



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: CHINA ZHESHANG BANK CO., LTD. (the "Bank")

Date Submitted: 07 February 2022

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Class H	Listed on SEHK (Note 1)	Yes	
Stock code	02016	Description				
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		4,554,000,000	RMB	1	RMB	4,554,000,000
Increase / decrease (-)		0			RMB	0
Balance at close of the month		4,554,000,000	RMB	1	RMB	4,554,000,000

2. Type of shares	Ordinary shares	Class of shares	Class A	Listed on SEHK (Note 1)	No	
Stock code	601916	Description	A Shares listed on The Shanghai Stock Exchange ("SSE")			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		16,714,696,778	RMB	1	RMB	16,714,696,778
Increase / decrease (-)		0			RMB	0
Balance at close of the month		16,714,696,778	RMB	1	RMB	16,714,696,778

3. Type of shares	Preference shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	Yes	
Stock code	04610	Description	USD2,175,000,000 5.45% Non-Cumulative Perpetual Offshore Preference Shares ("Offshore Preference Shares")			

	Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month	108,750,000	RMB	100	USD	2,175,000,000
Increase / decrease (-)	0			USD	0
Balance at close of the month	108,750,000	RMB	100	USD	2,175,000,000

Total authorised/registered share capital at the end of the month: RMB 36,257,709,278

Remarks:

Remark 1: The Bank is a joint stock company incorporated in the People's Republic of China with limited liability. Therefore, the concept of "Authorised / Registered Share Capital" is not applicable to the Bank. The information shown as "Authorised / Registered Share Capital" in Section I above refers to the "Issued Share Capital" of the Bank.

Remark 2: Calculated in accordance with the number of Offshore Preference Shares and the amount of the issuance price of each share, price of each Offshore Preference Share is USD20.

Remark 3: Calculated based on the aggregate of ordinary share capital and the total proceeds raised from the issuance of the Offshore Preference Shares, in which the total amount of proceeds raised from the issuance is converted into Renminbi at the central parity rate between Renminbi and USD of RMB6.8915 to USD1.00 as published by the China Foreign Exchange Trading Centre on 29 March 2017.

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Class H	Listed on SEHK (Note 1)	Yes	
Stock code	02016	Description				
Balance at close of preceding month	4,554,000,000					
Increase / decrease (-)	0					
Balance at close of the month	4,554,000,000					

2. Type of shares	Ordinary shares	Class of shares	Class A	Listed on SEHK (Note 1)	No	
Stock code	601916	Description	A Shares listed on SSE			
Balance at close of preceding month	16,714,696,778					
Increase / decrease (-)	0					
Balance at close of the month	16,714,696,778					

3. Type of shares	Preference shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	Yes	
Stock code	04610	Description	Offshore Preference Shares			
Balance at close of preceding month	108,750,000					
Increase / decrease (-)	0					
Balance at close of the month	108,750,000					

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable	Ordinary shares	Class of shares	Class H	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)	02016						
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the Offshore Preference Shares	USD	2,175,000,000			2,175,000,000	0	4,205,940,149
Type of convertibles	Preference Shares						
Stock code of the Convertibles (if listed on SEHK) (Note 1)	04610						
Subscription/Conversion price	HKD 4.01						
General Meeting approval date (if applicable)	17 October 2016						

Total C (Ordinary shares Class H): _____ 0

Remarks:

The initial mandatory conversion price of the Offshore Preference Shares, HKD4.01 is equal to the net asset value per share disclosed in the Bank's 2015 annual report as at the end of 2015 and denominated in Hong Kong dollars, which shall be converted with reference to the central parity rate of Renminbi to HKD used by the interbank foreign exchange market as published by the China Foreign Exchange Trade System on the trading day prior to the announcement dated 19 August 2016 of the Board resolution on the Offshore Preference Share issuance plan (rounded up to the nearest 2 decimal places). The number of H shares issuable upon conversion of all Offshore Preference Shares is equal to the aggregate liquidation preference of all the Offshore

Preference Shares (being USD20 each, as converted into HKD at the fixed exchange rate of USD1.00 to HKD7.7544) divided by the initial conversion price rounded down to the nearest whole number of H shares.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares Class H during the month (i.e. Total of A to E) _____ 0

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: LIU Long

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"