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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 THE 2018 FIRST EXTRAORDINARY
GENERAL MEETING HELD ON JANUARY 19, 2018
AND
APPOINTMENT OF EXTERNAL SUPERVISOR**

I. POLL RESULTS OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

Reference is made to the circular dated December 4, 2017 (the “**Circular**”) and the notice of the 2018 first extraordinary general meeting dated December 4, 2017 (the “**EGM Notice**”) of Bank of Zhengzhou Co., Ltd. (the “**Bank**”). Except as the context otherwise requires, capitalized terms used herein shall have the same meanings as ascribed to them in the Circular and the EGM Notice.

At the EGM held on January 19, 2018, all the resolutions as set out in the EGM Notice were taken by poll. Shareholders holding an aggregate of 3,522,850,139 Shares (representing approximately 66.194950% of the total number of issued Shares of the Bank as at the date of the EGM), among which 2,785,803,665 Shares are Shares with voting rights (representing approximately 52.345722% of the total number of issued Shares of the Bank as at the date of the EGM), attended the EGM either in person or by proxy.

As at the date of the EGM, the total number of Shares entitling the holders to attend the EGM and vote on resolutions proposed at the meeting was 4,584,885,426 Shares, comprising 3,066,885,426 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 status report on the use of previously raised funds; and	2,785,803,665 (100.000000%)	0 (0.000000%)	0 (0.000000%)
2.	To consider and approve the appointment of Mr. Ma Baojun as an external Supervisor of the Bank.	2,767,431,616 (99.340512%)	18,372,049 (0.659488%)	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 2, all such resolutions were duly passed as ordinary resolutions.
- (c) As at the date of the EGM, 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 EGM shall therefore be subject to restrictions pursuant to the Articles of Association, resulting in a total of 737,046,474 Shares subject to restrictions.
- (d) There were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM under Rule 13.40 of the Listing Rules.
- (e) None of the Shareholders stated their intention in the Circular to vote against any of the resolutions at the EGM.
- (f) The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM. 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 EGM.

II. APPOINTMENT OF EXTERNAL SUPERVISOR

Reference is made to the announcement of the Bank dated November 22, 2017 in relation to the appointment of external Supervisor.

The appointment of Mr. Ma Baojun (“**Mr. Ma**”) as an external Supervisor was approved at the EGM. Mr. Ma became an external Supervisor with effect from the date of the EGM until the expiry of the term of the 5th session of the Board of Supervisors. The biographical details and the information required to be disclosed under Rule 13.51(2) of the Listing Rules of Mr. Ma were set out in the Circular. As at the date of this announcement, there has been no change of such information.

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

Zhengzhou, Henan, the PRC
January 19, 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, Ms. XU Jingnan, Mr. ZHANG Jingguo, Mr. LIANG Songwei, Mr. MA Jinwei, Mr. JI Hongjun and Mr. YU Zhanglin 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.

* *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.*