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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)*

**(Stock Code: 0416)**

**(Stock Code of Preference Shares: 4615)**

## **RESIGNATION OF NON-EXECUTIVE DIRECTOR AND PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

### **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (“**Director(s)**”) of Bank of Jinzhou Co., Ltd. (the “**Bank**”) hereby announces that Ms. Ning Jie (寧潔) (“**Ms. Ning**”) has resigned as a non-executive Director, a member of each of the audit committee, related-party transactions control committee and risk management committee of the Bank due to job re-allocation.

Ms. Ning has confirmed that she has no disagreement with the Board and there is no matter in relation to her resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Bank (the “**Shareholders**”). Ms. Ning has also confirmed that she does not have any action or claim, existing or pending, against the Bank.

The Bank and the Board would like to express their sincere gratitude to Ms. Ning for her outstanding contributions to the Bank during her tenure of service.

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

The Board further announces that it has considered and approved the nomination of Mr. Zhang Guojian (張國建) (“**Mr. Zhang**”) as a candidate of the non-executive Director and to be elected as a member of each of the audit committee, related-party transactions control committee and risk management committee of the Bank. The appointment of Mr. Zhang as a non-executive Director and a member of each of the special committees of the Board of the Bank shall take effect upon consideration and approval by the Shareholders’ general meeting and approval by the China Banking and Insurance Regulatory Commission (the “**CBIRC**”) for his qualification as a non-executive Director of the Bank, and his term of office as a Director shall be three years and subject to re-election upon expiry of his term.

The biographical details of Mr. Zhang are as follows:

Mr. Zhang Guojian (張國建), aged 54, has been serving as the general manager of Huida Asset Management Co., Ltd. (匯達資產託管有限責任公司) since May 2021 and the manager of Beijing Chengfang Huida Enterprise Management Co., Ltd. (北京成方匯達企業管理有限公司) since March 2022. He worked at the People's Bank of China from August 1990 to January 2011 and served as the vice general manager of Huida Asset Management Co., Ltd. (匯達資產託管有限責任公司) from January 2011 to May 2021. Mr. Zhang obtained a bachelor's degree in finance from Zhengzhou University in Henan, the People's Republic of China (the "PRC") in August 1990 and a master's degree in public management from a cooperative project between Peking University and National Academy of Governance in Beijing, the PRC in July 2010, and holds the professional qualification of senior economist.

Subject to approval of the appointment of Mr. Zhang as a non-executive Director of the Bank by the Shareholders' general meeting and approval of his qualification by the CBIRC, the Bank will enter into a service contract with Mr. Zhang. His term of office as a Director shall be three years and subject to re-election upon expiry of his term. As determined in accordance with the Bank's remuneration management policy, Mr. Zhang will not receive remuneration for his capacity as a non-executive Director.

Save as disclosed in this announcement, Mr. Zhang has confirmed that: (i) he did not have any relationship with any Directors, supervisors, senior management or substantial Shareholders of the Bank or controlling shareholders of its subsidiaries; (ii) he did not hold any other position in the Bank or its subsidiaries and did not hold any directorship or supervisorship in any other companies listed in Hong Kong or overseas for the past three years; and (iii) he did not have or is not deemed to have any interest in shares, underlying shares and debentures of the Bank or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed in this announcement, there are no other matters in relation to the resignation of Ms. Ning and the appointment of Mr. Zhang which are required to be disclosed to the Shareholders and the Stock Exchange, or matters which would require disclosure in accordance with Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

According to Article 170 of the articles of association ("**Articles of Association**") of the Bank, the Board shall consist of 15 Directors. Following the resignation of Ms. Ning as a non-executive Director, the Bank fails to comply with the provisions set out in Article 170 of the Articles of Association. However, the resignation of Ms. Ning has not resulted in the number of members of the Board falling below the statutory quorum as required under the Company Law of the PRC and will not affect the operation of the Board in compliance with the applicable rules and regulations of the PRC. The Bank will appoint Mr. Zhang as the new non-executive Director according to the relevant rules and regulations of the PRC and the relevant election procedures under the Articles of Association.

A circular containing, among other things, the resolution on the proposed appointment of non-executive Director and the notice of the extraordinary general meeting will be dispatched to the Shareholders in due course.

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

Jinzhou, Liaoning Province, the PRC  
8 August 2022

*As at the date of this announcement, the Board comprises Mr. Wei Xuekun, Mr. Guo Wenfeng, Mr. Kang Jun, Mr. Yang Weihua and Mr. Yu Jun as executive Directors; Mr. Zhao Chuanxin, Ms. Gu Jihong, Mr. Lyu Fei and Mr. Luo Nan as non-executive Directors; and Mr. Wu Jun, Mr. Xie Taifeng, Mr. Xiao Geng, Mr. Wang Xiongyuan and Mr. Su Mingzheng 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.*