



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 November 2021

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Bank of Zhengzhou Co., Ltd. (A joint stock company incorporated in the People's Republic of China with limited liability)

Date Submitted: 03 December 2021

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	06196	Description	H shares			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		1,669,800,000	RMB	1	RMB	1,669,800,000
Increase / decrease (-)		0			RMB	0
Balance at close of the month		1,669,800,000	RMB	1	RMB	1,669,800,000

2. Type of shares	Ordinary shares	Class of shares	Class A	Listed on SEHK (Note 1)	No	
Stock code	002936	Description	Shenzhen Stock Exchange			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		5,844,325,090	RMB	1	RMB	5,844,325,090
Increase / decrease (-)		0			RMB	0
Balance at close of the month		5,844,325,090	RMB	1	RMB	5,844,325,090

3. Type of shares	Preference shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	Yes	
Stock code	04613	Description	U.S.\$1,191,000,000 5.50% 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	59,550,000	RMB	100	USD	1,191,000,000
Increase / decrease (-)	0			USD	0
Balance at close of the month	59,550,000	RMB	100	USD	1,191,000,000

Total authorised/registered share capital at the end of the month: RMB 7,514,125,090

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: RMB7,514,125,090
- Preference Shares: U.S.\$1,191,000,000

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Class H	Listed on SEHK (Note 1)	Yes	
Stock code	06196	Description	H Shares			
Balance at close of preceding month			1,669,800,000			
Increase / decrease (-)			0			
Balance at close of the month			1,669,800,000			

2. Type of shares	Ordinary shares	Class of shares	Class A	Listed on SEHK (Note 1)	No	
Stock code	002936	Description	Shenzhen Stock Exchange			
Balance at close of preceding month			5,844,325,090			
Increase / decrease (-)			0			
Balance at close of the month			5,844,325,090			

3. Type of shares	Preference shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	Yes	
Stock code	04613	Description	Offshore Preference Shares			
Balance at close of preceding month			59,550,000			
Increase / decrease (-)			0			
Balance at close of the month			59,550,000			

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)	06196						
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	1,191,000,000		0	1,191,000,000	0	1,719,533,921
Type of convertibles	Preference Shares						
Stock code of the Convertibles (if listed on SEHK) (Note 1)	04613						
Subscription/Conversion price	HKD	5.38					
General Meeting approval date (if applicable)	19 May 2017						

Total C (Ordinary shares Class H): _____ 0

Remarks:

The initial conversion price, i.e. HK\$5.38 per H Share, is equal to the average trading price of the H Shares of the Bank for the 20 trading days preceding 27 March 2017, the date of announcement of passing of the Board resolution in which the issuance plan for the Offshore Preference Share is considered and approved. The number of H Shares issuable upon full 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\$7.7675) 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

Not applicable

Submitted by: Xia Hua

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”