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**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)*

**(H Shares Stock Code: 6196)**

**(Preference Shares Stock Code: 4613)**

## **ANNOUNCEMENT ON DISTRIBUTION OF DIVIDENDS ON OFFSHORE PREFERENCE SHARES**

### **I. THE MEETING OF THE BOARD OF DIRECTORS APPROVING DIVIDEND DISTRIBUTION PLAN OF OFFSHORE PREFERENCE SHARES**

Reference is made to (i) the announcement of Bank of Zhengzhou Co., Ltd. (the “**Bank**”) dated 18 October 2017 in relation to the issuance of US\$1,191,000,000 non-cumulative perpetual offshore preference shares (the “**Offshore Preference Shares**”) with a dividend rate of 5.50% by the Bank, and (ii) the circular dated 25 April 2017 and the announcement of poll results dated 19 May 2017 in relation to the approval and authorization granted to the board of directors of the Bank (the “**Board**”) and its authorized persons by the ordinary shareholders of the Bank to handle all matters relating to the issuance of the Offshore Preference Shares. Pursuant to the terms of the Offshore Preference Shares, the Bank proposes to distribute the dividends on the Offshore Preference Shares on 18 October 2019. The aforesaid dividend distribution plan of Offshore Preference Shares was considered and approved at the meeting of the Board of the Bank held on 20 August 2019.

### **II. THE DIVIDEND DISTRIBUTION PLAN OF THE OFFSHORE PREFERENCE SHARES**

1. Dividend period: From and including 18 October 2018 to but excluding 18 October 2019
2. Record date: 17 October 2019
3. Dividend payment date: 18 October 2019
4. Recipients: Holders of Offshore Preference Shares of the Bank whose names appear on the register of members of the Bank maintained by The Bank of New York Mellon SA/NV, Luxembourg Branch as at the close of business of the Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking, S.A. (“**Clearstream, Luxembourg**”) on 17 October 2019.

5. Tax deductions: Pursuant to relevant laws and regulations, when the Bank distributes dividends on the Offshore Preference Shares, the Bank shall withhold the income tax at a rate of 10%. According to the requirements of the terms and conditions of the Offshore Preference Shares, the Bank will pay such income tax, in addition to the dividends for the Offshore Preference Shares.
6. Dividend rate and amount to be paid: The terms and conditions of the Offshore Preference Shares provide that the initial dividend rate before the first reset date is 5.50% (post-tax dividend rate, which is the dividend rate actually to be received by the holders of the Offshore Preference Shares). According to the principal amount of the Offshore Preference Shares, the dividend rate and the withholding income tax rate, the amount of dividends for the Offshore Preference Shares is confirmed as follows:

The dividends of the Offshore Preference Shares to be distributed by the Bank will be US\$72,783,333.33, of which US\$65,505,000 will be paid to the holders of Offshore Preference Shares, and US\$7,278,333.33 as the withheld income tax.

### **III. MEASURES FOR THE IMPLEMENTATION OF DIVIDEND DISTRIBUTION PLAN OF THE OFFSHORE PREFERENCE SHARES**

The Bank will pay dividends on the Offshore Preference Shares to the holders of Offshore Preference Shares whose names appear on the register of members of the Bank on the record date. The Offshore Preference Shares of the Bank are held through the clearing systems of Euroclear and Clearstream, Luxembourg. As at the date of this announcement, The Bank of New York Depository (Nominees) Limited, as the nominee of Euroclear and Clearstream, Luxembourg, would be the only holder of Offshore Preference Shares whose name would appear on the register of members of the Bank on the record date. The Bank's dividend payment obligations under the terms and conditions of the Offshore Preference Shares shall be regarded as having discharged when the Bank makes the payment to The Bank of New York Depository (Nominees) Limited or pays dividends on the Offshore Preference Shares as per its instructions. The ultimate investors should consult their respective custodians or intermediaries in relation to any queries on the subsequent transmission of the dividends through the clearing systems to the ultimate investors.

By Order of the Board  
**Bank of Zhengzhou Co., Ltd.\***  
**WANG Tianyu**  
*Chairman*

Zhengzhou, Henan, the PRC  
21 August 2019

*As at the date of this announcement, the Board comprises Mr. WANG Tianyu, Mr. SHEN Xueqing and Mr. FENG Tao as executive directors, Mr. FAN Yutao, Mr. ZHANG Jingguo, Mr. LIANG Songwei, Mr. JI Hongjun and Mr. WANG Shihao as non-executive directors, Mr. XIE Taifeng, Mr. WU Ge, Ms. CHAN Mei Bo Mabel and Ms. LI Yanyan as independent non-executive directors.*

\* The Bank 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.