



# 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)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON MAY 20, 2020 (OR ANY ADJOURNMENT THEREOF)

No. of H Shares to which this Form of Proxy relates <sup>(Note 1)</sup>	
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<sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ H Shares<sup>(Note 3)</sup> of RMB1.00 each of Bank of Zhengzhou Co., Ltd. (the "Bank"),  
hereby appoint the Chairman of the meeting or \_\_\_\_\_<sup>(Note 4)</sup>  
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, the PRC at 9:00 am on May 20, 2020 (Wednesday) or any adjourned meeting thereof, and to vote at such meeting in respect of the resolutions set out in the notice of AGM dated March 30, 2020 (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 and the H Shareholders Class Meeting to be despatched by the Bank in due course.

	Ordinary Resolutions	For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	to consider and approve the 2019 Board of Directors' report;			
2.	to consider and approve the 2019 Board of Supervisors' report;			
3.	to consider and approve the 2019 annual financial statements;			
4.	to consider and approve the 2019 annual report;			
5.	to consider and approve the 2020 financial budget;			
6.	to consider and approve the re-appointment of KPMG and KPMG Huazhen LLP as the Bank's overseas and domestic auditors for 2020, whose term of office ends after the Bank's 2020 annual general meeting, and authorize the Board to determine their remuneration;			
7.	to consider and approve the special report on related party transactions for 2019;			
8.	to consider and approve the estimated quota on recurring related party transactions for 2020:			
	(a) estimated quota on related party transactions with 鄭州發展投資集團有限公司 and its associated corporations;			
	(b) estimated quota on related party transactions with 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 鄭州交通建設投資有限公司 and its associated corporations;			
	(d) estimated quota on related party transactions with 鄭州市市政工程總公司 and its associated corporations;			
	(e) estimated quota on related party transactions with 河南投資集團有限公司 and its associated corporations;			
	(f) estimated quota on related party transactions with 河南正陽建設工程集團有限公司 and its associated corporations;			
	(g) estimated quota on related party transactions with 河南輝達嘉睿置業有限公司 and its associated corporations;			
	(h) estimated quota on related party transactions with 鄭州市中融創產業投資有限公司 and its associated corporations;			
	(i) estimated quota on related party transactions with 中原信託有限公司 and its associated corporations;			
	(j) estimated quota on related party transactions with 百瑞信託有限責任公司 and its associated corporations;			
	(k) estimated quota on related party transactions with 河南資產管理有限公司 and its associated corporations;			
	(l) estimated quota on related party transactions with 長城基金管理有限公司;			
	(m) estimated quota on related party transactions with 格林基金管理有限公司;			
	(n) estimated quota on related party transactions with 蘭州銀行股份有限公司;			
	(o) estimated quota on related party transactions with 貴州銀行股份有限公司;			
	(p) estimated quota on related party transactions with 中原證券股份有限公司;			
	(q) estimated quota on related party transactions with subsidiaries of the Bank; and			
	(r) estimated quota on related party transactions with related natural persons of the Bank;			
9.	to consider and approve the amendments to the procedures of general meetings;			
10.	to consider and approve the amendments to the procedures of Board meetings;			
11.	to consider and approve the resolution in relation to the satisfaction of the criteria for the Revised Non-public Issuance of A Shares;			
12.	to consider and approve the report on the use of previously raised proceeds for 2019;			
13.	to consider and approve the dilution of current returns by the Revised Non-public Issuance of A Shares and the remedial measures;			
14.	to consider and approve the Shareholder return plan for the next three years (2020-2022);			
15.	to consider and approve the resolution in relation to the related party transactions/connected transactions involved in the Revised Non-public Issuance of A Shares;			
16.	to consider and approve the execution of the Supplemental Subscription Agreements with specific subscribers;			

Special Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
17.	to consider and approve the 2019 profit distribution and capital reserve capitalization plan;			
18.	to consider and approve the amendments to the Articles of Association;			
19.	to consider and approve the general mandate for the issuance of new Shares;			
20.	to consider and approve the plan for the Revised 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) arrangement for the accumulated undistributed profits before the completion of the Non-public Issuance;			
	(i) place of listing; and			
	(j) validity period of the resolutions regarding the Non-public Issuance.			
21.	to consider and approve the proposal for the Revised Non-public Issuance of A Shares;			
22.	to consider and approve the resolution in relation to the authorization to the Board and its authorized persons to deal with relevant matters involved in the Revised Non-public Issuance of A Shares;			
23.	to consider and approve the proposal of the Bank's issuance of financial bonds; and			
24.	to consider and approve the plan on authorization to the Board granted by the general meeting.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2020

Signature(s)<sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Please insert the number of H shares of the Bank registered in your name(s) to which this form of proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those H Shares. If no number is inserted, this form of proxy 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 form of proxy must be initialled 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 form of proxy 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 form of proxy may be signed by any of such joint holders.
- To be valid, this form of proxy 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 17M 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 or any adjournment thereof.
- 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 sequence 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 the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

\* *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.*