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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)

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 first extraordinary general meeting (the “EGM”) of Bank of Zhengzhou Co., Ltd.* (the “Bank”) will be held at 9:00 a.m. on September 3, 2019 (Tuesday) at Multi-Function Room, 29/F, Bank of Zhengzhou Building, 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC, to consider, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the satisfaction of the criteria for Non-public Issuance of A Shares;
2. To consider and approve the feasibility report on the use of proceeds from the Non-public Issuance of A Shares;
3. To consider and approve the report on the use of previously raised proceeds;
4. To consider and approve the dilution of current returns by the Non-public Issuance of A Shares and the remedial measures;
5. To consider and approve the Shareholder return plan for the next three years (2019-2021); and
6. To consider and approve the resolution in relation to the related party transactions/connected transactions involved in the Non-public Issuance of A Shares.

SPECIAL RESOLUTIONS

7. To consider and approve the plan for the Non-public Issuance of A Shares:
 - (a) Class and par value of the Shares to be issued under the Non-public Issuance;
 - (b) Issuance method and time;
 - (c) Target subscribers and subscription method;
 - (d) Price determination date, issue price and principles for determining the issue price;

- (e) Number of A Shares to be issued;
- (f) Lock-up period;
- (g) Amount and use of proceeds;
- (h) The arrangement for the accumulated undistributed profits before the completion of the Non-public Issuance;
- (i) Place of listing; and
- (j) Validity period of the resolution regarding the Non-public Issuance.

Items (a) to (j) above shall each be taken by a separate poll.

- 8. To consider and approve the proposal for the Non-public Issuance of A Shares;
- 9. To consider and approve the execution of the conditional share subscription agreements with specific subscribers; and
- 10. To consider and approve the resolution in relation to the authorization by the EGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting to the Board and its authorized persons to deal with relevant matters involved in the Non-public Issuance of A Shares.

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

Zhengzhou, Henan Province, the PRC
July 17, 2019

Notes:

1. Pursuant to the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”), all resolutions proposed at the EGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published in both the websites of Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.zzbk.cn) in accordance with the Hong Kong Listing Rules.

2. **CLOSURE OF THE H SHARE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM**

In order to determine the list of holders of H Shares who are entitled to attend and vote at the EGM, the Bank’s H Share register of members will be closed from August 4, 2019 (Sunday) to September 3, 2019 (Tuesday), both days inclusive, during which period no transfer of the H Shares of the Bank will be effected. The holders of H Shares included in the Bank’s H Share register of members on September 3, 2019 (Tuesday) shall be entitled to attend and vote at the EGM. In order to be eligible for attending and voting at the EGM, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the 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 (for holders of H shares) before 4:30 p.m. on August 2, 2019 (Friday).

3. **REPLY SLIP**

The holders of H Shares who intend to attend and vote at the EGM (in person or by proxy) shall complete the reply slip, and return it by hand, by post or by fax on or before August 14, 2019 (Wednesday) to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, so that the Bank can receive such reply slip 20 days before the EGM is convened. Completion and return of the reply slip will not preclude you from attending or voting at the EGM.

However, in the event that holders of H Shares do not return reply slips, and the reply slips suggest that the number of H Shares with voting rights represented by those holders of H Shares intending to attend the EGM fails to reach more than a half of the total number of H Shares with rights to vote at the EGM of the Bank, the EGM may be postponed.

4. **PROXY**

Any holders of H Shares entitled to attend and vote at the EGM is entitled to appoint one or more persons (if the holder of H Shares holds two or more issued Shares of the Bank with a nominal value of RMB1.00 each), whether such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the power of attorney shall be affixed with the seal of the legal person or signed by its Director or a representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized, and served at the same time as the power of attorney. The power of attorney of the proxy of the holders of H Shares shall be served to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the scheduled time for holding of the EGM (i.e. by 9:00 a.m. on September 2, 2019 (Monday)) or any adjournment thereof (as the case may be).

After the completion and return of the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

In case of registered joint holders of any H Shares, one of the registered joint holders can vote on such shares in person or by a proxy as the only holder entitled to vote. If one or more registered joint holders attend the EGM in person or by proxy, only the vote of the person whose name appears first in the H Share register of members relating to the joint holders (in person or by proxy) will be accepted as the only vote of the joint holders.

5. MISCELLANEOUS

- (i) The holders of H Shares or their proxies shall present their identity documents when attending the EGM (or any adjournment thereof). If the legal representative of corporate holders of H Shares or any other persons officially authorized by the corporate holders of H Shares is present at the EGM (or any adjournment thereof), such legal representative or other persons shall present their identity documents and the certifying documents for appointment as a legal representative or valid authorization documents (as the case may be).
- (ii) The EGM is expected to last for no more than half a day. Shareholders and representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.

- (iii) Address of Computershare Hong Kong Investor Services Limited:

17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990

- 6. The details about the aforesaid resolutions proposed for the consideration and approval of the EGM are set out in the circular of the EGM and the H Shareholders Class Meeting to be despatched by the Bank. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the EGM and the H Shareholders Class Meeting to be despatched by the Bank.

* *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.*

As at the date of this notice, the Board comprises Mr. WANG Tianyu, Mr. SHEN Xueqing and Mr. FENG Tao as executive directors, Mr. FAN Yutao, Mr. ZHANG Jingguo, Mr. LIANG Songwei, Mr. JI Hongjun 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.