

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



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

(Stock Code: 0416)

(Stock Code of Preference Shares: 4615)

NOTICE OF 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the “AGM”) of Bank of Jinzhou Co., Ltd. (the “Bank”) will be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the People’s Republic of China (the “PRC”) at 9:30 a.m. on Friday, 11 September 2020 to consider and, if thought fit, to pass, with or without modifications, the following resolutions set out in items 1 to 14 and to hear the following report set out in item 15:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the annual report of the Bank for the financial year ended 31 December 2019;
2. To receive, consider and approve the report of the board of directors of the Bank for the year ended 31 December 2019;
3. To receive, consider and approve the report of the board of supervisors of the Bank for the year ended 31 December 2019;
4. To receive, consider and approve the appraisal report on directors’ performance of duties in 2019;
5. To receive, consider and approve the appraisal report on supervisors’ performance of duties in 2019;
6. To receive, consider and approve the appraisal report on senior management’s performance of duties in 2019;
7. To receive, consider and approve the Bank’s final financial accounts for the year ended 31 December 2019;
8. To consider and approve the Bank’s profit distribution plan for the year ended 31 December 2019;

9. To consider and approve the Bank's fixed asset investment budget plan for 2020;
10. To consider and approve the proposed amendments to the rules of procedures for the board of supervisors of the Bank;
11. To consider and approve the re-appointment of Crowe (HK) CPA Limited as the Bank's international auditor, until the next annual general meeting of the Bank to be held in 2021, and to authorize the board of directors of the Bank and its delegated person to determine their remuneration;

SPECIAL RESOLUTIONS

12. To consider and approve the proposed extension of term of validity of financial bonds specialised for small and micro enterprises and the relevant authorisation matters;
13. To consider and approve the proposed issue of the financial bonds;
14. To consider and approve the proposed amendments to the articles of association of the Bank; and

REPORTING ITEM

15. Work report of the independent directors of the Bank for 2019.

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

Jinzhou, the PRC

28 July 2020

Notes:

1. The register of members of the Bank will be closed from Wednesday, 12 August 2020 to Friday, 11 September 2020, both days inclusive, during which period no transfer of the Bank's shares (the "**Shares**") will be effected. In order to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Bank (in respect of H Shares), namely Computershare Hong Kong Investor Services Limited, or to the Bank's registered office in the PRC (in respect of domestic Shares) no later than 4:30 p.m. on Tuesday, 11 August 2020.
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 needs 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 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, 10 September 2020 at 9:30 a.m.). If the form of proxy is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.

In order to prevent the spread of Novel Coronavirus (COVID-19) and ensure the health and safety of the Shareholders, it is suggested that Shareholders consider appointing the chairman of the AGM as his/her/its proxy to vote at the AGM instead of attending the AGM in person.

5. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the AGM. If corporate Shareholders appoints 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 form of proxy signed by the Shareholders or their attorney when attending the AGM.
6. 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, 22 August 2020.
7. 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.
8. The name and address of the Bank's H share registrar is as follows:

Computershare Hong Kong Investor Services Limited

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

Tel: 852-2862 8555
Fax: 852-2865 0990

9. The registered office of the Bank in the PRC is as follows:

No. 68 Keji Road
Jinzhou City
Liaoning Province
The PRC

Contact person: Liu Liguao
Tel: 86-0416-3220001

10. 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.
11. The details of the aforesaid resolutions proposed for the consideration and approval of the AGM will be set out in the circular to be despatched by the Bank in due course.

As at the date of this notice, the board of directors of the Bank comprises Mr. Wei Xuekun, Mr. Guo Wenfeng, Mr. Kang Jun, Mr. Yang Weihua and Mr. Yu Jun as executive directors; Mr. Zhao Chuanxin, Ms. Ning Jie, Ms. Gu Jihong, Mr. Lyu Fei and Mr. Luo Nan as non-executive directors; Mr. Wu Jun, Mr. Xie Taifeng, Mr. Xiao Geng, Mr. Wang Xiongyuan and Mr. Su Mingzheng 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.*