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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 revised form of proxy 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)

**APPOINTMENT OF EXECUTIVE DIRECTOR,  
ADOPTION OF ADMINISTRATIVE MEASURES ON  
REMUNERATION AND PERFORMANCE OF DIRECTORS AND  
SUPERVISORS AT GOVERNANCE LEVEL  
AND  
SUPPLEMENTAL NOTICE OF 2015 ANNUAL GENERAL MEETING**

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This circular shall be read together with the circular of the Bank dated April 29, 2016.

A supplemental notice convening the Annual General Meeting 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) is set out on pages II-1 to II-2 of this circular.

Whether or not you are attending and/or voting at the Annual General Meeting, you are requested to complete the revised 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 revised 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.*

May 30, 2016

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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:*

“Announcement”	the announcement of the Bank dated May 28, 2016 in relation to the resignation of an executive Director and the proposed appointment of an executive Director
“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)
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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
“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
“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”	May 26, 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,

**APPOINTMENT OF EXECUTIVE DIRECTOR,  
ADOPTION OF ADMINISTRATIVE MEASURES ON  
REMUNERATION AND PERFORMANCE OF DIRECTORS AND  
SUPERVISORS AT GOVERNANCE LEVEL  
AND  
SUPPLEMENTAL NOTICE OF 2015 ANNUAL GENERAL MEETING**

**I. Introduction**

Reference is made to the Announcement.

As disclosed in the Announcement, Mr. Zhang Rongshun will resign from the positions of executive director and vice chairman of the Bank and member of the Strategic Development Committee of the Board with effect from the new executive Director takes office.

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## LETTER FROM THE BOARD

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Further, in the meeting of the Board held on May 28, 2016, the Board had proposed the adoption of the Administrative Measures on Remuneration and Performance of Directors and Supervisors at Governance Level.

In accordance with relevant laws, regulations and the articles of association of the Bank, the above additional resolutions in relation to (i) Appointment of Executive Director and (ii) Adoption of Administrative Measures on Remuneration and Performance of Directors and Supervisors at Governance Level will be submitted for Shareholders' consideration and approval at the Annual General Meeting.

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

### II. Appointment of Executive Director

As disclosed in the Announcement, the Board proposed to appoint Mr. Feng Tao (“**Mr. Feng**”) as executive director of the Bank. 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.

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## LETTER FROM THE BOARD

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Mr. Feng 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 (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, 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 Listing Rules, nor any other matters that need to be brought to the attention of the Shareholders.

### **III. Adoption of Administrative Measures on Remuneration and Performance of Directors and Supervisors at Governance Level**

It is proposed by the board of supervisors and the Board on May 27, 2016 and May 28, 2016, respectively, to adopt Administrative Measures on Remuneration and Performance of Directors and Supervisors at Governance Level. As the Administrative Measures on Remuneration and Performance of Directors and Supervisors at Governance Level involve the mechanism for determination of remuneration of the chairman, vice chairman, chairman of board of supervisors and other executive Directors, the relevant officers abstained from voting on the relevant resolutions. According to the articles of association of the Bank, the abovementioned matter shall be submitted to the Annual General Meeting for consideration and approval by the Shareholders. The chairman, Mr. Wang Tianyu, being a Shareholder of 18,928 Domestic Shares, and the vice chairman, Mr. Zhang Rongshun, being a Shareholder who together with his spouse held 98,871 Domestic Shares, together with their respective associates, will abstain from voting on relevant resolution at the AGM.

Full texts of Administrative Measures on Remuneration and Performance of Directors and Supervisors at Governance Level are set out in the Appendix I on pages I-1 to I-11 to this circular.

### **IV. Annual General Meeting**

The AGM will 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). Notice of the AGM, form of proxy to be used at the AGM and the relevant reply slip for attendance were despatched to the Shareholders by the Bank on April 29, 2016 and were also published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.zzbank.cn](http://www.zzbank.cn)). The supplemental notice of the AGM dated May 30, 2016 is enclosed with this circular, for the purpose of notifying the Shareholders the addition of two ordinary resolutions in relation to Appointment of Executive Director and Adoption of Administrative Measures on Remuneration and Performance of Directors and Supervisors at Governance Level to the agenda of the AGM, and should be read together with the notice of the AGM dated April 29, 2016. The resolutions originally proposed to be considered at the AGM and contained in the original notice of the AGM remain unchanged. Please refer to the original notice of the AGM dated April 29, 2016 for details of the resolutions originally proposed to the AGM, eligibility for attending the AGM, procedures for closure of register of members, appointment of proxy and other relevant matters.

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## LETTER FROM THE BOARD

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A revised form of proxy (the “**Revised Form of Proxy**”) for use at the AGM is also enclosed with 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 Revised 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), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or to the office of the Board of Directors of the Bank (for holders of Domestic Shares) at 22 Shangwu WaiHuan Road, Zhengdong New District, Zhengzhou, Henan Province, PRC, 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)(the “**Closing Time**”). Completion and return of the Revised 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.

The Revised Form of Proxy is intended to be used for the resolutions specified in the notice of the AGM and the supplemental notice of the AGM.

If Shareholders have already lodged the first form of proxy, which was sent by the Bank to its members on April 29, 2016 (the “**First Form of Proxy**”), with the Bank, they should note that:

- (i) if no Revised Form of Proxy is lodged with the Bank by the Shareholders, the First Form of Proxy will be treated as a valid form of proxy lodged by the Shareholders, if correctly completed. The proxy so appointed by the Shareholders will be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the First Form of Proxy, including the proposed resolutions contained in this circular in relation to the appointment of executive Director and adoption of administrative measures on remuneration and performance of Directors and Supervisors at governance level;
- (ii) if the Revised Form of Proxy is lodged with the Bank by the Shareholders before the Closing Time, the Revised Form of Proxy will supersede the First Form of Proxy previously lodged by the Shareholders. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholders, if correctly completed. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully; and
- (iii) if the Revised Form of Proxy is lodged with the Bank by the Shareholders after the Closing Time, the Revised Form of Proxy will be invalid. However, it will REVOKE the First Form of Proxy previously lodged by the Shareholders, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Revised Form of Proxy) of the Shareholders will not be counted in any poll which may be taken on a proposed resolution. In such event, Shareholders who wish to vote at the AGM will have to attend in person and vote at the AGM by themselves. Accordingly, Shareholders are advised NOT TO lodge the Revised Form of Proxy after the Closing Time.

### V. **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.



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## LETTER FROM THE BOARD

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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.

### VI. Recommendation

The Board (including the independent non-executive Directors) considers that the aforementioned ordinary 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 the aforementioned ordinary 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 Appendix I and Appendix II to this circular.

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

Zhengzhou, Henan Province, the PRC  
May 30, 2016

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**APPENDIX I      ADMINISTRATIVE MEASURES ON REMUNERATION AND PERFORMANCE  
OF DIRECTORS AND SUPERVISORS AT GOVERNANCE LEVEL**

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**Administrative Measures on Remuneration and Performance of Directors and Supervisors at  
Governance Level of Bank of Zhengzhou Co., Ltd.**

**Section 1 General Provisions**

**Article 1      Objectives**

In order to establish a scientific and reasonable incentive and restraint mechanism, raise the enthusiasm and creativity of the chairman, vice chairman, chairman of the Board of Supervisors and other executive directors (hereinafter referred to as “**Directors and Supervisors at Governance Level**”) and ensure sound development of the Bank of Zhengzhou Co., Ltd. (herein after referred to as the “**Bank**”), these Measures are hereby formulated in accordance with the strategic development direction of the Bank and general requirements of the human resource management in compliance with the relevant regulations of the China Banking Regulatory Commission.

**Article 2      Application Scope**

These Measures apply to the chairman, vice chairman, chairman of the Board of Supervisors and other executive directors of the Bank.

The remuneration standards or measures of non-executive directors (including independent non-executive directors) and other supervisors (including employee supervisors) of the Bank shall be separately formulated by the Board of Directors and the Board of Supervisors and implemented after being submitted to the general meetings for consideration and approval.

**Article 3      Principles of Remuneration Formulation**

Under the preconditions of supporting the strategy of the Bank and achieving operational objectives, principles of remuneration formulation are:-

- (I) Supporting strategic development: the formulation shall comply with the regulatory requirements, and adapt to the current operation status and strategic development requirements of the Bank.
- (II) Directing to marketization: the level of remuneration shall be determined based on the market positioning of the Bank and the remuneration situation in the finance industry, while striking a balance between market competitiveness and overall remuneration levels of the Bank.
- (III) Paying equal attention to incentive and restraint: we shall adhere to integration of incentives and restraint, consistency between remuneration with risk and obligations, correlation of performance with long-term risk to facilitate the fairness and transparency of remuneration allocation.

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**APPENDIX I      ADMINISTRATIVE MEASURES ON REMUNERATION AND PERFORMANCE  
OF DIRECTORS AND SUPERVISORS AT GOVERNANCE LEVEL**

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(IV) Combining long term with short term: we shall adopt several remuneration methods with both long-term and short-term payment periods. Remuneration is mainly paid in cash at the current stage and will also be paid by way of non-cash in the future.

**Section 2 Remuneration Management**

**Article 4      Composition of Remuneration**

The remuneration of Directors and Supervisors at Governance Level comprises four parts: basic remuneration, performance-related remuneration, incentive remuneration and benefits.

**(I)    Basic Remuneration**

Basic remuneration refers to cash remuneration paid according to the established standards based on job nature and positions. Standards used to determine basic remuneration include the performance of the Bank and level of remuneration in the industry.

**(II)   Performance-related Remuneration**

Performance-related remuneration refers to cash awards linked to performance and performance assessment results.

**(III)   Incentive Remuneration**

Incentive remuneration refers to incentive rewards linked to the outstanding performance, special contribution and medium and long-term performance of Directors and Supervisors at Governance Level. Incentive remuneration is comprised of performance-based awards, special awards, and medium and long-term incentives.

**(IV)   Benefits**

Benefits refers to support and care provided to Directors and Supervisors at Governance Level of the Bank, which include fixed allowances, statutory social insurance, housing provident funds, enterprise annuity, supplementary medical insurance and other statutory benefits.

**Article 5      Basic Remuneration**

**(I)    Standards for Basic Remuneration**

Standards for basic remuneration of the chairman of the Bank shall be determined in accordance with the performance of the Bank and the level of remuneration in the industry.

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**APPENDIX I      ADMINISTRATIVE MEASURES ON REMUNERATION AND PERFORMANCE  
OF DIRECTORS AND SUPERVISORS AT GOVERNANCE LEVEL**

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Basic remuneration of Directors and Supervisors at Governance Level other than the chairman shall be determined in accordance with their positions, responsibilities, risks and contributions, etc., within the range of 50%-95% of the basic remuneration of the chairman.

The basic remuneration of Directors and Supervisors at Governance Level of the Bank does not normally exceed 35% of the total sum of his/her remuneration.

**(II) Payment of Basic Remuneration**

Basic remuneration shall be fully paid in cash on the payroll date of the Bank on a monthly basis. If the basic remuneration standards for the current year have not been determined yet, the basic remuneration for that year shall be prepaid in accordance with the basic remuneration standards for the previous year, subject to subsequent adjustment after determination.

**Article 6      Performance-related Remuneration**

**(I) Standards for Performance-related Remuneration**

Standards for targeted performance-related remuneration shall be 2 times of the basic remuneration and the specific standards are determined in accordance with the performance assessment results. However, the amount of targeted performance-related remuneration shall not exceed 3 times of basic remuneration.

**(II) Determination of Performance-related Remuneration**

Annual performance-related remuneration shall be determined in accordance with the targeted performance-related remuneration and performance assessment coefficient, using the following formula:

$$\text{Annual performance-related remuneration} = \text{targeted performance-related remuneration} \times \text{performance assessment coefficient}$$

For determination of performance assessment coefficient, please refer to Section 3 of these Measures.

**(III) Payment of Performance-related Remuneration**

50% of annual performance-related remuneration of Directors and Supervisors at Governing Level (including performance-based awards) should be paid on immediate payment terms.

According to standards, 50% of annual performance-related remuneration of Directors and Supervisors at Governing Level (including performance-based awards) shall be prepaid monthly on immediate payment terms which will be subject to adjustment according to assessment results following the completion of the audit of the annual report.

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**APPENDIX I ADMINISTRATIVE MEASURES ON REMUNERATION AND PERFORMANCE OF DIRECTORS AND SUPERVISORS AT GOVERNANCE LEVEL**

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**(IV) Deferred Payment of Performance-related Remuneration**

50% of annual performance-related remuneration for Directors and Supervisors at Governance Level (including performance-based awards) should be paid on deferred payment terms.

The deferred payment portion shall be paid on a proportional basis over three years from the second year, and the specific payment proportion shall be as follows:

<b>Deferred payment standards</b>		
The second year	The third year	The fourth year
33%	33%	34%

**(V) Deferred Payment of Remuneration**

Deferred payment of performance-related remuneration (including performance-based awards) is linked to three risk management and compliance management assessment indicators: non-performing loan ratio, capital adequacy ratio and absence of annual major events, all of which should be reached as a condition to deferred payment of remuneration, wherein:

1. Target value and challenge value are set for non-performing loan ratio, and target value is set for capital adequacy ratio, which shall determine the adjustment and withholding of deferred remuneration. In case of failure to fulfill these two indicators, a certain percentage of the deferred remuneration shall be further deferred; when the non-performing loan rate exceeds the target value requirement, 10% of the deferred remuneration payable for the year shall be withheld for every extra 0.1% in the exceeding part, with a withholding limit of 50%; when the capital adequacy ratio indicator is lower than the target value, 10% of the deferred remuneration payable for the year shall be withheld for every extra 0.5% in the shortage part, with a withholding limit of 50%. The withheld deferred remuneration shall be included in the deferred remuneration payable for the next year.

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**APPENDIX I ADMINISTRATIVE MEASURES ON REMUNERATION AND PERFORMANCE OF DIRECTORS AND SUPERVISORS AT GOVERNANCE LEVEL**

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2. As a negative indicator, absence of annual major events determines deduction of the deferred remuneration, and the specific deduction proportion shall be determined by the Board of Directors on a case by case basis, based on severity of the case occurred and its adverse effects;

Specific payment conditions are as follows:

<b>Linked indicators attainment status</b>		<b>Payment standards</b>
<b>All the three indicators are reached</b>	<b>Non-performing loan ratio reaches the challenge value</b>	Deferred remuneration paid for the year = deferred remuneration payable for the year × net profit growth of the Bank for the year
	<b>Non-performing loan ratio reaches the target value</b>	Deferred remuneration paid for the year = deferred remuneration payable for the year × 1
<b>Non-performing loan ratio or capital adequacy ratio has not reached the target value</b>		A certain percentage of the deferred remuneration for the period shall be withheld and the withheld portion should be combined with the deferred remuneration payable for the period and be further deferred to the next year
<b>Absence of annual major events indicator has not been reached</b>		The deferred remuneration for the period shall be deducted on a proportional basis and the specific proportion shall be determined by the Board of Directors based on severity of the case occurred and its adverse effects

During the tenures of the employees being subject to deferred payment of performance-related remuneration policy, their deferred performance-related remuneration payable for the year shall be settled if non-payment or recovery events are triggered.

If any person being subject to deferred payment of performance-related remuneration policy is transferred to other positions not being subject to deferred payment of performance-related remuneration requirement or the employee leaves office, retires, the employee shall be entitled to his deferred performance-related remuneration of the current and prior years when the deferred payment conditions have been met. Deferred performance-related remuneration payable for the year shall be settled with off-office audit report as a reference, and the remaining portion shall be paid based on whether deferred payment conditions have been met during the deferred period.

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**APPENDIX I      ADMINISTRATIVE MEASURES ON REMUNERATION AND PERFORMANCE  
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**Article 7      Performance-based Awards**

**(I)      Standards for Performance-based Awards**

If net profit indicator of the Bank for the year exceeds the target value set at the beginning of the year, excess profit bonus shall be withdrawn based on increment of net profit over the target value and the withdrawal standard for total excess profit bonus shall be separately determined.

**(II)      Payment of Performance-based Awards**

Excess profit bonus shall be included in total performance-related remuneration for the year to calculate immediate payment and deferred payment amount, and please see Article 6 of these Measures for specific payment method.

**Article 8      Special Awards**

The Bank may pay one-off special awards to the individuals that have made outstanding contributions to achievement of the Bank's core strategic objectives and management improvement, and payment standards shall be determined based on annual performance assessment result and specific situations which will be implemented after submission to and approval by the general meetings.

**Article 9      Medium and Long-term Incentives**

The Bank may introduce medium and long-term incentives scheme in due course according to the operations of the Bank, changes in laws and regulations and policy environment and other factors, and specific introduction time and incentive manner shall be separately determined.

**Article 10      Benefits**

Benefit items include fixed allowances, statutory social insurance, housing provident funds, enterprise annuity, supplementary medical insurance and other statutory benefits.

Directors and Supervisors at Governance Level should also be entitled to other benefits provided to employees by the Bank, which may be implemented based on standards set in the current *Welfare Management System* or related systems.

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**APPENDIX I      ADMINISTRATIVE MEASURES ON REMUNERATION AND PERFORMANCE  
OF DIRECTORS AND SUPERVISORS AT GOVERNANCE LEVEL**

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**Section 3 Performance Assessment**

**Article 11      Performance Assessment Methods**

The Bank conducts annual performance assessment on Directors and Supervisors at Governance Level. Assessment on the chairman, president and chairman of the Board of Supervisors is equivalent to the bank-wide performance assessment, and performance assessment on other Directors and Supervisors at Governance Level shall include both bank-wide performance assessment and individual performance assessment, which shall be linked to the targeted performance-related remuneration in proportion of 50% and 50%.

**Article 12      Performance Assessment Authority**

Performance assessment scheme for Directors and Supervisors at Governance Level shall be prepared by the Remuneration and Assessment Committee of the Board of Directors, wherein assessment scheme for the chairman, vice chairman and other executive directors shall be implemented upon approval of the Board of Directors and assessment scheme for the chairman of the Board of Supervisors shall be implemented upon approval of the Board of Supervisors.

Performance assessment on Directors and Supervisors at Governance Level shall be conducted by the Remuneration and Assessment Committee on behalf of the Board of Directors, wherein performance assessment result for the chairman, vice chairman and other executive directors shall be implemented upon approval of the Board of Directors and performance assessment result for the chairman of the Board of Supervisors shall be implemented upon approval of the Board of Supervisors.

Except for duty performance and self-evaluation, each of the Directors and Supervisors at Governance Level shall not be involved in his/her own assessment.

**Article 13      Bank-wide Performance Assessment**

Bank-wide performance assessment shall be linked to performance assessment on all Directors and Supervisors at Governance Level.

Bank-wide performance assessment indicators shall be set by the Remuneration Assessment Committee of the Board of Directors and classified into four dimensions including operating efficiency class, feature positioning class, risk management class and compliance management class. Such indicators are categorized as positive indicators, peer comparison indicators and point deduction indicators.

Subject to the relevant requirements and in conjunction with management practice, the bank-wide performance assessment indicators can be optimized and adjusted by the Board of Directors annually.



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**APPENDIX I      ADMINISTRATIVE MEASURES ON REMUNERATION AND PERFORMANCE  
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**Article 14      Individual Performance Assessment**

**(I)    The Content of Individual Performance Assessment**

Individual performance assessment is linked to the business which is in charge of by executive directors (excluding the chairman and president) or their positions. The individual assessment indicators are linked to the position levels of executive directors.

Individual performance assessment is comprised of responsible performance indicators and individual duty performance appraisal. The table below sets forth the linked indicators and proportions:

<b>Directors and Supervisors at Governance Level</b>		<b>Linked Indicators and Proportions</b>		
		<b>Bank-wide Assessment Indicators</b>	<b>Individual Performance Assessment</b>	
			<b>Responsible Performance Indicators</b>	<b>Individual Duty Performance Appraisal</b>
<b>Chairman, President and Chairman of the Board of Supervisors</b>		100%	—	—
<b>Other Directors and Supervisors at Governance Level</b>	<b>In charge of front offices or being responsible for bank-wide indicators</b>	50%	30%	20%
	<b>In charge of back offices</b>	50%	—	50%

**(II)    The Coefficients of Individual Performance Assessment**

The coefficients of individual performance assessment are linked to results of performance assessment. The performance assessment coefficients of the chairman, president and chairman of the Board of Supervisors are determined in accordance with the results of bank-wide performance assessment and the performance assessment coefficients of other Directors and Supervisors at Governance Level are determined in accordance with the results of bank-wide performance assessment and individual performance assessment.

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**APPENDIX I ADMINISTRATIVE MEASURES ON REMUNERATION AND PERFORMANCE OF DIRECTORS AND SUPERVISORS AT GOVERNANCE LEVEL**

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The scores of bank-wide performance assessment and assessment on responsible performance indicators are determined in accordance with the results of quantitative scoring; and the indicators of individual duty performance appraisal are determined in accordance with the results of the Board of Supervisors' assessment on the performance of senior management, the corresponding scores of which are as follows:

Results of Individual Duty Performance Appraisal	Qualified	Basically Qualified	Not Qualified
Corresponding Score	110%	90%	70%

After aggregating the results of individual performance assessment determined by bank-wide performance assessment, assessment on responsible performance indicators and individual duty performance appraisal, the results of individual performance assessment are linked to different coefficients as follows:

<b>The Table of Performance Assessment Scores and Corresponding Coefficients</b>					
<b>Performance Assessment Score</b>	<60	60 (inclusive) -90	90 (inclusive) -110	110 (inclusive) -130	Above 130 (inclusive)
<b>Performance Assessment Coefficient</b>	0.6	0.8	1	1.2	1.5

**Section 4 Other Related Regulations**

**Article 15 Remuneration Adjustment Mechanism**

The Bank can conduct research on the market remuneration data of senior management and performance comparison every two years and makes recommendation to the Board of Directors on the adjustment on remuneration level of senior management in accordance with the market positioning of the Bank and the changes of external market conditions. The adjustment amount are subject to the approval by the Board of Directors and the general meetings.

**Article 16 Special Situations**

- (I) For the newly joined Directors and Supervisors at Governance Level in the Bank, their remuneration shall be determined with reference to these Measures and subject to certain adjustment. The specific remuneration amounts after adjustment are subject to the consideration of the Board of Directors and the approval by the general meetings.

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**APPENDIX I      ADMINISTRATIVE MEASURES ON REMUNERATION AND PERFORMANCE  
OF DIRECTORS AND SUPERVISORS AT GOVERNANCE LEVEL**

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- (II) For the newly joined or promoted Directors and Supervisors at Governance Level who have worked for the Bank for less than 3 months within annual performance assessment, they will not be involved in assessment during the year, and their performance salaries are paid by linking to the bank-wide performance assessment coefficient.
  
- (III) For Directors and Supervisors at Governance Level who have worked for the Bank for less than one year due to normal job transfers, retirement, expiration of term of office and other non-personal fault reasons, their performance assessment coefficient is 1. Their annual bonus shall be calculated on the basis of actual working months when they are paid off-office monthly basic salary. For Directors and Supervisors at Governance Level who have worked for the Bank for less than one year due to personal reasons (including resignation and dismissal due to personal reasons), their performance assessment coefficient is 0.

**Article 17 Other Provisions**

- (I) The remuneration of Directors and Supervisors at Governance Level are remuneration before taxes, and their income taxes shall be withheld and paid by the Bank.
  
- (II) These Measures shall be subject to the interpretation of the Board of Directors and the content relating to the Board of Supervisors shall be subjected to the interpretation of the Board of Supervisors.
  
- (III) These Measures become effective from the date of approval by the general meetings and the effect of these Measures is retroactive to January 1 of the year so approved by the general meetings.
  
- (IV) In case of discrepancies between the Chinese version of these Measures and the English translation, the Chinese version shall prevail.

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**APPENDIX I ADMINISTRATIVE MEASURES ON REMUNERATION AND PERFORMANCE  
OF DIRECTORS AND SUPERVISORS AT GOVERNANCE LEVEL**

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**Attachment**

The Annual Implementation Standards for Basic Remuneration and Targeted Performance-related Remuneration for Directors and Supervisors at Governing Level for Year 2016 to 2017 (Unit: Renminbi 10,000)

<b>Position of Directors and Supervisors at Governing Level</b>	<b>Basic Remuneration</b>	<b>Targeted Performance-related Remuneration</b>	<b>Total</b>	<b>Remuneration Coefficient</b>
<b>Chairman</b>	91.7	183.4	275.1	1
<b>President</b>	87.1	174.2	261.3	0.95
<b>Vice Chairman, Chairman of Board of Supervisors</b>	82.5	165	247.5	0.9



**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)**

**SUPPLEMENTAL NOTICE OF 2015 ANNUAL GENERAL MEETING**

**SUPPLEMENTAL 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 ordinary resolutions in addition to the resolutions set out in the notice of the AGM of the Bank dated April 29, 2016. Unless indicated otherwise, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the circular of the Bank dated May 30, 2016:

**Ordinary Resolutions**

11. to consider and approve the appointment of Mr. Feng Tao as executive Director of the Bank;
12. to consider and approve the Administrative Measures on Remuneration and Performance of Directors and Supervisors at Governance Level.

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

Zhengzhou Henan Province, the PRC  
May 30, 2016

*Notes:*

1. Details related to the above resolutions are set out in the circular of the Bank dated May 30, 2016.
2. A revised form of proxy is enclosed with this supplemental notice of the AGM. 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.

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## APPENDIX II SUPPLEMENTAL NOTICE OF 2015 ANNUAL GENERAL MEETING

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3. Please refer to the notice of 2015 Annual General Meeting dated April 29, 2016 for details of the other resolutions to be considered at the AGM, publication of the voting results of the AGM, closure of register of members and eligibility for attending and voting at the AGM and other relevant matters.
4. Shareholders who intend to appoint a proxy shall complete and return the enclosed revised form of proxy in accordance with the instructions printed thereon and return it in 24 hours before the scheduled time for holding of the AGM or any adjournment thereof (as the case may be).
5. (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 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

\* *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 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.*