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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)

DISTRIBUTION OF DIVIDENDS ON THE OFFSHORE PREFERENCE SHARES AND PROPOSED REDEMPTION OF OFFSHORE PREFERENCE SHARES

I. THE MEETING OF THE BOARD OF DIRECTORS APPROVING THE DIVIDEND DISTRIBUTION PLAN OF THE OFFSHORE PREFERENCE SHARES

References are made to (i) the announcements of Bank of Jinzhou Co., Ltd. (the “**Bank**”) dated 22 March 2017, 20 October 2017 and 27 October 2017 in relation to the issuance of 74,800,000 non-cumulative perpetual offshore preference shares (the “**Offshore Preference Shares**”) by the Bank with the gross proceeds of US\$1,496,000,000; and (ii) the circular of the Bank dated 18 April 2017 and the announcement of the Bank dated 25 May 2017 in relation to the approvals of the proposed non-public issuance of the Offshore Preference Shares and the authorization granted to the board of directors (the “**Board**”) of the Bank by the ordinary shareholders, domestic shareholders and H shareholders of the Bank, to deal with matters relating to the issuance and matters in connection with the Offshore Preference Shares while the Offshore Preference Shares remain outstanding, including, among others, determining and dealing with matters in relation to dividend payment to the holders of the Offshore Preference Shares in accordance with the issuance terms of the Offshore Preference Shares.

According to the issuance terms of the Offshore Preference Shares, the Bank proposes to distribute the dividends on the Offshore Preference Shares on 27 October 2022. The aforesaid dividend distribution plan of the Offshore Preference Shares was considered and approved at the Board meeting held on 19 August 2022.

II. THE DIVIDEND DISTRIBUTION PLAN OF THE OFFSHORE PREFERENCE SHARES

According to the issuance terms of the Offshore Preference Shares, the details of the distribution plan are as follows:

1. Dividend period: From 27 October 2021 (inclusive) to 27 October 2022 (exclusive)
2. Record date: 26 October 2022
3. Dividend payment date: 27 October 2022
4. Recipients: Holders of the Offshore Preference Shares whose names appear on the register of members of the Bank, as maintained by The Bank of New York Mellon SA/NV, Luxembourg Branch, after the close of business of Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking, S.A. (“**Clearstream, Luxembourg**”) on 26 October 2022.
5. Tax deductions: The amount of this dividend distribution of the Offshore Preference Shares by the Bank shall be US\$91,422,222.22 (tax included). According to relevant laws, when the Bank distributes dividends for the Offshore Preference Shares, the income tax shall be withheld by the Bank at a rate of 10% and the relevant tax shall be borne by the Bank.
6. Dividend rate and amount to be paid: The terms and conditions of the Offshore Preference Shares provide that the initial dividend rate before the first reset date is 5.50%. According to the principal amount of the Offshore Preference Shares, the dividend rate and the rate of the withheld income tax, the amount of dividends for the Offshore Preference Shares is confirmed as follows:

The Bank will distribute dividends for the Offshore Preference Shares of US\$91,422,222.22, of which US\$82,280,000 will be paid to the holders of the Offshore Preference Shares, and US\$9,142,222.22 will be the withheld income tax.

As further explained below, the redemption of the Bank’s Offshore Preference Shares has been considered and approved by the Board, but is still subject to the approval by the China banking regulatory authority and the relevant procedures with other regulatory authorities and The Stock Exchange of Hong Kong Limited. The distribution of dividends on and the redemption of the Offshore Preference Shares will be carried out concurrently, pursuant to which the Bank will pay holders of the Offshore Preference Shares in full and redeem the Offshore Preference Shares, in whole but not in part, at a price equal to 100% of their aggregate liquidation preference plus accrued and unpaid dividends in respect of the period from (and including) the immediately preceding dividend payment date to (but excluding) the date scheduled for redemption.

III. MEASURES FOR THE IMPLEMENTATION OF THE DIVIDEND DISTRIBUTION PLAN OF THE OFFSHORE PREFERENCE SHARES

The Bank will pay dividends for the Offshore Preference Shares to holders of the Offshore Preference Shares whose names appear on the register of members of the Bank on the record date. While the Offshore Preference Shares are held through Euroclear and Clearstream, Luxembourg, The Bank of New York Depository (Nominees) Limited, the depository of Euroclear and Clearstream, Luxembourg, would be the only holder of the Offshore Preference Shares whose name would appear on the register of members of the Bank on the record date. The Bank's dividend payment obligations under the terms and conditions of the Offshore Preference Shares shall be regarded as having discharged once it has made the payment to or made the payment as directed by The Bank of New York Depository (Nominees) Limited. The ultimate investors should consult their respective custodians or intermediaries in relation to any queries on the subsequent transmission of the dividends through the clearing systems to the ultimate investors.

IV. PROPOSED REDEMPTION OF OFFSHORE PREFERENCE SHARES

The Board considered and approved the resolution on the exercise of the right to redeem the Offshore Preference Shares on 19 August 2022, and agreed the exercise of the right to redeem all of the Offshore Preference Shares on 27 October 2022 (the "**Redemption**") in accordance with the requirements of relevant laws and regulations and the articles of association of the Bank, subject to the approval by the China banking regulatory authority and compliance with relevant requirements; and agreed the authorization to the chairman of the Board and the president of the Bank to, individually or jointly, deal with all matters in relation to the Redemption at their discretion in accordance with the requirements of relevant laws and regulations and the approval by the China banking regulatory authority.

The Redemption is still subject to the approval by the China banking regulatory authority and the relevant procedures with other regulatory authorities and The Stock Exchange of Hong Kong Limited. The Bank will timely perform its information disclosure obligations for subsequent matters in accordance with the laws and regulations.

Shareholders and potential investors of the Bank are advised to exercise caution when dealing in the securities of the Bank.

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

Jinzhou, Liaoning Province, the People's Republic of China
19 August 2022

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. Gu Jihong, Mr. Lyu Fei and Mr. Luo Nan as non-executive directors; Mr. Wu Jun, Mr. Xie Taifeng, Mr. Xiao Geng, 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.*