



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)

**FORM OF PROXY FOR USE AT
SECOND EXTRAORDINARY GENERAL MEETING IN 2024 TO BE HELD ON DECEMBER 18, 2024**

| | |
|---|--|
| No. of H Shares to which this Form of Proxy relates ^(Note 1) | |
| No. of pledged H Shares in all H Shares held by me/us | |
| Percentage of pledged H Shares in all H Shares held by me/us | |

I/We^(Note 2)

of _____
being the holder(s) of _____ H Shares^(Note 3) of RMB1.00 each of Bank of Zhengzhou Co., Ltd.* (the "Bank"),
hereby appoint the Chairman of the meeting or _____^(Note 4)
of _____

as my/our proxy(ies) to attend the second extraordinary general meeting in 2024 (the "EGM") of the Bank to be held at Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC at 9:00 a.m. on December 18, 2024 (Wednesday) or any adjourned meeting thereof, and to vote at such meeting in respect of the resolutions set out in the notice of the EGM dated November 28, 2024 as indicated below on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit. Unless otherwise indicated, capitalized terms used in this form shall have the same meaning as those defined in the notice of the EGM published by the Bank on November 28, 2024.

| NON-CUMULATIVE VOTING RESOLUTIONS | | For ^(Note 5) | Against ^(Note 5) | Abstain ^(Note 5) |
|-----------------------------------|--|-------------------------------------|-----------------------------|-----------------------------|
| 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 | | Number of votes ^(Note 6) | | |
| 4. | To consider and approve the election of 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 | | For ^(Note 5) | Against ^(Note 5) | Abstain ^(Note 5) |
| 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.

Dated this _____ day of _____, 2024

Signature(s)^(Note 7): _____

Notes:

- Please insert the number of H Shares of the Bank registered in your name(s) to which this form of proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those H Shares. If no number is inserted, this form of proxy will be deemed to relate to all H Shares registered in your name(s) (whether alone or jointly with others).
- Please insert your full name(s) and address(es) as registered in the H Share register of members of the Bank in **BLOCK LETTERS**.
- Please insert the number of H Shares registered in your name(s).
- If any proxy other than the Chairman of the meeting of the Bank is preferred, please cross out the words "the Chairman of the meeting or" and insert the name of the proxy desired in the space provided. A Shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. Any alteration made to this form of proxy must be initialled by the person who signs it.
- Important: As to the non-cumulative voting resolution, if you wish to vote for any resolution, please put a tick in the box marked "For" or insert the number of H Shares held by you. If you wish to vote against any resolution, please put a tick in the box marked "Against" or insert the number of H Shares held by you. If you wish to abstain from voting on any resolution, please put a tick in the box marked "Abstain" or insert the number of H Shares held by you. If no direction is given, your proxy shall vote at his/her own discretion. The H Shares abstained will be counted in the calculation of the required majority. The H Shares abstained will be counted in the calculation of the required majority.
- IMPORTANT: "CUMULATIVE VOTING METHOD" IS ADOPTED FOR RESOLUTION NO. 4 UNDER WHICH A TOTAL OF FOUR INDEPENDENT NON-EXECUTIVE DIRECTORS SHALL BE ELECTED. PLEASE FILL IN THE NUMBER OF VOTES YOU INTEND TO CAST FOR THE RELEVANT RESOLUTION IN THE BOX MARKED "NUMBER OF VOTES"**. Pursuant to the "cumulative voting method", each of the Shares you hold 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 votes you are entitled to cast in respect of each resolution equals to the number of Shares you hold multiplied by the number of candidates to be appointed under such resolution. You may cast all your votes for one candidate, or split your votes for several candidates (with the possibility of casting nil vote). Where the total number of votes you cast is in excess of the number of votes carried by the total number of Shares you vote, the votes you cast shall be invalid.
If the votes filled in by you or your 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 you for candidates under a resolution group exceeds the number of votes entitled to you under the resolution group, the votes casted by you under the resolution group shall constitute invalid votes. If the votes casted by you for candidates under a resolution group are less than the number of votes entitled to you under the resolution group, the casted votes shall be deemed valid but the difference shall be regarded as abstaining from voting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this form of proxy may be signed by any of such joint holders.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Bank's H Share Registrar, namely Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or by facsimile to (852) 2865 0990, not less than 24 hours before the time for holding of the EGM (i.e. by 9:00 a.m. on December 17, 2024 (Tuesday)) or any adjournment thereof.
- In the case of joint holders of H Shares, any one of such holders may vote at the EGM either in person or by proxy in respect of such H Shares as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the EGM in person or by proxy, then one of such holders whose name appears in prior sequence shall be regarded as the sole and exclusive vote on behalf of all the rest of the joint holders. For the purpose of such voting, in the register of shareholders of the Bank, Shareholder's priority shall be determined in accordance with the sequence of the joint holders as prescribed in the Bank's register of members.
- You are reminded that completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

* The Bank is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.