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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)**

## **CHANGE OF JOINT COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE**

### **Change Of Joint Company Secretary And Authorized Representative**

The board (the “**Board**”) of directors (the “**Directors**”) of Bank of Jinzhou Co., Ltd. (the “**Bank**”) hereby announces that due to job reallocation, Ms. LEUNG Wing Han Sharon (梁穎嫻) (“**Ms. Leung**”) has tendered her resignation as the joint company secretary of the Bank (the “**Joint Company Secretary**”) and an authorized representative of the Bank for accepting service of process and notices in Hong Kong on the Bank’s behalf under Rule 19A.13(2) of the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Authorized Representative**”), with effect from 25 February 2022.

Ms. Leung confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Bank.

The Board further announces that Dr. NGAI Wai Fung (魏偉峰) (“**Dr. Ngai**”) has been appointed as a Joint Company Secretary and the Authorized Representative with effect from 25 February 2022.

The biographical details of Dr. Ngai are set out as follows:

Dr. Ngai is the director and Group Chief Executive Officer of SWCS Corporate Services Group (Hong Kong) Limited. Dr. Ngai has over 30 years of professional practice and senior management experience including acting as the executive director, chief financial officer and company secretary, most of which are in the areas of finance, accounting, internal control and risk management, regulatory compliance, corporate governance and company secretarial work for listed issuers including major red chips companies.

Dr. Ngai is a Fellow of the Hong Kong Chartered Governance Institute (formerly known as the Hong Kong Institute of Chartered Secretaries), a Fellow of the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators), a member of The Hong Kong Institute of Certified Public Accountants, a Fellow of Association of Chartered Certified Accountants in the United Kingdom and a member of the Chartered Institute of Arbitrators.

Dr. Ngai obtained a Doctoral Degree in Economics (Finance) at Shanghai University of Finance and Economics, a Master's Degree in Corporate Finance from Hong Kong Polytechnic University, a Master's Degree in Business Administration from Andrews University of Michigan and a Bachelor's Degree in Law at University of Wolverhampton.

### **Waiver From Strict Compliance With Rules 3.28 And 8.17 Of The Listing Rules**

Reference is made to the announcement of the Bank dated 20 January 2020 and the waiver (the "**Waiver**") granted to the Bank by the Stock Exchange from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules in respect of the eligibility of Mr. YU Jun (余軍) ("**Mr. Yu**"), an executive Director of the Bank, to act as a Joint Company Secretary for a three-year period from the date of appointment of Mr. Yu as a Joint Company Secretary of the Bank (i.e. 20 January 2020) to 19 January 2023 (the "**Waiver Period**"), on the condition that Mr. Yu would be assisted by Ms. Leung, who possesses the qualifications required under Rule 3.28 of the Listing Rules, during the Waiver Period.

Given the condition of the Waiver could no longer be fulfilled following the resignation of Ms. Leung, the Bank has applied to the Stock Exchange and has already been granted with a new waiver (the "**New Waiver**") by the Stock Exchange from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for the remaining period of the Waiver Period (i.e. from 25 February 2022 to 19 January 2023) (the "**New Waiver Period**") in relation to the eligibility of Mr. Yu to act as a Joint Company Secretary, on the conditions that: (i) Mr. Yu will be assisted by Dr. Ngai during the New Waiver Period; (ii) the New Waiver could be revoked if there are material breaches of the Listing Rules by the Bank; and (iii) the Bank will announce the details of the New Waiver, including its reasons and conditions.

The Bank shall notify the Stock Exchange at the end of the New Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that, after the end of the New Waiver Period, the Bank will be able to demonstrate that Mr. Yu, having had the benefit of Dr. Ngai's assistance during the New Waiver Period, has attained the relevant experience and is capable of discharging the functions the company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The New Waiver will be revoked immediately if and when Dr. Ngai ceases to provide assistance to Mr. Yu.

The biographical details of Mr. Yu are set out as follows:

Mr. Yu Jun (余軍), aged 51, has been a party committee member, the chief financial officer and the head of finance of the Bank since August 2019, an executive Director of the Bank since October 2019, a Joint Company Secretary of the Bank since January 2020 and a director of Jinyin Finance Lease Co., Ltd. (錦銀金融租賃有限責任公司) since April 2021.

Since December 1988, Mr. Yu has held various positions in Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司) (“ICBC”) (listed on the Shanghai Stock Exchange, stock code: 601398; listed on the Stock Exchange, stock code: 1398). He successively served as the vice chief and chief of the No. 1 finance section of planning finance division under the business department and the chief and deputy director of the finance management section of ICBC Jiangsu branch from November 1999 to November 2006. He successively served as the vice general manager of the finance and accounting division under the business department and the general secretary of supervisory committee of centralized procurement of ICBC Jiangsu branch from November 2006 to May 2012, as the chief of the taxation matters management division of the headquarter of ICBC from May 2012 to December 2017 and as the vice party committee secretary (grassroots service) of ICBC Ma’anshan branch in Anhui from December 2017 to August 2019. He also served as the vice president of ICBC Ma’anshan branch in Anhui from February 2018 to August 2019.

Mr. Yu graduated from the Jiangsu Provincial Party School of the Communist Party of China (中共江蘇省委黨校) in Jiangsu, the PRC with the major of finance in December 2003. He obtained a bachelor’s degree of economics from Beijing Normal University (北京師範大學) in Beijing, the PRC in June 2018. He also obtained the Certificate of Cambridge Senior Financial Management and Commercial Management (劍橋高級金融管理及商務管理證書) in November 2018 and has the title of economist.

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

The Board would like to take this opportunity to express its gratitude to Ms. Leung for her valuable contribution to the Bank during her tenure of service, and to welcome Dr. Ngai on his new appointment.

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

Jinzhou, Liaoning Province, the PRC  
25 February 2022

*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; and 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.*