
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bank of Jinzhou Co., Ltd.***, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) 2018 ANNUAL REPORT;**
- (2) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2018;**
- (3) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2018;**
- (4) APPRAISAL REPORT ON DIRECTORS' PERFORMANCE OF DUTIES IN 2018;**
- (5) APPRAISAL REPORT ON SUPERVISORS' PERFORMANCE OF DUTIES IN 2018;**
- (6) FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2018 AND FINANCIAL BUDGET PLAN FOR THE YEAR 2019;**
- (7) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018;**
- (8) DIVIDEND DISTRIBUTION PLAN OF THE OFFSHORE PREFERENCE SHARES FOR THE YEAR 2018;**
- (9) RE-APPOINTMENT OF AUDITORS;**
- (10) PROPOSED AMENDMENTS TO THE RULES FOR EQUITY MANAGEMENT;**
- (11) GENERAL MANDATE TO ISSUE NEW SHARES;**
- AND**
- (12) NOTICES OF AGM AND CLASS MEETINGS**

Notices convening the AGM and the Class Meetings to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC on Friday, 18 October 2019 are set out on pages 12 to 19 of this circular. Forms of proxy for use at the AGM and the Class Meetings are also enclosed with this circular. If you intend to attend the AGM and/or the Class Meetings by proxy, you are required to complete and return the enclosed form(s) of proxy in accordance with the instructions printed thereon to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Bank's registered office in the PRC at No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC (in respect of Domestic Shares) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the relevant meeting(s) (i.e. by Thursday, 17 October 2019 at 9:30 a.m.) or any adjournment thereof. Completion and return of the form(s) of proxy shall not preclude you from attending and voting in person at the relevant meeting(s) or any adjourned meeting(s) should you so wish.

* *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.*

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise.

“2018 Annual Report”	the annual report of the Bank for the financial year ended 31 December 2018
“AGM”	the annual general meeting of the Bank to 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 Friday, 18 October 2019 or any adjournment thereof
“Articles of Association”	the articles of association of the Bank, as amended from time to time
“Bank”	Bank of Jinzhou Co., Ltd.* (錦州銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Stock Exchange
“Board”	the board of Directors
“Chairman”	the chairman of the Board
“Class Meeting(s)”	the H Shareholders’ Class Meeting and/or the Domestic Shareholders’ Class Meeting
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary share(s) in the capital of the Bank with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities
“Domestic Shareholder(s)”	the holder(s) of Domestic Shares
“Domestic Shareholders’ Class Meeting”	the class meeting of the holders of Domestic Shares to be convened and held on Friday, 18 October 2019 immediately after the conclusion of the AGM to be held on the same date at the same place or any adjournment thereof
“Group”	the Bank and its subsidiaries

DEFINITIONS

“H Share(s)”	the ordinary share(s) in the capital of the Bank with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“H Shareholders’ Class Meeting”	the class meeting of the holders of H Shares to be convened and held on Friday, 18 October 2019 immediately after the conclusion of the Domestic Shareholders’ Class Meeting to be held on the same date at the same place or any adjournment thereof
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	3 September 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Offshore Preference Shares”	the US\$1,496,000,000 5.50% non-cumulative perpetual offshore preference shares issued by the Bank on 27 October 2017 and listed on the Stock Exchange (stock code: 4615)
“Ordinary Share(s)” or “Share(s)”	the Domestic Share(s) and/or the H Share(s), excluding the Offshore Preference Shares
“Ordinary Shareholder(s)” or “Shareholder(s)”	the holder(s) of Ordinary Share(s)
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules for Equity Management”	the rules for the equity management of the Bank
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* *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.*

LETTER FROM THE BOARD



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)

(Stock Code of Preference Shares: 4615)

Executive Directors:

ZHANG Wei
HUO Lingbo
WANG Jing
SUN Jing
WANG Xiaoyu

Registered office:

No. 68 Keji Road
Jinzhou City
Liaoning Province
The PRC

Non-executive Directors:

LIU Hong
GU Jie
MENG Xiao
LI Dongjun
TANG Fang

*Principal place of business
in Hong Kong:*

40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wan Chai
Hong Kong

Independent non-executive Directors:

CHOON Yew Khee
LIN Yanjun
CHANG Peng'ao
PENG Taoying
TAN Ying

6 September 2019

To the Shareholders,

Dear Sir/Madam,

- (1) 2018 ANNUAL REPORT;**
- (2) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2018;**
- (3) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2018;**
- (4) APPRAISAL REPORT ON DIRECTORS' PERFORMANCE OF DUTIES IN 2018;**
- (5) APPRAISAL REPORT ON SUPERVISORS' PERFORMANCE OF DUTIES IN 2018;**
- (6) FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2018 AND FINANCIAL BUDGET PLAN FOR THE YEAR 2019;**
- (7) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018;**
- (8) DIVIDEND DISTRIBUTION PLAN OF THE OFFSHORE PREFERENCE SHARES FOR THE YEAR 2018;**
- (9) RE-APPOINTMENT OF AUDITORS;**
- (10) PROPOSED AMENDMENTS TO THE RULES FOR EQUITY MANAGEMENT;**
- (11) GENERAL MANDATE TO ISSUE NEW SHARES;**
- AND**
- (12) NOTICES OF AGM AND CLASS MEETINGS**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with relevant information to enable you to make informed decision on whether to vote for or against the following resolutions to be proposed at the AGM and the Class Meetings (as the case may be):

ORDINARY RESOLUTIONS

- (1) 2018 Annual Report;
- (2) Report of the Board for the year 2018;
- (3) Report of the board of supervisors for the year 2018;
- (4) Appraisal report on Directors' performance of duties in 2018;
- (5) Appraisal report on supervisors' performance of duties in 2018;
- (6) Final financial accounts for the year 2018 and financial budget plan for the year 2019;
- (7) Profit distribution plan for the year 2018;
- (8) Dividend distribution plan of the Offshore Preference Shares for the year 2018;
- (9) Re-appointment of auditors;

SPECIAL RESOLUTIONS

- (10) Proposed amendments to the Rules for Equity Management; and
- (11) General mandate to issue new shares.

(1) 2018 ANNUAL REPORT

An ordinary resolution will be proposed at the AGM to approve the 2018 Annual Report.

(2) REPORT OF THE BOARD FOR THE YEAR 2018

An ordinary resolution will be proposed at the AGM to approve the report of the Board for the year ended 31 December 2018, the text of which is set out in the 2018 Annual Report.

LETTER FROM THE BOARD

(3) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2018

An ordinary resolution will be proposed at the AGM to approve the report of the board of supervisors for the year ended 31 December 2018, the text of which is set out in the 2018 Annual Report.

(4) APPRAISAL REPORT ON DIRECTORS' PERFORMANCE OF DUTIES IN 2018

In 2018, all Directors faithfully, diligently, and independently performed their duties, actively attended the Shareholders' general meetings, Board meetings and committees' meetings, consciously followed the requirements and procedures of the meetings, fully expressed their opinions and suggestions, actively participated in the decision making and played an active role in the development of the Bank. The Board believes that the work of all Directors is active, careful and dutiful.

An ordinary resolution will be proposed at the AGM to approve the appraisal report on Directors' performance of duties in 2018, which will be presented at the AGM.

(5) APPRAISAL REPORT ON SUPERVISORS' PERFORMANCE OF DUTIES IN 2018

In 2018, all supervisors of the Bank faithfully and diligently performed their duties, fully expressed their opinions and suggestions on the operation management of the Bank, enhanced the risk management and internal control of the Bank, standardized business operations, improved supervising ability, actively participated in the decision making and played an active role in the development of the Bank. The board of supervisors of the Bank believes that the work of all supervisors of the Bank is active, careful and dutiful.

An ordinary resolution will be proposed at the AGM to approve the appraisal report on supervisors' performance of duties in 2018, which will be presented at the AGM.

(6) FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2018 AND FINANCIAL BUDGET PLAN FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to approve the final financial accounts for the year ended 31 December 2018, the text of which is set out in the 2018 Annual Report, and the financial budget plan for the year 2019.

The total budget of operating expenses for the year 2019 will be expected to be controlled at approximately RMB3.81 billion.

LETTER FROM THE BOARD

(7) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018

On 30 August 2019, the Board resolved to submit to the Shareholders for their consideration and approval a profit distribution plan for the year ended 31 December 2018 as follows:

- (1) Supplemental general reserve of the Group amounting to approximately RMB1,984.06 million according to the requirements under the Management Measures on Provision of Reserves for the Finance Enterprises (Cai Jin [2012] No. 20) (《金融企業準備金計提管理辦法》(財金[2012]20號)); and
- (2) No dividend will be distributed to the Shareholders for the year ended 31 December 2018.

After the implementation of the above profit distribution plan, the retained earnings amounting to approximately RMB3,570.85 million will be reserved for future distribution.

(8) DIVIDEND DISTRIBUTION PLAN OF THE OFFSHORE PREFERENCE SHARES FOR THE YEAR 2018

According to the terms and conditions of the Offshore Preference Shares, as disclosed in the announcement of the Bank dated 20 October 2017, the payment of any dividend of the Offshore Preference Shares is subject to, among other matters, the relevant capital adequacy ratios of the Bank meeting the relevant regulatory requirements.

As the relevant capital adequacy ratios of the Bank as at 31 December 2018 did not meet the relevant regulatory requirements, the Board proposed to cancel the dividends of the Offshore Preference Shares for the period from and including 27 October 2018 to but excluding 27 October 2019. Such proposal is subject to the approval by way of an ordinary resolution at the AGM.

(9) RE-APPOINTMENT OF AUDITORS

The Board has proposed the re-appointment of Crowe (HK) CPA Limited as the Bank's domestic auditor and international auditor until the next annual general meeting of the Bank to be held in 2020 to provide the annual audit for the year 2019 in respect of the financial statements of the Bank, and to provide other professional services in accordance with regulatory requirements and needs arising from the Bank's actual business development.

The Board has also proposed to seek the approval of the Shareholders at the AGM to authorize the Board and its delegated senior managements, Mr. Guo Wenfeng and Mr. Yu Jun, to determine the remuneration of Crowe (HK) CPA Limited, including the remuneration for their services of the annual audit for the years 2018 and 2019 and the interim external review during the year 2019.

LETTER FROM THE BOARD

(10) PROPOSED AMENDMENTS TO THE RULES FOR EQUITY MANAGEMENT

Pursuant to the relevant rules and regulatory requirements under the laws, regulations and regulatory documents including Law of Commercial Banks of the People's Republic of China (《中華人民共和國商業銀行法》) and Interim Measures for the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》), the Board proposed to amend the Rules for Equity Management, which shall take effect upon the approval of the Shareholders by way of a special resolution at the AGM and the Class Meetings.

The details of the proposed amendments to the Rules for Equity Management are set out in Appendix I to this circular.

(11) GENERAL MANDATE TO ISSUE NEW SHARES

As at the Latest Practicable Date, the Bank had 4,264,295,684 Domestic Shares and 3,517,320,000 H Shares in issue, respectively. On 30 August 2019, the Board considered and approved to submit to the Shareholders for their consideration and approval a special resolution at the AGM in respect of the grant of a general mandate (the “**General Mandate**”), details of which are as follows:

- (1) the Board is unconditionally given approval to exercise, during the Relevant Period (as defined below), all powers of the Bank to separately or concurrently issue and deal with new Domestic Shares and new H Shares of the Bank which must not exceed 20% of the respective amounts of existing Domestic Shares and H Shares of the Bank as at the date of passing the relevant resolution;
- (2) pursuant to the approval under paragraph (1) above, the Board is authorised to enter into or make, during the Relevant Period (as defined below), offers, agreements and/or options, under which the new Shares to be allotted and issued are required or may be required to be allotted and issued during or after the expiry of the Relevant Period (as defined below), and the Board is authorised to issue and deal with the new Shares that are required or may be required to be allotted and issued under such offers, agreements and options;
- (3) after the issuance of the new Shares pursuant to the General Mandate, the Board is authorised to deal with all matters relating to the increase in the registered capital of the Bank and to make such appropriate and necessary amendments to the Articles of Association relating to the share capital, shareholding structure and registered capital as well as other relevant matters as they think fit and necessary, to complete domestic and overseas statutory procedures for approval, registration and filing, and to take any other action and complete any formality required to effect the issuance of new Shares pursuant to this special resolution and the increase in the registered capital of the Bank. The Board is authorised to redelegate such authorisation to persons designated by the Board to sign, execute, modify, complete and submit all agreements, contracts and documents in relation to the allotment and issuance of and dealing with the new Shares under the General Mandate, unless otherwise stipulated by laws or regulations;

LETTER FROM THE BOARD

- (4) the Board is authorised to decide the methods of issuance, including but not limited to:
- (a) Class and size of Shares to be issued;
 - (b) Pricing mechanism and/or issuance price (including the margin of price);
 - (c) Time of issuance;
 - (d) Use of proceeds; and
 - (e) Other contents required under relevant laws and regulations.
- (5) “**Relevant Period**” means the period from the date of passing the relevant Shareholders’ resolution in respect of the General Mandate until the earliest of:
- (a) the conclusion of the next annual general meeting of the Bank;
 - (b) the expiration of the 12-month period from the date of passing the relevant Shareholders’ resolution; and
 - (c) the date on which the authorisation granted to the Board in the relevant Shareholders’ resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

If the resolution regarding the General Mandate has been passed at the AGM, the Bank may issue up to 852,859,136 Domestic Shares and 703,464,000 H Shares, which are 20% of the respective amounts of existing Domestic Shares and H Shares of the Bank as at the Latest Practicable Date.

The Board believes that the General Mandate will allow financial flexibility for the Bank to raise additional funds for its future business development and expansion. Accordingly, the Board considers that the approval of the grant of the General Mandate is in the interests of the Bank and the Shareholders as a whole.

The Board will only exercise the General Mandate, if granted by the Shareholders, in accordance with the Company Law of the PRC and the Listing Rules and all applicable laws, rules and regulations of any other governmental or regulatory authorities and only if all necessary approvals from China Securities Regulatory Commission and/or other relevant PRC governmental authorities are obtained. As at the Latest Practicable Date, no definitive plan had been formed by the Board as to when the General Mandate will be exercised, if granted by the Shareholders.

For avoidance of doubts, the Shares (including Domestic Shares and H Shares) and share capital mentioned in this resolution shall refer to the Ordinary Shares, excluding the Offshore Preference Shares.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the AGM and the Class Meetings, the register of members of the Bank will be closed from Wednesday, 18 September 2019 to Friday, 18 October 2019 (both days inclusive), during which period no transfer of Shares will be effected. The record date for entitlement to attend and vote at the AGM and the Class Meetings is Wednesday, 18 September 2019. In order to be qualified to attend and vote at the AGM and the Class Meetings, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Bank, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Bank's registered office in the PRC at No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Tuesday, 17 September 2019.

NOTICES OF THE AGM AND CLASS MEETINGS

The AGM will be held at the meeting room of the Bank's registered office in the PRC at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC at 9:30 a.m. on Friday, 18 October 2019. The Domestic Shareholders' Class Meeting will be held immediately after the conclusion of the AGM at the same place, and the H Shareholders' Class Meeting will be held immediately after the conclusion of the Domestic Shareholders' Class Meeting at the same place. Notices of the AGM and the Class Meetings are set out on pages 12 to 19 of this circular.

REPLY SLIPS AND PROXY FORMS

If you are eligible and intend to attend the AGM and/or the Class Meetings, please complete and return the reply slip(s), in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding such meeting(s) or any adjournment thereof.

Shareholders who intend to attend the AGM and/or the Class Meetings by proxy are required to complete and return the proxy form(s), in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of such meeting(s) or any adjournment thereof (i.e. by Thursday, 17 October 2019 at 9:30 a.m.). Completion and return of the proxy form(s) will not preclude you from attending and voting in person at such meeting(s) or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

VOTING BY POLL AT THE AGM AND THE CLASS MEETINGS

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the AGM and the Class Meetings as set out in the notices of the AGM and the Class Meetings set out at the end of this circular must be taken by poll. The chairman of the AGM and the Class Meetings will therefore demand a poll for every such resolution put to the vote at the AGM and the Class Meetings. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share of the Company registered in his or her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

RECOMMENDATION

The Board considers that all resolutions set out in the notices of the AGM and the Class Meetings for Shareholders' consideration and approval are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the notices of the AGM and the Class Meetings (where applicable) which are to be proposed at the AGM and the Class Meetings (where applicable).

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

The English version of this appendix is an unofficial translation of its Chinese version for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

The amended Rules for Equity Management are now compared with the existing version as follows to highlight the amendments. After adding new articles, the numbering of the articles will be re-numbered accordingly. The following amendments shall take effect upon the approval of the Shareholders at the AGM and the Class Meetings.

Existing “Rules for Equity Management”	Amended “Rules for Equity Management”
New article	<p><u>Article 10 The substantial shareholders of the domestic shares of the Bank shall not transfer the shares held by them within five years commencing on the date of acquisition of such shares. The transfer of shares by the substantial shareholders of the H shares should comply with the relevant regulations of China Banking and Insurance Regulatory Commission, China Securities Regulatory Commission, The Stock Exchange of Hong Kong Limited and other regulatory authorities.</u></p>

In the meantime, as China Banking Regulatory Commission has been combined with China Insurance Regulatory Commission into China Banking and Insurance Regulatory Commission, all the references to “China Banking Regulatory Commission” in the Rules for Equity Management are proposed to be amended into “China Banking and Insurance Regulatory Commission”.

NOTICE OF AGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



(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 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 annual general meeting (the “**AGM**”) 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**”) at 9:30 a.m. on Friday, 18 October 2019 to consider and, if thought fit, to pass, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the annual report of the Bank for the financial year ended 31 December 2018;
2. To receive, consider and approve the report of the board of directors of the Bank for the year ended 31 December 2018;
3. To receive, consider and approve the report of the board of supervisors of the Bank for the year ended 31 December 2018;
4. To receive, consider and approve the appraisal report on directors’ performance of duties in 2018;
5. To receive, consider and approve the appraisal report on supervisors’ performance of duties in 2018;

NOTICE OF AGM

6. To receive, consider and approve the Bank's final financial accounts for the year ended 31 December 2018 and financial budget plan for the year ending 31 December 2019;
7. To consider and approve the Bank's profit distribution plan for the year ended 31 December 2018;
8. To consider and approve the Bank's dividend distribution plan of the offshore preference shares for the year 2018;
9. To consider and approve the re-appointment of Crowe (HK) CPA Limited as the Bank's domestic auditor and international auditor, until the next annual general meeting of the Bank to be held in 2020, and to authorize the board of directors of the Bank and its authorized person to determine their remuneration;

SPECIAL RESOLUTIONS

10. To consider and approve the proposal on the proposed amendments to the rules for the equity management; and
11. To consider and approve the general mandate to issue new shares.

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

Jinzhou, the PRC, 3 September 2019

NOTICE OF AGM

Notes:

1. The register of members of the Bank will be closed from Wednesday, 18 September 2019 to Friday, 18 October 2019, both days inclusive, during which period no transfer of shares of the Bank (the “**Shares**”) will be effected. In order to be qualified to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the H share registrar of the Bank (in respect of H Shares), namely 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 Tuesday, 17 September 2019.
2. Shareholders of the Bank (the “**Shareholders**”) 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/her attorney duly authorised 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 authorised 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 (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 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 authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised 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 share registrar (for holders of H Shares) or the registered office of the Bank in the PRC (for holders of Domestic Shares) on or before Saturday, 28 September 2019.
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 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. 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: 86-0416-3220001

NOTICE OF AGM

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.
11. The details of the aforesaid resolutions proposed for the consideration and approval of the AGM 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.*

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

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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 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 People’s Republic of China (the “**PRC**”) on Friday, 18 October 2019 immediately after the conclusion of the 2018 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 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. Holders of domestic shares (the “**Domestic Shareholders**”) whose names appear on the domestic share register of members of the Bank on Wednesday, 18 September 2019 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. A proxy need not be a shareholder of the Bank.

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

3. The instrument appointing a proxy must be in writing under the hand of a Domestic Shareholder or his/her attorney duly authorized in writing. If the Domestic 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 Bank's registered office in the PRC, not less than 24 hours before the time for holding the Domestic 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 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 Saturday, 28 September 2019.
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: 86-0416-3220001
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 at 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 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.

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NOTICE OF H SHAREHOLDERS' CLASS MEETING

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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 behalfs. A proxy needs not be a shareholder of the Bank.

NOTICE OF H SHAREHOLDERS' CLASS MEETING

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.

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