



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 FORM OF PROXY FOR USE AT
THE ANNUAL GENERAL MEETING TO BE HELD ON JUNE 27, 2024**

No. of H Shares to which this Form of Proxy relates ^(Note 1)	
No. of pledged H Shares in all H Shares held by me/us	
Percentage of pledged H Shares in all H Shares held by me/us	

I/We^(Note 2) _____

of _____

being the holder(s) of _____ H Shares^(Note 3) of RMB1.00 each of Bank of Zhengzhou Co., Ltd. (the "Bank"),

hereby appoint the Chairman of the meeting or _____ ^(Note 4)

of _____

as my/our proxy(ies) to attend the annual general meeting (the "AGM") 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 June 27, 2024 (Thursday) or any adjourned meeting thereof, and to vote at such meeting in respect of the resolutions set out in the revised notice of the AGM dated June 12, 2024 (Wednesday) as indicated below on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit. Unless otherwise indicated, capitalized terms used in this form shall have the same meanings as those defined 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.

	Ordinary Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
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	For^(Note 5)	Against^(Note 5)	Abstain^(Note 5)
10.	to consider and approve the issuance of tier-two capital bonds.			
	Additional Ordinary Resolution	For^(Note 5)	Against^(Note 5)	Abstain^(Note 5)
11.	to consider and approve the Mid-term Capital Plan (2024-2026).			

Dated this _____ day of _____, 2024

Signature(s)^(Note 6): _____

Notes:

1. Please insert the number of H shares of the Bank registered in your name(s) to which this revised form of proxy (the "**Revised AGM Proxy Form**") relates. If a number is inserted, this Revised AGM Proxy Form will be deemed to relate only to those H Shares. If no number is inserted, this Revised AGM Proxy Form will be deemed to relate to all H Shares registered in your name(s) (whether alone or jointly with others).
2. Please insert your full name(s) and address(es) as registered in the H Share register of members of the Bank in **BLOCK LETTERS**.
3. Please insert the number of H Shares registered in your name(s).
4. If any proxy other than the Chairman of the meeting of the Bank is preferred, please cross out the words "**the Chairman of the meeting or**" and insert the name of the proxy desired in the space provided. A Shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. Any alteration made to this Revised AGM Proxy Form must be initialled by the person who signs it.
5. Important: If you wish to vote for any resolution, please put a tick in the box marked "**For**" or insert the number of H Shares held by you. If you wish to vote against any resolution, please put a tick in the box marked "**Against**" or insert the number of H Shares held by you. If you wish to abstain from voting on any resolution, please put a tick in the box marked "**Abstain**" or insert the number of H Shares held by you. If no direction is given, your proxy shall vote at his/her own discretion. The H Shares abstained will be counted in the calculation of the required majority.
6. This Revised AGM Proxy Form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this Revised AGM Proxy Form may be signed by any of such joint holders.
7. To be valid, this Revised AGM Proxy Form and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Bank's H Share Registrar, namely, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or by facsimile to (852) 2865 0990, not less than 24 hours before the 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.
8. In the case of joint holders of H Shares, any one of such holders may vote at the AGM either in person or by proxy in respect of such H Shares as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the AGM in person or by proxy, then one of such holders whose name appears in prior sequence shall be regarded as the sole and exclusive vote on behalf of all the rest of the joint holders. For the purpose of such voting, in the register of shareholders of the Bank, Shareholder's priority shall be determined in accordance with the sequence of the joint holders as prescribed in the Bank's register of members.
9. Since the original proxy form of the AGM (the "**Original AGM Proxy Form**") published together with the original notice of the AGM (the "**Original AGM Notice**") dated May 28, 2024 has been revised, this Revised AGM Proxy Form in accordance with the instructions printed hereon 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 this Revised AGM Proxy Form in accordance with the instructions printed hereon by no later than the Closing Time.
10. 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 this Revised AGM Proxy Form is lodged by the holder of H Shares before the Closing Time, this Revised AGM Proxy Form will be treated as a valid proxy form lodged by such holder of H Shares if correctly completed, and the Original AGM Proxy Form will be revoked and superseded by the valid Revised AGM Proxy Form; and (iii) if this 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 not correctly completed, this 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.
11. You are reminded that completion and return of the Original AGM Proxy Form and/or this Revised AGM Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if 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.*