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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)

(Preference Shares Stock Code: 4613)

**POLL RESULTS OF 2021 FIRST EXTRAORDINARY GENERAL MEETING,
2021 SECOND A SHAREHOLDERS CLASS MEETING AND
2021 SECOND H SHAREHOLDERS CLASS MEETING**

Reference is made to the notice of 2021 first extraordinary general meeting and 2021 second H Shareholders Class Meeting dated October 29, 2021 and the circular dated November 17, 2021 (the “**Circular**”) of Bank of Zhengzhou Co., Ltd.* (the “**Bank**”). Except as the context otherwise requires, capitalized terms used herein shall have the same meanings as ascribed to them in the Circular.

I. VOTING RESULTS OF THE EGM AND CLASS MEETINGS

The EGM, the A Shareholders Class Meeting and H Shareholders Class Meeting were duly convened and chaired by Mr. XIA Hua, an executive Director and the vice chairman of the Bank. Voting at the EGM and the A Shareholders Class Meeting were conducted by a combination of poll onsite and online voting, and voting at the H Shareholders Class Meeting was conducted by poll onsite. In accordance with the relevant PRC laws and regulations, the A Shareholders were entitled to attend and vote at the EGM and the A Shareholders Class Meeting in person, by proxy, or via online voting for the relevant resolutions. The time of network voting for the resolutions proposed at the EGM and the A Shareholders Class Meeting for the A Shareholders held on December 3, 2021 was set out in the notice of EGM and notice of the A Shareholders Class Meeting to the A Shareholders published on the media designated by the CSRC on October 30, 2021.

The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM and the Class Meetings. King & Wood Mallesons, the Bank's PRC legal advisers, one Supervisor and two representatives from the Shareholders were also appointed as the scrutineers for the vote-taking and vote-tabulation at the EGM and the Class Meetings.

As at the date of the EGM and the Class Meetings, the total number of issued Shares of the Bank was 7,514,125,090, which was the total number of Shares entitling the holders to attend the EGM. The total number of issued A Shares of the Bank was 5,844,325,090, which was the total number of A Shares entitling the holders to attend the A Shareholders Class Meeting. The total number of issued H Shares of the Bank was 1,669,800,000, which was the total number of H Shares entitling the holders to attend the H Shareholders Class Meeting. As no Shareholder has a material interest in the resolutions proposed at the EGM and/or Class Meetings, no Shareholder abstained from voting at the EGM and/or Class Meetings.

II. POLL RESULTS OF THE EGM

A total of 194 Shareholders and their proxies, holding an aggregate of 2,861,620,223 Shares with voting rights, representing approximately 48.766287% of the total Shares with voting rights of the Bank, in which 193 A Shareholders and their proxies, holding an aggregate of 2,465,628,781 A Shares, representing approximately 42.018001% of the total Shares with voting rights of the Bank while 1 H Shareholder and its proxy, holding an aggregate of 395,991,442 H Shares, representing approximately 6.748286% of the total Shares with voting rights of the Bank, have attended the EGM.

The poll results in respect of the resolutions proposed at the EGM are as follows:

Special Resolutions			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
1.	To consider and approve the 2020 profit distribution and capital reserve capitalization plan.	A Shares	2,463,852,940	99.927976	1,715,310	0.069569	60,531	0.002455
		H Shares	395,780,442	99.946716	211,000	0.053284	0	0.000000
		Total	2,859,633,382	99.930569	1,926,310	0.067315	60,531	0.002116
2.	To consider and approve the amendments to the plan on authorization granted by the general meeting.	A Shares	2,463,631,040	99.918976	1,711,510	0.069415	286,231	0.011609
		H Shares	145,681,557	36.789067	0	0.000000	250,309,885	63.210933
		Total	2,609,312,597	91.183050	1,711,510	0.059809	250,596,116	8.757141

In accordance with the relevant regulatory requirements of CSRC and the Shenzhen Stock Exchange, the voting on the resolution proposed at the EGM, being a resolution involving significant events which affect the interest of minority investors of A Shares (being Shareholders other than the directors, supervisors and senior management of the Bank and the Shareholders who individually or jointly hold 5% or more of the Shares of the Bank) was counted separately at the EGM, the poll results of which are as follows:

Special Resolution		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
1.	To consider and approve the 2020 profit distribution and capital reserve capitalization plan.	1,511,755,245	99.882669	1,715,310	0.113332	60,531	0.003999

Notes:

- (a) In counting the voting results for a resolution, abstained votes were regarded as votes with voting rights.
- (b) As at least two-thirds of the votes were cast in favour of resolutions No. 1 and 2, such resolutions were duly passed as special resolutions.
- (c) Insofar as the Bank is aware, no Shareholders attending the general meeting have pledged 50% or more of its/his/her equity interests in the Bank, therefore no voting rights of any Shareholders at the general meeting is subject to restrictions pursuant to the Articles of Association.
- (d) There was no Shares requiring the holder to abstain from voting in favour of the resolutions at the EGM under Rule 13.40 of the Hong Kong Listing Rules.
- (e) Save as disclosed above, none of the Shareholders stated their intention in the Circular to vote against any of the resolutions at the EGM or abstain from voting.

III. POLL RESULTS OF THE A SHAREHOLDERS CLASS MEETING

A total of 193 A Shareholders and their proxies, holding an aggregate of 2,465,628,781 A Shares with voting rights, representing approximately 58.730202% of the total A Shares with voting rights of the Bank, have attended the A Shareholders Class Meeting.

The poll results in respect of the resolution proposed at the A Shareholders Class Meeting are as follows:

Special Resolution		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
1.	To consider and approve the 2020 profit distribution and capital reserve capitalization plan.	2,463,852,940	99.927976	1,715,310	0.069569	60,531	0.002455

Notes:

- (a) In counting the voting results for a resolution, abstained votes were regarded as votes with voting rights.
- (b) As at least two-thirds of the votes were cast in favour of resolution No. 1, such resolution was duly passed as special resolution.
- (c) Insofar as the Bank is aware, no A Shareholders attending the class meeting have pledged 50% or more of its/his/her equity interests in the Bank, therefore no voting rights of any A Shareholders at the A Shareholders Class Meeting is subject to restrictions pursuant to the Articles of Association.
- (d) There was no A Shares requiring the holder to abstain from voting in favour of the resolution at the A Shareholders Class Meeting under Rule 13.40 of the Hong Kong Listing Rules.
- (e) Save as disclosed above, none of the A Shareholders stated their intention in the Circular to vote against any of the resolutions at the A Shareholders Class Meeting or abstain from voting.

IV. POLL RESULTS OF THE H SHAREHOLDERS CLASS MEETING

A total of 1 H Shareholder and its proxy, holding an aggregate of 396,351,442 H Shares with voting rights, representing approximately 23.736462% of the total H Shares with voting rights of the Bank, have attended the H Shareholders Class Meeting.

The poll results in respect of the resolution proposed at the H Shareholders Class Meeting are as follows:

Special Resolution		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
1.	To consider and approve the 2020 profit distribution and capital reserve capitalization plan.	396,140,442	99.946764	211,000	0.053236	0	0.000000

Notes:

- (a) In counting the voting results for a resolution, abstained votes were regarded as votes with voting rights.
- (b) As at least two-thirds of the votes were cast in favour of resolution No. 1, such resolution was duly passed as special resolution.
- (c) Insofar as the Bank is aware, no H Shareholders attending the class meeting have pledged 50% or more of its/his/her equity interests in the Bank, therefore no voting rights of any H Shareholders at the H Shareholders Class Meeting is subject to restrictions pursuant to the Articles of Association.
- (d) There was no H Shares requiring the holder to abstain from voting in favour of the resolution at the H Shareholders Class Meeting under Rule 13.40 of the Hong Kong Listing Rules.
- (e) Save as disclosed above, none of the H Shareholders stated their intention in the Circular to vote against any of the resolutions at the H Shareholders Class Meeting or abstain from voting.

V. THE CAPITALIZATION ISSUE

The Board is pleased to announce that the 2020 profit distribution and capital reserve capitalization plan has been approved by Shareholders. Details in respect of the Capitalization Issue for the year ended December 31, 2020 are as follows:

The Board intends to carry out the Capitalization Issue on the basis of one Capitalization Share for every 10 Shares by way of capitalization of capital reserve, representing a total increase of 751,412,509 Shares comprising of 584,432,509 Capitalization A Shares and 166,980,000 Capitalization H Shares based on the Bank's total share capital of 7,514,125,090 Shares comprising of 5,844,325,090 A Shares and 1,669,800,000 H Shares as at the date of this announcement. Upon completion of the Capitalization Issue, the Bank's total share capital will be increased from 7,514,125,090 Shares to 8,265,537,599 Shares, comprising of 6,428,757,599 A Shares and 1,836,780,000 H Shares. In respect of H Shares, the actual number of Shares to be issued by way of Capitalization Issue shall be calculated based on the total number of Shares registered as at December 15, 2021 (Wednesday).

In respect of H Shareholders, Capitalization H Shares will be issued on a *pro rata* basis and any fractional Shares (if any) will be rounded down to the nearest whole unit. All fractional Shares arising from the Capitalization Issue will not be issued and distributed but will be aggregated to sell, and the proceeds will be retained by the Bank. In respect of A Shares, pursuant to the Operational Guideline of the Shenzhen Branch of the China Securities Depository and Clearing Corporation Limited for Securities Issuers (《中國證券登記結算有限公司深圳分公司證券發行人業務指南》) published by the Shenzhen Branch of the China Securities Depository and Clearing Corporation Limited, *“if conversion of fractional shares into cash application has not been made by a listed company, any fractional shares arising from issuance of shares for no consideration shall be arranged by the Shenzhen Branch of the China Securities Depository and Clearing Corporation Limited in a sequence according to their amounts and the small amount shall be allotted to shareholders with larger amount so as to reach the minimum unit of one share”*. Any fractional Capitalization A Shares arising from the Capitalization Issue will be processed based on the above applicable guideline accordingly. It is expected that dealings of the Capitalization A Shares will commence on or around December 20, 2021.

The Capitalization Issue is still conditional upon: compliance with the relevant legal procedures and requirements under the relevant PRC Laws including the PRC Company Law to complete the Capitalization Issue. The Bank has applied for, and the Listing Committee of the Hong Kong Stock Exchange has granted, the approval for the listing of, and permission to deal in, the Capitalization H Shares. The Capitalization A Shares will be listed on the Shenzhen Stock Exchange. Subject to the satisfaction of the conditions as set out herein, the Capitalization H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS. All necessary arrangements will be made by the Bank for the Capitalization H Shares to be admitted into CCASS.

The expected timetable for the Capitalization Issue is set out below:

2021

Register of members of the Bank reopens	December 6 (Monday)
Last day of dealings in H Shares on a cum-entitlement basis	December 7 (Tuesday)
First day of dealings in H Shares on an ex-entitlement basis.	December 8 (Wednesday)
Latest time for lodging transfer of H Shares for entitlement to the Capitalization Issue	4:30 p.m. on December 9 (Thursday)
Book closure period for determining entitlement to the Capitalization Issue	December 10 (Friday) to December 15 (Wednesday) (both days inclusive)
Record date for determining entitlement to the Capitalization Issue	December 15 (Wednesday)
Register of members of the Bank reopens	December 16 (Thursday)
Despatch of certificates for the Capitalization H Shares	December 17 (Friday)
Dealings in Capitalization H Shares commence	9:00 a.m. on December 20 (Monday)

Note: Dates or deadlines specified above are indicative only and may be varied by the Bank. The Bank will immediately issue a separate announcement if there is any change to the aforesaid dates.

During the above book closure period, no transfer of H Shares will be registered. In order to determine the list of H Shareholders who are entitled to the Capitalization Issue, the Bank's register of members will be closed from December 10, 2021 (Friday) to December 15, 2021 (Wednesday), both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the Bank's register of members on December 15, 2021 (Wednesday) are entitled to receive the Capitalization H Shares. In order to receive the Capitalization H Shares, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at or before 4:30 p.m. on December 9, 2021 (Thursday). The address of the transfer office of the H Share Registrar is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. H Shareholders whose names appear on the Bank's register of members on December 15, 2021 will be entitled to receive the Capitalization H Shares.

Full details of the Capitalization Issue, including but not limited to, the expected timetable, applicable record dates, ex-date and book closure arrangements, status of the Capitalization Shares, arrangements involving Northbound Trading and Southbound Trading, applicable tax arrangements, conditions to which the Capitalization Issue and odd lot arrangement provided by the H Share Registrar of the Bank are set out in the Circular and all Shareholders and investors should peruse the Circular with care and whenever required consult their advisers.

Shareholders are recommended to consult their tax advisers regarding the PRC, Hong Kong and other tax implications arising from their holding, disposal of or dealing in the H Shares. The Bank assumes no responsibility whatsoever for any tax implication or liabilities of the H Shareholders.

Further details of the Capitalization Issue and relevant matters will be announced by the Bank where necessary.

VI. LAWYER'S CERTIFICATION

WU Han and LI Yangyang, lawyers of King & Wood Mallesons, the Bank's PRC legal advisers, witnessed the EGM and the Class Meetings and issued a legal opinion certifying that the procedures to call and convene the EGM and the Class Meetings, the qualifications of attendees, the qualification of the caller and the voting process of the EGM and the Class Meetings and the other relevant matters were in compliance with laws and administrative regulations, including the Company Law of the PRC, the Securities Law of the PRC, the Rules Governing Shareholders' General Meetings of Listed Companies and the Articles of Association. The poll results of the EGM and the Class Meetings were lawful and valid.

By Order of the Board
Bank of Zhengzhou Co., Ltd.*
WANG Tianyu
Chairman

Zhengzhou, Henan, the PRC
December 3, 2021

As at the date of this announcement, the Board comprises Mr. WANG Tianyu, Mr. SHEN Xueqing and Mr. XIA Hua as executive directors, Ms. WANG Dan, Mr. LIU Bingheng, Mr. SU Xiaojun, Mr. JI Honghun and Mr. WANG Shihao as non-executive Directors, Mr. XIE Taifeng, Mr. WU Ge, Ms. CHAN Mei Bo Mabel and Ms. LI Yanyan 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.*