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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)

**POLL RESULTS OF 2017 ANNUAL GENERAL MEETING
RE-ELECTION AND ELECTION OF
DIRECTORS AND SUPERVISORS
AND
COMPOSITION OF BOARD COMMITTEES**

I. POLL RESULTS OF 2017 ANNUAL GENERAL MEETING

Reference is made to the circular dated May 18, 2018 (the “**Circular**”) and the notice of 2017 annual general meeting dated April 27, 2018 (the “**AGM Notice**”) of Bank of Zhengzhou Co., Ltd.* (the “**Bank**”). Except as the context otherwise requires, capitalised terms used herein shall have the same meanings as ascribed to them in the Circular and the AGM Notice.

At the 2017 annual general meeting of the Bank (the “**AGM**”) held on June 15, 2018, all the resolutions as set out in the AGM Notice were taken by poll. Shareholders holding an aggregate of 3,312,178,953 Shares (representing approximately 62.24% of the total number of issued Shares of the Bank as at the date of the AGM), among which 2,575,132,479 Shares are Shares with voting rights (representing approximately 48.39% of the total number of issued Shares of the Bank as at the date of AGM), attended the AGM either in person or by proxy.

As at the date of the AGM, the total number of Shares entitling the holders to attend the AGM and vote on resolutions proposed at the meeting was 4,549,880,426 Shares, comprising 3,031,880,426 Domestic Shares and 1,518,000,000 H Shares.

The poll results are as follows:

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
1.	to consider and approve the 2017 Board of Directors' report;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
2.	to consider and approve the 2017 Board of Supervisors' report;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
3.	to consider and approve the 2017 annual financial statements;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
4.	to consider and approve the 2018 financial budget;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
5.	to consider and approve the 2017 profit distribution plan;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
6.	to consider and approve the 2017 annual report;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(b) to consider and approve the appointment of Mr. Shen Xueqing as an executive Director;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
(c)	to consider and approve the appointment of Mr. Feng Tao as an executive Director;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(d)	to consider and approve the appointment of Mr. Fan Yutao as a non-executive Director;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(e)	to consider and approve the appointment of Mr. Zhang Jingguo as a non-executive Director;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(f)	to consider and approve the appointment of Mr. Ji Hongjun as a non-executive Director;	2,574,794,479 (99.986874%)	338,000 (0.013126%)	0 (0.000000%)
(g)	to consider and approve the appointment of Mr. Liang Songwei as a non-executive Director;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(h)	to consider and approve the appointment of Mr. Wang Shihao as a non-executive Director;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(i)	to consider and approve the appointment of Mr. Li Huaizhen as an independent non-executive Director;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(j)	to consider and approve the appointment of Mr. Xie Taifeng as an independent non-executive Director;	2,574,794,479 (99.986874%)	338,000 (0.013126%)	0 (0.000000%)
(k)	to consider and approve the appointment of Mr. Wu Ge as an independent non-executive Director;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(l)	to consider and approve the appointment of Ms. Chan Mei Bo Mabel as an independent non-executive Director; and	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(m)	to consider and approve the appointment of Ms. Li Yanyan as an independent non-executive Director;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
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;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(b) to consider and approve the appointment of Mr. Ma Baojun as an external Supervisor; and	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(c) to consider and approve the appointment of Mr. Zhu Zhihui as a Shareholder representative Supervisor;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
10.	to consider and approve the Administrative Measures on Remuneration and Performance of Directors and Supervisors at Governance Level;	2,485,363,267 (96.513996%)	89,769,212 (3.486004%)	0 (0.000000%)
11.	to consider and approve the special report on related party transactions for 2017;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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;	2,574,794,479 (99.986874%)	241,000 (0.009359%)	97,000 (0.003767%)
13.	to consider and approve the status report on the use of previously raised funds;	2,575,132,479 (100.000000%)	0 (0.000000%)	0 (0.000000%)
Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
14.	to consider and approve the general mandate for the issuance of new Shares;	2,572,366,479 (99.892588%)	2,766,000 (0.107412%)	0 (0.000000%)
15.	to consider and approve the amendments to the Articles of Association;	2,572,704,479 (99.905714%)	2,428,000 (0.094286%)	0 (0.000000%)

Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
16.	to consider and approve the extension of validity period of the A Share Offering Plan;	2,572,704,479 (99.905714%)	2,428,000 (0.094286%)	0 (0.000000%)
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;	2,572,704,479 (99.905714%)	2,428,000 (0.094286%)	0 (0.000000%)
18.	to consider and approve the amendments to the A Share Articles; and	2,572,704,479 (99.905714%)	2,428,000 (0.094286%)	0 (0.000000%)
19.	to consider and approve the plan on authorization to the Board granted by the general meeting.	2,485,266,267 (96.510230%)	89,866,212 (3.489770%)	0 (0.000000%)

Notes:

- (a) In counting the voting results for a resolution, abstained votes were regarded as votes with voting rights.
- (b) As a majority of the votes were cast in favour of each of the resolutions Nos. 1 to 13, all such resolutions were duly passed as ordinary resolutions.
- (c) As at least two-thirds of the votes were cast in favour of the resolutions Nos. 14 to 19, all such resolutions were duly passed as special resolutions.
- (d) As at the date of the AGM, the total number of issued Shares of the Bank was 5,321,931,900 Shares, of which 3,803,931,900 were Domestic Shares and 1,518,000,000 were H Shares. Insofar as the Bank is aware, certain Shareholders have pledged 50% or more of its/his/her equity interests in the Bank, the voting rights of such Shareholders at the AGM shall therefore be subject to restrictions pursuant to the Articles of Association of the Bank, resulting in a total of 772,051,474 Shares subject to restrictions.
- (e) There were no Shares requiring the holder to abstain from voting in favour of the resolutions at the AGM under Rule 13.40 of the Listing Rules.
- (f) None of the Shareholders stated their intention in the Circular to vote against any of the resolutions at the AGM.
- (g) The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM. King & Wood Mallesons, the Bank's PRC legal advisor, one supervisor of the Bank and two representatives from the Shareholders were also appointed as the scrutineers for the vote-taking and vote-tabulation at the AGM.

II. RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS

Re-election and Election of Directors

The Board is pleased to announce that, with the approvals from the Shareholders at the AGM, (i) each of Mr. Wang Tianyu, Mr. Shen Xueqing and Mr. Feng Tao has been re-elected as an executive Director of the sixth session of the Board; (ii) each of Mr. Fan Yutao, Mr. Zhang Jingguo, Mr. Ji Hongjun and Mr. Liang Songwei has been re-elected as a non-executive Director, and Mr. Wang Shihao has been elected as a non-executive Director, of the sixth session of the Board; and (iii) each of Mr. Li Huaizhen, Mr. Xie Taifeng, Mr. Wu Ge and Ms. Chan Mei Bo Mabel has been re-elected as an independent non-executive Director, and Ms. Li Yanyan has been elected as an independent non-executive Director, of the sixth session of the Board (collectively, the “**New Directors**”).

Each of the term of office of Mr. Wang Shihao and Ms. Li Yanyan will commence from the date of approval of their respective director’s qualification by the relevant regulatory authorities till the expiry of the term of the sixth session of the Board. The Bank will publish a separate announcement in accordance with the requirements of the Listing Rules after the relevant election becomes effective. The term of office of other New Directors shall commence from the date of the AGM till the expiry of the term of the sixth session of the Board.

Please refer to the Circular for the biographical details of the New Directors. Save as disclosed in the Circular, the Board is not aware of any other matters in relation to the re-election or election of each of the New Directors that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules. The Bank will determine the remuneration for each of the New Directors based on its remuneration policies and will disclose the amount of their remuneration in its annual report each year. Their remuneration will not be covered by a service contract.

The Board would like to further announce that, upon the conclusion of the AGM, (i) each of Ms. Xu Jingnan, Mr. Ma Jinwei and Mr. Yu Zhanglin has retired from the position as a non-executive Director; and (ii) Mr. Wang Shihao has retired from the position as an independent non-executive Director. After making all reasonable enquiries and to the best knowledge and belief of the Board, Ms. Xu Jingnan, Mr. Ma Jinwei, Mr. Yu Zhanglin and Mr. Wang Shihao have confirmed respectively that they have no disagreement with the Board on any issues, and no other matter in respect of their retirement is required to be brought to the attention of the Shareholders and creditors. As disclosed above, Mr. Wang Shihao’s position as a non-executive Director will come into effect from the date of approval of his director’s qualification by the relevant regulatory authorities.

The Bank would like to express its sincere gratitude to Ms. Xu Jingnan, Mr. Ma Jinwei, Mr. Yu Zhanglin and Mr. Wang Shihao for their positive contribution to the Bank during their terms of office.

Re-election of Supervisors

The Board is pleased to announce that, with the approvals from the Shareholders at the AGM, (i) each of Mr. Song Ke and Mr. Ma Baojun has been re-elected as an external Supervisor of the sixth session of the Board of Supervisors; and (ii) Mr. Zhu Zhihui has been re-elected as a Shareholder representative Supervisor of the sixth session of the Board of Supervisors (collectively, the “**New Supervisors**”).

The term of office of the New Supervisors shall commence from the date of the AGM till the expiry of the term of the sixth session of the Board of Supervisors.

Please refer to the Circular for the biographical details of the New Supervisors. Save as disclosed in the Circular, the Board and the Board of Supervisors are not aware of any other matters in relation to the re-election of each of the New Supervisors that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules. The Bank will enter into a service contract for each of the New Supervisors’ respective position for an initial term commencing from the date of approval by the Shareholders at the AGM till the expiry of the term of the sixth session of the Board of Supervisors, in any event subject to retirement and re-election in accordance with the Articles of Association. The Bank will determine the remuneration for each of the New Supervisors based on its remuneration policies.

The Board would like to further announce that, upon the conclusion of the AGM, (i) each of Ms. Zhao Lijuan and Ms. Meng Jun has retired from the position as a Shareholder representative Supervisor; and (ii) Mr. Tang Yunwei has retired from the position as an external Supervisor. After making all reasonable enquiries and to the best knowledge and belief of the Board of Supervisors, Ms. Zhao Lijuan, Ms. Meng Jun and Mr. Tang Yunwei have confirmed respectively that they have no disagreement with the Board of Supervisors on any issues, and no other matter in respect of their retirement is required to be brought to the attention of the Shareholders and creditors.

The Bank would like to express its sincere gratitude to Ms. Zhao Lijuan, Ms. Meng Jun and Mr. Tang Yunwei for their positive contribution to the Bank during their terms of office.

III. COMPOSITION OF BOARD COMMITTEES

The Board is also pleased to announce that the Board has resolved the following appointment of the sixth session of the Board Committees:

Audit Committee

Mr. Xie Taifeng (*Chairman*)

Mr. Ji Hongjun

Ms. Chan Mei Bo Mabel

Nomination Committee

Ms. Chan Mei Bo Mabel (*Chairwoman*)

Mr. Fan Yutao

Mr. Wu Ge

Remuneration and Assessment Committee

Ms. Li Yanyan[#] (*Chairwoman*)

Mr. Zhang Jingguo

Mr. Li Huaizhen

Strategic Development Committee

Mr. Wang Tianyu (*Chairman*)

Mr. Shen Xueqing

Mr. Feng Tao

Related Party Transactions Control Committee

Mr. Wu Ge (*Chairman*)

Mr. Liang Songwei

Ms. Li Yanyan[#]

Risk Management Committee

Mr. Wang Shihao[#] (*Chairman*)

Mr. Liang Songwei

Mr. Xie Taifeng

Consumer Rights Protection Committee

Mr. Wang Tianyu (*Chairman*)

Mr. Shen Xueqing

Mr. Feng Tao

Subject to the approval of their qualification by the relevant regulatory authorities.

The above appointment shall commence from 15 June 2018 till the expiry of the term of the sixth session of the Board.

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

Zhengzhou, Henan, the PRC

June 15, 2018

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

* *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.*