
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

2020 ANNUAL REPORT, 2020 BOARD OF DIRECTORS' WORK REPORT, 2020 BOARD OF SUPERVISORS' WORK REPORT, FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2020, FIXED ASSET INVESTMENT BUDGET FOR 2021, PROFIT DISTRIBUTION PLAN FOR THE YEAR 2020, RE-APPOINTMENT OF AUDITOR AND NOTICE OF AGM

The Letter from the Board is set out on pages 3 to 8 of this circular.

Notice convening the AGM to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC on Friday, 28 May 2021 are set out on pages 9 to 11 of this circular. The proxy form for use at the AGM is also enclosed with this circular. If you intend to attend the AGM by proxy, you are required to complete and return the enclosed proxy form(s) in accordance with the instructions printed thereon to the H Share Registrar, 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 AGM (i.e. by Thursday, 27 May 2021 at 9:30 a.m.) or any adjournment thereof. Completion and return of the proxy form(s) shall not preclude you from attending and voting in person at the AGM or any adjourned meeting(s) should you so wish.

Important notice: To safeguard the health and safety of Shareholders and attendees, various measures may be implemented by the Bank at the AGM in view of the latest developments (including relevant regulatory restrictions as imposed by the PRC). Possible precautionary measures include but are not limited to body temperature check for each attendee, management of the number of people entering the venue, no distribution of corporate gift and no refreshment for attendees. The Bank suggests that Shareholders appoint the chairman of the AGM as his/her/its proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

* 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

In this circular, the following expressions have the meanings set out below unless the context requires otherwise.

“2020 Annual Report”	the annual report of the Bank for the financial year ended 31 December 2020
“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, 28 May 2021 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 and offshore preference shares are listed on the Stock Exchange
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“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
“H Share(s)”	the ordinary share(s) in the 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
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share registrar of the Bank
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Ordinary Share(s)” or “Share(s)”	the Domestic Share(s) and/or the H Share(s), excluding the offshore preference shares of the Bank
“Ordinary Shareholder(s)” or “Shareholder(s)”	the holder(s) of Ordinary Share(s)
“PRC”	the People’s Republic of China, for the purpose of this circular, includes the domestic People’s Republic of China but excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Bank

* *The Bank 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.*

LETTER FROM THE BOARD



(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:

WEI Xuekun
GUO Wenfeng
KANG Jun
YANG Weihua
YU Jun

Registered office:

No. 68 Keji Road
Jinzhou City
Liaoning Province
The PRC

Non-executive Directors:

ZHAO Chuanxin
NING Jie
GU Jihong
LYU Fei
LUO Nan

Principal place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

Independent non-executive Directors:

WU Jun
XIE Taifeng
XIAO Geng
WANG Xiongyuan
SU Mingzheng

7 April 2021

To the Shareholders,

Dear Sir/Madam,

**2020 ANNUAL REPORT,
2020 BOARD OF DIRECTORS' WORK REPORT,
2020 BOARD OF SUPERVISORS' WORK REPORT,
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2020,
FIXED ASSET INVESTMENT BUDGET FOR 2021,
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2020,
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF AGM**

LETTER FROM THE BOARD

INTRODUCTION

The Bank will convene the AGM on 28 May 2021 (Friday), a notice thereof is set out on pages 9 to 11 of this circular, at which resolutions will be proposed to approve, including: the 2020 Annual Report, 2020 Board of Directors' work report, 2020 Board of Supervisors' work report, final financial accounts for the year 2020, fixed asset investment budget for 2021, profit distribution plan for the year 2020 and re-appointment of auditor.

The purpose of this circular is to set out the notice of the AGM and provide you with the details of the aforesaid resolutions.

MATTERS TO BE HANDLED

(1) 2020 ANNUAL REPORT

An ordinary resolution will be proposed at the AGM to approve the 2020 Annual Report.

(2) 2020 BOARD OF DIRECTORS' WORK REPORT

An ordinary resolution will be proposed at the AGM to approve the work report of the Board of Directors for the year ended 31 December 2020, the extracts of which is set out in the 2020 Annual Report.

(3) 2020 BOARD OF SUPERVISORS' WORK REPORT

An ordinary resolution will be proposed at the AGM to approve the work report of the Board of Supervisors for the year ended 31 December 2020, the extracts of which is set out in the 2020 Annual Report.

(4) FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2020

An ordinary resolution will be proposed at the AGM to approve the final financial accounts for the year ended 31 December 2020, the extracts of which is included in the audited financial statements of the Bank as set out in the 2020 Annual Report.

LETTER FROM THE BOARD

(5) FIXED ASSET INVESTMENT BUDGET FOR 2021

Based on the overall business planning and strategic development needs of the Bank in 2021, taking into account the governmental policies requirements and in accordance with relevant laws and regulations and the Articles of Association, the Bank proposes to incur RMB300 million in investments in newly added fixed assets for the year 2021 (the “**Fixed Asset Investment Budget for 2021**”), details of which are as follows:

Item	Investment plan for 2021 (RMB million)
Development of Branch Network	130
Technology Investment	150
Infrastructure Operation	20
Total	300

(a) RMB130 million for investment in branch network development

It is mainly used for investment in optimization of branch network layout, decoration and modification of branch network, equipment and other branch network development projects.

(b) RMB150 million for technology investment

It is mainly used for investment in the construction of technological advancement of the headquarters and branches and self-service equipment (excluding intangible assets) and other investment in technological equipment.

(c) RMB20 million for investment in infrastructure operation

It is mainly used for investment in fundamental operations such as the purchase and updates of business cars for daily use, security equipment, office machinery and equipment and office furniture.

LETTER FROM THE BOARD

As part of the Fixed Asset Investment Budget for 2021 and based on the principles of “sale, lease and use as appropriate”, the Bank proposes to enhance its effort in disposing idle assets to reduce use of idle cash, allocate fixed asset resources scientifically and enhance the efficiency of fixed asset operations abundantly, and dispose of RMB752 million of fixed assets in 2021, details of which are as follows:

Item	Disposal plan for 2021 (RMB million)
Property and land	703
Vehicles	6
Operations equipment	43
Total	<u><u>752</u></u>

An ordinary resolution will be proposed at the AGM to approve the Fixed Asset Investment Budget for 2021, the full text of which will be presented at the AGM.

(6) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2020

On 29 March 2021, the Board resolved to submit to the Shareholders for their consideration and approval a profit distribution plan for the year ended 31 December 2020 (the “**Profit Distribution Plan for 2020**”) as follows:

- (a) appropriation of statutory reserve of the Bank of RMB62.07 million;
- (b) according to the requirements under the Management Measures on Provision of Reserves for the Finance Enterprises (Cai Jin [2012] No. 20) (《金融企業準備金計提管理辦法》(財金[2012]20號)), the appropriation of general reserve will not be conducted in view of the Bank’s general reserve balance has exceeded 1.5% of its balance of the risk assets as at 31 December 2020;
- (c) in order to manage the relationship between future business development and capital replenishment with profit distribution properly, taking into account the financial position of the Bank for the year ended 31 December 2020 and the uncertainty brought about by the COVID-19 epidemic to the economy, no dividend will be distributed to the Shareholders for the year ended 31 December 2020; and
- (d) no conversion of capital reserve into share capital will be conducted for the year ended 31 December 2020.

An ordinary resolution will be proposed at the AGM to approve the Profit Distribution Plan for 2020, the full text of which will be presented at the AGM.

LETTER FROM THE BOARD

(7) RE-APPOINTMENT OF AUDITOR

The Board has proposed the re-appointment of Crowe (HK) CPA Limited as the international auditor of the Bank until the conclusion of the next annual general meeting to be held in 2022 to provide annual audit report and interim external review report in respect of the financial statements of the Bank and its subsidiaries, and to provide other professional services in accordance with regulatory requirements and needs arising from the Bank's actual business development.

The Board has also proposed to seek the approval of the Shareholders at the AGM to authorize the Board and its delegated persons, namely Mr. Guo Wenfeng and Mr. Yu Jun, to determine the remuneration of Crowe (HK) CPA Limited for their audit services.

An ordinary resolution will be proposed at the AGM to approve the re-appointment of Crowe (HK) CPA Limited and the authorisation to the Board and the delegated person to determine their remuneration.

OTHERS

In addition, the Appraisal Report on Performance of Duties by Directors of Bank of Jinzhou Co., Ltd. for 2020, the Appraisal Report on Performance of Duties by Supervisors of Bank of Jinzhou Co., Ltd. for 2020 and the Appraisal Report on Performance of Duties by Senior Management of Bank of Jinzhou Co., Ltd. for 2020, all of which are prepared by the Board of Supervisors, will be circulated at the AGM.

THE AGM

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, 28 May 2021. Notice of the AGM is set out on pages 9 to 11 of this circular.

If you are eligible and intend to attend the AGM, please complete and return the reply slip, 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 the AGM or any adjournment thereof.

Shareholders who intend to attend the AGM by proxy are required to complete and return the proxy form(s) in accordance with the instructions printed thereon to the H Share Registrar, 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 not later than 24 hours before the time appointed for the holding of the AGM (i.e. by Thursday, 27 May 2021 at 9:30 a.m.) or any adjournment thereof. Completion and return of the proxy form(s) shall not preclude you from attending and voting in person at the AGM or any adjourned meeting(s) should you so wish.

LETTER FROM THE BOARD

VOTING BY POLL AT THE AGM

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

Please be advised that pursuant to Article 73 of the Articles of Association, when the number of Shares pledged by a Shareholder reaches or exceeds 50% of his/her/its holding of Shares in the Bank, the voting rights of such Shareholder at general meetings and the voting rights of Director(s) nominated by such Shareholder at Board meetings shall be restricted. In addition, pursuant to Article 64 of the Articles of Association, when the credit extension of a Shareholder is overdue, his/her voting right in the general meeting and voting right of the Board member nominated by him/her in the Board of Directors shall be limited.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of Shareholders who are entitled to attend and vote at the AGM, the register of members of the Bank will be closed from Wednesday, 28 April 2021 to Friday, 28 May 2021 (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 is Wednesday, 28 April 2021. In order to be eligible to attend and vote at the AGM, all transfer documents together with the relevant share certificates and other appropriate documents 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, 27 April 2021.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that all resolutions set out in the notice of the AGM for Shareholders' consideration and approval are in the best interests of the Bank and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the notice of the AGM which are to be proposed at the AGM.

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

Jinzhou, Liaoning Province, the PRC

7 April 2021

* *For identification only.*

NOTICE OF AGM



(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 2020 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 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, 28 May 2021 to consider and, if thought fit, to pass, with or without modifications, the following ordinary resolutions:

1. To receive, consider and approve the annual report of the Bank for the financial year ended 31 December 2020;
2. To receive, consider and approve the work report of the board of directors of the Bank for the year ended 31 December 2020;
3. To receive, consider and approve the work report of the board of supervisors of the Bank for the year ended 31 December 2020;
4. To receive, consider and approve the Bank’s final financial accounts for the year ended 31 December 2020;
5. To consider and approve the Bank’s fixed asset investment budget plan for 2021;
6. To consider and approve the Bank’s profit distribution plan for the year ended 31 December 2020; and
7. 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 2022, and to authorize the board of directors of the Bank and its delegated person to determine their remuneration.

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

Jinzhou, the PRC

7 April 2021

NOTICE OF AGM

Notes:

1. The register of members of the Bank will be closed from Wednesday, 28 April 2021 to Friday, 28 May 2021, (both days inclusive), during which period no transfer of the Bank's shares (the "**Shares**") will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents together with the relevant share certificates and other appropriate documents 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, 27 April 2021.
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, 27 May 2021 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 shall not preclude Shareholders from attending and voting in person at the AGM or any adjourned meeting(s) 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, 8 May 2021.
7. The AGM is expected to be held for less than half a day.
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: An Wei
Tel: 86-416-4516081

NOTICE OF AGM

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.

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