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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)**

**(Stock Code of Preference Shares: 4615)**

**(1) DISTRIBUTION OF DIVIDENDS ON  
THE OFFSHORE PREFERENCE SHARES;  
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES  
FOR SHAREHOLDERS' GENERAL MEETINGS; AND  
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES  
FOR BOARD MEETINGS**

**I. DISTRIBUTION OF DIVIDENDS ON THE OFFSHORE PREFERENCE SHARES**

**(i) The Meeting of the Board of Directors Approving the Dividend Distribution Plan of the Offshore Preference Shares**

References are made to (1) the announcements of Bank of Jinzhou Co., Ltd. (the “**Bank**”) dated 22 March 2017, 20 October 2017 and 27 October 2017 in relation to the issuance of U.S.\$1,496,000,000 non-cumulative perpetual offshore preference shares (the “**Offshore Preference Shares**”) by the Bank; and (2) the circular of the Bank dated 18 April 2017 and the announcement of the Bank dated 25 May 2017 in relation to the approvals of the proposed non-public issuance of the Offshore Preference Shares by the ordinary shareholders of the Bank at the 2016 annual general meeting, the 2017 first class meeting for domestic shareholders and the 2017 first class meeting for H shareholders of the Bank held on 25 May 2017, and the authorization granted to the board of directors of the Bank (the “**Board**”) to deal with matters relating to the issuance and matters in connection with the Offshore Preference Shares while the Offshore Preference Shares remain outstanding, including, among others, determining and dealing with matters in relation to dividend payment to the holders of the Offshore Preference Shares in accordance with the requirements of the issuance terms of the Offshore Preference Shares.

According to the issuance terms of the Offshore Preference Shares, the Bank proposes to distribute the dividends on the Offshore Preference Shares on 27 October 2020. The aforesaid distribution plan of dividends of the Offshore Preference Shares was considered and approved at a Board meeting held on 20 August 2020.

## **(ii) The Dividend Distribution Plan of the Offshore Preference Shares**

According to the issuance terms of the Offshore Preference Shares, the details of the distribution plan are as follows:

1. Dividend period: From and including 27 October 2019 to but excluding 27 October 2020
2. Record date: 26 October 2020
3. Dividend payment date: 27 October 2020
4. Recipients: Holders of the Offshore Preference Shares whose names appear on the register of members of the Bank, as maintained by The Bank of New York Mellon SA/NV, Luxembourg Branch, after the close of business of the Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking, S.A. (“**Clearstream, Luxembourg**”) on 26 October 2020.
5. Tax deductions: The amount of this dividend distribution of the Offshore Preference Shares by the Bank shall be US\$91,422,222.22 (tax included). According to relevant laws, when the Bank distributes dividends for the Offshore Preference Shares, the income tax shall be withheld by the Bank at a rate of 10% and the relevant tax shall be borne by the Bank.
6. Dividend rate and amount to be paid: The terms and conditions of the Offshore Preference Shares provide that the initial dividend rate before the first reset date is 5.50%. According to the principal amount of the Offshore Preference Shares, the dividend rate and the rate of the withheld income tax, the amount of dividends for the Offshore Preference Shares is confirmed as follows:

The Bank will distribute dividends for the Offshore Preference Shares of US\$91,422,222.22, of which US\$82,280,000 will be paid to the holders of the Offshore Preference Shares, and US\$9,142,222.22 will be the withheld income tax. The aforementioned Offshore Preference Shares dividends amount to approximately RMB640 million.

## **(iii) Measures for the Implementation of the Dividend Distribution Plan of the Offshore Preference Shares**

The Bank will pay dividends for the Offshore Preference Shares to holders of the Offshore Preference Shares whose names appear on the register of members of the Bank on the record date. While the Offshore Preference Shares are held through Euroclear and Clearstream, Luxembourg, The Bank of New York Depository (Nominees) Limited, the depository of Euroclear and Clearstream, Luxembourg, would be the only holder of Offshore Preference Shares whose name would appear on the register of members of the Bank on the record date. The Bank’s dividend payment obligations under the terms and conditions of the Offshore Preference Shares shall be regarded as having discharged once it has made the payment to or made the payment as directed by The Bank of New York Depository (Nominees) Limited. The ultimate investors should consult their respective custodians or intermediaries in relation to any queries on the subsequent transmission of the dividends through the clearing systems to the ultimate investors.

## II. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS

In accordance with the Company Law of the People's Republic of China (the "PRC"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the articles of association of the Bank (the "Articles of Association") and other relevant laws, regulations and regulatory documents, and in view of the actual needs of the Bank, the Bank has proposed certain amendments to the its current Rules of Procedures for Shareholders' General Meetings, details of which will be set out in the circular in relation to a general meeting of the Bank to be despatched to the shareholders of the Bank (the "Shareholders") in due course.

The proposed amendments to the Rules of Procedures for Shareholders' General Meetings of the Bank will be subject to the approval of the Shareholders at a general meeting to be held by the Bank by way of ordinary resolution and will be effective upon approvals by the Shareholders.

## III. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS

In accordance with the amendments to the Articles of Association, the Company Law of the PRC, the Listing Rules and other relevant laws, regulations and regulatory documents, from the perspective of improving the corporate governance of the Bank, with reference to the practices in the industry, and in view of the actual needs of the Bank, the Bank has proposed certain amendments to the its current Rules of Procedures for Board Meetings, details of which will be set out in the circular in relation to a general meeting of the Bank to be despatched to the Shareholders in due course.

The proposed amendments to the Rules of Procedures for Board Meetings of the Bank will be subject to the approval of the Shareholders at a general meeting to be held by the Bank by way of ordinary resolution and will be effective upon approvals by the Shareholders.

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

Jinzhou, Liaoning Province, the PRC  
20 August 2020

*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. Zhao Chuanxin, Ms. Ning Jie, Ms. Gu Jihong, Mr. Lyu Fei and Mr. Luo Nan, as non-executive directors; Mr. Wu Jun, Mr. Xie Taifeng, Mr. Xiao Geng, Mr. Wang Xiongyuan and Mr. Su Mingzheng 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.*