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錦州銀行股份有限公司

Bank of Jinzhou Co., Ltd. \*#

**Liaoning Financial Holding Group Co., Ltd.\***  
*(A company incorporated in the People's Republic of  
China with limited liability)*

*(A joint stock company incorporated in the People's  
Republic of China with limited liability)*  
**(Stock Code: 0416)**

## JOINT ANNOUNCEMENT

### POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND THE H SHARE CLASS MEETING HELD ON 15 MARCH 2024

### RESULTS OF VALID ACCEPTANCES RECEIVED FOR THE OFFERS AS AT THE FIRST CLOSING DATE AND OFFERS HAVING BECOME UNCONDITIONAL IN ALL RESPECTS

**(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)**

**(3) PROPOSED WITHDRAWAL OF LISTING OF THE H SHARES OF THE BANK  
AND  
CONTINUED SUSPENSION OF TRADING**

Financial adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



## INTRODUCTION

References are made to (i) the joint announcement issued by Liaoning Financial Holding Group Co., Ltd.\* (the “**Offeror**”) and Bank of Jinzhou Co., Ltd.\*# (the “**Bank**”) dated 26 January 2024 in relation to, among other things, (a) the voluntary conditional general cash offer made by China International Capital Corporation Hong Kong Securities Limited (“**CICC**”) on behalf of the Offeror to acquire all the issued H Shares; (b) the voluntary conditional cash offer made by the Offeror to acquire all of the Domestic Shares (other than those already held by the Offeror and its Concert Parties) (collectively, the “**Offers**”); and (c) the voluntary withdrawal of the listing of the H Shares on the Stock Exchange (the “**Delisting**”); (ii) the announcement issued by the Bank dated 5 February 2024 in relation to the appointment of the Independent Financial Adviser; (iii) the joint announcement issued by the Offeror and the Bank dated 8 February 2024 in relation to the delay in despatch of the composite offer and response document in respect of the Offers and the Delisting (the “**Composite Document**”); (iv) the Composite Document dated 23 February 2024 jointly issued by the Offeror and the Bank; (v) the joint announcement issued by the Offeror and the Bank dated 12 March 2024 in respect of results of valid acceptances received for the Offers as at 12 March 2024; and (vi) the joint announcement issued by the Offeror and the Bank dated 13 March 2024 in respect of the H Share Offer having become unconditional as to acceptances. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND THE H SHARE CLASS MEETING

The Board and the board of directors of the Offeror are pleased to announce that the proposed resolutions set out in the notice of the Extraordinary General Meeting and the notice of H Share Class Meeting were voted by way of poll and all of them were duly passed on 15 March 2024.

The Extraordinary General Meeting and the H Share Class Meeting were held at Hall B, International Conference Hall, Exhibition Centre of Jinzhou, No. 70 Keji Road, Songshan New District, Jinzhou City, Liaoning Province, the PRC at 10:30 a.m. and immediately after the conclusion of the Extraordinary General Meeting respectively on 15 March 2024. The Extraordinary General Meeting and the H Share Class Meeting were held in accordance with the requirements of the Company Law of the PRC, the Listing Rules and the articles of association of the Bank.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank, acted as the scrutineer for the vote-taking at the Extraordinary General Meeting and the H Share Class Meeting.

The poll results in respect of the Extraordinary General Meeting and the H Share Class Meeting are as follows:

**(i) The poll results in respect of the Extraordinary General Meeting**

SPECIAL RESOLUTIONS		NUMBER OF VALID VOTES		
		For	Against	Abstain
(A)	subject to (i) the passing of this same resolution by the Independent H Shareholders at the H Share Class Meeting, as approved by way of poll by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy at the H Share Class Meeting and with the number of votes cast against the resolution by the Independent H Shareholders being not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders, and (ii) minimum valid acceptances of the H Share Offer amounting to not less than 90% of the H Shares held by Independent H Shareholders, the voluntary withdrawal of the listing of the H Shares from the Stock Exchange, be and is hereby approved; and	12,489,968,235  (98.75)% <i>(Notes 1 and 2)</i>	130,000,000  (1.03)% <i>(Notes 1 and 2)</i>	27,500,000  (0.22)% <i>(Notes 1 and 2)</i>
(B)	the Chairman, the Vice Chairman and the Secretary to the Board of the Bank be and is hereby authorised to, jointly or individually, take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal as referred to in paragraph (A) above.	12,479,968,235  (98.68)% <i>(Notes 1 and 2)</i>	140,000,000  (1.11)% <i>(Notes 1 and 2)</i>	27,500,000  (0.22)% <i>(Notes 1 and 2)</i>

*Notes:*

1. Based on the total number of votes attaching to all the Shares held by the Shareholders cast in person or by proxy at the Extraordinary General Meeting.
2. The percentage figures included in the poll results in respect of the Extraordinary General Meeting above have been subject to rounding adjustments.

As at the date of the Extraordinary General Meeting, the total number of issued Shares is 13,981,615,684, comprising 3,517,320,000 H Shares and 10,464,295,684 Domestic Shares, all of which entitled the holders to attend and vote on the resolutions at the Extraordinary General Meeting.

According to Article 72 of the articles of association of the Bank, when the number of Shares pledged by a Shareholder reaches or exceeds 50% of his/her/its holding of Shares in the Bank, such Shareholder's voting right in the general meeting and the voting rights of director nominated by such Shareholder in the Board meeting shall be restricted. The total number of the Shares subject to such restrictions amounted to 761,416,042 Shares (all of which were Domestic Shares) as at the date of the Extraordinary General Meeting, so there are the total number of 13,220,199,642 Shares which are entitled to vote for, against or to abstain from voting on the proposed resolutions at the Extraordinary General Meeting. Shareholders holding an aggregate of 12,647,468,235 voting Shares, representing approximately 95.67% of the total number of issued voting Shares of the Bank, attended the Extraordinary General Meeting either in person or by proxy.

No Shareholder was required to abstain from voting on any of the resolutions put forward at the Extraordinary General Meeting under the requirements of the Listing Rules. There were no Shares entitling their holders to attend the Extraordinary General Meeting but abstain from voting in favour of any of the resolutions under Rule 13.40 of the Listing Rules. No Shareholder had stated his/her/its intention in the Composite Document or irrevocably committed to vote against or to abstain from voting on any of the resolutions put forward at the Extraordinary General Meeting.

The Extraordinary General Meeting was convened by the Board and chaired by Mr. Wei Xuekun, the Chairman of the Bank. All Directors attended the Extraordinary General Meeting.

With respect to the special resolutions at the Extraordinary General Meeting, since more than two-thirds of the votes attaching to the Shares held by the Shareholders present in person or by proxy at the Extraordinary General Meeting were cast in favour of the resolutions, the special resolutions were passed by way of poll at the Extraordinary General Meeting in accordance with the requirements of the applicable PRC laws and the articles of association of the Bank.

**(ii) The poll results in respect of the H Share Class Meeting**

SPECIAL RESOLUTIONS		NUMBER OF VALID VOTES		
		For	Against	Abstain
(A)	subject to (i) the passing of this same resolution by the Shareholders at the 2024 first Extraordinary General Meeting, as approved by way of poll by not less than two-thirds of the votes cast by way of poll by the Shareholders present and voting in person or by proxy, and (ii) minimum valid acceptances of the H Share Offer amounting to not less than 90% of the H Shares held by Independent H Shareholders, the voluntary withdrawal of the listing of the H Shares from the Stock Exchange, be and is hereby approved; and	3,132,506,000  (100.00)% <i>(Note 1)</i>	0  (0)% <i>(Note 2)</i>	0  (0)% <i>(Note 1)</i>
(B)	the Chairman, the Vice Chairman and the Secretary to the Board of the Bank be and is hereby authorised to, jointly or individually, take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal as referred to in paragraph (A) above.	3,132,506,000  (100.00)% <i>(Note 1)</i>	0  (0)% <i>(Note 2)</i>	0  (0)% <i>(Note 1)</i>

*Notes:*

1. Based on the total number of votes attaching to all the H Shares held by the Independent H Shareholders cast in person or by proxy at the H Share Class Meeting.
2. Based on the total number of votes attaching to all the H Shares held by the Independent H Shareholders.

As at the date of the H Share Class Meeting, the total number of H Shares entitling the H Shareholders to attend and vote on the resolutions at the H Share Class Meeting was 3,517,320,000 H Shares representing all of the H Shares in issue.

As disclosed in the Composite Document, (a) Shares held by members of the CICC group acting in the capacity of exempt principal traders will not be voted at the H Share Class Meeting unless the Executive allows such Shares to be so voted; and (b) Shares held by members of the CICC group acting in the capacity of exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the H Share Class Meeting if: (i) such member of the CICC group holds the relevant Shares as a simple custodian for and on behalf of non-discretionary clients; (ii) there are contractual arrangements in place between such member of the CICC group and such non-discretionary client that strictly prohibit such member of the CICC group from exercising any voting discretion over such Shares; (iii) all voting instructions shall originate from such non-discretionary client only (if no instructions are given, then no votes shall be cast for such Shares held by such member of the CICC group); and (iv) such non-discretionary client is not a concert party of the Offeror. Accordingly, each member of CICC group which is an exempt principal trader did not exercise the voting rights attached to the H Shares owned by them at the H Share Class Meeting.

As none of the Offeror, the Concert Parties and the controlling shareholder of the Bank hold any H Shares, no H Shareholder is required to abstain from voting at the H Share Class Meeting in accordance with Rule 2.2 of the Takeovers Code and no controlling shareholder or its associates is required to abstain from voting at the H Share Class Meeting in accordance with Rule 6.12(1) of the Listing Rules.

There were no other restrictions imposed on any H Shareholder to cast votes on the aforesaid resolutions passed at the H Share Class Meeting. There were no H Shareholders entitled to attend and vote only against the special resolutions at the H Share Class Meeting or to abstain from voting. No independent H Shareholder had stated his/her/its intention in the Composite Document or irrevocably committed to vote for or against the resolutions proposed at the H Share Class Meeting or to abstain from voting.

The H Share Class Meeting was convened by the Board and chaired by Mr. Wei Xuekun, the Chairman of the Bank. The Independent H Shareholders and authorised proxies holding an aggregate of 3,132,506,000 H Shares, representing approximately 89.06% of the total number of votes attaching to all the H Shares held by the Independent H Shareholders were present at the H Share Class Meeting. All Directors attended the H Share Class Meeting.

With respect to the special resolutions at the H Share Class Meeting, since more than 75% of the votes attaching to the H Shares held by the Independent H Shareholders present in person or by proxy at the H Share Class Meeting were cast in favour of the resolutions and the number of votes cast against the resolutions amounted to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders, the special resolutions were passed by way of poll at the H Share Class Meeting in accordance with the requirements of Rule 6.12 of the Listing Rules and Rule 2.2 of the Takeovers Code.

## **RESULTS OF VALID ACCEPTANCES FOR THE OFFERS ON THE FIRST CLOSING DATE**

As at 4:00 p.m. on Friday, 15 March 2024 (i.e. the First Closing Date), valid acceptances of the H Share Offer had been received in respect of 3,476,865,727 H Shares (the “**Accepted H Shares**”), which represent approximately 98.85%, 98.85% and 24.87% of the H Shares held by the Independent H Shareholders, the issued H Shares and the total issued Shares, respectively, as at the date of this announcement.

As at 4:00 p.m. on Friday, 15 March 2024 (i.e. the First Closing Date), valid acceptances of the Domestic Share Offer had been received in respect of 618,844,437 Domestic Shares (the “**Accepted Domestic Shares**”), which represent approximately 24.59%, 5.91% and 4.43% of the Domestic Shares held by the Independent Domestic Shareholders, the issued Domestic Shares and the total issued Shares, respectively, as at the date of this announcement.

## **OFFERS HAVING BECOME UNCONDITIONAL IN ALL RESPECTS**

Following the passing of the special resolutions at the Extraordinary General Meeting and the H Share Class Meeting, Conditions (a), (b), (c), (d), and (g) in the section headed “Conditions to the Offers” of the letter from CICC, the text of which is set out in the Composite Document, have been satisfied. The Offeror is pleased to announce that Conditions (e) and (f) have also been satisfied. As a result, the H Share Offer has become unconditional in all respects.

The Domestic Share Offer, which is subject to the H Share offer becoming or being declared unconditional in all respects, has also become unconditional in all respects.

## **OFFERS TO REMAIN OPEN FOR ACCEPTANCES**

The Offers will be extended for a subsequent period until 12 April 2024, being 28 calendar days after the H Share Offer is declared unconditional (being the date of this announcement), before the Offers are closed in order to allow sufficient time for those Shareholders who have not initially accepted the Offers to accept the Offers to process the transfer of their Shares.

Independent Shareholders are advised to refer to the Composite Document and the Forms of Acceptance for details of the acceptance procedures if they wish to accept the Offers.

## **EXPECTED TIMETABLE**

The expected timetable set out below is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by the Offeror and the Bank as and when appropriate.

***Unless otherwise expressly stated, references to times and dates in this announcement and the Forms of Acceptance are to Hong Kong times and dates.***

Latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offers at or before 4:00 p.m. on the First Closing Date (*Notes 1 and 2*) . . . . . Tuesday, 26 March 2024

Last Day of trading the H Shares on the Stock Exchange . . . . . Tuesday, 9 April 2024

Final Closing Date (*Note 3*) . . . . . Friday, 12 April 2024

Announcement of details of withdrawal of the listing of the H Shares from the Stock Exchange . . . . . no later than 8:30 a.m. on Friday, 12 April 2024

Latest time and date for the Offers remaining open for acceptance on the Final Closing Date and closing of the Offers (*Note 3*) . . . . . 4:00 p.m. on Friday, 12 April 2024

Announcement of the results of the H Share Offer as at the Final Closing Date on the website of the Stock Exchange. . . . . by 7:00 p.m. on Friday, 12 April 2024

Withdrawal of the listing of the H Shares from the Stock Exchange. . . . . 4:00 p.m. on Monday, 15 April 2024

Latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances of the H Share Offer on the Final Closing Date (*Notes 1 and 2*) . . . . . Tuesday, 23 April 2024

*Notes:*

1. Remittances in respect of the consideration for the H Shares tendered under the H Share Offer will be made by way of cheques, less seller's ad valorem stamp duty payable, will be despatched to those H Shareholders validly accepting the H Share Offer by ordinary post at their own risk as soon as possible but in any event no later than seven Business Days after (i) the date of receipt of a complete and valid acceptance in respect of the H Share Offer or (ii) the Offer Unconditional Date, whichever is the later.
2. As settlement of consideration under the Domestic Share Offer, which will be made via wire transfer by the Offeror, is subject to certain transfer and registration formalities and procedures imposed by CSDCC, which may require cooperation by the Domestic Shareholders and are not within the control of the Offeror, as such settlement arrangements would require more than 7 Business Days to complete, the Offeror has applied to the Executive for, and the Executive has granted, a waiver from strict compliance with Rule 20.1(a) of the Takeovers Code for the Domestic Share Offer. Remittances in respect of the cash consideration payable for the Domestic Shares tendered under the Domestic Share Offer will be made via wire transfer according to the bank account details of the transferor set out on the first page of the GREEN Form of Acceptance no later than seven Business Days following the later of (i) the date on which the Domestic Share Offer becomes or is declared unconditional in all respects and (ii) the date on which the registration and transfer to the Offeror of all the Domestic Shares tendered for acceptance under the Domestic Share Offer by the relevant Domestic Shareholder has been completed.
3. In compliance with Note (i) to Rule 2.2 and Rule 15.3 of the Takeovers Code, the H Share Offer will be opened for acceptance for at least 28 days after the H Share Offer is declared unconditional.

## **INTERESTS OF THE OFFEROR AND ITS CONCERT PARTIES**

Immediately before the commencement of the Offer Period on 26 January 2024, save for the 7,947,152,073 Domestic Shares held by the Offeror and its Concert Parties (representing approximately 75.95% of issued Domestic Shares and 56.84% of the total issued Shares respectively), neither the Offeror nor the Concert Parties owned or had control or direction over any interests in the Shares, options, derivatives, warrants, other securities convertible into Shares, or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Bank.

As at the date of this announcement,

1. save for the Accepted H Shares and the Accepted Domestic Shares, none of the Offeror and its Concert Parties has acquired or agreed to acquire any Shares or the rights over Shares during the Offer Period; and
2. neither the Offeror nor any Concert Party has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Bank.

## **NO RIGHT OF COMPULSORY ACQUISITION**

The Offeror has no rights under the laws of the PRC and the articles of association of the Bank to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the H Share Offer. Accordingly, the Independent H Shareholders are reminded that if they do not accept the H Share Offer and the H Shares are delisted from the Stock Exchange, this will result in them holding securities that are not listed on the Stock Exchange or any other stock exchanges and the liquidity of such securities may be severely reduced. In addition, the Bank will no longer be subject to the requirements under the Listing Rules, and may or may not continue to be subject to the Takeovers Code after the completion of the H Share Offer depending on whether it remains as a public company in Hong Kong for the purposes of the Takeovers Code thereafter.

## **DELISTING**

As the H Share Offer has become unconditional, the Bank has made an application for the Delisting in accordance with Rule 6.12 of the Listing Rules. It is currently expected that the voluntary withdrawal of listing of the H Shares from the Stock Exchange would happen at 4:00 p.m. on Monday, 15 April 2024. H Shareholders will be notified by way of an announcement of the dates of the last day for dealing in the H Shares and on which the Delisting will become effective.

## 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.

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  
15 March 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 statement 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.*