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**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 EXTRAORDINARY GENERAL MEETING  
HELD ON 8 FEBRUARY 2017  
AND  
APPOINTMENT OF EXECUTIVE DIRECTOR AND  
VICE CHAIRMAN OF THE BOARD**

Reference is made to the notice of the EGM dated 9 December 2016 and the notice of change of date of the EGM dated 16 December 2016 (the "Notices") and the circular of the Bank dated 9 December 2016 (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 EGM**

The Board is pleased to announce that the EGM was held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC on 8 February 2017, and the proposed resolutions as set out in the notice of the EGM dated 9 December 2016 (the "Resolutions") were duly passed by the Shareholders by way of poll. The EGM was held in accordance with the requirements of the Company Law of PRC and the Articles of Associations.

The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the proposal on the proposed amendments to the rules of procedures for Shareholders' general meetings;	5,429,269,919 (100.000000%)	0 (0.000000%)	0 (0.000000%)

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstain
2.	To consider and approve the proposal on the proposed amendments to the rules of procedures for the Board meetings;	5,429,269,919 (100.000000%)	0 (0.000000%)	0 (0.000000%)
3.	To consider and approve the proposal on the proposed amendments to the rules of procedures for the board of supervisors' meetings;	5,429,269,919 (100.000000%)	0 (0.000000%)	0 (0.000000%)
4.	To consider and approve the proposed amendments to the administrative measures for the related transactions;	5,429,269,919 (100.000000%)	0 (0.000000%)	0 (0.000000%)
5.	To consider and approve the proposal on the proposed amendments to the rules for the implementation on the administration of the related credit extension;	5,429,269,919 (100.000000%)	0 (0.000000%)	0 (0.000000%)
6.	To consider and approve the appointment of Mr. Huo Lingbo as an executive Director;	5,429,253,786 (99.999703%)	16,133 (0.000297%)	0 (0.000000%)
Special Resolution		Number of votes (%)		
		For	Against	Abstain
7.	To consider and approve the proposal on the proposed amendments to the Articles of Association.	5,429,269,919 (100.000000%)	0 (0.000000%)	0 (0.000000%)

As at the date of the EGM, 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 EGM. Shareholders holding an aggregate of 5,429,269,919 voting Shares, representing approximately 80.06% of the total number of issued Shares of the Bank, attended the EGM either in person or by proxy.

No Shareholder was required to abstain from voting on any of Resolutions put forward at the EGM under the requirements of the Listing Rules. There were no Shares entitling the holder to attend the EGM but abstain from voting in favour of any of Resolutions 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 the Resolutions. All the Resolutions were voted by way of poll. Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank in Hong Kong, acted as the scrutineer for vote-taking at the EGM. Two Shareholders' representatives and one supervisors' representative were also responsible for the vote-taking and vote-tabulation at the EGM.

As more than half of the votes from the Shareholders (including their proxies) attending and voting at the EGM were respectively cast in favour of Resolutions numbered 1 to 6, 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 EGM were cast in favour of Resolutions numbered 7, this resolution was duly passed as special resolution.

### **APPOINTMENT OF EXECUTIVE DIRECTOR AND VICE CHAIRMAN OF THE BOARD**

With the approval from the Shareholders at the EGM, Mr. Huo Lingbo was appointed as an executive Director of the fourth session of the Board.

The qualification as a Director of Mr. Huo Lingbo is subject to the approval of the relevant regulatory authorities, and he shall hold office from the date of approval granted by the relevant regulatory authorities till the expiry of the term of the fourth session of the Board.

Please refer to the Circular for the biographical details of Mr. Huo Lingbo.

The Board further announces that, at the meeting of the Board convened immediately after the EGM, the Board has resolved to appoint Mr. Huo Lingbo as the vice chairman of the fourth session of the Board. The above appointment of Mr. Huo Lingbo shall be effective upon his director's qualification being approved by the relevant regulatory authorities.

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

Jinzhou, the PRC, 8 February 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 Caiguang, Mr. Wu Zhengkui and Ms. Gu Jie, as non-executive Directors; Mr. Jiang Daxing, Mr. Deng Xiaoyang, Mr. Niu Sihu, Ms. Jiang Jian, Mr. Choon Yew Khee and Mr. Lin Yanjun, as independent non-executive Directors.*

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