

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated June 30, 2017 (the “**Prospectus**”) issued by Zhongyuan Bank Co., Ltd. (the “**Bank**”).

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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 to sell 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**”) or any state securities laws of the United States. The Shares may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available 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, CLSA 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 Thursday, August 10, 2017, 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.

# ZHONGYUAN BANK CO., LTD.\*

## 中原銀行股份有限公司\*

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

### GLOBAL OFFERING

Number of Offer Shares in the : 3,300,000,000 H Shares (comprising 3,000,000,000 Global Offering H Shares to be offered by the Bank and 300,000,000 Sale Shares to be offered by the Selling Shareholders, subject to the Over-allotment Option)

Number of Offer Shares in the : 2,970,000,000 H Shares (subject to adjustment International Offering and the Over-allotment Option)

Number of Hong Kong Offer Shares : 330,000,000 H Shares (subject to adjustment)

Maximum Offer Price : HK\$2.53 per H Share (payable in full on application in Hong Kong dollars, subject to refund on final pricing), plus brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%

Nominal value : RMB1.00 per H Share

Stock code : 1216

#### Joint Sponsors



J.P.Morgan



#### Financial Advisor

#### Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



J.P.Morgan



#### Joint Bookrunners and Joint Lead Managers



Application has been made by the Bank to the Listing Committee of the Hong Kong 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 for the benefit of the NSSF pursuant to the relevant PRC regulations relating to reduction of state-owned shares (including any additional Domestic Shares converted to H Shares to be further transferred to the NSSF upon the exercise of the Over-allotment Option). Dealings in the H Shares on the Main Board are expected to commence at 9:00 a.m. on Wednesday, July 19, 2017. In the event the Over-allotment Option is exercised, an announcement will be made by the Bank on the Bank's website at [www.zybank.com.cn](http://www.zybank.com.cn) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Hong Kong Public Offering of 330,000,000 H Shares (subject to adjustment), and the International Offering of an aggregate of 2,970,000,000 H Shares (subject to adjustment and the Over-allotment Option). 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 "Structure of the Global Offering" in the Prospectus.

The Bank and the Selling Shareholders are expected to grant the Over-allotment Option to the International Purchasers, exercisable by the Joint Global Coordinators (on behalf of the International Purchasers) which will be exercisable from the Listing Date until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Bank to allot and issue up to an aggregate of 495,000,000 additional H Shares, representing 15% of the number 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.

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares on the Hong Kong 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 Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong 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\$2.53 per Offer Share and is currently expected to be not less than HK\$2.42 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\$2.53 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.53 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 Application Forms and the designated website ([www.eipo.com.hk](http://www.eipo.com.hk)) in relation to 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](http://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, June 30, 2017, until 12:00 noon on Tuesday, July 11, 2017 from:

1. the following offices of the Hong Kong Underwriters:

<b>CLSA Limited</b>	18/F, One Pacific Place, 88 Queensway, Hong Kong
<b>J.P. Morgan Securities (Asia Pacific) Limited</b>	28/F, Chater House, 8 Connaught Road Central, Central, Hong Kong
<b>CCB International Capital Limited</b>	12/F, CCB Tower, 3 Connaught Road Central, Central, Hong Kong
<b>CMB International Capital Limited</b>	Unit 1803-4, 18/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong
<b>BOCOM International Securities Limited</b>	9/F Man Yee Building, 68 Des Voeux Road Central, Hong Kong

<b>GF Securities (Hong Kong) Brokerage Limited</b>	29-30/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong
<b>Central China International Capital Limited</b>	Suites 1505-1508, Two Exchange Square, 8 Connaught Place, Central, Hong Kong
<b>Haitong International Securities Company Limited</b>	22/F Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong
<b>SPDB International Capital Limited</b>	32/F, One Pacific Place, 88 Queensway, Hong Kong
<b>First Capital Securities Limited</b>	Unit 4512, 45/F, The Center, 99 Queen's Road Central, Hong Kong

2. any of the following branches of the receiving banks of the Hong Kong Public Offering:

**Standard Chartered Bank (Hong Kong) Limited**

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
	Hennessy Road Branch	399 Hennessy Road, Wanchai
	North Point Centre Branch	Shop G, G/F, North Point Centre, 284 King's Road, North Point
Kowloon	Kwun Tong Branch	G/F & 1/F One Pacific Centre, 414 Kwun Tong Road, Kwun Tong
	Telford Gardens Branch	Shop P9-12, Telford Centre, Telford Gardens, Tai Yip Street, Kwun Tong
	Mei Foo Stage I Branch	G/F, 1C Broadway, Mei Foo Sun Chuen Stage I, Lai Chi Kok

New Territories	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	Tuen Mun Town Plaza Branch	Shop No. G047-G052, Tuen Mun Town Plaza Phase I, Tuen Mun

### **Wing Lung Bank Limited**

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Head Office	45 Des Voeux Road Central
	Kennedy Town Branch	28 Catchick Street
Kowloon	Mongkok Branch	B/F Wing Lung Bank Centre, 636 Nathan Road
	Lam Tin Sceneway Plaza Branch	Shop 59, 3/F Sceneway Plaza, 8 Sceneway Road
	Sham Shui Po Branch	111 Tai Po Road
	To Kwa Wan Branch	64 To Kwa Wan Road
New Territories	Sheung Shui Branch	128 San Fung Avenue

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, June 30, 2017 until 12:00 noon on Tuesday, July 11, 2017 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 accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "HORSFORD NOMINEES LIMITED — ZHONGYUAN BANK PUBLIC OFFER" attached should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to 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](http://www.eipo.com.hk) from 9:00 a.m. on Friday, June 30, 2017 until 11:30 a.m. on Tuesday, July 11, 2017 or such later time as described in the section "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

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

Friday, June 30, 2017 — 9:00 a.m. to 8:30 p.m.<sup>(1)</sup>  
Monday, July 3, 2017 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>  
Tuesday, July 4, 2017 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>  
Wednesday, July 5, 2017 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>  
Thursday, July 6, 2017 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>  
Friday, July 7, 2017 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>  
Monday, July 10, 2017 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>  
Tuesday, July 11, 2017 — 8:00 a.m.<sup>(1)</sup> 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, June 30, 2017 until 12:00 noon on Tuesday, July 11, 2017 or such later time as described in the section “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus (24 hours daily, except on the last application day).

The application for the Hong Kong Offer Shares will commence from 9:00 a.m. on Friday, June 30, 2017 through 12:00 noon on Tuesday, July 11, 2017, being slightly longer than normal market practice of four days. The application monies (including the brokerages, SFC transaction levies and Hong Kong Stock Exchange trading fees) will be held by the receiving banks on behalf of the Bank and the refund monies, if any, will be returned to the applicants without interest on Tuesday, July 18, 2017. Investors should be aware that the dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence on Wednesday, July 19, 2017.

Please refer to the sections “Structure of the Global Offering” and “How to Apply for 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 Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and (iv) on our website ([www.zybank.com.cn](http://www.zybank.com.cn)) on Tuesday, July 18, 2017. 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, July 18, 2017 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, July 19, 2017 provided that the Global Offering has become unconditional and the right of termination described in the section “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 Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, July 19, 2017. The H Shares will be traded in board lots of 1,000 H Shares each. The stock code of the Bank is 1216.

On behalf of the Board of Directors  
**Zhongyuan Bank Co., Ltd.**  
**Dou Rongxing**  
*Chairman*

Hong Kong, June 30, 2017

*As at the date of this announcement, the Board of Directors comprises Mr. Dou Rongxing, Ms. Hu Xiangyun, Mr. Wang Jiong, Mr. Hao Jingtao and Mr. Zhang Bin as executive Directors; Mr. Li Qiaocheng and Mr. Li Xipeng as non-executive Directors; Ms. Pang Hong, Mr. Li Hongchang, Mr. Jia Tingyu and Mr. Chan Ngai Sang Kenny 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).*

\* *Zhongyuan Bank 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.*