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錦州銀行股份有限公司  
**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)**

## **CHANGE OF JOINT COMPANY SECRETARY**

The Board hereby announces that Mr. Wang Jing has resigned as a joint company secretary of the Bank from 14 December 2018 and Mr. Sun Jing has been appointed as a joint company secretary of the Bank with effect from the same date.

The Board further announces that the Stock Exchange has granted a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Sun Jing as a joint company secretary of the Bank, who currently does not possess the academic or professional qualifications specified under Rule 3.28 of the Listing Rules.

### **Resignation of Joint Company Secretary**

The board of directors (the “**Board**”) of the Bank of Jinzhou Co., Ltd. (the “**Bank**”) announces that Mr. Wang Jing has tendered his resignation as a joint company secretary of the Bank under Rules 3.28 and 8.17 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) due to the change of his work arrangements within the Bank with effect from 14 December 2018. Mr. Wang Jing will remain as an executive director of the Bank.

Mr. Wang Jing has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation which has to be brought to the attention of the shareholders of the Bank (the “**Shareholders**”) or the Stock Exchange.

The Bank would like to express its sincere gratitude to Mr. Wang Jing for his positive contribution to the Bank as a joint company secretary during his term of office.

## **Appointment of Joint Company Secretary**

The Board is pleased to announce that it has resolved to appoint Mr. Sun Jing (“**Mr. Sun**”), the executive director of the Bank and the secretary to the Board, as a joint company secretary of the Bank in place of Mr. Wang Jing under Rules 3.28 and 8.17 of the Listing Rules with effect from 14 December 2018.

The biographical details of Mr. Sun are set out below:

**Mr. Sun Jing** (孫晶), aged 41, has been the general manager of the strategy development department of the Bank since December 2016, the secretary to the Board since May 2017 and an executive director of the Bank since February 2018.

Mr. Sun joined the Bank in 2003 and has over 15 years of experience in the banking industry. Mr. Sun worked in the research and development department of the Bank from April 2003 to April 2009, and as vice general manager of the research and development department of the Bank from April 2009 to April 2013. He then served successively as the deputy head and the head of president office of the Bank from April 2013 to October 2015 and from October 2015 to December 2016.

Mr. Sun graduated from Dongbei University of Finance and Economics (東北財經大學) in Liaoning Province, the People’s Republic of China (the “**PRC**”) and obtained a master’s degree in corporate management in April 2003. Since November 2003, he has been accredited as an intermediate economist (中級經濟師) by the Ministry of Personnel of the PRC (中華人民共和國人事部).

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Sun that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of the Listing Rules.

## **Waiver from Strict Compliance with Rules 3.28 and 8.17 of the Listing Rules**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Sun currently does not possess the academic or professional qualifications of a company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. Ms. Leung Wing Han Sharon (“**Ms. Leung**”), who is another joint company secretary of the Bank and meets the requirement under Note 1 to Rule 3.28 of the Listing Rules,

will continue to serve as a joint company secretary of the Bank and work closely with and provide assistance to Mr. Sun in discharging his duties and responsibilities as a company secretary of the Bank for the first three years commencing from the appointment of Mr. Sun as a joint company secretary of the Bank (the “**Waiver Period**”). The Bank has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Sun as a joint company secretary of the Bank during the Waiver Period.

The waiver is granted on the conditions that, (i) Mr. Sun will be assisted by Ms. Leung during the Waiver Period; (ii) the Bank shall notify the Stock Exchange at the end of the Waiver Period for them to revisit the situation. The Stock Exchange expects that, after the end of the Waiver Period, the Bank will be able to demonstrate that Mr. Sun can satisfy Rules 3.28 and 8.17, having had the benefit of Ms. Leung’s assistance such that a further waiver will not be necessary; and (iii) the Bank will announce details of the waiver, including its reasons and conditions.

The Board would like to express its warmest welcome to Mr. Sun for taking up the appointment.

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

Jinzhou, the PRC

14 December 2018

*As at the date of this announcement, the Board comprises Mr. Zhang Wei, Mr. Huo Lingbo, Ms. Liu Hong, Mr. Wang Jing, Mr. Sun Jing and Ms. Wang Xiaoyu, as executive directors; Ms. Gu Jie, Ms. Meng Xiao and Mr. Li Dongjun, as non-executive directors; Mr. Choon Yew Khee, Mr. Lin Yanjun, Mr. Chang Peng’ao, Ms. Peng Taoying and Ms. Tan Ying, 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.*