

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and is not intended to and does not constitute, or form part of, an invitation or offer to acquire, purchase or subscribe for any securities of the Bank or the Offeror or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Bank in any jurisdiction in contravention of applicable laws.

This announcement is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.

**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) CLOSE OF

**(A) 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; AND**

**(B) 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)**

(2) RESULTS OF OFFERS

**(3) 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 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; (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; and (viii) the joint announcement issued by the Offeror and the Bank dated 8 April 2024 in respect of the details of the Delisting. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

CLOSING OF THE OFFERS

The Offeror and the Bank jointly announce that the Offers were closed at 4:00 p.m. on Friday, 12 April 2024. The Offeror has not further extended the Offers.

RESULTS OF THE OFFERS

As at 4:00 p.m. on Friday, 12 April 2024, valid acceptances of the H Share Offer had been received in respect of 3,514,904,117 H Shares (the “**Accepted H Shares**”), which represent approximately 99.93%, 99.93% and 25.14% 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, 12 April 2024, valid acceptances of the Domestic Share Offer had been received in respect of 1,487,447,218 Domestic Shares (the “**Accepted Domestic Shares**”), which represent approximately 59.09%, 14.21% and 10.64% 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.

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.

SETTLEMENT OF THE OFFERS

Remittances in respect of valid acceptances of the H Share Offer (less seller's ad valorem stamp duty payable) will be posted to the accepting H Shareholder(s) (to the address specified on the relevant H Shareholder's WHITE Form of Acceptance or, if no name and address is specified, to the H Shareholder or the first-named of H Shareholder (in the case of joint H Shareholders) at the registered address shown in the H Share Register) by ordinary post at his/her/its own risk as soon as possible, but in any event no later than seven Business Days following the date of receipt of a complete and valid acceptance in respect of the H Share Offer.

As stated in the Composite Document, as settlement of consideration under the Domestic Share Offer 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 seven 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. Settlement of the consideration under the Domestic Share Offer (after deducting all sellers' Domestic Share Offer Transfer Fee) will be made, via wire transfer to the accepting Domestic Shareholder(s) at his/her/its own risk to the bank account specified on the relevant Domestic Shareholder's GREEN Form of Acceptance, no later than seven Business Days following 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.

No fractions of a cent will be payable and the amount of cash consideration payable to a Shareholder who validly accepts the Offers will be rounded up to the nearest cent.

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 as the H Shares will be delisted from the Stock Exchange, the Independent H Shareholders who have not accepted the H Share Offer will be 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

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 of the H Shares on the Stock Exchange was 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.

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.

IMPORTANT NOTICE TO NOMINEES

If you act as a nominee for other persons who are the beneficial shareholders of the H Shares, please inform the relevant beneficial owners of the contents of this announcement.

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
12 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.*