

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

Neither this announcement nor any copy thereof may be released into or distributed directly or indirectly in the United States or any other jurisdiction where such release or distribution might be unlawful.

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Bank.

*This announcement is not, and does not form any part of, an offer or invitation for the sale of securities in the United States (as defined in Regulation S under the United States Securities Act of 1933 (the “**Securities Act**”). Neither this announcement nor anything herein nor any copy thereof may be taken into or distributed, directly or indirectly, in or into the United States or any other jurisdiction where such release or distribution might be unlawful. The securities referred to herein have not been and will not be registered under the Securities Act, and may not be offered, sold or otherwise transferred within the United States unless the securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available. The Bank does not intend to register any securities described herein in the United States or to make any public offering of the securities in the United States.*

中原銀行股份有限公司*
ZHONGYUAN BANK CO., LTD.*

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

(Stock Code of H Shares: 1216)

(Stock Code of Preference Shares: 4617)

**COMPLETION OF PLACING OF NEW H SHARES
UNDER SPECIFIC MANDATE**

Placing Agents and Joint Global Coordinators



Reference is made to the announcement (the “**Announcement**”) of Zhongyuan Bank Co., Ltd. (the “**Bank**”) dated 28 April 2022 and the circular (the “**Circular**”) of the Bank dated 18 February 2022 in relation to, among others, the placing of 3,150,000,000 new H Shares of the Bank. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement and the Circular.

The Bank is pleased to announce that all the Conditions to the H Share Placement as set out in the Placing Agreement have been fulfilled (including but not limited to the granting by the Listing Committee of the Stock Exchange for the listing of and, permission to deal in, the Placing Shares), and the H Share Placement was completed on 10 May 2022.

An aggregate of 3,150,000,000 new H Shares, representing approximately 45.36% and 13.56% of the total issued H Shares and the total issued ordinary Shares of the Bank as enlarged by the issuance of the Placing Shares immediately after the Completion of the H Share Placement, respectively, have been successfully allotted and issued by the Bank on 10 May 2022 at the Placing Price of HK\$1.80 per Placing Share to no less than six independent Placees who are professional, institutional and other investors and are, together with their respective ultimate beneficial owners, third parties independent of the Bank and connected persons (as defined under the Listing Rules) of the Bank.

Accordingly, immediately following the Completion of the H Share Placement, the registered capital of the Bank increased to RMB23,225,000,000, and the total number of issued ordinary Shares of the Bank increased to 23,225,000,000 Shares, comprising 16,280,000,000 Domestic Shares and 6,945,000,000 H Shares. The total gross proceeds raised from the H Share Placement are approximately HK\$5,670 million and the net proceeds (after deducting any commission and relevant expenses) from the H Share Placement are approximately HK\$5,667 million. The net proceeds from the H Share Placement will be entirely used to replenish core tier 1 capital of the Bank.

Details of the shareholding structure of the Bank immediately before and after the Completion of the H Share Placement are set out below:

Name of Shareholders	Class of Shares	Immediately before the Completion of the H Share Placement			Immediately after the Completion of the H Share Placement		
		Number of Shares	Approximate percentage of issued shares of the relevant class of the Bank ^{(1) (2)}	Approximate percentage of issued shares of the Bank ^{(1) (2)}	Number of Shares	Approximate percentage of issued shares of the relevant class of the Bank ^{(1) (2)}	Approximate percentage of issued shares of the Bank ^{(1) (2)}
Henan Investment Group Co., Ltd. # (河南投資集團有限公司) ("Henan Investment Group") ⁽³⁾	Domestic Shares	2,274,982,405	13.97%	11.33%	2,274,982,405	13.97%	9.80%
Other Domestic Shareholders	Domestic Shares	14,005,017,595	86.03%	69.77%	14,005,017,595	86.03%	60.30%
Sub-total		16,280,000,000	100.00%	81.10%	16,280,000,000	100.00%	70.10%
The Placees	H Shares	Nil	-	-	3,150,000,000	45.36%	13.56%
Other Public Shareholders of H Shares	H Shares	3,795,000,000	100.00%	18.90%	3,795,000,000	54.64%	16.34%
Total		20,075,000,000	100.00%	100.00%	23,225,000,000	100.00%	100.00%

Notes:

- (1) Certain amounts and percentage figures included in the table above have been subject to rounding adjustments, and any discrepancy between the total amount and the arithmetical sum of the amounts listed is due to rounding.
- (2) Immediately before the Completion of the H Share Placement, the number of total issued Shares of the Bank was 20,075,000,000, comprising 16,280,000,000 Domestic Shares and 3,795,000,000 H Shares. For the avoidance of doubt, the 69,750,000 issued Preference Shares of the Bank have not been taken into account for the purpose of illustrating the change in the shareholding structure of the Bank as a result of the H Share Placement.
- (3) Henan Investment Group is wholly owned by the Finance Department of Henan Province (河南省財政廳). As at the date of this announcement, Henan Investment Group directly holds 2,057,285,479 Domestic Shares of the Bank and indirectly holds 17,696,926 Domestic Shares and 200,000,000 Domestic Shares through its controlled corporations, i.e. Henan Investment Group Guarantee Co., Ltd. (河南投資集團擔保有限公司) and Zhongyuan Trust Co., Ltd.# (中原信託有限公司), respectively. Therefore, Henan Investment Group is deemed to be interested in a total of 2,274,982,405 Domestic Shares under Part XV of the SFO.

For identification purpose only

At the time of the listing of the H Shares of the Bank in July 2017 (the “**Listing**”), the Stock Exchange granted the Bank a waiver from strictly complying with the minimum public float requirement under Rule 8.08(1) of the Listing Rules (the “**Waiver**”). Pursuant to the Waiver, among others, the minimum public float of the Bank shall be the higher of (1) 16.82% or (2) such percentage of H Shares to be held by the public after the exercise of the over-allotment option of the enlarged issued share capital of the Bank pursuant to the global offering, on the condition that the Bank’s market capitalization equal to at least HK\$10 billion at the time of the Listing. Immediately following the completion of the global offering and the exercise of the over-allotment option, the number of H Shares held by the public became approximately 18.90% of the then total issued share capital of the Bank. Therefore, the Bank shall from time to time maintain the minimum public float at 18.90% of the total issued share capital of the Bank pursuant to the Waiver.

Immediately upon the Completion of the H Share Placement, the public float of the H Shares of the Bank becomes approximately 29.90% of the total issued ordinary Shares of the Bank, which enables the Bank to maintain the minimum percentage requirement of the public float pursuant to the Waiver and the Listing Rules.

By order of the Board
ZHONGYUAN BANK CO., LTD.*
Xu Nuojin
Chairman

Zhengzhou, the PRC
10 May 2022

As at the date of this announcement, the Board comprises Mr. XU Nuojin, Mr. WANG Jiong, Mr. LI Yulin and Mr. WEI Jie as executive Directors; Ms. ZHANG Qiuyun and Mr. MI Hongjun as non-executive Directors; Ms. PANG Hong, Mr. LI Hongchang, Mr. JIA Tingyu and Mr. CHAN Ngai Sang Kenny as independent non-executive Directors.

* *Zhongyuan Bank Co., Ltd. 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.*