

Bank of Jinzhou Co., Ltd. *

錦州銀行股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)
(the “Bank”)

Procedure for the Nomination of Director by Shareholders for Election at the Shareholders Meeting of the Bank**

The following procedure shall comply with the articles of association of the Bank (the “**Articles of Association**”), the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other applicable laws and regulations.

Article 1 For the directors to be elected and appointed by the general meeting of the Bank, according to the number of persons to be elected and in accordance with the Articles, a list of nominated candidates for directors can be drawn up by the nomination and remuneration committee of the preceding Board of Directors. Shareholders individually or jointly holding 3% or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors. Such nomination shall comply with the requirements of the Articles of Association and the number of candidates nominated shall not exceed the numbers of directors to be appointed.

Article 2 Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors (or supervisors) nominated by such shareholder and their associates shall not, on principle, exceed the one-third of the total number of directors on the Board of Directors.

Article 3 Before the aforementioned shareholders’ general meeting mentioned is convened, the nominees shall provide written undertakings that they accept the nomination, that the publicly disclosed information regarding their qualifications for serving as directors are truthful and complete and that they shall conscientiously perform their obligations upon election.

Article 4 If the elections of directors and supervisors are intended to be discussed at the shareholder’s general meeting, the notice of the shareholders’ general meeting shall fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:

- (1) personal particulars such as education level, work experience and any part-time work undertaken;
- (2) whether there is any connected relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;

(3) disclosure of their shareholding in the Bank;

(4) whether they have been subject to any penalties imposed by the securities regulatory authority of the State Council and other relevant departments, and any stock exchange disciplinary action.

Article 5 The nomination and remuneration committee of the Board of Directors shall respectively conduct preliminary verification on the qualifications and eligibility of the candidates for directors, and the names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of resolution from the Board of Directors, written proposals regarding the candidates for directors shall be submitted to the shareholders' general meeting; the Board of Directors shall disclose in accordance with the laws, regulations and the Articles, detailed information of the nominees to shareholders before the shareholders' general meeting is convened to ensure shareholders will have sufficient understanding of the candidates before voting.

Article 6 The intention of the director candidate and the written notice to indicate the willingness of candidate to accept the nominations shall be issued to the Bank within seven (7) days before the convening of the shareholders' general meeting.

Article 7 The period for the nominators and the nominee to submit the aforesaid notice and commitment (such period shall start from the second day of the issuance of the notice of the shareholders' general meeting) shall be not less than seven (7) days.

Article 8 The shareholders that individually or jointly hold more than 1% of the issued shares of the Bank are entitled to nominate independent director candidate to the shareholders' general meeting, and independent directors are elected by the shareholders' general meeting.

Shareholders shall deliver such proposal and request to No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC or email to jinzhoubankipo@jinzhoubank.com, with the attention of Mr. Wang Jing, the joint company secretary of the Bank. The joint company secretary will submit relevant proposal and suggestion to the Board of Directors or the Board of Supervisors (if applicable).

** 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.*

*** Should there be any discrepancy between the Chinese and English versions of the Procedure for the Nomination of Director by Shareholders for Election at the Shareholders Meeting of the Bank, the Chinese version shall prevail.*