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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)

(H Shares Stock Code: 6196)

(Preference Shares Stock Code: 4613)

NOTICE OF THE 2017 AGM

NOTICE IS HEREBY GIVEN that the 2017 Annual General Meeting (the “AGM”) of Bank of Zhengzhou Co., Ltd.* (the “Bank”) will be held at 2:30 p.m. on June 15, 2018 (Friday) at Multi-Function Room, 29/F, Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, PRC, to consider, and if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

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;
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;

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;

SPECIAL RESOLUTIONS

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.

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

Zhengzhou, Henan, the PRC
April 27, 2018

Notes:

1. Pursuant to the 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 on 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 AGM

In order to determine the list of Shareholders who are entitled to attend and vote at the AGM, the Bank's register of members will be closed from May 16, 2018 (Wednesday) to June 15, 2018 (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 15, 2018 (Friday) shall be entitled to attend and vote at the AGM. In order to be eligible for attending and voting at the AGM, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the Board office 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 15, 2018 (Tuesday).

3. REPLY SLIP

The Shareholders who intend to attend and vote at the AGM (in person or by proxy) shall complete the reply slip, and return it by hand, by email or by fax on or before May 26, 2018 (Saturday) to the H Share Registrar, namely, 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 to the Board office 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 AGM is convened. Completion and return of the reply slip will not preclude you from attending or voting at the AGM.

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 AGM fails to reach more than half of the total number of Shares with rights to vote at the AGM of the Bank, the AGM may be postponed.

4. 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, namely, 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 to the Board office of the Bank at 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou City, Henan Province, PRC (for holders of Domestic Shares) not less than 24 hours before the scheduled time for holding of the AGM (i.e. by 2:30 p.m. on June 14, 2018 (Thursday)) 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 AGM 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 AGM in person or by 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 proxy) will be accepted as the only vote of the joint holders.

5. MISCELLANEOUS

- (i) The 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 the case may be).
- (ii) The AGM is expected to last for no more than half a day. Shareholders and representatives 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 8555
Fax: (852) 2865 0990

Address of the Board office of the Bank:

22 Shangwu Waihuan Road
Zhengdong New District
Zhengzhou
Henan Province, PRC
Tel: (86) 0371 6700 9199
Fax: (86) 0371 6700 9898

6. The details about the aforesaid resolutions proposed for the consideration and approval of the AGM will be set out in the circular of the AGM to be despatched by the Bank in due course. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the AGM to be despatched by the Bank. Shareholders should also read the Bank’s 2017 annual report announced on April 20, 2018, where the Bank’s 2017 Board of Directors’ report, 2017 Board of Supervisors’ report, audited 2017 financial statements and the 2017 profit distribution plan are set out.

* *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.*

As at the date of this notice, the board of directors of the Bank comprises Mr. WANG Tianyu, Mr. SHEN Xueqing and Mr. FENG Tao as executive Directors, Mr. FAN Yutao, Ms. XU Jingnan, Mr. ZHANG Jingguo, Mr. LIANG Songwei, Mr. MA Jinwei, Mr. JI Hongjun and Mr. YU Zhanglin as non-executive Directors, and Mr. WANG Shihao, Mr. LI Huaizhen, Mr. XIE Taifeng, Mr. WU Ge and Ms. CHAN Mei Bo Mabel as independent non-executive Directors.