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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)

Liaoning Financial Holding Group Co., Ltd.*

(A company incorporated in the People's Republic of China with limited liability)

JOINT ANNOUNCEMENT

DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO

**(1) VOLUNTARY CONDITIONAL GENERAL CASH OFFER BY
CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES
LIMITED ON BEHALF OF THE OFFEROR**

TO ACQUIRE ALL OF THE ISSUED H SHARES IN THE BANK

**(2) VOLUNTARY CONDITIONAL GENERAL CASH OFFER BY
THE OFFEROR**

**TO ACQUIRE ALL OF THE ISSUED DOMESTIC SHARES IN THE BANK (OTHER
THAN THOSE ALREADY HELD BY THE OFFEROR AND ITS CONCERT PARTIES)**

AND

(3) PROPOSED WITHDRAWAL OF LISTING OF THE H SHARES OF THE BANK

AND

CONTINUED SUSPENSION OF TRADING

Financial adviser to the Offeror



Reference is made to the announcement jointly issued by Liaoning Financial Holding Group Co., Ltd.* (“**Offeror**”) and Bank of Jinzhou Co., Ltd.* (“**Bank**”) dated 26 January 2024 (“**Rule 3.5 Announcement**”) in relation to the voluntary conditional general cash offer by CICC, on behalf of the Offeror, to acquire all of the issued H Shares and all of the issued Domestic Shares (other than those already held by the Offeror and the Concert Parties) (the “**Offers**”); and the proposed voluntary withdrawal of listing of the H Shares of the Bank.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched to the Shareholders within 21 days from the date of the Rule 3.5 Announcement, which is on or before 16 February 2024, unless consent is obtained from the Executive to extend the deadline for the despatch of the Composite Document.

As additional time is required to finalise the content of the Composite Document (including, amongst others, the letter from the Independent Financial Adviser) for the despatch of the Composite Document in light of the upcoming public holidays in the PRC, an application has been made to the Executive for consent to extend the deadline for the despatch of the Composite Document and the relevant forms of acceptance to a date falling on or before 29 February 2024, and the Executive has granted such consent.

Further announcement(s) will be jointly made by the Offeror and the Bank when the Composite Document (together with the relevant forms of acceptance) are despatched.

CONTINUED SUSPENSION OF TRADING

Trading in the H Shares of the Bank on the Stock Exchange was suspended with effect from 9:00 a.m. on 20 January 2023 and will remain suspended until further notice, pending fulfilment of the resumption conditions.

WARNING: Completion of the Offers is subject to the Conditions as described in the Rule 3.5 Announcement being fulfilled or waived (as applicable). The issue of the Rule 3.5 Announcement does not in any way imply that the Offers will be completed. The Offers, if made, may or may not become unconditional and will lapse if they do not become unconditional. Accordingly, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Bank. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.

On behalf of the board of
Liaoning Financial Holding Group Co., Ltd.*
LU Jue
Chairman

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

Liaoning Province, the PRC
8 February 2024

As at the date of this Announcement, the directors of the Offeror are Mr. Lu Jue, Mr. Zhang Yuanjun, Ms. Wang Lihua, Mr. Yao Haixin, Ms. Liu Yuanyuan, Mr. Lin Ping and Mr. Jiao Zhiwei. The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this Announcement (other than any information relating to the Bank) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this Announcement the omission of which would make any statements in this Announcement misleading.

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. Zhang Guojian, Mr. Zhao Chuanxin, Ms. Gu Jihong, Mr. Lyu Fei and Mr. Luo Nan as non-executive Directors and Mr. Wu Jun, Mr. Xie Taifeng, Mr. Xiao Geng, Mr. Wang Xiongyuan and Mr. Su Mingzheng as independent non-executive Directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Announcement (other than any information relating to the Offeror, Chengfang Huida, ICBC Investment, Cinda Investment and China Great Wall AMC) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this Announcement the omission of which would make any statements in this Announcement misleading.

* *For identification purpose only*

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.*