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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with provisions of the Company Law of the PRC and other relevant laws, rules and regulations and the actual situation of Bank of Jinzhou Co., Ltd. (the “**Bank**”), the Bank has proposed certain amendments to its current articles of association (the “**Articles of Association**”).

The proposed amendments to the Articles of Association will be subject to the approval of the Bank’s shareholders (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 relevant regulatory authorities. Details of such amendments have been set out below.

Before Amendment	After Amendment
Article 158 A staff member from a government authority shall not concurrently serve as an independent director of the Bank, and an independent director shall not hold positions in more than two (2) commercial banks at the same time. An independent director shall, before holding a position in other non-commercial financial institutions, inform the Bank of such facts and confirm that there is no conflict of interest between such a position and their position in the Bank.	Article 158 A staff member from a government authority shall not concurrently serve as an independent director of the Bank, and an independent director shall not hold positions in more than two (2) commercial banks at the same time. An independent director shall, before holding a position in other non-commercial financial institutions, inform the Bank of such facts and confirm that there is no conflict of interest between such a position and their position in the Bank.

Before Amendment	After Amendment
<p>The term of service of an independent director shall be the same as that of other directors of the Bank and may be re-elected and re-appointed upon the expiration of their term of office, provided that such term of office shall not be more than six (6) years on an accumulative basis.</p>	<p>The term of service of an independent director shall be the same as that of other directors of the Bank and may be re-elected and re-appointed upon the expiration of their term of office, provided that such term of office shall not be more than six (6) years on an accumulative basis. The term of office of an independent director in the Bank shall not be more than six (6) years on an accumulative basis.</p>
<p>Article 172 Any fixed assets acquisition and asset disposal of the Bank with an amount below RMB30 million shall be approved by the president with the authorization of the Board of Directors, while an amount is more than RMB30 million (exclusive) but below RMB1 billion, it shall be approved by the Board of Directors; if the amount is more than RMB1 billion (exclusive), it shall be approved by the shareholders' general meeting.</p> <p>Acquisition and disposal of assets carried out under this article shall comply with the Hong Kong Listing Rules.</p>	<p>Delete</p>

The English version of the proposed amendments to the Articles of Association is an unofficial translation of its Chinese version, for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

GENERAL

In accordance with the relevant provisions, the Board will submit the amendments to the Articles of Association to a general meeting of the Bank for consideration and approval. A circular containing, among other things, details of the such matter together with the form of proxy will be despatched to the Shareholders in due course.

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

Jinzhou, Liaoning Province, the PRC
13 December 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; 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.*