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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)*

**(Stock Code: 0416)**

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

## **CHANGE OF JOINT COMPANY SECRETARY**

The Board hereby announces that Mr. Sun Jing resigned as a joint company secretary of the Bank on 20 January 2020 and Mr. Yu Jun has been appointed as a joint company secretary of the Bank with effect from the same date.

The Board further announces that the Stock Exchange has granted a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Yu Jun as a joint company secretary of the Bank, who currently does not possess the academic or professional qualifications specified under Rule 3.28 of the Listing Rules.

### **Resignation of Joint Company Secretary**

The board of directors (the “**Board**”) of the Bank of Jinzhou Co., Ltd. (the “**Bank**”) announces that Mr. Sun Jing (“**Mr. Sun**”) has tendered his resignation as a joint company secretary of the Bank under Rules 3.28 and 8.17 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) due to the change of his work arrangements within the Bank with effect from 20 January 2020.

Mr. Sun has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation which has to be brought to the attention of the shareholders of the Bank (the “**Shareholders**”) or the Stock Exchange.

The Bank would like to express its sincere gratitude to Mr. Sun for his positive contribution to the Bank as a joint company secretary during his term of office.

## **Appointment of Joint Company Secretary**

The Board is pleased to announce that it has resolved to appoint Mr. Yu Jun (“**Mr. Yu**”), the executive director of the Bank, as a joint company secretary of the Bank in place of Mr. Sun under Rules 3.28 and 8.17 of the Listing Rules with effect from 20 January 2020.

The biographical details of Mr. Yu are set out below:

**Mr. YU Jun (余軍)**, aged 49, has been a party committee member, the chief financial officer and the head of finance of the Bank since August 2019 and an executive director of the Bank since October 2019.

Since December 1988, Mr. Yu has held various positions in Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司) (“**ICBC**”). He successively served as the vice chief and chief of the No. 1 finance section of planning finance division under the business department and the chief and deputy director of the finance management section of ICBC Jiangsu branch from November 1999 to November 2006. He successively served as the vice general manager of the finance and accounting division under the business department and the general secretary of supervisory committee of centralized procurement of ICBC Jiangsu branch from November 2006 to May 2012, as the chief of the taxation matters management division of the headquarter of ICBC from May 2012 to December 2017 and as the vice party committee secretary (grassroots service) of ICBC Ma’anshan branch in Anhui from December 2017 to August 2019. He also served as the vice president of ICBC Ma’anshan branch in Anhui from February 2018 to August 2019.

Mr. Yu graduated from the Jiangsu Provincial Party School of the Communist Party of China (中共江蘇省委黨校) in Jiangsu, the PRC with the major of finance in December 2003. He obtained a bachelor’s degree of economics from Beijing Normal University (北京師範大學) in Beijing, the PRC in June 2018. He also obtained the Certificate of Cambridge Senior Financial Management and Commercial Management (劍橋高級金融管理及商務管理證書) in November 2018 and has the title of economist.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Yu that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of the Listing Rules.

## **Waiver from Strict Compliance with Rules 3.28 and 8.17 of the Listing Rules**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Yu currently does not possess the academic or professional qualifications of a company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. Ms. Leung Wing Han Sharon (“**Ms. Leung**”), who is another joint company secretary of the Bank and meets the requirement under Note 1 to Rule 3.28 of the Listing Rules, will continue to serve as a joint company secretary of the Bank and work closely with and provide assistance to Mr. Yu in discharging his duties and responsibilities as a company secretary of the Bank for the first three years commencing from the appointment of Mr. Yu as a joint company secretary of the Bank (the “**Waiver Period**”). The Bank has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Yu as a joint company secretary of the Bank during the Waiver Period.

The waiver is granted on the conditions that, (i) Mr. Yu will be assisted by Ms. Leung during the Waiver Period; (ii) the Bank shall notify the Stock Exchange at the end of the Waiver Period for them to revisit the situation. The Stock Exchange expects that, after the end of the Waiver Period, the Bank will be able to demonstrate that Mr. Yu can satisfy Rules 3.28 and 8.17, having had the benefit of Ms. Leung’s assistance such that a further waiver will not be necessary; and (iii) the Bank will announce details of the waiver, including its reasons and conditions.

The Board would like to express its warmest welcome to Mr. Yu for taking up the appointment.

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

Jinzhou, Liaoning Province, the PRC  
20 January 2020

*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. Ning Jie, Ms. Gu Jihong, Mr. Lyu Fei and Mr. Luo Nan, as non-executive directors; Mr. Xie Taifeng, Mr. Wu Jun, 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.*