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CHINA ZHESHANG BANK CO., LTD.

浙商银行股份有限公司*

(A joint-stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2016)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting (“AGM”) of China Zheshang Bank Co., Ltd. (the “Bank”) will be held at Lakeview Hotel, No. 2 West Huancheng Road, Xiacheng District, Hangzhou, Zhejiang, the PRC on Wednesday, June 15, 2016 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions (capitalised terms used in this notice shall have the same meanings as those defined in the circular dated April 30, 2016 issued by the Bank unless otherwise stated):

ORDINARY RESOLUTIONS

1. To consider and approve the 2015 Work Report of the Board of the Bank.
2. To consider and approve the 2015 Work Report of the Supervisory Committee of the Bank.
3. To consider and approve the 2015 Final Financial Report of the Bank.
4. To consider and approve the 2015 Profit Distribution Plan of the Bank.
5. To consider and approve the 2016 Annual Budget Report of the Bank.
6. To consider and approve the appointment and remunerations of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers, as the domestic and international auditors of the Bank respectively for the year 2016 to hold office until the conclusion of the next annual general meeting.
7. To consider and approve the election of Ms. Cheng Huifang as an external Supervisor of the Bank.
8. To consider and approve the remuneration of Chairman of the Board for 2015.

* *China Zheshang Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of 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.*

9. To consider and approve the remuneration of Chairman of the Supervisory Committee for 2015.
10. To consider and approve the acquisition and lease of office and business properties for Hangzhou branch of the Bank.

SPECIAL RESOLUTION

1. To consider and approve the amendments to the Articles of Association of the Bank.

By order of the Board
China Zheshang Bank Co., Ltd.
Shen Renkang
Chairman

Hangzhou, the PRC
April 30, 2016

As of the date of this announcement, the executive directors of the Bank are Mr. Shen Renkang, Mr. Liu Xiaochun, Ms. Zhang Luyun and Mr. Xu Renyan; the non-executive directors are Mr. Wang Mingde, Ms. Wang Yibing, Ms. Shen Xiaojun, Ms. Gao Qinhong, Mr. Hu Tiangao, Ms. Lou Ting and Mr. Wei Dongliang; the independent non-executive directors are Mr. Jin Xuejun, Mr. Tong Benli, Mr. Yuan Fang, Mr. Dai Deming, Mr. Liu Pak Wai and Mr. Zheng Jindu.

Notes:

1. Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity. Proxies of individual Shareholders shall produce their effective proof of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or a person authorized by its board of directors or other decision making body upon resolution. A legal representative or an authorized person who wishes to attend the meeting should produce his identity card or other effective document or proof of identity. If appointed to attend the meeting, the proxy should produce his/her identity card and the proxy form which bears the corporate Shareholder's seal or is signed by its director or a proxy duly appointed.
2. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more persons (whether such person is a shareholder or not) as his proxy or proxies to attend and vote on his behalf.
3. The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorised in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.
4. For holders of Domestic Shares who wish to attend the AGM or any adjournment thereof, the form of proxy (together with a notarized copy of the power of attorney or other authority (if any) if the form of proxy is signed by a person on behalf of the Shareholder) must be returned to the Bank's Office of the Board at No. 288, Qingchun Road, Hangzhou, Zhejiang, the PRC not less than 24 hours before the time for holding the AGM or any adjournment thereof. The above documents must be delivered by the holder of H Shares to the Bank's H Share Registrar, 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 time for holding the AGM or any adjournment thereof. If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. The proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.

5. The H Shares register of members of the Bank will be closed from Monday, May 16, 2016 to Wednesday, June 15, 2016 (both days inclusive), during which period no transfer of H Shares of the Bank will be effected. For unregistered holders of H Shares who intend to attend the AGM, all share certificates and the transfer documents must be lodged with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, May 13, 2016. The holder of H Shares whose names appear on the register of members of the Bank on Wednesday, June 15, 2016 will be entitled to attend and vote at the AGM.
6. The H Shares register of members of the Bank will be closed from Wednesday, June 22, 2016 to Monday, June 27, 2016 (both days inclusive), during which period no transfer of H Shares of the Bank will be effected. For unregistered holders of H Shares who wish to be eligible to receive the 2015 final dividend, all share certificates and the transfer documents must be lodged with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, June 21, 2016. Shareholders whose names appear on the register of members of the Bank on Monday, June 27, 2016 will be entitled to receive the 2015 final dividend (subject to the approval by Shareholders at the AGM).
7. Pursuant to the Listing Rules, each of the resolutions set out in the notice of the Annual General Meeting will be voted by poll. Results of the poll voting will be published on the Bank's website at www.czbank.com and the website of the Stock Exchange at www.hkexnews.hk after the general meeting.
8. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses.