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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 FIRST EXTRAORDINARY GENERAL MEETING IN 2022**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting in 2022 (the "EGM") of Bank of Zhengzhou Co., Ltd.\* (the "Bank") will be held at 9:00 a.m. on November 18, 2022 (Friday) 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 appointment of Mr. ZHAO Fei as an executive Director of the seventh session of the Board; and
2. to consider and approve the appointment of Mr. LUO Jing as a non-executive Director of the seventh session of the Board.

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

Zhengzhou, Henan, the PRC  
October 30, 2022

*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](http://www.hkexnews.hk)) and the Bank ([www.zzbank.cn](http://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 EGM**

In order to determine the list of holders of H Shares who are entitled to attend and vote at the EGM, the Bank's H Share register of members will be closed from November 14, 2022 (Monday) to November 18, 2022 (Friday), 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 November 18, 2022 (Friday) shall be entitled to attend and vote at the EGM. In order to be eligible for attending and voting at the EGM, 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 November 11, 2022 (Friday).

3. **PROXY**

Any holders of H Shares entitled to attend and vote at the EGM 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 EGM.

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 EGM (i.e. by 9:00 a.m. on November 17, 2022 (Thursday) 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 EGM 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 EGM 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) To prevent and control COVID-19 epidemic and protect Shareholders' health, the Bank will strictly comply with relevant policies on epidemic prevention and control. Any person who does not comply with relevant policies on epidemic prevention and control may be denied entry into the meeting venue. The Bank encourages Shareholders to appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.
- (ii) The holders of H Shares or their proxies shall present their identity documents when attending the EGM (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 EGM (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).

(iii) The EGM 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.

(iv) 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 EGM are set out in the circular of the EGM to be despatched by the Bank. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the EGM to be despatched by the Bank.

\* *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. WANG Tianyu and Mr. XIA Hua as executive directors, Ms. WANG Dan, Mr. LIU Bingheng, Mr. JI Hongjun 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.*