

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.

CZBANK  **浙商银行**

CHINA ZHESHANG BANK CO., LTD.

浙商银行股份有限公司

(A joint-stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2016)

(Stock Code of Preference Shares: 4610)

NOTICE OF THE 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 annual general meeting (“AGM”) of China Zheshang Bank Co., Ltd. (the “**Bank**”) will be held at Lakeview Hotel, No. 2 West Huancheng Road, Hangzhou, Zhejiang, the PRC on Wednesday, June 27, 2018 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions (capitalised terms used in this notice shall have the same meanings as those defined in the circular dated May 11, 2018 issued by the Bank unless otherwise stated):

ORDINARY RESOLUTIONS

1. 2017 work report of the Board of China Zheshang Bank Co., Ltd.
2. 2017 work report of the Supervisory Committee of China Zheshang Bank Co., Ltd.
3. resolution on the 2017 annual report of China Zheshang Bank Co., Ltd. (international standards)
4. 2017 financial statements and audit report of China Zheshang Bank Co., Ltd. (domestic standards)
5. 2017 final financial report of China Zheshang Bank Co., Ltd.
6. 2017 profit distribution plan of China Zheshang Bank Co., Ltd.
7. 2018 annual budget report of China Zheshang Bank Co., Ltd.
8. resolution on the reappointment and remunerations of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers, as the domestic and international auditors of the Bank respectively for the year 2018 to hold office until the conclusion of the next annual general meeting
9. 2017 report of connected transaction management system implementation and information of connected transaction of China Zheshang Bank Co., Ltd.

10. resolutions on election of directors of the fifth session of the Board of China Zheshang Bank Co., Ltd., including
 - 10.01 elect Mr. Shen Renkang as an executive director of the Bank
 - 10.02 elect Mr. Xu Renyan as an executive director of the Bank
 - 10.03 elect Ms. Zhang Luyun as an executive director of the Bank
 - 10.04 elect Mr. Huang Zhiming as a non-executive director of the Bank
 - 10.05 elect Mr. Wei Dongliang as a non-executive director of the Bank
 - 10.06 elect Mr. Huang Xufeng as a non-executive director of the Bank
 - 10.07 elect Ms. Gao Qinhong as a non-executive director of the Bank
 - 10.08 elect Mr. Hu Tiangao as a non-executive director of the Bank
 - 10.09 elect Mr. Zhu Weiming as a non-executive director of the Bank
 - 10.10 elect Ms. Lou Ting as a non-executive director of the Bank
 - 10.11 elect Mr. Xia Yongchao as a non-executive director of the Bank
 - 10.12 elect Mr. Tong Benli as an independent non-executive director of the Bank
 - 10.13 elect Mr. Yuan Fang as an independent non-executive director of the Bank
 - 10.14 elect Mr. Dai Deming as an independent non-executive director of the Bank
 - 10.15 elect Mr. Liu Pak Wai as an independent non-executive director of the Bank
 - 10.16 elect Mr. Zheng Jindu as an independent non-executive director of the Bank
 - 10.17 elect Mr. Zhou Zhifang as an independent non-executive director of the Bank
 - 10.18 elect Mr. Wang Guocai as an independent non-executive director of the Bank
11. resolutions on election of shareholder representative supervisors and external supervisors of the fifth session of the Supervisory Committee of China Zheshang Bank Co., Ltd., including
 - 11.01 elect Mr. Yu Jianqiang as a shareholder representative supervisor of the Bank
 - 11.02 elect Mr. Ge Meirong as a shareholder representative supervisor of the Bank

- 11.03 elect Mr. Huang Haibo as a shareholder representative supervisor of the Bank
- 11.04 elect Mr. Yuan Xiaoqiang as an external supervisor of the Bank
- 11.05 elect Mr. Huang Zuhui as an external supervisor of the Bank
- 11.06 elect Mr. Wang Jun as an external supervisor of the Bank
- 11.07 elect Ms. Cheng Huifang as an external supervisor of the Bank
- 12. resolution on the status report on the use of previously raised funds of China Zheshang Bank Co., Ltd.
- 13. resolution on the purchase of liability insurance of A share prospectus

SPECIAL RESOLUTIONS

- 14. resolution on the general mandate for the issue of H shares of China Zheshang Bank Co., Ltd.
- 15. resolution on the extension of the validity period of the plan for the initial public offering and listing of A shares of China Zheshang Bank Co., Ltd.
- 16. resolution on the extension of the validity period of the authorization granted to the board of directors by the general meeting to deal with matters relating to the initial public offering and listing of A shares
- 17. resolution on the amendments to the Articles of Association of China Zheshang Bank Co., Ltd. (Current)
- 18. resolution on the amendments to the Articles of Association of China Zheshang Bank Co., Ltd. (A+H)

By order of the Board
China Zheshang Bank Co., Ltd.
Shen Renkang
Chairman

Hangzhou, the PRC
May 11, 2018

As of the date of this notice, the executive directors of the Bank are Mr. Shen Renkang, Ms. Zhang Luyun and Mr. Xu Renyan; the non-executive directors are Mr. Wang Mingde, Ms. Wang Yibing, Ms. Shen Xiaojun, Ms. Gao Qinhong, Mr. Hu Tiangao, Ms. Lou Ting and Mr. Zhu Weiming; the independent non-executive directors are Mr. Jin Xuejun, Mr. Tong Benli, Mr. Yuan Fang, Mr. Dai Deming, Mr. Liu Pak Wai and Mr. Zheng Jindu.

Notes:

1. Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity. Proxies of individual Shareholders shall produce their effective proof of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or a person authorized by its board of directors or other decision making body upon resolution. A legal representative or an authorized person who wishes to attend the meeting should produce his identity card or other effective document or proof of identity. If appointed to attend the meeting, the proxy should produce his/her identity card and the proxy form which bears the corporate Shareholder's seal or is signed by its director or a proxy duly appointed.
2. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more persons (whether such person is a shareholder or not) as his proxy or proxies to attend and vote on his behalf.
3. The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorised in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.
4. For holders of Domestic Shares who wish to attend the AGM or any adjournment thereof, the form of proxy (together with a notarized copy of the power of attorney or other authority (if any) if the form of proxy is signed by a person on behalf of the Shareholder) must be returned to the Bank's Office of the Board at No. 288, Qingchun Road, Hangzhou, Zhejiang, the PRC not less than 24 hours before the time for holding the AGM or any adjournment thereof in order to be valid. The above documents must be delivered by the holder of H Shares to the Bank's H Share Registrar, 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 time for holding the AGM or any adjournment thereof in order to be valid. If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. The proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. The H Shares register of members of the Bank will be closed from Monday, May 28, 2018 to Wednesday, June 27, 2018 (both days inclusive), during which period no transfer of H Shares of the Bank will be effected. For unregistered holders of H Shares who intend to attend the AGM, all share certificates and the transfer documents must be lodged with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, May 25, 2018. The holder of H Shares whose names appear on the register of members of the Bank on Wednesday, June 27, 2018 will be entitled to attend and vote at the AGM.
6. Pursuant to the Listing Rules, each of the resolutions set out in the notice of the Annual General Meeting will be voted by poll. Results of the poll voting will be published on the Bank's website at www.czbank.com and the website of the Stock Exchange at www.hkexnews.hk after the general meeting.
7. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses.