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錦州銀行股份有限公司

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)

COMPLETION OF THE PLACING OF NEW H SHARES

Sole Global Coordinator



Placing Agents



The Board is pleased to announce that all the conditions as set out in the Placing Agreement entered into between the Bank and the Placing Agents in relation to the Placing have been satisfied. The Placing was completed on 28 December 2016 in accordance with the terms and conditions of the Placing Agreement.

Reference is made to the announcement of the Bank dated 16 December 2016 in relation to the Placing Agreement entered into between the Bank and the Placing Agents (the “**Placing Announcement**”) and the Placing contemplated under the Placing Agreement. Capitalized terms used herein shall have the same meanings as defined in the Placing Announcement unless otherwise stated.

The Board is pleased to announce that all the conditions as set out in the Placing Agreement have been satisfied and the Placing was completed on 28 December 2016 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 1,000,000,000 H Shares, representing approximately 39.72% and 14.75%, respectively, of the total enlarged issued H Shares and the total enlarged issued Shares of the Bank after the issue of the Placing Shares as at the date of this announcement, have been successfully allotted and issued by the Bank on 28 December 2016 at the Placing Price of HK\$7.5 per Share to not less than six (6) and not more than ten (10) Placees. To the best of the Directors’ knowledge, information and belief having made all reasonable enquires, all Placees and their respective ultimate beneficial owners are third parties independent of the Bank and its connected persons (as defined in the Listing Rules) and have not become a substantial shareholder (as defined in the Listing Rules) of the Bank immediately after the completion of the Placing. The Placing Shares had been issued under the Specific Mandate.

The aggregate gross proceeds from the Placing amount to approximately HK\$7.5 billion and the aggregate net proceeds from the Placing (after deducting all applicable costs and expenses, including commission and levies) are expected to amount to approximately HK\$7.4 billion, which are intended to be used to replenish the core tier 1 capital of the Bank.

As a result of completion of the Placing, the total number of issued Shares of the Bank has increased from 5,781,615,684 Shares to 6,781,615,684 Shares and the total number of issued H Shares has increased from 1,517,320,000 H Shares to 2,517,320,000 H Shares. To the best of the Directors’ knowledge, information and belief having made all reasonable enquires, below is the shareholding structure of the Bank (i) immediately before the completion of the Placing, and (ii) immediately after the completion of the Placing:

Shareholders	Immediately before the completion of the Placing		Immediately after the completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate Percentage of total issued Shares (%)</i>	<i>Number of Shares</i>	<i>Approximate Percentage of total issued Shares (%)</i>
Domestic Shares	4,264,295,684	73.76	4,264,295,684	62.88
-held by Directors, supervisors and chief executive of the Bank	348,936,385	6.04	348,936,385	5.15
-held by public	3,915,359,299	67.72	3,915,359,299	57.73
H Shares				
-held by Places	—	—	1,000,000,000	14.75
-held by other public Shareholders of H Shares	<u>1,517,320,000</u>	<u>26.24</u>	<u>1,517,320,000</u>	<u>22.37</u>
Total	<u>5,781,615,684</u>	<u>100</u>	<u>6,781,615,684</u>	<u>100</u>

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

Jinzhou, Liaoning Province, 28 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.*