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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 2018 ANNUAL GENERAL MEETING  
AND  
PAYMENT OF FINAL DIVIDEND**

Reference is made to the notice of 2018 annual general meeting dated April 8, 2019 (the “**AGM Notice**”) and the circular dated April 30, 2019 (the “**Circular**”) 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 AGM Notice and the Circular.

**I. POLL RESULTS OF 2018 ANNUAL GENERAL MEETING**

At the 2018 annual general meeting of the Bank (the “**AGM**”) held on May 24, 2019, all the resolutions set out in the AGM Notice were taken by poll. Shareholders holding an aggregate of 3,239,199,070 Shares with voting rights (representing 59.25% of the total number of issued Shares of the Bank with voting rights as at the date of the AGM), among which 2,850,013,176 Shares are A Shares and 389,185,894 Shares are H Shares, attended the AGM either in person or by proxy or by online voting (for holders of A Shares only).

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 (apart from certain items of the resolution numbered 10) was 5,921,931,900 Shares, comprising 4,403,931,900 A Shares and 1,518,000,000 H Shares.

Henan Investment Group Co., Ltd. and Zhongyuan Trust Co., Ltd. held 89,769,212 A Shares and 239,426,471 A Shares, respectively, and were deemed to have a material interest in the resolutions numbered 10(a), 10(h) and 10(j). Zhengzhou Finance Bureau, Zhengzhou Development Investment Group Co., Ltd., Zhengzhou Environmental Hygiene Co., Ltd and Zhengzhou Municipal Construction Engineering Corporation held in aggregate 656,163,737 A Shares and were deemed to have a material interest in the resolutions numbered 10(b) and 10(c). Henan Xingye Property Development Co., Ltd. held 250,000,000 A Shares and was deemed to have a material interest in the resolution numbered 10(d). Henan Guoyuan Trading Co., Ltd held 199,046,474 A Shares and was deemed to have a material interest in the resolution numbered 10(e). Zhengzhou Investment Holdings Co., Ltd. and Zhengzhou Lanboer Technology Co., Ltd. held 215,678,764 A Shares and 1,837,183 A Shares, respectively, and were deemed to have a material interest in the resolution numbered 10(g). Bridge Trust Company Limited held 114,697,149 A Shares and was deemed to have a material interest in the resolution numbered 10(i). Therefore, the above Shareholders have abstained from voting on respective items of the resolution numbered 10.

The poll results in respect of the resolutions proposed at the AGM 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 2018 Board of Directors' report;	3,239,112,570 (99.997330%)	86,500 (0.002670%)	0 (0.000000%)
2.	to consider and approve the 2018 Board of Supervisors' report;	3,239,112,570 (99.997330%)	86,500 (0.002670%)	0 (0.000000%)
3.	to consider and approve the 2018 annual financial statements;	3,239,112,570 (99.997330%)	86,500 (0.002670%)	0 (0.000000%)
4.	to consider and approve the 2019 financial budget;	3,239,112,570 (99.997330%)	86,500 (0.002670%)	0 (0.000000%)
5.	to consider and approve the 2018 profit distribution plan;	3,220,740,521 (99.430151%)	86,500 (0.002670%)	18,372,049 (0.567179%)
6.	to consider and approve the 2018 annual report;	3,239,112,570 (99.997330%)	86,500 (0.002670%)	0 (0.000000%)
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;	3,239,112,570 (99.997330%)	86,500 (0.002670%)	0 (0.000000%)
8.	to consider and approve the special report on the deposit and actual use of proceeds raised in 2018;	3,239,112,570 (99.997330%)	86,500 (0.002670%)	0 (0.000000%)
9.	to consider and approve the special report on related party transactions for 2018;	3,239,112,570 (99.997330%)	86,500 (0.002670%)	0 (0.000000%)
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;	2,909,916,887 (99.997027%)	86,500 (0.002973%)	0 (0.000000%)
	(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;	2,582,948,833 (99.996651%)	86,500 (0.003349%)	0 (0.000000%)
	(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;	2,582,948,833 (99.996651%)	86,500 (0.003349%)	0 (0.000000%)
	(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;	2,989,112,570 (99.997106%)	86,500 (0.002894%)	0 (0.000000%)
	(e) Estimated quota on related party transactions with Henan Huida Jiarui Property Co., Ltd. (河南暉達嘉睿置業有限公司) and its associated corporations;	3,090,042,859 (99.997201%)	86,500 (0.002799%)	0 (0.000000%)
	(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;	3,239,112,570 (99.997330%)	86,500 (0.002670%)	0 (0.000000%)

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
	(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;	3,023,433,806 (99.997139%)	86,500 (0.002861%)	0 (0.000000%)
	(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;	2,909,916,887 (99.997027%)	86,500 (0.002973%)	0 (0.000000%)
	(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;	3,124,415,421 (99.997232%)	86,500 (0.002768%)	0 (0.000000%)
	(j) Estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations;	2,909,916,887 (99.997027%)	86,500 (0.002973%)	0 (0.000000%)
	(k) Estimated quota on related party transactions with subsidiaries of the Bank; and	3,239,112,570 (99.997330%)	86,500 (0.002670%)	0 (0.000000%)
	(l) Estimated quota on related party transactions with related natural persons of the Bank;	3,239,112,570 (99.997330%)	86,500 (0.002670%)	0 (0.000000%)
Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
11.	to consider and approve the general mandate for the issuance of new Shares;	3,207,152,053 (99.010650%)	2,047,017 (0.063195%)	30,000,000 (0.926155%)
12.	to consider and approve the proposal of the Bank's issuance of eligible capital replenishment instruments;	3,239,112,570 (99.997330%)	86,500 (0.002670%)	0 (0.000000%)
13.	to consider and approve the plan on authorization to the Board granted by the general meeting; and	3,149,343,358 (97.225990%)	89,855,712 (2.774010%)	0 (0.000000%)
14.	to consider and approve the amendments to the Articles of Association.	3,239,112,570 (99.997330%)	86,500 (0.002670%)	0 (0.000000%)

In accordance with the relevant regulatory requirements of CSRC and the Shenzhen Stock Exchange, the voting on resolutions involving significant events which affect the interest of minority investors of A Shares (being Shareholders other than the directors, supervisors and senior management of the Bank and the Shareholders who individually or jointly hold 5% or more of the Shares of the Bank) was counted separately at the AGM, and the poll results were as follows:

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
5.	to consider and approve the 2018 profit distribution plan;	2,340,649,872 (99.217562%)	86,500 (0.003667%)	18,372,049 (0.778771%)
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;	2,359,021,921 (99.996333%)	86,500 (0.003667%)	0 (0.000000%)
8.	to consider and approve the special report on the deposit and actual use of proceeds raised in 2018;	2,359,021,921 (99.996333%)	86,500 (0.003667%)	0 (0.000000%)
9.	to consider and approve the special report on related party transactions for 2018;	2,359,021,921 (99.996333%)	86,500 (0.003667%)	0 (0.000000%)
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;	2,029,826,238 (99.995739%)	86,500 (0.004261%)	0 (0.000000%)
	(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;	2,193,762,939 (99.996057%)	86,500 (0.003943%)	0 (0.000000%)
	(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;	2,193,762,939 (99.996057%)	86,500 (0.003943%)	0 (0.000000%)
	(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;	2,109,021,921 (99.995899%)	86,500 (0.004101%)	0 (0.000000%)
	(e) Estimated quota on related party transactions with Henan Huida Jiarui Property Co., Ltd. (河南暉達嘉睿置業有限公司) and its associated corporations;	2,209,952,210 (99.996086%)	86,500 (0.003914%)	0 (0.000000%)
	(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;	2,359,021,921 (99.996333%)	86,500 (0.003667%)	0 (0.000000%)

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
(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;	2,143,343,157 (99.995964%)	86,500 (0.004036%)	0 (0.000000%)
(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;	2,029,826,238 (99.995739%)	86,500 (0.004261%)	0 (0.000000%)
(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;	2,244,324,772 (99.996146%)	86,500 (0.003854%)	0 (0.000000%)
(j)	Estimated quota on related party transactions with Zhongyuan Trust Co., Ltd. (中原信託有限公司) and its associated corporations;	2,029,826,238 (99.995739%)	86,500 (0.004261%)	0 (0.000000%)
(k)	Estimated quota on related party transactions with subsidiaries of the Bank; and	2,359,021,921 (99.996333%)	86,500 (0.003667%)	0 (0.000000%)
(l)	Estimated quota on related party transactions with related natural persons of the Bank.	2,359,021,921 (99.996333%)	86,500 (0.003667%)	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 No. 1 to 10, 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 No. 11 to 14, 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 5,921,931,900 Shares, of which 4,403,931,900 Shares were A Shares and 1,518,000,000 Shares 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 455,326,763 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 Hong Kong Listing Rules.
- (f) None of the Shareholders stated their intention in the Circular to vote against any of the resolutions at the AGM or abstain from voting.
- (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 advisers, one Supervisor and two representatives from the Shareholders were also appointed as the scrutineers for the vote-taking and vote-tabulation at the AGM.

## II. PAYMENT OF FINAL DIVIDEND

As approved by the Shareholders at the AGM, the Board is pleased to announce the following details in respect of the payment of final dividend for the year ended December 31, 2018 to the Shareholders:

The final dividend for the year 2018 are denominated and declared in RMB and shall be RMB1.50 (tax inclusive) for every 10 Shares. The dividends deriving from A Shares shall be distributed in RMB whereas the dividends deriving from H Shares shall be distributed in HKD. The exchange rate of RMB to HKD will be calculated based on the average middle rate of the five business days preceding the date of final dividend declaration (inclusive) as announced by the PBoC (i.e. HK\$1 to RMB0.878978), i.e. a final dividend of HK\$1.706527 per 10 Shares (tax inclusive) will be paid to holders of H Shares.

The Bank is performing relevant procedures in respect of the distribution of dividends as soon as practicable, and the 2018 H Share final dividends will be paid to the Shareholders whose names appear on the register of members of H Shares of the Bank on Tuesday, June 4, 2019. In order to determine the entitlement of holders of H Shares to the final dividend for 2018, the register of members of H Shares of the Bank will be closed from May 30, 2019 to June 4, 2019 (both days inclusive), during which no transfer of H Shares will be effected. Unregistered holders of H Shares who wish to qualify for the entitlement to the final dividend distribution for 2018 must lodge the transfer documents together with the relevant share certificates with the H Share Registrar of the Bank, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on May 29, 2019.

Pursuant to the Articles of Association, the Bank has appointed Computershare Hong Kong Trustees Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) for payment of the H Share final dividend. The Receiving Agent will pay on or around July 1, 2019 the final dividend to Shareholders whose names appear on the register of members of H Shares of the Bank on Tuesday, June 4, 2019. The Bank will publish further announcement in respect of the payment of final dividend to holders of A Shares.



### III. WITHHOLDING OF INCOME TAX FOR SHAREHOLDERS

For overseas non-resident individual Shareholders, pursuant to the applicable provisions of the individual Income Tax Law of the People's Republic of China and its implementing regulations as well as the Notice of State Administration of Taxation on Issues Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 045. (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993] 045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011] 348號)), The overseas resident individual Shareholders of a domestic non-foreign-invested enterprise which issued stocks in Hong Kong are entitled to relevant preferential tax treatments in accordance with the tax treaties entered into by and between the countries they are from and China as well as the taxation arrangement between the Mainland China and Hong Kong (Macau). An individual income tax shall be withheld at a preferential tax rate of 10% generally for dividends paid to overseas resident individual Shareholders by the domestic non-foreign-invested enterprise which issued stocks in Hong Kong, unless otherwise required by the regulations of relevant tax laws and tax conventions.

For overseas non-resident enterprise Shareholders, pursuant to the applicable provisions of the Corporate Income Tax Law of the People's Republic of China and its implementing regulations and the Notice of the State Administration of Taxation on Issues Concerning the Withholding of Enterprise Income Tax on Dividends Paid by PRC Resident Enterprises to Offshore Non-resident Enterprise Holders of H Shares (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), the Bank shall withhold and remit corporate income tax at a rate of 10% when distributing final dividends to non-resident enterprise holders of H Shares (including H Shares registered in the name of HKSCC Nominees Limited).

Generally, the Bank will withhold and remit individual income tax for holders of H Shares in accordance with the above arrangements, but if the tax authorities require otherwise, the Bank will follow their requirements.

For investors of the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for Southbound Trading, will receive all final dividends distributed by the Bank and distribute the final dividends in RMB to the relevant investors of H Shares of Southbound Trading through its depository and clearing system. The record date and the date of distribution of final dividends and other arrangements in relation to Southbound Trading will be the same as those for H Shares. According to the relevant requirements of the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Finance Tax [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016] 127號)) which were jointly published by the Ministry of Finance, the State Administration of Taxation and China Securities Regulatory Commission, the Bank shall withhold an individual income tax at the rate of 20% on dividends derived from the H Shares acquired through the Shenzhen-Hong Kong Stock Connect by mainland individual investors. For dividends received by domestic securities investment funds from investing in the H Shares through the Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The Bank will not withhold the income tax of dividends derived from the H Shares acquired through the Shenzhen-Hong Kong Stock Connect for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

Shareholders are recommended to consult their tax advisers regarding the PRC, Hong Kong and other tax implications arising from their holding and disposal of H Shares. The Bank assumes no liability and will not deal with any dispute over the above tax withholding triggered by failure to submit proof materials within the stipulated time frame.

#### IV. LAWYER'S CERTIFICATION

Su Zheng and Yuan Bingyu of King & Wood Mallesons, the Bank's PRC legal advisers, witnessed the AGM and issued a legal opinion certifying that the procedures to call and convene the AGM, the qualifications of attendees, the qualification of the caller and the voting process of the AGM and the other relevant matters were in compliance with laws and regulations, including the Company Law of the PRC, the Securities Law of the PRC, the Rules Governing Shareholders' General Meetings of Listed Companies and the Articles of Association. The poll results of the AGM were lawful and valid.

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

Zhengzhou, Henan, the PRC  
May 24, 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.*