
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bank of Zhengzhou Co., Ltd.*, you should at once hand this circular, together with the accompanying form of proxy for the EGM to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**GENERAL MANDATE TO ISSUE SHARES
PROPOSED CHANGE OF EXTERNAL AUDITOR
PROPOSED RE-ELECTION
AND ELECTION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS
PROPOSED RE-ELECTION
AND ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
PROPOSED RE-ELECTION OF EXTERNAL SUPERVISORS
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING
IN 2024**

The Letter from the Board is set out on pages 3 to 12 of this circular.

The Bank will convene the EGM at 9:00 a.m. on December 18, 2024 (Wednesday) at Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The notice of the EGM is set out on pages III-1 to III-4 of this circular.

Whether or not you are attending and/or voting at the EGM, you are requested to complete the proxy form of the EGM in accordance with the instructions printed thereon, and return them to the H Share Registrar (for H Shareholders) in any event not less than 24 hours before the scheduled time for holding of the EGM (i.e. by 9:00 a.m. on December 17, 2024 (Tuesday)) or any adjournment thereof (as the case may be). Completion and return of the proxy form of the EGM will not preclude you from attending in person or voting at the EGM or any adjournment thereof should 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.*

November 28, 2024

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

“A Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Bank, which are listed on the Shenzhen Stock Exchange (stock code: 002936) and traded in RMB
“A Shareholder(s)”	holder(s) of the A Share(s)
“Articles of Association”	the articles of association of the Bank (as amended from time to time)
“Bank”	Bank of Zhengzhou Co., Ltd.* (鄭州銀行股份有限公司*), a joint stock company incorporated in the PRC with limited liability on November 16, 1996, the H Shares of which are listed on the Hong Kong Stock Exchange (stock code: 6196) and the A Shares of which are listed on the Shenzhen Stock Exchange (stock code: 002936), respectively (including its subsidiaries unless the context otherwise requires)
“Board” or “Board of Directors”	the board of Directors of the Bank
“China” or “PRC”	the People’s Republic of China, but for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan region
“Company Law”	the Company Law of the People’s Republic of China (as amended from time to time)
“Director(s)”	the director(s) of the Bank
“EGM”	the second extraordinary general meeting of the Bank in 2024 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 December 18, 2024 (Wednesday)
“Group”	the Bank and its subsidiaries

DEFINITIONS

“H Share(s)”	overseas-listed foreign shares in the share capital of the Bank, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange (stock code: 6196) and traded in Hong Kong Dollars
“H Shareholder(s)”	holder(s) of the H Share(s)
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended or supplemented from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	November 26, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shares”	the A Share(s) and the H Share(s)
“Shareholder(s)”	the A Shareholder(s) and the H Shareholder(s)
“treasury share(s)”	has the meaning ascribed to it by the Hong Kong Listing Rules (as amended or supplemented from time to time)
“%”	per cent

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LETTER FROM THE BOARD



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)

Executive Director:

ZHAO Fei (Chairman)

Non-executive Directors:

WANG Dan

LIU Bingheng

WANG Shihao

Independent Non-executive Directors:

LI Yanyan

LI Xiaojian

SONG Ke

LI Shuk Yin Edwina

Registered office in the PRC:

22 Shangwu Waihuan Road

Zhengdong New District

Zhengzhou

Henan Province

The PRC

Principal place of business

in Hong Kong:

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES
PROPOSED CHANGE OF EXTERNAL AUDITOR
PROPOSED RE-ELECTION
AND ELECTION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS
PROPOSED RE-ELECTION
AND ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
PROPOSED RE-ELECTION OF EXTERNAL SUPERVISORS
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING
IN 2024**

I. INTRODUCTION

The Bank will convene the EGM at 9:00 a.m. on December 18, 2024 (Wednesday), a notice thereof is set out on pages III-1 to III-4 of this circular, at which resolutions will be proposed to approve, including, the general mandate to issue shares, proposed change of external auditor, proposed re-election and election of executive Directors and non-executive Directors, proposed re-election and election of independent non-executive Directors and proposed re-election of external supervisors.

The purpose of this circular is to set out the notice of the EGM and provide you with the details of the aforesaid resolutions.

LETTER FROM THE BOARD

II. GENERAL MANDATE TO ISSUE SHARES

In order to meet the capital requirement of the Bank for sustainable development and utilize financing platforms flexibly and effectively, in accordance with relevant laws and regulations, normative documents and capital market practices, it is proposed that the general meeting approve the proposal for granting the Board a general mandate to issue shares and matters related to the delegation of authority by the Board.

Specific Proposal Relating to the General Mandate to Issue Shares

(I) Subject to the conditions set out in Paragraph (II) below, the Board shall be authorized to separately or concurrently ratify, allot, issue, grant and/or otherwise disposal of Shares (H Shares and/or A Shares, preference shares (if applicable), as the same below), securities convertible into Shares, options and warrants of securities that are entitled to subscribe for any Shares or such convertible securities, or other securities that carry rights to subscribe for or to be convertible into Shares during the Relevant Period (as defined below).

Notwithstanding the fulfillment of the conditions set out in Paragraph (II) below, the Bank shall obtain a separate mandate by way of a special resolution passing at the general meeting prior to making the allotment of Shares with voting rights that will effectively change the control rights of the Bank.

(II) The number of H Shares, A Shares and/or preference shares (if applicable) (among which, the number of H ordinary Shares and/or A ordinary Shares converted from preference shares are calculated based on the mandatory conversion price) proposed to be ratified, allotted, issued, granted and/or otherwise dispose of by the Board shall not respectively exceed 20% of the total number of each of the H Shares and/or A Shares (excluding treasury shares (if applicable)) in issue as at the date on which this resolution is passed at the general meeting (among which, the issuance of securities convertible into shares is calculated based on the number of H shares/A shares converted from such securities).

(III) For the purposes of this resolution:

“Relevant Period” means the period from the date on which this resolution is passed at the general meeting until the earliest of:

1. the conclusion of the first annual general meeting convened following the date of passing of this resolution at the general meeting;
2. the expiration of 12 months following the date of passing of this resolution at the general meeting;
3. the date on which the authority granted under this resolution is revoked or amended by a special resolution passed at the general meeting.

LETTER FROM THE BOARD

(IV) The Board is hereby authorized to determine the details of the issuance plan, including but not limited to:

1. the class and number of shares proposed to be issued;
2. the pricing method and/or the offer price (including the price range);
3. the date of opening and closing of the issuance;
4. the use of the proceeds raised;
5. the recommendation, agreement and share options to be made or granted that may require the exercise of such powers;
6. other content to be included in the detailed issuance plan as required by the relevant laws and regulations and other regulatory documents, the relevant regulatory authorities and the stock exchange at the place of listing.

(V) The Board is hereby authorized to implement the issuance plan and deal with the matters related to an increase in the registered capital of the Bank so as to reflect the shares authorized to be issued by the Bank under this resolution, and to make such amendments as it deems appropriate and necessary to the provisions related to the issuance of shares and registered capital in the Articles of Association, and to adopt and complete any other actions and procedures that are necessary for the implementation of the issuance plan and the completion of the increase in the registered capital of the Bank.

Matters Relevant to the Mandate

In order to enhance the efficiency of decision-making, reduce internal approval procedures and grasp market timing, in respect of the general mandate to issue Shares, it is proposed to the general meeting to approve the authorization of the Board and any persons authorized by the Board to deal with the matters in connection with the general mandate to issue shares. The specific details of the mandate given to the authorized persons will be separately determined upon the exercise of the general mandate by the Board under this resolution.

III. PROPOSED CHANGE OF EXTERNAL AUDITOR

Reference is made to the announcement of the Bank dated November 28, 2024 in relation to, among other things, the proposed change of external auditor.

LETTER FROM THE BOARD

After comprehensively considering the Bank's business development, cost effectiveness and needs for audit services, the Board and the audit committee of the Board consider that the change of external auditors is in the interests of the Bank and the Shareholders as a whole. As such, according to the Measures for State-owned Enterprises and Listed Companies to Select and Appoint Accounting Firms (Cai Kuai [2023] No.4) (《國有企業、上市公司選聘會計師事務所管理辦法》(財會[2023]4號)), the Measures for State-owned Financial Enterprises to Select and Appoint Accounting Firms (Cai Jin [2020] No.6) (《國有金融企業選聘會計師事務所管理辦法》(財金[2020]6號)), the disclosure rules of stock exchanges and other relevant requirements, the Bank has organized and conducted the public tender and selection process. Based on the results of the public tender and selection process and recommendations by the audit committee of the Board, the Board considered and approved the Resolution on the Change of External Auditors of Bank of Zhengzhou Co., Ltd., and agreed to appoint ShineWing Certified Public Accountants LLP as the domestic auditor of the Bank for 2024 as well as the provision of internal control auditing services, and SHINEWING (HK) CPA Limited as the international auditor of the Bank for 2024 on November 27, 2024, with a term commencing from the date of approval of the resolution at the EGM expiring upon the date of the conclusion of the 2024 annual general meeting of the Bank. It is expected that the audit fee for the year of 2024 is RMB2.74 million, which includes the internal control audit fee of RMB0.34 million.

The Bank has communicated with Ernst & Young Hua Ming LLP and Ernst & Young in relation to the change of external auditors to which both of them have no objection and agreed to cease to be the external auditors of the Bank upon the date of approval of the resolution at the general meeting of the Bank. Ernst & Young Hua Ming LLP and Ernst & Young have confirmed that there are no matters with respect to their ceasing to be the external auditors of the Bank that need to be brought to the attention of the Shareholders. The Board also confirms that there are no disagreements or unresolved matters between the Bank and Ernst & Young Hua Ming LLP and Ernst & Young, and it is not aware of any relevant matters that need to be brought to the attention of the Shareholders.

IV. PROPOSED RE-ELECTION AND ELECTION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS

Reference is made to the announcement of the Bank dated November 28, 2024 in relation to, among other things, the proposed re-election and election of executive Directors and non-executive Directors.

In accordance with the Company Law and the Articles of Association, after consideration and approval by the nomination committee of the seventh session of the Board of the Bank, the Board proposed the nomination for the re-election or election of the executive Directors and non-executive Directors as follows:

- (i) each of Mr. ZHAO Fei and Ms. LI Hong as an executive Director candidate of the eighth session of the Board; and

LETTER FROM THE BOARD

- (ii) each of Ms. ZHANG Jihong, Mr. LIU Bingheng and Mr. WEI Zhigang as a non-executive Director candidate of the eighth session of the Board.

The biographical details of the above executive Director and non-executive Director candidates of the eighth session of the Board are set out in appendix I to this circular.

The re-election and election of the executive Director and non-executive Director candidates will be proposed at the EGM for approval by the Shareholders. In accordance with the Articles of Association, the Directors of the Bank serve for a term of three years for each session until expiry of term of the eighth session of the Board. The qualifications of the newly elected Directors are subject to the approval of the National Administration of Financial Regulation Henan Office (the “**Henan Financial Regulation Office**”), and the qualifications of the re-elected Directors shall take effect from the date of approval at the general meeting. In accordance with relevant laws and regulations and the Articles of Association, the Directors of the seventh session of the Board of the Bank, will continue to perform their duties as Directors and relevant roles in the special committee of the Board pursuant to regulatory requirements until the qualifications of the newly elected Directors are approved by Henan Financial Regulation Office.

The executive Directors of the eighth session of the Board, being Mr. ZHAO Fei and Ms. LI Hong, will not receive remuneration for their capacities as executive Directors but they shall receive corresponding remunerations for their respective specific management duties performed as management of the Bank, including basic remuneration, performance-based remuneration and benefits. Such remunerations are determined based on the relevant remuneration policies of the higher-level units and the Bank.

The non-executive Directors of the eighth session of the Board will not receive remuneration for their capacities as non-executive Directors.

Save as disclosed in this circular, each of the executive Director and non-executive Director candidates of the eighth session of the Board has confirmed that: (i) he/she 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/she 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 over the past three years; and (iii) he/she does not have or is not deemed to have any interest in shares, underlying shares and 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).

Save as disclosed in this circular, there are no other matters in relation to the re-election and election of the executive Director and non-executive Director candidates of the eighth session of the Board 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.

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V. PROPOSED RE-ELECTION AND ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Reference is made to the announcement of the Bank dated November 28, 2024 in relation to, among other things, the proposed re-election and election of independent non-executive Directors.

In accordance with the relevant requirements of the Company Law and the Articles of Association, after consideration and approval by the nomination committee of the seventh session of the Board of the Bank, the Board proposed to re-elect or elect each of Mr. LI Xiaojian, Mr. WANG Ning, Mr. LIU Yatian and Mr. SIU Chi Hung as independent non-executive Director candidates of the eighth session of the Board.

The biographical details of the above independent non-executive Director candidates of the eighth session of the Board are set out in appendix I to this circular.

In respect of the proposed nomination of Mr. LI Xiaojian, Mr. WANG Ning, Mr. LIU Yatian and Mr. SIU Chi Hung as independent non-executive Director candidates of the eighth session of the Board, the nomination committee of the Board and the Board have complied with the qualification requirement and election procedures for directors as stipulated in the Articles of Association. By taking into account the nomination policy of the Bank, the Board and its nomination committee are of the view that the existing independent non-executive Director, Mr. LI Xiaojian, and the newly elected independent non-executive Director candidates, Mr. WANG Ning, Mr. LIU Yatian and Mr. SIU Chi Hung, are suitable candidates to be re-elected or elected as independent non-executive Directors of the eighth session of the Board based on their background, experience and past performances. In addition, the nomination committee of the Board and the Board also believe that the above independent non-executive Director candidates have many years of experience in accounting, law and economic and financial research, so that their respective backgrounds, work experience and cultural background will be conducive for the Bank to maintain the diversity of member of the Board, contributing more expertise and experience in accounting, law and economy to the Bank.

Each of independent non-executive Director candidates has made a confirmation of independence pursuant to Rule 3.13 of the Hong Kong Listing Rules, and the Board is also of the view that each of independent non-executive Director candidates meets the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules.

The re-election and election of the independent non-executive Director candidates will be proposed at the EGM for approval by the Shareholders. In accordance with the Articles of Association, the Directors of the Bank serve for a term of three years for each session until expiry of term of the eighth session of the Board. The qualifications of the newly elected Directors are subject to the approval of the Henan Financial Regulation Office, and the qualifications of the re-elected Directors shall take effect from the date of approval at the general meeting. In accordance with relevant laws and regulations and the Articles of Association, the Directors of the seventh session of the Board of the Bank, will continue to perform their duties as Directors and relevant roles in the special committee of the Board pursuant to regulatory requirements until the qualifications of the newly elected Directors are approved by Henan Financial Regulation Office.

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The independent non-executive Directors of the eighth session of the Board shall each receive remuneration of RMB210,000 per annum (tax inclusive). Such remuneration is determined based on the remuneration standard of the independent non-executive Directors of the Bank considered and approved at the 2020 annual general meeting of the Bank. The Bank will also disclose the total remunerations received by the Directors in its annual reports accordingly.

Save as disclosed in this circular, each of the independent non-executive Director candidates of the eighth session of the Board has confirmed that: (i) he/she 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/she 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 over the past three years; and (iii) he/she does not have or is not deemed to have any interest in shares, underlying shares and 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).

Save as disclosed in this circular, there are no other matters in relation to the re-election and election of the independent non-executive Director candidates of the eighth session of the Board 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.

VI. PROPOSED RE-ELECTION OF EXTERNAL SUPERVISORS

Reference is made to the announcement of the Bank dated November 28, 2024 in relation to, among other things, the proposed re-election of external supervisors.

In accordance with the relevant requirements of the Company Law and the Articles of Association, after consideration and approval by the seventh session of the board of supervisors, the board of supervisors proposed to re-elect each of Mr. XU Changsheng and Mr. GENG Mingzhai as the external supervisor candidates of the eighth session of the board of supervisors.

The biographical details of the abovementioned external supervisor candidates of the eighth session of the board of supervisors are set out in appendix II to this circular.

The re-election of the external supervisor candidates will be proposed at the EGM for approval by the Shareholders. Their terms of office will commence upon Shareholders' approval and end upon the expiration of the term of the eighth session of the board of supervisors.

External supervisors of the eighth session of the board of supervisors shall each receive a remuneration of RMB180,000 per annum (tax inclusive). Such remuneration is determined based on the remuneration standards of the external supervisors of the Bank considered and approved at the 2020 annual general meeting of the Bank. The Bank will also disclose the total remunerations received by the supervisors in its annual reports accordingly.

LETTER FROM THE BOARD

The Bank will hold an employee representative meeting and a meeting of the labour union committee of the headquarters (during the recess of the employee representative meeting) as soon as possible and in due course to re-elect and elect the employee supervisors, who will form the eighth session of the board of supervisors of the Bank together with the external supervisors to be re-elected at the EGM. However, the appointment of the employee supervisors is not subject to the approval of the Shareholders. The Bank will provide updates to the Shareholders as and when appropriate.

Save as disclosed in this circular, each of the external supervisor candidates of the eighth session of the board of supervisors has confirmed that: (i) he/she 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/she 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 over the past three years; and (iii) he/she does not have or is not deemed to have any interest in shares, underlying shares and 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).

Save as disclosed in this circular, there are no other matters in relation to the re-election of the external supervisor candidates of the eighth session of the board of supervisors 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.

VII. THE EGM

The Bank proposes to convene the EGM at 9:00 a.m. on December 18, 2024 (Wednesday) at Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC, to consider, if thought fit, approve the matters set out in the notice of EGM. The proxy form of the EGM has been published on the website of the Hong Kong Stock Exchange and the Bank's website on November 28, 2024. The notice of EGM is set out in Appendix III to this circular.

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the proxy form of the EGM in accordance with the instructions printed thereon.

Completion and return of the proxy form of the EGM will not preclude you from attending or voting in person at the EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

VIII. CLOSURE OF THE REGISTER OF MEMBERS OF H SHARES AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM

In order to determine the list of H Shareholders who are entitled to attend and vote at the EGM, the Bank's register of members of H Shares will be closed from December 13, 2024 (Friday) to December 18, 2024 (Wednesday), both days inclusive, during which no transfer of H Shares will be effected. The H Shareholders included in the Bank's register of members of H Shares on December 18, 2024 (Wednesday) 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 before 4:30 p.m. on December 12, 2024 (Thursday).

IX. METHODS OF VOTING AT THE EGM

Pursuant to the requirements of Rule 13.39(4) of the Hong Kong Listing Rules, voting by the Shareholders at the EGM shall be taken by the way of poll.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at the EGM and therefore no Shareholder is required to abstain from voting at the EGM.

Pursuant to Article 41 of the Articles of Association, when the number of Shares pledged by a Shareholder reaches or exceeds 50% of his/her/its holding of Shares in the Bank, the voting rights of such Shareholder at general meetings and the voting rights of Director(s) nominated by such Shareholder at meetings of the Board shall be restricted.

X. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the EGM is in the best interests of the Bank and the Shareholders as a whole. None of the Directors have to abstain from voting on the above resolutions at the meeting of the Board. Accordingly, the Board recommends that the Shareholders vote in favour of the relevant resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

XI. OTHER INFORMATION

You are kindly requested to pay attention to the information set out in Appendix I to III to this circular.

By order of the Board
Bank of Zhengzhou Co., Ltd.*
ZHAO Fei
Chairman

Zhengzhou, Henan, the PRC
November 28, 2024

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Executive Directors

The biographical details of the executive Director candidates are as follows:

Mr. ZHAO Fei (趙飛), aged 49, graduated from Zhengzhou University (鄭州大學) majoring in economics. He is an economist.

Mr. ZHAO has served as an executive Director of the Bank since May 2023 and the chairman of the Bank since July 2023, primarily responsible for the overall work of the Board and in charge of the internal audit office of the Board, the office of the Board, the remuneration and assessment office of the Board, the risk management office of the Board, the strategic development department of the Board, and the inspection office of the Party Committee. Mr. ZHAO joined the Bank in September 2022 and served as the president of the Bank from November 2022 to July 2023. Prior to that, Mr. ZHAO had served as the president of the Nanle County Subbranch, the deputy director of the risk management department, the investment department and the poverty alleviation business department of the Henan Branch, the secretary of the Party branch and president of the Jiyuan Sub-branch, and the secretary of the Party committee and president of the Pingdingshan Branch at the Agricultural Development Bank of China in Henan Province.

Ms. LI Hong (李紅), aged 54, obtained a bachelor's degree in economics from Renmin University of China majoring in financial accounting, and EMBA from University of International Business and Economics (對外經濟貿易大學).

Ms. LI has worked in Beijing Branch of Postal Savings Bank of China for 16 years since 2008, where she served as the general manager of planning and finance department, senior business manager, a member of the Party Committee, vice president, chairwoman of the labor union, etc., and was in charge of major tasks of the front, middle, and back office, including business sector, interbank financial sector, risk management, credit review, laws and compliance, operation and management, accounting, finance, assets, liabilities, and office affair.

Non-executive Directors

The biographical details of the non-executive Director candidates are as follows:

Ms. ZHANG Jihong (張繼紅), aged 53, graduated from the Party School of the Central Committee of C.P.C majoring in economics and management. She is a senior accountant.

Ms. Zhang served as a staff member at Zhengzhou State-owned Assets Administration Bureau (鄭州市國有資產管理局) from August 1990 to August 1992. She served as a staff member and senior staff member of the Human Resource Division, the Office of Foreign Investment and Economic Cooperation and the Government Debt Management Office of Zhengzhou Finance Bureau from August 1994 to August 2006. She served as deputy director (section chief rank) of the Government Debt Management Office of Zhengzhou Finance Bureau from August 2006 to May 2020. Since May 2020, she has been serving as the chief accountant of Zhengzhou Zhongrongchuang Industrial Investment Co., Ltd. (鄭州市中融創產業投資有限公司).

Mr. LIU Bingheng (劉炳恒), aged 55, graduated from Zhengzhou University of Light Industry (鄭州輕工業學院) majoring in financial accounting. He is an accountant.

Mr. LIU has served as a non-executive Director of the Bank since November 2021. He has served as the director of the financial operation center of Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司) from October 2015 to April 2024. Mr. LIU had served as deputy general manager and chief financial officer of Henan Baihe International Highway Technology Co., Ltd. (河南百和國際公路科技有限公司) and chief financial officer of China Electronics Technology Information Industry Co., Ltd. (中電科信息產業有限公司).

Mr. WEI Zhigang (衛志剛), aged 48, graduated from Xi'an Jiaotong University (西安交通大學) majoring in international economics, and obtained an MPA from Zhengzhou University (鄭州大學). He is an economist.

Mr. WEI worked at Xinxiang Post Bureau (新鄉市郵政局) from July 1995 to April 2002; successively served as assistant director and deputy director of Merchants Bureau, deputy director of Economic Development Bureau under Zhengdong New District Management Committee (鄭東新區管委會) from April 2002 to June 2013, during which, he served as deputy director of general office (deputy county-level) of the leading group (建設領導小組辦公室副主任(副縣級)) for Zhengzhou Airport Economy Zone (鄭州航空港經濟綜合實驗區) from January 2012 to June 2013; director of Financial Service Bureau of Zhengdong New District Management Committee from June 2013 to June 2016. From June 2016 to February 2024, he successively served as director of general office and director of the office of the Party committee of Zhongyuan Bank Co., Ltd. (01216.HK); deputy Party secretary and vice president, director of Party and Mass Work Department (Labor Union Office), the head of organization department of the Party Committee, and general manager of HR Department of Shangqiu Branch of Zhongyuan Bank Co., Ltd.; deputy secretary of the Party committee of Zhongyuan Trust Co., Ltd. since February 2024.

Independent Non-executive Directors

The biographical details of the independent non-executive Directors candidates are as follows:

Mr. LI Xiaojian (李小建), aged 70, holds a bachelor of science in geography from Henan Normal University (河南師範大學) (now renamed as Henan University (河南大學)) and a doctor of economics in economic geography from Nankai University (南開大學). He is a professor.

Mr. LI has served as an independent non-executive Director of the Bank since December 2021. He has served as an external supervisor of Zhongyuan Bank Co., Ltd. (01216.HK) from December 2014 to October 2023. Mr. LI had served as the vice principal of Henan University, the principal of Henan College of Finance and the principal of Henan University of Economics and Law. In addition, Mr. LI was granted the special allowance from the State Council in 1997, accredited as a National Young and Middle-aged Expert with Outstanding Contributions (國家有突出貢獻中青年專家) in 1998 and granted the title of “Accomplished Entrepreneurs among the New Generation of Overseas Chinese (新橋成功創業人士)” by All-China Federation of Returned Overseas Chinese (中華全國歸國華僑聯合會) in 2003.

Mr. WANG Ning (王寧), aged 41, obtained a bachelor’s degree in information management and information system and a master’s degree in corporate management from Zhengzhou University, and a doctoral degree in management science and engineering from Northwestern Polytechnical University (西北工業大學). He is a professor.

Mr. WANG joined the Business School of Zhengzhou University since July 2013, served as a teacher from July 2013 to September 2019, served as the deputy dean from September 2019 to January 2024, and served as the executive dean since January 2024.

Mr. LIU Yatian (劉亞天), aged 61, obtained a bachelor’s degree in law, an academic diploma of master’s degree qualification in economic law, and an academic diploma of doctoral degree qualification in civil and commercial law from China University of Political Science and Law (中國政法大學). He is a professor.

Mr. LIU worked at China University of Political Science and Law from January 1989 to May 2023, during which he served as a member of the Academic Committee of the School of Continuing Education and a member of the Party Committee of the School. He was an expert member of the Contract Law Group in the Codification of the Civil Code of the PRC (中國民法典編纂合同法組), a member of the Expert Committee of the Pinggu District Procuratorate of Beijing (北京市平谷區檢察院), an arbitrator of the Tianjin Arbitration Commission (天津仲裁委員會), a legal advisor to law firms and state-owned enterprises, and other positions.

Mr. SIU Chi Hung (蕭志雄), aged 53, obtained a bachelor's degree in business administration from the Chinese University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants, a member of the American Institute of Certified Public Accountants, and a member of The Hong Kong Independent Non-Executive Director Association.

Mr. SIU joined KPMG in August 1994, and successively served as a partner of KPMG (Hong Kong), the principal partner of the real estate business of KPMG (China) and the principal partner of Capital Markets Development (Southern China) of KPMG (China) from July 2008 to June 2018. During the past five years, Mr. SIU has served as an executive director of LVGEM (China) Real Estate Investment Company Limited (00095.HK), and an independent non-executive director of Roiserv Lifestyle Services Co., Ltd. (02146.HK), Central China Management Company Limited (09982.HK) and MicroPort NeuroScientific Corporation (02172.HK). Mr. SIU has been serving as an independent non-executive director of Dongjiang Environmental Company Limited (002672.SZ; 00895.HK) and an independent non-executive director of CHINA GAS INDUSTRY INVESTMENT HOLDINGS CO. LTD. (01940.HK) since December 2020, an independent non-executive director of China Aluminum International Engineering Corporation Limited (601068.SH; 02068.HK) since April 2022, and an independent non-executive director of Sichuan Energy Investment Development Co., Ltd. (01713.HK) since August 2024.

External Supervisors

Mr. XU Changsheng (徐長生), aged 61, holds a bachelor's degree in economics from Nanjing University, and a master's degree and a doctor's degree in economics from Wuhan University.

Mr. XU has served as an external supervisor of the Bank since June 2021. He has been teaching in Huazhong University of Science and Technology School of Economics since July 1987, serving as a professor since September 1997 and has been a doctoral supervisor since September 1999. Mr. XU was the dean of the School of Economics at Huazhong University of Science and Technology, and is currently the vice-president of the Zhang Peigang Development Economics Research Foundation. He has long been engaged in scientific research and teaching in the fields of macroeconomics and development economics.

Mr. GENG Mingzhai (耿明齋), aged 72, holds a bachelor's and master's degrees in economics from Henan University and is a professor.

Mr. GENG has served as an external supervisor of the Bank since June 2023. He has been working at Henan University since July 1985; he has been a teacher since July 1985; he has been serving as the honorary director of the School of Economics and the chief expert of the Henan Central China Development Research Institute since September 2019. Mr. GENG has been serving as an independent director of Yutong Heavy Industries Co., Ltd. (宇通重工股份有限公司) (600817.SH) since January 2019 and an independent director of Central China Futures Co., Ltd. (中原期貨股份有限公司) since May 2019. He is currently a member of the 14th National People's Congress of Henan Province, a researcher of the Advisory Group of the Henan Provincial Committee of the Communist Party of China, a member of the Expert Advisory Committee of the Henan Provincial Government, a director of the China Center for International Economic Exchanges. Mr. GENG had served as the director of the School of Economics of Henan University, the director of the Central China Development Research Institute, an independent director of Henan Shuanghui Group Finance Co., Ltd. (河南雙匯集團財務有限公司) and an independent director of Henan Bianjing Rural Commercial Bank Company Limited (河南汴京農村商業銀行股份有限公司).

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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 SECOND EXTRAORDINARY GENERAL MEETING IN
2024**

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting in 2024 (the “**EGM**”) of Bank of Zhengzhou Co., Ltd.* (the “**Bank**”) will be held at 9:00 a.m. on December 18, 2024 (Wednesday) 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:

NON-CUMULATIVE VOTING RESOLUTIONS

1. To consider and approve the general mandate to issue Shares;
2. To consider and approve change of external auditors;
3. To consider and approve the election of the executive Directors and non-executive Directors of the eighth session of the Board
 - (a) To consider and approve the election of Mr. ZHAO Fei as an executive Director of the eighth session of the Board;
 - (b) To consider and approve the election of Ms. LI Hong as an executive Director of the eighth session of the Board;
 - (c) To consider and approve the election of Ms. ZHANG Jihong as a non-executive Director of the eighth session of the Board;
 - (d) To consider and approve the election of Mr. LIU Bingheng as a non-executive Director of the eighth session of the Board; and

- (e) To consider and approve the election of Mr. WEI Zhigang as a non-executive Director of the eighth session of the Board.

CUMULATIVE VOTING RESOLUTIONS

- 4. To consider and approve the election of the independent non-executive Directors of the eighth session of the Board
 - (a) To consider and approve the election of Mr. LI Xiaojian as an independent non-executive Director of the eighth session of the Board;
 - (b) To consider and approve the election of Mr. WANG Ning as an independent non-executive Director of the eighth session of the Board;
 - (c) To consider and approve the election of Mr. LIU Yatian as an independent non-executive Director of the eighth session of the Board; and
 - (d) To consider and approve the election of Mr. SIU Chi Hung as an independent non-executive Director of the eighth session of the Board.

NON-CUMULATIVE VOTING RESOLUTIONS

- 5. To consider and approve the election of external supervisors of the eighth session of the board of supervisors
 - (a) To consider and approve the election of Mr. XU Changsheng as an external supervisor of the eighth session of the board of supervisors; and
 - (b) To consider and approve the election of Mr. GENG Mingzhai as an external supervisor of the eighth session of the board of supervisors.

The above resolution No. 1 is a special resolution and the remaining resolutions are ordinary resolutions.

By order of the Board
Bank of Zhengzhou Co., Ltd.*
ZHAO Fei
Chairman

Zhengzhou, Henan, the PRC
November 28, 2024

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 the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (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 December 13, 2024 (Friday) to December 18, 2024 (Wednesday), 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 December 18, 2024 (Wednesday) 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 December 12, 2024 (Thursday).

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 December 17, 2024 (Tuesday)) 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 the 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. **CUMULATIVE VOTING METHOD**

"Cumulative voting method" is adopted for the above resolution in respect of the election of independent non-executive Directors (namely resolution No. 4), under which a total of four independent non-executive Directors shall be elected. Pursuant to the "cumulative voting method", each of the Shares with voting rights that each Shareholder holds shall carry the same number of votes corresponding to the number of candidates to be appointed under the same resolution, which means the total number of the votes each Shareholder are entitled to cast in respect of each resolution equals to the number of Shares he/she holds multiplied by the number of candidates to be appointed under such resolution. Each Shareholder may cast all the votes for one candidate, or split the votes for several candidates (with the possibility of casting nil vote). Where the total number of votes each Shareholder cast is in excess of the number of votes carried by the total number of Shares he/she votes, the votes each Shareholder cast shall be invalid.

If the votes filled in by Shareholders or his/her proxies at the on-site general meeting of Shareholders are incorrectly filled in, invalidated, illegible in handwriting, or unvoted, these votes shall be deemed as abstention. If the number of votes casted by Shareholders for candidates under a resolution group exceeds the number of votes entitled to Shareholders under the resolution group, the votes casted by such Shareholders under the resolution group shall constitute invalid votes. If the votes casted by Shareholders for candidates under a resolution group are less than the number of votes entitled to Shareholder under the resolution group, the casted votes shall be deemed valid but the difference shall be regarded as abstaining from voting.

5. MISCELLANEOUS

- (i) 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).
- (ii) 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.
- (iii) 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

- 6. The details about the aforesaid resolutions proposed for the consideration and approval of the EGM are set out in the circular of the EGM published by the Bank on November 28, 2024. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the EGM published by the Bank on November 28, 2024.

As at the date of this notice, the board of directors of the Bank comprises Mr. ZHAO Fei as executive director; Ms. WANG Dan, Mr. LIU Bingheng 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.*