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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)

(Stock Code: 0416)

(Stock Code of Preference Shares: 4615)

**(I) PROPOSED AMENDMENTS TO THE RULES
FOR EQUITY MANAGEMENT;**

AND

**(II) PROPOSED DIVIDEND DISTRIBUTION PLAN OF
THE OFFSHORE PREFERENCE SHARES FOR THE YEAR 2018**

PROPOSED AMENDMENTS TO THE RULES FOR EQUITY MANAGEMENT

Pursuant to the relevant rules and regulatory requirements under the laws, regulations and regulatory documents including Law for Commercial Banks of the People's Republic of China (《中華人民共和國商業銀行法》) and Interim Measures for the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》), the board of directors ("Board") of Bank of Jinzhou Co., Ltd. (the "Bank") proposed to amend the Rules for Equity Management, which shall take effect upon the approval of the shareholders of the Bank by way of a special resolution at the 2018 annual general meeting (the "AGM"), the 2019 first class meeting of H shareholders and the 2019 first class meeting of domestic shareholders of the Bank (the "Class Meetings") to be held on 18 October 2019.

The details of the proposed amendments to the Rules for Equity Management will be disclosed in the circular in connection with the AGM and the Class Meetings to be despatched to the shareholders of the Bank in due course.

PROPOSED DIVIDEND DISTRIBUTION PLAN OF THE OFFSHORE PREFERENCE SHARES FOR THE YEAR 2018

According to the terms and conditions of the offshore preference shares of the Bank (the “**Offshore Preference Shares**”), as disclosed in the announcement of the Bank dated 20 October 2017, the payment of any dividend of the Offshore Preference Shares is subject to, among other matters, the relevant capital adequacy ratios of the Bank meeting the relevant regulatory requirements.

As the relevant capital adequacy ratios of the Bank as at 31 December 2018 did not meet the relevant regulatory requirements, the Board proposed to cancel the dividends of the Offshore Preference Shares for the period from and including 27 October 2018 to but excluding 27 October 2019. Such proposal is subject to the approval by way of an ordinary resolution at the AGM.

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

Jinzhou, Liaoning Province, the PRC
30 August 2019

As at the date of this announcement, the Board comprises Mr. Zhang Wei, Mr. Huo Lingbo, Mr. Wang Jing, Mr. Sun Jing and Ms. Wang Xiaoyu, as executive directors; Ms. Liu Hong, Ms. Gu Jie, Ms. Meng Xiao, Mr. Li Dongjun and Ms. Tang Fang, as non-executive directors; Mr. Choon Yew Khee, Mr. Lin Yanjun, Mr. Chang Peng’ao, Ms. Peng Taoying and Ms. Tan Ying 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.*