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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)

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 Kiji Road, Jinzhou City, Liaoning Province, the PRC on Thursday, 25 May 2017 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:

SPECIAL RESOLUTIONS

1. To consider and approve, item by item, the following items of the proposal on the non-public issuance of the Offshore Preference Shares by the Bank:
 - (1) Type of preference shares to be issued;
 - (2) Number of preference shares to be issued and issue size;
 - (3) Par value and issue price;
 - (4) Maturity;
 - (5) Method of issuance and target investors;
 - (6) Lock-up period;
 - (7) Dividend distribution terms;
 - (8) Terms of mandatory conversion;
 - (9) Terms of conditional redemption;
 - (10) Restrictions on voting rights and terms of restoration of voting rights;
 - (11) Order of distribution on liquidation and procedures for liquidation;

- (12) Security;
 - (13) Rating;
 - (14) Use of proceeds;
 - (15) Listing/trading arrangements;
 - (16) Validity period of the resolution for the issuance of the Offshore Preference Shares;
2. To consider and approve the proposal on the authorisation to the Board and the persons authorised by the Board to deal with all matters relating to the issuance of the Offshore Preference Shares; and
 3. To consider and approve the extension of the validity period of the A Share Offering and the relevant authorisation matters.

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

Jinzhou, the PRC, 10 April 2017

Notes:

1. Holders of domestic shares (the “**Domestic Shareholders**”) whose names appear on the domestic share register of members of the Bank on Thursday, 25 May 2017 will be entitled to attend and vote at the Domestic Shareholders’ Class Meeting.
2. Domestic Shareholders 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.
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 before Friday, 5 May 2017.
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 Liguao
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.

10. The details of the aforesaid resolutions proposed for the consideration and approval of the domestic shareholders' class meeting will be set out in the circular to be despatched by the Bank in due course.

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, Mr. Choon Yew Khee and Mr. Lin Yanjun, 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.*