



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 2019

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, of^(Note 4) _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 2019 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, 11 September 2020 and any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice and the supplemental notice 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 2019;			
2.	To receive, consider and approve the report of the board of directors of the Bank for the year ended 31 December 2019;			
3.	To receive, consider and approve the report of the board of supervisors of the Bank for the year ended 31 December 2019;			
4.	To receive, consider and approve the appraisal report on directors' performance of duties in 2019;			
5.	To receive, consider and approve the appraisal report on supervisors' performance of duties in 2019;			
6.	To receive, consider and approve the appraisal report on senior management's performance of duties in 2019;			
7.	To receive, consider and approve the Bank's final financial accounts for the year ended 31 December 2019;			
8.	To consider and approve the Bank's profit distribution plan for the year ended 31 December 2019;			
9.	To consider and approve the Bank's fixed asset investment budget plan for 2020;			
10.	To consider and approve the proposed amendments to the rules of procedures for the board of supervisors of the Bank;			
11.	To consider and approve the re-appointment of Crowe (HK) CPA Limited as the Bank's international auditor, until the next annual general meeting of the Bank to be held in 2021, and to authorize the board of directors of the Bank and its delegated person to determine their remuneration;			
	Special Resolutions	For^(Note 5)	Against^(Note 5)	Abstain^(Note 5)
12.	To consider and approve the proposed extension of term of validity of financial bonds specialised for small and micro enterprises and the relevant authorization matters;			
13.	To consider and approve the proposed issue of the financial bonds;			
14.	To consider and approve the proposed amendments to the articles of association of the Bank;			
15.	To consider and approve the adoption of measures for the delegation of authority to the board by the shareholders' general meeting;			
	Ordinary Resolutions	For^(Note 5)	Against^(Note 5)	Abstain^(Note 5)
16.	To consider and approve the amendments to rules of procedures for shareholders' general meetings; and			
17.	To consider and approve the amendments to rules of procedures for board meetings.			

Date: _____ 2020

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:

- 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).
- 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.
- 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).
- 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.**
- IN ORDER TO PREVENT THE SPREAD OF NOVEL CORONAVIRUS (COVID-19) AND ENSURE THE HEALTH AND SAFETY OF THE SHAREHOLDERS OF THE BANK, IT IS SUGGESTED THAT SHAREHOLDERS CONSIDER APPOINTING THE CHAIRMAN OF THE MEETING AS HIS/HER/ITS PROXY TO VOTE AT THE MEETING INSTEAD OF ATTENDING THE MEETING IN PERSON.**
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 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 NOTICE AND THE SUPPLEMENTAL NOTICE CONCERNING THE 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.
- 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.
- 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).
- 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, 10 September 2020 at 9:30 a.m.).
- If a Shareholder has not yet returned the original form of proxy for the AGM which was dispatched by the Bank on 28 July 2020 (the "Original Form of Proxy") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.
- If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
 - If no revised form of proxy is lodged with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the domestic Shares), the Original Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Form of Proxy.
 - If the revised form of proxy is lodged with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the domestic Shares) before 9:30 a.m. on Thursday, 10 September 2020 (the "Closing Time"), the revised form of proxy, if correctly completed, will revoke and supersede the Original Form of Proxy previously lodged by him/her. The revised form of proxy will be treated as a valid form of proxy lodged by the Shareholder.
 - If the revised form of proxy is lodged with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the domestic Shares) after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the revised form of proxy will be invalid. The proxy so appointed by the Shareholder under the Original Form of Proxy, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no revised form of proxy was lodged with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the domestic Shares). Accordingly, Shareholders are advised to complete the revised form of proxy carefully and lodge the revised form of proxy with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the domestic Shares) before the Closing Time.
- 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.