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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in doubt as to any aspect of this supplemental 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 supplemental circular, together with the accompanying revised 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)**

**(Stock Code of Preference Shares: 4615)**

**SUPPLEMENTAL CIRCULAR IN RELATION TO**  
**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**  
**(2) PROPOSED ELECTION OF DIRECTORS FOR**  
**THE SIXTH SESSION OF THE BOARD;**  
**(3) PROPOSED ELECTION OF SUPERVISORS FOR**  
**THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE;**  
**(4) PROPOSED PRIVATE PLACEMENT OF DOMESTIC SHARES,**  
**RELEVANT AUTHORIZATION MATTERS AND**  
**CONSEQUENTIAL AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND**  
**(5) PROPOSED ADOPTION OF THE AUTHORIZATION PLANS FOR**  
**WRITE-OFFS OF BAD DEBTS;**  
**AND**  
**SUPPLEMENTAL NOTICES OF AGM AND CLASS MEETINGS**

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This supplemental circular should be read together with the Original Circular and the Original Notices convening the AGM and the Class Meetings to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC on Friday, 18 October 2019. Supplemental notices of the AGM and the Class Meetings are set out on pages 29 to 39 of this supplemental circular. Revised proxy forms (the "Revised Proxy Forms") for use at the AGM and the Class Meetings are also enclosed with this supplemental circular. If you intend to attend the AGM and/or the Class Meetings by proxy, you are required to complete and return the enclosed Revised Proxy Forms 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 relevant meeting(s) (i.e. by Thursday, 17 October 2019 at 9:30 a.m.) (the "Closing Time") or any adjournment thereof. Completion and return of the Revised Proxy Forms shall not preclude you from attending and voting in person at the relevant meeting(s) or any adjourned meeting(s) should you so wish.

\* *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 supplemental circular, the following expressions have the meanings set out below unless the context requires otherwise.*

“AGM”	the annual 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 at 9:30 a.m. on Friday, 18 October 2019 or any adjournment thereof
“Articles of Association”	the articles of association of the Bank, as amended from time to time
“Bank”	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
“Board”	the board of Directors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission
“Chairman”	the chairman of the Board of the Bank
“Class Meeting(s)”	the H Shareholders’ Class Meeting and/or the Domestic Shareholders’ Class Meeting
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary share(s) in the capital of the Bank with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities
“Domestic Shareholder(s)”	the holder(s) of Domestic Shares
“Domestic Shareholders’ Class Meeting”	the 2019 first class meeting of Domestic Shareholders or any adjourned meeting of the Bank to be held on Friday, 18 October 2019 immediately after the conclusion of the AGM or any adjournment thereof (whichever is the later)
“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

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## DEFINITIONS

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“H Shareholder(s)”	the holder(s) of H Shares
“H Shareholders’ Class Meeting”	the 2019 first class meeting of H Shareholders or any adjourned meeting of the Bank to be held on Friday, 18 October 2019 immediately after the conclusion of the Domestic Shareholders’ Class Meeting or any adjournment thereof (whichever is the later)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 October 2019, being the latest practicable date prior to the printing of this supplemental circular for the purpose of 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
“New Domestic Shares”	not more than 6.2 billion new Domestic Shares proposed to be issued upon the exercise of a specific mandate to be granted to the Board by the Shareholders at the AGM and the Class Meetings
“Offshore Preference Shares”	the US\$1,496,000,000 5.50% non-cumulative perpetual offshore preference shares issued by the Bank on 27 October 2017 and listed on the Stock Exchange (stock code: 4615)
“Ordinary Share(s)” or “Share(s)”	the Domestic Share(s) and/or the H Share(s), excluding the Offshore Preference Shares
“Original Circular”	the circular of the Bank dated 6 September 2019 in relation to the AGM and the Class Meetings
“Original Notices”	the notices of the Bank dated 3 September 2019 in relation to the AGM and Class Meetings
“Original Proxy Forms”	the proxy forms of the Bank sent together with the Original Circular
“PRC”	the People’s Republic of China, for the purpose of this supplemental circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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## DEFINITIONS

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“Proposed Private Placement”	the proposed private placement of not more than 6.2 billion New Domestic Shares
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the holder(s) of Ordinary Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisors of the Bank
“Supervisory Committee”	the supervisory committee of the Bank

\* *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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LETTER FROM THE BOARD

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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)**

**(Stock Code of Preference Shares: 4615)**

*Executive Directors:*

ZHANG Wei  
HUO Lingbo  
WANG Jing  
SUN Jing  
WANG Xiaoyu

*Registered office:*

No. 68 Keji Road  
Jinzhou City  
Liaoning Province  
The PRC

*Non-executive Directors:*

LIU Hong  
GU Jie  
MENG Xiao  
LI Dongjun  
TANG Fang

*Principal place of business  
in Hong Kong:*

40th Floor, Sunlight Tower  
No. 248 Queen's Road East  
Wan Chai  
Hong Kong

*Independent non-executive Directors:*

CHOON Yew Khee  
LIN Yanjun  
CHANG Peng'ao  
PENG Taoying  
TAN Ying

8 October 2019

*To the Shareholders,*

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR IN RELATION TO  
(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(2) PROPOSED ELECTION OF DIRECTORS FOR  
THE SIXTH SESSION OF THE BOARD;  
(3) PROPOSED ELECTION OF SUPERVISORS FOR  
THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE;  
(4) PROPOSED PRIVATE PLACEMENT OF DOMESTIC SHARES,  
RELEVANT AUTHORIZATION MATTERS AND  
CONSEQUENTIAL AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND  
(5) PROPOSED ADOPTION OF THE AUTHORIZATION PLANS FOR  
WRITE-OFFS OF BAD DEBTS;  
AND  
SUPPLEMENTAL NOTICES OF AGM AND CLASS MEETINGS**

**INTRODUCTION**

Reference is made to the announcement of the Bank dated 27 September 2019 in relation to (1) proposed amendments to the Articles of Association; (2) proposed election of Directors for the sixth session of the Board; (3) proposed election of Supervisors for the sixth session of the Supervisory Committee; (4) Proposed Private Placement, relevant authorization matters and consequential amendments to the Articles of Association; and (5) proposed adoption of the authorization plans for write-offs of bad debts.

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## LETTER FROM THE BOARD

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This supplemental circular should be read together with the Original Circular which contains, inter alia, the Original Notices.

The purpose of this supplemental circular is to provide you with relevant information to enable you to make informed decision on whether to vote for or against the additional resolutions as below to be proposed at the AGM and/or the Class Meetings (as the case maybe).

### **(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In accordance with provisions of the Company Law of the PRC and other relevant laws, rules and regulations and the actual situation of the Bank, a Shareholder who holds more than 3% of the total equity interests in the Bank has proposed and the Board has approved certain amendments to the current Articles of Association, details of which are set out in the appendix I to this supplemental circular.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders at the AGM by way of a special resolution and will be effective upon approvals by the Shareholders and the relevant regulatory authorities.

### **(2) PROPOSED ELECTION OF DIRECTORS FOR THE SIXTH SESSION OF THE BOARD**

In view of the changes in the shareholding structure of the Bank, a Shareholder who holds more than 3% of the total equity interests in the Bank has proposed and the Board has approved the early retirement of the fifth session of the Board before its expiration to ensure that the future operation and development of the Bank will be in the interests of the Shareholders and the Bank as a whole. Pursuant to the Company Law of the PRC and the Articles of Association, the sixth session of the Board shall consist of 15 Directors, including five independent non-executive Directors, with terms of office of three years.

The Board is pleased to announce the nomination for election of the Directors as follows:

- (i) each of Mr. Wei Xuekun, Mr. Guo Wenfeng, Mr. Kang Jun, Mr. Yang Weihua and Mr. Yu Jun as an executive Director candidate of the sixth session of the Board;
- (ii) each of Mr. Zhao Chuanxin, Ms. Ning Jie, Ms. Gu Jihong, Mr. Lyu Fei and Mr. Luo Nan as a non-executive Director candidate of the sixth session of the Board; and
- (iii) each of Mr. Xiao Geng, Mr. Xie Taifeng, Mr. Wu Jun, Mr. Wang Xiongyuan and Mr. Su Mingzheng as an independent non-executive Director candidate of the sixth session of the Board.

The above election will be proposed at the AGM and will take effect upon approval of qualifications by relevant regulatory authorities. All of the Directors of the fifth session of the Board shall continue to perform their duties as Directors until the sixth session of the Board starts to perform duties normally in accordance with relevant laws, rules and regulations.

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## LETTER FROM THE BOARD

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The biographical details of the above proposed Director candidates for election are set out as follows:

*Executive Directors*

**Mr. WEI Xuekun (魏學坤)**, aged 56, has been the secretary of the party committee of the Bank since August 2019.

Mr. Wei Xuekun has over 36 years of experience in the banking industry. He successively served as various positions such as the office secretary, vice office chair, office chair and the president and the party committee secretary of Zunyi branch under the Guizhou branch of the Industrial and Commercial Bank of China (中國工商銀行) (“ICBC”) from March 1985 to March 2000. From March 2000 to February 2009, he successively held various positions in China Huarong Asset Management Co., Ltd. (中國華融資產管理股份有限公司), which is listed on the Stock Exchange (stock code: 2799), including the general manager of research and development department, the general manager of operation and development department, the general manager of business development department and the general manager of Jinan office. From February 2009 to January 2014, he served as the vice general manager of credit management department of ICBC headquarter. From January 2014 to February 2015, he served as the vice general manager of credit and investment management department and the general manager of the credit supervision center of ICBC headquarter. From February 2015 to August 2019, he served as the general manager of credit and investment management department of ICBC headquarter.

Mr. Wei Xuekun obtained a bachelor’s degree of economics in Southwestern University of Finance and Economics (西南財經大學) in Sichuan, the PRC in July 1983 and has the title of vice researcher.

**Mr. GUO Wenfeng (郭文峰)**, aged 47, has been the vice secretary of the party committee and the president of the Bank since August 2019.

Mr. Guo Wenfeng has over 25 years of experience in the banking industry. Since August 1993, Mr. Guo Wenfeng has successively held various positions at ICBC Liaoning branch. From June 2002 to December 2010, he successively served as the vice general manager and vice general manager (chairing the work) of the capital operation department, the vice general manager (chairing the work) and the general manager of the assets and liabilities management department of ICBC Liaoning branch. He worked successively as the party committee secretary and president of Chaoyang branch of ICBC Liaoning branch from December 2010 to March 2016, as the party committee secretary and president of Panjin branch of ICBC Liaoning branch from March 2016 to January 2017, and as the party committee secretary and vice president of ICBC Liaoning branch from December 2016 to August 2019.



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## LETTER FROM THE BOARD

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Mr. Guo Wenfeng obtained a master's degree of business administration (international course) in November 2011 from the University of Hong Kong and has the title of senior economist.

**Mr. KANG Jun (康軍)**, aged 50, has been a party committee member and the vice president of the Bank since August 2019.

Mr. Kang Jun successively served as vice chair clerk of the international business division, vice general manager of the international business department and vice general manager (chairing the work) of international business department of ICBC Liaoning branch from June 1999 to October 2006. He served as the vice general manager of the corporate business department and the general manager of international business department of ICBC Liaoning branch from October 2006 to December 2012. From December 2012 to March 2018, he served as party committee member of the operation department of ICBC Liaoning branch. From March 2013 to March 2018, he also served as vice general manager of the operation department of ICBC Liaoning branch. From March 2018 to August 2019, he served as the party committee member and vice president of Shenyang branch of ICBC Liaoning branch.

Mr. Kang Jun obtained a master's degree of business administration from the University of Hong Kong in August 2011 and has the title of senior economist.

**Mr. YANG Weihua (楊衛華)**, aged 51, has been a party committee member and the vice president of the Bank since August 2019.

From January 1993 to August 1999, Mr. Yang Weihua worked in Liaoning branch of China Construction Bank Co., Ltd. (中國建設銀行股份有限公司) with various positions including the chief of computer section under business department and the chief of operation section under technology division. From August 1999 to January 2010, he worked in the Shenyang office of China Cinda Asset Management Co., Ltd. (中國信達資產管理股份有限公司) ("China Cinda"), which is listed on the Stock Exchange (stock code: 1359), under various departments including manager of integrate management department, senior manager of capital finance department, and senior manager of Dalian business department under Shenyang office of China Cinda. He successively served as a party committee member and chair assistant of the Harbin office of China Cinda from January 2010 to July 2010, as assistant to the general manager, a party committee member, vice secretary of discipline inspection commission, the vice general manager and the secretary of discipline inspection commission of Heilongjiang branch of China Cinda from July 2010 to September 2014 and as the vice general manager, a party committee member and the secretary of discipline inspection commission of Liaoning branch of China Cinda from September 2014 to August 2019.

Mr. Yang Weihua obtained a master's degree of business administration from Northeastern University (東北大學) in Liaoning, the PRC in September 2003 and has the title of senior engineer.

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## LETTER FROM THE BOARD

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**Mr. YU Jun (余軍)**, aged 49, has been a party committee member, the chief financial officer and the head of finance of the Bank since August 2019.

Since December 1988, Mr. Yu Jun has held various positions in ICBC. He successively served as the vice chief and chief of the No. 1 finance section of planning finance division under the business department and the chief and deputy director of the finance management section of ICBC Jiangsu branch from November 1999 to November 2006. He successively served as the vice general manager of the finance and accounting division under the business department and the general secretary of supervisory committee of centralized procurement of ICBC Jiangsu branch from November 2006 to May 2012, as the chief of the taxation matters management division of the headquarter of ICBC from May 2012 to December 2017 and as the vice party committee secretary (grassroots service) of ICBC Ma'anshan branch in Anhui from December 2017 to August 2019. He also served as the vice president of ICBC Ma'anshan branch in Anhui from February 2018 to August 2019.

Mr. Yu Jun graduated from the Jiangsu Provincial Party School of the Communist Party of China (中共江蘇省委黨校) in Jiangsu, the PRC with the major of finance in December 2003. He obtained a bachelor's degree of economics from Beijing Normal University (北京師範大學) in Beijing, the PRC in June 2018. He also obtained the Certificate of Cambridge Senior Financial Management and Commercial Management (劍橋高級金融管理及商務管理證書) in November 2018 and has the title of economist.

### *Non-executive Directors*

**Mr. ZHAO Chuanxin (趙傳新)**, aged 54, has been the vice general manager of the assets and liabilities management department of ICBC since May 2016.

Mr. Zhao Chuanxin served as the head of the capital department of ICBC Hancheng branch from October 1997 to March 2000. From March 2000 to September 2005, he successively served as the vice chief and chief of the foreign exchange capital management division under the international business department of ICBC. From September 2005 to June 2006, he served as the vice general manager of the international business department of ICBC. From June 2006 to May 2016, he served as the vice general manager of the financial market department of ICBC.

Mr. Zhao Chuanxin obtained a bachelor's degree of economics from Nankai University (南開大學) in Tianjin, the PRC in July 1988. He obtained a master's degree of economics from Renmin University of China (中國人民大學) in Beijing, the PRC in May 1996. He also obtained a master's degree of business administration (international course) from the University of Hong Kong and Fudan University (復旦大學) in Shanghai, the PRC in July 2008 and has the title of senior economist.

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## LETTER FROM THE BOARD

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**Ms. NING Jie (寧潔)**, aged 48, has been the deputy general manager of credit and investment management department of ICBC since March 2013.

Ms. Ning Jie has held various positions in ICBC since November 2002, including the research assistant of Industrial and Commercial East Asia Finance Holdings Ltd (工商東亞金融控股有限公司) of ICBC from November 2002 to August 2003, employee and deputy director of institutional management division of credit management department of ICBC from August 2003 to September 2006 successively, deputy director and director of credit policy division of credit management department and secretariat of credit risk management commission of ICBC from September 2006 to April 2009 successively, overseas credit risk management division of credit management department of ICBC from April 2009 to August 2010, vice party committee secretary and vice president of Tangshan branch, Hebei of ICBC from August 2010 to August 2012 successively, director of division three of industry regional analysis center of credit management department of ICBC from September 2012 to March 2013.

Ms. Ning Jie obtained a bachelor's degree of economics from Renmin University of China (中國人民大學) in Beijing, the PRC in July 1992, a master's degree in economics from People's Bank of China Financial Research Institute (中國人民銀行總行金融研究所) in July 1999 and a master's degree of business administration from Robert H. Smith School of Business, University of Maryland in May 2002.

**Ms. GU Jihong (顧繼紅)**, aged 48, has been working as an expert and special assigned director and supervisor of strategic management and investor relationships department of ICBC since August 2017, a supervisor of ICBC Financial Asset Investment Co., Ltd. (工銀金融資產投資有限公司) since September 2017 and a director of ICBC-AXA Life Insurance Co., Ltd. (工銀安盛人壽保險有限公司) since July 2018.

From July 1992 to April 2000, Ms. Gu Jihong successively served at the international business department of Shenyang branch of ICBC and the audit and supervision department of Nanlishilu sub-branch of Beijing branch of ICBC. From May 2000 to July 2017, she worked at the internal audit bureau (or the audit and supervision bureau prior to 2005) of ICBC headquarter as deputy director and director of the foreign exchange and overseas institution audit and supervision department, successively.

Ms. Gu Jihong obtained a bachelor's degree of economics from Liaoning University (遼寧大學) in Liaoning, the PRC in July 1992 and a master's degree of international business administration from University of Hong Kong (香港大學) in Shanghai, the PRC in November 2014. Ms. Gu Jihong has been accredited as the certified internal auditor (CIA), the certified anti-money laundering specialist (CAMS), the certified documentary credit specialist (CDCS) and senior economists and has the certification in control self-assessment (CCSA).

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## LETTER FROM THE BOARD

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**Mr. LYU Fei (呂飛)**, aged 53, has been the general manager of No. 4 investment department of Cinda Investment Co., Ltd. (信達投資有限公司) since May 2018.

Mr. Lyu Fei worked in Pingdingshan Mining Coal Machinery Factory (平頂山煤礦機械廠, currently known as Pingdingshan Mining Coal Machinery Co., Ltd. (平頂山煤礦機械有限責任公司)) and Pingdingshan Mining Bureau (平頂山礦務局, currently known as China Pingmei Shenma Energy & Chemical Group Co., Ltd. (中國平煤神馬能源化工集團有限責任公司)) from July 1984 to December 2000, during which he held positions including the manager of finance department of Pingdingshan Tian An Coal Industry Co., Ltd. (平頂山天安煤業股份有限公司). He worked as deputy chief accountant and finance minister of Beijing Construction Engineering Group Co., Ltd. (北京建工集團有限公司) from December 2000 to March 2009. Mr. Lyu Fei served as the general manager of planning finance department and general manager of asset operation department of Cinda Investment Co., Ltd. from April 2009 to May 2018.

Mr. Lyu Fei graduated as an undergraduate majoring in financial accounting from Zhongnan University of Economics (中南財經大學, now known as Zhongnan University of Economics and Law (中南財經政法大學)) in Hubei, the PRC in January 1993, a master's degree of engineering from Tianjin University (天津大學) in Tianjin, the PRC in October 1997 and a doctor's degree of management from Sichuan University (四川大學) in Sichuan, the PRC in June 2016. He has been accredited as a senior accountant, senior international finance manager and senior international chartered finance director.

**Mr. LUO Nan (羅楠)**, aged 54, has been a party committee member, the head of risk management and secretary of discipline inspection commission of Liaoning subsidiary of China Great Wall Asset Management Co., Ltd. (中國長城資產管理股份有限公司) since August 2015.

From July 1987 to October 2003, Mr. Luo Nan successively worked at Jilin branch and Shenyang branch of People's Bank of China. From June 2000 to October 2001, he served as the party committee member and vice president of Songyuan City center sub-branch of People's Bank of China. From October 2003 to August 2015, he worked at Liaoning bureau of China Banking Regulatory Committee as the deputy director of the joint stock commercial bank regulatory division, the director of the No. 5 on-site inspection division and the director of the policy bank regulatory division, successively.

Mr. Luo Nan obtained a bachelor's degree of economics from Jilin University (吉林大學) in Jilin, the PRC in July 1987 and a master's degree of economics from Jilin University in Jilin, the PRC in June 1995.

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## LETTER FROM THE BOARD

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### *Independent Non-executive Directors*

**Mr. XIAO Geng (肖耿)**, aged 56, has been a professor of practice in finance at HSBC Business School, Peking University (北京大學匯豐商學院) since August 2018 and is an independent non-executive director of UBS (China) Limited (瑞士銀行(中國)有限公司). He is also the chairman of Hong Kong Institute of International Finance (香港國際金融學會), member of expert committee of Hengqin free trade zone of Zhuhai, Guangdong (廣東珠海橫琴自貿區專家委員會) and member of academic committee of International Monetary Institute of Renmin University of China (中國人民大學國際貨幣研究所學術委員會).

Mr. Xiao Geng worked as consultant in research department of World Bank from July 1991 to August 1992. From September 1992 to August 2008, he served as lecturer, assistant professor and associate professor in school of economics and finance of University of Hong Kong. From July 1996 to December 1996, he was a visiting scholar at the center of international development at Harvard University (哈佛大學國際發展研究院). From January 2000 to December 2003, he was the advisor to chairman and head of research department of Securities and Futures Committee of Hong Kong. He was senior researcher at John L. Thornton China Center at Brookings Institution (布魯金斯學會約翰•桑頓中國中心) and also head of the Brookings-Tsinghua Center for Public Policy of Tsinghua University from January 2007 to June 2010. He served as head of Columbia University Global Center of Beijing from July 2010 to July 2011. He worked in the Fung Global Institute of Hong Kong (香港經綸國際經濟研究院) as senior researcher, head of research and vice president from August 2011 to June 2015. He was professor of practice in finance and public policy of the business school and school of social science at the University of Hong Kong from July 2015 to June 2018.

Mr. Xiao Geng obtained a bachelor's degree of system science and management science from University of Science and Technology of China (中國科學技術大學) in Anhui, the PRC in June 1985. He obtained a master's degree of economics from University of California, Los Angeles in June 1987 and a doctor's degree of economics from University of California, Los Angeles in June 1991.

**Mr. XIE Taifeng (謝太峰)**, aged 61, has been an independent non-executive director of Bank of Zhengzhou Co., Ltd. (鄭州銀行股份有限公司), which is listed on the Stock Exchange (stock code: 6196) and on the Shenzhen Stock Exchange (stock code: 002936), since June 2015 and an independent director of Green Fund Management Co., Ltd. (格林基金管理有限公司) since October 2016, and an independent director of China Film Co., Ltd. (中國電影股份有限公司), which is listed on Shanghai Stock Exchange (stock code: 600977) since September 2019. He has also been successively working in Capital University of Economics and Business (首都經濟貿易大學), as associate dean and dean of school of finance and currently a professor since July 2005. Mr. Xie Taifeng is also an executive director of China Financial Forum (中國金融學會), executive director of China Urban Financial Society (中國城市金融學會), executive director of China Institute of Rural Finance (中國農村金融學會), executive director of China International Finance Association (中國國際金融學會), director of China Strategic and Cultural Promotion

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## LETTER FROM THE BOARD

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Association (中國戰略文化促進會), secretary general of Beijing International Finance Association (北京市國際金融學會), district committee government consultant Xicheng District, Beijing, the PRC (北京市西城區區委區政府).

Mr. Xie Taifeng took successive positions as teaching assistant, associate professor, professor, head of school of finance and associate dean of business school in Zhengzhou University (鄭州大學) from January 1982 to May 1998. He served as general manager of research and development center of Beijing Securities Co., Ltd. (北京證券有限責任公司), currently known as UBS Securities Co., Ltd. (瑞銀證券有限責任公司) from May 1998 to July 2001. He worked as professor and secretary of the Communist Party of China of school of business administration of Beijing Institute of Machinery Industry (北京機械工業學院) from July 2000 to July 2005.

Mr. Xie Taifeng obtained a bachelor's degree of economics from Zhengzhou University (鄭州大學) in Henan, the PRC in January 1982, a master's degree of economics from Southwestern University of Finance and Economics (西南財經大學) in Sichuan, the PRC in July 1986 and a doctor's degree of economics from Southwestern University of Finance and Economics (西南財經大學) in Sichuan, the PRC in May 1999.

**Mr. WU Jun (吳軍)**, aged 66, has been working in University of International Business and Economics (對外經濟貿易大學) as a professor of finance since June 2000, during which time, he was also the dean of school of finance from June 2000 to July 2009. He served as the independent director of Shenzhen Shenxin Taifeng Group Co.,Ltd. (深信泰豐(集團)股份有限公司) (now known as Digital China Group Co.,Ltd. (神州數碼集團股份有限公司)) which is listed on Shenzhen Stock Exchange (stock code: 000034) from June 2008 to June 2014, and the independent director of Southwest Securities Co., Ltd. (西南證券股份有限公司) which is listed on Shanghai Stock Exchange (stock code: 600369) from March 2009 to March 2017. He has been the independent director of Southwest Securities International Securities Limited (西證國際證券股份有限公司) which is listed on the Stock Exchange (stock code: 812) since January 2015, the external supervisor of Jinshang Bank Co., Ltd. (晉商銀行股份有限公司) which is listed on the Stock Exchange (stock code: 2558) since April 2018 and the independent director of Shijihengtong Technology Co., Ltd. (世紀恒通科技股份有限公司) since March 2019.

Mr. Wu Jun took successive positions as teaching assistant, lecturer and head of teaching and research office of monetary banking in Yunnan University of Finance and Economics (雲南財經大學) from August 1981 to September 1992, and as associate professor, professor and head of school of finance in China Institute of Finance and Banking (中國金融學院) from October 1992 to June 2000.

Mr. Wu Jun obtained a master's degree of economics and a doctor's degree of economics from PBC School of Finance, Tsinghua University (清華大學五道口金融學院) in Beijing, the PRC in July 1988 and March 1995, respectively.



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## LETTER FROM THE BOARD

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**Mr. WANG Xiongyuan (王雄元)**, aged 47, has been working in school of accounting of Zhongnan University of Economics and Law (中南財經政法大學) since July 1999 and has been a professor and the deputy dean of school of accounting since December 2009 and March 2013, respectively. He was an independent director of Beijing Creative Distribution Automation Co., Ltd. (北京科銳配電自動化股份有限公司), which is listed on Shanghai Stock Exchange (stock code: 002350), from June 2015 to March 2016, and has been an independent director of Sichuan Kexin Mechanical and Electrical Equipment Co.,Ltd.(四川科新機電股份有限公司), which is also listed on Shanghai Stock Exchange (stock code: 300092), since October 2017.

Mr. Wang Xiongyuan obtained a bachelor's degree and a master's degree of economics (accounting) from Zhongnan University of Economics and Law (中南財經政法大學) in Hubei, the PRC in July 1994 and July 1999, respectively. He obtained a doctor's degree of management (accounting) from Sun Yat-sen University (中山大學) in Guangdong, the PRC in December 2008.

**Mr. SU Mingzheng (蘇明政)**, aged 39, has been working in Bohai University (渤海大學) since September 2003 and successively served as teaching assistant and lecturer and currently serves as associate professor. Mr. Su Mingzheng is also a director of Liaoning Financial Law Society (遼寧省金融法學會), a director of Insurance Society of China (中國保險學會), a member of Liaoning Finance Teaching Guidance Committee (遼寧省金融學專業教學指導委員會). Mr. Su Mingzheng has also been admitted into the Development Program for Liaoning Excellent Talents in University (遼寧省高等院校傑出青年人才成長計劃).

Mr. Su Mingzheng obtained a bachelor's degree of economics from Xi'an Jiaotong University (西安交通大學) in Shaanxi, the PRC in July 2003, a master's degree in economics from Dongbei University of Finance and Economics (東北財經大學) in Liaoning, the PRC in January 2009, and a doctor's degree in economics from Dongbei University of Finance and Economics (東北財經大學) in Liaoning, the PRC in July 2014.

Save as disclosed above, each of the abovementioned Director candidates did not hold any other positions in the Bank or any of its subsidiaries, or hold any directorships in other listed companies in the last three years. Each of the abovementioned Director candidates does not have any relationship with any Director, Supervisor, senior management of the Bank or substantial Shareholders, nor does he/she have or is he/she deemed to have any interest or short positions in the Shares, underlying shares or debentures of the Bank or any of its associated corporation within the meaning of Part XV of the SFO.

The Bank will enter into a service contract for each of the abovementioned Director candidates' respective position for an initial term commencing from the date of approval of qualifications by the relevant regulatory authorities till the end of the sixth session of the Board, respectively, which may be terminated by either party furnishing written notice of not less than three months and in any event subject to retirement and re-election at general meetings in accordance with the Articles of Association. The Bank will determine the remuneration for each of the abovementioned Director candidates based on, among other things, his/her responsibilities, authorities and benefits, combining incentives with restraints and focusing on both short-term and mid-to-long term incentives.

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## LETTER FROM THE BOARD

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Save as disclosed above, the Board is not aware of any other matters in relation to the election of each of the abovementioned Director candidates that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

The Bank would like to extend its gratitude to the Directors of the fifth session of the Board for their significant contributions made to the Bank. Each of Mr. Zhang Wei, Mr. Huo Lingbo, Mr. Wang Jing, Mr. Sun Jing, Ms. Wang Xiaoyu, Ms. Liu Hong, Ms. Gu Jie, Ms. Meng Xiao, Mr. Li Dongjun, Ms. Tang Fang, Mr. Choon Yew Khee, Mr. Lin Yanjun, Mr. Chang Peng'ao, Ms. Peng Taoying and Ms. Tan Ying has confirmed that he/she has no disagreement with the Board and the Bank and there are no matters in relation to his/her retirement that need to be brought to the attention of the Shareholders.

### **(3) PROPOSED ELECTION OF SUPERVISORS FOR THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE**

In view of the changes in the shareholding structure of the Bank, a Shareholder who holds more than 3% of the total equity interests in the Bank has proposed and the Board has approved the early retirement of the fifth session of the Supervisory Committee before its expiration to ensure that the future stable operation and development of the Bank will be in the interests of the Shareholders and the Bank as a whole. Pursuant to the Company Law of the PRC and the Articles of Association, the sixth session of the Supervisory Committee shall consist of eight Supervisors, including three employee representative Supervisors, two shareholder representative Supervisors and three external Supervisors, with terms of office of three years.

#### ***I. Proposed Election of Shareholder Representative Supervisors and External Supervisors***

The Bank is pleased to announce the nomination for election of the Supervisors as follows:

- (i) each of Mr. Wu Zhengkui and Ms. Tang Fang as a Shareholder representative Supervisor candidate of the sixth session of the Supervisory Committee; and
- (ii) each of Mr. Meng Xuefeng, Mr. Guo Limao and Mr. Hu Guojie as an external Supervisor candidate of the sixth session of the Supervisory Committee.

The above election shall take effect upon Shareholders' approval at the AGM.

The biographical details of each of the above Supervisor candidates for election are set out as follows:



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## LETTER FROM THE BOARD

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### *Shareholder Representative Supervisors*

**Mr. WU Zhengkui** (吳正奎), aged 45, has been a supervisor of Orient Securities Company Limited, which is listed on the Shanghai Stock Exchange (stock code: 600958) and on the Stock Exchange (stock code: 3958), since April 2012. Since August 2013, he has been as an executive director of Greenland Hong Kong Holdings Ltd, which is listed on the Stock Exchange (stock code: 337).

From January 2002 to December 2003, Mr. Wu Zhengkui successively served as the chief and the manager of the financial department of Shanghai Greenland Construction Engineering Co., Ltd. (上海綠地建築工程有限公司). He has successively been the manager of financial department, assistant to the general manager of financial department, vice general manager of the financial department and the executive deputy general manager of the auditing center of Greenland Holdings Group Co., Ltd. (綠地控股集團有限公司), which is listed on the Shanghai Stock Exchange (stock code: 600606), since January 2004. He has been a director of Shanghai Yun Feng (Group) Co., Ltd. (上海雲峰(集團)有限公司) since January 2008 and the chief financial officer of Shanghai Xin Hua Publication (Group) Co., Ltd. (上海新華發行(集團)有限公司) since January 2007. From November 2011 to December 2017, he served as a non-executive director of the Bank.

Mr. Wu Zhengkui obtained a master's degree of accounting from Fudan University (復旦大學) in Shanghai, the PRC in July 2008 and has the title of intermediate accountant.

**Ms. TANG Fang** (唐芳), aged 41, has been a non-executive Director since January 2019.

Ms. Tang Fang served at Beijing City Donghu Real Estate Company (北京市東湖房地產公司) from July 2002 to June 2005. She then worked at the finance department of Beijing Urban Construction Investment Development Co., Ltd. (北京城建投資發展股份有限公司) from June 2005 to December 2013. Ms. Tang Fang successively served as the financial manager of Beijing Urban Construction Wan Ke Tian Yun Property Co., Ltd. (北京城建萬科天運置業有限公司) from December 2013 to January 2018, and as the chief financial officer of Beijing Urban Construction (Shanghai) Equity Investment Management Co., Ltd. (北京城建(上海)股權投資管理有限公司) from August 2015 to January 2018. She has been the vice secretary of the director and supervisor works department of Beijing Urban Construction Investment Development Co., Ltd. (北京城建投資發展股份有限公司), which is listed on the Shanghai Stock Exchange (stock code: 600266), since January 2018, a director of Beijing Shoucheng Land Co.,Ltd. (北京首城置業有限公司) since February 2018, a director of Beijing Urban Construction Investment & Development Co., Ltd. (北京城建興瑞置業開發有限公司) since May 2018 and a director of Beijing Urban Construction Xingye Land Co.,Ltd. (北京城建興業置地有限公司) since July 2018.

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## LETTER FROM THE BOARD

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Ms. Tang Fang obtained a bachelor's degree in taxation from Tianjin University of Commerce (天津商學院) in Tianjin, the PRC in June 2002. She has been accredited as an intermediate economist by Beijing Municipal Bureau of Personnel (北京市人事局) since November 2008.

### *External Supervisors*

**Mr. MENG Xuefeng (孟雪峰)**, aged 41, serves as a member of Chinese People's Political Consultative Conference of Jinzhou City and a guest professor of Bohai University (渤海大學) and Jinzhou Medical University (錦州醫科大學).

Mr. Meng Xuefeng has held various positions, including the chair of Liaoning Rongda Lawyer Office (遼寧戎達律師事務所) since January 2003, a member and the vice general secretary of the law sector of All-China Youth Federation since March 2016, a member of the legal expert tank of the government of Jinzhou City since June 2018, the executive vice president of the Lawyers Association of Jinzhou City (錦州市律師協會) since November 2018 and the lawyer expert for criminal legal matters of Liaoning Province since December 2018 and the managing director of the Lawyers Association of Liaoning Province (遼寧省律師協會) since April 2019.

Mr. Meng Xuefeng graduated from Liaoning University (遼寧大學) in Liaoning, the PRC as an undergraduate majoring in economic law in July 2001.

**Mr. GUO Limao (郭李茂)**, aged 35, has served as a director of Jinzhou City Chuang Shi Investment and Finance Guarantee Co., Ltd. (錦州市創實投融資擔保有限公司) since September 2019.

Mr. Guo Limao served as, among other things, the head of the administration section and vice head of finance section of Jinzhou City Funeral Home (錦州市殯儀館) from August 2008 to October 2018. He has served as the head of the risk control department of Jinzhou City Guarantee Group Co., Ltd. (錦州市擔保集團有限公司) since October 2018. He has also served as a supervisor of Jinzhou City Guarantee Group Co., Ltd. (錦州市擔保集團有限公司) since July 2019.

Mr. Guo Limao obtained a bachelor's degree of engineering from Shenyang University of Chemical Technology in Liaoning, the PRC in July 2007.

**Mr. HU Guojie (胡國傑)**, aged 54, serves as a member of the National Think Tank Alliance of Cities along the Route of "the Belt and Road" (全國“一帶一路”沿線城市智庫聯盟), a member of Liaoning Province International Trade Association (遼寧省國際貿易學會) and a member of China Business Statistics Association (中國商業統計學會).

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## LETTER FROM THE BOARD

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Mr. Hu Guojie has been a professor of the economics and management school of Liaoning University of Technology (遼寧工業大學) since December 2011. He served as a lecturer of Liaoning Province Jinzhou School of Grains (遼寧省錦州糧食學校) from July 1988 to May 1997.

Mr. Hu Guojie obtained a bachelor degree of science from Liaoning Normal University (遼寧師範大學) in Liaoning, the PRC in July 1988 and a master equivalent in corporate management from Nanjing University of Finance and Economics (南京財經大學) in Jiangsu, the PRC in July 1992.

Save as disclosed above, each of the abovementioned Supervisor candidates did not hold any other positions in the Bank or any of its subsidiaries, or hold any directorships in other listed companies in the last three years. Each of the abovementioned Supervisor candidates does not have any relationship with any Director, Supervisor, senior management or substantial Shareholders of the Bank, nor does he/she have or is deemed to have any interest or short positions in the shares, underlying shares or debentures of the Bank or any of its associated corporation within the meaning of Part XV of the SFO.

The Bank will enter into a service contract for each of the abovementioned Supervisor candidates' respective position for an initial term commencing from the date of approval by the Shareholders at the AGM till the end of the sixth session of the Supervisory Committee, respectively, in any event subject to retirement and re-election in accordance with the Articles of Association. The Bank will determine the remuneration for each of the abovementioned Supervisor candidates based on, among other things, his/her responsibilities, authorities and benefits, combining incentives with restraints and focusing on both short-term and mid-to-long term incentives.

Save as disclosed above, the Board is not aware of any other matters in relation to the election of each of the abovementioned Supervisor candidates that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### ***II. Election of Employee Representative Supervisors***

According to article 219 of the Articles of Association, employee representative Supervisors shall be elected or replaced by the employee representative meeting of the Bank or other forms of democratic elections. The employee representative Supervisors of the sixth session of the Supervisory Committee will be elected at the employee representative meeting of the Bank, whose election is not subject to the approval by Shareholders according to relevant provisions of the Articles of Association. The Bank will make further announcement(s) in compliance with the relevant laws and regulations as and when appropriate.

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## LETTER FROM THE BOARD

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The Bank would like to extend its gratitude to the Supervisors of the fifth session of the Supervisory Committee for their significant contributions made to the Bank. Each of Mr. Cai Hongguang, Mr. Dai Shujun, Ms. Cao Wenqing, Ms. Li Wei, Ms. Li Xiu, Mr. He Baosheng, Mr. Chen Tanguang, Ms. He Mingyan, Mr. Jiang Daxing, Mr. Deng Xiaoyang, Ms. Nie Ying, Ms. Li Tongyu and Ms. Zhao Hongxia has confirmed that he/she has no disagreement with the Board, the Supervisory Committee or the Bank and there are no matters in relation to his/her retirement that need to be brought to the attention of the Shareholders.

**(4) PROPOSED PRIVATE PLACEMENT OF DOMESTIC SHARES, RELEVANT AUTHORIZATION MATTERS AND CONSEQUENTIAL AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

*I. Proposed Private Placement*

To further improve the Bank's comprehensive competitiveness, enhance its risk resistance capability, improve its capital adequacy ratio and core capital adequacy ratio and improve the continuous development of the Bank, the Board proposes to issue, pursuant to a specific mandate to be sought at the AGM and the Class Meetings, not more than 6.2 billion New Domestic Shares, representing approximately 79.67% of the total existing issued share capital of the Bank before the issue, and approximately 44.34% of total enlarged issued share capital of the Bank after the issue; and representing approximately 145.39% of the existing issued Domestic Shares of the Bank before the issue, and approximately 59.25% of the enlarged issued Domestic Shares of the Bank after the issue (without taking into account of the conversion of the Offshore Preference Shares).

The Proposed Private Placement under specific mandate and other related matters below are conditional upon and subject to (i) the obtaining of the Shareholders' approvals as special resolutions at the AGM and the Class Meetings and necessary approvals from the CBIRC and other relevant regulatory authorities; and (ii) the entering into of subscription agreements between the Bank and the investors and such subscription agreements not being terminated in accordance with the terms therein.

The plan of the Proposed Private Placement is set forth as follows:

- (i) **Class of shares and nominal value:** ordinary domestic shares with a nominal value of RMB1.00 each to be subscribed for by domestic investors in RMB under the Proposed Private Placement.
- (ii) **Number of shares to be issued:** not more than 6.2 billion shares, representing approximately 59.25% of the total number of domestic shares of the Bank in issue after completion of the Proposed Private Placement. The actual number of shares to be issued is subject to the approval of the regulatory authorities.

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## LETTER FROM THE BOARD

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- (iii) **Target placees:** the target placees of the Proposed Private Placement will be qualified domestic institutional investors, which will be determined by the Board according to the negotiation between the Bank and the placees and the regulatory authorities. The actual placees are subject to the approval of the regulatory authorities.

As at the Latest Practicable Date, the Bank had not yet identified any potential placees under the Proposed Private Placement. If a potential placee is a connected person of the Bank as defined under the Listing Rules, the Bank will comply with the relevant requirements under Chapter 14A of the Listing Rules.

- (iv) **Pricing methodology:** the issue price of the New Domestic Shares under the Proposed Private Placement shall be determined with reference to the latest audited net asset value per share of the Bank (for reference purpose only, the net asset value per share of the Bank as at 31 December 2018, which is the latest audited net asset value of the Bank as of the Latest Practicable Date, amounted to RMB6.02) and the appraised value of the assets and liabilities of the Bank as determined by professional independent third party valuers. Subject to the regulatory requirements and market practice, the issue price shall be determined by the Board by taking into account the interest of Shareholders, appetite of investors and risks in relation to the placement and with reference to the prevailing capital market conditions and performance of the historical stock price of the Bank.

The issue price of the New Domestic Shares under the Proposed Private Placement is to be determined by the Board based on a discount of no more than 25% (the “**Discount Cap**”) of the higher of:

- (a) the closing price of the H Shares as quoted on the Stock Exchange on the date of the relevant subscription agreement; and
- (b) the average closing price of the H Shares for the five (5) trading days immediately prior to the earlier of:
- (i) the date of announcement of the Proposed Private Placement;
  - (ii) the date of the relevant subscription agreement; and
  - (iii) the date on which the issue price of the New Domestic Shares is fixed.

The issue price of the New Domestic Shares shall also not be lower than the lowest possible price permissible under Rule 7.27B of the Listing Rules, at which price the theoretical dilution effect of the Proposed Private Placement shall not in any circumstances be 25% or more.

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## LETTER FROM THE BOARD

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The Bank has considered, amongst others, the following factors in determining the Discount Cap:

- (a) the recent declining trend of trading prices of the H Shares and the market condition;
- (b) that the relevant capital adequacy ratios of the Bank as at 30 June 2019, including but not limited to capital adequacy ratio, tier-one capital adequacy ratio and core tier-one capital adequacy ratio, were below the regulatory requirements as set out in the Capitals Rules for Commercial Banks (Provisional) (商業銀行資本管理辦法(試行)). As such, the Bank has imminent needs to replenish its capital;
- (c) the marketability of the New Domestic Shares among possible investors in Domestic Shares; and
- (d) the substantial size of the Proposed Private Placement.

The Board has considered other fund raising alternatives such as equity financing by way of open offer or rights issue. The Board considers that a rights issue or an open offer would incur higher time and administrative costs including the engagement of additional professional advisers and preparation of relevant documents as compared to the Proposed Private Placement. As such, the Board is of the view that the Proposed Private Placement is the preferred fund raising method among various alternatives.

In view of the above, the Bank considers that flexibility of the Board to determine the issue price up to the Discount Cap is fair and reasonable and is in the interest of the Bank and the Shareholders as a whole.

As at the date of this supplemental circular, the issue price of the New Domestic Shares under the Proposed Private Placement has not yet been fixed. The Bank will make prompt announcement relating to the issue price once it is fixed.

- (v) **Method of issue:** the Proposed Private Placement will be conducted by way of private placement of shares to specified target places.
- (vi) **Use of proceeds:** the net proceeds from the Proposed Private Placement after deducting the relevant issuing expenses incurred will be used to replenish the core tier-one capital of the Bank.

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## LETTER FROM THE BOARD

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- (vii) **Distribution of undistributed accumulated profit:** the Bank will distribute its profit in accordance with the relevant resolution at its general meeting before completion of the Proposed Private Placement. The accumulated profit accrued before completion of the Proposed Private Placement shall be shared by all of the existing and new Shareholders after completion of the Proposed Private Placement in proportion to their respective shareholdings.
- (viii) **Validity period of the issue plan:** the Proposed Private Placement shall be valid for 12 months since being approved at the AGM and the Class Meetings. The Board may, if necessary, seek approval from the Shareholders' general meetings for the extension of the validity period of the Proposed Private Placement.

### *II. Authorization to the Board to Implement the Proposed Private Placement*

For the purpose of the Proposed Private Placement, it will be proposed to the AGM and the Class Meetings to authorize the Board, and allow the Board to delegate the authority to Mr. Guo Wenfeng (the president of the Bank) and Mr. Yu Jun (the chief financial officer of the Bank) to individually and jointly determine and deal with the matters relating to the Proposed Private Placement, including but not limited to:

- (i) amending and optimizing the plan on the Proposed Private Placement and organizing its implementation subject to the restrictions imposed on the plan of the Proposed Private Placement as approved by the general meeting, according to the comments of regulatory authorities in or out of the PRC and based on market conditions and actual situation of the Bank, including but not limited to the offering size, pricing methodology, target placees, timing of issue, use of proceeds and other specific matters relating to the implementation of the plan on the Proposed Private Placement; making corresponding adjustments (including the suspension and termination of the implementation of the issuance plan) to matters in relation to the specific plan on the Proposed Private Placement as a result of changes in relevant laws, regulations or regulatory documents, or changes in regulatory policies, or changes in market conditions, save for those matters required to be voted on again at a general meeting according to the requirements of relevant laws, regulations, regulatory documents and the Articles of Association;
- (ii) negotiating matters relating to the subscription of shares with subscribers (including the terms of the share subscription agreements) based on the plan of the Proposed Private Placement and finalizing, signing, executing and completing the share subscription agreements (including any supplemental agreements, if necessary);



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## LETTER FROM THE BOARD

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- (iii) handling the procedures relating to reviewing and examination, registration, filing, applying for approval and consent with the regulatory authorities and the stock exchanges in or out of the PRC in connection with the matters relating to the Proposed Private Placement according to the plan thereof; signing, executing, amending and completing all necessary documents to be submitted to competent authorities, organizations and individuals in or out of the PRC with respect to the Proposed Private Placement; and taking such steps as necessary, expedient or appropriate with respect to the Proposed Private Placement;
- (iv) drafting, amending, signing, submitting, publishing, disclosing, implementing, suspending or terminating any agreements, contracts, announcements, circulars or other relevant legal documents relating to the Proposed Private Placement; engaging financial advisors, law firms, accounting firms, asset valuers and other agencies relating to the Proposed Private Placement, and determining and paying expenses relating to the Proposed Private Placement;
- (v) upon completion of the Proposed Private Placement, making corresponding amendments to the articles regarding the registered capital and shareholding structure of the Bank in the Articles of Association, and handling the change, filing and registration procedures with company registration authorities and other relevant government departments;
- (vi) upon completion of the Proposed Private Placement, increasing in the registered capital of the Bank accordingly and handling the relevant approval procedures of the regulatory authorities and handling the change and registration procedures of the governmental authorities in charge of industrial and commercial administration;
- (vii) completing share registration with China Securities Depository and Clearing Corporation Limited for the New Domestic Shares issued under the Proposed Private Placement;
- (viii) taking all necessary actions to deal with matters relating to the Proposed Private Placement subject to the relevant laws, regulations, regulatory documents and the Articles of Association; and
- (ix) the authorization granted hereunder shall be valid for a term of 12 months from the date of being approved at the AGM and the Class Meetings. The Board may, if necessary, seek approval of the Shareholders' general meetings for extension of the validity period of such authorization.



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**LETTER FROM THE BOARD**

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**III. Effects of the Proposed Private Placement on the Shareholding Structure of the Bank**

For reference and illustration purposes only, assuming that there are no changes to the issued share capital of the Bank prior to the completion of the Proposed Private Placement, the shareholding structure of the Bank (i) as at the Latest Practicable Date; and (ii) immediately after completion of the Proposed Private Placement are as follows:

	As at the Latest Practicable Date		Immediately after the completion of the Proposed Private Placement	
	Number of Shares	%	Number of Shares	%
<b>Domestic Shares</b>	<b>4,264,295,684</b>	<b>54.80</b>	<b>10,464,295,684</b>	<b>74.84</b>
Non-public holders of Domestic Shares	1,100,058,906	14.14	1,100,058,906	7.87
– ICBC Financial Asset Investment Co., Ltd. (工銀金融資產投資有限公司) <sup>(1)</sup>	841,822,258	10.82	841,822,258	6.02
– Zhang Wei	374,670	0.00481	374,670	0.00268
– Huo Lingbo	369,107	0.00474	369,107	0.00264
– Wang Jing	81,679	0.00105	81,679	0.00058
– Sun Jing	20,000	0.00026	20,000	0.00014
– Wang Xiaoyu	71,027	0.00091	71,027	0.00051
– Liu Hong	91,541	0.00118	91,541	0.00065
– Li Dongjun <sup>(2)</sup>	246,686,586	3.17012	246,686,586	1.76436
– Cai Hongguang	292,635	0.00376	292,635	0.00209
– Dai Shujun	124,419	0.00160	124,419	0.00089
– Li Wei	69,026	0.00089	69,026	0.00049
– Li Xiu	55,958	0.00072	55,958	0.00040
– He Baosheng <sup>(3)</sup>	10,000,000	0.12851	10,000,000	0.07152
Public holders of Domestic Shares <sup>(4)</sup>	3,164,236,778	40.66	9,364,236,778	66.97
– New Domestic Shares	–	–	6,200,000,000	44.34
<b>H Shares</b>	<b>3,517,320,000</b>	<b>45.20</b>	<b>3,517,320,000</b>	<b>25.16</b>
<b>Total</b>	<b>7,781,615,684</b>	<b>100.00</b>	<b>13,981,615,684</b>	<b>100.00</b>

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## LETTER FROM THE BOARD

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*Notes:*

- (1) Such Shares are directly held by ICBC Financial Asset Investment Co., Ltd. (工銀金融資產投資有限公司), which is wholly owned by Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司). Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司) is owned by Central Huijin Investment Ltd. (中央匯金投資有限責任公司) as to 34.71%. Under the SFO, Central Huijin Investment Ltd. (中央匯金投資有限責任公司) and Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司) are taken or deemed to be interested in all the Shares held by ICBC Financial Asset Investment Co., Ltd. (工銀金融資產投資有限公司).
- (2) Such Shares are held by Jincheng International Logistics Group Co., Ltd. (錦程國際物流集團股份有限公司) and Dalian Changxing Island Green-city Development Co., Ltd. (大連長興島綠城發展有限公司) as to 213,507,565 Shares and 33,179,021 Shares, respectively. 99.82% equity interests in Jincheng International Logistics Group Co., Ltd. is owned by Jinlian Holding Group Co., Ltd. (錦聯控股集團有限公司), which is held by Mr. Li Dongjun as to 90%. Dalian Changxing Island Green-city Development Co., Ltd. is wholly-owned by Jinlian Asset Management Co., Ltd. (錦聯資產管理有限公司), which is in turn wholly-owned by Jinlian Holding Group Co., Ltd., whose 90% equity interests in turn is owned by Mr. Li Dongjun. Under the SFO, Mr. Li Dongjun is taken or deemed to be interested in all the Shares held by Jincheng International Logistics Group Co., Ltd. and Dalian Changxing Island Green-city Development Co., Ltd.
- (3) Such Shares are held by Jinzhou Jinhua Co., Ltd. (錦州錦華股份有限公司), which is held by Mr. He Baosheng as to 46.77%. Under the SFO, Mr. He Baosheng is taken or deemed to be interested in all the Shares held by Jinzhou Jinhua Co., Ltd.
- (4) Assuming all of the New Domestic Shares will be held by public as defined under Rule 8.24 of the Listing Rules.

#### ***IV. Equity fund raising activities during the past 12 months***

On 21 December 2018, the Bank completed the placing of 1,000,000,000 new H Shares under a specific mandate. As at the Latest Practicable Date, the gross proceeds of approximately HK\$8.3 billion, after deduction of all applicable costs and expenses including commission and levies, have all been used to replenish the core tier-one capital of the Bank.

Save as disclosed above, there has been no other fund raising activity involving the issue of equity securities of the Bank in the 12 months preceding the Latest Practicable Date.

#### ***V. Proposed Consequential Amendments to the Articles of Association***

Upon completion of the Proposed Private Placement, the number of Domestic Shares in issue, the registered capital and the capital structure of the Bank will change and therefore consequential amendments to the Articles of Association are necessary.

The proposed amendments to the Articles of Association will be subject to the approval of the Shareholders at the AGM and the Class Meetings by way of a special resolution and the approval from the CBIRC or its branches, and will become effective upon approvals by the Shareholders and relevant regulatory authorities.

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## LETTER FROM THE BOARD

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The amendments may involve the following existing articles of the Articles of Association:

Article 26                      With the approval of the authority authorized by the State Council, the Bank may issue 6,781,615,684 ordinary shares. The shareholding structure of the Bank is: 6,781,615,684 ordinary shares, among which, 4,264,295,684 are domestic shares, accounting for 62.88% of the total shares of the Bank; 2,517,320,000 are H shares, accounting for 37.12% of the total shares of the Bank.

Article 29                      The Bank's registered capital shall be RMB6,781,615,684.

### **(5) PROPOSED ADOPTION OF AUTHORIZATION PLANS FOR WRITE-OFFS OF BAD DEBTS**

In order to specify the authority of the Bank to write off the bad debts and improve the settlement efficiency of non-performing assets, a Shareholder who holds more than 3% of the total equity interests in the Bank has proposed and the Board has approved the adoption of the authorization plans for the write-offs of the Bank's bad debts as below:

- (i) the Shareholders delegate the entire authority for the write-offs of the bad debts for loans and the investment businesses of the transfer plans for beneficial rights to the Board in order to improve the management efficiency of the assets quality.
- (ii) the Board is authorized to delegate the write-offs works for loans and the investment businesses of the transfer plans for beneficial rights to the senior management of the Bank to the extent of above authorization of the Shareholders depending on the actual situation of the Bank in order to improve the management efficiency of the assets quality.

The adoption of the above authorization plans for the write-offs of the bad debts shall take effect upon Shareholders' approval at the AGM.

### **CLOSURE OF REGISTER OF MEMBERS**

In order to determine the entitlement to attend and vote at the AGM and the Class Meetings, the register of members of the Bank has been closed from Wednesday, 18 September 2019 to Friday, 18 October 2019 (both days inclusive), during which period no transfer of Shares will be effected. The record date for entitlement to attend and vote at the AGM and the Class Meetings is Wednesday, 18 September 2019. In order to be qualified to attend and vote at the AGM and the Class Meetings, all transfer documents accompanied by the relevant share certificates 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 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) no later than 4:30 p.m. on Tuesday, 17 September 2019.

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## LETTER FROM THE BOARD

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### SUPPLEMENTAL NOTICES OF THE AGM AND CLASS MEETINGS

The AGM will be held at the meeting room of the Bank's registered office in the PRC at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC at 9:30 a.m. on Friday, 18 October 2019. The Domestic Shareholders' Class Meeting will be held immediately after the conclusion of the AGM at the same place, and the H Shareholders' Class Meeting will be held immediately after the conclusion of the Domestic Shareholders' Class Meeting at the same place.

Since the Original Notices do not contain the abovementioned additional resolutions to be approved at the AGM and/or the Class Meetings (as the case may be), the supplemental notices of the AGM and the Class Meetings are set out on pages 29 to 39 of this supplemental circular.

### REPLY SLIPS AND PROXY FORMS

If you are eligible and intend to attend the AGM and/or the Class Meetings, please complete and return the reply slip(s) in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding such meeting(s) or any adjournment thereof.

Shareholders who intend to attend the AGM and/or the Class Meetings by proxy are required to complete and return the Revised Proxy Form(s) in accordance with the instructions printed thereon as soon as possible and in any event not later than the Closing Time. Completion and return of the Revised Proxy Form(s) will not preclude you from attending and voting in person at such meeting(s) or any adjournment thereof should you so wish.

A Shareholder who has not yet lodged the Original Proxy Form(s) with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the Domestic Shares) is requested to lodge the Revised Proxy Form(s) if he/she wishes to appoint proxy to attend, speak and vote at the AGM and/or the Class Meetings on his/her behalf. In this case, the Original Proxy Form(s) should not be lodged with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the Domestic Shares).

A Shareholder who has already lodged the Original Proxy Form(s) should note that:

- (1) If no Revised Proxy Form(s) is lodged with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the Domestic Shares), the Original Proxy Form(s), if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM and/or the Class Meetings except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Proxy Form(s);

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## LETTER FROM THE BOARD

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- (2) If the Revised Proxy Form(s) is lodged with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the Domestic Shares) before the Closing Time, the Revised Proxy Form(s), if correctly completed, will revoke and supersede the Original Proxy Form(s) previously lodged by him/her. The Revised Proxy Form(s) will be treated as a valid proxy form lodged by the Shareholder; and
- (3) If the Revised Proxy Form(s) is lodged with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the Domestic Shares) after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form(s) will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form(s), if correctly completed, will be entitled to vote in the manner as mentioned in (1) above as if no Revised Proxy Form(s) was lodged with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the Domestic Shares). Accordingly, Shareholders are advised to complete the Revised Proxy Form(s) carefully and lodge the Revised Proxy Form(s) with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the Domestic Shares) before the Closing Time.

### VOTING BY POLL AT THE AGM AND THE CLASS MEETINGS

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions to be proposed at the AGM and the Class Meetings must be taken by poll. The chairman of the AGM and the Class Meetings will therefore demand a poll for every such resolution put to the vote at the AGM and the Class Meetings. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share 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.

### RECOMMENDATION

The Board considers that all resolutions to be proposed at the AGM and/or the Class Meetings (as the case may be) for Shareholders' consideration and approval are in the best interests of the Bank and the Shareholders. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the Original Notices and the supplemental notices of the AGM and the Class Meetings which are to be proposed at the AGM and/or the Class Meetings (as the case may be).

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

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**APPENDIX I                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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*The English version of this appendix is an unofficial translation of its Chinese version for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.*

The amended Articles of Association are now compared with the existing version as follows to highlight the amendments. The following amendments will become effective upon approvals by the Shareholders and relevant regulatory authorities.

<b>Before Amendment</b>	<b>After Amendment</b>
<p>Article 237 The Board of Supervisors consists of thirteen (13) supervisors, including the supervisors as shareholder representatives, and external supervisors and the supervisors as the staff representatives. The Board of Supervisors has one (1) chairman, one (1) or two (2) vice chairmans, and the number of external supervisors shall be not less than one third (1/3) of the total number of supervisors.</p> <p>The Board of Supervisors shall include shareholder representatives and a certain proportion of staff representatives of the Bank, and the proportion of staff representatives shall not be less than one third (1/3) of the total number of supervisors. The shareholder representatives are elected and dismissed by the shareholders' general meeting, and the staff representatives are elected by the staff and workers of the Bank through the staff representatives assembly, the general staff meeting or other democratic forms.</p>	<p>Article 237 The Board of Supervisors consists of <b>eight (8)</b> supervisors, including the supervisors as shareholder representatives, and external supervisors and the supervisors as the staff representatives. The Board of Supervisors has one (1) chairman, one (1) or two (2) vice chairmans, and the number of external supervisors shall be not less than one third (1/3) of the total number of supervisors.</p> <p>The Board of Supervisors shall include shareholder representatives and a certain proportion of staff representatives of the Bank, and the proportion of staff representatives shall not be less than one third (1/3) of the total number of supervisors. The shareholder representatives are elected and dismissed by the shareholders' general meeting, and the staff representatives are elected by the staff and workers of the Bank through the staff representatives assembly, the general staff meeting or other democratic forms.</p>

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## SUPPLEMENTAL NOTICE OF AGM

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

**(Stock Code: 0416)**

**(Stock Code of Preference Shares: 4615)**

### SUPPLEMENTAL NOTICE OF 2018 ANNUAL GENERAL MEETING

**REFERENCE IS MADE TO** the notice of 2018 annual general meeting (the “**AGM**”) issued on 3 September 2019 (the “**Original Notice**”) by Bank of Jinzhou Co., Ltd. (the “**Bank**”) which sets out the resolutions to be considered by the shareholders of the Bank (the “**Shareholders**”) at the AGM to 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 9:30 a.m. on Friday, 18 October 2019.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM, which will be held as originally scheduled, will consider and, if thought fit, pass the following ordinary resolutions and special resolutions in addition to the resolutions set out in the Original Notice. Apart from the amendments set out in this supplemental notice, all the information contained in the Original Notice remains valid and effective.

#### ORDINARY RESOLUTIONS

- 9A. To consider and approve the election of the sixth session of the board of directors of the Bank:
- (1) To consider and approve the election of Mr. Wei Xuekun as an executive director of the Bank;
  - (2) To consider and approve the election of Mr. Guo Wenfeng as an executive director of the Bank;
  - (3) To consider and approve the election of Mr. Kang Jun as an executive director of the Bank;
  - (4) To consider and approve the election of Mr. Yang Weihua as an executive director of the Bank;
  - (5) To consider and approve the election of Mr. Yu Jun as an executive director of the Bank;

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## SUPPLEMENTAL NOTICE OF AGM

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- (6) To consider and approve the election of Mr. Zhao Chuanxin as a non-executive director of the Bank;
  - (7) To consider and approve the election of Ms. Ning Jie as a non-executive director of the Bank;
  - (8) To consider and approve the election of Ms. Gu Jihong as a non-executive director of the Bank;
  - (9) To consider and approve the election of Mr. Lyu Fei as a non-executive director of the Bank;
  - (10) To consider and approve the election of Mr. Luo Nan as a non-executive director of the Bank;
  - (11) To consider and approve the election of Mr. Xiao Geng as an independent non-executive director of the Bank;
  - (12) To consider and approve the election of Mr. Xie Taifeng as an independent non-executive director of the Bank;
  - (13) To consider and approve the election of Mr. Wu Jun as an independent non-executive director of the Bank;
  - (14) To consider and approve the election of Mr. Wang Xiongyuan as an independent non-executive director of the Bank;
  - (15) To consider and approve the election of Mr. Su Mingzheng as an independent non-executive director of the Bank;
- 9B. To consider and approve the election of the sixth session of the supervisory committee of the Bank:
- (1) To consider and approve the election of Mr. Wu Zhengkui as a shareholder representative supervisor of the Bank;
  - (2) To consider and approve the election of Ms. Tang Fang as a shareholder representative supervisor of the Bank;
  - (3) To consider and approve the election of Mr. Meng Xuefeng as an external supervisor of the Bank;
  - (4) To consider and approve the election of Mr. Guo Limao as an external supervisor of the Bank;



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## SUPPLEMENTAL NOTICE OF AGM

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- (5) To consider and approve the election of Mr. Hu Guojie as an external supervisor of the Bank;
- 9C. To consider and approve the adoption of the authorization plans for write-offs of bad debts;

### SPECIAL RESOLUTIONS

- 12. To consider and approve the amendments to the articles of association of the Bank;
- 13. To consider and approve, item by item, the following items of the proposal on the private placement of domestic shares of the Bank under a specific mandate:
  - (1) Class of shares and nominal value;
  - (2) Number of shares to be issued;
  - (3) Target places;
  - (4) Pricing methodology;
  - (5) Method of issue;
  - (6) Use of proceeds;
  - (7) Distribution of undistributed accumulated profit;
  - (8) Validity period of the issue plan;
- 14. To consider and approve the proposal on the authorization to the board of directors and the persons authorized by the board of directors to implement the private placement of domestic shares of the Bank; and
- 15. To consider and approve the proposed amendments to the Bank's articles of association consequential to the private placement of domestic shares of the Bank.

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

Jinzhou, the PRC, 8 October 2019

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## SUPPLEMENTAL NOTICE OF AGM

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*Notes:*

1. The register of members of the Bank will be closed from Wednesday, 18 September 2019 to Friday, 18 October 2019, both days inclusive, during which period no transfer of shares of the Bank (the “**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 Tuesday, 17 September 2019.
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/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 revised 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 AGM (i.e. by Thursday, 17 October 2019 at 9:30 a.m.). If the revised 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 revised form of proxy. Completion and return of the revised form of proxy 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 appoint 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 revised form of proxy signed by the Shareholders or their attorney when attending the AGM.
6. If a Shareholder has not yet returned the original form of proxy for the AGM which was dispatched by the Bank on 3 September 2019 (the “**Original Form of Proxy**”) in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.
7. If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
  - (a) If no revised form of proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the additional resolutions as set out in this supplemental notice of the AGM).
  - (b) If the revised form of proxy is returned by the Shareholder at or before 9:30 a.m. on Thursday, 17 October 2019, the revised form of proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed and the Original Form of Proxy will be revoked.
  - (c) If the revised form of proxy is returned by the Shareholder after the closing time as set out in the supplemental notice of the AGM, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the additional proposed resolutions as set out in the supplemental notice of the AGM).

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## SUPPLEMENTAL NOTICE OF AGM

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8. 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) on or before Saturday, 28 September 2019.
9. 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.
10. The name and address of the Bank's H share registrar are as follows:

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor,  
Hopewell Centre,  
183 Queen's Road East,  
Wan Chai,  
Hong Kong

Tel: 852-2862 8555  
Fax: 852-2865 0990
11. 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 Liguao  
Tel: 86-0416-3220001
12. 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.

*As at the date of this supplemental notice, the board of directors of the Bank comprises Mr. Zhang Wei, Mr. Huo Lingbo, Mr. Wang Jing, Mr. Sun Jing and Ms. Wang Xiaoyu, as executive directors; Ms. Liu Hong, Ms. Gu Jie, Ms. Meng Xiao, Mr. Li Dongjun and Ms. Tang Fang, as non-executive directors; Mr. Choon Yew Khee, Mr. Lin Yanjun, Mr. Chang Peng'ao, Ms. Peng Taoying and Ms. Tan Ying 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.*

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## SUPPLEMENTAL NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

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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)**

**(Stock Code of Preference Shares: 4615)**

### SUPPLEMENTAL NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

**REFERENCE IS MADE TO** the notice of domestic shareholders' class meeting (the "**Domestic Shareholders' Class Meeting**") issued on 3 September 2019 (the "**Original Notice**") by Bank of Jinzhou Co., Ltd. (the "**Bank**") which sets out the special resolution to be considered by the domestic shareholders of the Bank (the "**Domestic Shareholders**") at the Domestic 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 (the "**PRC**") on Friday, 18 October 2019 immediately after the conclusion of the 2018 annual general meeting of the Bank held on the same date or any adjournment thereof.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Domestic Shareholders' Class Meeting, which will be held as originally scheduled, will consider and, if thought fit, pass the following special resolutions in addition to the special resolution set out in the Original Notice. Apart from the amendments set out in this supplemental notice, all the information contained in the Original Notice remains valid and effective.

#### SPECIAL RESOLUTIONS

2. To consider and approve, item by item, the following items of the proposal on the private placement of domestic shares of the Bank under a specific mandate:
  - (1) Class of shares and nominal value;
  - (2) Number of shares to be issued;
  - (3) Target places;
  - (4) Pricing methodology;
  - (5) Method of issue;
  - (6) Use of proceeds;
  - (7) Distribution of undistributed accumulated profit;
  - (8) Validity period of the issue plan;

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## SUPPLEMENTAL NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

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3. To consider and approve the proposal on the authorization to the board of directors and the persons authorized by the board of directors to implement the private placement of domestic shares of the Bank; and
4. To consider and approve the proposed amendments to the Bank's articles of association consequential to the private placement of domestic shares of the Bank.

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

Jinzhou, the PRC, 8 October 2019

*Notes:*

1. The Domestic Shareholders whose names appear on the domestic share register of members of the Bank on Wednesday, 18 September 2019 will be entitled to attend and vote at the Domestic Shareholders' Class Meeting.
2. Domestic Shareholders who are entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more proxies to attend and, in the event of a poll, vote on their behalfs. A proxy need not be a shareholder of the Bank.
3. The instrument appointing a proxy must be in writing under the hand of a Domestic Shareholder or his/her attorney duly authorized in writing. If the Domestic 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 authorized to sign the same.
4. In order to be valid, the revised form of proxy must be deposited to the Bank's registered office in the PRC, not less than 24 hours before the time for holding the Domestic Shareholders' Class Meeting (i.e. by Thursday, 17 October 2019 at 9:30 a.m.). If the revised 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 revised form of proxy. Completion and return of the revised form of proxy will not preclude Domestic Shareholders from attending and voting in person at the Domestic Shareholders' Class Meeting or any adjourned meetings should you so wish.
5. Domestic Shareholders shall produce their identity documents and supporting documents in respect of the domestic shares held when attending the Domestic Shareholders' Class Meeting. If corporate Domestic Shareholders appoints authorized representative to attend the Domestic Shareholders' Class Meeting, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Domestic Shareholders or other notarially certified documents allowed by the Bank. Proxies shall produce their identity documents and the revised form of proxy signed by the Domestic Shareholders or their attorney when attending the Domestic Shareholders' Class Meeting.
6. If a Domestic Shareholder has not yet returned the original form of proxy for the Domestic Shareholders' Class Meeting which was dispatched by the Bank on 3 September 2019 (the "**Original Form of Proxy**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the Domestic Shareholders' Class Meeting on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the Domestic Shareholder shall not submit the Original Form of Proxy.
7. If a Domestic Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
  - (a) If no revised form of proxy is returned by the Domestic Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions

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## SUPPLEMENTAL NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

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previously given by the Domestic Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Domestic Shareholders' Class Meeting (including the additional proposed resolutions as set out in this supplemental notice of the Domestic Shareholders' Class Meeting).

- (b) If the revised form of proxy is returned by the Domestic Shareholder at or before 9:30 a.m. on Thursday, 17 October 2019, the revised form of proxy will be treated as a valid form of proxy lodged by the Domestic Shareholder if duly completed and the Original Form of Proxy will be revoked.
  - (c) If the revised form of proxy is returned by the Domestic Shareholder after the closing time as set out in the supplemental notice of the Domestic Shareholders' Class Meeting, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Domestic Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Domestic Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Domestic Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Domestic Shareholders' Class Meeting (including the additional proposed resolutions as set out in the supplemental notice of the Domestic Shareholders' Class Meeting).
8. Domestic Shareholders who intend to attend the Domestic Shareholders' Class Meeting should complete and return the reply slip in writing by hand or by post to the registered office of the Bank in the PRC on or before Saturday, 28 September 2019.
9. The Domestic Shareholders' Class Meeting is expected to be held for less than half a day. Domestic Shareholders who intend to attend the Domestic Shareholders' Class Meeting shall arrange and bear their own transportation and accommodation expenses.
10. 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: 86-0416-3220001
11. Where there are joint registered holders of any domestic share(s), any one of such joint holders may attend and vote at the Domestic Shareholders' Class Meeting, either in person or by proxy, in respect of such domestic share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Domestic Shareholders' Class Meeting 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 supplemental notice, the board of directors of the Bank comprises Mr. Zhang Wei, Mr. Huo Lingbo, Mr. Wang Jing, Mr. Sun Jing and Ms. Wang Xiaoyu, as executive directors; Ms. Liu Hong, Ms. Gu Jie, Ms. Meng Xiao, Mr. Li Dongjun and Ms. Tang Fang, as non-executive directors; Mr. Choon Yew Khee, Mr. Lin Yanjun, Mr. Chang Peng'ao, Ms. Peng Taoying and Ms. Tan Ying 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.*

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## SUPPLEMENTAL NOTICE OF H SHAREHOLDERS' CLASS MEETING

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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)**

**(Stock Code of Preference Shares: 4615)**

### SUPPLEMENTAL NOTICE OF H SHAREHOLDERS' CLASS MEETING

REFERENCE IS MADE TO the notice of H shareholders' class meeting (the "**H Shareholders' Class Meeting**") issued on 3 September 2019 (the "**Original Notice**") by Bank of Jinzhou Co., Ltd. (the "**Bank**") which sets out the special resolution to be considered by the H shareholders of the Bank (the "**H Shareholders**") at 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 (the "**PRC**") on Friday, 18 October 2019 immediately after the conclusion of the domestic shareholders' class meeting of the Bank held on the same date or any adjournment thereof.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the H Shareholders' Class Meeting, which will be held as originally scheduled, will consider and, if thought fit, pass the following special resolutions in addition to the special resolution set out in the Original Notice. Apart from the amendments set out in this supplemental notice, all the information contained in the Original Notice remains valid and effective.

#### SPECIAL RESOLUTIONS

2. To consider and approve, item by item, the following items of the proposal on the private placement of domestic shares of the Bank under a specific mandate:
  - (1) Class of shares and nominal value;
  - (2) Number of shares to be issued;
  - (3) Target places;
  - (4) Pricing methodology;
  - (5) Method of issue;
  - (6) Use of proceeds;
  - (7) Distribution of undistributed accumulated profit;
  - (8) Validity period of the issue plan;

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## SUPPLEMENTAL NOTICE OF H SHAREHOLDERS' CLASS MEETING

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3. To consider and approve the proposal on the authorization to the board of directors and the persons authorized by the board of directors to implement the private placement of domestic shares of the Bank; and
4. To consider and approve the proposed amendments to the Bank's articles of association consequential to the private placement of domestic shares of the Bank.

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

Jinzhou, the PRC, 8 October 2019

*Notes:*

1. The H share register of members of the Bank will be closed from Wednesday, 18 September 2019 to Friday, 18 October 2019, both days inclusive, during such period no transfer of H shares of the Bank (the "H Shares") will be effected. In order to be qualified to attend and vote at the H Shareholders' Class Meeting, all H Shares transfers documents accompanied by the relevant H share certificates must be lodged with the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on Tuesday, 17 September 2019.
2. The H Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting 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 of the Bank.
3. The instrument appointing a proxy must be in writing under the hand of an H Shareholder or his/her attorney duly authorized in writing. If the H 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 authorized to sign the same.
4. In order to be valid, the revised form of proxy must be deposited to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time for holding the H Shareholders' Class Meeting (i.e. by Thursday, 17 October 2019 at 9:30 a.m.). If the revised 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 revised form of proxy. Completion and return of the revised form of proxy will not preclude H Shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjourned meetings should you so wish.
5. H Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the H Shareholders' Class Meeting. If corporate H Shareholders appoint authorized representative to attend the H Shareholders' Class Meeting, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate H Shareholders or other notarially certified documents allowed by the Bank. Proxies shall produce their identity documents and the revised form of proxy signed by the H Shareholders or their attorney when attending the H Shareholders' Class Meeting.
6. If a H Shareholder has not yet returned the original form of proxy for the H Shareholders' Class Meeting which was dispatched by the Bank on 3 September 2019 (the "**Original Form of Proxy**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the H Shareholders' Class Meeting on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the H Shareholder shall not submit the Original Form of Proxy.
7. If a H Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:



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## SUPPLEMENTAL NOTICE OF H SHAREHOLDERS' CLASS MEETING

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- (a) If no revised form of proxy is returned by the H Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the H Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the H Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the H Shareholders' Class Meeting (including the additional proposed resolutions as set out in the supplemental notice of the H Shareholders' Class Meeting).
- (b) If the revised form of proxy is returned by the H Shareholder at or before 9:30 a.m. on Thursday, 17 October 2019, the revised form of proxy will be treated as a valid form of proxy lodged by the H Shareholder if duly completed and the Original Form of Proxy will be revoked.
- (c) If the revised form of proxy is returned by the H Shareholder after the closing time as set out in the supplemental notice of the H Shareholders' Class Meeting, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the H Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the H Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the H Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the H Shareholders' Class Meeting (including the additional proposed resolutions as set out in the supplemental notice of the H Shareholders' Class Meeting).
8. H Shareholders who intend to attend the H Shareholders' Class Meeting should complete and return the reply slip in writing by hand or by post to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, on or before Saturday, 28 September 2019.
9. The H Shareholders' Class Meeting is expected to be held for less than half a day. H Shareholders who intend to attend the H Shareholders' Class Meeting shall arrange and bear their own transportation and accommodation expenses.
10. The name and address of the Bank's H share registrar are as follows:
- Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong
- Tel: 852-2862 8555  
Fax: 852-2865 0990
11. Where there are joint registered holders of any H Share(s), any one of such joint holders may attend and vote at the H Shareholders' Class Meeting, either in person or by proxy, in respect of such H Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the H Shareholders' Class Meeting 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 supplemental notice, the board of directors of the Bank comprises Mr. Zhang Wei, Mr. Huo Lingbo, Mr. Wang Jing, Mr. Sun Jing and Ms. Wang Xiaoyu, as executive directors; Ms. Liu Hong, Ms. Gu Jie, Ms. Meng Xiao, Mr. Li Dongjun and Ms. Tang Fang, as non-executive directors; Mr. Choon Yew Khee, Mr. Lin Yanjun, Mr. Chang Peng'ao, Ms. Peng Taoying and Ms. Tan Ying 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.*