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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)**

**(1) POLL RESULTS OF THE 2017 SECOND  
EXTRAORDINARY GENERAL MEETING  
AND  
(2) RE-ELECTION AND ELECTION OF DIRECTORS  
AND SUPERVISORS**

Reference is made to the notice of the 2017 second extraordinary general meeting of the Bank (the “**EGM**”) dated 14 November 2017 (the “**Notice**”) and the circular of the Bank dated 14 November 2017 (the “**Circular**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE EGM**

The Board is pleased to announce that the EGM was held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC on 29 December 2017, and the proposed resolutions as set out in the Notice (the “**Resolutions**”) were duly passed by the Shareholders by way of poll. The EGM was held in accordance with the requirements of the Company Law of PRC and the Articles of Associations.

The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the re-election of Mr. Zhang Wei as an executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the re-election of Mr. Huo Lingbo as an executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the election of Ms. Liu Hong as an executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the re-election of Mr. Wang Jing as an executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the election of Mr. Sun Jing as an executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
6.	To consider and approve the re-election of Ms. Wang Xiaoyu as an executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
7.	To consider and approve the re-election of Mr. Zhang Caiguang as a non-executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
8.	To consider and approve the re-election of Ms. Gu Jie as a non-executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
9.	To consider and approve the election of Mr. Wang Jinsong as a non-executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
10.	To consider and approve the election of Ms. Meng Xiao as a non-executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
11.	To consider and approve the re-election of Mr. Choon Yew Khee as an independent non-executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstain
12.	To consider and approve the re-election of Mr. Lin Yanjun as an independent non-executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
13.	To consider and approve the election of Mr. Chang Peng'ao as an independent non-executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
14.	To consider and approve the election of Ms. Peng Taoying as an independent non-executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
15.	To consider and approve the election of Ms. Tan Ying as an independent non-executive director of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
16.	To consider and approve the re-election of Mr. He Baosheng as a shareholder representative supervisor of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
17.	To consider and approve the election of Mr. Chen Tanguang as a shareholder representative supervisor of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
18.	To consider and approve the election of Ms. He Mingyan as a shareholder representative supervisor of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
19.	To consider and approve the election of Mr. Jiang Daxing as an external supervisor of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
20.	To consider and approve the election of Mr. Deng Xiaoyang as an external supervisor of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
21.	To consider and approve the re-election of Ms. Nie Ying as an external supervisor of the Bank;	5,689,370,705 (100%)	0 (0%)	0 (0%)
22.	To consider and approve the re-election of Ms. Li Tongyu as an external supervisor of the Bank; and	5,689,370,705 (100%)	0 (0%)	0 (0%)
23.	To consider and approve the re-election of Ms. Zhao Hongxia as an external supervisor of the Bank.	5,689,370,705 (100%)	0 (0%)	0 (0%)

As at the date of the EGM, the issued Shares with voting rights of the Bank are 6,781,615,684 Shares (among which, 4,264,295,684 are Domestic Shares and 2,517,320,000 are H Shares), all of which entitle the holders to attend and vote for or against or abstain the Resolutions put forward at the EGM. Shareholders holding an aggregate of 5,689,370,705 voting Shares, representing approximately 83.89% of the total number of issued Shares with voting rights, attended the EGM either in person or by proxy.

No Shareholder was required to abstain from voting on any of Resolutions put forward at the EGM under the requirements of the Listing Rules. There were no Shares entitling the holder to attend the EGM but abstain from voting in favour of any of Resolutions under Rule 13.40 of the Listing Rules. No Shareholder has stated the intention in the Notice and the Circular to vote against or to abstain from voting on any of the Resolutions. All the Resolutions were voted by way of poll. Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank, acted as the scrutineer for vote-taking at the EGM. Two Shareholders' representatives and one Supervisors' representative were also responsible for the vote-taking and vote-tabulation at the EGM.

As more than half of the votes from the Shareholders (including their proxies) attending and voting at the EGM were respectively cast in favour of Resolutions numbered 1 to 23, the Resolutions were duly passed as ordinary resolutions.

## **RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS**

### **Re-election and Election of Directors**

The Board is pleased to announce that, with the approvals from the Shareholders at the EGM, (i) each of Mr. Zhang Wei, Mr. Huo Lingbo, Mr. Wang Jing and Ms. Wang Xiaoyu has been re-elected as an executive Director, and each of Ms. Liu Hong and Mr. Sun Jing has been elected as an executive Director, of the fifth session of the Board; (ii) each of Mr. Zhang Caiguang and Ms. Gu Jie has been re-elected as a non-executive Director, and each of Mr. Wang Jinsong and Ms. Meng Xiao has been elected as a non-executive Director, of the fifth session of the Board; and (iii) each of Mr. Choon Yew Khee and Mr. Lin Yanjun has been re-elected as an independent non-executive Director, and each of Mr. Chang Peng'ao, Ms. Peng Taoying and Ms. Tan Ying has been elected as an independent non-executive Director, of the fifth session of the Board (collectively, the **"New Directors"**).

Each of the term of office of Ms. Liu Hong, Mr. Sun Jing, Mr. Wang Jinsong, Ms. Meng Xiao, Mr. Chang Peng'ao, Ms. Peng Taoying and Ms. Tan Ying will commence from the date of approval of their respective director's qualification by the relevant regulatory authorities till the expiry of the term of the fifth session of the Board. The Bank will publish a separate announcement in accordance with the requirements of the Listing Rules after the relevant election becomes effective. The term of office of other New Directors shall commence from the date of the EGM till the expiry of the term of the fifth session of the Board.

Please refer to the Circular for the biographical details of the New Directors. Save as disclosed in the Circular, the Board is not aware of any other matters in relation to the re-election or election of each of the New Directors 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.

The Bank will enter into a service contract for each of the New Directors' respective position for an initial term commencing from the date of approval by the Shareholders at the EGM or by the relevant regulatory authorities (as the case may be) till the expiry of the term of the fifth 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 general meetings in accordance with the Articles of Association. The Bank will determine the remuneration for each of the New Directors based on its remuneration policies.

The Board would like to further announce that, upon the conclusion of the EGM, (i) Ms. Chen Man has retired from the position as an executive Director; and (ii) each of Mr. Li Dongjun and Mr. Wu Zhengkui has retired from the position as a non-executive Director. In accordance with relevant PRC laws and regulations and the Articles of Association, Mr. Jiang Daxing, Mr. Deng Xiaoyang, Mr. Niu Sihui and Ms. Jiang Jian will continue to perform their duties as independent non-executive Directors until the newly elected independent non-executive Directors obtain the approval of their respective director's qualification from the relevant regulatory authorities.

The Bank would like to express its sincere gratitude to Ms. Chen Man, Mr. Li Dongjun and Mr. Wu Zhengkui for their positive contribution to the Bank during their terms of office.

## **Re-election and Election of Supervisors**

The Board is pleased to announce that, with the approvals from the Shareholders at the EGM, (i) Mr. He Baosheng has been re-elected as a Shareholder representative Supervisor, and each of Mr. Chen Tanguang and Ms. He Mingyan has been elected as a Shareholder representative Supervisor, of the fifth session of the Supervisory Committee; and (ii) each of Ms. Nie Ying, Ms. Li Tongyu and Ms. Zhao Hongxia has been re-elected as an external Supervisor, and each of Mr. Jiang Daxing and Mr. Deng Xiaoyang has been elected as an external Supervisor, of the fifth session of the Supervisory Committee.

As disclosed in the announcement of the Bank dated 13 November 2017, Ms. Li Xiu has been re-elected as an employee representative Supervisor, and each of Mr. Cai Hongguang, Mr. Dai Shujun, Ms. Cao Wenqing and Ms. Li Wei has been elected as an employee representative Supervisor, of the fifth session of the Supervisory Committee at the employee representative meeting of the Bank (the “**Employee Representative Meeting**”).

The term of office of the Shareholder representative Supervisors and the external Supervisors of the fifth session of the Supervisory Committee shall commence from the date of approval by the Shareholders at the EGM till the expiry of the term of the fifth session of the Supervisory Committee. The term of office of the employee representative Supervisors shall commence from the date of the Employee Representative Meeting till the expiry of the term of the fifth session of the Supervisory Committee.

Please refer to the Circular and the announcement of the Bank dated 13 November 2017 for the biographical details of the Supervisors of the fifth session of the Supervisory Committee (the “**New Supervisors**”). Save as disclosed in the Circular and the aforesaid announcement, the Board is not aware of any other matters in relation to the re-election or election of each of the New Supervisors 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.

The Bank will enter into a service contract for each of the New Supervisors’ respective position for an initial term commencing from the date of approval by the Shareholders at the EGM or the election by the Employee Representative Meeting (as the case may be) till the expiry of the term of the fifth session of the Supervisory Committee, in any event subject to retirement and re-election in accordance with the Articles of Association. The Bank will determine the remuneration for each of the New Supervisors based on its remuneration policies.

The Board would like to further announce that, (i) each of Mr. Ning Yongfang, Mr. Xu Fei, Ms. Luo Yan and Ms. Shi Hongmiao has retired from the position as an employee representative Supervisor upon the conclusion of the Employee Representative Meeting; and (ii) each of Mr. Tian Deying and Ms. Zhao Lanying has retired from the position as a Shareholder representative Supervisor upon the conclusion of the EGM. Since Mr. Jiang Daxing and Mr. Deng Xiaoyang will continue to perform their duties as independent non-executive Directors until the newly elected independent non-executive Directors obtain the approval of their respective director's qualification from relevant regulatory authorities, Mr. Jiang Daxing and Mr. Deng Xiaoyang will not be able to perform their duties as external Supervisors during such period. Therefore, Mr. Jing Fei and Ms. Chen Yingmei will continue perform their duties as the external Supervisors until Mr. Jiang Daxing and Mr. Deng Xiaoyang become able to perform their duties as external Supervisors.

The Bank would like to express its sincere gratitude to Mr. Ning Yongfang, Mr. Xu Fei, Ms. Luo Yan, Ms. Shi Hongmiao, Mr. Tian Deying and Ms. Zhao Lanying for their positive contribution to the Bank during their terms of office.

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

Jinzhou, the PRC, 29 December 2017

*As at the date of this announcement, the Board comprises Mr. Zhang Wei, Mr. Huo Lingbo, Mr. Wang Jing and Ms. Wang Xiaoyu, as executive Directors; Mr. Zhang Caiguang 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.*