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**Liaoning Financial Holding
Group Co., Ltd.***

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



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)

JOINT ANNOUNCEMENT

**(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) WITHDRAWAL OF LISTING OF THE H SHARES OF
THE BANK AND THE LAST DAY OF TRADING
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 general 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; (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; and (vii) the joint announcement issued by the Offeror and the Bank dated 15 March 2024 in respect of the Offers having become unconditional in all respects. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

OFFERS TO REMAIN OPEN FOR ACCEPTANCES

The Offers are extended until 12 April 2024 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.

WITHDRAWAL OF LISTING OF THE H SHARES AND THE LAST DAY OF TRADING

The Bank has applied to the Stock Exchange, and the Stock Exchange has approved the withdrawal of listing of the H Shares from the Stock Exchange pursuant to Rule 6.12 of the Listing Rules. The last day of trading in the H Shares on the Stock Exchange will be on Tuesday, 9 April 2024 and the listing of the H Shares on the Stock Exchange will be withdrawn with effect from 4:00 p.m. on Monday, 15 April 2024.

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.

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| Last Day of trading the H Shares on the Stock Exchange | Tuesday, 9 April 2024 |
| Final Closing Date (<i>Note 1</i>) | 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 (<i>Note 1</i>) | 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 (<i>Notes 2 and 3</i>) | Tuesday, 23 April 2024 |

Notes:

1. 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.
2. 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.
3. 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.

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 Shares acquired or to be acquired under the Offers, 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.

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
8 April 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.*