



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 15, 2023
 (OR ANY ADJOURNMENT THEREOF)**

| | |
|---|--|
| 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 15, 2023 (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 May 29, 2023 (Monday) 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 meaning as those defined in the circular of the AGM despatched by the Bank on May 23, 2023 and the supplemental circular of the AGM despatched by the Bank on May 29, 2023.

| Ordinary Resolutions | | For ^(Note 5) | Against ^(Note 5) | Abstain ^(Note 5) |
|----------------------|--|-------------------------|-----------------------------|-----------------------------|
| 1. | to consider and approve the 2022 Board of Directors' work report; | | | |
| 2. | to consider and approve the 2022 Board of Supervisors' work report; | | | |
| 3. | to consider and approve the 2022 annual financial statements; | | | |
| 4. | to consider and approve the 2022 annual report; | | | |
| 5. | to consider and approve the 2023 financial budget; | | | |
| 6. | 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 2023 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 2023 annual general meeting, and their remuneration; | | | |
| 7. | to consider and approve the special report on related party transactions for 2022; | | | |
| 8. | to consider and approve the estimated quota on recurring related party transactions for 2023: | | | |
| | 8.1 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 Construction Engineering General Corporation (鄭州市市政工程總公司) 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 Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司) and its associated corporations; | | | |
| | (h) 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; | | | |
| | (i) 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; | | | |
| | (j) 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; | | | |
| | (k) estimated quota on related party transactions with Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司) and its associated corporations; | | | |
| | (l) estimated quota on related party transactions with SPIC Henan Electric Power Co., Ltd. (國家電投集團河南電力有限公司) and its associated corporations; | | | |
| | (m) 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; | | | |
| | (n) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations; | | | |
| | (o) estimated quota on related party transactions with Bridge Trust Co., Ltd. (百瑞信託有限責任公司) and its associated corporations; | | | |
| | (p) estimated quota on related party transactions with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司); | | | |
| | (q) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司); | | | |
| | (r) estimated quota on related party transactions with Great Wall Fund Management Co., Ltd. (長城基金管理有限公司); | | | |
| | (s) 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); | | | |
| | (t) estimated quota on related party transactions with Fugou Zhengyin County Bank Co., Ltd. (扶溝鄭銀村鎮銀行股份有限公司); | | | |
| | (u) estimated quota on related party transactions with Xinmi Zhengyin County Bank Co., Ltd. (新密鄭銀村鎮銀行股份有限公司); | | | |
| | (v) estimated quota on related party transactions with Xunxian Zhengyin County Bank Co., Ltd. (浚縣鄭銀村鎮銀行股份有限公司); | | | |
| | (w) estimated quota on related party transactions with Queshan Zhengyin County Bank Co., Ltd. (確山鄭銀村鎮銀行股份有限公司); | | | |
| | (x) estimated quota on related party transactions with Xinzheng Zhengyin County Bank Co., Ltd. (新鄭鄭銀村鎮銀行股份有限公司); | | | |
| | (y) 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); | | | |
| | (z) 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); and | | | |
| | (aa) estimated quota on related party transactions with related natural persons of the Bank. | | | |

| Ordinary Resolutions | | For ^(Note 5) | Against ^(Note 5) | Abstain ^(Note 5) |
|--------------------------------|--|-------------------------|-----------------------------|-----------------------------|
| 8.2 | 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 Bridge Trust Co., Ltd. (百瑞信託有限責任公司); | | | |
| | (e) estimated quota on related party transactions with Great Wall Fund Management Co., Ltd. (長城基金管理有限公司); | | | |
| | (f) estimated quota on related party transactions with Central China Securities Co., Ltd. (中原證券股份有限公司); | | | |
| | (g) 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); | | | |
| | (h) estimated quota on related party transactions with Henan Asset Management Co., Ltd. (河南資產管理有限公司); | | | |
| | and | | | |
| | (i) estimated quota on related party transactions with Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公 | | | |
| | 司); | | | |
| Special Resolutions | | For ^(Note 5) | Against ^(Note 5) | Abstain ^(Note 5) |
| 9. | to consider and approve the 2022 profit distribution and capital reserve capitalization plan; | | | |
| 10. | to consider and approve the amendments to the Articles of Association; | | | |
| 11. | to consider and approve the general mandate for the issuance of new Shares; and | | | |
| Additional Ordinary Resolution | | For ^(Note 5) | Against ^(Note 5) | Abstain ^(Note 5) |
| 12. | to consider and approve the appointment of Mr. GENG Mingzhai as an external supervisor of the seventh session of the board of supervisors of the Bank. | | | |

Dated this _____ day of _____, 2023

Signature(s)^(Note 6): _____

Notes:

- 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).
- Please insert your full name(s) and address(es) as registered in the H Share register of members of the Bank in **BLOCK LETTERS**.
- Please insert the number of H Shares registered in your name(s).
- 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 initialed by the person who signs it.
- 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.
- 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.
- 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 14, 2023 (Wednesday)) (the "**Closing Time**") or any adjournment thereof.
- 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.
- Since the original proxy form of the AGM (the "**Original AGM Proxy Form**") sent together with the original notice of the AGM (the "**Original AGM Notice**") dated April 28, 2023 has been revised, this Revised AGM Proxy Form will be sent to the holders of H Shares. 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 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.
- If a holder of H Shares has already lodged the Original AGM Proxy Form despatched by the Bank on April 28, 2023, 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 duly completed. The proxy appointed under the Original AGM Proxy Form will also be entitled to vote in accordance with the instructions previously given by the holder of H Shares or at his/her/its discretion (if no such instructions are given) on any resolution 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 duly completed, and the Original AGM Proxy Form will be revoked and superseded by this 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 incorrectly 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 duly completed. The proxy appointed under the Original AGM Proxy Form will also be entitled to vote in accordance with the instructions previously given by the holder of H Shares or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the AGM.
- 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.*