



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 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Zhongyuan Bank Co., Ltd.

Date Submitted: 06 February 2023

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>
--	----------

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

V. Confirmations

Not applicable

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”