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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: 0416)*

**POLL RESULTS OF THE ANNUAL GENERAL MEETING,  
DOMESTIC SHAREHOLDERS' CLASS MEETING AND  
H SHAREHOLDERS' CLASS MEETING  
HELD ON 29 JUNE 2016  
PAYMENT OF 2015 FINAL DIVIDEND  
AND  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the notice of AGM (the "**Notice of AGM**"), the notice of Domestic Shareholders' Class Meeting (the "**Notice of Domestic Shareholders' Class Meeting**") and the notice of H Shareholders' Class Meeting (the "**Notice of H Shareholders' Class Meeting**") (collectively, the "**Notices**") and the circular (the "**Circular**") of Bank of Jinzhou Co., Ltd. (the "**Bank**") dated 13 May 2016. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Notices and the Circular.

The AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting (collectively, the "**Meetings**") of the Bank were held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC on 29 June 2016. The Meetings were held in accordance with the requirements of the Company Law of the PRC and the Articles of Association.

## POLL RESULTS OF THE MEETINGS

As at the date of the AGM, the issued Shares of the Bank are 5,781,615,684 Shares (the “**Shares**”) (among which, 4,264,295,684 are Domestic Shares and 1,517,320,000 are H Shares), all of which entitle the holders to attend and vote for or against or abstain the resolutions put forward at the AGM. Shareholders holding an aggregate of 5,022,674,108 voting Shares, representing approximately 86.87 % of the total number of issued Shares of the Bank, attended the AGM either in person or by proxy.

As at the date of the Domestic Shareholders’ Class Meeting, the total number of issued Domestic Shares of the Bank are 4,264,295,684 Shares (the “**Domestic Shares**”), all of which entitle the holders to attend and vote for or against or abstain the resolutions put forward at the Domestic Shareholders’ Class Meeting. Shareholders holding an aggregate of 4,165,481,108 voting Domestic Shares, representing approximately 97.68% of the total number of issued Domestic Shares of the Bank, attended the Domestic Shareholders’ Class Meeting either in person or by proxy.

As at the date of the H Shareholders’ Class Meeting, the total number of issued H Shares of the Bank are 1,517,320,000 Shares (the “**H Shares**”), all of which entitle the holders to attend and vote for or against or abstain the resolutions put forward at the H Shareholders’ Class Meeting. Shareholders holding an aggregate of 857,193,000 voting H Shares, representing approximately 56.49% of the total number of issued H Shares of the Bank, attended the H Shareholders’ Class Meeting either in person or by proxy.

No shareholder was required to abstain from voting on any resolution put forward at the Meetings under the requirements of the Listing Rules. There were no Shares entitling the holder to attend the Meetings but abstain from voting in favour of any of resolution under Rule 13.40 of the Listing Rules. No Shareholder has stated the intention in the Notices and the Circular to vote against or to abstain from voting on any of resolution put forward at the Meetings. All the resolutions put forward at the Meetings were voted by way of poll. Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank, acted as the scrutineer for vote-taking at the Meetings. Two Shareholders’ representatives and one Supervisors’ representative were also responsible for the vote-taking and vote-tabulation at the Meetings.

The poll results in respect of each resolution proposed at the AGM were as follows:

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To receive, consider and approve the report of the Board for the year ended 31 December 2015.	5,022,574,108 (99.998009%)	0 (0.000000%)	100,000 (0.001991%)
2.	To receive, consider and approve the report of the board of supervisors of the Bank for the year ended 31 December 2015.	5,022,574,108 (99.998009%)	0 (0.000000%)	100,000 (0.001991%)
3.	To receive, consider and approve the Bank's final financial accounts for the year ended 31 December 2015 and financial budget plan for the year ended 31 December 2016.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
4.	To receive, consider and approve the annual report of the Bank for the financial year ended 31 December 2015.	5,022,574,108 (99.998009%)	0 (0.000000%)	100,000 (0.001991%)
5.	To consider and approve the Bank's profit distribution plan for the year ended 31 December 2015, namely the proposed distribution of a final dividend of RMB0.135 per share (tax inclusive) and RMB780,518,117.34 in aggregate (tax inclusive) for the year ended 31 December 2015.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
6.	To consider and approve the re-appointment of KPMG as the Bank's international and domestic auditors until the next annual general meeting of the Bank to be held in 2017, and to authorize the Board and authorized person of the Board to determine its remuneration.	5,022,636,108 (99.999243%)	38,000 (0.000757%)	0 (0.000000%)
7.	To consider and approve the appointment of Mr. Lin Yanjun as an independent non-executive Director.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstain
8.	To receive, consider and approve the appraisal report on Directors' performance of duties in 2015.	5,022,574,108 (99.998009%)	0 (0.000000%)	100,000 (0.001991%)
9.	To receive, consider and approve the report of use of proceeds from past fund raising activities.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
Special Resolutions		Number of votes (%)		
		For	Against	Abstain
10.	To consider and approve the proposed amendments to the articles of association of the Bank.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
11.	To consider and approve the issue of the tier 2 capital bonds.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
12.	To consider and approve the issue of financial bonds specialized for small and micro enterprises.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
13.	To consider and approve the Bank's issue of new H shares under specific mandate.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
14.	To grant authorization to the Board to implement the Bank's issue of new H shares.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
15.	To consider and approve amendments to the Bank's articles of association consequential to the Bank's issue of new H shares.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
16.	To consider and approve the proposal on the Bank's A Share Offering.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
17.	To grant authorization to the Board to implement the A Share Offering.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
18.	To consider and approve the use of proceeds from the A Share Offering.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)

Special Resolutions		Number of votes (%)		
		For	Against	Abstain
19.	To consider and approve the proposal on the distribution of the accumulated undistributed profits before the A Share Offering.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
20.	To consider and approve the three-year dividend plan after the A Share Offering.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
21.	To consider and approve the price stabilizing plan for the A Shares within three years after the A Share Offering.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
22.	To consider and approve the undertakings on disclosure of information in the prospectus published in connection with the A Share Offering.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
23.	To consider and approve the dilution of immediate return and recovery of return on the A Share Offering.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
24.	To consider and approve undertakings to be given for the purpose of the A Share Offering.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
25.	To consider and approve the amendments to the Bank's articles of association consequential to the A Share Offering.	5,022,674,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)

As more than half of the votes from the Shareholders (including their proxies) attending and voting at the AGM were respectively cast in favour of resolutions numbered 1 to 9, these resolutions were duly passed as ordinary resolutions. As more than two-thirds of the votes from the Shareholders (including their proxies) attending and voting at the AGM were cast in favour of resolutions numbered 10 to 25, these resolutions were duly passed as special resolutions.

The poll results in respect of each resolution proposed at the Domestic Shareholders' Class Meeting were as follows:

Special Resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the Bank's issue of new H shares under specific mandate.	4,165,481,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
2.	To grant authorization to the Board to implement the Bank's issue of new H shares.	4,165,481,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
3.	To consider and approve the proposal on the Bank's A Share Offering.	4,165,481,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
4.	To grant authorization to the Board to implement the A Share Offering.	4,165,481,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
5.	To consider and approve the proposal on the distribution of the accumulated undistributed profits before the A Share Offering.	4,165,481,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
6.	To consider and approve the price stabilizing plan for the A Shares within three years after the A Share Offering.	4,165,481,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
7.	To consider and approve the undertakings on disclosure of information in the prospectus published in connection with the A Share Offering.	4,165,481,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
8.	To consider and approve the dilution of immediate return and recovery of return on the A Share Offering.	4,165,481,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)
9.	To consider and approve undertakings to be given for the purpose of the A Share Offering.	4,165,481,108 (100.000000%)	0 (0.000000%)	0 (0.000000%)

As more than two-thirds of the votes from the Shareholders (including their proxies) attending and voting at the Domestic Shareholders' Class Meeting were cast in favour of the resolutions numbered 1 to 9, these resolutions were duly passed as special resolutions.

The poll results in respect of each resolution proposed at the H Shareholders' Class Meeting were as follows:

Special Resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the Bank's issue of new H shares under specific mandate.	857,193,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
2.	To grant authorization to the Board to implement the Bank's issue of new H shares.	857,193,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
3.	To consider and approve the proposal on the Bank's A Share Offering.	857,193,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
4.	To grant authorization to the Board to implement the A Share Offering.	857,193,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
5.	To consider and approve the proposal on the distribution of the accumulated undistributed profits before the A Share Offering.	857,193,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
6.	To consider and approve the price stabilizing plan for the A Shares within three years after the A Share Offering.	857,193,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
7.	To consider and approve the undertakings on disclosure of information in the prospectus published in connection with the A Share Offering.	857,193,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
8.	To consider and approve the dilution of immediate return and recovery of return on the A Share Offering.	857,193,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)
9.	To consider and approve undertakings to be given for the purpose of the A Share Offering.	857,193,000 (100.000000%)	0 (0.000000%)	0 (0.000000%)

As more than two-thirds of the votes from the Shareholders (including their proxies) attending and voting at the H Shareholders' Class Meeting were cast in favour of the resolutions numbered 1 to 9, these resolutions were duly passed as special resolutions.

## **PAYMENT OF FINAL DIVIDEND FOR 2015**

The Board announces the following information relating to payment of the final dividend for 2015:

The Bank will pay in cash the final dividend (the “**Dividend**”) of RMB0.135 (tax inclusive) per share for the year ended 31 December 2015, with the aggregate amount of RMB780,518,117.34 (tax inclusive). The Dividend is payable to the holders of Domestic Shares and H Shares whose names appear on the register of members of the Bank on 11 July 2016.

The Dividend shall be denominated in RMB. The Dividend payable to the holders of Domestic Shares shall be paid in RMB whilst the Dividend payable to the holders of H Shares shall be paid in HK\$. The exchange rate of RMB to HK\$ to be adopted shall be the average middle exchange rates of the five business days preceding and including the date of declaration of such dividends at the AGM (being 23 June 2016 to 29 June 2016, inclusive) as announced by the PBOC, i.e. HK\$1.00 : RMB0.852334. Accordingly, the Dividend payable per H Share is HK\$0.1584 (tax inclusive).

The Bank has appointed Computershare Hong Kong Trustees Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) which will receive the Dividend declared by the Bank on behalf of the H shareholders. The Dividend will be paid by the Receiving Agent and the dividend warrants will be posted by the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, by ordinary mail to H Shareholders who are entitled to receive the Dividend at their own risk on or around 22 July 2016.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

With the approval from the Shareholders at the AGM, Mr. Lin Yanjun was appointed as an independent non-executive Director of the fourth session of the Board.

The qualification as a director of Mr. Lin Yanjun is subject to the approval of the regulatory authority, and he shall hold office from the date of approval granted by the regulatory authority till the expiry of the term of the fourth session of the Board.

Please refer to the Circular for the biographical details of Mr. Lin Yanjun.

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

Jinzhou, the PRC  
29 June 2016

*As at the date of this announcement, the Board comprises Mr. Zhang Wei, Ms. Chen Man, Ms. Zhao Jie, Mr. Wang Jing and Ms. Wang Xiaoyu, as executive directors; Mr. Li Dongjun, Mr. Zhang Caiguang, Mr. Wu Zhengkui and Ms. Gu Jie, as non-executive directors; Mr. Jiang Daxing, Mr. Deng Xiaoyang, Mr. Niu Sihui, Ms. Jiang Jian and Mr. Choon Yew Khee, 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.*