

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2019 first H shareholders class meeting (the “**H Shareholders Class Meeting**”) of Bank of Zhengzhou Co., Ltd.* (the “**Bank**”) will be held immediately after the conclusion of the 2019 first extraordinary general meeting (to be held at 9:00 am on September 3, 2019, (Tuesday)) and 2019 first A shareholders class meeting of the Bank. 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:

SPECIAL RESOLUTIONS

1. 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.

2. To consider and approve the proposal for the Non-public Issuance of A Shares; and
3. 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 H Shareholders Class Meeting 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.zzbank.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 H SHAREHOLDERS CLASS MEETING**

In order to determine the list of holders of H Shares who are entitled to attend and vote at the H Shareholders Class Meeting, 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 H Shareholders Class Meeting. In order to be eligible for attending and voting at the H Shareholders Class Meeting, 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 H Shareholders Class Meeting (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 H Shareholders Class Meeting is convened. Completion and return of the reply slip will not preclude you from attending or voting at the H Shareholders Class Meeting.

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 H Shareholders Class Meeting fails to reach more than a half of the total number of H Shares with rights to vote at the H Shareholders Class Meeting of the Bank, the H Shareholders Class Meeting may be postponed.

4. **PROXY**

Any holders of H Shares entitled to attend and vote at the H Shareholders Class Meeting 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 H Shareholders Class Meeting.

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 H Shareholders Class Meeting 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 H Shareholders Class Meeting 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 H Shareholders Class Meeting 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 H Shareholders Class Meeting (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 H Shareholders Class Meeting (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 H Shareholders Class Meeting 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 H Shareholders Class Meeting 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.