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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 2024 ANNUAL GENERAL MEETING

Reference is made to the notice of the 2024 annual general meeting dated May 29, 2025, the circular dated May 29, 2025 (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 AGM

The AGM was duly convened and chaired by Mr. ZHAO Fei, an executive Director and the chairman of the Bank. Mr. Wei Zhigang was unable to attend the AGM due to work arrangements, and other members of the Board attended in person. Voting at the AGM was conducted by a combination of poll onsite and online voting. In accordance with the relevant laws and regulations of the PRC, the A Shareholders were entitled to attend and vote at the AGM in person, by proxy, or via online voting for the relevant resolutions. The time of online voting for the resolutions proposed at the AGM for the A Shareholders held on June 27, 2025 was set out in the notice of AGM to the A Shareholders published on the media designated by the CSRC on May 30, 2025.

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

As at the date of the AGM, the total number of issued Shares of the Bank was 9,092,091,358 (comprising 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 AGM.

Zhengzhou Finance Bureau (鄭州市財政局), 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) and Zhengzhou City Sanitation & Cleaning Co., Ltd. (鄭州市環衛清潔有限公司) held in aggregate 1,418,761,196 A Shares and were deemed to have a material interest in the resolutions numbered 9.1(a), 9.1(b), 9.1(c) and 9.1(d). 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 119,482,821 A Shares and 318,676,633 A Shares, respectively, and were deemed to have a material interest in the resolutions numbered 9.1(e), 9.1(f), 9.1(h), 9.1(i), 9.2(b), 9.2(c) and 9.2(d). Henan Guoyuan Trade Co., Ltd. (河南國原貿易有限公司) held 240,529,701 A Shares and was deemed to have a material interest in the resolution numbered 9.1(g). Therefore, the above Shareholders did not cast any vote on the relevant resolutions numbered 9.

II. POLL RESULTS OF THE AGM

A total of 699 Shareholders and their proxies, holding an aggregate of 2,507,218,612 Shares with voting rights, representing approximately 32.342644% of the total Shares with voting rights of the Bank, in which 698 A Shareholders and their proxies, holding an aggregate of 2,473,102,150 A Shares, representing approximately 31.902548% of the total Shares with voting rights of the Bank while one H Shareholder and his/her proxy, holding an aggregate of 34,116,462 H Shares, representing approximately 0.440096% 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 2024 Board of Directors' work report;	A Shares	2,436,726,673	98.529156	6,929,550	0.280197	29,445,927	1.190647
		H Shares	33,853,793	99.230081	96,500	0.282855	166,169	0.487064
		Total	2,470,580,466	98.538694	7,026,050	0.280233	29,612,096	1.181073
2.	to consider and approve the 2024 Board of Supervisors' work report;	A Shares	2,436,564,225	98.522587	6,921,550	0.279873	29,616,375	1.197540
		H Shares	33,853,793	99.230081	96,500	0.282855	166,169	0.487064
		Total	2,470,418,018	98.532214	7,018,050	0.279914	29,782,544	1.187872
3.	to consider and approve the 2024 annual financial statements;	A Shares	2,435,906,914	98.496009	7,110,866	0.287528	30,084,370	1.216463
		H Shares	33,853,793	99.230081	96,500	0.282855	166,169	0.487064
		Total	2,469,760,707	98.505998	7,207,366	0.287465	30,250,539	1.206537

Ordinary Resolutions			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
4.	to consider and approve the 2024 annual report;	A Shares	2,435,969,467	98.498538	7,064,459	0.285652	30,068,224	1.215810
		H Shares	33,853,793	99.230081	96,500	0.282855	166,169	0.487064
		Total	2,469,823,260	98.508493	7,160,959	0.285614	30,234,393	1.205893
5.	to consider and approve the 2024 profit distribution proposal;	A Shares	2,435,836,741	98.493171	7,980,665	0.322699	29,284,744	1.184130
		H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000
		Total	2,469,856,703	98.509826	8,077,165	0.322156	29,284,744	1.168018
6.	to consider and approve the 2025 financial budget;	A Shares	2,435,852,241	98.493798	7,126,259	0.288151	30,123,650	1.218051
		H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000
		Total	2,469,872,203	98.510445	7,222,759	0.288079	30,123,650	1.201476
7.	to consider and approve the re-appointment of ShineWing Certified Public Accountants LLP and SHINEWING (HK) CPA Limited as the Bank's domestic and overseas auditors for 2025 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 2025 annual general meeting, and their remuneration;	A Shares	2,436,213,526	98.508407	6,835,327	0.276387	30,053,297	1.215206
		H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000
		Total	2,470,233,488	98.524854	6,931,827	0.276475	30,053,297	1.198671
8.	to consider and approve the special report on related party transactions for 2024;	A Shares	2,435,382,511	98.474805	6,870,360	0.277803	30,849,279	1.247392
		H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000
		Total	2,469,402,473	98.491710	6,966,860	0.277872	30,849,279	1.230418
9.	to consider and approve the estimated quota on recurring related party transactions for 2025:							
	9.1 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	1,347,928,975	97.256635	6,962,804	0.502385	31,058,880	2.240980
		H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000
		Total	1,381,948,937	97.315748	7,059,304	0.497111	31,058,880	2.187141
	(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	1,347,890,175	97.253836	6,976,104	0.503344	31,084,380	2.242820
		H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000
		Total	1,381,910,137	97.313015	7,072,604	0.498047	31,084,380	2.188938

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 Zhengzhou Transportation Construction Investment Co., Ltd. (鄭州交通建設投資有限公司) and its associated corporations;	A Shares	1,347,923,675	97.256253	6,976,104	0.503344	31,050,880	2.240403	
	H Shares	34,019,962	99.435886	96,500	0.282057	96,500	0.282057	
	Total	1,381,943,637	97.308762	7,072,604	0.498013	31,147,380	2.193225	
(d) 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	1,347,891,272	97.253915	6,981,264	0.503717	31,078,123	2.242368	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	1,381,911,234	97.313093	7,077,764	0.498411	31,078,123	2.188496	
(e) 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	1,996,908,547	98.130947	7,007,198	0.344344	31,026,951	1.524709	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	2,030,928,509	98.157102	7,103,698	0.343330	31,026,951	1.499568	
(f) 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	1,997,162,567	98.143430	7,108,369	0.349315	30,671,760	1.507255	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	2,031,182,529	98.169379	7,204,869	0.348220	30,671,760	1.482401	
(g) 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	2,435,195,366	98.467237	7,205,004	0.291335	30,701,780	1.241428	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	2,469,215,328	98.484245	7,301,504	0.291219	30,701,780	1.224536	
(h) 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	1,997,204,851	98.145508	7,159,425	0.351824	30,578,420	1.502668	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	2,031,224,813	98.171423	7,255,925	0.350687	30,578,420	1.477890	
(i) 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	1,996,942,879	98.132635	7,301,134	0.358788	30,698,683	1.508577	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	2,030,962,841	98.158761	7,397,634	0.357536	30,698,683	1.483703	
(j) estimated quota on related party transactions with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司);	A Shares	2,434,939,775	98.456903	7,294,578	0.294957	30,867,797	1.248140	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	2,468,959,737	98.474051	7,391,078	0.294792	30,867,797	1.231157	

Ordinary Resolutions			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
(k) 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	2,435,181,897	98.466693	7,262,255	0.293650	30,657,998	1.239657	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	2,469,201,859	98.483708	7,358,755	0.293503	30,657,998	1.222789	
(l) 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	2,434,988,107	98.458857	7,271,358	0.294018	30,842,685	1.247125	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	2,469,008,069	98.475979	7,367,858	0.293866	30,842,685	1.230155	
(m) estimated quota on related party transactions with related natural persons.	A Shares	2,434,975,072	98.458330	7,274,055	0.294127	30,853,023	1.247543	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	2,468,995,034	98.475459	7,370,555	0.293973	30,853,023	1.230568	
9.2 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	2,435,058,942	98.461721	7,192,185	0.290816	30,851,023	1.247463	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	2,469,078,904	98.478804	7,288,685	0.290708	30,851,023	1.230488	
(b) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司);	A Shares	1,996,911,688	98.131102	7,179,825	0.352827	30,851,183	1.516071	
	H Shares	34,019,962	99.717145	16,500	0.048364	80,000	0.234491	
	Total	2,030,931,650	98.157254	7,196,325	0.347807	30,931,183	1.494939	
(c) estimated quota on related party transactions with Central China Securities Co., Ltd. (中原證券股份有限公司);	A Shares	1,996,890,148	98.130043	7,173,925	0.352537	30,878,623	1.517420	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	2,030,910,110	98.156213	7,270,425	0.351388	30,878,623	1.492399	
(d) 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	1,996,917,368	98.131381	7,264,273	0.356977	30,761,055	1.511642	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	2,030,937,330	98.157528	7,360,773	0.355755	30,761,055	1.486717	
(e) estimated quota on related party transactions with all related parties.	A Shares	2,435,043,027	98.461078	7,330,125	0.296394	30,728,998	1.242528	
	H Shares	34,019,962	99.717145	96,500	0.282855	0	0.000000	
	Total	2,469,062,989	98.478169	7,426,625	0.296210	30,728,998	1.225621	

Special Resolution			For		Against		Abstain	
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
10.	to consider and approve the general mandate to issue shares.	A Shares	2,425,917,036	98.092068	17,257,475	0.697807	29,927,639	1.210125
		H Shares	11,975,010	35.100386	22,141,452	64.899614	0	0.000000
		Total	2,437,892,046	97.234921	39,398,927	1.571420	29,927,639	1.193659

In accordance with the relevant regulatory requirements of the CSRC and the Shenzhen Stock Exchange, the voting 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) on the following resolutions 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 (%)
5.	to consider and approve the 2024 profit distribution proposal;	1,348,685,250	97.311202	7,980,665	0.575826	29,284,744	2.112972
7.	to consider and approve the re-appointment of ShineWing Certified Public Accountants LLP and SHINEWING (HK) CPA Limited as the Bank's domestic and overseas auditors for 2025 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 2025 annual general meeting, and their remuneration;	1,349,062,035	97.338388	6,835,327	0.493187	30,053,297	2.168425
8.	to consider and approve the special report on related party transactions for 2024;	1,348,231,020	97.278428	6,870,360	0.495715	30,849,279	2.225857

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
9.	to consider and approve the estimated quota on recurring related party transactions for 2025:						
	9.1 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;	1,347,928,975	97.256635	6,962,804	0.502385	31,058,880	2.240980
	(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;	1,347,890,175	97.253836	6,976,104	0.503344	31,084,380	2.242820
	(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;	1,347,923,675	97.256253	6,976,104	0.503344	31,050,880	2.240403
	(d) 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;	1,347,891,272	97.253915	6,981,264	0.503717	31,078,123	2.242368
	(e) 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;	909,757,056	95.987075	7,007,198	0.739319	31,026,951	3.273606

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 Henan Asset Management Co., Ltd. (河南資產管理有限公司) and its associated corporations;	910,011,076	96.013876	7,108,369	0.749993	30,671,760	3.236131
	(g) 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;	1,348,043,875	97.264925	7,205,004	0.519860	30,701,780	2.215215
	(h) 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;	910,053,360	96.018338	7,159,425	0.755380	30,578,420	3.226282
	(i) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations;	909,791,388	95.990697	7,301,134	0.770331	30,698,683	3.238972
	(j) estimated quota on related party transactions with Bank of Lanzhou Co., Ltd. (蘭州銀行股份有限公司);	1,347,788,284	97.246484	7,294,578	0.526323	30,867,797	2.227193
	(k) 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);	1,348,030,406	97.263954	7,262,255	0.523991	30,657,998	2.212055
	(l) 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	1,347,836,616	97.249971	7,271,358	0.524648	30,842,685	2.225381
	(m) estimated quota on related party transactions with related natural persons.	1,347,823,581	97.249031	7,274,055	0.524842	30,853,023	2.226127

Ordinary Resolutions		For		Against		Abstain	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
9.2	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);	1,347,907,451	97.255082	7,192,185	0.518935	30,851,023	2.225983
	(b) estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司);	909,760,197	95.987407	7,179,825	0.757532	30,851,183	3.255061
	(c) estimated quota on related party transactions with Central China Securities Co., Ltd. (中原證券股份有限公司);	909,738,657	95.985134	7,173,925	0.756910	30,878,623	3.257956
	(d) estimated quota on related party transactions with Henan Asset Management Co., Ltd. (河南資產管理有限公司); and	909,765,877	95.988006	7,264,273	0.766442	30,761,055	3.245552
	(e) estimated quota on related party transactions with all related parties.	1,347,891,536	97.253934	7,330,125	0.528888	30,728,998	2.217178

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 9, all such resolutions were duly passed as ordinary resolutions.
- (c) As at least two-thirds of the votes were cast in favour of the resolution No. 10, such resolution was duly passed as a special resolution.
- (d) According to the Bank's records, the total number of Shares with restricted voting rights at the AGM amounted to 1,340,039,190 Shares, none of which were 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 Circular to vote against any of the resolutions at the AGM or abstain from voting.

III. DISTRIBUTION OF THE FINAL DIVIDEND

The Bank will distribute a final dividend of RMB0.20 per 10 shares (tax inclusive) (the “**Final Dividend**”) to H Shareholders included in the Bank’s H Share register of members on July 9, 2025 (Wednesday). Based on the Bank’s total ordinary Share capital of 9,092,091,358 Shares, the total cash dividends amounted to RMB181,842 thousand. The Final Dividend to be paid to H Shareholders in HKD will be converted at the average middle exchange rate of RMB against HKD announced by the People’s Bank of China on the date of approval of the distribution of the Final Dividend (i.e. June 27, 2025) and the four preceding working days, which is HKD1.00 to RMB0.912874. Accordingly, per 10 H Shares to be distributed is HKD0.219088 (tax inclusive).

The Final Dividend is proposed to be paid on July 28, 2025 (Monday).

In order to determine the list of H Shareholders who are entitled to receive the Final Dividend, the Bank’s register of members of H Shares will be closed from July 4, 2025 (Friday) to July 9, 2025 (Wednesday), both days inclusive, during which no transfer of H Shares will be effected. The H Shareholders whose names appear on the H Shares register of members of the Bank on July 9, 2025 (Wednesday) will receive the Final Dividend. In order to be entitled to the Final Dividend, the H Shareholders of the Bank who have not registered are required to deposit the transfer documents together with relevant share certificates for registration at 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 July 3, 2025 (Thursday).

For H Shareholders, the Bank has appointed Computershare Hong Kong Trustees Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) for the payment of the Final Dividend. The Receiving Agent is expected to pay the Final Dividend to the relevant H Shareholders on July 28, 2025 (Monday).

For taxation and tax relief arrangement in relation to the Final Dividend, please refer to the Circular.

IV. LAWYER'S CERTIFICATION

LI Yuanyuan (李元媛) and ZHAN Lulu (戰璐璐), lawyers of King & Wood Mallesons, the Bank's PRC legal advisers, witnessed the AGM and issued a legal opinion certifying that the procedures to convene and hold the AGM were in compliance with laws and administrative regulations including the Company Law of the PRC and the Securities Law of the PRC, the Rules Governing Shareholders' Meetings of Listed Companies, and the Articles of Association of the Bank; the qualifications of attendees and the convener of the AGM were lawful and valid; and the voting procedures and poll results of the AGM were lawful and valid.

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

Zhengzhou, Henan, the PRC
June 27, 2025

As at the date of this announcement, the Board comprises Mr. ZHAO Fei and Ms. LI Hong as executive Directors; Ms. ZHANG Jihong, Mr. LIU Bingheng and Mr. WEI Zhigang as non-executive Directors; and Mr. LI Xiaojian, Mr. WANG Ning, Mr. LIU Yatian and Mr. SIU Chi Hung 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.*