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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)

**POLL RESULTS OF 2022 ANNUAL GENERAL MEETING,
2023 FIRST A SHAREHOLDERS CLASS MEETING AND
2023 FIRST H SHAREHOLDERS CLASS MEETING**

References are made to the revised notice of 2022 annual general meeting dated May 29, 2023, the notice of 2023 first H Shareholders Class Meeting dated April 28, 2023, the circular dated May 23, 2023 (the “**Circular**”) and the supplemental circular dated May 29, 2023 (the “**Supplemental Circular**”, collectively the “**Circulars**”) 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 Circulars.

I. VOTING RESULTS OF THE AGM AND CLASS MEETINGS

The AGM, the A Shareholders Class Meeting and H Shareholders Class Meeting (the “**Class Meetings**”) were duly convened and chaired by Mr. ZHAO Fei, an executive Director and the president of the Bank (acting chairman of the Board). All members of the Board attended the AGM and the Class Meetings in person or through video access. Voting at the AGM 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 AGM and the A Shareholders Class Meeting in person, by proxy, or via online voting for the relevant resolutions. The time of online voting for the resolutions proposed at the AGM and the A Shareholders Class Meeting for the A Shareholders held on June 15, 2023 was set out in the supplemental notice of the AGM and the A Shareholders Class Meeting to the A Shareholders published on the media designated by the CSRC on May 29, 2023.

The Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM 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 AGM and the Class Meetings.

As at the date of the AGM and the Class Meetings, the total number of issued Shares of the Bank was 8,265,537,599 (comprising 6,428,757,599 A Shares and 1,836,780,000 H Shares), which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM.

Zhengzhou Finance Bureau, Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司), Zhengzhou Development & Investment Group Co., Ltd. (鄭州發展投資集團有限公司), Zhengzhou City Sanitation & Cleaning Co., Ltd. (鄭州市環衛清潔有限公司) and Zhengzhou Municipal Construction Engineering General Corporation (鄭州市市政工程總公司) held in aggregate 1,350,282,905 A Shares (including 199,963,368 A Shares the voting rights of which is restricted pursuant to the Articles of Association of the Bank and were deemed to have a material interest in the resolutions numbered 8.1(a), 8.1(b), 8.1(c), 8.1(d), 8.1(e), 8.1(f) and 8.1(g). Henan Investment Group Co., Ltd. (河南投資集團有限公司) and Zhongyuan Trust Co., Ltd. (中原信託有限公司) held 108,620,746 A Shares and 289,706,030 A Shares, respectively, and were deemed to have a material interest in the resolutions numbered 8.1(h), 8.1(j), 8.1(k), 8.1(m), 8.1(n), 8.2(c), 8.2(f), 8.2(h) and 8.2(i). Henan Guoyuan Trade Co., Ltd. (河南國原貿易有限公司) held 350,846,233 A Shares (including 350,846,233 A Shares the voting rights of which is restricted pursuant to the Articles of Association of the Bank) and was deemed to have a material interest in the resolution numbered 8.1(i). Bridge Trust Co., Ltd. (百瑞信託有限責任公司) held 350,846,279 A Shares and was deemed to have a material interest in the resolutions numbered 8.1(l), 8.1(o) and 8.2(d). Therefore, the above Shareholders have abstained from voting on respective items of the resolutions numbered 8.

II. POLL RESULTS OF THE AGM

A total of 175 Shareholders and their proxies, holding an aggregate of 2,740,586,005 Shares with voting rights, representing approximately 41.983775% of the total Shares with voting rights of the Bank, in which 174 A Shareholders and their proxies, holding an aggregate of 2,601,333,662 A Shares, representing approximately 39.850531% of the total Shares with voting rights of the Bank while one H Shareholder and its proxy, holding an aggregate of 139,252,343 H Shares, representing approximately 2.133244% of the total Shares with voting rights of the Bank, have attended the AGM.

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

Ordinary Resolutions			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
1.	to consider and approve the 2022 Board of Directors' work report;	A Shares	2,587,966,699	99.486150	8,383,861	0.322291	4,983,102	0.191559
		H Shares	137,911,281	99.036956	1,190,000	0.854564	151,062	0.108480
		Total	2,725,877,980	99.463326	9,573,861	0.349336	5,134,164	0.187338
2.	to consider and approve the 2022 Board of Supervisors' work report;	A Shares	2,587,957,899	99.485811	8,404,361	0.323079	4,971,402	0.191110
		H Shares	137,911,281	99.036956	1,190,000	0.854564	151,062	0.108480
		Total	2,725,869,180	99.463004	9,594,361	0.350084	5,122,464	0.186912

Ordinary Resolutions			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
3.	to consider and approve the 2022 annual financial statements;	A Shares	2,587,924,899	99.484543	8,437,361	0.324348	4,971,402	0.191109
		H Shares	137,911,281	99.036956	1,190,000	0.854564	151,062	0.108480
		Total	2,725,836,180	99.461800	9,627,361	0.351288	5,122,464	0.186912
4.	to consider and approve the 2022 annual report;	A Shares	2,587,924,899	99.484543	8,437,361	0.324348	4,971,402	0.191109
		H Shares	137,911,281	99.036956	1,190,000	0.854564	151,062	0.108480
		Total	2,725,836,180	99.461800	9,627,361	0.351288	5,122,464	0.186912
5.	to consider and approve the 2023 financial budget;	A Shares	2,587,910,399	99.483985	8,472,071	0.325682	4,951,192	0.190333
		H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
		Total	2,725,972,742	99.466783	9,662,071	0.352555	4,951,192	0.180662
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;	A Shares	2,588,426,649	99.503831	7,768,011	0.298616	5,139,002	0.197553
		H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
		Total	2,726,488,992	99.485620	8,958,011	0.326865	5,139,002	0.187515
7.	to consider and approve the special report on related party transactions for 2022;	A Shares	2,588,526,049	99.507652	7,836,211	0.301238	4,971,402	0.191110
		H Shares	138,301,281	99.317023	800,000	0.574497	151,062	0.108480
		Total	2,726,827,330	99.497966	8,636,211	0.315123	5,122,464	0.186911

Ordinary Resolutions		For		Against		Abstain		
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)	
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;	A Shares	1,437,594,862	99.075180	8,388,371	0.578104	5,030,892	0.346716
		H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
		Total	1,575,657,205	99.081332	9,578,371	0.602312	5,030,892	0.316356
(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;	A Shares	1,437,594,862	99.075180	8,462,571	0.583218	4,956,692	0.341602
		H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
		Total	1,575,657,205	99.081332	9,652,571	0.606978	4,956,692	0.311690
(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;	A Shares	1,437,594,862	99.075180	8,462,571	0.583218	4,956,692	0.341602
		H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
		Total	1,575,657,205	99.081332	9,652,571	0.606978	4,956,692	0.311690
(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;	A Shares	1,437,594,862	99.075180	8,462,571	0.583218	4,956,692	0.341602
		H Shares	138,452,343	99.425503	800,000	0.574497	0	0.000000
		Total	1,576,047,205	99.105857	9,262,571	0.582454	4,956,692	0.311689
(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;	A Shares	1,437,603,662	99.075787	8,453,771	0.582611	4,956,692	0.341602
		H Shares	138,452,343	99.425503	800,000	0.574497	0	0.000000
		Total	1,576,056,005	99.106410	9,253,771	0.581901	4,956,692	0.311689

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
(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;	A Shares	1,437,594,862	99.075180	8,462,571	0.583218	4,956,692	0.341602
	H Shares	138,452,343	99.425503	800,000	0.574497	0	0.000000
	Total	1,576,047,205	99.105857	9,262,571	0.582454	4,956,692	0.311689
(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;	A Shares	1,437,594,862	99.075180	8,462,571	0.583218	4,956,692	0.341602
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
	Total	1,575,657,205	99.081332	9,652,571	0.606978	4,956,692	0.311690
(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;	A Shares	2,189,587,623	99.390866	8,462,571	0.384137	4,956,692	0.224997
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
	Total	2,327,649,966	99.376275	9,652,571	0.412105	4,956,692	0.211620
(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;	A Shares	2,587,919,399	99.484331	8,457,571	0.325124	4,956,692	0.190545
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
	Total	2,725,981,742	99.467112	9,647,571	0.352026	4,956,692	0.180862
(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;	A Shares	2,189,587,623	99.390866	8,462,571	0.384137	4,956,692	0.224997
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
	Total	2,327,649,966	99.376275	9,652,571	0.412105	4,956,692	0.211620
(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;	A Shares	2,189,587,623	99.390866	8,462,571	0.384137	4,956,692	0.224997
	H Shares	138,452,343	99.425503	800,000	0.574497	0	0.000000
	Total	2,328,039,966	99.392925	9,262,571	0.395455	4,956,692	0.211620

Ordinary Resolutions			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
(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;	A Shares	2,237,086,920	99.404553	8,423,561	0.374299	4,976,902	0.221148	
	H Shares	138,452,343	99.425503	800,000	0.574497	0	0.000000	
	Total	2,375,539,263	99.405774	9,223,561	0.385965	4,976,902	0.208261	
(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;	A Shares	2,189,610,823	99.391919	8,419,161	0.382167	4,976,902	0.225914	
	H Shares	138,452,343	99.425503	800,000	0.574497	0	0.000000	
	Total	2,328,063,166	99.393916	9,219,161	0.393601	4,976,902	0.212483	
(n) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations;	A Shares	2,189,587,623	99.390866	8,442,361	0.383220	4,976,902	0.225914	
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000	
	Total	2,327,649,966	99.376275	9,632,361	0.411242	4,976,902	0.212483	
(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;	A Shares	2,237,068,120	99.403717	8,442,361	0.375135	4,976,902	0.221148	
	H Shares	138,452,343	99.425503	800,000	0.574497	0	0.000000	
	Total	2,375,520,463	99.404987	9,242,361	0.386752	4,976,902	0.208261	
(p) estimated quota on related party transactions with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司);	A Shares	2,589,133,199	99.530992	7,111,321	0.273372	5,089,142	0.195636	
	H Shares	138,452,343	99.425503	800,000	0.574497	0	0.000000	
	Total	2,727,585,542	99.525632	7,911,321	0.288673	5,089,142	0.185695	
(q) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);	A Shares	2,587,933,199	99.484862	8,423,561	0.323817	4,976,902	0.191321	
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000	
	Total	2,725,995,542	99.467615	9,613,561	0.350785	4,976,902	0.181600	
(r) estimated quota on related party transactions with Great Wall Fund Management Co., Ltd. (長城基金管理有限公司);	A Shares	2,587,927,599	99.484647	8,429,161	0.324032	4,976,902	0.191321	
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000	
	Total	2,725,989,942	99.467411	9,619,161	0.350989	4,976,902	0.181600	
(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);	A Shares	2,587,914,399	99.484139	8,386,671	0.322399	5,032,592	0.193462	
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000	
	Total	2,725,976,742	99.466929	9,576,671	0.349439	5,032,592	0.183632	

Ordinary Resolutions			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
(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);	A Shares	2,589,137,099	99.531142	7,239,871	0.278314	4,956,692	0.190544	
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000	
	Total	2,727,199,442	99.511544	8,429,871	0.307594	4,956,692	0.180862	
(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);	A Shares	2,587,933,199	99.484862	8,367,791	0.321673	5,032,672	0.193465	
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000	
	Total	2,725,995,542	99.467615	9,557,791	0.348750	5,032,672	0.183635	
(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);	A Shares	2,587,927,599	99.484647	8,449,371	0.324809	4,956,692	0.190544	
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000	
	Total	2,725,989,942	99.467411	9,639,371	0.351727	4,956,692	0.180862	
(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);	A Shares	2,587,931,899	99.484812	8,445,071	0.324644	4,956,692	0.190544	
	H Shares	138,452,343	99.425503	800,000	0.574497	0	0.000000	
	Total	2,726,384,242	99.481798	9,245,071	0.337339	4,956,692	0.180863	
(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);	A Shares	2,587,927,599	99.484647	8,449,371	0.324809	4,956,692	0.190544	
	H Shares	138,452,343	99.425503	800,000	0.574497	0	0.000000	
	Total	2,726,379,942	99.481641	9,249,371	0.337496	4,956,692	0.180863	
(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);	A Shares	2,589,123,899	99.530634	7,253,071	0.278821	4,956,692	0.190545	
	H Shares	138,452,343	99.425503	800,000	0.574497	0	0.000000	
	Total	2,727,576,242	99.525293	8,053,071	0.293845	4,956,692	0.180862	
(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	A Shares	2,587,923,199	99.484477	8,453,771	0.324978	4,956,692	0.190545	
	H Shares	138,452,343	99.425503	800,000	0.574497	0	0.000000	
	Total	2,726,375,542	99.481481	9,253,771	0.337657	4,956,692	0.180862	
(aa) estimated quota on related party transactions with related natural persons of the Bank.	A Shares	2,587,801,799	99.479811	8,350,331	0.321002	5,181,532	0.199187	
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000	
	Total	2,725,864,142	99.462821	9,540,331	0.348113	5,181,532	0.189066	

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
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);	A Shares	2,587,806,799	99.480003	8,437,361	0.324348	5,089,502	0.195649
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
	Total	2,725,869,142	99.463003	9,627,361	0.351288	5,089,502	0.185709
(b) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);	A Shares	2,587,824,999	99.480702	8,419,161	0.323648	5,089,502	0.195650
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
	Total	2,725,887,342	99.463667	9,609,161	0.350624	5,089,502	0.185709
(c) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司);	A Shares	2,189,475,023	99.385755	8,442,361	0.383220	5,089,502	0.231025
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
	Total	2,327,537,366	99.371467	9,632,361	0.411242	5,089,502	0.217291
(d) estimated quota on related party transactions with Bridge Trust Co., Ltd. (百瑞信託有限責任公司);	A Shares	2,236,955,520	99.398714	8,430,661	0.374615	5,101,202	0.226671
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
	Total	2,375,017,863	99.383955	9,620,661	0.402582	5,101,202	0.213463
(e) estimated quota on related party transactions with Great Wall Fund Management Co., Ltd. (長城基金管理有限公司);	A Shares	2,587,801,799	99.479811	8,430,661	0.324090	5,101,202	0.196099
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
	Total	2,725,864,142	99.462821	9,620,661	0.351044	5,101,202	0.186135
(f) estimated quota on related party transactions with Central China Securities Co., Ltd. (中原證券股份有限公司);	A Shares	2,189,483,823	99.386154	8,245,421	0.374280	5,277,642	0.239566
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
	Total	2,327,546,166	99.371843	9,435,421	0.402834	5,277,642	0.225323
(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);	A Shares	2,587,801,799	99.479811	8,442,361	0.324540	5,089,502	0.195649
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
	Total	2,725,864,142	99.462821	9,632,361	0.351471	5,089,502	0.185708
(h) estimated quota on related party transactions with Henan Asset Management Co., Ltd. (河南資產管理有限公司); and	A Shares	2,189,475,023	99.385755	8,442,361	0.383220	5,089,502	0.231025
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
	Total	2,327,537,366	99.371467	9,632,361	0.411242	5,089,502	0.217291
(i) estimated quota on related party transactions with Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司).	A Shares	2,189,475,023	99.385755	8,430,661	0.382689	5,101,202	0.231556
	H Shares	138,062,343	99.145436	1,190,000	0.854564	0	0.000000
	Total	2,327,537,366	99.371467	9,620,661	0.410743	5,101,202	0.217790

Special Resolutions			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
9.	to consider and approve the 2022 profit distribution and capital reserve capitalization plan;	A Shares	2,500,567,762	96.126375	95,860,001	3.685033	4,905,899	0.188592
		H Shares	138,452,343	99.425503	800,000	0.574497	0	0.000000
		Total	2,639,020,105	96.294008	96,660,001	3.526983	4,905,899	0.179009
10.	to consider and approve the amendments to the Articles of Association;	A Shares	2,565,299,157	98.614768	31,063,103	1.194122	4,971,402	0.191110
		H Shares	124,878,166	89.677605	14,374,177	10.322395	0	0.000000
		Total	2,690,177,323	98.160660	45,437,280	1.657940	4,971,402	0.181400
11.	to consider and approve the general mandate for the issuance of new Shares; and	A Shares	2,580,791,778	99.210333	15,590,692	0.599335	4,951,192	0.190332
		H Shares	124,327,236	89.281971	14,925,107	10.718029	0	0.000000
		Total	2,705,119,014	98.705861	30,515,799	1.113477	4,951,192	0.180662
Additional Ordinary Resolution			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
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.	A Shares	2,588,582,749	99.509832	7,686,411	0.295480	5,064,502	0.194688
		H Shares	104,178,713	74.812898	1,190,000	0.854564	33,883,630	24.332538
		Total	2,692,761,462	98.254952	8,876,411	0.323887	38,948,132	1.421161

In accordance with the relevant regulatory requirements of CSRC and the Shenzhen Stock Exchange, the voting on all of the resolutions proposed at the AGM, being resolutions 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 AGM, the poll results of which are as follows:

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
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;	1,438,107,112	99.110483	7,768,011	0.535350	5,139,002	0.354167
7.	to consider and approve the special report on related party transactions for 2022;	1,438,206,512	99.117334	7,836,211	0.540051	4,971,402	0.342615
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;	1,437,594,862	99.075180	8,388,371	0.578104	5,030,892	0.346716
(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;	1,437,594,862	99.075180	8,462,571	0.583218	4,956,692	0.341602
(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;	1,437,594,862	99.075180	8,462,571	0.583218	4,956,692	0.341602
(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;	1,437,594,862	99.075180	8,462,571	0.583218	4,956,692	0.341602

Ordinary Resolutions	For		Against		Abstain	
	Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
(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;	1,437,603,662	99.075787	8,453,771	0.582611	4,956,692	0.341602
(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;	1,437,594,862	99.075180	8,462,571	0.583218	4,956,692	0.341602
(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;	1,437,594,862	99.075180	8,462,571	0.583218	4,956,692	0.341602
(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;	1,039,268,086	98.725238	8,462,571	0.803902	4,956,692	0.470860
(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;	1,437,599,862	99.075525	8,457,571	0.582873	4,956,692	0.341602
(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;	1,039,268,086	98.725238	8,462,571	0.803902	4,956,692	0.470860
(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;	1,039,268,086	98.725238	8,462,571	0.803902	4,956,692	0.470860
(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;	1,086,767,383	98.781962	8,423,561	0.765661	4,976,902	0.452377
(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;	1,039,291,286	98.727441	8,419,161	0.799778	4,976,902	0.472781
(n) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations;	1,039,268,086	98.725238	8,442,361	0.801982	4,976,902	0.472780
(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;	1,086,748,583	98.780253	8,442,361	0.767370	4,976,902	0.452377
(p) estimated quota on related party transactions with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司);	1,438,813,662	99.159177	7,111,321	0.490093	5,089,142	0.350730
(q) estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);	1,437,613,662	99.076476	8,423,561	0.580529	4,976,902	0.342995

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
(r)	estimated quota on related party transactions with Great Wall Fund Management Co., Ltd. (長城基金管理有限公司);	1,437,608,062	99.076090	8,429,161	0.580915	4,976,902	0.342995
(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);	1,437,594,862	99.075180	8,386,671	0.577987	5,032,592	0.346833
(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);	1,438,817,562	99.159446	7,239,871	0.498952	4,956,692	0.341602
(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);	1,437,613,662	99.076476	8,367,791	0.576686	5,032,672	0.346838
(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);	1,437,608,062	99.076090	8,449,371	0.582308	4,956,692	0.341602
(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);	1,437,612,362	99.076386	8,445,071	0.582012	4,956,692	0.341602
(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);	1,437,608,062	99.076090	8,449,371	0.582308	4,956,692	0.341602
(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);	1,438,804,362	99.158536	7,253,071	0.499862	4,956,692	0.341602
(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	1,437,603,662	99.075787	8,453,771	0.582611	4,956,692	0.341602
(aa)	estimated quota on related party transactions with related natural persons of the Bank.	1,437,482,262	99.067420	8,350,331	0.575482	5,181,532	0.357098
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);	1,437,487,262	99.067765	8,437,361	0.581480	5,089,502	0.350755
(b)	estimated quota on related party transactions with Zhongyuan Bank Co., Ltd. (中原銀行股份有限公司);	1,437,505,462	99.069019	8,419,161	0.580226	5,089,502	0.350755

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
(c)	estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司);	1,039,155,486	98.714541	8,442,361	0.801982	5,089,502	0.483477
(d)	estimated quota on related party transactions with Bridge Trust Co., Ltd. (百瑞信託有限責任公司);	1,086,635,983	98.770018	8,430,661	0.766307	5,101,202	0.463675
(e)	estimated quota on related party transactions with Great Wall Fund Management Co., Ltd. (長城基金管理有限公司);	1,437,482,262	99.067420	8,430,661	0.581019	5,101,202	0.351561
(f)	estimated quota on related party transactions with Central China Securities Co., Ltd. (中原證券股份有限公司);	1,039,164,286	98.715377	8,245,421	0.783273	5,277,642	0.501350
(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);	1,437,482,262	99.067420	8,442,361	0.581825	5,089,502	0.350755
(h)	estimated quota on related party transactions with Henan Asset Management Co., Ltd. (河南資產管理有限公司); and	1,039,155,486	98.714541	8,442,361	0.801982	5,089,502	0.483477
(i)	estimated quota on related party transactions with Zhongyuan Asset Management Co., Ltd. (中原資產管理有限公司).	1,039,155,486	98.714541	8,430,661	0.800870	5,101,202	0.484589
Special Resolution		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
9.	to consider and approve the 2022 profit distribution and capital reserve capitalization plan.	1,350,248,225	93.055485	95,860,001	6.606414	4,905,899	0.338101

Notes:

- (a) In counting the voting results for a resolution, abstained votes were regarded as votes with voting rights.
- (b) As a majority of the votes were cast in favour of each of the resolutions No. 1 to 8 and No. 12, all such resolutions were duly passed as ordinary resolutions.
- (c) As at least two-thirds of the votes were cast in favour of the resolutions No. 9 to 11, all such resolutions were duly passed as special resolutions.
- (d) Insofar as the Bank is aware, certain Shareholders attending the general meeting have pledged 50% or more of its/his/her equity interests in the Bank, the voting rights of such Shareholders at the AGM shall therefore be subject to restrictions pursuant to the Articles of Association of the Bank, resulting in a total of 1,737,811,049 Shares subject to restrictions. Such Shares were not involved in the voting.
- (e) There was no Shares requiring the holder to abstain from voting in favour of the resolutions at the AGM under Rule 13.40 of the Hong Kong Listing Rules.
- (f) Save as disclosed above, none of the Shareholders stated their intention in the Circulars to vote against any of the resolutions at the AGM or abstain from voting.

III. POLL RESULTS OF THE A SHAREHOLDERS CLASS MEETING

A total of 174 A Shareholders and their proxies, holding an aggregate of 2,601,333,662 A Shares with voting rights, representing approximately 55.454345% 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 2022 profit distribution and capital reserve capitalization plan.	2,500,567,762	96.126375	95,860,001	3.685033	4,905,899	0.188592

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 the resolution No. 1, such resolution was duly passed as the special resolution.
- (c) Insofar as the Bank is aware, certain A Shareholders attending the A Shareholders Class Meeting have pledged 50% or more of its/his/her equity interests in the Bank, the voting rights of such A Shareholders at the A Shareholders Class Meeting shall therefore be subject to restrictions pursuant to the Articles of Association of the Bank, resulting in a total of 1,737,811,049 Shares subject to restrictions. Such Shares were not involved in the voting.
- (d) There was no A Shares requiring the holder to abstain from voting in favour of the resolutions 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 Circulars 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

One H Shareholder and its proxy, holding an aggregate of 139,299,343 H Shares with voting rights, representing approximately 7.583888% 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 2022 profit distribution and capital reserve capitalization plan.	138,062,343	99.111984	1,237,000	0.888016	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 the resolution No. 1, such resolution was duly passed as the special resolution.
- (c) Insofar as the Bank is aware, no H Shareholders attending the H Shareholders 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 of the Bank.
- (d) There was no H Shares requiring the holder to abstain from voting in favour of the resolutions 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 Circulars to vote against any of the resolutions at the H Shareholders Class Meeting or abstain from voting.

V. ELECTION OF SUPERVISOR

The Board is pleased to announce that, with the approvals from the Shareholders at the AGM, Mr. GENG Mingzhai (“**Mr. GENG**”) has been elected as an external Supervisor of the seventh session of the Board of Supervisors.

Please refer to the Supplemental Circular for the biographical details of Mr. GENG. As of the date of this announcement, the biographical details contained in the Supplemental Circular remain accurate and up to date.

As at the date of this announcement, save as disclosed in this announcement, Mr. GENG has confirmed that: (i) he does not have any relationship with any Directors, Supervisors, senior management or substantial Shareholders of the Bank or controlling shareholders of its subsidiaries; (ii) he did not hold any other position in the Bank or its subsidiaries and did not hold any directorship or supervisorship in any other companies listed in Hong Kong or overseas for the past three years; and (iii) he does not have or is not deemed to have any interest in shares, underlying shares or debentures of the Bank or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this announcement, save as disclosed in this announcement, there are no other matters in relation to the proposed appointment of Mr. GENG which are required to be disclosed to the Shareholders and the Hong Kong Stock Exchange, or matters which would require disclosure in accordance with Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

Mr. GENG will receive the Supervisor's remuneration of RMB180,000 per annum. The term of office of Mr. GENG shall commence upon the consideration and approval by the Shareholders at the AGM till the expiry of the term of the seventh session of the Board of Supervisors.

VI. THE CAPITALIZATION ISSUE

The Board is pleased to announce that the 2022 profit distribution and capital reserve capitalization plan have been approved by the Shareholders. Details in respect of the Capitalization Issue for the year ended December 31, 2022 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 826,553,759 Shares comprising of 642,875,759 Capitalization A Shares and 183,678,000 Capitalization H Shares based on the Bank's total share capital of 8,265,537,599 Shares comprising of 6,428,757,599 A Shares and 1,836,780,000 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 8,265,537,599 Shares to 9,092,091,358 Shares, comprising of 7,071,633,358 A Shares and 2,020,458,000 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 June 28, 2023 (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 Shareholders, 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責任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 July 3, 2023.

The Bank has applied to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Capitalization H Shares. 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 and the granting of the aforesaid approval by the Hong Kong Stock Exchange to complete the Capitalization Issue. 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 (in respect of the issue of the Capitalization H Shares) is set out below:

2023

Register of members of the Bank reopens	June 16 (Friday)
Last day of dealings in H Shares on a cum-entitlement basis	June 19 (Monday)
First day of dealings in H Shares on an ex-entitlement basis.	June 20 (Tuesday)
Latest time for lodging transfer of H Shares for entitlement to the Capitalization Issue	4:30 p.m. on June 21 (Wednesday)
Book closure period for determining entitlement to the Capitalization Issue	June 23 (Friday) to June 28 (Wednesday) (both days inclusive)
Record date for determining entitlement to the Capitalization Issue	June 28 (Wednesday)
Register of members of the Bank reopens	June 29 (Thursday)
Despatch of certificates for the Capitalization H Shares	June 30 (Friday)
Dealings in Capitalization H Shares commence	9:00 a.m. on July 3 (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 June 23, 2023 (Friday) to June 28, 2023 (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 June 28, 2023 (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 June 21, 2023 (Wednesday). 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 June 28, 2023 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.

VII. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The amended Articles of Association will be effective from the date on which the Bank has obtained approval of the China banking regulatory authorities. The existing Articles of Association will remain effective until the amended Articles of Association takes effect.

VIII.LAWYER’S CERTIFICATION

YE Shengjie and ZHAN Lulu, lawyers of King & Wood Mallesons, the Bank’s PRC legal advisers, witnessed the AGM and the Class Meetings and issued a legal opinion certifying that the procedures to call and convene the AGM and the Class Meetings were in compliance with laws and 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 of the Bank; the qualifications of attendees and the conveners of the AGM and the Class Meetings were lawful and valid; the voting procedures and poll results of the AGM and the Class Meetings were lawful and valid.

**The Board of Directors of
Bank of Zhengzhou Co., Ltd.***

Zhengzhou, Henan, the PRC
June 15, 2023

As at the date of this announcement, the Board comprises Mr. ZHAO Fei and Mr. XIA Hua as executive Directors; Ms. WANG Dan, Mr. LIU Bingheng, Mr. JI Hongjun 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.*