promoted an effective balance between revenue and risk, and provided scientific guidance to the management in promoting the construction of a comprehensive risk management system. It reviewed and finalized the annual risk appetite statement, risk assessment report, annual money laundering and terrorist financing risk self-assessment report, etc., to comprehensively strengthen policy guidance on risk management and risk control in key areas; it regularly reviewed the comprehensive risk management report to fully understand the Bank’s risk management status and risk tolerance; and studied and researched together on the regulatory notifications and risk alerts issued by regulators as well as corresponding rectification reports by the Bank to continuously enhance the effectiveness and efficiency of risk management. It worked to explore and promote the transformation of comprehensive risk management, accelerate the empowerment of risk control technology tools, strengthen the measurement and analysis of risk models, and continue to promote the construction of digital risk control.
- 2. Improving the internal control and compliance system and mechanism.** The Board continuously monitored the effectiveness of the internal control and compliance system, and reviewed the compliance management report, the internal control audit report, report on case prevention and certain internal control systems of importance. It supervised the management to undertake the responsibility for internal control and compliance management, formulated annual compliance risk management plans, case prevention work plans, and coordinated annual management work over compliance internal control and case prevention; it made scientific and reasonable adjustments to the authorization scheme to ensure the reasonable and compliant use of authorization and improve the Bank’s authorization management mechanism; it sorted out systems and processes to optimize the structure and procedure of internal control governance, carried out risk identification assessment to evaluate the effectiveness of key control measures, and strengthened the effectiveness of internal control operations by establishing a real-time compliance risk reminder and tracking and disposal mechanism, continuing to carry out case risk screening. It gave full play to the strengths of the three defense lines to enhance the quality and effectiveness of supervision and inspection work; and strengthened the culture construction of internal control and compliance by launching the “Year of Self-Discipline and Compliance Promotion” campaign, and organizing a series of trainings on internal control and compliance, case prevention and control, so as to cultivate a sound management culture and build a strong sense of strict internal control and compliance.

3. **Strengthening the quality and effectiveness of internal audit supervision.** The Bank has established an independent and vertical internal audit management system, with the Board seriously reviewing the Work Report of the Audit Committee, the annual internal audit report and the annual internal control self-assessment report to enhance the quality and effectiveness of the internal audit work. The Audit Committee of the Board regularly debriefed the reports on the work of the internal audit to timely acknowledge the problems identified by the Bank during operation and management, and paid special attention to the effectiveness of the rectification and improvement of the problems identified during audit. It coordinated and applied on-site and off-site audits methods to audit 93 items, expanding the scope and intensity of audit supervision. It has established a tracking mechanism for rectification of audit findings and strengthened the utilization of internal audit results; it supplemented the audit team, enriched the knowledge structure of the staff, and dynamically managed the audit model to enhance the quality and efficiency of internal audit work.

(IV) Fulfilling Social Responsibility and Creating Value for the Capital Market

1. **Actively fulfilling information disclosure obligations.** The Board fulfilled its information disclosure obligations in a timely, fair and lawful manner, ensured the truthfulness, accuracy and completeness of the disclosures to safeguard the legitimate rights and interests of investors. The Board earnestly prepared various types of regular reports and interim announcements to disclose the operational development to the capital market and investors in a timely, objective and truthful manner; a total of 198 announcements were made throughout the year, of which 107 were A-Share announcements and 91 were H-Share announcements. At the same time, the Bank strictly complied with the requirements on the management of persons with knowledge of inside information, and made a proper registration of persons with knowledge of inside information and strictly controlled the scope of knowledge when it came to important matters such as the release of relevant results.
2. **Valuing the maintenance of investor relations.** The Board interacted with investors via multiple channels to build bridges of communication with investors and effectively maintain investor relations. The Board held the online 2022 results presentation, promptly replied to 30 questions from investors on the interaction platform (irm.cninfo.com.cn) of the Shenzhen Stock Exchange, and set up a hotline to respond to investors' concerns in a timely manner, 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. **Actively 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", taking the initiative in performing social responsibility. In 2023, the Bank adhered to the essence of finance in serving the real economy, and gave full support to the

implementation of major projects in key areas and industries at the provincial and municipal levels to secure the stable development of the local economy; it conscientiously fulfilled the mission of being a policy financial operation body serving technological innovation, providing comprehensive financial services to sci-tech enterprises. It also devoted itself to the construction of inclusive financial service harbors and expanded the service radius for small and medium-sized financial enterprises; it included the fulfillment of social responsibility in the evaluation of senior management's performance, cared for the career development of employees, and responded to employees' demands in a timely manner; it actively participated in social welfare by donating RMB800,000 to the Zhengzhou Charity Federation, and set up caring stations at grassroots outlets to provide outdoor workers with convenient services such as shelter from the cold and recharging, etc., actively shouldering the responsibility of a local incorporated bank and fulfilling its social responsibility.

II. KEY WORK ARRANGEMENTS FOR 2024

In 2024, the Bank will thoroughly study and implement the spirit of the 20th National Congress of the Communist Party of China and resolutely follow the spirit of the central and provincial and municipal financial and economic work conferences. It will continue to seek progress while maintaining stability, promote stability with progress and build the new before discarding the old. It will push forward its work in terms of state-owned enterprises reform and, under the guidance of regulatory authorities, further consolidate the positioning in “Three Services” and focus on local operations with distinctive characteristics to contribute to the construction of a strong financial country with high-quality development. We will lead the Bank onto a higher quality, more competitive and sustainable development path with new concepts of corporate governance, and to contribute more “Zhengyin” power to the practice of modernization with Chinese characteristics in Henan and the modernized building of Zhengzhou into a national central city.

(I) Closely Follow the Implementation of Strategic Plans to Realize Strong Performance of Strategy

Under the guidance of the quality development strategy, the Board will continue to make mid-term adjustments to the strategic plan and provide support to the “five major areas”, namely technological finance, green finance, inclusive finance, pension finance and digital finance, so as to give full play to the endogenous driver of strategic leadership. It will improve the management mechanism for strategic implementation in conjunction with the Bank's work objectives, conduct a comprehensive assessment of the implementation of the strategy, refine the path of strategic implementation, specify the measures for strategic implementation, and formulate a supporting system plan to ensure that the strategic development plan is in line with market changes and the Bank's own development, with the aim to comprehensively enhance the ability of the Board to provide strategic leadership.

(II) Focus on Efficient Operation of Corporate Governance and Explore New Ways for Governance

The Board will continue to maintain the quality operation of the “Three Committees and One Management” model in an efficient and orderly manner to ensure good coordination. It will arrange the top-level design of corporate governance, continuously optimize the organization structure, improve the construction of the institutional system, coordinate the preparation and convening of general meetings and Board meetings, proactively get ready for the transition of the Board and resolutely implement the various resolutions at general meetings; and it will carry out timely research, training and study of topics by Directors in order to ensure diligent performance of duties, improve the independent decision-making ability of independent Directors, and give full play to the professional supporting role of special committees of the Board, thus consolidating the decision-making leadership of the Board. At the same time, the Bank will strictly comply with relevant laws and regulations and the provisions of the Bank’s Articles of Association, continue to optimize the management of shareholders’ equity, regulate the pledge of equity, strengthen the management of related party transactions and safeguard against equity risks.

(III) Keep Abreast of Channels to Replenish Capital and Mobilize New Capital Drivers

The Board will continue to broaden the channels for capital replenishment, optimize the top-level design of capital management, improve the capital replenishment mechanism, formulate capital planning in accordance with the new regulatory requirements, explore feasible approaches for market capitalization management of listed banks, continue to improve the level of capital management, and proactively make its voice heard in the capital market, so as to create favorable conditions for the refinancing of the capital market. It will make full use of various capital replenishment tools, coordinate endogenous and exogenous capital replenishment channels, enhance its risk offsetting ability, make capital management more sophisticated, and form a regularized capital replenishment mechanism to provide solid capital support for the Bank’s business development and strategic implementation.

(IV) Keep an Eye on Risk Prevention and Control and Ensure Compliance

The Board will practically implement its risk prevention and control responsibilities, formulate risk appetite and risk limits in conjunction with strategic plans, capital plans and operation plans, and formulate a clear statement of risk appetite to strengthen the rigid constraints of risk limits. It will regularly debrief reports on risk management work and encourage the management to actively make risk management more intelligent, optimize risk management processes and tools, and effectively improve the level of risk control. It will continue to improve the credit risk management and control mechanism, as well as the daily monitoring and identification of risks. The Bank will also strengthen the responsibilities of all parties in the three defense lines, continue to improve the internal control and compliance management system, expand the coverage of internal audit supervision, make good use of the results of internal audit, and establish a long-term mechanism for rectification of problems, so as to effectively prevent and defuse risks.

(V) Keep up with Laws on Information Disclosure to Ensure Compliance and Maintain Investor Relations

The Board will make sufficient information disclosure, further improve governance quality on information disclosure and ensure that disclosed information is true, accurate and complete, so as to build up an open and transparent image of being a listed bank. The Board will regulate the preparation and disclosure of various announcements to ensure that the disclosure of information is in line with the law. The Board will proactively reply to questions from investors and respond to investors' concerns through result presentations, the interaction platform (irm.cninfo.com.cn) of the Shenzhen Stock Exchange, investor hotline and other means, and proactively conduct investor relations management work. The Bank will actively demonstrate its operational and development features, and conveys its operational and development results to the market in a comprehensive, objective and truthful manner, so as to maintain a good market image.

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.

2023 was the first year for fully implementing the spirit of the 20th National Congress of the Communist Party of China, a year for the Party to kick off the construction of a strong financial country and a critical year for Bank of Zhengzhou Co., Ltd. (“the Bank”) to pursue quality development. In accordance with laws, regulations, regulatory requirements and the Bank’s Articles of Association, the Board of Supervisors of the Bank conscientiously implemented national economic and financial policies and regulatory requirements, and performed their statutory supervisory responsibilities in an objective, fair, scientific and effective manner based on the Bank’s strategic priorities and actual business developments, 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 2023

(I) Continuously Enhancing Political Position and Leading High-Quality Development through Party Building

The Board of Supervisors has always put political development in the first place. **First**, we adhered to the guidance by Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, learnt the spirit of the Communist Party of China (CPC) Central Committee in a comprehensive and in-depth manner, thoroughly understood the decisive significance of the “Two Affirmations”, and resolutely upheld General Secretary Xi Jinping’s core position on the CPC Central Committee and in the Party as a whole, so as to maintain a high degree of ideological and political unity with the CPC Central Committee with Comrade Xi Jinping at its core. **Second**, we continued to promote the organic integration of Party leadership and corporate governance, giving full play to the role of the Party Committee in “setting the right direction, keeping in mind the big picture and facilitating the implementation”. On the basis of strict implementation of the Party Committee’s preliminary research, the Bank carried out the nomination and recommendation of external supervisory candidates for the seventh session of the Board of Supervisors, conducted the qualification review and organized the election in accordance with the statutory procedures, and successfully elected the external supervisory candidates to fill the seventh session of the Board of Supervisors.

(II) Convening Meetings in Accordance with the Law and Regulations 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 2023, we organized and held 6 meetings of the Board of Supervisors and 4 special committee meetings to collect and deliberate 21 proposals and debrief 35 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, customer complaints, and reputational risks, so as to fully perform its deliberative and supervisory functions.

(III) Solidly Carrying out Duty Performance Evaluation, Promoting the Regulation of Due Diligence

The Board of Supervisors expanded the dimensions of duty performance evaluation, optimized the contents of performance evaluation, diversified its supervisory approaches, and continuously improved the performance evaluation system based on daily performance supervision and with annual performance evaluation as the main line, in accordance with the supervisory requirements and concerns. **First**, in accordance with the new regulations and requirements of the performance evaluation method, the performance evaluation team was set up, the performance evaluation proposal was formulated, and the annual performance evaluation of Directors, Supervisors and senior management and their members was carried out in accordance with the five dimensions of Directors and Supervisors and the three dimensions of senior management personnel. **Second**, 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 and submitted them to the regulatory authorities and the general meeting in a timely manner as required.

(IV) Closely Focusing on Work Responsibilities and Strengthening Supervision in Key Areas

The Board of Supervisors adheres to the principle of “comprehensive coverage with a focus on priorities” and conducts in-depth discussions and expresses supervisory opinions on key supervisory matters, such as the Bank's the development strategy, financial management, risk management, internal control compliance, consumer rights protection and anti-money laundering. **First**, we strengthened risk management supervision and urged risk prevention and resolution. The Board of Supervisors reviewed the reports on comprehensive risk management, consolidated management and capital adequacy ratio, paid close attention to the changes in market risks, operational risks and liquidity risks and other key risks faced by the Bank as well as the prevention and control of such risks, attached great importance to the performance of duties of the Board of Directors and senior management in the management of reputation risks, and attended the deliberations of the Board of Directors in overseeing the optimization of the implementation system of the expected credit loss method, so as to understand the fulfillment of duties and responsibilities of the Board of Directors and senior management in the management of the expected credit loss method and to supervise the effective implementation of the expected credit loss method. **Second**, we strengthened internal control and supervision. We reviewed internal control evaluation reports and internal audit reports, debriefed 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, consumer rights protection, with a view to facilitating the Bank's sound development. **Third**, we attached importance to the opinions of regulatory authorities, debriefed special reports on the implementation of regulatory notifications, paid attention to risk mitigation and disposal as well as the audit and investigation opinions of innovative business and guaranteed delivery business, and supervised the optimization of business compliance.

(V) Exploring Methods of Supervision to Broaden the Channels for Duty Performance

First, according to the policies, regulations and regulatory requirements and taking into account the Bank's operations in key areas, we made deep reflections and analysis on, among other things, related party transactions, risk resolution, shareholder equity, capital management on a quarterly basis, prepared and published four issues of Supervisory Alerts of the Board of Supervisors, with a view to giving advice and suggestions for business development and enabling early identification, warning, and early disposal of risk hazards. **Second**, in an effort to innovate supervision models, expand publicity channels, and convey new concepts of supervision in new forms, we prepared and published four issues of 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. **Third**, in order to standardize and improve the supervision mechanism and work process of the Board of Supervisors, we compiled and printed the Work Manual of the Board of Supervisors, which covers more than 20 items such as laws and regulations, supervisory requirements and the work system of the Board of Supervisors of the Bank, so as to consolidate the goals of the system construction of the Board of Supervisors, with a focus on policy, practicability and innovation.

(VI) Continuously Strengthening Self-development to Consolidate the Foundation for Duty Performance

The Board of Supervisors focuses on building a team of Supervisors with a reasonable structure and strong professionalism, and puts the improvement of its professional ability to perform its duties in a prominent position. **First**, we launched high-quality surveys and researches with an emphasis on problem orientation. We conducted in-depth surveys and researches in branches, subsidiaries, and regulatory departments through such forms as research visits, exchange meetings, and information research. By focusing on key points and making targeted efforts, we sought truth from facts to find out the reasons and endeavored to create a sound situation of "serving in supervision and supervising in service". **Second**, we continued to improve the ability of Supervisors to perform their duties. We actively organized Supervisors to attend three training sessions conducted by the Association of Public Companies and other organizations to keep them abreast of regulatory developments and the latest policies, so as to ensure that they can fully perform their supervisory functions. **Third**, we organized employee Supervisors to carry out annual performance reporting. During the year, in accordance with the regulatory requirements, we conscientiously organized employee Supervisors to make their 2022 performance report to the trade union committee of the Bank and accept the democratic appraisal at the trade union conference.

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 2022 as required, and reported the performance evaluation results to the general meeting and regulatory authorities. The Board of Supervisors 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 2023 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 managerial 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 2023 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 2023 annual report are in compliance with laws, administrative regulations and the requirements of the China Securities Regulatory Commission, and the report 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 system is 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 2023 (《2023年度内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 Proposal

The Board of Supervisors reviewed the Bank's 2023 Profit Distribution Proposal, 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) Information Disclosure

During the Reporting Period, the Board of Supervisors supervised 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.

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 National Financial Regulatory Administration (“NFRA”), 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 2023 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 system evidence, related party list management, related party transaction approval and disclosure, and technology empowerment, and continued to improve the level of corporate governance. According to the regulations of the NFRA, as of the end of 2023, the total correlation degree of the Bank was 16.41%, not higher than the regulatory 50%; the ratio of the largest group customer’s net credit to the Bank’s net capital was 9.32%, not higher than the regulatory 15%; the ratio of the largest single customer’s net credit to the Bank’s net capital was 3.97%, not higher than the regulatory 10%. All the regulatory indicators were in line with the regulatory provisions.

(I) Establishment of management systems

In 2023, in order to further enhance the management level of related party transactions of the Bank, regulate related party transaction behaviors, prevent related party transaction risks, and facilitate the stable and compliant operation of the Bank’s business, in accordance with new regulatory requirements and feedback from regulatory authorities for special inspection on corporate governance for the previous year, the Bank made amendments to the Administrative Measures for Related Party Transactions of Bank of Zhengzhou Co., Ltd. and the Working Rules of the Related Party Transaction Control Committee of the Board of Bank of Zhengzhou Co., Ltd., specifying the administrative mechanism of related party transactions of subsidiaries, defining relevant concepts in relation to related parties in detail, and laying the foundation for management practices of related party transactions. 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.

(II) Management of the list of related parties

According to 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》) and Interim Measures Governing the Management of Commercial Banks' Equity (《商業銀行股權管理暫行辦法》) as well as other regulatory provisions, and based on the identification standard of the related parties, the Bank adheres to the principle of “thoroughly identification”, adopts both internal and external modes to identify and confirm the related parties, and continually improves the information database of related parties. Internally, the Bank has embedded a related party collection module in the OA system, which collects information on related parties through centralized consultation, active reporting by related parties, customer access review and other means annually, and has established a dynamic list management mechanism to update and improve the list of related parties in a timely manner. Externally, the Bank relies on the National Enterprise Credit Information Publicity System, annual reports of related parties, Qixin.com, Qcc.com and other enterprise information query platforms to analyze the equity structure and other information of related legal persons such as Directors, Supervisors, senior management and substantial shareholders, so as to fully identify information on related parties, and ensures the completeness of the list of related parties. At the same time, the Bank timely inputs its list of related parties into the CRM+ system, effectively connects with the related party transaction management and control system module, advances the identification and control processes of related party transactions to prevent the risks of late and omitted reporting of related party transactions. As of the end of the Reporting Period, the Bank identified 678 related legal persons and 3,345 related natural persons in accordance with the regulatory standards of the NFRA, Shenzhen Stock Exchange, Hong Kong Stock Exchange and the PRC Accounting Standards for Business Enterprises.

(III) Approval and disclosure of related party transactions

During the Reporting Period, the Bank strictly complied with the requirements of approval and disclosure of related party transactions. On the one hand, the Bank prepared the Resolution on the Estimated Quota on Recurring Related Party Transactions for 2023. 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 resolution, the 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.

(IV) 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 normal commercial terms and market-based pricing 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.

(V) 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 iterates and upgrades its related party information collection module, 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 the NFRA 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. 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 7 meetings, at which 11 resolutions or matters including the 2022 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2022年度工作報告》), 2022 Specific Report on Related

Party Transactions of Bank of Zhengzhou Co., Ltd. (《鄭州銀行股份有限公司2022年度關聯交易專項報告》), 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 in compliance with laws and regulations.

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 2023 considered and approved at the Bank's general meeting, and in compliance with the regulatory requirements of the NFRA, CSRC and other authorities. 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 2023	Total credit amount as of the end of 2023	Related legal person	Credit amount as of the end of 2023	Business type
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	124,672	Henan Zhongyuan Financial Holding Co., Ltd. (河南中原金控有限公司)	124,672 ¹	Loan business and investment business

¹ As of the end of December 2023, the credit line of the Bank's client Henan Zhongyuan Financial Holding Co., Ltd. (河南中原金控有限公司) with the Bank was RMB1,246.72 million, of which RMB975.44 million was granted before the client was identified as a related party.

APPENDIX III
**SPECIAL REPORT ON RELATED
PARTY TRANSACTIONS FOR 2023**

No.	Related customers	Estimated credit line for recurring related party transactions in 2023	Total credit amount as of the end of 2023	Related legal person	Credit amount as of the end of 2023	Business type
2	Zhengzhou Construction Investment Group Co., Ltd. (鄭州市建設投資集團有限公司) and its associated corporations	430,000	227,966	Zhengzhou Construction Investment Group Co., Ltd. (鄭州市建設投資集團有限公司) Zhengzhou Songyue Highway Development Co., Ltd. (鄭州嵩岳公路開發有限公司) Zhengzhou Highway Engineering Company (鄭州市公路工程公司) Zhengzhou Road and Bridge Construction Investment Group Co., Ltd. (鄭州路橋建設投資集團有限公司)	76,900 57,220 14,408 79,438	Loan business Loan business and investment business Loan business Loan business and bill business
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	21,935	Zhengzhou Transportation Construction Investment Co., Ltd. (鄭州交通建設投資有限公司) Zhengzhou Trading Dikun Industrial Co., Ltd. (鄭州交投地坤實業有限公司)	10,000 11,935	Loan business Investment business
4	Zhengzhou Municipal Group Co., Ltd. (鄭州市政集團有限公司) and its associated corporations ²	55,000	15,391	Zhengzhou Municipal Group Co., Ltd. (鄭州市政集團有限公司) Henan Kanghui Cement Products Co., Ltd. (河南康暉水泥製品有限公司)	4,591 10,800	Bill business Loan business
5	Zhengzhou Metro Group Co., Ltd. (鄭州地鐵集團有限公司) and its associated corporations	150,000	49,800	Zhengzhou Metro Group Co., Ltd. (鄭州地鐵集團有限公司)	49,800	Loan business

² On 25 June 2023, Zhengzhou Municipal Construction Engineering General Corporation (鄭州市市政工程總公司) changed its name to Zhengzhou Municipal Group Co., Ltd. (鄭州市政集團有限公司).

APPENDIX III
**SPECIAL REPORT ON RELATED
PARTY TRANSACTIONS FOR 2023**

No.	Related customers	Estimated credit line for recurring related party transactions in 2023	Total credit amount as of the end of 2023	Related legal person	Credit amount as of the end of 2023	Business type
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	200,000	101,600	Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd. (鄭州市中融創產業投資有限公司) Henan Digital Town Development and Construction Co., Ltd. (河南數字小鎮開發建設有限公司)	80,000 21,600	Investment business Loan business
7	Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司) and its associated corporations	200,000	110,550	Zhengzhou Jinyang Electric Co., Ltd. (鄭州金陽電氣有限公司) Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司) Henan Guochuang Cultural Development Co., Ltd. (河南國創文化發展有限公司)	3,000 97,550 10,000	Loan business Investment business Loan business
8	Henan Investment Group Co., Ltd. (河南投資集團有限公司) and its associated corporations	300,000	60,218	Dahe International Trading Co., Ltd. (大河國際貿易有限公司) Henan Tou Wisdom Energy Co., Ltd. (河南省投智慧能源有限公司) Henan Yicheng Holdings Co., Ltd. (河南頤城控股有限公司) Henan Health Care Group Co., Ltd. (河南康養集團有限公司) Henan Ancai Photovoltaic Advanced Material Co., Ltd. (河南安彩光伏新材料有限公司)	9,983 260 48,500 1,000 475	Loan business Loan business Loan business Loan business Loan business

No.	Related customers	Estimated credit line for recurring related party transactions in 2023	Total credit amount as of the end of 2023	Related legal person	Credit amount as of the end of 2023	Business type
9	Henan Guoyuan Trade Co., Ltd. (河南國原貿易有限公司) and its associated corporations	330,000	288,900	Likard (Zhengzhou) Hotel Management Co., Ltd. (麗卡德(鄭州)酒店管理有限公司)	18,930	Loan business
				Henan Yingshuo Construction Engineering Co., Ltd. (河南盈碩建築工程有限公司)	52,380	Loan business
				Henan Kairui Real Estate Co., Ltd. (河南凱睿置業有限公司)	26,980	Loan business
				Zhengzhou Yingshou Trading Co., Ltd. (鄭州盈首商貿有限公司)	14,750	Loan business
				Xinxiang City Zhongkai Real Estate Co., Ltd. (新鄉市中開置業有限公司)	4,822	Loan business
				Henan Jianyuan Decoration Engineering Co., Ltd. (河南建苑裝飾工程有限公司)	14,520	Loan business
				Zhengzhou Huida Industrial Development Co., Ltd. (鄭州暉達實業發展有限公司)	49,737	Loan business
				Henan Xincheng Real Estate Co., Ltd. (河南新城置業有限公司)	12,420	Loan business
				Henan Huida Construction Investment Co., Ltd. (河南暉達建設投資有限公司)	94,361	Loan business
10	Henan Asset Management Company Limited (河南資產管理有限公司) and its associated corporations	300,000	50,000	Henan Asset Management Company Limited (河南資產管理有限公司)	50,000	Loan business

No.	Related customers	Estimated credit line for recurring related party transactions in 2023	Total credit amount as of the end of 2023	Related legal person	Credit amount as of the end of 2023	Business type
11	Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司) and its associated corporations ³	300,000	299,700	Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司)	299,700	Loan business
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 ⁴	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 (《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 the NFRA 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 2023	Total credit amount as of the end of 2023	Related legal person	Credit amount as of the end of 2023	Business type
1	Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations	50,000	50,000	Zhongyuan Trust Co., Ltd. (中原信託有限公司)	50,000	Interbank general credit, revolving throughout the validity period of the credit

³ As of the end of December 2023, the Bank's client Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司) and its associated corporations were no longer related parties of the Bank.

⁴ As of the end of December 2023, the Bank's client SPIC Henan Electric Power Co., Ltd. (國家電投集團河南電力有限公司) and its associated corporations were no longer related parties of the Bank.

No.	Related customers	Estimated credit line for recurring related party transactions in 2023	Total credit amount as of the end of 2023	Related legal person	Credit amount as of the end of 2023	Business type
2	Bridge Trust Co., Ltd. (百瑞信託有限責任公司) and its associated corporations ⁵	200,000	100,000	Bridge Trust Co., Ltd. (百瑞信託有限責任公司)	100,000	Interbank general credit, revolving throughout the validity period of the credit
3	Central China Securities Co., Ltd. (中原證券股份有限公司) and its associated corporations	30,000	30,000	Central China Securities Co., Ltd. (中原證券股份有限公司)	30,000	Interbank general credit, revolving throughout the validity period of the credit
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, revolving throughout the validity period of the credit
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, revolving throughout the validity period of the credit
6	Great Wall Fund Management Co., Ltd. (長城基金管理有限公司)	30,000	30,000	Great Wall Fund Management Co., Ltd. (長城基金管理有限公司)	30,000	Interbank general credit, revolving throughout the validity period of the credit
7	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, revolving throughout the validity period of the credit

⁵ As of the end of December 2023, the Bank's client Bridge Trust Co., Ltd. (百瑞信託有限責任公司) were no longer related parties of the Bank.

No.	Related customers	Estimated credit line for recurring related party transactions in 2023	Total credit amount as of the end of 2023	Related legal person	Credit amount as of the end of 2023	Business type
8	Fugou Zhengyin County Bank Co., Ltd. (扶溝鄭銀村鎮銀行股份有限公司)	50,000	30,000	Fugou Zhengyin County Bank Co., Ltd. (扶溝鄭銀村鎮銀行股份有限公司)	30,000	Interbank general credit, revolving throughout the validity period of the credit
9	Xinmi Zhengyin County Bank Co., Ltd. (新密鄭銀村鎮銀行股份有限公司)	60,000	40,000	Xinmi Zhengyin County Bank Co., Ltd. (新密鄭銀村鎮銀行股份有限公司)	40,000	Interbank general credit, revolving throughout the validity period of the credit
10	Xunxian Zhengyin County Bank Co., Ltd. (浚縣鄭銀村鎮銀行股份有限公司)	40,000	20,000	Xunxian Zhengyin County Bank Co., Ltd. (浚縣鄭銀村鎮銀行股份有限公司)	20,000	Interbank general credit, revolving throughout the validity period of the credit
11	Queshan Zhengyin County Bank Co., Ltd. (確山鄭銀村鎮銀行股份有限公司)	50,000	30,000	Queshan Zhengyin County Bank Co., Ltd. (確山鄭銀村鎮銀行股份有限公司)	30,000	Interbank general credit, revolving throughout the validity period of the credit
12	Zhongmu Zhengyin County Bank Co., Ltd. (中牟鄭銀村鎮銀行股份有限公司)	50,000	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, revolving throughout the validity period of the credit
13	Yanling Zhengyin County Bank Co., Ltd. (鄆陵鄭銀村鎮銀行股份有限公司)	60,000	40,000	Yanling Zhengyin County Bank Co., Ltd. (鄆陵鄭銀村鎮銀行股份有限公司)	40,000	Interbank general credit, revolving throughout the validity period of the credit
14	Xinzheng Zhengyin County Bank Co., Ltd. (新鄭鄭銀村鎮銀行股份有限公司)	120,000	100,000	Xinzheng Zhengyin County Bank Co., Ltd. (新鄭鄭銀村鎮銀行股份有限公司)	100,000	Interbank general credit, revolving throughout the validity period of the credit

3. *Related party transactions involving natural persons*

As of the end of the Reporting Period, the credit balance of natural person related parties in the Bank was RMB90,310,000, 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 2023.

4. *Non-credit related party transactions*

During the Reporting Period, 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), Central China Securities Co., Ltd. (中原證券股份有限公司) and Great Wall Fund Management Co., Ltd. (長城基金管理有限公司); each of the largest single transaction amount with them was RMB1,000,000,000, RMB1,000,000,000, RMB100,000,000 and RMB450,120,000, respectively; provided service transactions such as trust custody and supervision for Bridge Trust Co., Ltd. (百瑞信託有限責任公司), totaling RMB13,700; provided service transactions such as trust custody and supervision for Zhongyuan Trust Co., Ltd. (中原信託有限公司), totaling RMB74,780,000; carried out asset trading business with Henan Asset Management Company Limited (河南資產管理有限公司), totaling RMB97,840,000. 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), or Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司); carried out no asset trading business with Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司). None of the above transactions exceeded the estimated quota on recurring related party transactions for 2023.

(II) **Other related party transactions**

During the Reporting Period, according to the daily business operation needs of the Bank, the Bank and its related parties also have credit, service and other types of related party transaction businesses with a total transaction amount of RMB57,630,700.

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 improve the level of 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.

Note: Unless otherwise stated, the data contained herein are denominated in RMB.

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 National Financial Regulatory Administration (“**NFRA**”) and the Bank, has made a reasonable estimated quota on the recurring related party transactions for 2024, 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 none-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 2024 was considered and approved at the 12th meeting of the 7th session of the Board of Directors held on 28 March 2024. Related party directors, Ms. WANG Dan (王丹), Mr. LIU Bingheng (劉炳恒), 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 2024 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. The validity of the estimated quota on related party transactions shall expire on the date on which a new estimated quota on related party transactions is considered and approved at the next annual general meeting of the Bank. In 2024, 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:

1. *Credit granting related party transactions*(1) *Related party transactions with corporate legal persons***Table 1: Estimated quota and type of recurring related party transactions with general associated corporations for 2024**

Unit: RMB0'000

No.	Related legal person	Credit amount as at 31 December 2023	Estimated credit line for 2024
1	Zhengzhou Development & Investment Group Co., Ltd. (鄭州發展投資集團有限公司) and its associated corporations	124,672	260,000
2	Zhengzhou Construction Investment Group Co., Ltd. (鄭州市建設投資集團有限公司) and its associated corporations	227,966	410,000
3	Zhengzhou Transportation Construction Investment Co., Ltd. (鄭州交通建設投資有限公司) and its associated corporations	21,935	120,000
4	Zhengzhou Municipal Group Co., Ltd. (鄭州市政集團有限公司) and its associated corporations ⁶	15,391	40,000
5	Zhengzhou Metro Group Co., Ltd. (鄭州地鐵集團有限公司) and its associated corporations	49,800	350,000
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	212,150 ⁷	700,000

⁶ On 25 June 2023, Zhengzhou Municipal Construction Engineering General Corporation (鄭州市市政工程總公司) changed its name to Zhengzhou Municipal Group Co., Ltd. (鄭州市政集團有限公司); such definition applies below as well.

⁷ The credits for Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd. (鄭州市中融創產業投資有限公司) and Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司) are granted by the Bank for a same group. Therefore, the credit amount and the annual estimated quota on recurring related party transactions are consolidated.

No.	Related legal person	Credit amount as at 31 December 2023	Estimated credit line for 2024
7	Henan Investment Group Co., Ltd. (河南投資集團有限公司) and its associated corporations	60,218	380,000
8	Henan Guoyuan Trade Co., Ltd. (河南國原貿易有限公司) and its associated corporations	288,900	330,000
9	Henan Asset Management Company Limited (河南資產管理有限公司) and its associated corporations	50,000	300,000

Note 1: 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 NFRA as well as the Bank's credit-related rules; such definition applies below as well.

Note 2: 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.

Table 2: Estimated quota and type of recurring related party transactions of financial interbank for 2024

Unit: RMB0'000

No.	Related legal person	Credit amount as at 31 December 2023	Estimated credit line for 2024
1	Central China Securities Co., Ltd. (中原證券股份有限公司) and its associated corporations	30,000	50,000
2	Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations	50,000	100,000
3	Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司)	100,000	200,000
4	Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司)	300,000	300,000

No.	Related legal person	Credit amount as at 31 December 2023	Estimated credit line for 2024
5	Great Wall Fund Management Co., Ltd. (長城基金管理有限公司)	30,000	30,000
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
7	Zhongmu Zhengyin County Bank Co., Ltd. (中牟鄭銀村鎮銀行股份有限公司)	50,000	60,000
8	Yanling Zhengyin County Bank Co., Ltd. (鄆陵鄭銀村鎮銀行股份有限公司)	40,000	50,000

(2) *Related party transactions with natural persons*

The Bank implements total quota control over granting of credit lines to related natural persons in 2024 and the total credit grant quota to related natural persons is expected to be no more than RMB300 million.

2. *Non-credit granting related party transactions*

During 2024, 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 RMB2.0 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 RMB1.0 billion each for Zhongyuan Trust Co., Ltd., Great Wall Fund Management Co., Ltd., Central China Securities Co., Ltd.; approve financial market transactions with open market prices (including spot trading and pledge-style repurchase) of no more than RMB500 million for 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 RMB2.0 billion for Henan Asset Management Company Limited will be approved, while service type business, including trust and custody and regulatory business, in an aggregate amount of no more than RMB200 million for Zhongyuan Trust Co., Ltd. will be approved. Deposit business in an aggregate annual amount of no more than RMB30.0 billion for all related parties will be approved.

(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 legal person	Estimated credit line in 2023	Credit amount as at 31 December 2023	Business type
1	Zhengzhou Development & Investment Group Co., Ltd. (鄭州發展投資集團有限公司) and its related parties	100,000	124,672 ⁸	Loan business and investment business
2	Zhengzhou Construction Investment Group Co., Ltd. (鄭州市建設投資集團有限公司) and its associated corporations	430,000	227,966	Loan business, investment business and bill business
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	21,935	Loan business and investment business
4	Zhengzhou Municipal Group Co., Ltd. (鄭州市政集團有限公司) and its associated corporations	55,000	15,391	Loan business and bill business
5	Zhengzhou Metro Group Co., Ltd. (鄭州地鐵集團有限公司) and its associated corporations	150,000	49,800	Loan business

⁸ As at the end of December 2023, the credit line of the Bank's client Henan Zhongyuan Financial Holding Co., Ltd. (河南中原金控有限公司) with the Bank was RMB1,246.72 million, of which RMB975.44 million was granted before the client was identified as a related party.

APPENDIX IV
**ESTIMATED QUOTA ON RECURRING
RELATED PARTY TRANSACTIONS FOR 2024**

No.	Related legal person	Estimated credit line in 2023	Credit amount as at 31 December 2023	Business type
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	200,000	101,600	Loan business and investment business
7	Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司) and its associated corporations	200,000	110,550	Loan business and investment business
8	Henan Investment Group Co., Ltd. (河南投資集團有限公司) and its associated corporations	300,000	60,218	Loan business
9	Henan Guoyuan Trade Co., Ltd. (河南國原貿易有限公司) and its associated corporations	330,000	288,900	Loan business
10	Henan Asset Management Company Limited (河南資產管理有限公司) and its associated corporations	300,000	50,000	Loan business
11	Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司) and its associated corporations ⁹	300,000	299,700	Loan business

⁹ As at the end of December 2023, the Bank's client Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司) and its associated corporations were no longer related parties of the Bank.

APPENDIX IV
**ESTIMATED QUOTA ON RECURRING
RELATED PARTY TRANSACTIONS FOR 2024**

No.	Related legal person	Estimated credit line in 2023	Credit amount as at 31 December 2023	Business type
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 ¹⁰	140,000	0 /	
13	Central China Securities Co., Ltd. (中原證券股份有限公司) and its associated corporations	30,000	30,000	Interbank general credit, revolving throughout the validity period of the credit
14	Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations	50,000	50,000	Interbank general credit, revolving throughout the validity period of the credit
15	Bridge Trust Co., Ltd. (百瑞信託有限責任公司) and its associated corporations ¹¹	200,000	100,000	Interbank general credit, revolving throughout the validity period of the credit
16	Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司)	200,000	100,000	Interbank general credit, revolving throughout the validity period of the credit
17	Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司)	300,000	300,000	Interbank general credit, revolving throughout the validity period of the credit
18	Great Wall Fund Management Co., Ltd. (長城基金管理有限公司)	30,000	30,000	Interbank general credit, revolving throughout the validity period of the credit

¹⁰ As at the end of December 2023, the Bank's client SPIC Henan Electric Power Co., Ltd. (國家電投集團河南電力有限公司) and its associated corporations were no longer related parties of the Bank.

¹¹ As at the end of December 2023, the Bank's client Bridge Trust Co., Ltd. (百瑞信託有限責任公司) were no longer related parties of the Bank.

APPENDIX IV

ESTIMATED QUOTA ON RECURRING
RELATED PARTY TRANSACTIONS FOR 2024

No.	Related legal person	Estimated credit line in 2023	Credit amount as at 31 December 2023	Business type
19	Henan Jiuding Financial Leasing Co., Ltd. (河南九鼎金融租賃股份有限公司)	500,000	500,000	Interbank general credit, revolving throughout the validity period of the credit
20	Fugou Zhengyin County Bank Co., Ltd. (扶溝鄭銀村鎮銀行股份有限公司)	50,000	30,000	Interbank general credit, revolving throughout the validity period of the credit
21	Xinmi Zhengyin County Bank Co., Ltd. (新密鄭銀村鎮銀行股份有限公司)	60,000	40,000	Interbank general credit, revolving throughout the validity period of the credit
22	Xunxian Zhengyin County Bank Co., Ltd. (浚縣鄭銀村鎮銀行股份有限公司)	40,000	20,000	Interbank general credit, revolving throughout the validity period of the credit
23	Xinzheng Zhengyin County Bank Co., Ltd. (新鄭鄭銀村鎮銀行股份有限公司)	120,000	100,000	Interbank general credit, revolving throughout the validity period of the credit
24	Queshan Zhengyin County Bank Co., Ltd. (確山鄭銀村鎮銀行股份有限公司)	50,000	30,000	Interbank general credit, revolving throughout the validity period of the credit
25	Zhongmu Zhengyin County Bank Co., Ltd. (中牟鄭銀村鎮銀行股份有限公司)	50,000	50,000	Interbank general credit, revolving throughout the validity period of the credit
26	Yanling Zhengyin County Bank Co., Ltd. (鄆陵鄭銀村鎮銀行股份有限公司)	60,000	40,000	Interbank general credit, revolving throughout the validity period of the credit

APPENDIX IV
**ESTIMATED QUOTA ON RECURRING
RELATED PARTY TRANSACTIONS FOR 2024**

No.	Related legal person	Estimated credit line in 2023	Credit amount as at 31 December 2023	Business type
27	Related natural persons	30,000	9,031	Loan business and credit card overdraft service
	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 2023	Transaction amount as at 31 December 2023	Business type
1	Henan Asset Management Company Limited (河南 資產管理有限公司)	200,000	9,784	Asset trading business
2	Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公 司)	200,000	/ /	
3	Bridge Trust Co., Ltd. (百瑞信託有限責任公 司)	20,000	1	Trust custody, supervision and other service business
4	Zhongyuan Trust Co., Ltd. (中原信託有限公 司)	20,000	7,478	Trust custody, supervision and other service business

APPENDIX IV

**ESTIMATED QUOTA ON RECURRING
RELATED PARTY TRANSACTIONS FOR 2024**

No.	Related legal person	Estimated quota in 2023	Transaction amount as at 31 December	
			2023	Business type
5	Bank of Lanzhou Co., Ltd. (蘭州銀行股份有 限公司)	The largest single transaction not exceeding RMB1.5 billion	100,000	Financial market transactions with open market prices, including spot trading and pledge- style repurchase
6	Zhongyuan Bank Co., Ltd. (中原銀行股份有 限公司)	The largest single transaction not exceeding RMB1.5 billion	100,000	
7	Zhongyuan Trust Co., Ltd. (中原信託有限公 司)	The largest single transaction not exceeding RMB500 million	/	
8	Bridge Trust Co., Ltd. (百瑞信託有限責任公 司)	The largest single transaction not exceeding RMB500 million	/	
9	Great Wall Fund Management Co., Ltd. (長城基金管理有限公 司)	The largest single transaction not exceeding RMB500 million	45,012	
10	Central China Securities Co., Ltd. (中原證券股 份有限公司)	The largest single transaction not exceeding RMB500 million	10,000	
11	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	/	
	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 2022 and the end of September 2023, total assets amounted to RMB375,963,300,000 and RMB402,393,840,000, respectively; net assets amounted to RMB115,434,300,000 and RMB115,928,200,000, respectively; operating income amounted to RMB9,984,760,000 and RMB7,427,460,000, respectively; net profit amounted to RMB-161,760,000 and RMB-461,010,000, 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.

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 Ping'an 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 2022 and the end of September 2023, total assets amounted to RMB52,016,390,000 and RMB48,473,770,000, respectively; net assets amounted to RMB17,362,160,000 and RMB17,371,440,000, respectively; operating income amounted to RMB2,536,410,000 and RMB2,529,470,000, respectively; net profit amounted to RMB-312,270,000 and RMB11,740,000, 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.

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)

As at the end of 2022 and the end of September 2023, total assets amounted to RMB34,390,650,000 and RMB35,451,220,000, respectively; net assets amounted to RMB17,456,710,000 and RMB17,482,810,000, respectively; operating income amounted to RMB1,553,900,000 and RMB1,350,030,000, respectively; net profit amounted to RMB-26,570,000 and RMB340,000, 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.

4. *Zhengzhou Municipal Group Co., Ltd.* (鄭州市政集團有限公司)

Zhengzhou Municipal Group Co., Ltd. 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 projects such as 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. (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 2022 and the end of September 2023, total assets amounted to RMB5,459,160,000 and RMB4,789,240,000, respectively; net assets amounted to RMB712,430,000 and RMB868,580,000, respectively; operating income amounted to RMB2,084,410,000 and RMB667,500,000, respectively; net profit amounted to RMB21,930,000 and RMB6,440,000, respectively.

Related relationship: the company was an enterprise controlled by Zhengzhou Finance Bureau in the past twelve months, 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.

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 2022 and the end of September 2023, total assets amounted to RMB214,704,300,000 and RMB233,598,930,000, respectively; net assets amounted to RMB64,900,830,000 and RMB65,844,980,000, respectively; operating income amounted to RMB600,130,000 and RMB951,550,000, respectively; net profit amounted to RMB102,720,000 and RMB-6,840,000, 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.

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 Room 203, Corridor between Tower A and B, R&D Building No. 5, Henan Province (National) College Technology Park, No. 11 Changchun Road, Zhengzhou High and New Technology Industry Development Zone and its legal representative is YANG Yinghui (楊迎輝). 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.

As at the end of 2022 and the end of June 2023, total assets amounted to RMB45,284,170,000 and RMB47,667,700,000, respectively; net assets amounted to RMB25,522,890,000 and RMB27,559,180,000, respectively; operating income amounted to RMB1,509,170,000 and RMB559,810,000, respectively; net profit amounted to RMB-117,400,000 and RMB-119,670,000, respectively.

Related relationship: the company is the parent company of Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司), 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.

7. *Henan Investment Group Co., Ltd.* (河南投資集團有限公司)

Henan Investment Group Co., Ltd.'s registered address at Investment Building, No. 41 Nongye Road East, Zhengzhou, and its legal representative is YAN Wanpeng (閆萬鵬). 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).

As at the end of 2022 and the end of September 2023, total assets amounted to RMB292,146,320,000 and RMB309,953,560,000, respectively; net assets amounted to RMB107,688,250,000 and RMB112,335,580,000, respectively; operating income amounted to RMB43,460,050,000 and RMB37,077,040,000, respectively; net profit amounted to RMB2,862,610,000 and RMB2,241,940,000, respectively.

Related relationship: the company is a controlling shareholder of Zhongyuan Trust Co., Ltd., which was a major Shareholder of the Bank in the past twelve months, 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.

8. *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 2022 and the end of September 2023, total assets amounted to RMB3,145,390,000 and RMB3,107,120,000, respectively; net assets amounted to RMB2,417,610,000 and RMB2,436,050,000, respectively; operating income amounted to RMB730,420,000 and RMB501,110,000, respectively; net profit amounted to RMB34,200,000 and RMB18,440,000, 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.

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

Henan Asset Management Co., Ltd.'s registered address is No. 21 Central Road, Financial Island, Henan Free Trade Zhengzhou Pilot (Zhengdong) and its legal representative is CHENG Dongmei (成冬梅). It has a registered capital of RMB6 billion and its business scope includes: acquisition, management and disposal of non-performing assets; investment and asset management; private fund 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 2022 and the end of September 2023, total assets amounted to RMB35,673,160,000 and RMB35,548,930,000, respectively; net assets amounted to RMB14,361,450,000 and RMB14,744,390,000, respectively; operating income amounted to RMB2,647,920,000 and RMB2,231,770,000, respectively; net profit amounted to RMB851,730,000 and RMB818,540,000, respectively.

Related relationship: Mr. JI Hongjun (姬宏俊), who was a non-executive Director of the Bank in the past twelve months, 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.

10. 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 LU Zhili (魯智禮). 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).

As at the end of 2022 and the end of September 2023, total assets amounted to RMB50,182,640,000 and RMB52,597,140,000, respectively; net assets amounted to RMB14,207,370,000 and RMB14,159,050,000, respectively; operating income amounted to RMB1,881,050,000 and RMB1,477,100,000, respectively; net profit amounted to RMB107,640,000 and RMB201,830,000, respectively.

Related relationship: the company is an enterprise controlled by Henan Investment Group Co., Ltd., the controlling shareholder of Zhongyuan Trust Co., Ltd., which was a major shareholder of the Bank in the past twelve months; 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.

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

Zhongyuan Trust Co., Ltd.'s registered address is No. 10 Central Road, Financial Island, Zhengdong New District, Zhengzhou City, Henan Province, and its legal representative is CAO Weidong (曹衛東). It has a registered capital of RMB4,680,896,800, 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 2022 and the end of June 2023, total assets amounted to RMB9,777,360,000 and RMB9,357,690,000, respectively; net assets amounted to RMB8,575,330,000 and RMB8,731,090,000, respectively; operating income amounted to RMB756,520,000 and RMB334,530,000, respectively; net profit amounted to RMB125,690,000 and RMB153,060,000, respectively.

Related relationship: Mr. JI Hongjun (姬宏俊), who was a non-executive Director of the Bank in the past twelve months, 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.

12. 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 RMB5,695,697,168 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)

As at the end of 2022 and the end of September 2023, total assets amounted to RMB435,926,400,000 and RMB458,797,990,000, respectively; net assets amounted to RMB31,919,630,000 and RMB32,948,210,000, respectively; operating income amounted to RMB7,450,250,000 and RMB6,241,120,000, respectively; net profit amounted to RMB1,773,520,000 and RMB1,523,310,000, 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.

13. *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, and its legal representative is GUO Hao (郭浩). 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.

As at the end of 2022 and the end of June 2023, total assets amounted to RMB1,326,736,480,000 and RMB1,362,496,030,000, respectively; net assets amounted to RMB93,634,540,000 and RMB95,972,570,000, respectively; operating income amounted to RMB25,611,200,000 and RMB13,551,200,000, respectively; net profit amounted to RMB3,825,120,000 and RMB2,061,920,000, respectively.

Related relationship: the Bank's non-executive Director, Mr. LI Xiaojian (李小建), served as a supervisor of the company in the past twelve months, 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.

14. 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 2022 and the end of June 2023, total assets amounted to RMB2,382,130,000 and RMB2,370,980,000, respectively; net assets amounted to RMB1,767,370,000 and RMB1,813,720,000, respectively; operating income amounted to RMB1,009,610,000 and RMB580,330,000, respectively; net profit amounted to RMB177,900,000 and RMB118,360,000, respectively.

Related relationship: Mr. JI Hongjun (姬宏俊), who was a non-executive Director of the Bank in the past twelve months, 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.

15. 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 2022 and the end of September 2023, total assets amounted to RMB32,762,230,000 and RMB34,105,600,000, respectively; net assets amounted to RMB3,429,100,000 and RMB3,690,450,000, respectively; operating income amounted to RMB1,064,890,000 and RMB958,420,000, respectively; net profit amounted to RMB347,690,000 and RMB261,350,000, respectively.

Related relationship: the company is a controlled subsidiary of the Bank, and Mr. XIA Hua (夏華), who was the vice president of the Bank in the past twelve months, 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.

16. 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 2022 and the end of September 2023, total assets amounted to RMB15,925,640,000 and RMB17,182,640,000, respectively; net assets amounted to RMB1,180,470,000 and RMB1,233,120,000, respectively; operating income amounted to RMB567,570,000 and RMB720,430,000, respectively; net profit amounted to RMB-113,740,000 and RMB50,300,000, 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.

17. 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 2022 and the end of September 2023, total assets amounted to RMB1,414,720,000 and RMB1,463,690,000, respectively; net assets amounted to RMB85,700,000 and RMB83,110,000, respectively; operating income amounted to RMB35,500,000 and RMB44,220,000, respectively; net profit amounted to RMB390,000 and RMB-1,130,000, 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.

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 2023 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, NFRA 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.

**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 2024 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 are denominated in RMB.

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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 AGM

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting (the “AGM”) of Bank of Zhengzhou Co., Ltd.* (the “Bank”) will be held at 9:00 a.m. on 27 June 2024 (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 2023 Board of Directors’ work report;
2. to consider and approve the 2023 Board of Supervisors’ work report;
3. to consider and approve the 2023 annual financial statements;
4. to consider and approve the 2023 annual report;
5. to consider and approve the 2023 profit distribution proposal;
6. to consider and approve the 2024 financial budget;
7. 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 2024 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 2024 annual general meeting, and their remuneration;
8. to consider and approve the special report on related party transactions for 2023;

9. to consider and approve the estimated quota on recurring related party transactions for 2024:

9.1 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 Group Co., Ltd. (鄭州市政集團有限公司) 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 Henan Investment Group Co., Ltd. (河南投資集團有限公司) and its associated corporations;
- (h) 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;
- (i) 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;
- (j) 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;
- (k) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations;
- (l) estimated quota on related party transactions with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司);

- (m) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);
- (n) estimated quota on related party transactions with Great Wall Fund Management Co., Ltd. (長城基金管理有限公司);
- (o) 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);
- (p) 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); and
- (q) 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).

9.2 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 Great Wall Fund Management Co., Ltd. (長城基金管理有限公司);
- (e) estimated quota on related party transactions with Central China Securities Co., Ltd. (中原證券股份有限公司);
- (f) 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); and
- (g) estimated quota on related party transactions with Henan Asset Management Co., Ltd. (河南資產管理有限公司).

SPECIAL RESOLUTION

10. to consider and approve the issuance of tier-two capital bonds.

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

Zhengzhou, Henan, the PRC
28 May 2024

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 20 June 2024 (Thursday) to 27 June 2024 (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 27 June 2024 (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 19 June 2024 (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 26 June 2024 (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 published by the Bank on 28 May 2024. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the AGM published by the Bank. Shareholders should also read the Bank's 2023 annual report published in April 2024.
- * *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. ZHAO Fei as executive director, Ms. WANG Dan, Mr. LIU Bingheng 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.