

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 DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting of the holders of domestic shares (the "Domestic Shareholders' Class Meeting") of Bank of Jinzhou Co., Ltd. (the "Bank") will be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC on 29 June 2016 immediately after the conclusion of the annual general meeting of the Bank held on the same date or any adjournment thereof 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.

SPECIAL RESOLUTIONS

1. To consider and approve the Bank's issue of new H shares under specific mandate;
2. To grant authorization to the Board to implement the Bank's issue of new H shares;
3. To consider and approve the proposal on the Bank's initial public offering and the listing of A shares ("A Share Offering");
4. To grant authorization to the Board to implement the A Share Offering;
5. To consider and approve the proposal on the distribution of the accumulated undistributed profits before the A Share Offering;
6. To consider and approve the price stabilizing plan for the A Shares within three years after the A Share Offering;
7. To consider and approve the undertakings on disclosure of information in the prospectus published in connection with the A Share Offering;
8. To consider and approve the dilution of immediate return and recovery of return on the A Share Offering; and
9. To consider and approve undertakings to be given for the purpose of 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 Domestic Shareholders' Class Meeting, all transfers documents accompanied by the relevant share certificates must be lodged to the Bank's registered office in the PRC no later than 4:30 p.m. on Friday, 27 May 2016.
2. Holders of domestic shares of the Bank who are entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy needs not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Domestic Shareholder or his attorney duly authorized in writing. If the Domestic Shareholders 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 to the Bank's registered office in the PRC, not less than 24 hours before the time for holding the Domestic Shareholders' Class Meeting. 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 Domestic Shareholders from attending and voting in person at the Domestic Shareholders' Class Meeting or any adjourned meetings should you so wish.
5. Domestic Shareholders shall produce their identity documents and supporting documents in respect of the domestic shares held when attending the Domestic Shareholders' Class Meeting. If corporate Domestic Shareholders appoints authorized representative to attend the Domestic Shareholders' Class Meeting, 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 Domestic Shareholders or their attorney when attending the Domestic Shareholders' Class Meeting.
6. Domestic Shareholders who intend to attend the Domestic Shareholders' Class Meeting should complete and return the reply slip in writing by hand or by post to the registered office of the Bank in the PRC on or before Wednesday, 8 June 2016.

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

8. 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

9. Where there are joint registered holders of any domestic share(s), any one of such joint holders may attend and vote at the Domestic Shareholders' Class Meeting, either in person or by proxy, in respect of such domestic share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Domestic Shareholders' Class Meeting 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.