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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bank of Zhengzhou Co., Ltd\***, you should at once hand this circular, together with the accompanying form of proxy and the reply slip to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)*  
(Stock Code: 6196)

**2015 BOARD OF DIRECTORS' REPORT,  
2015 BOARD OF SUPERVISORS' REPORT,  
2015 ANNUAL FINANCIAL STATEMENTS,  
2016 FINANCIAL BUDGET,  
2015 PROFIT DISTRIBUTION PLAN,  
2015 ANNUAL REPORT,  
APPOINTMENT OF AUDITORS,  
APPOINTMENT OF NON-EXECUTIVE DIRECTOR,  
APPOINTMENT OF SUPERVISORS,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
ISSUANCE OF GREEN FINANCIAL BONDS,  
PLAN ON AUTHORISATION TO THE BOARD GRANTED  
BY THE GENERAL MEETING AND  
NOTICE OF 2015 ANNUAL GENERAL MEETING**

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The Letter from the Board is set out on pages 3 to 16 of this circular.

The Bank will convene the Annual General Meeting at Multi- Function Room, 29/F, Bank of Zhengzhou Building, 22 Shangwu WaiHuan Road, Zhengdong New District, Zhengzhou, Henan Province, PRC at 2:30 p.m. on June 17, 2016 (Friday). The notice of the Annual General Meeting is set out on pages II-1 to II-5 of this circular.

Whether or not you are attending and/or voting at the Annual General Meeting, you are requested to complete the reply slip attached to this circular in accordance with the instructions printed thereon, and to return the reply slip to the H Share Registrar or the office of the board of directors of the Bank (whichever is applicable) on or before May 28, 2016 (Saturday); (ii) and complete the form of proxy attached to this circular in accordance with the instructions printed thereon, and return it to the H Share Registrar (for holders of H Shares) or to the office of the Board of Directors of the Bank (for holders of Domestic Shares) in any event not less than 24 hours before the scheduled time for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending in person or voting at the Annual General Meeting or any adjournment thereof should you so wish.

\* *Bank of Zhengzhou Co., Ltd. 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.*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the meanings set out below:*

“Annual General Meeting” or “AGM”	the 2015 Annual General Meeting of the Bank to be held at Multi- Function Room, 29/F, Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, PRC at 2:30 p.m. on June 17, 2016 (Friday)
“Articles of Association”	the Articles of Association of the Bank (as amended from time to time)
“Bank”	Bank of Zhengzhou Co., Ltd.*, a joint stock company incorporated in the PRC with limited liability and the H shares of which are listed on the Main Board of the Hong Kong Stock Exchange (including its subsidiaries unless the context otherwise requires)
“Board”	the board of Directors of the Bank
“CBRC Henan Office”	China Securities Regulatory Commission Henan Office
“Director(s)”	the director(s) of the Bank
“Domestic Shares”	ordinary shares in our capital, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in full in Renminbi
”H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank
”H Share(s)”	overseas listed shares in the capital of the Bank, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“HK\$” or “HKD” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	April 25, 2016, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Macau”	the Macau Special Administrative Region of the PRC
“China” or “PRC”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, Macau and Taiwan
“RMB” or “Renminbi”	the lawful currency of the PRC
“Shareholder(s)”	the holders of the Shares of the Bank
“Shares”	the Domestic Shares and the H Shares

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LETTER FROM THE BOARD

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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)*

**(Stock Code: 6196)**

*Executive Directors:*

Wang Tianyu (*Chairman*)  
Shen Xueqing  
Zhang Rongshun

*Non-executive Directors:*

Fan Yutao  
Zhang Jingguo  
Liang Songwei  
Ma Jinwei  
Ji Hongjun

*Independent Non-executive Directors:*

Wang Shihao  
Li Huaizhen  
Xie Taifeng  
Wu Ge  
Chan Mei Bo Mabel

*Registered office in China:*

22 Shangwu Waihuan Road  
Zhengdong New District  
Zhengzhou  
Henan  
PRC

*Principal place of business in Hong Kong:*

18/F, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

Dear Shareholders,

**2015 BOARD OF DIRECTORS' REPORT,  
2015 BOARD OF SUPERVISORS' REPORT,  
2015 ANNUAL FINANCIAL STATEMENTS,  
2016 FINANCIAL BUDGET,  
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APPOINTMENT OF AUDITORS,  
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AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
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BY THE GENERAL MEETING AND  
NOTICE OF 2015 ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### I. Introduction

The Bank will convene the AGM on June 17, 2016 (Friday), a notice thereof is set out on pages II-1 to II-5 of this circular, at which resolutions will be proposed to approve the followings (including): 2015 Board of Directors' Report, 2015 Board of Supervisors' Report, 2015 Annual Financial Statements, 2016 Financial Budget, 2015 Profit Distribution Plan, 2015 Annual Report, Appointment of Auditors, Appointment of Non-executive Director, Appointment of Supervisors, Amendments to the Articles of Association, issuance of green financial bonds and plan on authorisation to the board granted by the general meeting.

The purpose of this circular is to set out the notice of the AGM and provide you with the details of the aforesaid resolutions.

### II. Matters to be Handled at the AGM

#### 1. 2015 Board of Directors' Report

For details of the Board of Director's Report for the year ended December 31, 2015, please refer to the chapter of "Report of the Board of Directors" included in 2015 Annual Report published by the Bank.

#### 2. 2015 Board of Supervisors' Report

For details of the Board of Supevisors' Report for the year ended December 31, 2015, please refer to the chapter of "Report of the Board of Supervisors" included in 2015 Annual Report published by the Bank.

#### 3. 2015 Annual Financial Statements

Please refer to the financial statements included in 2015 Annual Report published by the Bank for details of the audited annual financial statements of the Bank for the year ended December 31, 2015 which were prepared in accordance with the International Financial Reporting Standards.

#### 4. 2016 Financial Budget

In accordance with the needs of strategic development and business expansion of the Bank, the Bank plans to set a budget of capital expenditure amounting to approximately RMB1,437,011,400 in 2016, details of which are set out as follows:

- (i) approximately RMB125,150,500 for project refurbishment;
- (ii) approximately RMB252,680,600 for technology projects (including upgrading and purchase of hardware of machinery room and development of software);

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## LETTER FROM THE BOARD

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- (iii) approximately RMB557,880,300 for fixed assets (including purchase of properties and office equipment items); and
- (iv) approximately RMB501,300,000 for construction projects (including purchase of land and infrastructure construction).

### 5. 2015 Profit Distribution Plan

In accordance with the provisions of relevant laws and regulations, the annual profit distribution plan for the year ended 31 December 2015 proposed by the Board for consideration and approval by Shareholders is as follows:

- (i). The statutory surplus reserve fund will be appropriated as to 10% of the net profit of the Bank for the year 2015, amounting to approximately RMB336 million;
- (ii). The discretionary surplus reserve will be appropriated as to 10% of the net profit of the Bank for the year 2014, amounting to approximately RMB336 million;
- (iii). Approximately RMB850 million will be appropriated as general provisions; and
- (iv). RMB1,064 million (tax inclusive) in total or RMB2.00 (tax inclusive) per 10 Shares will be distributed to all Shareholders as cash dividend.

If this proposal is approved at the 2015 Annual General Meeting, the Bank will distribute dividends to the holders of Domestic Shares and the holders of H Shares whose names appear on the register of members of the Bank on June 28, 2016 (Tuesday). The Bank's register of members will be closed from June 23, 2016 (Thursday) to June 28, 2016 (Tuesday), both days inclusive, during which period no transfer of H Shares of the Bank will be effected.

Shareholders of the Bank who wish to receive the final dividends but have not registered the relevant transfer documents shall submit such documents together with the relevant share certificates or other appropriate documents to the H Share Registrar, 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), or to the office of the Board of Directors of the Bank at 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, PRC (for holders of Domestic Shares) at or before 4:30 p.m. on June 22, 2016 (Wednesday).

Such cash dividends are expected to be distributed to Shareholders of the Bank on July 15, 2016 (Friday).

The proposed dividends are denominated in RMB. Dividends payable to the holders of Domestic Shares will be paid in RMB, while dividends payable to the holders of H Shares will be paid in Hong Kong dollars. The actual distribution amount in Hong Kong dollars will be calculated based on the average middle exchange rate of RMB to Hong Kong dollars of the five business days preceding the date on which the AGM is convened (the date of the AGM, inclusive) announced by the People's Bank of China.

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## LETTER FROM THE BOARD

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### *Matters concerning income tax on dividends*

#### *Individual holders of Domestic Shares*

In accordance with the relevant provisions of Individual Income Tax Law of the PRC, the individual income taxes to be paid by the natural person Shareholders whose names appear on the Domestic Share register on June 28, 2016 (Tuesday) will be withheld and paid by the Bank at the tax rate of 20%.

#### *Non-resident corporate holders of H Shares*

In accordance with the relevant implementation regulations of the Enterprise Income Tax Law of the PRC which became effective on 1 January 2008, the enterprise income tax for non-resident corporate shareholders whose names appear on the Bank's H Share register on June 28, 2016 (Tuesday) will be withheld and paid by the Bank at the tax rate of 10%.

#### *Non-resident individual holders of H Shares*

Pursuant to Guo Shui Han [2011] No. 348 issued by the State Administration of Taxation of the PRC, the Bank shall withhold and pay the non-resident individual income tax for non-resident individual holders of H Shares, who are entitled to the relevant tax incentive in accordance with the provisions on the tax treaties signed between the Shareholders' countries of origin and the PRC and the tax arrangements between China and Hong Kong (Macau).

Pursuant to the applicable provisions and the implementing regulations of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》) and the Announcement of the State Administration of Taxation on the Administrative Measures on Enjoying Tax Treaty Treatment by Non-resident Taxpayers (Announcement No. 60 [2015] of the State Administrative of Taxation) (“**Tax Treaty Announcement**”), the Bank will withhold and pay individual income tax for the holders of H Shares according to the following arrangement:

For individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Bank will withhold and pay individual income tax at the rate of 10% on behalf of these individual H Shareholders in the distribution of the final dividend;

For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Bank will temporarily withhold and pay individual income tax at the rate of 10% in the distribution of the final dividend. If the relevant individual H Shareholders would like to apply for a refund of the excess amount of tax withheld and paid, the Bank will handle, on their behalf, the applications for tax treatments under the relevant tax treaties according to the Tax Treaty Announcement. Qualified Shareholders are requested to submit in time written authorisation and



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## LETTER FROM THE BOARD

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all application materials as required under the Tax Treaty Announcement to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited. The Bank will then submit the above documents to the competent tax authorities and, after their examination and if and when approved, the Bank will assist in refunding the excess amount of tax withheld and paid;

For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Bank will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty on behalf of these individual H Shareholders in the distribution of the final dividend; and for individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Bank will withhold and pay individual income tax at the rate of 20% on behalf of these individual H Shareholders in the distribution of the final dividend.

The Bank will generally follow the above arrangements to withhold and pay individual income tax on behalf of holders of H Shares, but if relevant tax authorities require otherwise, the Bank will follow such requirements for arrangements.

The Bank will determine the residential identity of the individual holders of H Shares based on the registered address of Shareholders recorded in the Bank's H Share register dated June 28, 2016 (Tuesday). If the residential identity of the Bank's individual holders of H shares are inconsistent with their registered address, such individual shareholders shall notify the H Share Registrar, and submit the relevant supporting documents to the H Share Registrar 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 June 22, 2016 (Wednesday). The Bank accepts no responsibility for any claims or any disputes about the withholding mechanism arising from the untimely determination or inaccuracy of the identity of the holders of H Shares.

### 6. **2015 Annual Report**

Please refer to the 2015 Annual Report published by the Bank.

### 7. **Appointment of Auditors**

The Board proposes to re-appoint KPMG and KPMG Huazhen (Special General Partnership) as the Bank's international and domestic auditors for 2016, whose term of office ends after the Bank's 2016 annual general meeting, and authorizes the Board to determine their remuneration.

### 8. **Appointment of Non-executive Director**

Reference is made to the announcement of the Bank dated March 26, 2016, the Board proposed to appoint Mr. Yu Zhanglin ("Mr. Yu") as non-executive director of the Bank. Upon approval by the Annual General Meeting, Mr. Yu's qualification of directorship is subject to the review by the CBRC Henan Office, and his term shall be effective from the date of approval by the CBRC Henan Office to the expiry of the term of office of the fifth session of the Board.

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## LETTER FROM THE BOARD

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The biographical details of Mr. Yu are set out as below:

**Mr. Yu Zhanglin**, aged 49, has served as the vice president of CCCC Financial Limited (中國城市國際金融控股集團有限公司) since January 2016. Prior to that, he had served as the general manager of Shenzhen Southern Great Wall Investment Holdings Co., Ltd. (深圳南方長城投資控股有限公司) from May 2004 to January 2016 and had undertaken administrative work at Yellow River Conservancy Commission of the Ministry of Water Resources (水利部黃河水利委員會) from March 1992 to May 2004 and designing work at Henan Province Metallurgy Plan and Design Institute (河南省冶金規劃設計院) from September 1988 to March 1992.

Mr. Yu graduated from Zhengzhou Institute of Technology (鄭州工學院) (Henan, China) in July 1988, majoring in water resources and hydropower construction and obtained a bachelor's degree in engineering.

Upon his appointment, Mr. Yu will be entitled to an annual director's fee of RMB 36,000 and such remuneration is determined in accordance with applicable laws, regulations and regulatory requirements and the relevant remuneration policies of the Bank.

As at the Latest Practicable Date, Mr. Yu had interests in 15,090,000 H Shares (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Mr. Yu has confirmed that, save as disclosed above, as at the Latest Practicable Date, he (1) does not hold any other position in the Bank or any of its subsidiaries, nor any directorship in any other listed companies in the past three years; (2) does not have any relationship with any other directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Bank; and (iii) is not interested or is not deemed to be interested in any shares, underlying shares or debentures of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters in respect of the proposed appointment of Mr. Yu that are required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules, nor any other matters that need to be brought to the attention of the Shareholders.

### 9. Appointment of Supervisors

Reference is made to the announcement of the Bank dated March 28, 2016.

#### *Proposed Appointment of Ms. Zhao Lijhan*

The Board proposed to appoint Ms. Zhao Lijuan ("**Ms. Zhao**") as supervisor of the Bank. Upon approval by the Annual General Meeting, Ms. Zhao's qualification shall take effect on the date of approval until the expiry of the term of the 5th session of the board of supervisors of the Bank. Ms. Zhao ceased to be the vice president of the Bank on March 26, 2016.

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## LETTER FROM THE BOARD

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The biographical details of Ms. Zhao are as follows:

Ms. Zhao Lijuan, aged 53, has served as a vice president of the Bank from May 2008 to March 2016, and the chairperson of the labor union of the Bank since November 2007. She is primarily responsible for the operations of the operations management department, the administration and management department, the science and technology development department and the labor union during the term of office as the vice president of the Bank and the chairperson of the labour union of the Bank.

Ms. Zhao has over 31 years of experience in banking industry. She joined the Bank in August 1996 and had successively served as the vice president and the president of Wulibao sub-branch, the president of Jinhai Avenue sub-branch from August 1996 to March 2008. Prior to joining the Bank, she successively served as the accountant and the accounting chief of Zhengzhou Wulibao City Credit Cooperatives (鄭州五裡堡城市信用社) from December 1984 to August 1996.

Ms. Zhao graduated from Air Force Logistics Management College of the People's Liberation Army of the PRC (中國人民解放軍空軍後勤管理學院) (Jiangsu, China) in June 2004, majoring in financial management. She obtained a completion certificate of advanced course program in finance major of business administration master (工商管理碩士課程金融方向高級研修班) from the School of Finance of Renmin University of China (Beijing, China) in March 2008. She has been a senior political consultant accredited by Senior Professional Evaluation Committee of Henan Province Enterprises' Ideological and Political Personnel (河南省企業思想政治工作人員高級專業職務任職資格評審委員會) since January 2009, and an economist accredited by Ministry of Personnel of the PRC since November 2001.

Ms. Zhao will not receive any remuneration from the Bank for serving as a supervisor during the term of office.

Ms. Zhao has confirmed that, save as disclosed above, as at the Latest Practicable Date, she (1) does not hold any other position in the Bank or any of its subsidiaries, nor any directorship or supervisorship in any other listed companies in the past three years; (2) does not have any relationship with any other directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Bank; and (3) is not interested or is not deemed to be interested in any shares, underlying shares or debentures of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters in respect of the proposed appointment of Ms. Zhao that are required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules, nor any other matters that need to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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### *Proposed Appointment of Mr. Xu Changsheng*

The Board proposed to appoint Mr. Xu Changsheng (“**Mr. Xu**”) as external supervisor of the Bank. Upon approval by the Annual General Meeting, Mr. Xu’s qualification shall take effect on the date of approval until the expiry of the term of the 5th session of the board of supervisors of the Bank.

The biographical details of Mr. Xu are as follows:

Mr. Xu, aged 52, has served as a professor of the School of Economics of Huazhong University of Science and Technology (華中科技大學經濟學院) since September 1997, a PhD supervisor of the aforementioned school since September 1999 and an independent director of Zhongyuan Trust Co., Ltd. (中原信託股份有限公司) since December 2015. Prior to that, he was the deputy dean and dean of School of Economics of Huazhong University of Science and Technology from 1994 to 1999 and from 2000 to 2014, respectively.

Mr. Xu graduated from Nanjing University (Jiangsu, China) in July 1984, majoring in political economics and obtained a bachelor’s degree in economics. He graduated from Wuhan University (Hubei, China) in July 1987, majoring in western economics and obtained a master’s degree in economics. He graduated from Wuhan University in July 1992, majoring in western economics and obtained a doctoral degree in economics.

Mr. Xu has served as the independent director of Guodian Changyuan Electric Power Co., Ltd. (國電長源電力股份有限公司) (listed on Shenzhen Stock Exchange, stock code: 000966) since May 2013, the independent non-executive director of Shanghai Zengdai Property Limited (上海証大房地產有限公司) (listed on the Hong Kong Stock Exchange, stock code: 0755) since June 2015 and the independent director of Kaidi Ecological and Environmental Technology Co., Ltd. (凱迪生態環境科技股份有限公司), listed on Shenzhen Stock Exchange, stock code: 000939) since September 2015.

Upon his appointment, Mr. Xu is entitled to the annual supervisor fee of RMB150,000 which is determined in accordance with applicable laws, regulations and regulatory requirements and the relevant remuneration policies of the Bank.

Mr. Xu has confirmed that, save as disclosed above, as at the Latest Practicable Date, he (1) does not hold any other position in the Bank or any of its subsidiaries, nor any directorship or supervisorship in any other listed companies in the past three years; (2) does not have any relationship with any other directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Bank; and (3) is not interested or is not deemed to be interested in any shares, underlying shares or debentures of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters in respect of the proposed appointment of Mr. Xu that are required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules, nor any other matters that need to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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### 10. Amendments to the Articles of Association

Reference is made to the announcement of the Bank dated March 26, 2016, the Board proposed a special resolution for Shareholders' consideration and approval concerning the following amendments to the Articles of Association pursuant to the requirements of Hong Kong Securities Clearing Company Limited ("HKSCC") and the requirements of the Working Guidelines on the Board of Supervisors of Commercial Banks of China (the "Guidelines"):

Existing Provisions	Amended Provisions	Basis of Amendment
<p><b>Article 54</b></p> <p>A shareholder of the Bank is a legal person or a natural person who lawfully holds shares in the Bank and whose name (description) is entered in the register of shareholders of the Bank. Shareholders of the Bank shall comply with the requirements of being investor and shareholders of financial institutions stipulated by the banking regulatory and administrative authorities under the State Council.</p> <p>Where above two persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) The Bank shall not register more than four (4) persons as the joint holders of any share(s);</p> <p>(2) All the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p> <p>(3) If one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death (in a manner deemed appropriate by the Board of Directors) for the purpose of changing the register of shareholders; and</p>	<p><b>Article 54</b></p> <p>A shareholder of the Bank is a legal person or a natural person who lawfully holds shares in the Bank and whose name (description) is entered in the register of shareholders of the Bank. Shareholders of the Bank shall comply with the requirements of being investor and shareholders of financial institutions stipulated by the banking regulatory and administrative authorities under the State Council.</p> <p>Where above two persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) The Bank shall not register more than four (4) persons as the joint holders of any share(s);</p> <p>(2) All the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p> <p>(3) If one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death (in a manner deemed appropriate by the Board of Directors) for the purpose of changing the register of shareholders; and</p>	<p>Pursuant to the requirements of HKSCC</p>

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**LETTER FROM THE BOARD**

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<b>Existing Provisions</b>	<b>Amended Provisions</b>	<b>Basis of Amendment</b>
<p>(4) For joint shareholders of any shares, only the joint shareholder whose name stands first on the register of members shall be entitled to receive the certificate of relevant shares and notice from our Bank, to attend the general meeting of the Bank or to exercise all the voting rights attached to the relevant shares. Any notice which has been served to the aforesaid person shall be deemed to have been served to all of the joint shareholders of relevant shares.</p> <p>Any receipts issued to the Bank by one of the joint shareholders for any dividend, bonus or return on capital payable to such joint shareholders shall be treated as a valid receipt that has been issued by all the joint shareholders to the Bank.</p>	<p>(4) For joint shareholders of any shares, only the joint shareholder whose name stands first on the register of members shall be entitled to receive the certificate of relevant shares and notice from our Bank, <del>to attend the general meeting of the Bank or to exercise all the voting rights attached to the relevant shares.</del> Any notice which has been served to the aforesaid person shall be deemed to have been served to all of the joint shareholders of relevant shares. <b>Any one of the joint shareholders may sign the proxy form, but if more than one of such joint shareholders be present in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders, and for this purpose seniority of shareholders shall be determined by the order in which the names of the relevant joint shareholders of the relevant shares stand in the register of members of the Bank.</b></p> <p>Any receipts issued to the Bank by one of the joint shareholders for any dividend, bonus or return on capital payable to such joint shareholders shall be treated as a valid receipt that has been issued by all the joint shareholders to the Bank.</p>	

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**LETTER FROM THE BOARD**

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<b>Existing Provisions</b>	<b>Amended Provisions</b>	<b>Basis of Amendment</b>
<p><b>Article 235</b></p> <p>External supervisor candidates may be proposed by the last Board of Supervisors in accordance with the number proposed for election within the number of candidates as set out in the Articles; external supervisor may also be proposed by shareholders who individually or jointly hold above 1% of the aggregate number of the Bank's outstanding shares carrying with voting right. If the shares carrying with voting right held by controlling shareholders exceed 30% of the aggregate number of the Bank's shares, cumulative voting system shall be adopted for election of the external supervisors.</p>	<p><b>Article 235</b></p> <p>External supervisor candidates may be proposed by the <del>last</del> Board of Supervisors in accordance with the number proposed for election within the number of candidates as set out in the Articles; external supervisor may also be proposed by shareholders who individually or jointly hold above 1% of the aggregate number of the Bank's outstanding shares carrying with voting right. If the shares carrying with voting right held by controlling shareholders exceed 30% of the aggregate number of the Bank's shares, cumulative voting system shall be adopted for election of the external supervisors.</p>	<p>Pursuant to the requirements of Article 6 of the Guidelines</p>

The above proposed amendments to the Articles of Association are subject to approval by the CBRC Henan Office, after being considered and approved at the AGM.

**11. Issuance of Green Financial Bonds**

Reference is made to the announcement of the Bank dated March 26, 2016, the Board proposed a special resolution for Shareholders' consideration and approval concerning issuance of green financial bonds that, the management is authorized to, after obtaining approvals from the relevant regulatory authorities, decide, with reference to factors such as the needs of the Bank and market conditions, on matters relating to issuance of the bonds in one or several tranches. The total issue size will not exceed RMB5 billion. The bonds will not be listed on the Hong Kong Stock Exchange.

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## LETTER FROM THE BOARD

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Details of the proposed issuance of the bonds are as follows:

<b>Issue size:</b>	The total issue size of the bonds will not exceed RMB5 billion and will be issued in one or several tranches.
<b>Type and maturity of the bonds:</b>	The bonds are non-capital financial bonds, with 3-year or 5-year maturity term.
<b>Interest rate of the bonds:</b>	The bonds will bear a fixed interest rate which is proposed to be determined through the book-building process in placing or by the result of public tender.
<b>Issue targets:</b>	The bonds will be issued to members of China's interbank bond market.
<b>Issue method:</b>	The bonds may be issued through book building by bookrunners and placing in the China's interbank bond market or by tender through the issue system of the People's Bank of China.
<b>Use of proceeds:</b>	The proceeds will be used in green industry projects specified in the Green Projects Catalogue launched by the Green Finance Committee of the China Society for Finance & Banking.
<b>Authorisation for issuance:</b>	It is proposed at the Annual General Meeting to authorise the Board, and the Board to authorise the management, to implement matters relevant to the issuance of bonds (including but not limited to determination of the detailed terms of issuance of the bonds, amend or adjust as appropriate the terms of issuance in compliance with relevant rules and requirements from regulatory authorities, decide the time of issuance of the bonds with reference to the needs of the Bank and market conditions).
<b>Validity period of the resolution:</b>	It shall be effective within 12 months from the date of the passing of such special resolution at the Annual General Meeting.

The issuance of the bonds is still subject to obtaining approvals from the China Securities Regulatory Commission, the People's Bank of China and other relevant regulatory authorities, after being considered and approved at the AGM.



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## **LETTER FROM THE BOARD**

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### **12. Plan on Authorisation to the Board Granted by the General Meeting**

In order to optimize the corporate governance structure and enhance efficiency of decision making, pursuant to relevant laws and regulations including the PRC Commercial Banking Law and requirements of the Articles of Association and after taking into account of actual situations of the Bank, the Bank has formulated the Plan on Authorization to the Board Granted by the General Meeting. For details of the plan, please refer to Appendix I of this circular.

### **III. Annual General Meeting**

The Bank proposes to convene the Annual General Meeting at Multi- Function Room, 29/F, Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, PRC at 2:30 p.m. on June 17, 2016 (Friday) to consider, if thought fit, approve the matters set out in the Notice of Annual General Meeting. The form of proxy and the reply slip have been sent in accordance with the Listing Rules on April 29, 2016 (Friday). The Notice of Annual General Meeting is set out in Appendix II to this circular.

Whether or not you intend to attend and/or vote at the Annual General Meeting, you are requested to complete and return the form of proxy attached to this circular in accordance with the instructions printed thereon. If you are attending the Annual General Meeting (in person or by a proxy), you are requested to complete the reply slip attached to this circular, and return it to the H Share registrar (for holders of H Shares) or to the office of the Board of Directors of the Bank (for holders of Domestic Shares) on or before May 28, 2016 (Saturday).

Completion and return of the form of proxy will not preclude you from attending or voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and the completion and return of the reply slip will not preclude any Shareholder from attending and voting at the meeting.

### **IV. Methods of Voting at the AGM**

Pursuant to the requirements of Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the AGM shall be taken by the way of poll.

Please be advised that pursuant to Article 39 of the Articles of Association of the Bank, when the number of Shares pledged by a Shareholder reaches or exceeds 50% of his/her/its holding of Shares in the Bank, the voting rights of such Shareholder at general meetings as well as the voting rights of Director(s) nominated by such Shareholder at Board meetings shall be restricted.

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## LETTER FROM THE BOARD

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### V. Closure of the register of members and the eligibility for attending and voting at the Annual General Meeting

In order to determine the list of Shareholders who are entitled to attend and vote at the Annual General Meeting, the Bank's register of members will be closed from May 18, 2016 (Wednesday) to June 17, 2016 (Friday), both days inclusive, during which period no transfer of Shares will be effected. The shareholders included in the Bank's register of Shareholders on June 17, 2016 (Friday) shall be entitled to attend and vote at the Annual General Meeting. In order to be eligible for attending and voting at the Annual General Meeting, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the office of the board of directors of the Bank at 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou City, Henan Province, the People's Republic of China (for holders of domestic shares) or 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 May 17, 2016 (Tuesday).

### VI. Recommendation

The Board (including the independent non-executive Directors) considers that the ordinary and special resolutions proposed at the Annual General Meeting are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of all resolutions to be proposed at the Annual General Meeting.

### VII. Other Information

You are kindly requested to pay attention to other information as set out in Appendices I and II to this circular.

By Order of the Board  
**Bank of Zhengzhou Co., Ltd.\***  
**Wang Tianyu**  
*Chairman*

Zhengzhou, Henan Province, the PRC  
April 29, 2016

\* *Bank of Zhengzhou Co., Ltd. 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.*

**PLAN ON AUTHORISATION TO THE BOARD GRANTED BY THE GENERAL MEETING  
OF BANK OF ZHENGZHOU CO., LTD.**

Pursuant to relevant laws and regulations including the PRC Commercial Bank Law and the requirements of the Articles of Association, the plan on authorisation is as following:

**I. Right of Consideration and Approval for Equity Investment**

Any single equity investment (including conversion of bonds into shares, merger and acquisition, etc.) with an amount not exceeding 10% of the latest audited net assets of the Bank shall be considered by the Board and approved by two-thirds or more votes of its members.

**II. Right of Consideration and Approval for Bond Issuance**

Any issuance of ordinary financial bond (excluding corporate bonds with nature of replenishing capital, such as subordinated bonds and convertible bonds) shall be conducted by the management as authorised by the Board, including determining specific terms regarding bond offering size, duration, interest rate, offering market, offering method as well as dealing with all relevant and subsequent matters in relation to the bond issuance with reference to market conditions and the asset and liability structure.

**III. Right of Consideration and Approval for Bond Investment**

Bond investment, disposal and write-off shall be conducted by the management as authorised by the Board.

**IV. Right of Consideration and Approval for Asset Acquisition**

1. Acquisition of credit assets and credit granting shall be considered and approved by the Board.
2. Any single acquisition of technology system assets with an amount not exceeding RMB25,000,000, if within the annual budget approved by the general meeting, shall be considered and approved by the Board.
3. Any single acquisition of fixed assets with an amount not exceeding RMB1,000,000,000, if within the annual budget approved by the general meeting, shall be considered by the Board and approved by two-thirds or more votes of its members.
4. Any single acquisition of other non-credit assets with an amount not exceeding RMB80,000,000 shall be considered and approved by the Board.

**V. Right of Consideration and Approval for Asset Disposal**

1. Any single equity asset disposal with the net carrying value not exceeding 1% of the latest audited net assets of the Bank shall be considered by the Board and approved by two-thirds or more votes of its members.
2. Any proposed disposal of beign any single fixed asset with the net carrying value not exceeding RMB100,000,000, where added to net book value of all fixed assets disposed of within the latest four months will amount to a sum not exceeding 1% of the latest audited carrying value of fixed assets of the Bank, shall be considered and approved by the Board.
3. A disposal of credit assets and other non-credit assets shall be considered and approved by the Board.

The asset disposal referred to in the preceding paragraphs includes sale and transfer, but excludes the provision of guarantees with assets.

**VI. Right of Consideration and Approval for Asset Write-off**

1. Write-off of credit assets of any single account with a principal amount not exceeding RMB300,000,000 shall be considered and approved by the Board.
2. Write-off of any single fixed asset with the net carrying value not exceeding RMB100,000,000 shall be considered and approved by the Board.
3. Write-off of any single equity asset with the net carrying value not exceeding 0.5% of the latest audited net assets of the Bank shall be considered by the Board and approved by two-thirds or more votes of its members.
4. Write-off of any single other non-credit asset with the net carrying value not exceeding RMB100,000,000 shall be considered and approved by the Board.

**VII. Right of Consideration and Approval for Asset Mortgage and Other Non-commercial Banking Guarantee**

Provision of any single asset mortgage or other non-commercial banking guarantee to an external party with the net carrying value not exceeding RMB50,000,000 shall be considered and approved by the Board.

**VIII. Right of Consideration and Approval for Legal Entities**

The investment in and establishment of legal entities by the Bank onshore (including banks, non-bank institutions or companies with individual legal person status) and significant matters such as their external investment, capital increase, division and merger which require the shareholders to exercise its decision right shall be considered and approved by the Board. For those involving investment limits, it shall be implemented in accordance with the right of consideration and approval for equity investment as set out herein.

**IX. Right of Consideration and Approval for External Donations**

Any single external donation (including charity donations and commercial sponsorship, etc.) with amounts not exceeding RMB30,000,000 as well as charity and relief donation, where the total external donation amounts for the current year do not exceed the sum of RMB50,000,000 and 1% of the Bank's net profit for the previous year (subject to a total limit of RMB80,000,000), shall be considered and approved by the Board.

A donation beyond the total or single limit above to a region stricken by major unexpected contingencies may be considered by the Board but shall be approved by two-thirds or more votes of its members.

X. Within the scope of authorisation in the context hereof, the Board may, based on actual needs and in compliance with laws, delegate all or part of the authorisation granted by the general meeting hereunder to the chairman of the Board, specialised committee(s) under the Board, the president of the Bank and other institutions or personnel.

XI. For matters authorised to be approved by the Board hereunder, if applicable laws and regulations, governance documents such as the Articles of Association or relevant regulatory requirements require the consideration by the general meeting, they shall still be submitted to the general meeting of the Bank for approval.

XII. The general meeting may, according to actual circumstance, supplement or adjust relevant authorisations hereunder by the way of resolution(s) of the general meeting, or grant other specific authorisations to the Board in addition to this plan on authorisation.

XIII. This plan on authorisation becomes effective from the date of approval by the general meeting, with a valid period for authorisations from April 1, 2016 to March 31, 2017.



**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)*

**(Stock Code: 6196)**

**NOTICE OF 2015 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2015 Annual General Meeting (the "AGM") of Bank of Zhengzhou Co., Ltd.\* (the "Bank") will be held at 2:30 p.m. on June 17, 2016 (Friday) at Multi-Function Room, 29/F, Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, PRC, to consider, if thought fit, pass the following resolutions:

**Ordinary Resolutions**

1. to consider and approve the 2015 Board of Directors' Report;
2. to consider and approve the 2015 Board of Supervisors' Report;
3. to consider and approve the 2015 Annual Financial Statements;
4. to consider and approve the 2016 Financial Budget;
5. to consider and approve the 2015 Profit Distribution Plan;
6. to consider and approve the 2015 Annual Report;
7. to consider and approve the re-appointment of KPMG and KPMG Huazhen (Special General Partnership) as the Bank's international and domestic auditors for 2016, whose term of office ends after the Bank's 2016 annual general meeting, and authorize the Board to determine their remuneration;
8. to consider and approve the appointment of Mr. Yu Zhanglin as non-executive Director of the Bank;
9. to consider and approve the appointment of Ms. Zhao Lijuan as supervisor of the Bank;
10. to consider and approve the appointment of Mr. Xu Changsheng as supervisor of the Bank;

**Special Resolutions**

11. to consider and approve the amendments to Articles of Association;
12. to consider and approve the issuance of green financial bonds; and
13. to consider and approve the plan on authorisation to the Board granted by the general meeting.

By Order of the Board  
**Bank of Zhengzhou Co., Ltd.\***  
**Wang Tianyu**  
*Chairman*

Zhengzhou Henan Province, the PRC  
April 29, 2016

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**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 in both the websites of Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.zzbank.cn](http://www.zzbank.cn)) in accordance with the Listing Rules.
2. **Closure of the register of members and the eligibility for attending and voting at the annual general meeting**

In order to determine the list of Shareholders who are entitled to attend and vote at the Annual General Meeting, the Bank’s register of members will be closed from May 18, 2016 (Wednesday) to June 17, 2016 (Friday), both days inclusive, during which period no transfer of the shares of the Bank will be effected. The shareholders included in the Bank’s register of Shareholders on June 17, 2016 (Friday) shall be entitled to attend and vote at the annual general meeting. In order to be eligible for attending and voting at the annual general meeting, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the office of the board of directors of the Bank at 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou City, Henan Province, PRC (for holders of domestic shares) or 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 May 17, 2016 (Tuesday).

### **3. Arrangement of dividends distribution**

The Board of the Bank proposed that cash dividends for the year ended December 31, 2015 of RMB2.00 (taxes included) per 10 shares amounting to RMB1,064,386,380 (taxes included) in total be distributed to all Shareholders. The plan for dividends distribution will be submitted to the Annual General Meeting for approval.

If this proposal is approved at the Annual General Meeting, the Bank will distribute dividends to the holders of domestic shares and the holders of H shares whose names appear on the register of the Bank on June 28, 2016 (Tuesday). The Bank's register of members will be closed from June 23, 2016 (Thursday) to June 28, 2016 (Tuesday), both days inclusive, during which period no transfer of the H shares of the Bank will be effected.

If the Shareholders of the Bank intend to receive final dividends but do not register relevant transfer documents, they shall return such documents together with relevant share certificates 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), or to the office of the board of directors of the Bank at 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou City, Henan Province, PRC (for holders of domestic shares) at or before 4:30 p.m. on June 22, 2016 (Wednesday). Such cash dividends are expected to distribute to the Bank's Shareholders on July 15, 2016 (Friday).

Such proposed dividends are denominated in RMB. Dividends payable for the holders of Domestic Shares will be paid in RMB, while dividends payable for the holders of H Shares will be paid in Hong Kong dollars. The actual distribution amount in Hong Kong dollars will be calculated based on the average middle exchange rate of RMB to Hong Kong dollars of the five business days preceding the date on which the annual general meeting is convened (including the day when the Annual General Meeting is convened) as announced by the People's Bank of China.

### **4. Reply slip**

The Shareholders who intend to attend and vote at the Annual General Meeting (in person or by a proxy) shall complete the reply slip attached to this circular, and return it by hand, by email or by fax on or before May 28, 2016 (Saturday) to the H Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), or to the office of the board of directors of the Bank at 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou City, Henan Province, PRC (for holders of domestic shares), so that the Bank can receive such reply slip 20 days before the annual general meeting is convened. Completion and return of the reply slip will not preclude you from attending or voting at the annual general meeting.



However, in the event that Shareholders do not return reply slips, and the reply slips suggest that the number of shares with voting rights represented by those Shareholders intending to attend the annual general meeting fails to reach more than a half of the total number of shares with rights to vote at the annual general meeting of the Bank, the annual general meeting may be postponed.

#### **5. Proxy**

Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more persons (if the shareholder 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 AGM.

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 Shareholders' proxy shall be served to the H Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), or to the office of the board of directors of the Bank at 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou City, Henan Province, PRC (for holders of domestic shares) in 24 hours before the scheduled time for holding of the Annual General Meeting 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 Annual General Meeting or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

In case of registered joint holders of any 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 Annual General Meeting in person or by a proxy, only the vote of the person whose name appears first in the register of members relating to the joint holders (in person or by a proxy) will be accepted as the only vote of the joint holders.

#### **6. Miscellaneous**

- (i) The Bank's Shareholders or their proxies shall present their identity documents when attending the AGM (or any adjournment thereof). If the legal representative of corporate Shareholders or any other persons officially authorized by the corporate Shareholders is present at the AGM (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 case may be).

(ii) The AGM is expected to last for no more than a half day. Shareholders and representative attending the meeting shall be responsible for their own traveling and accommodation expenses.

(ii) Address of Computershare Hong Kong Investor Services Limited:

Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
Tel: (852) 2862 8628  
Fax: (852) 2865 0990

Address of the office of the Board of Directors of the Bank:  
22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, PRC  
Tel: (86) 0371 6700 9199  
Fax: (86) 0371 6700 9898

7. The details about the aforesaid resolutions proposed for the consideration and approval of the Annual General Meeting are set out in the circular of the Annual General Meeting dated April 29, 2016. Unless otherwise indicated, the capitalized terms used in the circular shall have the same meaning as those defined in the notice. Shareholders shall also read the Bank's 2015 Annual Report, where the Bank's 2015 Report of Board of Directors, 2015 Report of Board of Supervisors and audited 2015 Financial Report are set out.

\* *Bank of Zhengzhou Co., Ltd. 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.*

*As at the date of this notice, the members of Board of Directors of the Bank include executive Directors Mr. WANG Tianyu, Mr. SHEN Xueqing and Mr. ZHANG Rongshun; non-executive Directors include Mr. FAN Yutao, Mr. ZHANG Jingguo, Mr. LIANG Songwei, Mr. MA Jinwei and Mr. JI Hongjun; and independent non-executive Directors include Mr. WANG Shihao, Mr. LI Huaizhen, Mr. XIE Taifeng, Mr. WU Ge and Ms. CHAN Mei Bo Mabel.*