
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bank of Zhengzhou Co., Ltd.*, you should at once hand this supplemental circular, together with the revised form of proxy for the AGM to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Bank of Zhengzhou Co., Ltd.*

鄭州銀行股份有限公司*

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

(H Shares Stock Code: 6196)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED MAY 28, 2024
MID-TERM CAPITAL PLAN (2024-2026)
AND
REVISED NOTICE OF THE 2023 AGM**

This supplemental circular should be read together with the circular of the Bank dated May 28, 2024 (the "Circular") and the notice of the AGM of the Bank dated May 28, 2024 (the "Original AGM Notice"). The Letter from the Board is set out on pages 1 to 7 of this supplemental circular.

The Bank will convene the AGM at 9:00 a.m. on June 27, 2024 (Thursday) at Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC.

The revised notice of the AGM (the "Revised AGM Notice") is set out on pages I-1 to I-6 of this supplemental circular. The revised proxy form of the AGM (the "Revised AGM Proxy Form") is available on the website of Hong Kong Stock Exchange and that of the Bank.

Whether or not you are attending and/or voting at the AGM, you are requested to complete the Revised AGM Proxy Form 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 June 26, 2024 (Wednesday)) or any adjournment thereof (as the case may be). Completion and return of the original proxy form of the AGM published on May 28, 2024 (the "Original AGM Proxy Form") and/or the Revised AGM Proxy Form 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.*

June 12, 2024

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LETTER FROM THE BOARD



Bank of Zhengzhou Co., Ltd.*

鄭州銀行股份有限公司*

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

(H Shares Stock Code: 6196)

Executive Director:

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,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED MAY 28, 2024
MID-TERM CAPITAL PLAN (2024-2026)
AND
REVISED NOTICE OF THE 2023 AGM**

I. INTRODUCTION

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

The purpose of this supplemental circular is to provide you with information regarding a supplemental resolution to be proposed at the AGM in relation to the Mid-term Capital Plan (2024-2026) and to give you the Revised AGM Notice and the Revised AGM Proxy Form. Save as set out in this supplemental circular, no changes have been made to matters in relation to the AGM as set out in the Circular and the Original AGM Notice.

LETTER FROM THE BOARD

II. MID-TERM CAPITAL PLAN (2024-2026)^{Note}

To enhance risk resilience, improve the efficiency of capital utilization, and maintain an adequate level of capital and high quality of capital to support the sustainable and sound development of business, the Bank formulates the following Mid-term (2024-2026) Capital Plan in accordance with relevant regulatory requirements and future development plans:

1. Principles to formulate the capital plan

- (i) The focus is to promote high quality development. Continuous work will be done to improve the capital management mechanism to ensure that capital management capacity is compatible with the business development strategy, risk appetite, risk management level and external environment, so as to support and safeguard high quality transformation and development.
- (ii) The prerequisite is to meet regulatory requirements. Adhering to be premised on the Administrative Measures for Capital of Commercial Banks, macro-prudential assessment and other regulatory requirements, the capital plan is formulated in a forward-looking manner to strengthen capital constraints and ensure that the capital at all levels continues to meet the regulatory requirements.
- (iii) The basis is to adapt to business risk. In accordance with the requirements of substance over form and full coverage of both on- and off-balance sheet, the Bank gives full play to the role of the capital as a baton, continuously enhances the assessment of risk measurement, reasonably plans for the growth rate of assets, continues to optimize the business structure and effectively improves the quality and efficiency of its operations.
- (iv) The goal is to optimize the capital structure. With endogenous capital replenishment as the basis and focused on exogenous capital replenishment, the Bank takes into account both short-term and long-term capital needs and comprehensively applies such methods as increasing profit retention, scientific planning of capital increase and stock expansion, and issuance of a variety of capital instruments to increase capital at all levels and optimize the capital structure.

Note: This Mid-term Capital Plan is at the Group level and includes the Bank, the Bank's subsidiaries, namely, Fugou Zhengyin County Bank Co., Ltd., Henan Jiuding Financial Leasing Co., Ltd., Xinmi Zhengyin County Bank Co., Ltd., Xunxian Zhengyin County Bank Co., Ltd., Queshan Zhengyin County Bank Co., Ltd., Xinzheng Zhengyin County Bank Co., Ltd., as well as the Bank's investee companies, namely, Yanling Zhengyin County Bank Co., Ltd. and Zhongmu Zhengyin County Bank Co., Ltd.

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2. Target of capital adequacy ratio

The Bank sets its capital adequacy ratio target based on the regulatory requirements for capital, taking into comprehensive account the results of risk assessment, the results of stress tests, future capital needs and the availability of capital, and sets a relatively reasonable capital adequacy ratio target to ensure that the capital level continues to meet the regulatory requirements.

The minimum requirement for the Bank's capital adequacy ratio is that it should not be lower than the regulatory minimum capital requirement at any point in time, on top of which the Bank should also hold certain capital reserves as a capital buffer to enhance the Bank's ability to support the real economy, seize market opportunities and withstand risks. Combined with the above requirements, the Bank's capital adequacy ratio management target for 2024-2026 will be no less than 7.7% for core tier-one capital adequacy ratio, no less than 8.7% for tier-one capital adequacy ratio and no less than 10.7% for capital adequacy ratio.

In the event of major fluctuations in the economic and financial situation and the regulators adjust the minimum capital adequacy ratio requirements for commercial banks, the Bank's capital adequacy ratio target should be adjusted accordingly with the regulators' requirements.

3. Way to realize the capital plan

The Bank will adhere to the principle of endogenous capital accumulation paralleled with exogenous financing, raise capital sources through multiple channels and methods, and strive to maintain an adequate level of capital; at the same time, it will attach equal importance to capital replenishment and structural optimization to form a scientific and reasonable capital structure, and achieve a prudent balance of different components of the capital portfolio.

- (i) Adhere to endogenous accumulation as the foundation. From 2024 to 2026, the Bank will continue to adhere to the fundamental position of profit retention in capital replenishment, take into comprehensive account the overall capital level, shareholders' returns and the Bank's business development needs, enhance its internal capital accumulation capacity, reasonably determine the level of dividends, and continue to replenish the Bank's capital through internal profit retention.

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- (ii) Reasonably carry out exogenous capital replenishment. With endogenous replenishment as the primary source of capital, the Bank will, taking into comprehensive account the market environment, financing efficiency, financing costs and other factors, implement exogenous capital replenishment plans when appropriate, including but not limited to ordinary shares, undated capital bonds, tier-two capital bonds, etc., to ensure the orderly connection between the issuance and redemption of capital instruments, so as to form a diversified capital replenishment mechanism and optimize the Bank's capital structure.
- (iii) Actively seek policy support for capital replenishment. At present, the state strongly supports small and medium-sized banks to replenish capital through multiple channels. The Bank will continue to pay attention to relevant policies, increase policy research efforts, make good use of policy dividends, and actively report and apply to provincial and municipal financial departments for special bonds or other financial support.

4. Strategy to manage the capital

In the next three years, the Bank will continue to promote its high-quality development strategy. By formulating and implementing its capital management plan, the Bank will run its capital plan objectives through the formulation process of risk appetite, asset and liability management and performance appraisal policies, explore a green development path featuring low capital consumption, high economic efficiency and sustainable growth, adjust the structure of its assets, enhance the efficiency of its capital, and safeguard the successful realization of its capital plan.

(i) *More efforts will be made to adjust asset structure and improve capital utilization efficiency*

The Bank will adjust and optimize the structure of on- and off-balance-sheet assets, give priority to developing businesses with high liquidity, low risks and high capital returns, strengthen the management of risk assets in on- and off-balance-sheet businesses, appropriately raise the level of risk mitigation and reduce capital occupation. At the same time, it will strengthen the appraisal orientation of efficiency priority and capital constraints, and continuously improve the capital constraint incentive mechanism; it will guide the business departments and institutions at all levels to adjust their asset structures through capital allocation, constrain asset growth with capital and improve the efficiency of capital utilization.

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(ii) Capital management level will be raised with the landing of new capital management measures

During the implementation of new capital management measures, the Bank will carry out gap analysis, optimize the regime, determine the rules, clean up the data, refine the processes and build up the system, and leverage on such opportunity to continuously improve the measurement of regulatory capital and enhance the effectiveness of capital adequacy ratio measurement, monitoring and analysis. It will continuously optimize the assessment procedures for internal capital adequacy to ensure that the capital adequacy level is compatible with the major risks faced and the level of risk management; improve the stress test system, formulate the capital contingency mechanism, and clarify the capital replenishment policy arrangements and response measures under various stress scenarios to ensure that unplanned capital needs are met.

(iii) Risk management will be strengthened to guard against business risks

The Bank will strengthen the construction of a long-term mechanism for risk management, constantly improve the level of risk management and assessment capacity, implement classified measures on, monitor and control various types of risks, and ensure that various types of risks are accurately measured; it will continuously improve the comprehensive risk management system, actively guard against various types of risks, and promote the balanced and coordinated development of the Bank's business.

(iv) Internal and external capital replenishment mechanisms will be improved to optimize capital structure

The Bank will review its capital plan in light of changes in the macro environment, regulatory requirements, market situation, business development, etc. to ensure that the level of capital is compatible with future business development and risk profile. It will continuously develop sources of income, improve profitability, and reasonably distribute dividends to realize self-accumulation and endogenous growth of capital. It will actively study innovative capital tools and rationally utilize various exogenous capital replenishment channels to ensure that capital can meet the needs of business development.

This resolution has been considered and approved at the Bank's twelfth meeting of the seventh session of the Board of Directors and is now submitted to the AGM for Shareholders' consideration and approval by way of an ordinary resolution.

LETTER FROM THE BOARD

III. THE AGM

The Bank proposes to convene the AGM at 9:00 a.m. on June 27, 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, approve the matters set out in the Revised AGM Notice. Since the Bank has revised the Original AGM Notice and the Original AGM Proxy Form published on May 28, 2024 (Tuesday), the Revised AGM Notice has been prepared and is set out in Appendix I of this supplemental circular, and the Revised AGM Proxy Form is available on the website of Hong Kong Stock Exchange and that of the Bank.

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

Any holder of H Shares who intends to appoint a proxy to attend the AGM but has not yet lodged the Original AGM Proxy Form is required to complete and return the Revised AGM Proxy Form in accordance with the instructions printed thereon by no later than 24 hours before the scheduled time for holding of the AGM (i.e. by 9:00 a.m. on June 26, 2024 (Wednesday) (the “Closing Time”)) or any adjournment thereof (as the case may be). In such case, the Original AGM Proxy Form should not be lodged with the Bank. Any holder of H Shares who has already lodged the Original AGM Proxy Form with the Bank should also complete and return the Revised AGM Proxy Form in accordance with the instructions printed thereon by no later than the Closing Time.

If a holder of H Shares has already lodged the Original AGM Proxy Form published by the Bank on May 28, 2024, he/she/it should note that:

- (i) if no Revised AGM Proxy Form is lodged by the holder of H Shares, the Original AGM Proxy Form will be treated as a valid proxy form lodged by the holder of H Shares if correctly completed. The proxy appointed under the Original AGM Proxy Form will also be entitled to vote in accordance with the instructions given by the holder of H Shares in the Original AGM Proxy Form or at his/her/its discretion (if no such instructions are given) on any resolution (including the resolution in relation to the Mid-term Capital Plan (2024-2026) which was not included in the Original AGM Proxy Form) properly put to the AGM;
- (ii) if a correctly completed Revised AGM Proxy Form is lodged by the holder of H Shares before the Closing Time, the Revised AGM Proxy Form will be treated as a valid proxy form lodged by such holder of H Shares, and the Original AGM Proxy Form will be revoked and superseded by the valid Revised AGM Proxy Form; and
- (iii) if the Revised AGM Proxy Form is lodged by the holder of H Shares after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised AGM Proxy Form will be deemed invalid. It will not revoke the Original AGM Proxy Form previously lodged by the holder of H Shares. The Original AGM

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Proxy Form will be treated as a valid proxy form if correctly completed. The proxy appointed under the Original AGM Proxy Form will also be entitled to vote in accordance with the instructions given by the holder of H Shares in the Original AGM Proxy Form or at his/her/its discretion (if no such instructions are given) on any resolution (including the resolution in relation to the Mid-term Capital Plan (2024-2026) which was not included in the Original AGM Proxy Form) properly put to the AGM.

Completion and return of the Original AGM Proxy Form and/or the Revised AGM Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the above resolution in relation to the Mid-term Capital Plan (2024-2026) to be proposed at the AGM and therefore no Shareholder is required to abstain from voting.

IV. RECOMMENDATION

In addition to the recommendations contained in the Circular, the Directors consider that the Mid-term Capital Plan (2024-2026) as set out in this supplemental circular is in the best interests of the Bank and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions at the AGM.

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

Zhengzhou, Henan, the PRC
June 12, 2024

As at the date of this supplemental 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.

* *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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Bank of Zhengzhou Co., Ltd.*

鄭州銀行股份有限公司*

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

(H Shares Stock Code: 6196)

REVISED NOTICE OF THE 2023 AGM

Reference is made to the notice of the 2023 annual general meeting (the “**AGM**”) of Bank of Zhengzhou Co., Ltd.* (the “**Bank**”) to be held on June 27, 2024 (the “**Original AGM Notice**”) and the proxy form for use at the AGM (the “**Original AGM Proxy Form**”), both published on May 28, 2024.

After the publication of the Original AGM Notice, Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司), a shareholder holding approximately 6.69% of the issued ordinary shares (representing 8.38% of the voting shares) of the Bank, requested in writing for the inclusion of the following resolution (the “**New Resolution**”) to be considered at the AGM pursuant to the applicable PRC laws and regulations: To consider and approve the Mid-term Capital Plan (2024-2026). Accordingly, the Bank hereby revises the Original AGM Notice as follows to incorporate the New Resolution, the revised notice of the AGM (the “**Revised AGM Notice**”) and the revised proxy form for use at the AGM (the “**Revised AGM Proxy Form**”) will be available on the website of Hong Kong Stock Exchange (www.hkexnews.hk) and that of the Bank (www.zzbank.cn). The date, time and venue for holding the AGM shall remain unchanged.

REVISED NOTICE IS HEREBY GIVEN that the AGM of the Bank will be held at 9:00 a.m. on June 27, 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.

ADDITIONAL ORDINARY RESOLUTION

- 11. to consider and approve the Mid-term Capital Plan (2024-2026).

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

Zhengzhou, Henan, the PRC
June 12, 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 June 20, 2024 (Thursday) to June 27, 2024 (Thursday), both days inclusive, during which period no transfer of the H Shares will be effected. The holders of H Shares included in the Bank's H Share register of members on June 27, 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 June 19, 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, such power of attorney or other authorization documents shall be notarized, and served at the same time as the power of attorney. The power of attorney of the proxy of the holders of H Shares shall be served to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the scheduled time for holding of the AGM (i.e. by 9:00 a.m. on June 26, 2024 (Wednesday) (the "Closing Time")) or any adjournment thereof (as the case may be).

After the completion and return of the power of attorney, you can attend and vote in person at the AGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

Any holder of H Shares who intends to appoint a proxy to attend the AGM but has not yet lodged the Original AGM Proxy Form is required to complete and return the Revised AGM Proxy Form in accordance with the instructions printed thereon by no later than the Closing Time. In such case, the Original AGM Proxy Form should not be lodged with the Bank. Any holder of H Shares who has already lodged the Original AGM Proxy Form with the Bank should also complete and return the Revised AGM Proxy Form in accordance with the instructions printed thereon by no later than the Closing Time.

If a holder of H Shares has already lodged the Original AGM Proxy Form published by the Bank on May 28, 2024, he/she/it should note that:

- (i) if no Revised AGM Proxy Form is lodged by the holder of H Shares, the Original AGM Proxy Form will be treated as a valid proxy form lodged by the holder of H Shares if correctly completed. The proxy appointed under the Original AGM Proxy Form will also be entitled to vote in accordance with the instructions given by the holder of H Shares in the Original AGM Proxy Form or at his/her/its discretion (if no such instructions are given) on any resolution (including the resolution in relation to the Mid-term Capital Plan (2024-2026) which was not included in the Original AGM Proxy Form) properly put to the AGM;

- (ii) if a correctly completed Revised AGM Proxy Form is lodged by the holder of H Shares before the Closing Time, the Revised AGM Proxy Form will be treated as a valid proxy form lodged by such holder of H Shares, and the Original AGM Proxy Form will be revoked and superseded by the valid Revised AGM Proxy Form; and
- (iii) if the Revised AGM Proxy Form is lodged by the holder of H Shares after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised AGM Proxy Form will be deemed invalid. It will not revoke the Original AGM Proxy Form previously lodged by the holder of H Shares. The Original AGM Proxy Form will be treated as a valid proxy form if correctly completed. The proxy appointed under the Original AGM Proxy Form will also be entitled to vote in accordance with the instructions given by the holder of H Shares in the Original AGM Proxy Form or at his/her/its discretion (if no such instructions are given) on any resolution (including the resolution in relation to the Mid-term Capital Plan (2024-2026) which was not included in the Original AGM Proxy Form) properly put to the AGM.

In case of registered joint holders of any H Shares, one of the registered joint holders can vote on such Shares at the AGM 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 are present at the AGM (or any adjournment thereof), such legal representative or other persons shall present their identity documents and the certifying documents for appointment as a legal representative or valid authorization documents (as the case may be).
- (ii) The AGM is expected to last for no more than one day. Shareholders and representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (iii) Address of Computershare Hong Kong Investor Services Limited:

Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
(For lodging share transfer documents)

17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
(For deposit of the Original AGM Proxy Form and/or the Revised AGM Proxy Form)

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

- 5. The details about the aforesaid resolutions proposed for the consideration and approval at the AGM are set out in the circular of the AGM published by the Bank on May 28, 2024 and the supplemental circular of the AGM published by the Bank on June 12, 2024. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meanings as those defined in the circular of the AGM and the supplemental circular of the AGM. 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 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.