



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: 30 September 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Zhongyuan Bank Co., Ltd.

Date Submitted: 07 October 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 | 01216 | Description | H shares | | | |
| | | Number of authorised/registered shares | Par value | | Authorised/registered share capital | |
| Balance at close of preceding month | | 6,945,000,000 | RMB | 1 | RMB | 6,945,000,000 |
| Increase / decrease (-) | | 0 | | | RMB | 0 |
| Balance at close of the month | | 6,945,000,000 | RMB | 1 | RMB | 6,945,000,000 |

| | | | | | | |
|-------------------------------------|-----------------|--|--------------------------------------|-------------------------|-------------------------------------|----------------|
| 2. Type of shares | Ordinary shares | Class of shares | Other class (specify in description) | Listed on SEHK (Note 1) | No | |
| Stock code | N/A | Description | Domestic shares | | | |
| | | Number of authorised/registered shares | Par value | | Authorised/registered share capital | |
| Balance at close of preceding month | | 29,604,823,322 | RMB | 1 | RMB | 29,604,823,322 |
| Increase / decrease (-) | | 0 | | | RMB | 0 |
| Balance at close of the month | | 29,604,823,322 | RMB | 1 | RMB | 29,604,823,322 |

| | | | | | | |
|-------------------|-------------------|-----------------|---|-------------------------|-----|--|
| 3. Type of shares | Preference shares | Class of shares | Other class (specify in description) | Listed on SEHK (Note 1) | Yes | |
| Stock code | 04617 | Description | U.S. \$1,395,000,000 5.60% 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 | 69,750,000 | RMB | 100 | USD | 1,395,000,000 |
| Increase / decrease (-) | 0 | | | USD | 0 |
| Balance at close of the month | 69,750,000 | RMB | 100 | USD | 1,395,000,000 |

Total authorised/registered share capital at the end of the month: RMB 36,549,823,322

Remarks:

Calculated by multiplying the total number of Offshore Preference Shares issued by the issuance price of each Offshore Preference Share, being U.S.\$20 each.

Total authorised share capital at the end of the month:

- Ordinary Shares RMB 36,549,823,322
- Preference Shares U.S.\$ 1,395,000,000

II. Movements in Issued Shares

| | | | | | | |
|-------------------------------------|-----------------|-----------------|---------------|-------------------------|-----|--|
| 1. Type of shares | Ordinary shares | Class of shares | Class H | Listed on SEHK (Note 1) | Yes | |
| Stock code | 01216 | Description | H shares | | | |
| Balance at close of preceding month | | | 6,945,000,000 | | | |
| Increase / decrease (-) | | | 0 | | | |
| Balance at close of the month | | | 6,945,000,000 | | | |

| | | | | | | |
|-------------------------------------|-----------------|-----------------|--------------------------------------|-------------------------|----|--|
| 2. Type of shares | Ordinary shares | Class of shares | Other class (specify in description) | Listed on SEHK (Note 1) | No | |
| Stock code | N/A | Description | Domestic shares | | | |
| Balance at close of preceding month | | | 29,604,823,322 | | | |
| Increase / decrease (-) | | | 0 | | | |
| Balance at close of the month | | | 29,604,823,322 | | | |

| | | | | | | |
|-------------------------------------|-------------------|-----------------|--------------------------------------|-------------------------|-----|--|
| 3. Type of shares | Preference shares | Class of shares | Other class (specify in description) | Listed on SEHK (Note 1) | Yes | |
| Stock code | 04617 | Description | Offshore Preference Shares | | | |
| Balance at close of preceding month | | | 69,750,000 | | | |
| Increase / decrease (-) | | | 0 | | | |
| Balance at close of the month | | | 69,750,000 | | | |

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) | | 01216 | | | | | | |
| 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 | 1,395,000,000 | Others | 0 | 1,395,000,000 | 0 | 1,395,000,000 |
| Type of convertibles | | Preference Shares | | | | | | |
| Stock code of the Convertibles (if listed on SEHK) (Note 1) | | 04617 | | | | | | |
| Subscription/Conversion price | | HKD 2.47 | | | | | | |
| General Meeting approval date (if applicable) | | 16 March 2018 | | | | | | |

Total C (Ordinary shares Class H): _____ 0

Remarks:

The initial conversion price, namely HK\$2.47 per H share, is equal to the average trading price of H shares of the Bank for the 20 trading days preceding 20 January 2018, the announcement date of the Board resolution approving the proposed issuance of the Offshore Preference Shares. The number of H shares issuable upon conversion of the Offshore Preference Shares is equal to the aggregate liquidation preference of all the Offshore Preference Shares (being U.S.\$20 each, as converted into Hong Kong dollars at the fixed exchange rate of U.S.\$1.00 to HK\$7.8191) 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) | <u>0</u> |
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

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| Not applicable |
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Submitted by: Zhang Ke

Title: Joint 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”