



# 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)

(H Shares Stock Code: 6196)

(Preference Shares Stock Code: 4613)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON JUNE 15, 2018 (OR AT ANY ADJOURNMENT THEREOF)

No. of Shares to which this Form of Proxy relates <sup>(Note 1)</sup>	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 <sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ Domestic Shares/H Shares <sup>(Note 3)</sup> of

RMB1.00 each of Bank of Zhengzhou Co., Ltd., (the "Bank"), hereby appoint the Chairman of the meeting

or \_\_\_\_\_ <sup>(Note 4)</sup>

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 15, 2018 (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 27, 2018 (Friday) as indicated below on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit. Unless otherwise indicated, capitalized terms used in this form shall have the same meaning as those defined in the circular of the AGM to be despatched by the Bank in due course.

Ordinary Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	to consider and approve the 2017 Board of Directors' report;			
2.	to consider and approve the 2017 Board of Supervisors' report;			
3.	to consider and approve the 2017 annual financial statements;			
4.	to consider and approve the 2018 financial budget;			
5.	to consider and approve the 2017 profit distribution plan;			

Ordinary Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
6.	to consider and approve the 2017 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 2018, whose term of office ends after the Bank's 2018 annual general meeting, and authorize the Board to determine their remuneration;			
8.	to consider and approve the election and appointment of the Directors of the sixth session of the Board:			
(a)	to consider and approve the appointment of Mr. Wang Tianyu as an executive Director;			
(b)	to consider and approve the appointment of Mr. Shen Xueqing as an executive Director;			
(c)	to consider and approve the appointment of Mr. Feng Tao as an executive Director;			
(d)	to consider and approve the appointment of Mr. Fan Yutao as a non-executive Director;			
(e)	to consider and approve the appointment of Mr. Zhang Jingguo as a non-executive Director;			
(f)	to consider and approve the appointment of Mr. Ji Hongjun as a non-executive Director;			
(g)	to consider and approve the appointment of Mr. Liang Songwei as a non-executive Director;			
(h)	to consider and approve the appointment of Mr. Wang Shihao as a non-executive Director;			
(i)	to consider and approve the appointment of Mr. Li Huaizhen as an independent non-executive Director;			
(j)	to consider and approve the appointment of Mr. Xie Taifeng as an independent non-executive Director;			
(k)	to consider and approve the appointment of Mr. Wu Ge as an independent non-executive Director;			
(l)	to consider and approve the appointment of Ms. Chan Mei Bo Mabel as an independent non-executive Director; and			
(m)	to consider and approve the appointment of Ms. Li Yanyan as an independent non-executive Director;			

<b>Ordinary Resolutions</b>		<b>For</b> <small>(Note 5)</small>	<b>Against</b> <small>(Note 5)</small>	<b>Abstain</b> <small>(Note 5)</small>
9.	to consider and approve the election and appointment of the Supervisors of the sixth session of the Board of Supervisors:			
(a)	to consider and approve the appointment of Mr. Song Ke as an external Supervisor;			
(b)	to consider and approve the appointment of Mr. Ma Baojun as an external Supervisor; and			
(c)	to consider and approve the appointment of Mr. Zhu Zhihui as a Shareholder representative Supervisor;			
10.	to consider and approve the Administrative Measures on Remuneration and Performance of Directors and Supervisors at Governance Level;			
11.	to consider and approve the special report on related party transactions for 2017;			
12.	to consider and approve the proposed authorization to the Board to deal with matters of purchase of liability insurance in respect of the A Share Prospectus and purchase of liabilities insurance for the Directors, Supervisors and senior management of the Bank upon the A Share Offering;			
13.	to consider and approve the status report on the use of previously raised funds;			
<b>Special Resolutions</b>		<b>For</b> <small>(Note 5)</small>	<b>Against</b> <small>(Note 5)</small>	<b>Abstain</b> <small>(Note 5)</small>
14.	to consider and approve the general mandate for the issuance of new Shares;			
15.	to consider and approve the amendments to the Articles of Association;			
16.	to consider and approve the extension of validity period of the A Share Offering Plan;			
17.	to consider and approve extension of validity period of the authorization to the Board and its authorized persons to deal with matters relating to the A Share Offering;			
18.	to consider and approve the amendments to the A Share Articles; and			
19.	to consider and approve the plan on authorization to the Board granted by the general meeting.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

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 form of proxy will be deemed to relate only to those Shares. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s) (whether alone or jointly with others).
  2. Please insert your 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 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 cross 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. Any alteration made to this form of proxy must be initialled 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 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 form of proxy may be signed by any of such joint holders.
  7. To be valid, this 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) 371 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 (i.e. by 2:30 p.m. on June 14, 2018 (Thursday)) or any adjournment thereof.
  8. In the case of joint holders of Shares, 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. You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.
- \* *The Bank 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.*