
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)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS;
AND
NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC at 10:00 a.m. on Thursday, 20 February 2020 are set out on pages 14 to 15 of this circular. A form of proxy for use at the EGM is also enclosed with this circular. If you intend to attend the EGM 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 EGM or any adjournment thereof (i.e. by Wednesday, 19 February 2020 at 10:00 a.m.). Completion and return of the form(s) of proxy shall not preclude you from attending and voting in person at the EGM 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.

“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
“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
“EGM”	the 2020 first extraordinary 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 10:00 a.m. on Thursday, 20 February 2020 or any adjournment thereof
“H Share(s)”	the ordinary share(s) in the share capital of the Bank with a nominal value of RMB1.00 each, which is/are subscribed for and traded in Hong Kong dollars and listed on the Main Board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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)

DEFINITIONS

“Ordinary Share(s)” or “Share(s)”	the Domestic Share(s) and/or the H Share(s), excluding the Offshore Preference Shares
“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 of Procedures for Shareholders’ General Meetings”	the rules of procedures for the Shareholder’s general meetings of the Bank
“Shareholder(s)”	the holder(s) of Ordinary Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD



(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:

WEI Xuekun
GUO Wenfeng
KANG Jun
YANG Weihua
YU Jun

Registered office:

No. 68 Keji Road
Jinzhou City
Liaoning Province
The PRC

Non-executive Directors:

ZHAO Chuanxin
NING Jie
GU Jihong
LYU Fei
LUO Nan

*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:

XIE Taifeng
WU Jun
WANG Xiongyuan
SU Mingzheng

27 December 2019

To the Shareholders,

Dear Sir/Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS;
AND
NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcements of the Bank dated 15 November 2019 and 13 December 2019 in relation to, among other things, the proposed amendments to the Articles of Association, and the proposed amendments to the Rules of Procedures for Shareholders' General Meetings.

LETTER FROM THE BOARD

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 resolutions to be proposed at the EGM.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders' Meeting for Overseas Listed Companies (Guo Han [2019] No. 97), provisions of the Company Law of the PRC and other relevant laws, rules and regulations and the actual situation of the Bank, the Bank has proposed certain amendments to the current Articles of Association. Details of such amendments have been set out in appendix I to this circular.

The proposed amendments to the Articles of Association will be subject to the approval of the Shareholders at the EGM by way of special resolution and will be effective upon approvals by the Shareholders and the relevant regulatory authorities.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS

In accordance with Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders' Meeting for Overseas Listed Companies (Guo Han [2019] No. 97), the Bank has proposed certain amendments to the current Rules of Procedures for Shareholders' General Meetings. Details of such amendments have been set out in appendix II to this circular.

The proposed amendments to the Rules of Procedures for Shareholders' General Meetings will be subject to the approval of the Shareholders at the EGM by way of ordinary resolution and will be effective upon approvals by the Shareholders.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the EGM, the register of members of the Bank will be closed from Tuesday, 21 January 2020 to Thursday, 20 February 2020 (both days inclusive), during which period no transfer of Shares will be effected. The record date for entitlement to attend and vote at the EGM is Tuesday, 21 January 2020. In order to be qualified to attend and vote at the EGM, 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 Monday, 20 January 2020.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the EGM as set out in the notice of the EGM at the end of this circular must be taken by poll. The chairman of the EGM will therefore demand a poll for every such resolution be put to the vote at the EGM. 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 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.

Results of the poll voting will be published on the Bank's website at www.jinzhoubank.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.

RECOMMENDATION

The Board considers that all resolutions set out in the notice of the EGM for the Shareholders' consideration and approval are in the best interests of the Bank and the Shareholders. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the notice of the EGM which are to be proposed at the EGM.

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

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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 proposed amendments to the Articles of Association are compared against the existing Articles of Association for ease of reference. After deletion of the current articles, the articles will be re-numbered accordingly. The following amendments will become effective upon approvals by the Shareholders and relevant regulatory authorities.

Before Amendment	After Amendment
<p>Article 91 Where the Bank shall convene a shareholders' general meeting, the Bank shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location forty-five (45) days before the meeting. Shareholders intend to attend the meeting shall submit their written replies to the Bank twenty (20) days before the meeting.</p>	<p>Article 91 Where the Bank shall convene a shareholders' general meeting, the Bank shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location forty-five (45) days before the meeting. Shareholders intend to attend the meeting shall submit their written replies to the Bank twenty (20) days before the meeting. a notice shall be given twenty (20) days before the meeting to notify shareholders of the time, location of the meeting and the matters to be examined. Notice of an extraordinary general meeting of shareholders shall be given fifteen (15) days before the meeting to shareholders.</p>
<p>Article 92 The Bank shall calculate the number of voting shares represented by the shareholders intending to attend the meeting according to the received written replies twenty (20) days before the shareholders' general meeting. Where the number of voting shares represented by the shareholders intending to attend the meeting reaches more than half (1/2) of the total number of voting shares, the Bank can convene a shareholders' general meeting; where it fails, the Bank shall inform the shareholders on the matters to be examined, assembly date and location again within five (5) days in the form of public notice, after the notification, the Bank can convene a shareholders' general meeting.</p> <p>An extraordinary general meeting of shareholders may not decide any matters not stated in the notice.</p>	<p>Delete</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Before Amendment	After Amendment
<p>Article 95 Unless otherwise required by relevant laws, regulations, listing rules of place(s) where the Bank’s shares are listed or the Articles of Association, the notice, information or written statement for the shareholders’ general meeting shall be served on the shareholders entitled to attend (whether or not entitled to vote at the general meeting) by special appointed person or prepaid mail, or publication on our website or other methods stipulated in the Articles of Association. The recipient address in the register of shareholders shall prevail. For the holders of domestic shares, the notice of the shareholders’ general meeting may be issued in the form of public notice.</p> <p>The public notice in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council between forty-five (45) to fifty (50) days before the date of the general meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.</p>	<p>Article 95 Unless otherwise required by relevant laws, regulations, listing rules of place(s) where the Bank’s shares are listed or the Articles of Association, the notice, information or written statement for the shareholders’ general meeting shall be served on the shareholders entitled to attend (whether or not entitled to vote at the general meeting) by special appointed person or prepaid mail, or publication on our website or other methods stipulated in the Articles of Association. The recipient address in the register of shareholders shall prevail. For the holders of domestic shares, the notice of the shareholders’ general meeting may be issued in the form of public notice.</p> <p>The public notice in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council between twenty (20) to twenty-five (25) days before the date of an annual general meeting and fifteen (15) to twenty (20) days before an extraordinary general meetingforty five (45) to fifty (50) days before the date of the general meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Before Amendment	After Amendment
<p>Article 139 If the Bank intends to convene a meeting of classified shareholders, it should issue a written notice forty-five (45) days in advance to inform all registered shareholders under this category about the issues to be reviewed at the meeting, meeting date and meeting place. The shareholders who intend to attend the meeting shall send their written replies of attendance to the Bank 20 days before the meeting is held.</p> <p>If the number of shares with voting right on the meeting held by shareholders who intend to attend meeting reaches more than half of the total number of the shares of such category with voting right at the meeting, the Bank may convene a meeting of classified shareholders; if not, the Bank should, within five days, notify shareholders, through public notice, the issues to be reviewed at the meeting, meeting date and place, and then the Bank may convene a meeting of classified shareholders.</p>	<p>Article 139 If the Bank intends to convene a meeting of classified shareholders, it should issue a written notice forty-five (45) days twenty (20) days before the date of an annual general meeting and fifteen (15) days before an extraordinary general meeting in advance to inform all registered shareholders under this category about the issues to be reviewed at the meeting, meeting date and meeting place. The shareholders who intend to attend the meeting shall send their written replies of attendance to the Bank 20 days before the meeting is held.</p> <p>If the number of shares with voting right on the meeting held by shareholders who intend to attend meeting reaches more than half of the total number of the shares of such category with voting right at the meeting, the Bank may convene a meeting of classified shareholders; if not, the Bank should, within five days, notify shareholders, through public notice, the issues to be reviewed at the meeting, meeting date and place, and then the Bank may convene a meeting of classified shareholders.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Before Amendment	After Amendment
<p>Article 143 The directors are elected or replaced by the shareholders’ general meeting for a term of three (3) years. A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders’ general meeting cannot remove a director from his/her post without cause. The directors of the Bank need not hold shares of the Bank.</p> <p>The term of office of directors is from the date of the resolution passed by the shareholders’ general meeting, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p> <p>.....</p>	<p>Article 143 The directors are elected or replaced by the shareholders’ general meeting for a term of three (3) years. A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders’ general meeting cannot remove a director from his/her post without cause. The directors of the Bank need not hold shares of the Bank.</p> <p>The term of office of directors is from the date of the resolution passed by the shareholders’ general meeting and directors’ qualifications approved by regulatory authority, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p> <p>.....</p>
<p>Article 158 A staff member from a government authority shall not concurrently serve as an independent director of the Bank, and an independent director shall not hold positions in more than two (2) commercial banks at the same time.</p> <p>An independent director shall, before holding a position in other non-commercial financial institutions, inform the Bank of such facts and confirm that there is no conflict of interest between such a position and their position in the Bank.</p>	<p>Article 158 A staff member from a government authority shall not concurrently serve as an independent director of the Bank, and an independent director shall not hold positions in more than two (2) commercial banks at the same time.</p> <p>An independent director shall, before holding a position in other non-commercial financial institutions, inform the Bank of such facts and confirm that there is no conflict of interest between such a position and their position in the Bank.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Before Amendment	After Amendment
<p>The term of service of an independent director shall be the same as that of other directors of the Bank and may be re-elected and re-appointed upon the expiration of their term of office, provided that such term of office shall not be more than six (6) years on an accumulative basis.</p>	<p>The term of service of an independent director shall be the same as that of other directors of the Bank and may be re-elected and re-appointed upon the expiration of their term of office, provided that such term of office shall not be more than six (6) years on an accumulative basis. The term of office of an independent director in the Bank shall not be more than six (6) years on an accumulative basis.</p>
<p>Article 172 Any fixed assets acquisition and asset disposal of the Bank with an amount below RMB30 million shall be approved by the president with the authorization of the Board of Directors, while an amount is more than RMB30 million (exclusive) but below RMB1 billion, it shall be approved by the Board of Directors; if the amount is more than RMB1 billion (exclusive), it shall be approved by the shareholders' general meeting.</p> <p>Acquisition and disposal of assets carried out under this article shall comply with the Hong Kong Listing Rules.</p>	<p>Delete</p>

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 proposed amendments to the Rules of Procedures for Shareholders' General Meetings are compared against the existing Rules of Procedures for Shareholders' General Meetings for ease of reference. The following amendments will become effective upon approvals by the Shareholders and the relevant regulatory authorities.

Before Amendment	After Amendment
<p>Article 17 Unless otherwise required by relevant laws, regulations, listing rules of the stock exchange on which the shares of the Bank are listed and the Articles of Association, where the Bank shall convene a shareholders' general meeting, the Bank shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location forty-five days before the meeting.</p> <p>The number of days calculated for the issuance of notices shall not include the day of the meeting.</p> <p>In relation to the issuance of the notice under this Article, the date of issuance of notice represents the date on which the Bank or the share registrar as appointed by the Bank delivers the relevant notice at the post office for posting.</p>	<p>Article 17 Unless otherwise required by relevant laws, regulations, listing rules of the stock exchange on which the shares of the Bank are listed and the Articles of Association, where the Bank shall convene a shareholders' general meeting, the Bank shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location forty-five days before the meeting twenty days before the meeting or fifteen days in case of an extraordinary general meeting.</p> <p>The number of days calculated for the issuance of notices shall not include the day of the meeting.</p> <p>In relation to the issuance of the notice under this Article, the date of issuance of notice represents the date on which the Bank or the share registrar as appointed by the Bank delivers the relevant notice at the post office for posting.</p>

Before Amendment	After Amendment
<p>Article 20 Shareholders may attend a shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf. Shareholders who intend to attend the meeting shall serve the written reply slip to the Bank twenty days prior to the date of the meeting.</p> <p>A shareholder shall entrust the proxy in writing, which shall submit the letter of attorney to the Bank; if the shareholder is a legal entity, the written entrustment file shall be sealed by the legal entity's stamp or signed by the proxy officially appointed by the shareholder.</p> <p>The appointment of proxies by shareholders shall comply with the Articles of Association.</p>	<p>Article 20 Shareholders may attend a shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf. Shareholders who intend to attend the meeting shall serve the written reply slip to the Bank twenty days prior to the date of the meeting.</p> <p>A shareholder shall entrust the proxy in writing, which shall submit the letter of attorney to the Bank; if the shareholder is a legal entity, the written entrustment file shall be sealed by the legal entity's stamp or signed by the proxy officially appointed by the shareholder.</p> <p>The appointment of proxies by shareholders shall comply with the Articles of Association.</p>

Before Amendment	After Amendment
<p>Article 24 The Bank shall calculate the number of voting shares represented by the shareholders intending to attend the meeting according to the received written replies twenty days before the shareholders' general meeting. Where the number of voting shares represented by the shareholders intending to attend the meeting reaches more than half of the total number of voting shares, the Bank can convene a shareholders' general meeting; where it fails, the Bank shall inform the shareholders on the matters to be examined, assembly date and location again within five days in the form of public notice, after the notification, the Bank can convene a shareholders' general meeting.</p> <p>The register of attendance of a shareholders' general meeting shall be prepared by the office of board of directors. Such register shall record information such as each attendant's name (or name of unit), identification card number, address of domicile, the number of voting shares held or authorized, name of the appointing shareholder (or name of unit), etc.</p>	<p>Article 24 The Bank shall calculate the number of voting shares represented by the shareholders intending to attend the meeting according to the received written replies twenty days before the shareholders' general meeting. Where the number of voting shares represented by the shareholders intending to attend the meeting reaches more than half of the total number of voting shares, the Bank can convene a shareholders' general meeting; where it fails, the Bank shall inform the shareholders on the matters to be examined, assembly date and location again within five days in the form of public notice, after the notification, the Bank can convene a shareholders' general meeting.</p> <p>The register of attendance of a shareholders' general meeting shall be prepared by the office of board of directors. Such register shall record information such as each attendant's name (or name of unit), identification card number, address of domicile, the number of voting shares held or authorized, name of the appointing shareholder (or name of unit), etc.</p>

NOTICE OF THE EGM



(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 2020 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 first extraordinary general meeting (the “EGM”) 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 10:00 a.m. on Thursday, 20 February 2020 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Bank:

ORDINARY RESOLUTION

1. To consider and approve the proposal on the proposed amendments to the rules of procedures for shareholders’ general meetings of the Bank; and

SPECIAL RESOLUTION

2. To consider and approve the proposal on the proposed amendments to the articles of association of the Bank.

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

Jinzhou, the PRC, 27 December 2019

NOTICE OF THE EGM

Notes:

1. The register of members of the Bank will be closed from Tuesday, 21 January 2020 to Thursday, 20 February 2020, both days inclusive, during which period no transfer of the Bank's shares (the "Shares") will be effected. In order to be qualified to attend and vote at the EGM, 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 Monday, 20 January 2020.
2. Shareholders of the Bank (the "Shareholders") who are entitled to attend and vote at the EGM 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 form of proxy 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 EGM (i.e. by Wednesday, 19 February 2020 at 10:00 a.m.). If the form of proxy 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 form of proxy. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should you so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, 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 form of proxy signed by the Shareholders or their attorney when attending the EGM.
6. Shareholders who intend to attend the EGM 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 Friday, 31 January 2020.
7. The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM shall arrange and bear their own transportation and accommodation expenses.
8. The name and address of the Bank's H share registrar is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai,
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 Liguao
Tel: 86-0416-3220001
10. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the EGM, 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 EGM 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. Wei Xuekun, Mr. Guo Wenfeng, Mr. Kang Jun, Mr. Yang Weihua and Mr. Yu Jun, as executive Directors; Mr. Zhao Chuanxin, Ms. Ning Jie, Ms. Gu Jihong, Mr. Lyu Fei and Mr. Luo Nan, as non-executive Directors; and Mr. Xie Taifeng, Mr. Wu Jun, Mr. Wang Xiongyuan and Mr. Su Mingzheng, 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.*