

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.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.

Distribution of this announcement into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession this announcement comes should inform themselves of and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Neither this announcement nor any copy thereof may be released into or distributed in the United States or any other jurisdiction where such release or distribution might be unlawful. The Offshore Preference Shares and the H Shares issuable upon conversion of the Offshore Preference Shares have not been and will not be registered under the Securities Act or the securities laws of any State of the United States or other jurisdiction, and the Offshore Preference Shares and the H shares issuable upon conversion of the Offshore Preference Shares may not be offered or sold within the United States, except in those transactions where relevant exemption has been obtained or the registration requirements of the Securities Act are not applicable. There is no intention to register any portion of any securities described herein in the United States or to conduct a public offering of securities in the United States.



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)
(Stock code: 0416)

**NEW ISSUE OF U.S.\$1,496,000,000 5.50% NON-CUMULATIVE
PERPETUAL OFFSHORE PREFERENCE SHARES**
(Stock code: 4615)

Joint Global Coordinators

CMB International

CITIC CLSA Securities

AMTD

ICBC (Asia)

Joint Bookrunners and Joint Lead Managers

CMB International
Guotai Junan
International
Guosen Securities (HK)
SPDB International
Central China
International Capital Limited

CITIC CLSA Securities
China Securities
International
BNP PARIBAS
Cinda International
DBS Bank Ltd.

AMTD
Bank of China
Haitong International
Ping An of China Securities
(Hong Kong) Company Limited
Sun Hung Kai Financial

ICBC (Asia)
GF Securities
CCB International
Barclays

Pursuant to the approvals by the Liaoning Bureau of China Banking Regulatory Commission (the “**CBRC Liaoning Bureau**”) and the China Securities Regulatory Commission (the “**CSRC**”) in relation to the offshore preference shares proposed to be issued by Bank of Jinzhou Co., Ltd. (the “**Bank**”), the Bank has entered into the subscription agreement on 20 October 2017 with the Joint Lead Managers (the “**Subscription Agreement**”) in relation to the issuance of the U.S.\$1,496,000,000 5.50% non-cumulative perpetual offshore preference shares (the “**Offshore Preference Shares**”). The Offshore Preference Shares will have a par value of RMB100 but will be issued as fully paid-up capital in U.S. dollars so that the issuance price of the Offshore Preference Shares will be U.S.\$20 each. The Offshore Preference Shares will be issued in registered form and issued and transferable only in minimum amounts of U.S.\$200,000 (or 10,000 Offshore Preference Shares) and integral multiples of U.S.\$1,000 (or 50 Offshore Preference Shares) in excess thereof. Please refer to the announcement of the Bank dated 20 October 2017 (the “**Announcement**”) for further details of the Subscription Agreement and the Offshore Preference Shares. Unless the context otherwise defined, the capitalised terms used herein shall have the same meanings as defined in the Announcement.

An application has been made to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the listing of, and permission to deal in, the Offshore Preference Shares and the H Shares to be issued upon Conversion, and such permission is expected to become effective on 30 October 2017. The Offshore Preference Shares are offered to professional investors only and are not suitable for retail investors. Investors should not purchase the Offshore Preference Shares in the primary or secondary markets unless they are professional investors and understand underlying risks. There are restrictions on the offer and sale of the Offshore Preference Shares in certain jurisdictions including, but not limited to, the United States, the PRC, Hong Kong, Japan, Singapore and the United Kingdom. The Offshore Preference Shares and the H Shares issuable upon Conversion thereof have not been and will not be registered under the Securities Act and may not be offered or sold within the United States, except in those transactions where relevant exemption has been obtained or the registration requirements of the Securities Act are not applicable. Accordingly, the Offshore Preference Shares will be offered outside the United States in compliance with Regulation S. In addition, the Offshore Preference Shares are not intended to be sold and should not be sold to retail clients in the European Economic Area, as defined in the rules set out in the Product Intervention (Contingent Convertible Instruments and Mutual Society Shares) Instrument 2015 (as amended or replaced from time to time) other than in circumstances that do not and will not give rise to a contravention of those rules by any person.

The issuance of Offshore Preference Shares has been completed on 27 October 2017. The listing of the Offshore Preference Shares on the Stock Exchange is expected to become effective on 30 October 2017.

The total number of the Offshore Preference Shares that have been issued is 74,800,000. Based on the CNY Central Parity Rate published by the China Foreign Exchange Trading Centre on 27 October 2017, the gross proceeds from the offering of the Offshore Preference Shares will be approximately RMB9,944,360,800. Subject to applicable laws and regulations and the approvals by the relevant regulatory authorities such as the CBRC Liaoning Bureau and the CSRC, the proceeds raised from the Offshore Preference Shares issuance, after deduction of the commissions and expenses relating to the issuance, will be used to replenish the Bank's Additional Tier 1 Capital.

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

Jinzhou, the PRC, 27 October 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.*