

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.



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

NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "AGM") of Bank of Jinzhou Co., Ltd. (the "Bank") for the year 2015 will be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC at 9:30 a.m. on 29 June 2016 to consider and, if thought fit, to pass, with or without modifications, the following resolutions. Capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated 13 May 2016, unless otherwise specified. Please refer to the circular for details of the proposed resolutions.

ORDINARY RESOLUTIONS

1. To receive, consider and approve the report of the board of directors of the Bank for the year ended 31 December 2015;
2. To receive, consider and approve the report of the board of supervisors of the Bank for the year ended 31 December 2015;
3. To receive, consider and approve the Bank's final financial accounts for the year ended 31 December 2015 and financial budget plan for the year ended 31 December 2016;
4. To receive, consider and approve the annual report of the Bank for the financial year ended 31 December 2015;
5. To consider and approve the Bank's profit distribution plan for the year ended 31 December 2015, namely the proposed distribution of a final dividend of RMB0.135 per share (tax inclusive) and RMB780,518,117.34 in aggregate (tax inclusive) for the year ended 31 December 2015;
6. 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 2017, and to authorize the Board and authorized person of the Board to determine its remuneration;
7. To consider and approve the appointment of Mr. Lin Yanjun as an independent non-executive Director;
8. To receive, consider and approve the appraisal report on Directors' performance of duties in 2015;

9. To receive, consider and approve the report of use of proceeds from past fund raising activities;

SPECIAL RESOLUTIONS

10. To consider and approve the proposed amendments to the articles of association of the Bank;
11. To consider and approve the issue of the tier 2 capital bonds;
12. To consider and approve the issue of financial bonds specialized for small and micro enterprises;
13. To consider and approve the Bank's issue of new H shares under specific mandate;
14. To grant authorization to the Board to implement the Bank's issue of new H shares;
15. To consider and approve amendments to the Bank's articles of association consequential to the Bank's issue of new H shares;
16. To consider and approve the proposal on the Bank's initial public offering and the listing of A shares ("**A Share Offering**");
17. To grant authorization to the Board to implement the A Share Offering;
18. To consider and approve the use of proceeds from the A Share Offering;
19. To consider and approve the proposal on the distribution of the accumulated undistributed profits before the A Share Offering;
20. To consider and approve the three-year dividend plan after the A Share Offering;
21. To consider and approve the price stabilizing plan for the A Shares within three years after the A Share Offering;
22. To consider and approve the undertakings on disclosure of information in the prospectus published in connection with the A Share Offering;
23. To consider and approve the dilution of immediate return and recovery of return on the A Share Offering;
24. To consider and approve undertakings to be given for the purpose of the A Share Offering; and
25. To consider and approve the amendments to the Bank's articles of association consequential to the A Share Offering.

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

Jinzhou, the PRC, 13 May 2016

Notes:

1. The register of members of the Bank will be closed from Monday, 30 May 2016 to Wednesday, 29 June 2016, both days inclusive, during such period no transfer of shares will be effected. In order to be qualified to attend and vote at the AGM, all transfers documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Bank (in respect of H Shares), Computershare Hong Kong Investor Services Limited, or to the Bank's registered office in the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Friday, 27 May 2016.
2. Shareholders of the Bank who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorized to sign the same.
4. In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, or for the holders of Domestic Shares, to the Bank's registered office in the PRC, not less than 24 hours before the time for holding the AGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the AGM. If corporate Shareholders appoints authorized representative to attend the AGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Bank. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.
6. Shareholders who intend to attend the AGM should complete and return the reply slip in writing by hand or by post to the Bank's H Shares registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) or the registered office of the Bank in the PRC (for holders of Domestic Shares) on or before Wednesday, 8 June 2016.

7. The AGM is expected to be held for less than half a day. Shareholders who intend to attend the AGM shall arrange and bear their own transportation and accommodation expenses.

8. The name and address of the Bank's H shares registrar is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712—1716, 17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai,
Hong Kong

Tel: 852-2862 8555

Fax: 852-2865 0990

9. The registered office of the Bank in the PRC is as follows:

No. 68 Keji Road
Jinzhou City
Liaoning Province
The PRC

Contact person: Liu Liguo

Tel: 86-0416-3886952

10. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Bank in respect of the joint holding.

As at the date of this notice, 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 and Mr. Choon Yew Khee, 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.