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Bank of Zhengzhou Co., Ltd.*

郑州银行股份有限公司*

(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 2019 FIRST EXTRAORDINARY GENERAL MEETING, 2019 FIRST A SHAREHOLDERS CLASS MEETING AND 2019 FIRST H SHAREHOLDERS CLASS MEETING

I. VOTING RESULTS OF THE EGM AND CLASS MEETINGS

Reference is made to the notice of 2019 first H Shareholders Class Meeting dated July 17, 2019, the revised notice of 2019 first extraordinary general meeting and the circular dated August 16, 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 Circular.

The EGM and Class Meetings were duly convened and chaired by Mr. FENG Tao, vice chairman of the Bank. Voting at the EGM and the A Shareholders Class Meeting were conducted by a combination of poll onsite and online voting, and voting at the H Shareholders Class Meeting was conducted by poll onsite. In accordance with the relevant PRC laws and regulations, the A Shareholders were entitled to attend and vote at the EGM and the A Shareholders Class Meeting in person, by proxy, or via online voting for the relevant resolutions. The time of network voting for the resolutions proposed at the EGM and the A Shareholders Class Meeting for the A Shareholders held on September 3, 2019 was set out in the notice of the EGM and the A Shareholders Class Meeting to the A Shareholders published on the media designated by the CSRC on July 18, 2019.

The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM and the Class Meetings. King & Wood Mallesons, the Bank's PRC legal advisers, one Supervisor and four representatives from the Shareholders were also appointed as the scrutineers for the vote-taking and vote-tabulation at the EGM and the Class Meetings.

As at the date of the EGM and the Class Meetings, the total number of issued Shares of the Bank was 5,921,931,900, which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the EGM. The total number of issued A Shares of the Bank was 4,403,931,900, which was the total number of A Shares entitling the holders to attend and vote on the resolutions proposed at the A Shareholders Class Meeting. The total number of issued H Shares of the Bank was 1,518,000,000, which was the total number of H Shares entitling the holders to attend and vote on the resolutions proposed at

the H Shareholders Class Meeting. Zhengzhou Investment Holdings Co., Ltd.* (鄭州投資控股有限公司), Bridge Trust Co., Ltd.* (百瑞信託有限責任公司) and Henan Guoyuan Trade Co., Ltd.* (河南國原貿易有限公司) hold 215,678,764 A Shares, 114,697,149 A Shares and 199,046,474 A Shares (including 49,976,763 A Shares the voting rights of which is restricted pursuant to the Articles of Association of the Bank), respectively and were deemed to have material interests in the resolutions in respect of the Non-public Issuance of A Shares. Therefore, the abovementioned Shareholders and their respective associates, holding together 970,350,379 A Shares the voting rights of which is not restricted pursuant to the Articles of Association of the Bank, have abstained from voting on the resolutions corresponding to the matters related to the Non-public Issuance of A Shares at the EGM and/or the Class Meetings.

II. POLL RESULTS OF THE EGM

A total of 49 Shareholders and their proxies, holding an aggregate of 1,991,361,321 Shares with voting rights, representing approximately 45.605264% of the total Shares with voting rights of the Bank, in which, 45 A Shareholders and their proxies, holding an aggregate of 1,723,109,804 A Shares, representing approximately 39.461888% of the total Shares with voting rights of the Bank while 4 H Shareholders and their proxies, holding an aggregate of 268,251,517 H Shares, representing approximately 6.143376% of the total Shares with voting rights of the Bank, have attended the EGM.

The poll results in respect of the resolutions proposed at the EGM 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 resolution in relation to the satisfaction of the criteria for Non-public Issuance of A Shares;	A Shares	1,722,866,504 (99.985880%)	238,100 (0.013818%)	5,200 (0.000302%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	238,100 (0.011957%)	5,200 (0.000261%)
2.	To consider and approve the feasibility report on the use of proceeds from the Non-public Issuance of A Shares;	A Shares	1,722,866,504 (99.985880%)	238,100 (0.013818%)	5,200 (0.000302%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	238,100 (0.011957%)	5,200 (0.000261%)
3.	To consider and approve the report on the use of previously raised proceeds;	A Shares	1,722,904,004 (99.988056%)	200,600 (0.011642%)	5,200 (0.000302%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,155,521 (99.989665%)	200,600 (0.010074%)	5,200 (0.000261%)

Ordinary Resolutions			Number of Votes Cast and Percentage of Total Number of Votes Cast		
			For	Against	Abstain
4.	To consider and approve the dilution of current returns by the Non-public Issuance of A Shares and the remedial measures;	A Shares	1,722,901,004 (99.987882%)	203,600 (0.011816%)	5,200 (0.000302%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,152,521 (99.989515%)	203,600 (0.010224%)	5,200 (0.000261%)
5.	To consider and approve the Shareholder return plan for the next three years (2019-2021);	A Shares	1,723,033,804 (99.995589%)	70,800 (0.004109%)	5,200 (0.000302%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,285,321 (99.996184%)	70,800 (0.003555%)	5,200 (0.000261%)
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;	A Shares	1,722,866,504 (99.985880%)	238,100 (0.013818%)	5,200 (0.000302%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	238,100 (0.011957%)	5,200 (0.000261%)
7.	To consider and approve the execution of the conditional share subscription agreements with specific subscribers;	A Shares	1,722,866,504 (99.985880%)	238,100 (0.013818%)	5,200 (0.000302%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	238,100 (0.011957%)	5,200 (0.000261%)

Special Resolutions			Number of Votes Cast and Percentage of Total Number of Votes Cast		
			For	Against	Abstain
8.	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;	A Shares	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	203,600 (0.010224%)	39,700 (0.001994%)
	(b) Issuance method and time;	A Shares	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	203,600 (0.010224%)	39,700 (0.001994%)
	(c) Target subscribers and subscription method;	A Shares	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	203,600 (0.010224%)	39,700 (0.001994%)
	(d) Price determination date, issue price and principles for determining the issue price;	A Shares	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	203,600 (0.010224%)	39,700 (0.001994%)
	(e) Number of A Shares to be issued;	A Shares	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	203,600 (0.010224%)	39,700 (0.001994%)
	(f) Lock-up period;	A Shares	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	203,600 (0.010224%)	39,700 (0.001994%)

Special Resolutions			Number of Votes Cast and Percentage of Total Number of Votes Cast		
			For	Against	Abstain
	(g) Amount and use of proceeds;	A Shares	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	203,600 (0.010224%)	39,700 (0.001994%)
	(h) The arrangement for the accumulated undistributed profits before the completion of the Non-public Issuance;	A Shares	1,722,866,504 (99.985880%)	71,300 (0.004138%)	172,000 (0.009982%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	71,300 (0.003580%)	172,000 (0.008638%)
	(i) Place of listing; and	A Shares	1,722,901,004 (99.987882%)	203,600 (0.011816%)	5,200 (0.000302%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,152,521 (99.989515%)	203,600 (0.010224%)	5,200 (0.000261%)
	(j) Validity period of the resolution regarding the Non-public Issuance.	A Shares	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	203,600 (0.010224%)	39,700 (0.001994%)
9.	To consider and approve the proposal for the Non-public Issuance of A Shares; and	A Shares	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	203,600 (0.010224%)	39,700 (0.001994%)
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.	A Shares	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
		H Shares	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total	1,991,118,021 (99.987782%)	203,600 (0.010224%)	39,700 (0.001994%)

In accordance with the relevant regulatory requirements of CSRC and the Shenzhen Stock Exchange, the voting on all of the resolutions proposed at the EGM, being 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 EGM, the poll results of which are as stated above in relation to the poll results of the voting by A Shareholders.

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 7, 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. 8 to 10, all such resolutions were duly passed as special resolutions.
- (d) Insofar as the Bank is aware, certain Shareholders attending the general meeting have pledged 50% or more of its/his/her equity interests in the Bank, the voting rights of such Shareholders at the EGM shall therefore be subject to restrictions pursuant to the Articles of Association of the Bank, resulting in a total of 585,065,126 Shares subject to restrictions.
- (e) There was no Shares requiring the holder to abstain from voting in favour of the resolutions at the EGM under Rule 13.40 of the Hong Kong Listing Rules.
- (f) Save as disclosed above, none of the Shareholders stated their intention in the Circular to vote against any of the resolutions at the EGM or abstain from voting.

III. POLL RESULTS OF THE A SHAREHOLDERS CLASS MEETING

A total of 45 A Shareholders and their proxies, holding an aggregate of 1,723,109,804 A Shares with voting rights, representing approximately 60.491483% of the total A Shares with voting rights of the Bank, have attended the A Shareholders Class Meeting.

The poll results in respect of the resolutions proposed at the A Shareholders Class Meeting are as follows:

Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
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;	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
	(b) Issuance method and time;	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
	(c) Target subscribers and subscription method;	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
	(d) Price determination date, issue price and principles for determining the issue price;	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
	(e) Number of A Shares to be issued;	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
	(f) Lock-up period;	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
	(g) Amount and use of proceeds;	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
	(h) The arrangement for the accumulated undistributed profits before the completion of the Non-public Issuance;	1,722,866,504 (99.985880%)	71,300 (0.004138%)	172,000 (0.009982%)
	(i) Place of listing; and	1,722,901,004 (99.987882%)	203,600 (0.011816%)	5,200 (0.000302%)
	(j) Validity period of the resolution regarding the Non-public Issuance.	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
2.	To consider and approve the proposal for the Non-public Issuance of A Shares; and	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)
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.	1,722,866,504 (99.985880%)	203,600 (0.011816%)	39,700 (0.002304%)

Notes:

- (a) In counting the voting results for a resolution, abstained votes were regarded as votes with voting rights.
- (b) As at least two-thirds of the votes were cast in favour of the resolutions No. 1 to 3, all such resolutions were duly passed as special resolutions.
- (c) Insofar as the Bank is aware, certain A Shareholders attending the class meeting have pledged 50% or more of its/his/her equity interests in the Bank, the voting rights of such A Shareholders at the A Shareholders Class Meeting shall therefore be subject to restrictions pursuant to the Articles of Association of the Bank, resulting in a total of 585,065,126 Shares subject to restrictions.
- (d) There was no A Shares requiring the holder to abstain from voting in favour of the resolutions at the A Shareholders Class Meeting under Rule 13.40 of the Hong Kong Listing Rules.
- (e) Save as disclosed above, none of the A Shareholders stated their intention in the Circular to vote against any of the resolutions at the A Shareholders Class Meeting or abstain from voting.

IV. POLL RESULTS OF THE H SHAREHOLDERS CLASS MEETING

A total of 4 H Shareholders and their proxies, holding an aggregate of 268,251,517 H Shares with voting rights, representing approximately 17.671378% of the total H Shares with voting rights of the Bank, have attended the H Shareholders Class Meeting.

The poll results in respect of the resolutions proposed at the H Shareholders Class Meeting are as follows:

Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
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;	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(b) Issuance method and time;	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(c) Target subscribers and subscription method;	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(d) Price determination date, issue price and principles for determining the issue price;	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(e) Number of A Shares to be issued;	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(f) Lock-up period;	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(g) Amount and use of proceeds;	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(h) The arrangement for the accumulated undistributed profits before the completion of the Non-public Issuance;	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(i) Place of listing; and	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(j) Validity period of the resolution regarding the Non-public Issuance.	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
2.	To consider and approve the proposal for the Non-public Issuance of A Shares; and	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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.	268,251,517 (100.000000%)	0 (0.000000%)	0 (0.000000%)

Notes:

- (a) In counting the voting results for a resolution, abstained votes were regarded as votes with voting rights.
- (b) As at least two-thirds of the votes were cast in favour of the resolutions No. 1 to 3, all such resolutions were duly passed as special resolutions.
- (c) Insofar as the Bank is aware, no H Shareholders attending the class meeting have pledged 50% or more of its/his/her equity interests in the Bank, therefore no voting rights of any H Shareholders at the general meeting is subject to restrictions pursuant to the Articles of Association of the Bank.
- (d) There was no H Shares requiring the holder to abstain from voting in favour of the resolutions at the H Shareholders Class Meeting under Rule 13.40 of the Hong Kong Listing Rules.
- (e) Save as disclosed above, none of the H Shareholders stated their intention in the Circular to vote against any of the resolutions at the H Shareholders Class Meeting or abstain from voting.

V. LAWYER'S CERTIFICATION

YUAN Bingyu and JIANG Linlin of King & Wood Mallesons, the Bank's PRC legal advisers, witnessed the EGM and the Class Meetings and issued a legal opinion certifying that the procedures to call and convene the EGM and the Class Meetings, the qualifications of attendees, the qualification of the caller and the voting process of the EGM and the Class Meetings 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 EGM and the Class Meetings were lawful and valid.

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

Zhengzhou, Henan, the PRC
September 3, 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. 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.

* *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.*