

**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended  
(dd/mm/yyyy) :**

28/02/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Bank of Jinzhou Co., Ltd.

Date Submitted 01/03/2018

**I. Movements in Authorised Share Capital**

**1. Ordinary Shares**

(1) Stock code : N/A Description : Domestic Shares

	No. of ordinary shares	Par value (RMB)	Authorised share capital (RMB)
Balance at close of preceding month	<u>4,264,295,684</u>	<u>1.00</u>	<u>4,264,295,684</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>4,264,295,684</u>	<u>1.00</u>	<u>4,264,295,684</u>

(2) Stock code : 416 Description : H Shares

	No. of ordinary shares	Par value (RMB)	Authorised share capital (RMB)
Balance at close of preceding month	<u>2,517,320,000</u>	<u>1.00</u>	<u>2,517,320,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>2,517,320,000</u>	<u>1.00</u>	<u>2,517,320,000</u>

## 2. Preference Shares

Stock code :	<u>4615</u>	Description :	<u>U.S.\$1,496,000,000 5.50% Non-Cumulative Perpetual Offshore Preference Shares (“Offshore Preference Shares”)</u>	
			No. of preference shares	Par value (RMB)
				Authorised share capital (U.S.\$) (See Remark 2)
Balance at close of preceding month	<u>74,800,000</u>	<u>100.00</u>	<u>1,496,000,000</u>	
Increase/(decrease)	<u>Nil</u>	<u>N/A</u>	<u>Nil</u>	
Balance at close of the month	<u>74,800,000</u>	<u>100.00</u>	<u>1,496,000,000</u>	

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>	
			No. of other classes of shares	Par value (State currency)
				Authorised share capital (State currency)
Balance at close of preceding month	<u>                    </u>	<u>                    </u>	<u>                    </u>	
Increase/(decrease)	<u>                    </u>	<u>                    </u>	<u>                    </u>	
Balance at close of the month	<u>                    </u>	<u>                    </u>	<u>                    </u>	

Total authorised share capital at the end of the month:

- Ordinary Shares:	<u>RMB6,781,615,684</u>
- Preference Shares:	<u>U.S.\$1,496,000,000</u>
	<u>(see Remark 2)</u>



Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
2.						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
3.						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
4.						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
Total B. (Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the Offshore Preference Shares	U.S.\$	1,496,000,000	Nil	1,496,000,000	-	1,278,084,312 H Shares (see Remark 3)
Stock code (if listed)	4615					
Class of shares issuable (Note 1)	H Shares					
Subscription price	The initial conversion price is HK\$9.09 per H share, subject to adjustment					
AGM approval date (if applicable) (dd/mm/yyyy)	(25/05/2017)					
2. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
					Total C. (Ordinary shares)	N/A
					(Preference shares)	N/A
					(Other class)	N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A <hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)		
2. N/A <hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)		
3. N/A <hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)		
<div style="text-align: right;">Total D. (Ordinary shares)</div> <div style="text-align: right;">(Preference shares)</div> <div style="text-align: right;">(Other class)</div>	N/A N/A N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
2. Open offer	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
3. Placing	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM0275 approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
4. Bonus issue			Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
6.	Repurchase of shares		Class of shares _____ repurchased (Note 1) Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
7.	Redemption of shares		Class of shares _____ redeemed (Note 1) Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
8.	Consideration issue	At price : State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A



Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares _____ issuable (Note 1)  Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )	( / / )
	At price : _____ State currency _____	<u>N/A</u>	<u>N/A</u>
10. Other (Please specify)	Class of shares _____ issuable (Note 1)  Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )	( / / )
	At price : _____ State currency _____	<u>N/A</u>	<u>N/A</u>
Total E. (Ordinary shares)		<u>N/A</u>	
(Preference shares)		<u>N/A</u>	
(Other class)		<u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	<u>N/A</u>
(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

Remarks (if any):

1. As the Bank is incorporated in the People's Republic of China, the concept of "authorised share capital" is not applicable. The information shown as "authorised share capital" in section I above refers to the "issued share capital" of the Bank.
  2. Calculated by multiplying the total number of Offshore Preference Shares issued by the issuance price of each Offshore Preference Share, being U.S.\$20 each.
  3. The initial conversion price of the Offshore Preference Shares (i.e. HK\$9.09 per H Share) is equal to the average trading price of the H Shares of the Bank for the 20 trading days preceding the announcement date of the Board resolution approving the proposed issuance of the Offshore Preference Shares, i.e. 22 March 2017. The number of H Shares issuable upon full conversion of the Offshore Preference Shares is equal to the aggregate liquidation preference of all the Offshore Preference Shares (being U.S.\$20 each, as converted into Hong Kong dollars at the fixed exchange rate of U.S.\$1.00 to HK\$7.7659) divided by the initial conversion price rounded down to the nearest whole number of H Shares.
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Submitted by:           ZHANG Wei          

Title:                     Chairman                      
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*