



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)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
 FOR THE YEAR 2015**

Number of shares to which this proxy form relates ^(Note 1)	
Number of pledged shares in all domestic shares/H shares being held	
Percentage of pledged shares in all domestic shares/H shares being held	

I/we ^(Note 2) _____
 of _____
 being the registered holder(s) of _____ H shares/domestic shares ^(Note 3)
 of RMB1.00 each in the share capital of Bank of Jinzhou Co., Ltd. (the "Bank"), hereby appoint the chairman of the meeting,
 or ^(Note 4) _____
 of _____
 as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Bank (the "AGM") to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the People's Republic of China (the "PRC") at 9:30 a.m. on 29 June 2016 and at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of AGM. In the absence of any indication, the proxy may vote at his/ her own discretion.

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To receive, consider and approve the report of the board (the "Board") of directors (the "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		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
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;			

Special Resolutions		For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
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.			

Date: _____ 2016

Signature *(Note 6)*: _____

* 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.

Notes:

- Please insert the number and class of shares of the Bank registered in your name(s) relating to this form of proxy. If the number and class are inserted, this form of proxy will be deemed to relate only to those shares. If no number and class are inserted, the form of proxy will be deemed to relate to all shares of the Bank registered in your name(s).
- Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Bank in **BLOCK** letters.
- Please insert the number of shares of the Bank registered in your name(s) and select the class of shares (delete as appropriate). If no number and class of shares are inserted, this form of proxy will be deemed to relate to all shares in the capital of the Bank registered in your name(s).
- If any proxy other than the chairman of the meeting of the Bank is preferred, please cross out the words "**THE CHAIRMAN OF THE MEETING, OR**" and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder of the Bank (the "**Shareholder**") may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR" OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST" OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO ABSTAIN FROM VOTING FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "ABSTAIN" OR INSERT RELEVANT NUMBER OF SHARES.** If no direction is given, your proxy may vote or abstain at his/her own discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having been waived by you and the corresponding vote will be counted as "Abstain". The shares abstained will be counted in the calculation of the required majority.
- This form of proxy must be signed by you, or your attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorized.
- In the case of joint holders of any shares of the Bank, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto. However, if more than one of such joint holders are present at the AGM, either personally or by proxy, then the vote of the person, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- If the form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarised. The form of proxy and the notarised power of attorney or other authorization documents must be lodged with the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Bank) or the registered address of the Bank in the PRC at No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC (for holders of domestic shares of the Bank) not less than 24 hours before the time fixed for holding the AGM.
- The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of their identities when attending the AGM.