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*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 0416)**

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

## **NOTICE OF H SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the class meeting of the holders of H shares (the “**H 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 People's Republic of China (the “**PRC**”) on Friday, 18 October 2019 immediately after the conclusion of the class meeting of the holders of domestic shares 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 resolution:

### **SPECIAL RESOLUTION**

1. To consider and approve the proposal on the proposed amendments to the rules for the equity management.

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

Jinzhou, the PRC, 3 September 2019

*Notes:*

1. The H share register of members of the Bank will be closed from Wednesday, 18 September 2019 to Friday, 18 October 2019, both days inclusive, during such period no transfer of H shares of the Bank (the “**H Shares**”) will be effected. In order to be qualified to attend and vote at the H Shareholders' Class Meeting, all H Shares transfers documents accompanied by the relevant H share certificates must be lodged with the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on Tuesday, 17 September 2019.
2. Holders of H Shares (the “**H Shareholders**”) who are entitled to attend and vote at the H 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 of the Bank.

3. The instrument appointing a proxy must be in writing under the hand of an H Shareholder or his/her attorney duly authorized in writing. If the H 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 to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time for holding the H Shareholders' Class Meeting (i.e. by Thursday, 17 October 2019 at 9:30 a.m.). 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 H Shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjourned meetings should you so wish.
5. H Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the H Shareholders' Class Meeting. If corporate H Shareholders appoint authorized representative to attend the H 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 H Shareholders or other notarially certified documents allowed by the Bank. Proxies shall produce their identity documents and the proxy form signed by the H Shareholders or their attorney when attending the H Shareholders' Class Meeting.
6. H Shareholders who intend to attend the H Shareholders' Class Meeting should complete and return the reply slip in writing by hand or by post to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, on or before Saturday, 28 September 2019.
7. The H Shareholders' Class Meeting is expected to be held for less than half a day. H Shareholders who intend to attend the H Shareholders' Class Meeting shall arrange and bear their own transportation and accommodation expenses.
8. The name and address of the Bank's H share registrar are as follows:  
  
Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong  
  
Tel: 852-2862 8555  
Fax: 852-2865 0990
9. Where there are joint registered holders of any H Share(s), any one of such joint holders may attend and vote at the H Shareholders' Class Meeting, either in person or by proxy, in respect of such H Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the H 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 at the H 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 of directors of the Bank comprises Mr. Zhang Wei, Mr. Huo Lingbo, Mr. Wang Jing, Mr. Sun Jing and Ms. Wang Xiaoyu, as executive directors; Ms. Liu Hong, Ms. Gu Jie, Ms. Meng Xiao, Mr. Li Dongjun and Ms. Tang Fang, as non-executive directors; Mr. Choon Yew Khee, Mr. Lin Yanjun, Mr. Chang Peng'ao, Ms. Peng Taoying and Ms. Tan Ying 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.*