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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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)

### PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

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Capitalized terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular. The Letter from the Board is set out on pages 3 to 6 of this circular.

The Bank will convene the EGM at 10:00 a.m. on Thursday, 29 December 2022 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. The notice of the EGM is set out on pages 7 to 9 of this circular.

The proxy form(s) for use at the EGM is/are also enclosed with this circular. If you intend to attend the EGM 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 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 (i.e. by Wednesday, 28 December 2022 at 10:00 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 EGM 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 EGM 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, and no refreshment for attendees. The Bank suggests that Shareholders appoint the chairman of the EGM as his/her/its proxy to vote on the relevant resolution at the EGM instead of attending the EGM 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

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*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” 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, the stock code of which is 0416
“Board” or “Board of Directors”	the board of Directors 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 share capital of the Bank with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities
“EGM”	the 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 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 10:00 a.m. on Thursday, 29 December 2022 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
“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

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## DEFINITIONS

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“Latest Practicable Date”	9 December 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Ordinary Share(s)” or “Share(s)”	the domestic Share(s) and the H Share(s) 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 only, means the domestic People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region of the PRC
“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.*

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LETTER FROM THE BOARD

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(a joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 0416)

*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  
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,

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Bank dated 8 August 2022 in relation to resignation of non-executive Director and proposed appointment of non-executive Director.

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## LETTER FROM THE BOARD

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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 resolution to be proposed at the EGM.

### PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Bank dated 8 August 2022 in relation to the resignation of Ms. Ning Jie (寧潔) as a non-executive Director, a member of each of the audit committee, related-party transactions control committee and risk management committee of the Bank due to job re-allocation, and the proposed appointment of Mr. Zhang Guojian (張國建) (“**Mr. Zhang**”) as a non-executive Director, and to be elected as a member of each of the audit committee, related-party transactions control committee and risk management committee of the Bank. An ordinary resolution will be proposed at the EGM to approve the appointment of Mr. Zhang as a non-executive Director.

The appointment of Mr. Zhang as a non-executive Director and a member of each of the special committees of the Board of the Bank shall take effect upon consideration and approval at the EGM and approval by the CBIRC for his qualification as a non-executive Director of the Bank, and his term of office as a Director shall be three years and subject to re-election upon expiry of his term.

The biographical details of Mr. Zhang are as follows:

Mr. Zhang Guojian (張國建), aged 54, has been serving as the general manager of Huida Asset Management Co., Ltd. (匯達資產託管有限責任公司) since May 2021, and has been serving as the manager of Beijing Chengfang Huida Enterprise Management Co., Ltd. (北京成方匯達企業管理有限公司) and the manager of Beijing Chengfang Huida Management & Consulting Co., Ltd. (北京成方匯達管理諮詢有限公司) since March 2022. He worked at the People’s Bank of China from August 1990 to January 2011 and served as the vice general manager of Huida Asset Management Co., Ltd. (匯達資產託管有限責任公司) from January 2011 to May 2021. Mr. Zhang obtained a bachelor’s degree in finance from Zhengzhou University in Henan, the PRC in August 1990 and a master’s degree in public management from a cooperative project between Peking University and National Academy of Governance in Beijing, the PRC in July 2010, and holds the professional qualification of senior economist.

As at the Latest Practicable Date, save as disclosed in this circular, Mr. Zhang has confirmed that: (i) he did not have any relationship with any Directors, Supervisors, senior management or substantial Shareholders of the Bank or controlling shareholders of its subsidiaries; (ii) he did not hold any other position in the Bank or its subsidiaries and did not hold any directorship or supervisorship in any other companies listed in Hong Kong or overseas for the past three years; and (iii) he did not have or is not deemed to have any interest in Shares, underlying Shares and debentures of the Bank or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. In addition, save as disclosed in this circular, there are no other matters in relation to the appointment of Mr. Zhang which are required to be disclosed to the Shareholders and the Stock Exchange, or matters which would require disclosure in accordance with Rules 13.51(2)(h) to (v) of the Listing Rules.

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## LETTER FROM THE BOARD

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Subject to approval of the appointment of Mr. Zhang as a non-executive Director of the Bank by the EGM and approval of his qualification by the CBIRC, the Bank will enter into a service contract with Mr. Zhang. His term of office as a Director shall be three years and subject to re-election upon expiry of his term. As determined in accordance with the Bank's remuneration management policy, Mr. Zhang will not receive remuneration for his capacity as a non-executive Director.

### THE EGM

The Bank will convene the EGM at 10:00 a.m. on Thursday, 29 December 2022 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 to consider and, if thought fit, pass the resolution to approve the above-mentioned matter. Notice of the EGM is set out on pages 7 to 9 of this circular.

Shareholders who intend to attend the EGM 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 by not later than 24 hours before the time appointed for the holding of the EGM (i.e. by Wednesday, 28 December 2022 at 10:00 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 EGM or any adjournment meeting(s) should you so wish.

### VOTING BY POLL AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions to be proposed at the EGM must be taken by poll. The chairman of the EGM will therefore demand a poll for a resolution 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 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 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 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.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of members of the Bank will be closed from Thursday, 22 December 2022 to Thursday, 29 December 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 EGM is Thursday, 29 December 2022. In order to be qualified to attend and vote at the EGM, all transfer documents accompanied by 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 holders 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 holders of domestic Shares) no later than 4:30 p.m. on Wednesday, 21 December 2022.

### RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolution to be proposed at the EGM 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 resolution to be proposed at the EGM.

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

Jinzhou, Liaoning Province, the PRC  
14 December, 2022

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## NOTICE OF EGM

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*(a joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 0416)**

### NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 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**”) 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 10:00 a.m. on Thursday, 29 December 2022 to consider and, if thought fit, to pass, with or without modifications, the following resolution:

#### ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Zhang Guojian (張國建) as a non-executive director of the Bank.

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

Jinzhou, Liaoning, the PRC  
14 December, 2022

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## NOTICE OF EGM

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*Notes:*

1. The register of members of the Bank will be closed from Thursday, 22 December 2022 to Thursday, 29 December 2022, both days inclusive, during which period no transfer of the Bank's shares ("Shares") will be effected. In order to be qualified to attend and vote at the EGM, 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 Wednesday, 21 December 2022.
2. Shareholders of the Bank ("Shareholder(s)") 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 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 EGM (i.e. by Wednesday, 28 December 2022 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 form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings 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 EGM as his/her/its proxy to vote at the EGM instead of attending the EGM in person.**

5. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the EGM. If corporate Shareholders appoints 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. The EGM 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 depositing proxy form)

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

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## NOTICE OF EGM

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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: 86-416-3220157

9. 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.
10. The details of the aforesaid resolution proposed for the consideration and approval of the EGM are set out in the circular despatched by the Bank.

*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. 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.*