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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.*