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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)

CLARIFICATION ANNOUNCEMENT REVISED PROXY FORM FOR USE AT THE AGM

Reference is made to the notice of AGM of the Bank (the “**AGM Notice**”) dated April 8, 2019 (and the proxy form accompanied thereto (the “**Original Proxy Form**”) and the circular (the “**Circular**”) of the Bank dated April 30, 2019. Unless otherwise defined in this announcement, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board would like to clarify that a part of the ordinary resolution numbered 10 (that is, the part which relates to the consideration and approval of the estimated quota on recurring related party transactions for 2019) has not been included in the Original Proxy Form due to inadvertent omission.

To ratify the above matters, printed copies of the revised form of proxy (the “**Revised Proxy Form**”) including resolutions numbered 10(a) to 10(l) thereto will be despatched to the H Shareholders on May 16, 2019. The Revised Proxy Form will also be available on the websites of the Bank and the Hong Kong Stock Exchange. The date, time and venue for holding the AGM remain unchanged.

Whether or not you intend to attend the AGM in person, you are requested to complete and return the Revised Proxy Form in accordance with the instructions printed thereon to the Bank's H Share Registrar, namely, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time of the AGM (the “**Proxy Closing Time**”) or any adjournment thereof (as the case may be).

H Shareholder who has not yet lodged the Original Proxy Form with the H Share Registrar is required to lodge the Revised Proxy Form if he or she wishes to appoint any proxy to attend the AGM on his or her behalf. In this case, the Original Proxy Form should NOT be lodged with the H Share Registrar.

H Shareholders should note that:

- (a) If no Original Proxy Form is lodged with the H Share Registrar and the Revised Proxy Form is lodged with the H Share Registrar at or prior to the Proxy Closing Time, the Revised Proxy Form, if correctly completed and signed, will be treated as a valid form of proxy lodged by him or her. The proxy so appointed by a H Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the AGM in addition to those set out in the AGM Notice;
- (b) if both the Original Proxy Form and the Revised Proxy Form, in each case, correctly completed and signed, are lodged with the H Share Registrar at or prior to the Proxy Closing Time, the Revised Proxy Form will be treated as a valid form of proxy lodged by the relevant H Shareholder; or
- (c) if the Original Proxy Form has already been lodged with the H Share Registrar at or prior to the Proxy Closing Time but no Revised Proxy Form is lodged with the H Share Registrar at or prior to the Proxy Closing Time or if the Revised Proxy Form is lodged with the H Share Registrar after the Proxy Closing Time or if the Revised Proxy Form is invalid for whatever reasons, the Original Proxy Form will be treated as valid form of proxy if correctly completed and signed. The proxy so appointed under the Original Proxy Form will be entitled to vote at his or her discretion or to abstain at the AGM on ordinary resolution numbered 10 as set out in the AGM Notice.

H Shareholders are reminded that completion and return of the Original Proxy Form and/or the Revised Proxy Form will not preclude them from attending and voting in person at the AGM or at any adjournment thereof should they so wish.

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

Zhengzhou, Henan, the PRC
May 16, 2019

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