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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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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)

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS AND
SUPERVISORS FOR THE FORTHCOMING SESSION
AND
NOTICE OF 2017 SECOND EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at the meeting room of 34th Floor, No.68 Keji Road, Jinzhou City, Liaoning Province, the PRC on Friday, 29 December 2017 are set out on pages 18 to 21 of this circular. A form of proxy for use at the EGM is also enclosed with this circular. If you intend to attend the EGM by proxy, you are required to complete and return the enclosed form(s) of proxy 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 EGM or any adjournment thereof (i.e. by Thursday, 28 December 2017 at 10:00 a.m.). Completion and return of the form(s) of proxy shall not preclude you from attending and voting in person at the EGM 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

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

“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
“CBRC”	China Banking Regulatory Commission or its local affiliates
“Chairman”	the chairman of the Board
“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
“EGM”	the 2017 second extraordinary 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 10:00 a.m. on Friday, 29 December 2017 or any adjournment thereof
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the capital of the Bank with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the holder(s) of the Shares

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisors of the Bank
“Supervisory Committee”	the supervisory committee of the Bank

LETTER FROM THE BOARD



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
CHEN Man
WANG Jing
WANG Xiaoyu

Registered office:

No. 68 Keji Road
Jinzhou City
Liaoning Province
The PRC

Non-executive Directors:

LI Dongjun
ZHANG Caiguang
WU Zhengkui
GU Jie

Principal place of business in Hong Kong:

18/F, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

Independent non-executive Directors:

JIANG Daxing
DENG Xiaoyang
NIU Sihu
JIANG Jian
CHOON Yew Khee
LIN Yanjun

14 November 2017

To the Shareholders,

Dear Sir/Madam,

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS AND
SUPERVISORS FOR THE FORTHCOMING SESSION
AND
NOTICE OF 2017 SECOND EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcements of the Bank dated 10 November 2017 and 13 November 2017 in relation to the proposed re-election and election of the Directors and Supervisors for the forthcoming session.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the EGM.

(1) PROPOSED RE-ELECTION OF DIRECTORS

According to article 138 of the Articles of Association, the term of office of each of the Directors is three years. Upon expiry of such term, the Directors, if eligible, may offer themselves for re-election. The terms of office of the Directors of the fourth session of the Board has expired. All the incumbent Directors shall retire from offices and shall be eligible for re-election at the EGM, except for Ms. Chen Man, who will not offer herself for re-election as an executive Director, Mr. Li Dongjun and Mr. Wu Zhengkui, who will not offer themselves for re-election as non-executive Directors, and Mr. Jiang Daxing, Mr. Deng Xiaoyang, Mr. Niu Sihui and Ms. Jiang Jian, who will not offer themselves for re-election as independent non-executive Directors.

In accordance with the Articles of Association, the Board proposed the nomination for the re-election of the Directors as follows:

- (i) each of Mr. Zhang Wei, Mr. Huo Lingbo, Mr. Wang Jing and Ms. Wang Xiaoyu as executive Director candidate of the fifth session of the Board;
- (ii) each of Mr. Zhang Caiguang and Ms. Gu Jie as non-executive Director candidate of the fifth session of the Board; and
- (iii) each of Mr. Choon Yew Khee and Mr. Lin Yanjun as independent non-executive Director candidate of the fifth session of the Board.

The above re-elections shall take effect upon Shareholders' approval at the EGM.

The biographical details of the above Directors proposed for re-election are set out as follows:

Executive Directors

Mr. ZHANG Wei (張偉), aged 59, has been a Director and chairman of the Board since August 2002. He is currently in charge of the overall operation of the Board and performs his duties as a Director through the Board and the strategy committee. Mr. Zhang is also currently a member of the 12th National Committee of the Chinese People's Political Consultative Conference.

Before joining the Bank, Mr. Zhang served as head of Lingyun Urban Credit Cooperative of Jinzhou City (錦州市凌雲城市信用社) from September 1991 to May 1993. He served as deputy head of Jinzhou City Urban Credit United Cooperative (錦州市城市信用聯社) from May 1993 to January 1997, as vice president of the Bank from January 1997 to May 1998 and as president of the Bank from May 1998 to December 2012.

Mr. Zhang obtained a master's degree in economics from Liaoning University (遼寧大學) in Liaoning Province, the PRC in July 1997. He has been accredited as a senior economist by the Personnel Department of Liaoning Province (遼寧省人事廳) since September 1998. In addition, Mr.

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Zhang was awarded the “Nationwide May 1st Labour Medal (全國五一勞動獎章)” from the All China Federation of Labor Unions (中華全國總工會) in April 2004. He was also awarded titles including the “Liaoning Top 10 Finance Person For the Year 2006 (2006年度遼寧十大財經人物)” jointly awarded by various institutions, including Liaoning Science and Technology Bureau (遼寧省科學技術廳), Liaoning Small and Medium Enterprises Bureau (遼寧省中小企業廳) and Liaoning Banking Association (遼寧省銀行業協會) in January 2007, “National Top 10 Honest Persons of Outstanding Ability in 2006 (2006年中國十大誠信英才)” issued by China’s Talents (中華英才雜誌), the “Advanced Individual in respect of the Small Business Financial Services of National Banking Financial Institutions (全國銀行業金融機構小企業金融服務先進個人)” issued by the CBRC in February 2011. He had received the special allowance awarded by the State Council (國務院特殊津貼) from 2010 to 2011, and was awarded the “Outstanding Contribution Award (突出貢獻獎)” awarded by Rural Finance Times (農村金融時報社) and China Micro Credit Alliance (中國小額信貸聯盟) in April 2012 and the “Best Individual for the Development of National Small and Medium Enterprises Services Provider (全國服務中小企業發展先進個人)” granted by the China Association of Small and Medium Commercial Businesses (中國中小商業企業協會) in December 2014. In November 2016, he was awarded the “Top Ten Individuals for the Development of National Small and Medium Enterprises Services Provider for the Year 2016 (2016全國服務中小企業發展十佳個人)” granted by the committee of the China Association of Small and Medium Commercial Businesses.

Mr. Zhang holds 374,670 Domestic Shares.

Mr. HUO Lingbo (霍凌波), aged 60, has been appointed as the executive vice president of the Bank since December 2012 and as an executive Director and the vice chairman of the Board since July 2017.

Mr. Huo served as the deputy head and the head of Jinzhong Urban Credit Cooperative (錦中城市信用社) from February 1989 to February 1992 and from February 1992 to August 1995, respectively. Mr. Huo then served as the vice president, the deputy secretary of the Party committee, the secretary of the Party committee and the executive vice president (acting for president’s duties) of the Bank from August 1995 to December 2006, from April 2004 to December 2006, from December 2006 to February 2017 and from December 2012 to February 2017, respectively.

Mr. Huo graduated from the Liaoning Radio and TV University (遼寧廣播電視大學) majoring in electronics in Liaoning Province, the PRC in August 1985 and graduated from a postgraduate course (part-time) of economics management in the Party School of C.P.C. of Liaoning Province (中共遼寧省委黨校) in Liaoning, the PRC in July 1996. He has been accredited as a senior economist by the Personnel Department of Liaoning Province (遼寧省人事廳) since August 1996.

Mr. Huo holds 282,635 Domestic Shares and is deemed to be interested in 86,472 Domestic Shares held by his spouse.

Mr. WANG Jing (王晶), aged 49, has been an executive Director since March 2015, a vice president of the Bank since January 2016, and a joint company secretary of the Bank since October 2014. Mr. Wang is in charge of the daily operation of pre-investment management department, post-investment management department, interbank department, and capital transactions department.

LETTER FROM THE BOARD

Mr. Wang served as clerk of the savings section of the operation management department in Jinzhou City Urban Credit United Cooperative (錦州城市信用聯社) from July 1994 to February 1997 and section chief of the accounting section of the Bank's operation management department from February 1997 to March 1998. He also served as section chief of the savings section of the Bank's operation management department from March 1998 to August 1998, head of the deposits department and head of the research and development department of the Bank from August 1998 to March 2000 and from March 2000 to April 2009, respectively. He has been secretary to the Board of the Bank from November 2004 to December 2016, head of office of the Board from April 2009 to September 2016, assistant to president from April 2013 to January 2016 and an executive Director since March 2015. In addition, Mr. Wang was a Director of the Bank from August 2008 to October 2014.

Mr. Wang completed an undergraduate course in oil engineering and graduated from Zhengzhou Grain College (鄭州糧食學院) in Henan Province, the PRC in March 1991. He has been accredited as a senior economist by the Personnel Department of Liaoning Province (遼寧省人事廳) since September 2002.

Mr. Wang holds 81,679 Domestic Shares.

Ms. WANG Xiaoyu (王曉宇), aged 49, has been the Bank's head of finance since November 2004 and an executive Director since January 2015. Ms. Wang is in charge of the daily operation of the financial management department and performing her duties as a Director through the Board.

Ms. Wang served as head of the operation department in Tiefu sub-branch of China Construction Bank (中國建設銀行鐵法支行) from August 1989 to May 2001, vice president in Chengnei sub-branch of the Bank from May 2001 to June 2003 and vice president in Shanghai Road sub-branch of the Bank from June 2003 to November 2004, respectively. Ms. Wang served as a Director of the Bank from August 2008 to October 2014.

Ms. Wang completed an undergraduate course in economics and graduated from Dongbei University of Finance and Economics (東北財經大學) in Liaoning Province, the PRC in July 1989. She also completed a postgraduate master of business administration course (distance learning) from Guanghua School of Management, Peking University (北京大學光華管理學院) in November 2003. She has been accredited as a senior economist by the Personnel Department of Liaoning Province (遼寧省人事廳) since September 2002.

Ms. Wang holds 71,027 Domestic Shares.

Non-executive Directors

Mr. ZHANG Caiguang (張財廣), aged 55, has been a non-executive Director since November 2011, and performing his duties as a Director through the Board and the risk management committee. Mr. Zhang has also served as secretary to the board and deputy general manager and director of Beijing Urban Construction Investment Development Co., Ltd. (北京城建投資發展股份有限公司),

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which is listed on the Shanghai Stock Exchange (stock code: 600266), since June 2006 and since June 2009, respectively, as the deputy secretary-general of the Listed Companies Association of Beijing (北京上市公司協會) since July 2009, and as the chairman of the board of Shenzhen Zhongke Yuandong Venture Capital Co., Ltd. (深圳中科遠東創業投資有限公司) since October 2017.

Mr. Zhang worked at the financial department of Beijing Urban Construction Group (北京城建集團公司) from April 1993 to December 1998, and served as deputy head and head of the investment and security department of Beijing Urban Construction Co., Ltd. (北京城建股份有限公司) from January 1999 to July 2000 and from July 2000 to April 2001, respectively, manager of the investment and security department of Beijing Urban Construction Investment Development Co., Ltd. from April 2001 to March 2005, assistant to general manager of the Beijing Urban Construction Investment Development Co., Ltd., and executive vice president of Beijing Urban Construction Zhongji Industrial Development Co., Ltd. (北京城建中稷實業發展有限公司) from March 2005 to May 2006.

Mr. Zhang completed a junior college course in finance and accounting (part-time) and graduated from Beijing Radio and TV University (北京廣播電視大學) in Beijing, the PRC in July 1997. He also completed an undergraduate course in economics management and graduated from the correspondence college of the Party School of the Central Committee of C.P.C. (中共中央黨校函授學院) in December 2000. Mr. Zhang has been accredited as an intermediary accountant by Beijing Urban Construction Group (北京城建集團公司) since July 1993.

Ms. GU Jie (顧潔), aged 50, has been a non-executive Director since October 2014. Ms. Gu has also served as vice general manager of Beijing Fulaige Investment Co., Ltd. (北京浮萊格投資有限公司) since November 2008.

Ms. Gu served as head of asset management department of Bairong Investment Holding Group Co., Ltd. (百榮投資控股集團有限公司) from September 2005 to November 2008.

Ms. Gu completed a junior college course in finance and graduated from China University of Science and Technology Management (中國科技經營管理大學) in Beijing, the PRC in July 1989.

Independent Non-executive Directors

Mr. CHOON Yew Khee (秦耀奇), aged 47, has been an independent non-executive Director since October 2014. Mr. Choon has also served as a director of The Hong Kong Chinese Importers' & Exporters' Association since January 2017 and as a senior partner of Handong Capital Co., Ltd. (Hong Kong) (漢東資本公司(香港)) since November 2017.

Mr. Choon served successively as director of institutional business and head of retail business in Asia (excluding Japan) of Citigroup Asset Management, Hong Kong, from December 1999 to July 2006, as head of North Asia business of Lehman Brothers Investment Management, Hong Kong, from July 2006 to March 2008, as managing director of Lazard Asset Management, Hong Kong, from April 2008 to October 2013 and as head of Asia-Pacific region of GAM Hong Kong Limited from November 2013 to May 2017.

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Mr. Choon obtained a bachelor's degree in business administration from the City University of New York in the United States in September 1992. Mr. Choon has been accredited as a chartered financial analyst by the Association for Investment Management and Research since September 2002.

Mr. LIN Yanjun (林彥軍), aged 38, has been an independent non-executive Director since January 2017. Mr. Lin currently also serves as the senior vice president and the chief financial officer of 9F INC. (玖富互金控股集團有限責任公司, currently known as 玖富金科控股集團有限責任公司).

Before joining 9F INC. (玖富互金控股集團有限責任公司, currently known as 玖富金科控股集團有限責任公司), Mr. Lin successively served as an analyst and a manager in BOC International Holdings Limited (中銀國際控股有限公司) from July 2001 to July 2004, as a manager in Cazenova (Asia) Limited from July 2004 to October 2005 and as a manager in Bear Stearns Asia Limited from October 2005 to May 2008. He also served as a manager, the vice precedent and a director of Credit Suisse (Hong Kong) Limited from June 2008 to August 2012, successively. And from August 2012 to April 2015, he served as a director at Barclays Capital Asia Limited.

Mr. Lin graduated from Peking University (北京大學) in Beijing, the PRC with a bachelor's degree in money and banking in July 2001.

(2) PROPOSED ELECTION OF DIRECTORS

Reference is made to the Bank's announcement dated 10 November 2017 in relation to the proposed election of Ms. Liu Hong and Mr. Sun Jing as executive Directors, Mr. Wang Jinsong and Ms. Meng Xiao as non-executive Directors and Mr. Chang Peng'ao, Ms. Peng Taoying and Ms. Tan Ying as independent non-executive Directors of the fifth session of the Board, subject to the approvals at the EGM and by relevant regulatory authorities, including the CBRC.

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

Executive Directors

Ms. LIU Hong (劉泓), aged 54, has been appointed as the president of the Bank since February 2017 and as the Party secretary of the Bank since April 2017, primarily responsible for the overall daily business and operation management of the Bank, as well as governing the retail banking department, the Three Basis & Three Smalls business management department and the wealth management products management department, and managing e-banking department and operation management department of the Bank.

Ms. Liu worked as a teacher at Jinzhou Teachers Training College (錦州師範高等專科學校) from August 1985 to December 1994 and was head of "Sanba" savings office ("三八"儲蓄所) of Chengnei sub-branch of Jinzhou branch of Industrial and Commercial Bank of China (中國工商銀行錦州分行城內支行) from December 1994 to April 1999. She served as head of the Bank's marketing department, assistant to the president and vice president of the Bank from March 2002 to August 2008, from August 2008 to November 2009 and from November 2009 to September 2016, respectively.

LETTER FROM THE BOARD

Ms. Liu completed an undergraduate course in political education (by correspondence) and graduated from Jinzhou Normal University (錦州師範學院) in Liaoning Province, the PRC in July 1991. She also completed a postgraduate course in political economics and graduated from Liaoning Normal University (遼寧師範大學) in Liaoning Province, the PRC in July 2002. She has been accredited as a senior engineer by Personnel Department of Liaoning Province (遼寧省人事廳) since October 2008.

Ms. Liu holds 91,541 Domestic Shares.

Mr. SUN Jing (孫晶先生), aged 40, has been the general manager of the strategy development department of the Bank since December 2016 and the secretary to the Board since May 2017.

Mr. Sun worked in the research and development department of the Bank from April 2003 to April 2009, as vice general manager of the research and development department of the Bank from April 2009 to April 2013, as deputy head of president office of the Bank from April 2013 to October 2015, and as head of president office of the Bank from October 2015 to December 2016.

Mr. Sun graduated from Dongbei University of Finance and Economics (東北財經大學) in Liaoning Province, the PRC in April 2003 and obtained a master's degree in corporate management. Since November 2003, he has been accredited as an intermediate economist by the Ministry of Personnel of the People's Republic of China (中華人民共和國人事部).

Mr. Sun holds 10,000 Domestic Shares and is deemed to be interested in 10,000 Domestic Shares held by his spouse.

Non-executive Directors

Mr. WANG Jinsong (王勁松), aged 33, has been the assistant to president of Jinlian Holding Group Co., Ltd. (錦聯控股集團有限公司) and the executive president of Jinlian Assets Management Co., Ltd. (錦聯資產管理有限公司) since July 2017.

He served as the administrative department manager of Jilin Modern Agriculture Group Co., Ltd. (吉林省現代農業集團) from July 2008 to February 2011, as the deputy head of the precedent secretary office and in charge of legal affairs of Zhangzidao Group Co., Ltd. (獐子島集團股份有限公司) from February 2011 to February 2014, and as the head of the precedent office and in charge of legal affairs of Dalian Zhenxin Canned Food Co., Ltd. (大連真心罐頭食品有限公司) from February 2014 to July 2014. He also served as the director of comprehensive management center and in charge of legal affairs of Jinma Agriculture Group Co., Ltd. (金瑪農業集團公司) from July 2014 to September 2016. From September 2016 to July 2017, he worked as the head of the precedent office and in charge of legal affairs of Jinlian Holding Group Co., Ltd. (錦聯控股集團有限公司).

Mr. Wang obtained a bachelor's degree in literature from Tonghua Normal University (通化師範學院) in Jilin Province, the PRC in July 2008, majoring in Chinese language and literature. He has been accredited as an intermediate logistician by the Liaoning Provincial Department of Human Resources and Social Security (遼寧省人力資源和社會保障廳) since September 2012.

LETTER FROM THE BOARD

Ms. MENG Xiao (孟曉), aged 30, has been the financial investment officer of Yong Xinhua Holding Co., Ltd. (永新華控股有限公司) since August 2014.

Ms. Meng served as a consultant in New Oriental Education Technology (Group) Co., Ltd. (新東方教育科技(集團)有限公司) from June 2010 to October 2010, as the secretary to the chairman of the board and investment securities representative in Qingdao Hai Wo Real Estate Co., Ltd. (青島海沃置業有限公司) from October 2010 to October 2012 and as the manager of overseas financial investment department in Yong Xinhua Holding Co., Ltd. (永新華控股有限公司) from October 2012 to August 2014.

Ms. Meng graduated from Qingdao University in Shandong Province, the PRC with a bachelor's degree in English in June 2010 and from University of International Business and Economics in Beijing, the PRC, with a degree of master of business administration in May 2014 (part-time).

Independent Non-executive Directors

Mr. CHANG Peng'ao (常鵬翱), aged 43, has been a professor and doctoral supervisor in Peking University Law School (北京大學法學院) since May 2014.

Mr. Chang served as a court clerk in Luanchuan County People's Court of Henan Province (河南省欒川縣人民法院) from July 1996 to August 1997. He also successively served as a research associate and a deputy researcher in Institute of Law, Chinese Academy of Social Sciences (中國社會科學院法學研究所) from July 2003 to December 2008.

Mr. Chang obtained a bachelor's degree in law from Zhengzhou University (鄭州大學) in Henan Province, the PRC in July 1996, a master's degree in law from Peking University (北京大學) in Beijing, the PRC in July 2000, majoring in civil and commercial law and a doctor's degree in law from Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院) in Beijing, the PRC in July 2003, majoring in civil and commercial law. He has been accredited as a professor by Peking University Law School since May 2014.

Ms. PENG Taoying (彭桃英), aged 52, has been a partner of BDO China Shu Lun Pan CPAs (立信會計師事務所) since December 2010.

Ms. Peng has been in charge of or participated in the audit work of many listed companies and state-owned companies. She has been an associate professor and a professor in the Business School of Hunan University (湖南大學工商管理學院, including the former Hunan College of Finance and Economics (湖南財經學院)) since January 1994. She has also served as an independent director of Feiyi Co., Ltd. (飛翼股份有限公司) since December 2012, as an independent director of Shandong Huiifa Foodstuff Co., Ltd. (山東慧發食品股份有限公司) since October 2012 and as an independent director of China United Insurance Holding Co., Ltd. (中華聯合保險控股股份有限公司) since July 2016.

Ms. Peng graduated from Hunan Education College (湖南教育學院, currently known as Hunan Normal University (湖南師範大學)) in Hunan Province, the PRC in July 1988, majoring in math. She obtained a master's degree from Shanghai University of Finance and Economics (上海財經大學) in Shanghai, the PRC in July 1990, majoring in accounting and a doctor's degree from Central South University (中南大學) in Hunan, the PRC in December 2005, majoring in management science and

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engineering. She has been awarded the senior professional title of management (管理學高級專業技術職稱) by Hunan University (湖南大學) since June 2008, and has been accredited as a certified public accountant by Hunan Institute of Certified Public Accountant (湖南省註冊會計師協會) since April 2000.

Ms. TAN Ying (譚英), aged 52, has been a professor of College of Economy and Law, Bohai University (渤海大學經法學院) since December 2010.

Ms. Tan served as the legal counsel of Jinzhou Gas Co., Ltd. (錦州市燃氣公司) from January 1988 to December 1992, as the legal counsel of Jinzhou 115 Factory (錦州市一一五廠) from January 1990 to December 1995 and as the legal counsel of Jinzhou Sunshine Energy Co., Ltd. (錦州市陽光能源股份有限公司) from January 2010 to December 2013. She has also been the legal counsel of Jinzhou Huaxin Assets Management (Group) Co., Ltd (錦州華信資產經營(集團)有限公司) since January 2017.

Ms. Tan obtained a bachelor's degree in law from China University of Political Science and Law (中國政法大學) in Beijing, the PRC in June 1994 and a master's degree in economics from Nankai University (南開大學) in Tianjin, the PRC in July 1999, majoring in political economy. She has been accredited as a professor by Liaoning Provincial Department of Human Resources and Social Security (遼寧省人力資源和社會保障廳) since December 2010.

(3) PROPOSED RE-ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISOR AND EXTERNAL SUPERVISORS

According to article 217 of the Articles of Association, the term of office of each of the Supervisors is three years. Upon expiry of such term, the Supervisors, if eligible, may offer themselves for re-election. The terms of office of the Supervisors of the fourth session of the Supervisory Committee have expired. All the incumbent Supervisors shall retire from offices and shall be eligible for re-election at the EGM, except for Mr. Tian Deying, Ms. Zhao Lanying, Mr. Jing Fei and Ms. Chen Yingmei, who will not offer themselves for re-election as Shareholder representative Supervisors or external Supervisors.

In accordance with the Articles of Association, the Supervisory Committee proposed the nomination for the re-election of the Supervisors as follows:

- (i) Mr. He Baosheng as Shareholder representative Supervisor candidate of the fifth session of the Supervisory Committee; and
- (ii) Ms. Nie Ying, Ms. Li Tongyu and Ms. Zhao Hongxia as external Supervisor candidates of the fifth session of the Supervisory Committee.

The above re-election shall take effect upon Shareholders' approval at the EGM.

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The biographical details of the above Supervisors proposed for re-election are set out as follows:

Shareholder Representative Supervisor

Mr. HE Baosheng (何寶生), aged 70, has been appointed as a Shareholder representative Supervisor since October 2014. He has also served as the chairman of Jinzhou Jinhua Co., Ltd. (錦州錦華股份有限公司) since December 2001. Mr. He also served as a Director of the Bank from January 1997 to October 2014.

Mr. He graduated from correspondence college of Liaoning University (遼寧大學函授學院) in economics and management in Liaoning Province, the PRC in September 1984. He has been accredited as a senior economist by the Personnel Department of Liaoning Province (遼寧省人事廳) since September 1992.

External Supervisors

Ms. NIE Ying (聶穎), aged 47, has been appointed as an external Supervisor since October 2014. She has also served as professor of the School of International Business in Shenyang Normal University (瀋陽師範大學國際商學院) since January 2014.

Ms. Nie served as a staff and the business manager of the securities administration department in Jinzhou Port Co., Ltd. (錦州港股份有限公司) from July 1993 to May 2000, and as the vice professor of College of International Business in Shenyang Normal University (瀋陽師範大學國際商學院) from September 2003 to December 2013.

Ms. Nie obtained a bachelor's degree in industrial foreign trade from Liaoning Institute of Technology (遼寧工學院) in Liaoning Province, the PRC in July 1993 and graduated from a postgraduate course (part-time) of investment and economics in the Graduate School of the Chinese Academy of Social Sciences (中國社會科學院研究生院) in Beijing, the PRC in April 1998. She obtained a master's degree in economics from the Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院) in Beijing, the PRC in June 2007 and a doctor's degree in finance from Liaoning University (遼寧大學) in Liaoning Province, the PRC in June 2011. Ms. Nie has been accredited as a professor by Shenyang Normal University (瀋陽師範大學) since December 2013.

Ms. LI Tongyu (李彤煜), aged 46, has been appointed as an external Supervisor since October 2014. She has also served as a teacher and an associate professor of Liaoning University of Technology (遼寧工業大學) since August 1993 and August 2004, respectively.

Ms. Li graduated from an undergraduate course of industrial management engineering from Liaoning Institute of Technology (遼寧工學院) in Liaoning Province, the PRC in July 1993 and obtained a master's equivalent degree in enterprise management from Capital University of Economics and Business (首都經濟貿易大學) in Beijing, the PRC in July 2001. She has been accredited as an associate professor by the Personnel Department of Liaoning Province (遼寧省人事廳) since August 2004.

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Ms. ZHAO Hongxia (趙宏霞), aged 38, has been appointed as an external Supervisor since October 2014. She has also served in several teaching and research positions in the School of Management of Bohai University (渤海大學管理學院) since March 2013 and served as a professor since November 2015.

Ms. Zhao served in several teaching and research positions in Liaoning University of Engineering and Technology (遼寧工程技術大學) from April 2005 to February 2013.

Ms. Zhao obtained a bachelor's degree in management from Liaoning University of Engineering and Technology (遼寧工程技術大學) in Liaoning Province, the PRC in July 2002, a master's degree in management from Liaoning University of Engineering and Technology (遼寧工程技術大學) in Liaoning Province, the PRC in March 2005 and a doctor's degree in management from Liaoning University of Engineering and Technology (遼寧工程技術大學) in Liaoning Province, the PRC in January 2010.

(4) PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS AND EXTERNAL SUPERVISORS

Reference is made to the Bank's announcement dated 13 November 2017 in relation to the proposed election of Mr. Chen Tanguang and Ms. He Mingyan as Shareholder representative Supervisors, Mr. Jiang Daxing and Mr. Deng Xiaoyang as external Supervisors of the fifth session of the Supervisory Committee.

The above elections shall take effect upon Shareholders' approval at the EGM.

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

Shareholder Representative Supervisors

Mr. CHEN Tanguang (陳壇光), aged 33, has been the general manager of finance department of Xinghua Fortune Group Co., Ltd. (興華財富集團有限公司) since June 2016.

Mr. Chen served as a clerk of finance department and the head of accounting section of finance department in Hebei Xinghua Steel Co., Ltd. (河北興華鋼鐵有限公司) from September 2007 to July 2008 and from July 2007 to July 2008, respectively. He also served as the manager of finance department of Xinghua Fortune Group Xinghua Real Estate Co., Ltd. (興華財富集團興華房地產公司) from July 2008 to September 2010, as the manager of finance department of Xinghua Fortune Group Fortune International Hotel Co., Ltd. (興華財富集團財富國際酒店公司) from September 2010 to April 2012, as the manager of finance department of Xinghua Fortune Group the Republic of Kyrgyzstan Mining Industry Management Co., Ltd. (興華財富集團吉爾吉斯共和國礦業管理公司) from April 2012 to September 2013, and as the general manager of Xinghua Fortune Group the Republic of Kyrgyzstan Xinghua International Mining Industry Co., Ltd. (興華財富集團吉爾吉斯共和國興華國際礦業公司) and the general manager of BLS Landscaping & Construction, Inc. from September 2013 to July 2016. Mr. Chen then served as an independent director of Hebei Xinghua Steel Rolled Products Co., Ltd. (河北興華鋼鐵軋材有限公司) from January 2017 to May 2017.

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Mr. Chen graduated from Jiangxi University of Technology (江西科技學院) in Jiangxi Province, the PRC in July 2007.

Ms. HE Mingyan (何明艷), aged 38, has been the vice general manager of Jinzhou Yixing College Logistics Services Limited (錦州逸興高校後勤服務有限公司) since July 2016.

Ms. He previously served as the dean of students in Bohai University Arts and Sciences Institute (渤海大學文理學院, currently known as Liaoning Institute of Science and Engineering (遼寧理工學院)) from July 2008 to July 2009 and as the dean of students in Shenyang Construction University Urban Construction Institute (瀋陽建築大學城市建設學院, currently known as Shenyang Urban Construction University (瀋陽城市建設學院)) from July 2009 to April 2010. She then served as the deputy dean of Shenyang Urban Construction University (瀋陽城市建設學院) from April 2010 to July 2016.

Ms. He graduated from Bohai University (渤海大學) in Liaoning Province, the PRC, majoring in financial management, in July 2005, and then she obtained a master's degree in education science from Guangxi Normal University in Guilin, Guangxi Province, the PRC in July 2008.

External Supervisors

Mr. JIANG Daxing (蔣大興), aged 46, has been an independent non-executive Director since March 2011, and performing his duties as a Director through the Board and the related-party transactions control committee. Mr. Jiang has also worked in the Law School of Peking University (北京大學法學院) since February 2008. He has served as professor in the Law School of Peking University (北京大學法學院) since February 2014 and doctoral advisor in the Law School of Peking University (北京大學法學院) and head of the China Enterprise Legal Risk Management Research Centre of Peking University (北京大學中國企業法律風險管理研究中心). Mr. Jiang currently also serves as the vice president of China Institute of Securities Law (中國證券法學研究會), an executive director of China Institute of Commercial Law (中國商法學研究會), and an arbitrator of Beijing Arbitration Commission (北京仲裁委員會). He also serves as independent director or external director in several companies, including Hubei Radio & Television Information Network Co., Ltd. (湖北省廣播電視信息網絡股份有限公司), which is listed on the Shenzhen Stock Exchange (stock code: 000665), Beihai Yinhe Industry Investment Co., Ltd. (北海銀河產業投資股份有限公司), which is listed on the Shenzhen Stock Exchange (stock code: 000806), Beijing Automotive Group Co., Ltd. (北京汽車集團有限公司), Shenzhen Laibao Hi-Tech Co., Ltd. (深圳萊寶高科股份有限公司), which is listed on the Shenzhen Stock Exchange (stock code: 002106), Zhuhai Hongta Renheng Packaging Co., Ltd. (珠海紅塔仁恒包裝股份有限公司), Beijing Yuanliu Hongyuan Electronic Technology Co., Ltd. (北京元六鴻遠電子科技股份有限公司), and Beijing Yiqing Holding Co., Ltd. (北京一輕控股有限責任公司).

Mr. Jiang served successively as court clerk and assistant judge in the Intermediary People's Court of Shaoyang City, Hunan Province (湖南省邵陽市中級人民法院) from July 1993 to September 1996, and as tutor, lecturer, associate professor, professor and deputy dean of the Law School of Nanjing University (南京大學法學院) from July 1999 to February 2008. Mr. Jiang served as researcher in the Law School of Peking University (北京大學法學院) from March 2008 to January 2014.

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Mr. Jiang obtained a master's degree in economic law from Law School of Nanjing University (南京大學法學院) in Jiangsu Province, the PRC in June 1999 and a doctor's degree in economic law from Law School of Nanjing University (南京大學法學院) in Jiangsu Province, the PRC in September 2006.

Mr. DENG Xiaoyang (鄧小洋), aged 52, has been an independent non-executive Director since March 2011, and performing his duties as a Director through the Board, the nomination and remuneration committee and the audit committee. Mr. Deng currently also serves as a professor in School of Accounting of Shanghai Lixin University of Accounting and Finance (上海立信會計金融學院會計學院), an independent director in Shanghai Baolong Automotive Corporation (上海保隆汽車科技股份有限公司), which is listed on the Shanghai Stock Exchange (stock code: 603197), and an independent director in Oppla Lighting Co., Ltd. (歐普照明股份有限公司), which is listed on the Shanghai Stock Exchange (stock code: 603515).

Mr. Deng previously served teaching positions in the School of Accounting of Hunan College of Finance and Economic (湖南財經學院會計系) from August 1994 to April 2000, and in Hunan University (湖南大學) from April 2000 to April 2007, respectively. Mr. Deng served teaching and researching positions in the Scientific and Research Section of School of Accounting of Shanghai Lixin University of Commerce (上海立信會計學院會計學系) from May 2007 to October 2014. Mr. Deng held the position of independent director in several companies, including Hunan Gaea Gem Co., Ltd. (湖南金健米業股份有限公司), which is listed on the Shanghai Stock Exchange (stock code: 600127), from August 2003 to April 2005, Changsha Lyrun Material Co., Ltd. (長沙力元新材料股份有限公司), currently known as Hunan Corun New Energy Co., Ltd. (湖南科力遠新能源股份有限公司), which is listed on the Shanghai Stock Exchange (stock code: 600478), from March 2002 to June 2008, Hunan Copote Science & Technology Co., Ltd. (湖南湘郵科技股份有限公司), which is listed on the Shanghai Stock Exchange (stock code: 600476), from April 2004 to May 2010, and Hunan Sunward Intelligent Equipment Co., Ltd. (湖南山河智能機械股份有限公司), which is listed on the Shenzhen Stock Exchange (stock code: 002097), from April 2004 to April 2010.

Mr. Deng obtained a doctor's degree in management from Shanghai University of Finance and Economics (上海財經大學) in Shanghai, the PRC in February 2001. Mr. Deng has been accredited as a professor by Hunan University (湖南大學) since June 2002.

Save as disclosed above, each of the abovementioned Director candidates or 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 Director candidates or 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Bank will enter into a service contract for each of the abovementioned Director candidates' or Supervisor candidates' respective position for an initial term commencing from the date of approval by the Shareholders at the EGM or by the relevant regulatory authorities (as the case may be) till the

LETTER FROM THE BOARD

end of the fifth session of the Board or the Supervisory Committee, respectively, in any event subject to retirement and re-election in accordance with the Articles of Association. The Directors' service contracts may be terminated by either party furnishing written notice of not less than three months. The Bank will determine the remuneration for each of the abovementioned Director candidates or Supervisor candidates based on its remuneration policies.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election or election of each of the abovementioned Director candidates or 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.

(5) THE EGM

The EGM will be held at the meeting room of 34th Floor, No.68 Keji Road, Jinzhou City, Liaoning Province, the PRC at 10:00 a.m. on Friday, 29 December 2017 to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the EGM. Notice of the EGM is set out on pages 18 to 21 of this circular.

If you are eligible and intend to attend the EGM, 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 such meeting (i.e. on or before Saturday, 9 December 2017) or any adjournment thereof.

Shareholders who intend to attend the EGM by proxy are required to complete and return the form(s) of proxy, in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of such meeting (i.e. by Thursday, 28 December 2017 at 10:00 a.m.) or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at such meeting or any adjournment thereof should you so wish.

(6) CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the EGM, the register of members of the Bank will be closed from Wednesday, 29 November 2017 to Friday, 29 December 2017 (both days inclusive), during which period no transfer of Shares will be effected. The record date for entitlement to attend and vote at the EGM is Wednesday, 29 November 2017. In order to be qualified to attend and vote at the EGM, 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, 28 November 2017.

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(7) VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the EGM as set out in the notice of the EGM at the end of this circular must be taken by poll. The chairman of the EGM will therefore demand a poll for every such resolution put to the vote at the EGM. 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.

Results of the poll voting will be published on the Bank's website at www.jinzhoubank.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.

(8) RECOMMENDATION

The Board considers that all resolutions set out in the notices of the EGM for the 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 notice of the EGM which are to be proposed at the EGM.

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

NOTICE OF THE EGM



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)

NOTICE OF 2017 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 second extraordinary general meeting (the “EGM”) 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 10:00 a.m. on Friday, 29 December 2017 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Bank:

ORDINARY RESOLUTIONS

1. To consider and approve the re-election of Mr. Zhang Wei as an executive director of the Bank;
2. To consider and approve the re-election of Mr. Huo Lingbo as an executive director of the Bank;
3. To consider and approve the election of Ms. Liu Hong as an executive director of the Bank;
4. To consider and approve the re-election of Mr. Wang Jing as an executive director of the Bank;
5. To consider and approve the election of Mr. Sun Jing as an executive director of the Bank;
6. To consider and approve the re-election of Ms. Wang Xiaoyu as an executive director of the Bank;
7. To consider and approve the re-election of Mr. Zhang Caiguang as a non-executive director of the Bank;
8. To consider and approve the re-election of Ms. Gu Jie as a non-executive director of the Bank;
9. To consider and approve the election of Mr. Wang Jinsong as a non-executive director of the Bank;

NOTICE OF THE EGM

10. To consider and approve the election of Ms. Meng Xiao as a non-executive director of the Bank;
11. To consider and approve the re-election of Mr. Choon Yew Khee as an independent non-executive director of the Bank;
12. To consider and approve the re-election of Mr. Lin Yanjun as an independent non-executive director of the Bank;
13. To consider and approve the election of Mr. Chang Peng'ao as an independent non-executive director of the Bank;
14. To consider and approve the election of Ms. Peng Taoying as an independent non-executive director of the Bank;
15. To consider and approve the election of Ms. Tan Ying as an independent non-executive director of the Bank;
16. To consider and approve the re-election of Mr. He Baosheng as a shareholder representative supervisor of the Bank;
17. To consider and approve the election of Mr. Chen Tanguang as a shareholder representative supervisor of the Bank;
18. To consider and approve the election of Ms. He Mingyan as a shareholder representative supervisor of the Bank;
19. To consider and approve the election of Mr. Jiang Daxing as an external supervisor of the Bank;
20. To consider and approve the election of Mr. Deng Xiaoyang as an external supervisor of the Bank;
21. To consider and approve the re-election of Ms. Nie Ying as an external supervisor of the Bank;
22. To consider and approve the re-election of Ms. Li Tongyu as an external supervisor of the Bank; and
23. To consider and approve the re-election of Ms. Zhao Hongxia as an external supervisor of the Bank.

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

Jinzhou, the PRC, 14 November 2017

NOTICE OF THE EGM

Notes:

1. The register of members of the Bank will be closed from Wednesday, 29 November 2017 to Friday, 29 December 2017, 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 EGM, 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, 28 November 2017.
2. Shareholders of the Bank (the "Shareholders") who are entitled to attend and vote at the EGM 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 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 EGM (i.e. by Thursday, 28 December 2017 at 10:00 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 EGM or any adjourned meetings should you so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the EGM. If corporate Shareholders appoints authorised representative to attend the EGM, 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 EGM.
6. Shareholders who intend to attend the EGM 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, 9 December 2017.
7. The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM 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

NOTICE OF THE EGM

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 Liguo
Tel: 86-0416-3886952

10. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the EGM, 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 EGM 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 notice, the Board comprises Mr. Zhang Wei, Mr. Huo Lingbo, Ms. Chen Man, Mr. Wang Jing and Ms. Wang Xiaoyu, as executive directors; Mr. Li Dongjun, Mr. Zhang Caiguang, Mr. Wu Zhengkui and Ms. Gu Jie, as non-executive directors; Mr. Jiang Daxing, Mr. Deng Xiaoyang, Mr. Niu Sihu, Ms. Jiang Jian, Mr. Choon Yew Khee and Mr. Lin Yanjun, 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.*