



锦州银行

BANK OF JINZHOU

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)

REVISED FORM OF PROXY FOR THE ANNUAL GENERAL MEETING FOR THE YEAR 2018

Number of shares to which this revised form of proxy 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 Friday, 18 October 2019 and at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of AGM and the supplemental notice of AGM (collectively, the "Notices 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 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;			
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;			
9A.	To consider and approve the election of the sixth session of the board of directors of the Bank:			
	(1) To consider and approve the election of Mr. Wei Xuekun as an executive director of the Bank;			
	(2) To consider and approve the election of Mr. Guo Wenfeng as an executive director of the Bank;			
	(3) To consider and approve the election of Mr. Kang Jun as an executive director of the Bank;			
	(4) To consider and approve the election of Mr. Yang Weihua as an executive director of the Bank;			
	(5) To consider and approve the election of Mr. Yu Jun as an executive director of the Bank;			

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
	(6) To consider and approve the election of Mr. Zhao Chuanxin as a non-executive director of the Bank;			
	(7) To consider and approve the election of Ms. Ning Jie as a non-executive director of the Bank;			
	(8) To consider and approve the election of Ms. Gu Jihong as a non-executive director of the Bank;			
	(9) To consider and approve the election of Mr. Lyu Fei as a non-executive director of the Bank;			
	(10) To consider and approve the election of Mr. Luo Nan as a non-executive director of the Bank;			
	(11) To consider and approve the election of Mr. Xiao Geng as an independent non-executive director of the Bank;			
	(12) To consider and approve the election of Mr. Xie Taifeng as an independent non-executive director of the Bank;			
	(13) To consider and approve the election of Mr. Wu Jun as an independent non-executive director of the Bank;			
	(14) To consider and approve the election of Mr. Wang Xiongyuan as an independent non-executive director of the Bank;			
	(15) To consider and approve the election of Mr. Su Mingzheng as an independent non-executive director of the Bank;			
9B.	To consider and approve the election of the sixth session of the supervisory committee of the Bank;			
	(1) To consider and approve the election of Mr. Wu Zhengkui as a shareholder representative supervisor of the Bank;			
	(2) To consider and approve the election of Ms. Tang Fang as a shareholder representative supervisor of the Bank;			
	(3) To consider and approve the election of Mr. Meng Xuefeng as an external supervisor of the Bank;			
	(4) To consider and approve the election of Mr. Guo Limao as an external supervisor of the Bank;			
	(5) To consider and approve the election of Mr. Hu Guojie as an external supervisor of the Bank;			
9C.	To consider and approve the adoption of the authorization plans for write-offs of bad debts;			
Special Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
10.	To consider and approve the proposal on the proposed amendments to the rules for the equity management;			
11.	To consider and approve the general mandate to issue new shares;			
12.	To consider and approve the amendments to the articles of association of the Bank;			
13.	To consider and approve, item by item, the following items of the proposal on the private placement of domestic shares of the Bank under a specific mandate:			
	(1) Class of shares and nominal value;			
	(2) Number of shares to be issued;			
	(3) Target places;			
	(4) Pricing methodology;			
	(5) Method of issue;			
	(6) Use of proceeds;			
	(7) Distribution of undistributed accumulated profit;			
	(8) Validity period of the issue plan;			
14.	To consider and approve the proposal on the authorization to the board of directors and the persons authorized by the board of directors to implement the private placement of domestic shares of the Bank; and			
15.	To consider and approve the proposed amendments to the Bank's articles of association consequential to the private placement of domestic shares of the Bank.			

Date: _____ 2019

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:

1. Please insert the number and class of shares of the Bank registered in your name(s) relating to this revised form of proxy. If the number and class are inserted, this revised form of proxy will be deemed to relate only to those shares. If no number and class are inserted, the revised form of proxy will be deemed to relate to all shares of the Bank registered in your name(s).
2. 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.
3. 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 revised form of proxy will be deemed to relate to all shares in the capital of the Bank registered in your name(s).
4. 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 REVISED FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **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/her discretion on any resolution properly put to the AGM other than those referred to in the Notices of 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.
6. This revised 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.
7. 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/she 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).
8. If the revised 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 revised form of proxy and the notarised power of attorney or other authorization documents must be lodged with the Bank’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, 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 (i.e. by Thursday, 17 October 2019 at 9:30 a.m.).
9. If a Shareholder has already returned the original form of proxy for the AGM which was dispatched by the Bank on 3 September 2019 (the “**Original Form of Proxy**”) in accordance with the instructions printed thereon, he/she should note that:
 - (a) If no revised form of proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the additional proposed resolutions as set out in the supplemental notice of the AGM).
 - (b) If the revised form of proxy is returned by the Shareholder at or before 9:30 a.m. on Thursday, 17 October 2019, the revised form of proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed and the Original Form of Proxy will be revoked.
 - (c) If the revised form of proxy is returned by the Shareholder after the closing time as set out in the supplemental notice of the AGM, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the additional proposed resolutions as set out in the supplemental notice of the AGM).
10. 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.