



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)

**REVISED FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD
 ON JUNE 17, 2016 (OR AT ANY ADJOURNMENT THEREOF)**

No. of Shares to which this Revised Form of Proxy relates <i>(Note 1)</i>	Domestic Shares
	H Shares
No. of pledged Shares in all Domestic Shares/H Shares held by me/us	
Percentage of pledged Shares in all Domestic Shares/H Shares held by me/us	

I/We *(Note 2)* _____

of _____

being the holder(s) of _____ Domestic Shares/H Shares *(Note 3)* of RMB1.00 each of the Bank,
 hereby appoint the Chairman of the meeting or _____ *(Note 4)*

of _____
 as my/our proxy(ies) to attend the annual general meeting (the "AGM") 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) or any adjourned meeting thereof, and to vote at such meeting in respect of the resolutions set out in the notice of AGM dated April 29, 2016 and the supplemental notice of AGM dated May 30, 2016 as indicated below on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

Ordinary Resolutions		For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
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;			
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;			

Special Resolutions		For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
13.	to consider and approve the amendments to Articles of Association;			
14.	to consider and approve the issuance of green financial bonds; and			
15.	to consider and approve the plan on authorisation to the Board granted by the general meeting.			

Dated this _____ day of _____ 2016 Signature(s) *(Note 6)*: _____

Notes:

1. Please insert the number of shares of the Bank registered in your name(s) to which this proxy relates. If a number is inserted, this revised form of proxy will be deemed to relate only to those shares. If no number is inserted, this revised form of proxy will be deemed to relate to all shares of the Bank registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) and address(es) as registered in the register of members of the Bank in BLOCK LETTERS.
3. Please insert the number of shares of the Bank registered in your name(s) and delete as appropriate.
4. If any proxy other than the Chairman of the meeting of the Bank is preferred, please strike out the words “the Chairman of the meeting or” and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Bank. Any alteration made to this revised form of proxy must be initialed by the person who signs it.
5. Important: If you wish to vote for any resolution, please put a tick in the box marked “For” or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked “Against” or insert the number of shares held by you. If you wish to abstain from voting on any resolution, please put a tick in the box marked “Abstain” or insert the number of shares held by you. If no direction is given, your proxy shall vote at his/her own discretion. The shares abstained will be counted in the calculation of the required majority.
6. This revised form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this revised form of proxy may be signed by any of such joint holders.
7. To be valid, this revised form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Board office of the Bank at 22 Shangwu WaiHuan Road, Zhengdong New District, Zhengzhou, Henan Province, PRC, for holders of Domestic Shares, or the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for holders of H Shares; or by facsimile to (86) 0371 6700 9898, for holders of Domestic Shares, or (852) 2865 0990, for holders of H Shares, not less than 24 hours before the time for holding of the AGM or any adjournment thereof (the “Closing Time”).
8. In the case of joint holders of shares of the Bank, any one of such holders may vote at the AGM either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the AGM in person or by proxy, then one of such holders whose name appears in prior sequence shall be regarded as the sole and exclusive vote on behalf of all the rest of the joint holders. For the purpose of such voting, in the register of Shareholders of the Bank shareholder’s priority shall be determined in accordance with the sequence of the joint holders as prescribed in the Bank’s register of shareholders.
9. **IMPORTANT:** 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 the circular of the Bank dated May 30, 2016 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 this Revised Form of Proxy is lodged with the Bank by the Shareholders before the Closing Time, this Revised Form of Proxy will supersede the First Form of Proxy previously lodged by the Shareholders. This Revised Form of Proxy will be treated as a valid proxy form lodged by the Shareholders, if correctly completed. Accordingly, Shareholders are advised to complete this Revised Form of Proxy carefully; and
 - (iii) if this Revised Form of Proxy is lodged with the Bank by the Shareholders after the Closing Time, this 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 this 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 this Revised Form of Proxy after the Closing Time.
10. You are reminded that completion and return of this revised form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

* *Bank of Zhengzhou Co., Ltd. is not an authorised 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 authorised to carry out banking and/or deposit-taking business in Hong Kong.*