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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 THE SECOND EXTRAORDINARY GENERAL MEETING IN 2024

References are made to the notice of the second extraordinary general meeting in 2024 dated November 28, 2024 and the circular dated November 28, 2024 (the “**Circular**”) 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 Circular.

I. VOTING RESULTS OF THE EGM

The EGM was duly convened. Mr. ZHAO Fei, the chairman of the Bank, was unable to attend the meeting due to official meeting arrangements. Other members of the Board attended the EGM in person or through video access, and Ms. WANG Dan, a Director, presided over the meeting upon the joint election of more than half of the Directors. Voting at the EGM was conducted by a combination of poll onsite and online voting. In accordance with the relevant PRC laws and regulations, the A Shareholders were entitled to attend and vote at the EGM in person, by proxy, or via online voting for the relevant resolutions. The time of online voting for the resolutions proposed at the EGM for the A Shareholders held on December 18, 2024 was set out in the notice of EGM to the A Shareholders published on the media designated by the China Securities Regulatory Commission on November 28, 2024.

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

As at the date of the EGM, the total number of issued Shares of the Bank was 9,092,091,358 Shares (including 7,071,633,358 A Shares and 2,020,458,000 H Shares), which was the total number of Shares entitling the holders to attend the EGM. As no Shareholder has a material interest in the resolutions proposed at the EGM, no Shareholder abstained from voting at the EGM.

II. POLL RESULTS OF THE EGM

A total of 798 Shareholders and their proxies, holding an aggregate of 2,630,676,139 Shares with voting rights, representing approximately 35.418669% of the total Shares with voting rights of the Bank, in which 797 A Shareholders and their proxies, holding an aggregate of 2,562,901,950 A Shares, representing approximately 34.506177% of the total Shares with voting rights of the Bank while one H Shareholder and its proxy, holding an aggregate of 67,774,189 H Shares, representing approximately 0.912492% of the total Shares with voting rights of the Bank, have attended the EGM.

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

NON-CUMULATIVE VOTING RESOLUTIONS			For		Against		Abstain		
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)	
1.	To consider and approve the general mandate to issue Shares;	A Shares	2,536,663,677	98.976228	19,326,054	0.754069	6,912,219	0.269703	
		H Shares	48,549,003	71.633469	19,225,186	28.366531	0	0.000000	
		Total	2,585,212,680	98.271796	38,551,240	1.465450	6,912,219	0.262754	
2.	To consider and approve change of external auditors;	A Shares	2,546,585,461	99.363359	8,732,811	0.340739	7,583,678	0.295902	
		H Shares	67,723,989	99.925931	50,200	0.074069	0	0.000000	
		Total	2,614,309,450	99.377852	8,783,011	0.333869	7,583,678	0.288279	
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;	A Shares	2,544,185,817	99.269729	10,123,239	0.394991	8,592,894	0.335280
			H Shares	66,403,989	97.978286	1,370,200	2.021714	0	0.000000
			Total	2,610,589,806	99.236457	11,493,439	0.436901	8,592,894	0.326642
		(b) To consider and approve the election of Ms. LI Hong as an executive Director of the eighth session of the Board;	A Shares	2,544,962,234	99.300023	9,581,049	0.373836	8,358,667	0.326141
			H Shares	66,431,989	98.019600	1,342,200	1.980400	0	0.000000
			Total	2,611,394,223	99.267036	10,923,249	0.415226	8,358,667	0.317738
		(c) To consider and approve the election of Ms. ZHANG Jihong as a non-executive Director of the eighth session of the Board;	A Shares	2,544,576,785	99.284984	9,694,832	0.378276	8,630,333	0.336740
			H Shares	66,431,989	98.019600	1,342,200	1.980400	0	0.000000
			Total	2,611,008,774	99.252384	11,037,032	0.419551	8,630,333	0.328065

NON-CUMULATIVE VOTING RESOLUTIONS			For		Against		Abstain				
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)			
(d) To consider and approve the election of Mr. LIU Bingheng as a non-executive Director of the eighth session of the Board; and	A Shares	2,542,865,636	99.218218	11,464,486	0.447324	8,571,828	0.334458				
	H Shares	63,024,989	92.992613	4,749,200	7.007387	0	0.000000				
	Total	2,605,890,625	99.057827	16,213,686	0.616332	8,571,828	0.325841				
(e) To consider and approve the election of Mr. WEI Zhigang as a non-executive Director of the eighth session of the Board.	A Shares	2,544,130,732	99.267580	9,667,515	0.377210	9,103,703	0.355210				
	H Shares	66,403,989	97.978286	1,370,200	2.021714	0	0.000000				
	Total	2,610,534,721	99.234363	11,037,715	0.419577	9,103,703	0.346060				
CUMULATIVE VOTING RESOLUTIONS			Number of votes		Percentage (%)		Whether elected				
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;	A Shares	2,532,424,116							98.810808		Yes
	H Shares	67,723,989							99.925931		
	Total	2,600,148,105							98.839537		
(b) To consider and approve the election of Mr. WANG Ning as an independent non-executive Director of the eighth session of the Board;	A Shares	2,533,130,744							98.838379		Yes
	H Shares	67,723,989							99.925931		
	Total	2,600,854,733							98.866398		
(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	A Shares	2,533,102,043							98.837259		Yes
	H Shares	67,723,989							99.925931		
	Total	2,600,826,032							98.865307		
(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.	A Shares	2,531,822,745							98.787343		Yes
	H Shares	67,666,989							99.841828		
	Total	2,599,489,734							98.814510		

NON-CUMULATIVE VOTING RESOLUTIONS		For		Against		Abstain		
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)	
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	A Shares	2,546,168,138	99.347076	8,383,592	0.327113	8,350,220	0.325811
		H Shares	67,723,989	99.925931	50,200	0.074069	0	0.000000
		Total	2,613,892,127	99.361989	8,433,792	0.320594	8,350,220	0.317417
(b)	To consider and approve the election of Mr. GENG Mingzhai as an external supervisor of the eighth session of the board of supervisors.	A Shares	2,546,159,622	99.346743	8,359,408	0.326170	8,382,920	0.327087
		H Shares	67,723,989	99.925931	50,200	0.074069	0	0.000000
		Total	2,613,883,611	99.361665	8,409,608	0.319675	8,382,920	0.318660

In accordance with the relevant regulatory requirements of the CSRC and the Shenzhen Stock Exchange, among all of the resolutions proposed at the EGM, the voting on resolutions involving significant events which affect the interest of minority Shareholders 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 EGM, the poll results of which are as follows:

NON-CUMULATIVE VOTING RESOLUTIONS		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
2.	To consider and approve change of external auditors;	1,281,233,970	98.742516	8,732,811	0.673023	7,583,678	0.584461
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;	1,278,834,326	98.557580	10,123,239	0.780181	8,592,894	0.662239
(b)	To consider and approve the election of Ms. LI Hong as an executive Director of the eighth session of the Board;	1,279,610,743	98.617417	9,581,049	0.738395	8,358,667	0.644188
(c)	To consider and approve the election of Ms. ZHANG Jihong as a non-executive Director of the eighth session of the Board;	1,279,225,294	98.587711	9,694,832	0.747164	8,630,333	0.665125

NON-CUMULATIVE VOTING RESOLUTIONS		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
	(d) To consider and approve the election of Mr. LIU Bingheng as a non-executive Director of the eighth session of the Board; and	1,277,514,145	98.455835	11,464,486	0.883548	8,571,828	0.660617
	(e) To consider and approve the election of Mr. WEI Zhigang as a non-executive Director of the eighth session of the Board.	1,278,779,241	98.553334	9,667,515	0.745059	9,103,703	0.701607
CUMULATIVE VOTING RESOLUTIONS		Number of votes		Percentage (%)			
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;	1,267,072,625		97.651125			
	(b) To consider and approve the election of Mr. WANG Ning as an independent non-executive Director of the eighth session of the Board;	1,267,779,253		97.705584			
	(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	1,267,750,552		97.703372			
	(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.	1,266,471,254		97.604779			
NON-CUMULATIVE VOTING RESOLUTIONS		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
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	1,280,816,647	98.710354	8,383,592	0.646109	8,350,220	0.643537
	(b) To consider and approve the election of Mr. GENG Mingzhai as an external supervisor of the eighth session of the board of supervisors.	1,280,808,131	98.709697	8,359,408	0.644245	8,382,920	0.646058

Notes:

- (a) In counting the voting results for the resolutions, abstained votes were regarded as votes with voting rights.
- (b) The aforesaid resolution No. 1 is a special resolution and the remaining resolutions are ordinary resolutions. Among them, resolution No. 4 is a cumulative voting resolution, for which equal election is adopted, and there are 4 candidates. Each of the candidates for independent non-executive Director under resolution No. 4 was elected. As over half of the votes were cast in favour of the remaining ordinary resolutions Nos. 2, 3 and 5, and more than two-thirds of the votes were cast in favour of the special resolution No. 1, the aforesaid resolutions were duly passed at the EGM and become effective on the same day.
- (c) Insofar as the Bank is aware, certain Shareholders have pledged 50% or more of its/his/her equity interests in the Bank, the voting rights of such Shareholders at the EGM shall therefore be subject to restrictions pursuant to the Articles of Association of the Bank, resulting in a total of 1,664,719,926 Shares subject to restrictions. Such Shares were not involved in the voting.
- (d) There were no Shares requiring the holder to abstain from voting in favour of the above resolutions at the EGM under Rule 13.40 of the Hong Kong Listing Rules.
- (e) Save as disclosed above, none of the Shareholders stated their intention in the Circular to vote against the above resolutions at the EGM or abstain from voting.

III. RE-ELECTION AND ELECTION OF DIRECTORS AND ELECTION OF CHAIRMAN

The Board is pleased to announce that, as approved by the Shareholders at the EGM, (i) each of Mr. ZHAO Fei and Ms. LI Hong has been re-elected or elected as an executive Director of the eighth session of the Board; (ii) each of Ms. ZHANG Jihong, Mr. LIU Bingheng and Mr. WEI Zhigang has been re-elected or elected as a non-executive Director of the eighth session of the Board; and (iii) each of Mr. LI Xiaojian, Mr. WANG Ning, Mr. LIU Yatian and Mr. SIU Chi Hung has been re-elected or elected as an independent non-executive Director of the eighth session of the Board (collectively, the “**Directors of the Eighth Session of the Board**”). As at the date of this announcement, the Board further resolved to elect Mr. ZHAO Fei as the chairman of the eighth session of the Board of the Bank.

As of the date of this announcement, the biographical details of the Directors of the Eighth Session of the Board contained in the Circular remain accurate and up to date. Save as disclosed in the Circular, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

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 EGM. 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.

IV. RE-ELECTION AND ELECTION OF EXTERNAL SUPERVISORS

The Board is pleased to announce that, as approved by the Shareholders at the EGM, Mr. GENG Mingzhai and Mr. XU Changsheng have been re-elected as the external supervisors of the eighth session of the board of supervisors, respectively.

As of the date of this announcement, the biographical details of the external supervisors contained in the Circular remain accurate and up to date. Save as disclosed in the Circular, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

V. LAWYER'S CERTIFICATION

LI Yuanyuan and YUAN Bingyu, lawyers of King & Wood Mallesons, the Bank's PRC legal advisers, witnessed the EGM and issued a legal opinion certifying that the procedures to call and convene the EGM were in compliance with the laws and administrative 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 convener of the EGM were lawful and valid; and the voting procedures and the poll results of the EGM were lawful and valid.

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

Zhengzhou, Henan, the PRC
December 18, 2024

As at the date of this announcement, the Board 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.*