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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)

NOTICE OF 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 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 Kiji Road, Jinzhou City, Liaoning Province, the PRC at 9:30 a.m. on Thursday, 25 May 2017 to consider and, if thought fit, to pass, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the annual report of the Bank for the financial year ended 31 December 2016;
2. To receive, consider and approve the report of the board of directors of the Bank for the year ended 31 December 2016;
3. To receive, consider and approve the report of the board of supervisors of the Bank for the year ended 31 December 2016;
4. To receive, consider and approve the appraisal report on Directors' performance of duties in 2016;
5. To receive, consider and approve the Bank's final financial accounts for the year ended 31 December 2016 and financial budget plan for the year ended 31 December 2017;
6. To consider and approve the Bank's profit distribution plan for the year ended 31 December 2016, namely the proposed distribution of a final dividend of RMB0.15 per share (tax inclusive) and RMB1,017,242,352.6 in aggregate (tax inclusive) for the year ended 31 December 2016;
7. To consider and approve the credit extension plan for related parties for the year 2017:
 - (1) Credit extension plan for Jinlian Holding Group and other 11 related parties;
 - (2) Credit extension plan for Jinzhou Shunda and Beizhen Deying;
8. To consider and approve the re-appointment of KPMG as the Bank's international and domestic auditors until the next annual general meeting of the Bank to be held in 2018, and to authorize the Board and authorized person of the Board to determine its remuneration;

SPECIAL RESOLUTIONS

9. To consider and approve, item by item, the following items of the proposal on the non-public issuance of the Offshore Preference Shares by the Bank:
 - (1) Type of preference shares to be issued;
 - (2) Number of preference shares to be issued and issue size;
 - (3) Par value and issue price;
 - (4) Maturity;
 - (5) Method of issuance and target investors;
 - (6) Lock-up period;
 - (7) Dividend distribution terms;
 - (8) Terms of mandatory conversion;
 - (9) Terms of conditional redemption;
 - (10) Restrictions on voting rights and terms of restoration of voting rights;
 - (11) Order of distribution on liquidation and procedures for liquidation;
 - (12) Security;
 - (13) Rating;
 - (14) Use of proceeds;
 - (15) Listing/trading arrangements;
 - (16) Validity period of the resolution for the issuance of the Offshore Preference Shares;
10. To consider and approve the proposal on the authorisation to the Board and the persons authorised by the Board to deal with all matters relating to the issuance of the Offshore Preference Shares;
11. To consider and approve the proposed amendments to the articles of association of the Bank;
12. To consider and approve the extension of the validity period of the A Share Offering and the relevant authorisation matters;
13. To consider and approve the general mandate to issue new Shares; and
14. To consider and approve the issue of the Green Financial Bonds.

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

Jinzhou, the PRC, 10 April 2017

Notes:

1. The register of members of the Bank will be closed from Tuesday, 25 April 2017 to Thursday, 25 May 2017, both days inclusive, during which period no transfer of Shares will be effected. In order to be qualified to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the H share registrar of the Bank (in respect of H Shares), namely Computershare Hong Kong Investor Services Limited, or to the Bank's registered office in the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Monday, 24 April 2017.
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 need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his 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 proxy form 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 Wednesday, 24 May 2017 at 9:30 a.m.). If the proxy form 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 proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of 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 proxy form signed by the Shareholders or their attorney when attending the AGM.
6. Shareholders who intend to attend the AGM should complete and return the reply slip in writing by hand or by post to the Bank's H share registrar (for holders of H Shares) or the registered office of the Bank in the PRC (for holders of Domestic Shares) before Friday, 5 May 2017.
7. The AGM is expected to be held for less than half a day. Shareholders who intend to attend the AGM shall arrange and bear their own transportation and accommodation expenses.
8. The name and address of the Bank's H share registrar is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai,
Hong Kong

Tel: 852-2862 8555
Fax: 852-2865 0990
9. The registered office of the Bank in the PRC is as follows:

No. 68 Keji Road
in Zhou City
Liaoning Province
The PRC

Contact person: Liu Liguao
Tel: 86-0416-3886952

10. 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.
11. 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 comprises Mr. Zhang Wei, Ms. Chen Man, Ms. Zhao Jie, Mr. Wang Jing and Ms. Wang Xiaoyu, as executive Directors; Mr. Li Dongjun, Mr. Zhang Caiguang, Mr. Wu Zhengkui and Ms. Gu Jie, as non-executive Directors; Mr. Jiang Daxing, Mr. Deng Xiaoyang, Mr. Niu Sihui, Ms. Jiang Jian, Mr. Choon Yew Khee and Mr. Lin Yanjun, 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.*