
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)

2021 ANNUAL REPORT, 2021 BOARD OF DIRECTORS' WORK REPORT, 2021 BOARD OF SUPERVISORS' WORK REPORT, FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2021, FIXED ASSET INVESTMENT BUDGET PLAN FOR 2022, PROFIT DISTRIBUTION PLAN FOR THE YEAR 2021, RE-APPOINTMENT OF AUDITOR, PROPOSED AMENDMENTS TO THE RULES FOR EQUITY MANAGEMENT AND NOTICE OF AGM

The Letter from the Board is set out on pages 3 to 9 of this circular.

Notice convening the AGM of Bank of Jinzhou Co., Ltd. to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC and concurrently through video conference at the meeting room on west side of 2nd Floor of Bank of Jinzhou Beijing Branch at No. 5 Jianguomenbei Avenue, Dongcheng District, Beijing, the PRC on Friday, 24 June 2022 are set out on pages 23 to 25 of this circular. The proxy form for use at the AGM is also enclosed with this circular. If you intend to attend the AGM by proxy, you are required to complete and return the enclosed proxy form(s) in accordance with the instructions printed thereon to the H Share Registrar, 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 AGM (i.e. by Thursday, 23 June 2022 at 9:30 a.m.) or any adjournment thereof. Completion and return of the proxy form(s) shall not preclude you from attending and voting in person at the AGM or any adjourned meeting(s) should you so wish.

Important notice: To safeguard the health and safety of Shareholders and attendees, various measures may be implemented by the Bank at the AGM in view of the latest developments (including relevant regulatory restrictions as imposed by the PRC). Possible precautionary measures include but are not limited to body temperature check for each attendee, management of the number of people entering the venue, no distribution of corporate gift and no refreshment for attendees. The Bank suggests that Shareholders appoint the chairman of the AGM as his/her/its proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

* 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.

“2021 Annual Report”	the annual report of the Bank for the financial year ended 31 December 2021
“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 and concurrently through video conference at the meeting room on west side of 2nd Floor of Bank of Jinzhou Beijing Branch at No. 5 Jianguomenbei Avenue, Dongcheng District, Beijing, the PRC at 9:30 a.m. on Friday, 24 June 2022 or any adjournment thereof
“Articles of Association”	the articles of association of the Bank, as amended from time to time
“Bank” or “Bank of Jinzhou”	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 and offshore preference shares are listed on the Stock Exchange
“Board”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“CBIRC”	the China Banking and Insurance Regulatory Commission
“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
“H Share(s)”	the ordinary share(s) in the 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

DEFINITIONS

“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share registrar of the Bank
“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
“Ordinary Share(s)” or “Share(s)”	the Domestic Share(s) and the H Share(s) of the Bank, excluding the offshore preference shares of the Bank
“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, includes the domestic People’s Republic of China but excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Bank

* *The Bank 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



(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, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

Independent non-executive Directors:

WU Jun
XIE Taifeng
XIAO Geng
WANG Xiongyuan
SU Mingzheng

To the Shareholders,

Dear Sir/Madam,

**2021 ANNUAL REPORT,
2021 BOARD OF DIRECTORS' WORK REPORT,
2021 BOARD OF SUPERVISORS' WORK REPORT,
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2021,
FIXED ASSET INVESTMENT BUDGET PLAN FOR 2022,
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2021,
RE-APPOINTMENT OF AUDITOR,
PROPOSED AMENDMENTS TO THE RULES FOR
EQUITY MANAGEMENT
AND
NOTICE OF AGM**

LETTER FROM THE BOARD

INTRODUCTION

The Bank will convene the AGM on Friday, 24 June 2022, a notice thereof is set out on pages 23 to 25 of this circular, at which resolutions will be proposed to approve, including: the 2021 Annual Report, 2021 Board of Directors' work report, 2021 Board of Supervisors' work report, final financial accounts for the year 2021, fixed asset investment budget for 2022, profit distribution plan for the year 2021, re-appointment of auditor and proposed amendments to the rules for equity management.

The purpose of this circular is to set out the notice of the AGM and provide you with the details of the aforesaid resolutions.

MATTERS TO BE HANDLED

(1) 2021 ANNUAL REPORT

An ordinary resolution will be proposed at the AGM to approve the 2021 Annual Report.

(2) 2021 BOARD OF DIRECTORS' WORK REPORT

An ordinary resolution will be proposed at the AGM to approve the work report of the Board of Directors for the year ended 31 December 2021, the extracts of which is set out in the 2021 Annual Report.

(3) 2021 BOARD OF SUPERVISORS' WORK REPORT

An ordinary resolution will be proposed at the AGM to approve the work report of the Board of Supervisors for the year ended 31 December 2021, the extracts of which is set out in the 2021 Annual Report.

(4) FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2021

An ordinary resolution will be proposed at the AGM to approve the final financial accounts for the year ended 31 December 2021, the extracts of which is included in the audited financial statements of the Bank as set out in the 2021 Annual Report.

LETTER FROM THE BOARD

(5) FIXED ASSET INVESTMENT BUDGET PLAN FOR 2022

Based on the strategy planning and business development needs of the Bank in 2022, taking into account the governmental policies requirements, the fixed assets investment of the Bank for the year 2022 is planned to be RMB280 million (the “**Fixed Asset Investment Budget Plan for 2022**”), details of which are as follows:

Items under the plan	Investment plan for fixed assets for 2022 (RMB million)
Development of Branch Network	80
Technology Investment	180
Infrastructure Operation	20
Total	280

(a) RMB80 million for investment in branch network development

It is mainly used for investment in optimization of branch network layout, decoration and modification of branch network, equipment and other branch network development projects.

(b) RMB180 million for technology investment

It is mainly used for investment in the construction of technological advancement of the headquarters and branches and smart equipment (excluding intangible assets) and other investment in technological equipment.

(c) RMB20 million for investment in infrastructure operation

It is mainly used for investment in fundamental operations such as the purchase and updates of business cars for daily use, security equipment, office machinery and equipment and office furniture.

LETTER FROM THE BOARD

As part of the Fixed Asset Investment Budget Plan for 2022, the Bank proposes to dispose idle assets, optimize the allocation of fixed asset and proposes to dispose fixed assets of RMB127 million in 2022, details of which are as follows:

Items under the plan	Disposal plan for fixed assets for 2022 (RMB million)
Real estate	118
Vehicles	4
Business equipment, office furniture and other fixed assets	<u>5</u>
Total	<u><u>127</u></u>

An ordinary resolution will be proposed at the AGM to approve the Fixed Asset Investment Budget Plan for 2022, the full text of which will be presented at the AGM.

(6) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2021

On 31 March 2022, the Board resolved to submit to the Shareholders for their consideration and approval a profit distribution plan for the year ended 31 December 2021 (the “**Profit Distribution Plan for 2021**”) as follows:

- (a) appropriation of legal surplus reserve by the Bank of RMB185 million;
- (b) provisions for the difference of general reserve of RMB357 million based on 1.5% of closing balance of risk-bearing assets and loss-bearing assets of the Bank as at the end of period made in accordance with the requirements under the “Administrative Measures on Accrual of Provisions by Financial Institutions” (Cai Jin [2012] No. 20) (《金融企業準備金計提管理辦法》(財金[2012]20號));
- (c) in order to facilitate the Bank’s sustainable and stable development and to manage the relationship between capital replenishment and profit distribution properly, taking into account the financial position of the Bank for the year ended 31 December 2021, to strengthen the replenishment strength of its internal capital, no dividend will be distributed to the Shareholders for the year ended 31 December 2021; and
- (d) no conversion of capital reserve into share capital will be conducted for the year ended 31 December 2021.

An ordinary resolution will be proposed at the AGM to approve the Profit Distribution Plan for 2021, the full text of which will be presented at the AGM.

LETTER FROM THE BOARD

(7) RE-APPOINTMENT OF AUDITOR

The Board has proposed the re-appointment of Crowe (HK) CPA Limited as the international auditor of the Bank until the conclusion of the next annual general meeting to be held in 2023 to provide annual audit report and interim external review report in respect of the financial statements of the Bank and its subsidiaries, 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 persons, namely two senior management officers, presidents and chief financial officers, to determine the remuneration of Crowe (HK) CPA Limited for their audit services.

An ordinary resolution will be proposed at the AGM to approve the re-appointment of Crowe (HK) CPA Limited and the authorisation to the Board and the delegated person to determine their remuneration.

(8) PROPOSED AMENDMENTS TO THE RULES FOR EQUITY MANAGEMENT

In accordance with the relevant provisions of laws and regulations such as the Company Law of the People's Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions, the Interim Measures for the Equity Management of Commercial Banks and the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial) and taking into account the actual situation of the Bank, it is proposed to amend the existing Measures for Equity Management of Bank of Jinzhou Co., Ltd.. The revised Measures for Equity Management are set out in Appendix I to this circular.

An ordinary resolution will be proposed at the AGM to approve the proposed amendments to the Rules for Equity Management, which will become effective upon approval by the Shareholders.

OTHERS

In addition, (i) the Specific Report on the Related-Party Transactions of Bank of Jinzhou Co., Ltd. for 2021, the Execution Report on the Measures for the Delegation of Authority to the Board by the Shareholders' General Meeting of Bank of Jinzhou Co., Ltd. for 2021, the Report on the Annual Assessment of Major Shareholders (Substantial Shareholders) of Bank of Jinzhou Co., Ltd.; and (ii) the Appraisal Report on Performance of Duties by the Board of Directors and its Members of Bank of Jinzhou Co., Ltd. for 2021, the Appraisal Report on Performance of Duties by Supervisors of Bank of Jinzhou Co., Ltd. for 2021 and the Appraisal Report on Performance of Duties by Senior Management and its Members of Bank of Jinzhou Co., Ltd. for 2021, all of which are prepared by the Board of Supervisors, will be circulated at the AGM.

LETTER FROM THE BOARD

THE AGM

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 and concurrently through video conference at the meeting room on west side of 2nd Floor of Bank of Jinzhou Beijing Branch at No. 5 Jianguomenbei Avenue, Dongcheng District, Beijing, the PRC at 9:30 a.m. on Friday, 24 June 2022. Notice of the AGM is set out on pages 23 to 25 of this circular.

Shareholders who intend to attend the AGM by proxy are required to complete and return the proxy form(s) 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 not later than 24 hours before the time appointed for the holding of the AGM (i.e. by Thursday, 23 June 2022 at 9:30 a.m.) or any adjournment thereof. Completion and return of the proxy form(s) shall not preclude you from attending and voting in person at the AGM or any adjourned meeting(s) should you so wish.

VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll for every such resolution put to the vote at the AGM. 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 Bank 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.

Please be advised that pursuant to Article 72 of the Articles of Association, when the number of Shares of the Bank pledged by a Shareholder reaches or exceeds 50% of his/her/its holding of Shares in the Bank, the voting rights of such Shareholder at general meetings and the voting rights of Director(s) nominated by such Shareholder at Board meetings shall be restricted. In addition, pursuant to Article 63 of the Articles of Association, when the credit extension of the Bank of a Shareholder is overdue, his/her voting right in the general meeting and voting right of the Board member nominated by him/her in the Board of Directors shall be limited.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of Shareholders who are entitled to attend and vote at the AGM, the register of members of the Bank will be closed from Monday, 20 June 2022 to Friday, 24 June 2022 (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 is Friday, 24 June 2022. In order to be eligible to attend and vote at the AGM, all transfer documents together with the relevant share certificates and other appropriate documents 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 Friday, 17 June 2022.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that all resolutions set out in the notice of the AGM for Shareholders' consideration and approval are in the best interests of the Bank and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the notice of the AGM which are to be proposed at the AGM.

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

Jinzhou, Liaoning Province, the PRC
2 June 2022

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.

**Rules for Equity Management of Bank of Jinzhou Co., Ltd.
(2022 Version)**

Chapter I General Provisions

Article 1 To strengthen equity management in the Bank of Jinzhou Co., Ltd. (the “Bank”), regulate the acts of shareholders of the Bank, protect the lawful interests of the Bank, depositors and other customers, and safeguard the lawful interests of shareholders of the Bank, these Rules have been established in accordance with the laws and regulations, including the Company Law of the People’s Republic of China, the Banking Supervision Law of the People’s Republic of China, the Law of the People’s Republic of China on Commercial Banks, the Corporate Governance Guidelines for Banking and Insurance Institutions, the Interim Measures for the Equity Management of Commercial Banks, the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial) and the requirements of the Articles of Association of Bank of Jinzhou Co., Ltd. (the “Articles of Association”).

Article 2 These Rules are applicable to the ordinary shares (the “shares”) of the Bank, and the relevant laws and regulations are applicable to the equity management of preference shares.

Article 3 The Bank follows the principles of classification management, good quality, clarity of relationship, definite rights and obligations, openness and transparency in equity management.

Chapter II Rights and Obligations of Shareholders

Article 4 If any investor and its connected persons or parties acting in concert who intend to hold, solely or jointly, for the first time or in aggregate upon share purchase, above 5% of the total capital or total number of shares of the Bank, it shall inform the Bank in advance and upon the consideration and approval by the Board of Directors of the Bank, report to the China Banking and Insurance Regulatory Commission (the “CBIRC”) or its delegated authority for approval.

Article 5 If any investor and its connected persons or parties acting in concert who hold, solely or jointly, above 1% but less than 5% of the total capital or total number of shares of the Bank, the Bank shall report to the CBIRC or its delegated authority within 10 business days after the corresponding equity interest has been acquired. If an investor acquires equity in domestic shares, the secretary of the Board of Directors of the Bank shall organize relevant departments to conduct preliminary examination and submit to the chairman of the Bank for approval before the equity change procedures for relevant investors and shareholders. The Bank shall report to the CBIRC or its delegated authority within ten working days after the

completion of the change procedures. If the investor acquires equity in H-shares, he/she shall promptly inform the Bank and fulfill the obligation of equity disclosure in accordance with the regulations. The Bank shall report to the CBIRC or its delegated authority within ten working days upon the acquisition of the corresponding equity by the investors.

If the investor and its related parties or parties acting in concert individually or collectively hold less than 1% of the total amount of shares of the Bank, the change in equity of its domestic shares shall be handled in accordance with the procedures specified in the preceding article, and no report is required, and the change in equity of its H-shares shall be implemented in accordance with the rules of the Stock Exchange.

Article 6 The shareholders of the Bank shall use their own funds to acquire shares of the Bank, and ensure that the sources of funds are legal. Unless otherwise provided by laws and regulations, they shall not use entrusted funds, debt funds or other non-self-owned funds to acquire shares of the Bank. The Bank or its branches or subsidiaries shall not provide any financial assistance in the form of gifts, advances, guarantees, compensation or loans for the purchase or proposed purchase of the Shares of the Bank. The shareholders of the Bank shall not entrust the others or be entrusted by the others to hold shares of the Bank.

Article 7 The shareholders of the Bank shall have good social reputation, integrity record, tax records and financial status, and shall continuously meet the requirements of laws, regulations, regulatory requirements and the conditions stipulated in the Articles of Association. The shareholders of the Bank and their controlling shareholders, actual controllers, related parties, acting parties and ultimate beneficiaries shall have clear and transparent relationships.

Article 8 Shareholders of the Bank are entitled to enjoy rights and assume obligations according to the class of shares held by them and strictly in accordance with laws, regulations, regulatory requirements and provisions of the Bank's Articles of Association. The Bank's directors, supervisors, senior management officers and their connected persons who hold shares of the Bank shall also comply with the requirements of laws and regulations for managing equity interest held by directors, supervisors and senior management. When the Bank's shareholders transfer their equity interests in the Bank, they shall inform the transferee that they are required to comply with the laws, regulations, regulatory requirements and the conditions under the Articles of Association and to assume the relevant shareholder responsibilities.

Article 9 Shareholders of the Bank shall comply with laws and regulations and the relevant requirements of CBIRC for connected transactions, they shall not conduct improper connected transactions with the Bank, or derive improper gains by using their influence over the operational management of the Bank.

Article 10 If serious risk events or serious violations of laws and regulations have occurred in the Bank, and measures such as risk disposal or receivership are adopted by the CBIRC or its delegated authority, then the shareholders should actively cooperate with the CBIRC or its delegated authority to conduct such risk disposal or other tasks.

Article 11 Shareholders have the right to safeguard their legal interests through civil litigation or other legal means in accordance with the laws and regulations, and may reflect the relevant matters to the regulator.

Chapter III Special Provisions for Substantial Shareholders

Article 12 Substantial shareholders of the Bank refer to shareholders who hold or control above 5% shares or voting rights of the Bank, or who hold less than 5% of total capital or total number of shares but have material influence on the operational management of the Bank.

“Material influence” in the preceding provision includes but is not limited to designating directors, supervisors or senior management officers to station in the Bank, influencing the Bank’s financial and operational management decisions through agreements or other forms of influence, and other scenarios confirmed by the CBIRC or its delegated authority.

Substantial shareholders of the Bank shall hold the shares of the Bank in accordance with relevant laws, regulations and regulatory documents.

Article 13 When a substantial shareholder acquires shares, he should provide an undertaking in writing to promise compliance with laws and regulations, regulatory requirements and Articles of Association, and gives an explanation on the purpose of buying into the Bank. A substantial shareholder of the Bank shall describe his/her shareholding structure level by level until the de facto controller or ultimate beneficiaries, and his/her connected relationship or acting in concert relationship with other shareholders, and the Bank shall be promptly informed of any changes in the aforementioned shareholding structure and connected relationship or acting in concert relationship. Substantial shareholders of the Bank shall not transfer their equity interests in the Bank within five years from the date of acquisition of equity interests in the Bank.

Article 14 Unless otherwise required under laws and regulations, the same investor and its connected persons or parties acting in concert shall not invest in more than two (2) commercial banks in the capacity of a substantial shareholder, or shall not invest in more than one (1) commercial bank as a controlling shareholder.

Article 15 Any substantial shareholder of the Bank and his/her controlling shareholder or de facto controller must not involve in any of the following events:

- (1) named as joint subject of punishment by the relevant authority for breach of trust;

- (2) serious default of escaping from bank liabilities;
- (3) provision of false materials or misrepresentation;
- (4) responsible for serious liabilities in the operation failure of a commercial bank or committed serious violations in laws and regulations;
- (5) refuse or obstruct the implementation of regulatory measures by the CBIRC or its delegated authority in accordance with the laws;
- (6) subject to investigation or punishment by the financial regulatory authority or relevant government department that resulted in extremely bad impact;
- (7) other events which may have adverse effects on the operational management of the Bank.

Article 16 Substantial shareholders of the Bank shall exercise their rights as capital contributors and perform the obligations of capital contributors strictly in accordance with laws and regulations, regulatory requirements and Articles of Association of the Bank, they shall not abuse the use of shareholders' rights to interfere with, or use their influence to affect, the decision-making and management rights of the Board of Directors and the senior management under the Articles of Association, they shall not by-pass the Board of Directors and the senior management to directly interfere with, or use their influence to interfere with, the operational management of the Bank, to convey benefits, or otherwise to harm the lawful interest of depositors, the Bank and other shareholders.

Article 17 Unless otherwise provided by laws and regulations or otherwise required by regulation, each substantial shareholder of the Bank shall make an undertaking in writing according to regulatory requirements to inject additional capital to the Bank for capital restoration when necessary, and shall report to the CBIRC or its delegated authority through the Bank on annual basis about his/her capital restoration ability.

Article 18 Substantial shareholders of the Bank shall establish an effective risk segregation mechanism to prevent risks from spreading and transferring among the shareholders, the Bank and other connected entities.

Article 19 Substantial shareholders of the Bank shall exercise effective management on cross-employment between their members of the Board of Directors, members of the Board of Supervisors and senior management officers and those of the Bank and other connected entities to avoid conflict of interests.

Article 20 The substantial shareholders of the Bank shall timely, accurately and completely report the following information to the Bank:

- (1) their own operating conditions, financial information and shareholding structure;

- (2) the source of funds for capital investment in the Bank;
- (3) the controlling shareholders, de facto controllers, connected persons, parties acting in concert, ultimate beneficiaries and their changes and movements;
- (4) litigation security measures or enforcement action taken on equity interest of the Bank held by them;
- (5) pledge or discharge of equity interest of the Bank held by them;
- (6) name change;
- (7) merger and spin-off;
- (8) regulatory measures adopted, such as order to cease operation for reorganization, appointment of trustee, receiver or cancellation, or commencement of dissolution, bankruptcy or liquidation proceedings;
- (9) other changes which may affect the qualification of shareholders or circumstances causing changes to equity interest of the Bank held by them.

Article 21 Substantial shareholders of the Bank shall faithfully make and fulfill commitments in accordance with relevant laws and regulations and regulatory requirements, and the commitments made by substantial shareholders shall be accurate, standardized and enforceable. The commitments made by the major shareholders of the corporate entities shall be subject to the necessary internal approval procedures such as the internal approval procedures of the board meeting or the general meeting in accordance with the laws and regulations, regulatory requirements and the Articles of Association. The substantial shareholders of the Bank shall actively cooperate with the CBIRC or its delegated authority and the Bank in conducting the assessment of the shareholder's commitment.

Article 22 The substantial shareholders of the Bank shall actively fulfill the due diligence commitments such as capital replenishment, liquidity support, and cooperate with the banking and insurance institution in the disposal of risks in accordance with regulatory requirements. The substantial shareholders shall promptly inform the Bank of the specific circumstances and reasons and shall not prevent other investors from taking reasonable plans to invest in the Bank if any circumstance of non-fulfillment of the due diligence commitment occurs to them.

Chapter IV Special Provisions for Major shareholders

Article 23 A major shareholder of the Bank shall be a shareholder of the Bank who meets one of the following conditions:

- (1) those who hold more than 10% of the shareholding of the Bank;

- (2) those who actually hold the largest number of shares of the Bank with percentage of shareholding not less than 5% (including shareholders holding the same number of shares);
- (3) if more than two directors are nominated;
- (4) the Board of Directors of the Bank considers that it has a controlling influence on operation and management of the Bank;
- (5) other circumstances as determined by the CBIRC or its delegated authority.

The shareholdings of shareholders and their related parties and parties acting in concert are aggregated. If the percentage of shareholding meets the above requirements, the relevant shareholders are considered to be the major shareholders.

Article 24 The major shareholders of the Bank shall fully understand the industry attributes, risk characteristics, prudent operation rules of the banking industry, as well as the rights and obligations of the major shareholders, actively safeguard the steady operation of the Bank and the stability of the financial market, protect the rights and interests of consumers, support the Bank to better serve the real economy and prevent and control financial risks. The major shareholders of the Bank shall strengthen capital constraints, maintain appropriate leverage level and scientifically lay out their investments in banking and insurance institutions to ensure that investment behavior is in line with their own capital scale, continuous capital contribution capacity and operation and management level, and the number of investment in banking and insurance institutions shall meet relevant regulatory requirements.

Article 25 The major shareholders of the Bank shall focus on long-term investment and value investment and shall not use it for speculative cash; they shall maintain the relative stability of the shareholding structure of the Bank and shall not transfer or transfer their shareholding of the Bank in disguised form during the period of restricted transfer of shareholding, except that such transfer is ordered by judicial ruling, administrative allocation or by the CBIRC or its delegated authority. Unless otherwise stipulated by the State Council, no direct or indirect cross-shareholding between the major shareholders of the Bank and the Bank shall be permitted.

Article 26 The major shareholders of the Bank shall perform their duties and responsibilities in accordance with laws, regulations, regulatory provisions and the Articles of Association, participate in corporate governance in a lawful and effective manner, and abuse of shareholder rights is strictly prohibited. The major shareholders should support the Bank to establish an independent, sound and balanced corporate governance structure, and support the Bank to integrate corporate governance with the leadership of the Party.

Article 27 The major shareholders of the Bank shall properly exercise shareholder rights through corporate governance procedures to safeguard the independent operation of the Bank. Improper intervention or restriction of the Bank in the following ways is strictly prohibited, except otherwise stipulated by laws and regulations or approved by the CBIRC:

- (1) to set up pre-approval procedures for resolutions of the general meetings of the Bank and the Board of Directors;
- (2) interfering with the normal procedures for the election and appointment of staff of the Bank, or directly appointing and dismissing staff in excess of the general meeting of the Bank and the Board of Directors;
- (3) interfering with the performance evaluation of the directors, supervisors and other staff of the Bank;
- (4) interfering with the normal operating and decision-making procedures of the Bank;
- (5) interfering with the financial and accounting activities such as financial accounting, capital transfer, asset management and expense management of the Bank;
- (6) issuing operating plans or instructions to the Bank;
- (7) requesting the Bank to make loans or provide guarantees;
- (8) otherwise interfering with the independent operation of the Bank.

Article 28 A major shareholders of the Bank may appoint an proxy to attend the general meeting of the Bank, provided that the proxy shall be a person other than that major shareholders and their related parties, parties acting in concert, directors and supervisors nominated by that shareholder. A major shareholder of the Bank shall not accept proxies from non-affiliated parties or parties acting in concert to attend the general meeting.

Article 29 A major shareholder of the Bank shall exercise their right to nominate the directors of the Bank prudently to ensure that the nominees are in conformity with relevant regulatory requirements. A major shareholder of the Bank shall strengthen their supervision over the performance of the nominated directors and supervisors according to law, and make timely adjustment in accordance with laws and regulations, regulatory requirements and the provisions of the Articles of Association when the nominated directors and supervisors are unable to perform their duties effectively.

Article 30 If serious risk events or serious violations of laws and regulations have occurred in the Bank, and measures such as risk disposal or receivership are adopted by the CBIRC or its delegated authority, the Bank's major shareholders shall actively cooperate in risk management, strictly implement relevant regulatory measures and requirements, proactively maintain the stability of the Bank's operations, and assume the responsibilities and obligations of shareholders in accordance with the law.

Article 31 The major shareholders of the Bank shall, in accordance with the Bank's development strategy, business plan and risk profile, support the Bank in the preparation and implementation of medium and long-term capital plans, promote the matching of the Bank's capital needs with its capital replenishment capacity to ensure that the Bank's capital continuously meets the regulatory requirements. The major shareholders of the Bank shall support the Bank to replenish capital through multiple channels and in a sustainable manner, optimize the capital structure, and enhance the ability to serve the real economy and resist risks.

Article 32 The major shareholders of the Bank shall actively cooperate with the Bank in reputation risk management, guide positive social opinion and maintain the Bank's brand image. The major shareholders of the Bank shall communicate with the Bank in a timely manner when monitoring reports or rumors related to the Bank that may have a significant impact on the Bank.

Article 33 The major shareholders of the Bank shall support the Bank to adjust its profit distribution policy in accordance with its own operating conditions, risk profile, capital planning and market environment, and to balance the relationship between cash dividends and capital replenishment. The major shareholders shall support the Bank to reduce or not to pay cash dividends if the Bank has any of the following circumstances:

- (1) the capital adequacy ratio does not meet the regulatory requirements or the solvency ratio does not meet the standards;
- (2) corporate governance assessment result is lower than C grade or regulatory rating is lower than 3 grade;
- (3) loan loss provision is lower than the regulatory requirements or the non-performing loan ratio is significantly higher than the industry average;
- (4) banking and insurance institutions with major risk events or major violations of law and regulations;
- (5) other circumstances that the CBIRC and its delegated authority consider that the dividend should not be paid.

Article 34 The major shareholders of the Bank shall encourage and support all shareholders of the Bank, especially minority shareholders, to conduct proper communication and consultation on matters relating to the exercise of shareholders' rights, and coordinate and cooperate with minority shareholders in exercising their legal rights such as the right to information or the right to inquire in accordance with the law.

The major shareholders of the Bank shall support the minority shareholders of the Bank to obtain the opportunity to effectively participate in and vote at the shareholders' general meeting, and shall not obstruct or instruct the Bank to obstruct the participation of the minority shareholders in the shareholders' general meeting, or impose other obstacles to participation of the minority shareholders in the shareholders' general meeting.

Article 35 The major shareholders of the Bank shall pay attention to the relevant circumstances of the exercise of shareholders' rights and the fulfillment of shareholders' obligations by other shareholders, and shall promptly inform the Bank of any damage to the interests of the Bank or the legitimate rights and interests of other stakeholders. The Bank shall take corresponding measures in a timely manner in accordance with the laws and regulations and the Articles of Association and report to the CBIRC or its delegated authority.

Chapter V Responsibilities of the Bank

Article 36 The Board of Directors of the Bank shall perform its responsibilities diligently and undertake the ultimate responsibilities of equity affairs management. The Bank's Chairman of the Board is the foremost responsible person for handling equity affairs. The secretary to the Board of Directors assists the work of the Chairman, and is the directly responsible person for handling equity affairs. The secretary to the Board of Directors and the Office of the Board of Directors of the Bank shall be responsible for handling specific equity management affairs. Both the Chairman and the secretary of the Board of Directors shall perform their duties faithfully, honestly and diligently.

Article 37 The Bank shall establish and improve the equity information management system and equity management system to perform registration of equity information, management of connected transactions and disclosure of information well. The Bank is responsible for applications for administrative licenses, reports on shareholder information and related matters and the submission of information related to equity matters.

Article 38 The Bank shall establish information files on major shareholders, record and manage relevant information on major shareholders, and verify and grasp the control of major shareholders, the affiliation and concerted action with other shareholders of the Bank, and the pledge and freezing of equity held at least once every six months by asking shareholders and inquiring public information, etc. In case of changes, relevant information shall be reported and disclosed in a timely, accurate and complete manner in accordance with relevant regulations.

Article 39 The Bank shall step up the examination process for qualifications of shareholders to verify and capture the changes in the information about the substantial shareholders and their controlling shareholders, de facto controllers, connected persons, parties acting in concert, and ultimate beneficiaries, to make judgment on the influence of shareholders on the operational management of the Bank, and to report or disclose the relevant information timely, accurately and completely in accordance with the laws.

Article 40 The Board of Directors of the Bank shall conduct evaluation at least once a year on the qualification of substantial shareholders, performance of undertakings, implementation of the Articles of Association or terms of agreements, and compliance with laws, regulations and regulatory requirements, and shall submit the evaluation report timely to the CBIRC or its delegated authority. For major shareholders of the Bank, the assessment shall include its qualification, financial position, shareholdings, connected transactions in the previous year, exercise of shareholders' rights, fulfillment of responsibilities, obligations and commitments, implementation of the Articles of Association and terms of agreement, and compliance with laws, regulations and regulatory requirements. The results of assessment of majority shareholder shall be communicated at the general meeting or in written documents, while submitting to the CBIRC or its delegated authorities.

Article 41 The domestic shares of the Bank have been registered with the China Securities Depository and Clearing Co., Ltd. ("CSDC") according to the regulatory requirements. The registration and changes and all other relevant acts relating to the shares held by confirmed securities account holders must comply with the relevant rules of CSDC.

Article 42 The Bank has opened a special securities account for unconfirmed holders in CSDC, the registered shares in such account will be managed uniformly by the Bank, including confirmation of holders, handling the registration procedure for securities account holders with CSDC, completing the payment of undistributed cash dividends for the relevant shares prior to confirmation of holders and providing judicial assistance in respect of the relevant shares.

Article 43 The Bank shall strengthen the management of connected transactions, by identifying the connected persons accurately pursuant to the relevant laws and regulations, strictly implementing the approval and information disclosure systems for connected transactions, and making timely reports to the CBIRC or its delegated authority on the conditions of connected transactions. The Bank shall manage the substantial shareholders and their ultimate controlling shareholders, de facto controllers, connected persons, parties acting in concert and ultimate beneficiaries as their own connected persons.

Article 44 The credit balance granted by the Bank to single entities, such as the substantial shareholders or their controlling shareholders, de facto controllers, connected persons, parties acting in concert and ultimate beneficiaries, shall not exceed 10% of the net capital of the Bank, and the total credit balance granted to a single substantial shareholder and his/her controlling shareholder, de facto controller, connected person, party acting in concert or ultimate beneficiary shall not exceed 15% of the net capital of the Bank.

Article 45 Sale and purchase or leasing transactions of movable properties and real properties for self-occupation between the Bank and the substantial shareholders or their controlling shareholders, de facto controllers, connected persons, parties acting in concert or ultimate beneficiaries; sale and purchase of credit assets; receipt and disposal of assets for secured debts; transactions of credit value appreciation, credit assessment, asset assessment, law, information, technology and infrastructure services; agency and consignment sales and

other transactions, shall comply with the relevant requirements of laws and regulations and CBIRC, and shall be conducted according to commercial principles, and their terms and conditions shall not be more favourable than those of similar transactions with non-connected persons, in order to prevent spreading of risks and conveyance of benefits.

Article 46 The Bank shall through interim report or annual report authentically, accurately and completely disclose equity information of the Bank, including:

- (1) equity and total number of shareholders as at the end of the reporting period and movements in equity during the reporting period;
- (2) shareholdings of the top 10 shareholders of the Bank as at the end of the reporting period;
- (3) particulars of the substantial shareholders and their controlling shareholders, de facto controllers, connected persons, parties acting in concert and ultimate beneficiaries during the reporting period;
- (4) connected transactions between the Bank and the substantial shareholders and their controlling shareholders, de facto controllers, connected persons, parties acting in concert and ultimate beneficiaries during the reporting period;
- (5) pledge of equity interest of the Bank by substantial shareholders;
- (6) nomination of directors and supervisors by shareholders;
- (7) other information as required by the CBIRC.

Article 47 Upon occurrence of material changes in the relevant information of substantial shareholders which may affect the qualification conditions of shareholders or which may cause material changes in the equity interest of the Bank held by them, the Bank shall disclose such information on timely basis. Matters on equity interest which should be reported to the CBIRC or its delegated authority for approval but have not yet obtained approval, an explanation shall be included in the information disclosure of the Bank.

Article 48 The Bank shall support the establishment of a communication and consultation mechanism among its shareholders and promote proper communication and consultation among its shareholders regarding the exercise of their rights. The Bank shall establish a smooth and effective communication mechanism between the Company and its shareholders, treat all of its shareholders fairly, and protect the rights of its shareholders, especially minority shareholders, to be informed of, participate in decision-making for and supervise material matters of the Company.

Chapter VI Pledge of Equity

Article 49 If the shareholders of the Bank pledge the equity interest held by them in the Bank, they shall comply with the laws and regulations and the relevant requirements of pledging equity interest in commercial banks prescribed by the CBIRC, and shall not harm the interests of other shareholders and the Bank. Majority shareholder shall not, with equity interest held in the Bank, provide guarantee for debts other than those belonging to it and its related parties, and shall not, in the form of pledge of equity interest, to hold the equity interest of the Bank on behalf of others, to hold shares illegally through a related party, or to transfer equity interest in a disguised manner.

Article 50 If shareholders pledge their equity interests in the Bank to guarantee themselves or others, they shall strictly comply with the requirements of laws, regulations and regulatory authorities and inform the Board of Directors of the Bank in advance. Where a shareholder who serves on the Board of Directors or the Board of Supervisors, or directly, indirectly or jointly holds or controls more than 2% of share capital or voting rights in the Bank pledges his/her equity interests in the Bank, it shall make an application and filing to the Board of Directors of the Bank in advance, stating the basic information of the pledge including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgees. Where the Board of Directors considers the pledge to be materially adverse to the stability of the Bank's shareholding, corporate governance, as well as the risk and related party transaction control, no filing shall be made. The director(s) appointed by a shareholder proposing to pledge his/her shares in the Bank shall avoid attending the meeting of the Board of Directors at which such proposal is considered.

Article 51 Upon the registration of pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner so as to meet the Bank's requirements on risk management and information disclosure. A shareholder who has pledged his/her equity interests in the Bank shall report financial data to the Bank on a regular basis. If the pledged equity interests are involved in litigation, freezing, discount, auction or other circumstances that may result in the transfer of equity interests, the relevant shareholders shall report to the Bank immediately.

Article 52 Shareholders shall not pledge the Bank's shares if the outstanding balance of the loans they have borrowed from the Bank exceeds the audited net equity value held by them in the Bank in the previous year.

Article 53 Where a shareholder pledges 50% or more of his/her equity interests in the Bank, such shareholders and their nominated directors shall not exercise their voting rights at the general meeting and meeting of the Board of Directors.

Article 54 The Bank shall disclose information in accordance with the law and report to the regulators in accordance with regulatory requirements in the event of any of the following circumstances:

- (1) the pledged equities of the Bank have reached or exceeded 20% of all its equities;
- (2) the number of equities of the Bank pledged by substantial shareholders have reached or exceeded 50% of its shareholding in the Bank;
- (3) the pledged equities of the Bank involve freezing, judicial auction, legal restrictions on voting rights or are subject to restrictions from other rights.

The major shareholders of the Bank shall promptly, accurately and completely inform the Bank of the pledge and release of pledge of equity held by it, and the Bank shall disclose such information in the Company's statutory disclosure documents.

Article 55 The Bank shall reinforce the management of equity pledge and discharge by recording the relevant information of pledges on the register of shareholders, and assisting the shareholders to register the registration of pledges with CSDC.

Chapter VII Supplementary Provisions

Article 56 Matters which are not provided in these Rules or which are not consistent with the laws and regulations, regulatory requirements and provisions of the Articles of Association of the Bank, then the laws and regulations, regulatory requirements and the Articles of Association of the Bank shall prevail.

Article 57 The "not less than" referred to in these Rules includes the figure itself, "below" or "less than" does not include the figures itself.

Article 58 In the transfer or pledge of State-owned shares of the Bank held by the shareholders, the corresponding procedures shall be performed in accordance with the relevant requirements of the State-owned equity management authority.

Article 59 The directors, supervisors, senior management officers and other employees who have access to the relevant information during the process of work shall have confidentiality obligations in respect of such information.

Article 60 These Rules shall be subject to interpretation by the Board of Directors

Article 61 Establishment of these Rules and their amendments shall be effective from the date of approval by the shareholders' general meeting of the Bank.

NOTICE OF AGM



(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 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 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**”) and concurrently through video conference at the meeting room on west side of 2nd Floor of Bank of Jinzhou Beijing Branch at No. 5 Jianguomenbei Avenue, Dongcheng District, Beijing, the PRC at 9:30 a.m. on Friday, 24 June 2022 to consider and, if thought fit, to pass, with or without modifications, the following ordinary resolutions:

1. To receive, consider and approve the annual report of the Bank for the financial year ended 31 December 2021;
2. To receive, consider and approve the work report of the board of directors of the Bank for the year ended 31 December 2021;
3. To receive, consider and approve the work report of the board of supervisors of the Bank for the year ended 31 December 2021;
4. To receive, consider and approve the Bank’s final financial accounts for the year ended 31 December 2021;
5. To consider and approve the Bank’s fixed asset investment budget plan for 2022;
6. To consider and approve the Bank’s profit distribution plan for the year ended 31 December 2021;
7. 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 2023, and to authorize the board of directors of the Bank and its delegated person to determine their remuneration; and
8. To consider and approve the Rules for Equity Management of Bank of Jinzhou Co., Ltd..

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

Jinzhou, Liaoning Province, the PRC
2 June 2022

NOTICE OF AGM

Notes:

1. The register of members of the Bank will be closed from Monday, 20 June 2022 to Friday, 24 June 2022, (both days inclusive), during which period no transfer of the Bank's shares (the "Shares") will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents together with the relevant share certificates and other appropriate documents must be lodged with the H share registrar of the Bank, namely Computershare Hong Kong Investor Services Limited (in respect of H Shares), or to the Bank's registered office in the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Friday, 17 June 2022.
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 needs 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 AGM (i.e. by Thursday, 23 June 2022 at 9:30 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 shall not preclude Shareholders from attending and voting in person at the AGM or any adjourned meeting(s) should you so wish.

In order to prevent the spread of Novel Coronavirus (COVID-19) and ensure the health and safety of the Shareholders, it is suggested that Shareholders consider appointing the chairman of the AGM as his/her/its proxy to vote at the AGM instead of attending the AGM in person.

5. Shareholders shall produce their identity documents and supporting documents in respect of the 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 form of proxy signed by the Shareholders or their attorney when attending the AGM.
6. The AGM is expected to be held for less than half a day.
7. 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
(For lodging share transfer documents)

17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
(For deposit of proxy forms)

Tel: 852-2862 8555
Fax: 852-2865 0990

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: Wang Hao
Tel: 86-416-3220109

NOTICE OF AGM

9. 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.
10. 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. 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. Wu Jun, Mr. Xie Taifeng, Mr. Xiao Geng, 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.*