



锦州银行

BANK OF JINZHOU

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)

REVISED FORM OF PROXY THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2020

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

I/We^(Note 2) _____ of _____ being the registered holder(s) of _____ H shares/domestic shares^(Note 3) of RMB1.00 each in the share capital of Bank of Jinzhou Co., Ltd. (the "Bank"), hereby appoint the chairman of the meeting, of _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the 2020 first extraordinary general meeting of the Bank (the "EGM") 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, 10 July 2020 and at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of EGM and the supplemental notice of EGM (collectively, the "Notices of EGM"). In the absence of any indication, the proxy may vote at his/her own discretion. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings ascribed to them in the circular of the Bank dated 30 June 2020.

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the proposal on the proposed amendments to the rules of procedures for shareholders' general meetings of the Bank.			
2.	To consider, approve, confirm and ratify the execution of the Framework Disposal Agreement, and to approve the Disposal and all transactions contemplated thereunder, and authorize the Directors to execute all documents, exercise the powers of the Bank, do such acts and things and to take all steps as they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Framework Disposal Agreement and the transactions contemplated thereunder. ^(Note 7)			
Special Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
3.	To consider and approve the proposal on proposed amendments to the articles of association of the Bank.			
4.	To consider and approve: (a) the Whitewash Waiver granted or to be granted by the Executive pursuant to the Takeovers Code waiving any obligation on the part of Chengfang Huida to make a mandatory general offer for all the securities of the Bank not already owned or agreed to be acquired by it or parties acting in concert with it as a result of the Bank allotting and issuing the Subscription Shares to Chengfang Huida under the Subscription Agreement; and (b) the Subscription Agreement.			

Date: _____ Signature^(Note 6): _____

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

Notes:

- Please insert the number and class of shares of the Bank registered in your name(s) relating to this revised form of proxy ("Revised Proxy Form"). If the number and class are inserted, this Revised Proxy Form will be deemed to relate only to those shares. If no number and class are inserted, the Revised Proxy Form will be deemed to relate to all shares of the Bank registered in your name(s).
- Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Bank in **BLOCK** letters.
- Please insert the number of shares of the Bank registered in your name(s) and select the class of shares (delete as appropriate). If no number and class of shares are inserted, this Revised Proxy Form will be deemed to relate to all shares in the capital of the Bank registered in your name(s).
- If any proxy other than the chairman of the meeting of the Bank is preferred, please cross out the words "THE CHAIRMAN OF THE MEETING, OR" and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder of the Bank (the "Shareholder") may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. **ANY ALTERATION MADE TO THIS REVISED PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR" OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST" OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO ABSTAIN FROM VOTING FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "ABSTAIN" OR INSERT RELEVANT NUMBER OF SHARES.** If no direction is given, your proxy may vote or abstain at his/her own discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the EGM other than those referred to in the Notices of EGM. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having been waived by you and the corresponding vote will be counted as "Abstain". The shares abstained will be counted in the calculation of the required majority.
- This Revised Proxy Form must be signed by you, or your attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorized.
- The description of the resolution is by way of summary only. Please refer to the supplemental notice of EGM for the full text.
- In the case of joint holders of any shares of the Bank, any one of such persons may vote at the EGM, either personally or by proxy, then the vote of the person, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- If the Revised Proxy Form is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The Revised Proxy Form and the notarized power of attorney or other authorization documents must be lodged with the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H shares of the Bank) or the registered address of the Bank in the PRC at No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC (for holders of domestic shares of the Bank) not less than 24 hours before the time fixed for holding the EGM (i.e. by Thursday, 9 July 2020 at 9:30 a.m.) (the "Closing Time") or any adjournment thereof.
- If a Shareholder has not yet returned the original form of proxy for the EGM which was despatched by the Bank on 27 December 2019 (the "Original Proxy Form") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the EGM on his/her behalf, he/she is required to submit the Revised Proxy Form. In this case, the Shareholder shall not submit the Original Proxy Form.
- If a Shareholder has already returned the Original Proxy Form in accordance with the instructions printed thereon, he/she should note that:
 - If no Revised Proxy Form is lodged, the Original Proxy Form(s), if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. 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 EGM (including the additional resolutions as set out in the supplemental notice of EGM) except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Proxy Form(s);
 - If the Revised Proxy Form is lodged before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form(s) previously lodged by the Shareholder. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder; and
 - If the Revised Proxy Form is lodged after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form 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 (a) above as if no Revised Proxy Form was lodged.
- The EGM is expected to take less than half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of their identities when attending the EGM.