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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)

**RESIGNATION OF EXECUTIVE DIRECTOR
AND
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR**

RESIGNATION OF EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Bank of Zhengzhou Co., Ltd.* (the “**Bank**”) announces that Mr. Zhang Rongshun (“**Mr. Zhang**”) has submitted written resignation to the Board on May 28, 2016 due to change of work allocation. Mr. Zhang resigned from the positions as executive director and vice chairman of the Bank and member of the Strategic Development Committee of the Board. The Board has approved Mr. Zhang’s resignation from the above positions with effect from a new executive director takes office.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

To fill the vacancy arising from the resignation of Mr. Zhang, the Board is pleased to announce that, Mr. Feng Tao (“**Mr. Feng**”) was nominated and the Board has considered and approved the proposed appointment of Mr. Feng as executive director of the Bank on May 28, 2016 and submitted the proposed appointment for approval by the annual general meeting. Upon approval by the annual general meeting, Mr. Feng’s qualification of directorship is subject to the review by the China Banking Regulatory Commission Henan Office (“**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.

RESIGNATION OF EXECUTIVE DIRECTOR

The Board announces that Mr. Zhang has submitted written resignation to the Board on May 28, 2016 due to change of work allocation. Mr. Zhang resigned from the positions as executive director and vice chairman of the Bank and member of the Strategic Development Committee of the Board. The Board has approved Mr. Zhang's resignation from the above positions with effect from a new executive director takes office.

Mr. Zhang has confirmed that he has no disagreement with the Board of the Bank and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders and creditors of the Bank.

The Bank would like to express its sincere gratitude to Mr. Zhang for his valuable contributions to the Bank during his tenure as an executive director and vice chairman of the Bank and offer its best wishes to him.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

To fill the vacancy arising from the resignation of Mr. Zhang, the Board is pleased to announce that, Mr. Feng was nominated and the Board has considered and approved the proposed appointment of Mr. Feng as executive director of the Bank on May 28, 2016 and submitted the proposed appointment for approval by the annual general meeting. Upon approval by the annual general meeting, Mr. Feng'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.

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

Mr. Feng Tao, aged 52, had served as the chief of city commercial banks supervision department of CBRC Henan Office from February 2015 to May 2016. Mr. Feng has approximately 36 years of experience in working in financial institutions. He had served as the chief of China Banking Regulatory Commission (中國銀行業監督管理委員會) Jiaozuo Branch from December 2012 to February 2015. Prior to that, he had held a number of positions in CBRC Henan Office from September 2003 to December 2012, including principal staff member of city commercial banks supervision department, deputy director of logistics service center, deputy chief of No. 2 state-owned bank supervision department, deputy chief of No.1 offsite supervision department, researcher of No.1 offsite supervision department and researcher of state-owned bank supervision department. He had served as chief staff member of bank management department of People's Bank of China (中國人民銀行) Zhengzhou Branch from December 1998 to September 2003 and as the transaction staff, staff member, deputy chief staff member and chief staff member of People's Bank of China Henan Branch from July 1986 to December 1998.

Mr. Feng graduated from Correspondence Education College of Central School of Communist Party of China (中共中央黨校函授學院) (Beijing, China) in December 1998, majoring in economics and management (correspondence education). He has been an economist accredited by People's Bank of China Henan Branch since October 1993.

Mr. Feng's remuneration will be determined in accordance with applicable laws, regulations and regulatory requirements and the relevant remuneration policies of the Bank.

Mr. Feng has confirmed that, save as disclosed above, as at the date of this announcement, 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. Feng that are required to be disclosed under Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"), nor any other matters that need to be brought to the attention of the shareholders of the Bank.

Shareholders' approval for Mr. Feng's appointment will be sought at the annual general meeting of the Bank to be held on June 17, 2016 (the "**AGM**"). A supplemental circular containing, among other things, further details of the proposed appointment of Mr. Feng as an executive director, together with a supplemental notice convening the AGM, will be dispatched to the shareholders of the Bank.

On behalf of the Board
Bank of Zhengzhou Co., Ltd.*
Wang Tianyu
Chairman

Zhengzhou, Henan, China
May 28, 2016

As at the date of this announcement, the Board of Directors of the Bank comprises Mr. Wang Tianyu, Mr. Shen Xueqing and Mr. Zhang Rongshun as executive Directors, Mr. Fan Yutao, Mr. Zhang Jingguo, Mr. Liang Songwei, Mr. Ma Jinwei and Mr. Ji Hongjun as non-executive Directors, Mr. Wang Shihao, Mr. Li Huaizhen, Mr. Xie Taifeng, Mr. Wu Ge and Ms. Chan Mei Bo Mabel as independent non-executive Directors.

* 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.