

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

(Stock Code of Preference Shares: 4615)

NOTICE OF 2017 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 second 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**”) at 10:00 a.m. on Friday, 29 December 2017 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Bank:

ORDINARY RESOLUTIONS

1. To consider and approve the re-election of Mr. Zhang Wei as an executive director of the Bank;
2. To consider and approve the re-election of Mr. Huo Lingbo as an executive director of the Bank;
3. To consider and approve the election of Ms. Liu Hong as an executive director of the Bank;
4. To consider and approve the re-election of Mr. Wang Jing as an executive director of the Bank;
5. To consider and approve the election of Mr. Sun Jing as an executive director of the Bank;
6. To consider and approve the re-election of Ms. Wang Xiaoyu as an executive director of the Bank;
7. To consider and approve the re-election of Mr. Zhang Caiguang as a non-executive director of the Bank;
8. To consider and approve the re-election of Ms. Gu Jie as a non-executive director of the Bank;
9. To consider and approve the election of Mr. Wang Jinsong as a non-executive director of the Bank;

10. To consider and approve the election of Ms. Meng Xiao as a non-executive director of the Bank;
11. To consider and approve the re-election of Mr. Choon Yew Khee as an independent non-executive director of the Bank;
12. To consider and approve the re-election of Mr. Lin Yanjun as an independent non-executive director of the Bank;
13. To consider and approve the election of Mr. Chang Peng'ao as an independent non-executive director of the Bank;
14. To consider and approve the election of Ms. Peng Taoying as an independent non-executive director of the Bank;
15. To consider and approve the election of Ms. Tan Ying as an independent non-executive director of the Bank;
16. To consider and approve the re-election of Mr. He Baosheng as a shareholder representative supervisor of the Bank;
17. To consider and approve the election of Mr. Chen Tanguang as a shareholder representative supervisor of the Bank;
18. To consider and approve the election of Ms. He Mingyan as a shareholder representative supervisor of the Bank;
19. To consider and approve the election of Mr. Jiang Daxing as an external supervisor of the Bank;
20. To consider and approve the election of Mr. Deng Xiaoyang as an external supervisor of the Bank;
21. To consider and approve the re-election of Ms. Nie Ying as an external supervisor of the Bank;
22. To consider and approve the re-election of Ms. Li Tongyu as an external supervisor of the Bank; and
23. To consider and approve the re-election of Ms. Zhao Hongxia as an external supervisor of the Bank.

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

Jinzhou, the PRC, 14 November 2017

Notes:

1. The register of members of the Bank will be closed from Wednesday, 29 November 2017 to Friday, 29 December 2017, both days inclusive, during which period no transfer of the Bank's shares (the "**Shares**") will be effected. In order to be qualified to attend and vote at the EGM, all transfer documents 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 Tuesday, 28 November 2017.
2. Shareholders of the Bank (the "**Shareholders**") 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 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 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 Thursday, 28 December 2017 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 proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should you so wish.
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. Shareholders who intend to attend the EGM 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) on or before Saturday, 9 December 2017.
7. The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM 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
Jinzhou City
Liaoning Province
The PRC

Contact person: Liu Liguo
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 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.

As at the date of this notice, the Board comprises Mr. Zhang Wei, Mr. Huo Lingbo, Ms. Chen Man, 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 Sihu, 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.*