



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)

**REVISED FORM OF PROXY FOR USE AT
THE ANNUAL GENERAL MEETING TO BE HELD ON MAY 24, 2019
(OR ANY ADJOURNMENT THEREOF)**

No. of H Shares to which this Form of Proxy relates ^(Note 1)	
No. of pledged H Shares in all H Shares held by me/us	
Percentage of pledged H Shares in all H Shares held by me/us	

I/We^(Note 2) _____ of _____ being the holder(s) of _____ H Shares^(Note 3) of RMB1.00 each of Bank of Zhengzhou Co., Ltd., (the "Bank"), hereby appoint the Chairman of the meeting or _____^(Note 4) 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 9:00 am on May 24, 2019 (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 8, 2019 (Monday) 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 of the Bank dated April 30, 2019.

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	to consider and approve the 2018 Board of Directors' report;			
2.	to consider and approve the 2018 Board of Supervisors' report;			
3.	to consider and approve the 2018 annual financial statements;			
4.	to consider and approve the 2019 financial budget;			
5.	to consider and approve the 2018 profit distribution plan;			
6.	to consider and approve the 2018 annual report;			
7.	to consider and approve the re-appointment of KPMG and KPMG Huazhen LLP as the Bank's overseas and domestic auditors for 2019, whose term of office ends after the Bank's 2019 annual general meeting, and authorize the Board to determine their remuneration;			
8.	to consider and approve the special report on the deposit and actual use of proceeds raised in 2018;			
9.	to consider and approve the special report on related party transactions for 2018;			
10.	to consider and approve the estimated quota on recurring related party transactions for 2019:			
	(a) Estimated quota on related party transactions with Henan Investment Group Co., Ltd. (河南投資集團有限公司) and its associated corporations;			
	(b) Estimated quota on related party transactions with Zhengzhou Construction Investment Group Co., Ltd. (鄭州市建設投資集團有限公司) and its associated corporations;			
	(c) Estimated quota on related party transactions with Zhengzhou Municipal Construction Engineering Corporation (鄭州市市政工程總公司) and its associated corporations;			
	(d) Estimated quota on related party transactions with Henan Zhengyang Construction Engineering Group Co., Ltd. (河南正陽建設工程集團有限公司) and its associated corporations;			
	(e) Estimated quota on related party transactions with Henan Huida Jiarui Property Co., Ltd. (河南輝達嘉睿置業有限公司) and its associated corporations;			
	(f) Estimated quota on related party transactions with China Minsheng Investment Co., Ltd. (中國民生投資股份有限公司) and its associated corporations;			
	(g) Estimated quota on related party transactions with Zhengzhou Investment Holdings Co., Ltd. (鄭州投資控股有限公司) and its associated corporations;			
	(h) Estimated quota on related party transactions with Henan Asset Management Company Limited (河南資產管理有限公司) and its associated corporations;			
	(i) Estimated quota on related party transactions with Bridge Trust Company Limited (百瑞信託有限責任公司) and its associated corporations;			
	(j) Estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations;			
	(k) Estimated quota on related party transactions with subsidiaries of the Bank; and			
	(l) Estimated quota on related party transactions with related natural persons of the Bank;			
Special Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
11.	to consider and approve the general mandate for the issuance of new Shares;			
12.	to consider and approve the proposal of the Bank's issuance of eligible capital replenishment instruments;			
13.	to consider and approve the plan on authorization to the Board granted by the general meeting; and			
14.	to consider and approve the amendments to the Articles of Association.			

Dated this _____ day of _____ 2019 Signature(s)^(Note 6): _____

Notes:

- Please insert the number of H shares of the Bank registered in your name(s) to which this revised form of proxy (the "Revised Proxy Form") relates. If a number is inserted, this Revised Proxy Form will be deemed to relate only to those H Shares. If no number is inserted, this Revised Proxy Form will be deemed to relate to all H Shares registered in your name(s) (whether alone or jointly with others).
- Please insert your full name(s) and address(es) as registered in the H Share register of members of the Bank in **BLOCK LETTERS**.
- Please insert the number of H Shares registered in your name(s).
- 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 Revised Proxy Form must be initialed by the person who signs it.
- Important: If you wish to vote for any resolution, please put a tick in the box marked "For" or insert the number of H 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 H 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 H Shares held by you. If no direction is given, your proxy shall vote at his/her own discretion. The H Shares abstained will be counted in the calculation of the required majority.
- This Revised Proxy Form 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 Revised Proxy Form may be signed by any of such joint holders.
- To be valid, this Revised Proxy Form 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 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, Wanchai, Hong Kong, or by facsimile to (852) 2865 0990, not less than 24 hours before the time for holding of the AGM (i.e. by 9:00 am on May 23, 2019 (Thursday) or any adjournment thereof (the "Proxy Closing Time")).
- In the case of joint holders of H Shares, any one of such holders may vote at the AGM either in person or by proxy in respect of such H 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 request 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 members.
- You are reminded that completion and return of this Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.
- Important: If you have not yet lodged the original proxy form which was sent to you together with the notice convening the AGM (the "Original Proxy Form") with the H Share Registrar, you are required to lodge this Revised Proxy Form if you wish to appoint any proxy to attend the AGM on your behalf. In this case, the Original Proxy Form should NOT be lodged with the H Share Registrar.
- Important: If you wish to appoint any proxy to attend the AGM on your behalf, and have already duly completed and lodged the Original Proxy Form with the H Share Registrar, please note that:
 - if both the Original Proxy Form and this 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, this Revised Proxy Form will be treated as a valid form of proxy lodged by you.
 - 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 by you 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 notice convening the AGM.

* 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.