

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)*  
**(the "Bank")**  
**(Stock code: 0416)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING,  
DOMESTIC SHAREHOLDERS' CLASS MEETING AND  
H SHAREHOLDERS' CLASS MEETING  
HELD ON 25 MAY 2017  
AND  
PAYMENT OF 2016 FINAL DIVIDEND**

Reference is made to the notice of AGM, the notice of Domestic Shareholders' Class Meeting and the notice of H Shareholders' Class Meeting of the Bank dated 10 April 2017 (collectively, the "**Notices**") and the circular of the Bank dated 18 April 2017 (the "**Circular**"). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE MEETINGS**

The Board is pleased to announce that, the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting (collectively, the "**Meetings**") were held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC on 25 May 2017 and the proposed resolutions set out in the Notices were duly passed by poll. The Meetings were held in accordance with the requirements of the Company Law of the PRC and the Articles of Association.

As at the date of the AGM, the issued shares of the Bank are 6,781,615,684 shares (among which, 4,264,295,684 are Domestic Shares and 2,517,320,000 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 4,619,039,951 voting shares, representing approximately 68.11% of the total number of issued shares of the Bank, attended the AGM either in person or by proxy.

Jincheng International Logistics Group Co., Ltd.<sup>+</sup> (錦程國際物流集團股份有限公司 “**Jincheng Interational**”) and Dalian Changxing Island Green-city Development Co., Ltd.<sup>+</sup> (大連長興島綠城發展有限公司 “**Green-city Development**”), which are controlled by Mr. Li Dongjun, a non-executive Director, are the related parties of the Bank and Jinlian Holding Group. Therefore, Jincheng International and Green-city Development, holding a total of 246,686,586 Domestic Shares as at the date of the AGM, are materially interested in the ordinary resolution no. 7(1) put forward at the AGM and have abstained from voting on such ordinary resolution. As at the date of the AGM, total number of shares that entitled the holders of shares to attend and vote for or against or abstain from voting on the ordinary resolution no. 7(1) at the AGM was 6,534,929,098 shares. Beizhen Deying, which is controlled by Mr. Tian Deying, a supervisor of the Bank, is the related party of the Bank. Therefore, Beizhen Deying, holding a total of 100,642,000 Domestic Shares as at the date of the AGM, is materially interested in the ordinary resolution no. 7(2) put forward at the AGM and have abstained from voting on such ordinary resolution. As at the date of the AGM, total number of shares that entitled the holders of shares to attend and vote for or against or abstain from voting on the ordinary resolution no. 7(2) at the AGM was 6,680,973,684 shares.

As at the date of the Domestic Shareholders’ Class Meeting, the total number of issued Domestic Shares are 4,264,295,684 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 3,943,834,067 voting Domestic Shares, representing approximately 92.49% of the total number of issued Domestic Shares, 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 are 2,517,320,000 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 1,981,302,884 voting H Shares, representing approximately 78.71% of the total number of issued H Shares, attended the H Shareholders’ Class Meeting either in person or by proxy.

<sup>+</sup> *For identification purposes only*

Save as disclosed above, 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 annual report of the Bank for the financial year ended 31 December 2016.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
2.	To receive, consider and approve the report of the board of directors of the Bank for the year ended 31 December 2016.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
3.	To receive, consider and approve the report of the board of supervisors of the Bank for the year ended 31 December 2016.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
4.	To receive, consider and approve the appraisal report on Directors' performance of duties in 2016.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
5.	To receive, consider and approve the Bank's final financial accounts for the year ended 31 December 2016 and financial budget plan for the year ended 31 December 2017.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
6.	To consider and approve the Bank's profit distribution plan for the year ended 31 December 2016, namely the proposed distribution of a final dividend of RMB0.15 per share (tax inclusive) and RMB1,017,242,352.6 in aggregate (tax inclusive) for the year ended 31 December 2016.	4,435,714,951 (96.031102%)	0 (0.000000%)	183,325,000 (3.968898%)

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstain
7.	To consider and approve the credit extension plan for related parties for the year 2017:			
	(1) Credit extension plan for Jinlian Holding Group and other 11 related parties.	4,189,028,365 (95.807178%)	0 (0.000000%)	183,325,000 (4.192822%)
	(2) Credit extension plan for Jinzhou Shunda and Beizhen Deying.	4,335,072,951 (95.942699%)	0 (0.000000%)	183,325,000 (4.057301%)
8.	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 2018, and to authorize the Board and authorized person of the Board to determine its remuneration.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
Special Resolutions		Number of votes (%)		
		For	Against	Abstain
9.	To consider and approve, item by item, the following items of the proposal on the non-public issuance of the Offshore Preference Shares by the Bank:			
	(1) Type of preference shares to be issued.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(2) Number of preference shares to be issued and issue size.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(3) Par value and issue price.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(4) Maturity.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(5) Method of issuance and target investors.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(6) Lock-up period.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(7) Dividend distribution terms.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(8) Terms of mandatory conversion.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstain
(9)	Terms of conditional redemption.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(10)	Restrictions on voting rights and terms of restoration of voting rights.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(11)	Order of distribution on liquidation and procedures for liquidation.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(12)	Security.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(13)	Rating.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(14)	Use of proceeds.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(15)	Listing/trading arrangements.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(16)	Validity period of the resolution for the issuance of the Offshore Preference Shares.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
10.	To consider and approve the proposal on the authorisation to the Board and the persons authorised by the Board to deal with all matters relating to the issuance of the Offshore Preference Shares.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
11.	To consider and approve the proposed amendments to the articles of association of the Bank.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
12.	To consider and approve the extension of the validity period of the A Share Offering and the relevant authorisation matters.	4,619,039,951 (100.000000%)	0 (0.000000%)	0 (0.000000%)
13.	To consider and approve the general mandate to issue new Shares.	4,616,859,067 (99.952785%)	2,180,884 (0.047215%)	0 (0.000000%)
14.	To consider and approve the issue of the Green Financial Bonds.	4,619,039,951 (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 8, 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 9 to 14, 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, item by item, the following items of the proposal on the non-public issuance of the Offshore Preference Shares by the Bank:			
	(1) Type of preference shares to be issued.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(2) Number of preference shares to be issued and issue size.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(3) Par value and issue price.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(4) Maturity.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(5) Method of issuance and target investors.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(6) Lock-up period.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(7) Dividend distribution terms.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(8) Terms of mandatory conversion.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(9) Terms of conditional redemption.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(10) Restrictions on voting rights and terms of restoration of voting rights.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)

Special Resolutions		Number of votes (%)		
		For	Against	Abstain
	(11) Order of distribution on liquidation and procedures for liquidation.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(12) Security.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(13) Rating.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(14) Use of proceeds.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(15) Listing/trading arrangements.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(16) Validity period of the resolution for the issuance of the Offshore Preference Shares.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
2.	To consider and approve the proposal on the authorisation to the Board and the persons authorised by the Board to deal with all matters relating to the issuance of the Offshore Preference Shares.	3,943,834,067 (100.000000%)	0 (0.000000%)	0 (0.000000%)
3.	To consider and approve the extension of the validity period of the A Share Offering and the relevant authorisation matters.	3,943,834,067 (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 3, 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, item by item, the following items of the proposal on the non-public issuance of the Offshore Preference Shares by the Bank:			
	(1) Type of preference shares to be issued.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(2) Number of preference shares to be issued and issue size.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(3) Par value and issue price.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(4) Maturity.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(5) Method of issuance and target investors.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(6) Lock-up period.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(7) Dividend distribution terms.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(8) Terms of mandatory conversion.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(9) Terms of conditional redemption.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(10) Restrictions on voting rights and terms of restoration of voting rights.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(11) Order of distribution on liquidation and procedures for liquidation.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(12) Security.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)

Special Resolutions		Number of votes (%)		
		For	Against	Abstain
	(13) Rating.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(14) Use of proceeds.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(15) Listing/trading arrangements.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(16) Validity period of the resolution for the issuance of the Offshore Preference Shares.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
2.	To consider and approve the proposal on the authorisation to the Board and the persons authorised by the Board to deal with all matters relating to the issuance of the Offshore Preference Shares.	1,981,302,884 (100.000000%)	0 (0.000000%)	0 (0.000000%)
3.	To consider and approve the extension of the validity period of the A Share Offering and the relevant authorisation matters.	1,981,302,884 (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 3, these resolutions were duly passed as special resolutions.

#### **PAYMENT OF FINAL DIVIDEND FOR 2016**

The Board announces the following information relating to payment of the final dividend for 2016:

The Bank will pay in cash the final dividend (the “**Dividend**”) of RMB0.15 (tax inclusive) per share for the year ended 31 December 2016, with the aggregate amount of RMB1,017,242,352.6 (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 Friday, 9 June 2017.

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 19 May 2017 to 25 May 2017, inclusive) as announced by the PBOC, i.e. HK\$1.00 : RMB0.882574. Accordingly, the Dividend payable per H Share is HK\$0.170 (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 Monday, 24 July 2017.

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

Jinzhou, the PRC  
25 May 2017

*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 Canguang, Mr. Wu Zhengkui and Ms. Gu Jie, as non-executive Directors; Mr. Jiang Daxing, Mr. Deng Xiaoyang, Mr. Niu Sihui, Ms. Jiang Jian, Mr. Choon Yew Khee and Mr. Lin Yanjun, 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.*