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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)

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) and the Bank (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.

(iii) 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.