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中原銀行股份有限公司*
ZHONGYUAN BANK CO., LTD.*

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

(Stock Code of H Shares: 1216)

(Stock Code of Preference Shares: 4617)

**ANNOUNCEMENT ON DISTRIBUTION OF DIVIDENDS ON THE
OFFSHORE PREFERENCE SHARES**

I. THE MEETING OF THE BOARD OF DIRECTORS APPROVING THE DIVIDEND DISTRIBUTION

References are made to (1) the announcements of Zhongyuan Bank Co., Ltd. (the “**Bank**”) dated January 21, 2018, November 8, 2018, November 14, 2018 and November 21, 2018 in relation to the issuance of US\$1,395,000,000 non-cumulative perpetual offshore preference shares (the “**Offshore Preference Shares**”) by the Bank; and (2) the circular of the Bank dated February 22, 2018 and the announcement of the Bank dated March 16, 2018 in relation to the approvals of the proposed non-public issuance of the Offshore Preference Shares by the ordinary shareholders of the Bank at the 2018 first extraordinary general meeting, the 2018 first class meeting for domestic shareholders and the 2018 first class meeting for H shareholders of the Bank held on March 16, 2018, and the authorization granted to the board of directors of the Bank (the “**Board**”) to deal with matters relating to the issuance and matters in connection with the Offshore Preference Shares while the Offshore Preference Shares remain outstanding, including, among others, determining and dealing with matters in relation to dividend payment to the holders of the Offshore Preference Shares in accordance with the requirements of the issuance terms of the Offshore Preference Shares.

According to the issuance terms of the Offshore Preference Shares, the Bank proposes to distribute the dividends on the Offshore Preference Shares on November 21, 2023. The aforesaid distribution plan of dividends of the Offshore Preference Shares was considered and approved at a Board meeting held on August 30, 2023.

II. THE DIVIDEND DISTRIBUTION PLAN OF THE OFFSHORE PREFERENCE SHARES

According to the issuance terms of the Offshore Preference Shares, the details of the distribution plan are as follows:

1. Dividend period: From and including November 21, 2022 to but excluding November 21, 2023;
2. Record date: November 20, 2023;
3. Dividend payment date: November 21, 2023;

4. Recipients: Holders of the Offshore Preference Shares whose names appear on the register of members of the Bank, as maintained by The Bank of New York Mellon SA/NV, Luxembourg Branch, after the close of business of the Euroclear Bank SA/NV (“Euroclear”) and Clearstream Banking, S.A. (“Clearstream”) as of November 20, 2023;
5. Tax deductions: According to relevant laws and regulations, when the Bank distributes dividends for the Offshore Preference Shares, the income tax shall be withheld by the Bank at a rate of 10%. According to the requirements of the terms and conditions of the Offshore Preference Shares, the Bank will pay such income tax, in addition to the dividends for the Offshore Preference Shares; and
6. Dividend rate and amount to be paid: The terms and conditions of the Offshore Preference Shares provide that the initial dividend rate before the first reset date is 5.6% (post-tax dividend rate, which is the dividend rate actually received by the holders of the Offshore Preference Shares). According to the principal amount of the Offshore Preference Shares, the dividend rate and the rate of the withheld income tax, the amount of dividends for the Offshore Preference Shares is confirmed as follows:

The Bank will distribute dividends for the Offshore Preference Shares of US\$86,800,000, of which US\$78,120,000 will be paid to the holders of the Offshore Preference Shares, and US\$8,680,000 will be the withheld income tax.

III. MEASURES FOR THE IMPLEMENTATION OF THE DIVIDEND DISTRIBUTION PLAN OF THE OFFSHORE PREFERENCE SHARES

The Bank will pay dividends for the Offshore Preference Shares to holders of the Offshore Preference Shares whose names appear on the register of members of the Bank on the record date. While the Offshore Preference Shares are held through Euroclear and Clearstream, The Bank of New York Depository (Nominees) Limited, the depository of Euroclear and Clearstream, would be the only holder of Offshore Preference Shares whose name would appear on the register of members of the Bank on the record date. The Bank’s dividend payment obligations under the terms and conditions of the Offshore Preference Shares shall be regarded as having discharged once it has made the payment to or made the payment as directed by The Bank of New York Depository (Nominees) Limited. The ultimate investors should consult their respective custodians or intermediaries in relation to any queries on the subsequent transmission of the dividends through the clearing systems to the ultimate investors.

On behalf of the Board
ZHONGYUAN BANK CO., LTD.*
GUO Hao
Chairman

Zhengzhou, the People’s Republic of China
August 30, 2023

As at the date of this announcement, the Board of the Bank comprises Mr. GUO Hao, Mr. WANG Jiong and Mr. LI Yulin as executive directors; Ms. ZHANG Qiuyun and Mr. MI Hongjun as non-executive directors; and 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.*