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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)

(Stock Code of Preference Shares: 4615)

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS;**
- (3) APPOINTMENTS OF CHAIRMAN AND VICE CHAIRMAN OF SIXTH SESSION OF THE BOARD;**
- (4) RE-APPOINTMENT OF THE PRESIDENT;**
- (5) CHANGES OF AUTHORIZED REPRESENTATIVES AND ALTERNATE AUTHORIZED REPRESENTATIVE OF THE BANK;**
- (6) APPROVALS OF QUALIFICATION OF THE DIRECTORS OF SIXTH SESSION OF THE BOARD; AND**
- (7) CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

References are made to the announcements of the Bank of Jinzhou Co., Ltd. (the “**Bank**”) dated 27 September 2019 and 31 October 2019, the supplemental circular of the Bank dated 8 October 2019 (the “**Circular**”) and the poll results announcement of the Bank dated 18 October 2019 (the “**Poll Results Announcement**”) in relation to, among other things, the election of the Directors of the sixth session of the Board. Unless the context otherwise requires, the capitalized terms used herein shall have the same meanings as those defined in the Circular.

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders' Meeting for Overseas Listed Companies (Guo Han [2019] No. 97), the Bank has proposed certain amendments to the current articles of association of the Bank (the “**Articles of Association**”). Details of such amendments have been set out in appendix I to this announcement.

The proposed amendments to the Articles of Association will be subject to the approval of the Shareholders at a general meeting to be held by the Bank by way of special resolution and will be effective upon approvals by the Shareholders and the relevant regulatory authorities.

(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS

In accordance with Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders' Meeting for Overseas Listed Companies (Guo Han [2019] No. 97), the Bank has proposed certain amendments to the current Rules of Procedures for Shareholders' General Meetings. Details of such amendments have been set out in appendix II to this announcement.

The proposed amendments to the Rules of Procedures for Shareholders' General Meetings will be subject to the approval of the Shareholders at a general meeting to be held by the Bank by way of ordinary resolution and will be effective upon approvals by the Shareholders and the relevant regulatory authorities.

(3) APPOINTMENTS OF CHAIRMAN AND VICE CHAIRMAN OF SIXTH SESSION OF THE BOARD

The Board is pleased to announce that, at the meeting of the Board on 15 November 2019 (the "**Board Meeting**"), the Board has resolved to appoint Mr. Wei Xuekun as the chairman and Mr. Guo Wenfeng as the vice chairman of the sixth session of the Board, respectively. The qualifications of Mr. Wei Xuekun and Mr. Guo Wenfeng as the chairman and the vice chairman of the sixth session of the Board, respectively, are subject to the approval by relevant regulatory authorities and their terms of office shall commence from the date of the approval by relevant regulatory authorities.

(4) RE-APPOINTMENT OF THE PRESIDENT

The Board is also pleased to announce that, at the Board Meeting, Mr. Guo Wenfeng was re-appointed as the president of the Bank, with effect from 15 November 2019.

For the biographical details of Mr. Guo Wenfeng, please refer to the Circular. As at the date of this announcement, there has been no change in such information.

The Bank will enter into a service contract with Mr. Guo Wenfeng for his position as the president of the Bank for an initial term commencing from 15 November 2019 till the end of the sixth session of the Board. The Bank will determine the remuneration and a discretionary year end performance linked bonus for Mr. Guo Wenfeng with reference to his position, his level of responsibilities, remuneration policy of the Bank and the prevailing market conditions.

As at the date of this announcement, Mr. Guo Wenfeng does not have and is not deemed to have any interest or short positions in the shares, underlying shares or debentures of the Bank or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Guo Wenfeng has not held any directorships in other listed public companies in the last three years and does not have any relationship with any other directors, supervisors and senior management of the Bank or substantial shareholders or controlling shareholders of the Bank and does not hold any other positions with the Bank or any of its subsidiaries. There is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Bank.

(5) CHANGES OF AUTHORIZED REPRESENTATIVES AND ALTERNATE AUTHORIZED REPRESENTATIVE OF THE BANK

The Board is pleased to announce that, at the Board Meeting, the Board has resolved to appoint each of Mr. Wei Xuekun and Mr. Guo Wenfeng as an authorized representative and Mr. Yu Jun as the alternate authorized representative, respectively, with effect from 15 November 2019.

(6) APPROVALS OF QUALIFICATION OF THE DIRECTORS OF SIXTH SESSION OF THE BOARD

As at the date of this announcement, the Bank has received the Approval in relation to the Qualification of Zhao Chuanxin (Liao Yin Bao Jian Fu [2019] No. 1217) and the Approval in relation to the Qualification of Ning Jie (Liao Yin Bao Jian Fu [2019] No. 1216) from Liaoning Regulatory Bureau of China Banking and Insurance Regulatory Commission in respect of the qualification of each of Mr. Zhao Chuanxin and Ms. Ning Jie as a Director with effect from 14 November 2019.

For the biographical details of Mr. Zhao Chuanxin and Ms. Ning Jie, please refer to the Circular. As at the date of this announcement, there has been no change in such information.

The Bank will enter into a service contract for the respective position of each of Mr. Zhao Chuanxin and Ms. Ning Jie for an initial term commencing from 14 November 2019 till the end of the sixth session of the Board, respectively, which is 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 Mr. Zhao Chuanxin and Ms. Ning Jie based on, among other things, his/her responsibilities, authorities and benefits, combining incentives with restraints and focusing on both short-term and mid-to-long term incentives. The Bank will disclose the remuneration of the Directors in its annual report each year.

Save as disclosed above, the Board is not aware of any other matters in relation to the election of each of Mr. Zhao Chuanxin and Ms. Ning Jie 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.

(7) CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that, at the Board Meeting and the Board committees meetings held immediately after the Board Meeting, the Board and the Board committees (where necessary) have resolved to make the following appointments with effect from 15 November 2019 (except for the appointment of Mr. Xiao Geng, which will take effect upon approval of his director's qualification by relevant regulatory authorities):

- (i) Mr. Wei Xuekun as the chairman and each of Mr. Guo Wenfeng, Mr. Yu Jun, Mr. Zhao Chuanxin, Mr. Wang Xiongyuan and Mr. Su Mingzheng as a member of the strategy committee of the Board;
- (ii) Mr. Wang Xiongyuan as the chairman and each of Ms. Ning Jie, Ms. Gu Jihong, Mr. Xiao Geng and Mr. Su Mingzheng as a member of the audit committee of the Board;

- (iii) Mr. Wu Jun as the chairman and each of Mr. Yu Jun, Mr. Zhao Chuanxin, Mr. Xie Taifeng and Mr. Su Mingzheng as a member of the nomination and remuneration committee of the Board;
- (iv) Mr. Xiao Geng as the chairman and each of Mr. Yang Weihua, Ms. Ning Jie, Mr. Xie Taifeng and Mr. Wu Jun as a member of the related-party transactions control committee of the Board;
- (v) Mr. Xie Taifeng as the chairman and each of Mr. Kang Jun, Mr. Yang Weihua, Ms. Ning Jie, Mr. Lyu Fei and Mr. Xiao Geng as a member of the risk management committee of the Board; and
- (vi) Mr. Guo Wenfeng as the chairman and each of Mr. Kang Jun, Ms. Gu Jihong, Mr. Lyu Fei and Mr. Luo Nan as a member of the consumer protection committee of the Board.

Board of Directors of
Bank of Jinzhou Co., Ltd.*

Jinzhou, Liaoning Province, the PRC
15 November 2019

As at the date of this announcement, the Board comprises Mr. Wei Xuekun, Mr. Guo Wenfeng, Mr. Kang Jun, Mr. Yang Weihua and Mr. Yu Jun, as executive Directors; Mr. Zhao Chuanxin, Ms. Ning Jie, Ms. Gu Jihong, Mr. Lyu Fei and Mr. Luo Nan, as non-executive Directors; and Mr. Xie Taifeng, Mr. Wu Jun, Mr. Wang Xiongyuan and Mr. Su Mingzheng, 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.*

The English version of this appendix is an unofficial translation of its Chinese version, for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are compared against the existing Articles of Association for ease of reference. After deletion of the current articles, the articles will be re-numbered accordingly. The following amendments will become effective upon approvals by the Shareholders and relevant regulatory authorities.

Before Amendment	After Amendment
<p>Article 91 Where the Bank shall convene a shareholders' general meeting, the Bank shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location forty-five (45) days before the meeting. Shareholders intend to attend the meeting shall submit their written replies to the Bank twenty (20) days before the meeting.</p>	<p>Article 91 Where the Bank shall convene a shareholders' general meeting, the Bank shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location forty-five (45) days before the meeting. Shareholders intend to attend the meeting shall submit their written replies to the Bank twenty (20) days before the meeting. a notice shall be given twenty (20) days before the meeting to notify shareholders of the time, location of the meeting and the matters to be examined. Notice of an extraordinary general meeting of shareholders shall be given fifteen (15) days before the meeting to shareholders.</p>
<p>Article 92 The Bank shall calculate the number of voting shares represented by the shareholders intending to attend the meeting according to the received written replies twenty (20) days before the shareholders' general meeting. Where the number of voting shares represented by the shareholders intending to attend the meeting reaches more than half (1/2) of the total number of voting shares, the Bank can convene a shareholders' general meeting; where it fails, the Bank shall inform the shareholders on the matters to be examined, assembly date and location again within five (5) days in the form of public notice, after the notification, the Bank can convene a shareholders' general meeting. An extraordinary general meeting of shareholders may not decide any matters not stated in the notice.</p>	<p>Delete</p>

Before Amendment	After Amendment
<p>Article 95 Unless otherwise required by relevant laws, regulations, listing rules of place(s) where the Bank's shares are listed or the Articles of Association, the notice, information or written statement for the shareholders' general meeting shall be served on the shareholders entitled to attend (whether or not entitled to vote at the general meeting) by special appointed person or prepaid mail, or publication on our website or other methods stipulated in the Articles of Association. The recipient address in the register of shareholders shall prevail. For the holders of domestic shares, the notice of the shareholders' general meeting may be issued in the form of public notice.</p> <p>The public notice in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council between forty-five (45) to fifty (50) days before the date of the general meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p>Article 95 Unless otherwise required by relevant laws, regulations, listing rules of place(s) where the Bank's shares are listed or the Articles of Association, the notice, information or written statement for the shareholders' general meeting shall be served on the shareholders entitled to attend (whether or not entitled to vote at the general meeting) by special appointed person or prepaid mail, or publication on our website or other methods stipulated in the Articles of Association. The recipient address in the register of shareholders shall prevail. For the holders of domestic shares, the notice of the shareholders' general meeting may be issued in the form of public notice.</p> <p>The public notice in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council between twenty (20) to twenty-five (25) days before the date of an annual general meeting and fifteen (15) to twenty (20) days before an extraordinary general meeting forty-five (45) to fifty (50) days before the date of the general meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>
<p>Article 139 If the Bank intends to convene a meeting of classified shareholders, it should issue a written notice forty-five (45) days in advance to inform all registered shareholders under this category about the issues to be reviewed at the meeting, meeting date and meeting place. The shareholders who intend to attend the meeting shall send their written replies of attendance to the Bank 20 days before the meeting is held.</p> <p>If the number of shares with voting right on the meeting held by shareholders who intend to attend meeting reaches more than half of the total number of the shares of such category with voting right at the meeting, the Bank may convene a meeting of classified shareholders; if not, the Bank should, within five days, notify shareholders, through public notice, the issues to be reviewed at the meeting, meeting date and place, and then the Bank may convene a meeting of classified shareholders.</p>	<p>Article 139 If the Bank intends to convene a meeting of classified shareholders, it should issue a written notice forty-five (45) days twenty (20) days before the date of an annual general meeting and fifteen (15) days before an extraordinary general meeting in advance to inform all registered shareholders under this category about the issues to be reviewed at the meeting, meeting date and meeting place. The shareholders who intend to attend the meeting shall send their written replies of attendance to the Bank 20 days before the meeting is held.</p> <p>If the number of shares with voting right on the meeting held by shareholders who intend to attend meeting reaches more than half of the total number of the shares of such category with voting right at the meeting, the Bank may convene a meeting of classified shareholders; if not, the Bank should, within five days, notify shareholders, through public notice, the issues to be reviewed at the meeting, meeting date and place, and then the Bank may convene a meeting of classified shareholders.</p>

Before Amendment	After Amendment
<p>Article 143 The directors are elected or replaced by the shareholders’ general meeting for a term of three (3) years. A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders’ general meeting cannot remove a director from his/her post without cause. The directors of the Bank need not hold shares of the Bank.</p> <p>The term of office of directors is from the date of the resolution passed by the shareholders’ general meeting, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p> <p>.....</p>	<p>Article 143 The directors are elected or replaced by the shareholders’ general meeting for a term of three (3) years. A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders’ general meeting cannot remove a director from his/her post without cause. The directors of the Bank need not hold shares of the Bank.</p> <p>The term of office of directors is from the date of the resolution passed by the shareholders’ general meeting and directors’ qualifications approved by regulatory authority, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS

The English version of this appendix is an unofficial translation of its Chinese version, for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

The proposed amendments to the Rules of Procedures for Shareholders' General Meetings are compared against the existing Rules of Procedures for Shareholders' General Meetings for ease of reference. The following amendments will become effective upon approvals by the Shareholders and the relevant regulatory authorities.

Before Amendment	After Amendment
<p>Article 17 Unless otherwise required by relevant laws, regulations, listing rules of the stock exchange on which the shares of the Bank are listed and the Articles of Association, where the Bank shall convene a shareholders' general meeting, the Bank shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location forty-five days before the meeting.</p> <p>The number of days calculated for the issuance of notices shall not include the day of the meeting.</p> <p>In relation to the issuance of the notice under this Article, the date of issuance of notice represents the date on which the Bank or the share registrar as appointed by the Bank delivers the relevant notice at the post office for posting.</p>	<p>Article 17 Unless otherwise required by relevant laws, regulations, listing rules of the stock exchange on which the shares of the Bank are listed and the Articles of Association, where the Bank shall convene a shareholders' general meeting, the Bank shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location forty-five days before the meeting twenty days before the meeting or fifteen days in case of an extraordinary general meeting.</p> <p>The number of days calculated for the issuance of notices shall not include the day of the meeting.</p> <p>In relation to the issuance of the notice under this Article, the date of issuance of notice represents the date on which the Bank or the share registrar as appointed by the Bank delivers the relevant notice at the post office for posting.</p>
<p>Article 20 Shareholders may attend a shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf. Shareholders who intend to attend the meeting shall serve the written reply slip to the Bank twenty days prior to the date of the meeting.</p> <p>A shareholder shall entrust the proxy in writing, which shall submit the letter of attorney to the Bank; if the shareholder is a legal entity, the written entrustment file shall be sealed by the legal entity's stamp or signed by the proxy officially appointed by the shareholder.</p> <p>The appointment of proxies by shareholders shall comply with the Articles of Association.</p>	<p>Article 20 Shareholders may attend a shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf. Shareholders who intend to attend the meeting shall serve the written reply slip to the Bank twenty days prior to the date of the meeting.</p> <p>A shareholder shall entrust the proxy in writing, which shall submit the letter of attorney to the Bank; if the shareholder is a legal entity, the written entrustment file shall be sealed by the legal entity's stamp or signed by the proxy officially appointed by the shareholder.</p> <p>The appointment of proxies by shareholders shall comply with the Articles of Association.</p>

Before Amendment	After Amendment
<p>Article 24 The Bank shall calculate the number of voting shares represented by the shareholders intending to attend the meeting according to the received written replies twenty days before the shareholders' general meeting. Where the number of voting shares represented by the shareholders intending to attend the meeting reaches more than half of the total number of voting shares, the Bank can convene a shareholders' general meeting; where it fails, the Bank shall inform the shareholders on the matters to be examined, assembly date and location again within five days in the form of public notice, after the notification, the Bank can convene a shareholders' general meeting. The register of attendance of a shareholders' general meeting shall be prepared by the office of board of directors. Such register shall record information such as each attendant's name (or name of unit), identification card number, address of domicile, the number of voting shares held or authorized, name of the appointing shareholder (or name of unit), etc.</p>	<p>Article 24 The Bank shall calculate the number of voting shares represented by the shareholders intending to attend the meeting according to the received written replies twenty days before the shareholders' general meeting. Where the number of voting shares represented by the shareholders intending to attend the meeting reaches more than half of the total number of voting shares, the Bank can convene a shareholders' general meeting; where it fails, the Bank shall inform the shareholders on the matters to be examined, assembly date and location again within five days in the form of public notice, after the notification, the Bank can convene a shareholders' general meeting. The register of attendance of a shareholders' general meeting shall be prepared by the office of board of directors. Such register shall record information such as each attendant's name (or name of unit), identification card number, address of domicile, the number of voting shares held or authorized, name of the appointing shareholder (or name of unit), etc.</p>