



錦州銀行股份有限公司  
Bank of Jinzhou Co., Ltd.\*

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

(Stock code: 0416)

FORM OF PROXY FOR  
THE H SHAREHOLDERS' CLASS MEETING

Number of H shares to which this proxy form relates <sup>(Note 1)</sup>	
Number of pledged shares in all H shares being held	
Percentage of pledged shares in all H shares being held	

I/we <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ H shares <sup>(Note 3)</sup>  
of RMB1.00 each in the share capital of Bank of Jinzhou Co., Ltd. (the "Bank"), hereby appoint the chairman of the meeting,  
or <sup>(Note 4)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the class meeting of the holders of H shares of the Bank (the "H Shareholders' Class Meeting") to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the People's Republic of China on Thursday, 25 May 2017 immediately after the conclusion of the class meeting of the holders of domestic shares of the Bank to be held on the same date and at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of H Shareholders' Class Meeting. In the absence of any indication, the proxy may vote at his/ her own discretion.

Special Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	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;			
2.	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; and			
3.	To consider and approve the extension of the validity period of the A Share Offering and the relevant authorisation matters.			

Date: \_\_\_\_\_ 2017 Signature <sup>(Note 6)</sup>: \_\_\_\_\_

\* Bank of Jinzhou Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.

*Notes:*

1. Please insert the number of H shares of the Bank registered in your name(s) relating to this form of proxy. If the number is inserted, this form of proxy will be deemed to relate only to those H shares. If no number is inserted, the form of proxy will be deemed to relate to all shares of the Bank registered in your name(s).
2. Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the H share register of members of the Bank in **BLOCK** letters.
3. Please insert the number of H shares of the Bank registered in your name(s). If no number of H shares is inserted, this form of proxy will be deemed to relate to all H shares in the capital of the Bank registered in your name(s).
4. If any proxy other than the chairman of the meeting of the Bank is preferred, please cross out the words “**THE CHAIRMAN OF THE MEETING, OR**” and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A H shareholder of the Bank (the “**Shareholder**”) may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR” OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST” OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO ABSTAIN FROM VOTING FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “ABSTAIN” OR INSERT RELEVANT NUMBER OF SHARES.** If no direction is given, your proxy may vote or abstain at his/her own discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the H Shareholders’ Class Meeting other than those referred to in the notice convening the H Shareholders’ Class Meeting. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having been waived by you and the corresponding vote will be counted as “Abstain”. The shares abstained will be counted in the calculation of the required majority.
6. This form of proxy must be signed by you, or your attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorized.
7. In the case of joint holders of any H shares of the Bank, any one of such persons may vote at the H Shareholders’ Class Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto. However, if more than one of such joint holders are present at the H Shareholders’ Class Meeting, either personally or by proxy, then the vote of the person, whose name stands first on the H share register of members in respect of such H shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
8. If the form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarised. The form of proxy and the notarised power of attorney or other authorization documents must be lodged with the Bank’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the H Shareholders’ Class Meeting (i.e. by Wednesday, 24 May 2017 at 9:30 a.m.).
9. The H Shareholders’ Class Meeting is expected to take less than half a day. Shareholders who attend the H Shareholders’ Class Meeting shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of their identities when attending the H Shareholders’ Class Meeting.