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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)*

**ANNOUNCEMENT IN RELATION TO THE APPROVAL FROM THE
CBRC LIAONING BUREAU CONCERNING THE ISSUANCE OF THE
OFFSHORE PREFERENCE SHARES AND AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

References are made to the circular of Bank of Jinzhou Co., Ltd. (the “**Bank**”) dated 18 April 2017 (the “**Circular**”) and the announcements of the Bank dated 22 March 2017 and 25 May 2017. Unless the context otherwise requires, the capitalised terms used herein shall have the same meanings as those defined in the Circular. At the AGM, the Domestic Shareholders’ Class Meeting and the H Shareholders’ Class Meeting held on 25 May 2017, the resolutions in relation to the proposal on the non-public issuance of the Offshore Preference Shares by the Bank and the proposal

on authorisation to the Board and its authorised persons to deal with all matters relating to the issuance of the Offshore Preference Shares were considered and approved respectively. Meanwhile, at the AGM, the resolution in relation to the proposed amendments to the Articles of Association was considered and approved.

The Bank received the “Approval from the CBRC Liaoning Bureau concerning the Non-public Issuance of Offshore Preference Shares and Amendments to the Articles of Association by Bank of Jinzhou Co., Ltd.” (Liao Yin Jian Fu [2017] No.133) issued by the Liaoning Bureau of the CBRC (the “**CBRC Liaoning Bureau**”) and dated on 16 August 2017, pursuant to which, the CBRC Liaoning Bureau approved the Bank’s issuance of up to 100 million Offshore Preference Shares, which will raise proceeds not exceeding RMB10 billion and the proceeds should be treated as the Additional Tier 1 Capital of the Bank. Approval was also granted to the amended Articles of Association by the CBRC Liaoning Bureau at the same time, which will become effective on the completion date of the issuance of the first tranche of the Offshore Preference Shares. Please refer to the Circular for the detailed information of the aforesaid amendments to the Articles of Association.

The Board will deal with the relevant matters in respect of the issuance of the Offshore Preference Shares in accordance with relevant laws and regulations, the requirements set out in the relevant approvals from the regulatory authorities including the CBRC Liaoning Bureau, the CSRC and the authorisations granted by the Shareholders’ meetings of the Bank.

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

Jinzhou, the PRC, 17 August 2017

As at the date of this announcement, the Board comprises Mr. Zhang Wei, Mr. Huo Lingbo, Ms. Chen Man, 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, Mr. Choon Yew Khee and Mr. Lin Yanjun, 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.*