

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



锦州银行股份有限公司
Bank of Jinzhou Co., Ltd.*

(a joint stock company incorporated in the People's Republic of China with limited liability)
(the "Bank")
(Stock code: 0416)

**(1) PROPOSED AMENDMENTS TO
(I) THE ARTICLES OF ASSOCIATION,
(II) THE RULES OF PROCEDURES FOR SHAREHOLDERS'
GENERAL MEETINGS,
(III) THE RULES OF PROCEDURES FOR
THE BOARD OF DIRECTORS' MEETINGS,
(IV) THE RULES OF PROCEDURES FOR
THE BOARD OF SUPERVISORS' MEETINGS,
(V) THE ADMINISTRATIVE MEASURES FOR
THE RELATED TRANSACTIONS AND
(VI) THE RULES FOR THE IMPLEMENTATION OF
THE RELATED CREDIT EXTENSION;
(2) RESIGNATION OF AN EXECUTIVE DIRECTOR; AND
(3) PROPOSED ELECTION OF AN EXECUTIVE DIRECTOR**

This announcement is made pursuant to Rule 13.51(1) and (2) of the Listing Rules.

The Board hereby announces (1) the proposed amendments to the Articles of Association, the Rules of Procedures for Shareholders' General Meetings, the Rules of Procedures for the Board of Directors' Meetings, the Rules of Procedures for the Board of Supervisors' Meetings, the Administrative Measures for the Related Transactions and the Rules for the Implementation of the Related Credit Extension (collectively, the "**Proposed Amendments**") in accordance with the procedures and requirements under relevant laws and regulations to further regulate and optimize the corporate governance of the Bank; (2) the resignation of an executive Director; and (3) the proposed election of an executive Director. The Proposed Amendments and the proposed election of an executive Director have been approved by the Board at the meeting of the Board held on 5 December 2016 and are proposed to be considered and approved at the extraordinary general meeting to be held by the Bank.

Each of the above-mentioned rules are prepared in Chinese without an official English version. Any English translation is for reference only. In case of any inconsistency, the Chinese version shall prevail.

I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the circular of the Bank dated 13 May 2016 and the poll results announcement of the Bank’s annual general meeting dated 29 June 2016. The Shareholders have approved the amendments to the Articles of Associations and amendments to the Articles of Association consequential to the A Share Offering (collectively, the “**29 June Amendments**”). In addition to the 29 June Amendments, the Board further proposed to amend the relevant provision of the Articles of Association in accordance with the recently updated requirements of the *Guidance for the Articles of Association of Listed Companies*. The amendments are subject to the approval by way of special resolution at the extraordinary general meeting to be held by the Bank and the approval by the CBRC, and shall be effective upon the completion of the A Share Offering.

The further amendments to the 29 June Amendments are set out below:

Original Article 128 in the 29 June Amendments

The shareholders attending the shareholders’ general meeting shall deliver one of the following kinds of opinions on the proposals put forward for voting: consent, objection or abstention, except for the securities registration and settlement institutions which, being the nominal holders of shares subject to Shanghai-Hong Kong Stock Connect, shall make declaration according to the intentions of actual holders.

...

Amended Article 128

The shareholders attending the shareholders’ general meeting shall deliver one of the following kinds of opinions on the proposals put forward for voting: consent, objection or abstention, except for the securities registration and settlement institutions which, being the nominal holders of shares subject to the interconnection mechanism of the Mainland and Hong Kong stock market transactions, shall make declaration according to the intentions of actual holders.

...

II. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS, THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS' MEETINGS AND THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS' MEETINGS

In order to meet the relevant regulatory requirements in connection with the A Share Offering, such as the *Company Law of the PRC*, the *Securities Law of the PRC* and the *Guidance for the Articles of Association of Listed Companies*, the Board proposed to amend the following rules of procedures: (1) the Rules of Procedures for Shareholders' General Meetings, (2) the Rules of Procedures for the Board of Directors' Meetings, and (3) the Rules of Procedures for the Board of Supervisors' Meetings, which are subject to the approval by way of ordinary resolutions at the extraordinary general meeting to be held by the Bank and shall take effect upon the completion of A Share Offering.

The details of the proposed amendments to the above-mentioned rules of procedures will be disclosed in the circular which is currently expected to be despatched to the Shareholders about 9 December 2016.

III. PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

In order to meet the relevant regulatory requirements and laws in connection with the A Share Offering, such as the *Company Law of the PRC* and the *Listing Rules of the Shanghai Stock Exchange*, the Board proposed to amend the Administrative Measures for the Related Transactions, an internal corporate governance rule of the Bank, which is subject to the approval by way of ordinary resolution at the extraordinary general meeting to be held by the Bank and shall take effect upon the completion of A Share Offering.

The details of the proposed amendments to the above-mentioned administrative measures will be disclosed in the circular which is currently expected to be despatched to the Shareholders about 9 December 2016.

IV. PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION OF THE RELATED CREDIT EXTENSION

In order to meet the relevant regulatory requirements and laws in connection with the A Share Offering, such as the *Law of the PRC on Commercial Banks*, the *Administrative Measures for Associated Transactions Between Commercial Banks, Insiders and Shareholders* and the *Rules for the Compilation and Submission of Information Disclosure by Companies Publicly Offering Securities*

No. 26 — Specific Provisions on Information Disclosure by Commercial Banks, the Board proposed to amend the Rules for the Implementation of the Related Credit Extension, an internal corporate governance rule of the Bank, which is subject to the approval by way of ordinary resolution at the extraordinary general meeting to be held by the Bank and shall take effect upon the completion of A Share Offering.

The details of the proposed amendments to the above-mentioned rules will be disclosed in the circular which is currently expected to be despatched to the Shareholders about 9 December 2016.

The Board wishes to emphasize that as the proposed A Share Offering is subject to the approval by the CBRC, the CSRC and other relevant regulatory authorities, it may or may not materialize.

V. RESIGNATION OF AN EXECUTIVE DIRECTOR

The Board hereby announces that Ms. Zhao Jie (“**Ms. Zhao**”) has tendered her resignation as an executive Director of the Bank, and a member of nomination and remuneration committee of the Board since she has reached the retirement age. Ms. Zhao’s resignation will take effect on the date when Mr. Huo (as defined below) receives the approval on his eligibility to act as a Director from the relevant regulatory authorities, including the CBRC.

Ms. Zhao has confirmed that she has no disagreement with the Board and there are no matters relating to her resignation that need to be brought to the attention of the Shareholders and creditors of the Bank.

The Board would like to express its gratitude to Ms. Zhao for her contributions to the Bank during her tenure of service.

VI. PROPOSED ELECTION OF AN EXECUTIVE DIRECTOR

In order to fill in the vacancy due to Ms. Zhao’s resignation, Mr. Huo Lingbo (“**Mr. Huo**”), the executive vice president of the Bank (performing president’s duties), was nominated in accordance with the Articles of Association and the *Company Law of the PRC* as a candidate for executive Director. The election of Mr. Huo will be proposed at the extraordinary general meeting to be held by the Bank for Shareholders’ approval, subject to the ratification of his eligibility by the relevant regulatory authorities, including the CBRC.

The biographical details of Mr. Huo are set out below:

Mr. HUO Lingbo (霍凌波), aged 59, has been appointed as the executive vice president of the Bank (performing president's duties) since December 2012, and as party secretary of the Bank since December 2006. Mr. Huo is primarily responsible for the overall daily business and operation management, and the operation of the committee of Party office of the Bank.

Mr. Huo has over 26 years of experience in the banking industry and over 13 years of experience in management. Mr. Huo served as deputy head and head of Jinzhong Urban Credit Cooperative (錦中城市信用社) from February 1989 to February 1992 and from February 1992 to August 1995, respectively. Mr. Huo then served as vice president and deputy party secretary of the Bank from August 1995 to December 2006 and from April 2004 to December 2006, respectively.

Mr. Huo graduated from the Liaoning Radio and TV University (遼寧廣播電視大學) majoring in electronics in Liaoning, the PRC in August 1985 and graduated from a postgraduate course (part-time) of economics management in the Party School of C.P.C. of Liaoning Province (中共遼寧省黨校) in Liaoning, the PRC in July 1996. He has been accredited as a senior economist by the Personnel Department of Liaoning Province (遼寧省人事廳) since August 1996.

Save as disclosed above, Mr. Huo did not hold any other positions in the Bank or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years. Mr. Huo does not have any relationship with any Director, senior management or substantial Shareholders of the Bank, nor does he have or is deemed to have any interest or short positions in the Shares, underlying shares or debentures of the Bank or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Bank will enter into a service contract with Mr. Huo for his position as an executive Director of the Bank for an initial term commencing from the date of approval by the relevant regulatory authorities till the end of the fourth session of the Board which may be terminated by either party furnishing written notice of not less than three months and in any event subject to retirement and re-election at annual general meeting pursuant to the Articles of Association. Mr. Huo will not receive any Director's fee from the Bank during his term. He will receive remuneration based on his management positions in the Bank, including all current income and deferred payments of basic salaries, bonuses and allowances. The Bank will disclose the remuneration of Directors in its annual report each year.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Huo that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

VII. DEFINITIONS

Unless the context otherwise requires, the following expressions in this announcement have the following meanings:

“A Share(s)”	ordinary share(s) proposed to be issued by the Bank pursuant to the A Share Offering and subscribed for in Renminbi
“A Share Offering”	the Bank’s proposed initial public offering of not more than 1,927,000,000 A Shares, which are proposed to be listed on the Shanghai Stock Exchange and have been approved by the Shareholders at the annual general meeting and the class meetings of the Bank on 29 June 2016, subject to the approval of the CBRC, the CSRC and other relevant regulatory authorities
“Articles of Association”	the articles of association of the Bank, as amended from time to time
“Bank”	Bank of Jinzhou Co., Ltd.* (錦州銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Stock Exchange
“Board”	the board of Directors of the Bank
“CBRC”	China Banking Regulatory Commission
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Bank
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	the domestic Share(s) and the H Share(s) of the Bank
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Bank of Jinzhou Co., Ltd.*
Zhang Wei
Chairman

Jinzhou, the PRC, 5 December 2016

As at the date of this announcement, the Board comprises Mr. Zhang Wei, Ms. Chen Man, Ms. Zhao Jie, Mr. Wang Jing and Ms. Wang Xiaoyu, as executive Directors; Mr. Li Dongjun, Mr. Zhang Caiguang, Mr. Wu Zhengkui and Ms. Gu Jie, as non-executive Directors; Mr. Jiang Daxing, Mr. Deng Xiaoyang, Mr. Niu Sihui, Ms. Jiang Jian and Mr. Choon Yew Khee, as independent non-executive Directors.

** Bank of Jinzhou 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.*