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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 PROPOSED ISSUANCE OF  
TIER 2 CAPITAL BONDS**

The board of directors (the “**Board**”) of Zhongyuan Bank Co., Ltd.\* (the “**Bank**”) is pleased to announce that the Board has approved the proposed issuance of tier 2 capital bonds (the “**Proposed Issuance of Tier 2 Capital Bonds**”) on August 30, 2023. Details of the Proposed Issuance of Tier 2 Capital Bonds are as follows.

**PROPOSED ISSUANCE OF TIER 2 CAPITAL BONDS**

For the purpose of replenishing the tier 2 capital of the Bank and improving the capital adequacy ratio of the Bank, pursuant to the relevant regulatory requirements and operational needs, the Bank intends to issue qualified tier 2 capital bonds with an amount of up to RMB12 billion. Details of the relevant proposal are as follows:

**Details of the proposal:**

Issuance size:	Not more than RMB12 billion (inclusive) to be issued in one tranche or more tranches. The number of tranches and the issuance size of each tranche will be determined based on the Bank’s capital needs and the market conditions.
Issuance type:	Qualified tier 2 capital instruments with maturity of no less than five years (inclusive of five years) and fixed or flexible interest and in compliance with the relevant regulatory requirements.
Loss-absorbing method:	When the triggering events specified in the issuance document occur, the losses will be absorbed by writing down the value of the bonds.
Issuance interest rate:	To be determined with reference to the market interest rates.
Use of proceeds:	The proceeds from the Proposed Issuance of Tier 2 Capital Bonds will be used to replenish the tier 2 capital of the Bank in accordance with the applicable laws and the approval of the regulatory authorities.
Validity term of the resolution:	The resolution shall be valid for 36 months from the date of the passing of the resolution at the general meeting.

Content of the authorization:

It is proposed that the general meeting agrees to authorize the Board and the Board delegates the authorization to the chairman of the Board, the president, and the secretary to the Board to, individually or jointly, handle matters in relation to the issuance of tier 2 capital bonds in their absolute discretion within the duration period of the Proposed Issuance of Tier 2 Capital Bonds subject to the framework and principles as considered and approved at the general meeting. The authorization content and scope include but are not limited to:

1. determining the specific terms of the issuance of tier 2 capital bonds, including but not limited to determining the application tranche, issuance tranche, issuance time, issuance method, issuance size, issuance currency, issuance interest rate, issuance market and issuance target of the bonds;
2. handling all matters in relation to the issuance of tier 2 capital bonds, including but not limited to modifying, signing and executing all the agreements, contracts and documents in relation to the issuance of tier 2 capital bonds, and handling the relevant regulatory approval procedures;
3. taking any other actions necessary for completing the issuance of tier 2 capital bonds, including but not limited to engaging underwriters, credit rating agencies, legal advisors or other professionals, if necessary; and
4. the authorization shall be valid for 36 months from the date of the passing of the resolution at the general meeting.

Relevant authorization in the duration period:

It is proposed that the general meeting authorizes the Board and the Board delegates the authorization to the chairman of the Board, the president, and the secretary to the Board to handle all matters in relation to, among others, interest payment, redemption and write-down in accordance with the regulations and approval requirements issued by the relevant regulatory authorities within the duration period of the Proposed Issuance of Tier 2 Capital Bonds subject to the framework and principles as considered and approved at the general meeting.

## **GENERAL**

The Bank will propose the relevant resolution at the general meeting for the shareholders to consider and, if thought fit, approve, among others, matters in relation to the Proposed Issuance of Tier 2 Capital Bonds.

A circular containing information in relation to the Proposed Issuance of Tier 2 Capital Bonds will be despatched to the shareholders of the Bank in due course.

**The Proposed Issuance of Tier 2 Capital Bonds is subject to the fulfillment of certain conditions precedent, including but not limited to obtaining the approvals of the shareholders of the Bank and the relevant regulatory authorities, which may or may not be fulfilled. There is no assurance that the Bank will proceed with the issuance of tier 2 capital bonds. The shareholders and potential investors of the Bank should exercise caution when dealing in or intending to deal in the shares or other securities (if any) of the Bank.**

On behalf of the Board  
**Zhongyuan Bank Co., Ltd.\***  
**GUO Hao**  
*Chairman*

Zhengzhou, the PRC  
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.*