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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)
(the "Bank")
(Stock code: 416)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to page VII-6 of the prospectus of the Bank dated November 24, 2015. At the extraordinary shareholders' meeting of the Bank on October 14, 2014, the board of directors (the "**Board**") of the Bank was authorised to handle at its full discretion all matters relating to the listing of the Bank's H shares.

Following the partial exercise of the over-allotment option (the details of which are disclosed in the announcement of the Bank dated December 22, 2015), the Bank has made relevant amendments to articles of association of the Bank (the "**Articles**") to reflect the issue and sales of additional shares of the Bank and the increase in the registered capital of the Bank as a result of the partial exercise of the over-allotment option. Details of the relevant amendments to the Articles are as follows:

Article 25

The original Article 25 should be amended and restated to read as follows:

"With the approval of the authority authorized by the State Council, the Bank may issue 5,781,615,684 ordinary shares. The shareholding structure of the Bank is: 5,781,615,684 ordinary shares, among which, 4,264,295,684 are domestic shares, accounting for 73.76% of the total shares of the Bank; 1,517,320,000 are H shares, accounting for 26.24% of the total shares of the Bank."

Article 28

The original Article 28 should be amended and restated to read as follows:

"The Bank's registered capital shall be RMB 5,781,615,684."

The full text of the Articles can be viewed at the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Bank (www.jinzhoubank.com).

Shareholders of the Bank should be aware that the English version of the Articles is a translation from the Chinese version. The Chinese version of the Articles shall prevail in the case of discrepancies and/or inconsistencies between the two versions.

By order of the Board of the Bank
Zhang Wei
Chairman

Hong Kong, December 23, 2015

As at the date of this announcement, the executive directors of the Bank are ZHANG Wei, CHEN Man, ZHAO Jie, WANG Jing and WANG Xiaoyu; the non-executive directors are LI Dongjun, ZHANG Caiguang, WU Zhengkui and GU Jie; and the independent non-executive directors are JIANG Daxing, DENG Xiaoyang, JIA Yuge, NIU Sihu, JIANG Jian and CHOON Yew Khee.

** 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.*