THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Zheshang Bank Co., Ltd., you should at once hand this circular and the accompanying proxy form and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CHINA ZHESHANG BANK CO., LTD. 浙商銀行股份有限公司

(A joint-stock company incorporated in the People's Republic of China with limited liability) (Stock Code: 2016)

PROPOSED ISSUANCE OF RMB-DENOMINATED FINANCIAL BONDS PROPOSED REMOVAL OF POSITIONS OF EXTERNAL SUPERVISOR PROPOSED DISTRIBUTION OF 2024 DIVIDEND

AND

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

The AGM will be held at Conference Room 601, Head Office of China Zheshang Bank, No. 1 Minxin Road, Shangcheng District, Hangzhou, Zhejiang, the PRC on Friday, June 13, 2025 at 2:30 p.m. The notice of the AGM are set out on page 9 to 11 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice of the AGM and to complete and return the enclosed proxy form in accordance with the instructions printed thereon. For H Shareholders, the proxy form should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the AGM or at any adjourned meeting thereof (i.e. before 2:30 p.m. on Thursday, June 12, 2025). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or at any adjourned meeting if you so wish.

If you intend to attend the AGM in person or by proxy, you are advised to complete and return the reply slip to the Bank's Office of the Board or to the H Share Registrar, Computershare Hong Kong Investor Services Limited on or before Monday, June 9, 2025.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"A Share(s)"	ordinary share(s) of RMB1.00 each in the share capital of the Bank, which is (are) listed on SSE and traded in RMB
"A Shareholder(s)"	shareholder(s) of A Shares(s)
"AGM" or "Annual General Meeting"	the 2024 Annual General Meeting or at any adjourned meeting of the Bank to be held at Conference Room 601, Head Office of China Zheshang Bank, No. 1 Minxin Road, Shangcheng District, Hangzhou, Zhejiang, the PRC on Friday, June 13, 2025 at 2:30 p.m.
"Bank"	China Zheshang Bank Co., Ltd. (浙商銀行股份有限公司), a nationwide joint-stock commercial bank, the predecessor of which is a sino-foreign joint venture incorporated in the PRC on April 16, 1993 in accordance with the PRC laws, and reorganized to a joint-stock company with approval of the China Banking Regulatory Commission on June 30, 2004, the H Shares of which have been listed on the main board of the Stock Exchange on March 30, 2016 (Stock Code: 2016); the A Shares of which have been listed on the SSE on November 26, 2019 (Stock Code: 601916)
"Board" or "Board of Directors"	the board of directors of the Bank
"Director(s)"	the director(s) of the Bank
"H Share(s)"	overseas listed foreign shares of RMB1.00 each in the share capital of the Bank, which are listed on the Stock Exchange and traded in Hong Kong dollars
"H Shareholder(s)"	shareholder(s) of H Shares
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Macau"	the Macau Special Administrative Region of the PRC

DEFINITIONS

"PRC"	the People's Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"SSE"	the Shanghai Stock Exchange
"Share(s)"	A Share(s) and H Share(s)
"Shareholder(s)"	shareholder(s) of A Shares and H Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisor(s)"	the supervisor(s) of the Bank
"Supervisory Committee"	the supervisory committee of the Bank
"%"	per cent.



CHINA ZHESHANG BANK CO., LTD. 浙商銀行股份有限公司

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

(Stock Code: 2016)

Executive Directors

Mr. LU Jianqiang Mr. CHEN Haiqiang Ms. MA Hong

Non-executive Directors

Mr. HOU Xingchuan Mr. REN Zhixiang Mr. HU Tiangao Mr. Ying Yuxiang

Independent Non-executive Directors

Mr. WANG Wei Mr. XU Yongbin Mr. FU Tingmei Mr. SHI Hao Mr. LOU Weizhong **Registered Office** No. 1788, Hongning Road Xiaoshan District Hangzhou Zhejiang the PRC

Principal place of business in Hong Kong 15/F, Three Exchange Square No. 8 Connaught Place Central Hong Kong

May 15, 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED ISSUANCE OF RMB-DENOMINATED FINANCIAL BONDS PROPOSED REMOVAL OF POSITIONS OF EXTERNAL SUPERVISOR PROPOSED DISTRIBUTION OF 2024 DIVIDEND AND NOTICE OF THE 2024 ANNUAL GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM, and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

II. MATTERS TO BE CONSIDERED AT THE AGM

Proposed Issuance of RMB-Denominated Financial Bonds

We refer to the announcement of the Bank dated March 28, 2025 in relation to, among others, the proposed issuance of RMB-denominated financial bonds. The Board announced that it has resolved to approve the proposed issuance of RMB-denominated financial bonds (the "Issuance of RMB-denominated Financial Bonds"), subject to obtaining the approval from the Shareholders at the AGM. The details of the Issuance of RMB-denominated Financial Bonds are as follows:

(1) Amount of issuance

No more than RMB100 billion.

(2) The types of financial bonds

Including but not limited to small-micro financial bonds, green financial bonds, ordinary financial bonds, science and technology innovation bonds, agriculture, rural areas and farmers financial bonds, etc (separate application for amount of issuance of bonds in capital nature will be made).

(3) Validity period of the amount of issuance

It will be valid from the date of approval of the resolution for the Issuance of RMB-denominated Financial Bonds at the AGM to the end of June in 2026.

The Board has reviewed and approved the Issuance of RMB-denominated Financial Bonds and agreed to authorize the operating management of the Bank to schedule the issuance according to the market windows. The Board submits the resolution in relation to the Issuance of RMB-denominated Financial Bonds to the Shareholders for the consideration and approval.

The proposed Issuance of RMB-denominated Financial Bonds is subject to the consideration and approval by the Shareholders at the AGM by way of a special resolution.

Proposed Removal of Positions of External Supervisor

We refer to the announcements of Bank dated April 29, 2025 and April 30, 2025 in relation to the inability of external supervisor to perform duties and the progress, and the announcement of the Bank dated May 7, 2025 in relation to the removal of positions of external supervisor of the Bank.

Due to the inability of Mr. Gao Qiang to perform his duties, the Bank held the eleventh meeting of the seventh session of the Supervisory Committee on May 7, 2025, which, upon consideration, approved the Proposal on Removal of Positions of External Supervisor of the

Seventh Session of the Supervisory Committee, agreed to remove Mr. Gao Qiang from his positions as an external supervisor and the chairman of the nomination committee of the Supervisory Committee (the "**Removal**"), and agreed for the submission of this matter for consideration at the general meeting of the Bank. The removal of Mr. Gao Qiang's position as the chairman of the nomination committee of the Supervisory Committee took effect on May 7, 2025, and the removal of Mr. Gao Qiang's position as the external supervisor of the Supervisory Committee shall take effect upon approval by the Shareholders.

Mr. Gao Qiang has no disagreement with the Supervisory Committee, and there is no other matter in relation to the Removal that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The proposed removal of Mr. Gao Qiang's position as the external supervisor of the Supervisory Committee is subject to consideration and approval by the Shareholders at the AGM by way of an ordinary resolution.

Proposed Distribution of 2024 Dividend

The Board recommended to declare a cash dividend for ordinary Shares for 2024 at RMB1.56 (tax inclusive) for every 10 Shares, in a total amount of approximately RMB4.284 billion. The above-mentioned profit distribution proposal is subject to review and approval at the AGM.

If approved, the final dividend distribution of the Bank for 2024 will be denominated and declared in RMB and paid in RMB for A Shares and in equivalent Hong Kong dollars for H Shares. The Hong Kong dollar to RMB exchange rate is calculated based on the average mid-point exchange rate published on the website of the People's Bank of China seven business days immediately prior to the date of AGM.

The dividend is expected to be paid on or before July 18, 2025, subject to the approval by the Shareholders by way of ordinary resolution on the 2024 final dividend payment arrangement.

According to the Enterprise Income Tax Law of the People's Republic of China and its Implementation Rules, the Bank shall withhold and pay enterprise income tax at the rate of 10% before distributing dividends to non-resident enterprise Shareholders whose names appear on the Bank's register of members for H Shares.

According to the Notice on Collection of Individual Income Tax after the Repeal of Guo Shui Fa No. [1993] 045 (Guo Shui Han No. [2011] 348) (《關於國税發[1993]045號文件廢止 後有關個人所得税徵管問題的通知》(國税函[2011]348號)), the Bank shall withhold and pay individual income tax for individual holders of the H Shares.

If the individual holders of the H Shares are Hong Kong or Macau residents or residents of other countries or regions that have a tax rate of 10% under the tax treaties with the PRC, the Bank will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders.

If the individual holders of the H Shares are residents of countries or regions that have a tax rate lower than 10% under the tax treaties with the PRC, the Bank will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders. If such Shareholders wish to claim refund of the amount in excess of the individual income tax payable under the tax treaties, the Bank can apply on behalf of the Shareholders according to the relevant tax treaties for the relevant agreed preferential tax treatment, provided that the relevant Shareholders submit the relevant documents and information in a timely manner required by the Administrative Measures for Non-resident Taxpayers Claiming Tax Treaty Benefits (State Taxation Administration Announcement 2019, No. 35) (《非居民納税人享受協定待遇管理辦 法》(國家税務總局公告2019年第35號)) and the provisions of the relevant tax treaties. The Bank will assist with the tax refund subject to the approval of the competent tax authority.

If the individual holders of the H Shares are residents of countries or regions that have a tax rate higher than 10% but lower than 20% under the tax treaties with the PRC, the Bank will withhold and pay individual income tax at the applicable tax rates stated in such taxation treaties on behalf of such Shareholders.

If the individual holders of the H Shares are residents of countries or regions that have a tax rate of 20% under the tax treaties with the PRC, or that have not entered into any taxation treaties with the PRC, or otherwise, the Bank will withhold and pay individual income tax at the rate of 20% on behalf of such Shareholders.

According to the relevant requirements of the Notice on the Tax Policies Concerning the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬 港股票市場交易互聯互通機制試點有關税收政策的通知(財税[2014]81號)》) and the Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關税收政策的通知 (財税[2016]127號)》), the Bank shall withhold an individual income tax at the rate of 20% on dividends derived from investing in H Shares listed on the Stock Exchange through the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect by mainland individual investors. As to the withholding tax having been paid abroad, an individual investor may file an application for tax credit with the competent tax authority of China Securities Depository and Clearing Co., Ltd. with an effective credit document. Reference shall be made to individual income tax regulations for dividends received by mainland securities investment funds from investing in shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect. Dividends received by mainland enterprises investors from shares acquired from the Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect shall be included in their total income and subject to enterprise income tax in accordance with the laws. The Bank shall not withhold income tax on dividends to mainland enterprise investors who shall report and pay their income tax on their own.

If the H Shareholders of the Bank have any queries regarding the above tax arrangements, please consult your tax consultants regarding the tax impacts in the mainland China, Hong Kong and other countries (regions) for holding and selling the Bank's H Shares.

The H share register of the Bank will be closed from Thursday, June 19, 2025 to Tuesday, June 24, 2025 (both days inclusive). In order to be entitled to the final dividend distribution, the H shareholders of the Bank who have not registered are required to deposit the transfer documents together with relevant share certificates at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Wednesday, June 18, 2025. Shareholders whose names appear on the register of members of the Bank on Tuesday, June 24, 2025 are entitled to the final dividend distribution.

III. AGM

A form of proxy and the reply slip for use at the AGM are also enclosed herewith.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. For H Shareholders, the proxy form should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the AGM or at any adjourned meeting thereof (i.e. before 2:30 p.m. on Thursday, June 12, 2025). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting thereof if you so wish.

The H Shares register of members of the Bank will be closed from Tuesday, June 10, 2025 to Friday, June 13, 2025 (both days inclusive), during which period no transfer of H Shares of the Bank will be effected. For unregistered H Shareholders 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 Monday, June 9, 2025. The holders of H Shares whose names appear on the register of members of the Bank at the close of business on Monday, June 9, 2025 will be entitled to attend and vote at the AGM.

If you intend to attend the AGM in person or by proxy, you are advised to complete and return the reply slip to the Bank's Office of the Board or Computershare Hong Kong Investor Services Limited on or before Monday, June 9, 2025. The address of the Bank's Office of the Board is No. 1 Minxin Road, Shangcheng District, Hangzhou, Zhejiang, the PRC. The address of the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

IV. VOTING BY POLL

According to the Hong Kong Listing Rules, each of the resolutions to be proposed at the AGM will be voted on 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 AGM.

V. RECOMMENDATION

The Board considers that all the resolutions to be proposed at the AGM are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all the resolutions to be proposed at the AGM.

By order of the Board China Zheshang Bank Co., Ltd. Lu Jianqiang Chairman

Hangzhou, the PRC

NOTICE OF THE 2024 ANNUAL GENERAL MEETING



CHINA ZHESHANG BANK CO., LTD.

浙商銀行股份有限公司 (A joint-stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2016)

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 annual general meeting ("AGM") of China Zheshang Bank Co., Ltd. (the "Bank") will be held at Conference Room 601, Head Office of China Zheshang Bank, No. 1 Minxin Road, Shangcheng District, Hangzhou, Zhejiang, the PRC on Friday, June 13, 2025 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 15, 2025 issued by the Bank unless otherwise stated):

ORDINARY RESOLUTIONS

- 1. 2024 work report of the Board of China Zheshang Bank Co., Ltd.
- 2. 2024 work report of the Supervisory Committee of China Zheshang Bank Co., Ltd.
- 3. 2024 annual report and summary of China Zheshang Bank Co., Ltd. (domestic and international standards)
- 4. 2024 final financial report of China Zheshang Bank Co., Ltd.
- 5. 2024 profit distribution plan of China Zheshang Bank Co., Ltd.
- 6. 2025 annual budget report of China Zheshang Bank Co., Ltd.
- 7. Resolution on the appointment of accounting firms for the year 2025
- 8. 2024 report of connected transaction management system implementation and information of connected transactions of China Zheshang Bank Co., Ltd.
- 9. Resolution on amendments to the authorisation by Shareholders' general meeting of China Zheshang Bank Co., Ltd. to the Board of Directors
- 10. Resolution on removal of positions of external supervisor of the seventh session of the Supervisory Committee

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

11. Resolution on issuance of RMB-denominated financial bonds

By order of the Board China Zheshang Bank Co., Ltd. Lu Jianqiang Chairman

Hangzhou, the PRC May 15, 2025

As at the date of this notice, the executive Directors of the Bank are Mr. Lu Jianqiang, Mr. Chen Haiqiang and Ms. Ma Hong; the non-executive Directors are Mr. Hou Xingchuan, Mr. Ren Zhixiang, Mr. Hu Tiangao and Mr. Ying Yuxiang; the independent non-executive Directors are Mr. Wang Wei, Mr. Xu Yongbin, Mr. Fu Tingmei, Mr. Shi Hao and Mr. Lou Weizhong.

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

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/her 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/her proxy or proxies to attend and vote on his/her 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 H Shareholders who wish to attend the AGM, 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 H Shareholder) must be delivered 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 at any adjournment thereof (i.e. before 2:30 p.m. on Thursday, June 12, 2025) in order to be valid. If no direction is given, the proxy will be entitled to vote or abstain as he/she thinks fit. The proxy will also be entitled to vote at his/her 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 Tuesday, June 10, 2025 to Friday, June 13, 2025 (both days inclusive), during which period no transfer of H Shares of the Bank will be effected. For unregistered H Shareholders 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 Monday, June 9, 2025. The holders of H Shares whose names appear on the register of members of the Bank at the close of business on Monday, June 9, 2025 will be entitled to attend and vote at the AGM.
- 6. The H share register of the Bank will be closed from Thursday, June 19, 2025 to Tuesday, June 24, 2025 (both days inclusive). In order to be entitled to the final dividend distribution, the H shareholders of the Bank who have not registered are required to deposit the transfer documents together with relevant share certificates at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Wednesday, June 18, 2025. Shareholders whose names appear on the register of members of the Bank on Tuesday, June 24, 2025 are entitled to the final dividend distribution.
- 7. Pursuant to the Hong Kong Listing Rules, each of the resolutions set out in the notice of the AGM 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 AGM.
- 8. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and other accommodation expenses.