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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;

- (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;

- (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 placees;
  - (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

*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 address 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).

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 address 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 address 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.*