

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated December 11, 2015 (the “**Prospectus**”) issued by Bank of Zhengzhou Co., Ltd. (the “**Bank**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities of the Bank. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the H Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The H Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The Shares may not be offered or sold in the United States except pursuant to an effective registration statement or an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of the Shares in the United States. Any offering of the Shares to be made in the United States will be made solely to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act pursuant to an exemption from the registration requirements under the U.S. Securities Act and by means of an offering memorandum that may be obtained from the issuer and that will contain detailed information about the Bank and management, as well as financial statements. The H Shares are also being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, BOCOM International Securities Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the H Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be conducted at the absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Friday, January 15, 2016, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.



Bank of Zhengzhou Co., Ltd.*

鄭州銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)

GLOBAL OFFERING

- Number of Offer Shares in the Global Offering** : 1,320,000,000 H Shares (comprising 1,200,000,000 H Shares to be offered by the Bank and 120,000,000 Sale Shares to be offered by the Selling Shareholders, subject to the Over-allotment Option)
- Number of International Offer Shares** : 1,188,000,000 H Shares (subject to adjustment and the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 132,000,000 H Shares (subject to adjustment)
- Maximum offer price** : HK\$4.21 per H Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
- Nominal value** : RMB1.00 per H Share
- Stock Code** : 6196

Joint Sponsors



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



Joint Lead Manager



Application has been made by the Bank to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, (i) the H Shares to be issued as described in the Prospectus pursuant to the Global Offering (including any additional H Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (ii) the H Shares which will be converted from Domestic Shares and offered by the Selling Shareholders for the benefit of the NSSF pursuant to the relevant PRC regulations relating to reduction of state-owned shares. Dealings in the H Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, December 23, 2015.

The Global Offering comprises the Hong Kong Public Offering of 132,000,000 H Shares (subject to adjustment) representing 10% of the Offer Shares initially available under the Global Offering, and the International Offering of 1,188,000,000 H Shares (subject to adjustment and the Over-allotment Option) representing 90% of the Offer Shares initially available under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus.

In connection with the Global Offering, the Bank and the Selling Shareholders are expected to grant the Over-allotment Option, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters) to the International Underwriters, pursuant to which the Over-allotment Option is exercisable from the Listing Date until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering and the Bank may be required to allot and issue up to an aggregate of 198,000,000 additional H Shares, representing 15% of the Offer Shares initially available under the Global Offering, at the Offer Price to, among other things, cover over-allocations in the International Offering, if any. In the event the Over-allotment Option is exercised, an announcement will be made by the Bank on the Bank’s website at www.zzbank.cn and the website of the Stock Exchange at www.hkexnews.hk.

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Stock Exchange or on such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$4.21 per Offer Share and is expected to be not less than HK\$3.85 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum offer price of HK\$4.21 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$4.21 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the WHITE or YELLOW Application Forms and the designated website (www.eipo.com.hk) for the White Form eIPO. Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO Service Provider** at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, December 11, 2015, until 12:00 noon on Wednesday, December 16, 2015 from:

1. any of the following offices of the Hong Kong Underwriters:

CLSA Limited

18/F, One Pacific Place
88 Queensway
Hong Kong

BOCOM International Securities Limited

9/F, Man Yee Building
68 Des Voeux Road Central
Central
Hong Kong

CCB International Capital Limited

12/F, CCB Tower, 3 Connaught Road Central
Central
Hong Kong

Orient Securities (Hong Kong) Limited

28-29/F
100 Queen's Road Central
Central
Hong Kong

Haitong International Securities Company Limited

22/F Li Po Chun Chambers
189 DesVoeux Rd Central
Hong Kong

Guotai Junan Securities (Hong Kong) Limited

27/F., Low Block, Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

ICBC International Securities Limited

37/F, ICBC Tower
3 Garden Road
Hong Kong

Pan Asia Corporate Finance Limited

Unit 1504, 15th Floor, The Center
99 Queen's Road Central
Central
Hong Kong

ABCI Securities Company Limited

10/F, Agricultural Bank of China Tower
50 Connaught Road Central
Hong Kong

Get Nice Securities Limited

10th Floor, Cosco Tower, Grand Millennium Plaza
No.183 Queen's Road Central
Hong Kong

2. any of the following branches/sub-branches of the receiving banks for the Hong Kong Public Offering:

(1) Bank of China (Hong Kong) Limited

District	Branch	Address
Hong Kong Island:	Bank of China Tower Branch	3/F, 1 Garden Road
	Shek Tong Tsui Branch	534 Queen's Road West, Shek Tong Tsui
	Aberdeen Branch	25 Wu Pak Street, Aberdeen
Kowloon:	Jordan Road Branch	1/F, Sino Cheer Plaza, 23-29 Jordan Road
	Kwun Tong Plaza Branch	G1 Kwun Tong Plaza, 68 Hoi Yuen Road, Kwun Tong
New Territories:	Fo Tan Branch	No. 2, 1/F Shatin Galleria, 18-24 Shan Mei Street, Fo Tan
	Kau Yuk Road Branch	18-24 Kau Yuk Road, Yuen Long

(2) Bank of Communications Co., Ltd. Hong Kong Branch

District	Sub-Branch	Address
Hong Kong Island:	Quarry Bay Sub-Branch	Shops 3 and 4 on G/F., 981A-981F King's Road, Chung Hing Mansion, Quarry Bay
	King's Road Sub-Branch	G/F., Kailey Court, 67-71 King's Road

Kowloon:	Kowloon Sub-Branch	G/F., 563 Nathan Road
	Hunghom Sub-Branch	Shop A6, G/F., Whampoa Estate Planet Square, 1-3 Tak Man Street
New Territories:	Tuen Mun Sub-Branch	Shops 7-8 on G/F., Castle Peak Lin Won Building, 2-4 Yan Ching Street, Tuen Mun

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, December 11, 2015 until 12:00 noon on Wednesday, December 16, 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to "Bank of China (Hong Kong) Nominees Limited — Bank of Zhengzhou Public Offer" for payment, should be securely stapled and deposited in the special collection boxes provided at any of the branches/sub-branches of the receiving banks listed above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** Service at www.eipo.com.hk from 9:00 a.m. on Friday, December 11, 2015 until 11:30 a.m. on Wednesday, December 16, 2015 (24 hours daily, except on the last application day) or such later time as described in the section headed "How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Friday, December 11, 2015 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, December 12, 2015 — 8:00 a.m. to 1:00 p.m.⁽¹⁾
Monday, December 14, 2015 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Tuesday, December 15, 2015 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, December 16, 2015 — 8:00 a.m.⁽¹⁾ to 12:00 noon

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, December 11, 2015 until 12:00 noon on Wednesday, December 16, 2015 (24 hours daily, except on the last application day) or such later time as described in the section headed “How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for the Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Bank expects to publish the announcement on the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange (www.hkexnews.hk) and (iv) on the Bank’s website (www.zzbank.cn) on Tuesday, December 22, 2015. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Tuesday, December 22, 2015 as described in the section headed “How to Apply for the Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

The Bank will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Wednesday, December 23, 2015 provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the H Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, December 23, 2015. The H Shares will be traded in board lots of 1,000 H Shares each. The stock code of the H Shares of the Bank is 6196.

By order of the Board of Directors
Bank of Zhengzhou Co., Ltd.
Wang Tianyu
Chairman

Hong Kong, December 11, 2015

As at the date of this announcement, the Board of Directors of the Bank comprises Mr. Wang Tianyu, Mr. Shen Xueqing and Mr. Zhang Rongshun as executive Directors, Mr. Xu Jianxin, Mr. Fan Yutao, Mr. Zhang Jingguo, Mr. Liang Songwei, Mr. Ma Jinwei, Mr. Ji Hongjun and Mr. Ma Lei as non-executive Directors, Mr. Wang Shihao, Mr. Li Huaizhen, Mr. Xie Taifeng, Mr. Wu Ge and Ms. Chan Mei Bo Mabel as independent non-executive Directors.

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*

** Bank of Zhengzhou 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.*