

Bank of Jinzhou Co., Ltd. *

錦州銀行股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(the “Bank”)

Filing Procedure for Pledges of Shares of the Bank by Shareholders**

Pursuant to the CBRC Notice on Enhanced Management of Pledge of Equity Interest in Commercial Banks (《中國銀監會關於加強商業銀行股權質押管理的通知》) (the “**Notice**”) issued by the China Banking Regulatory Commission (中國銀行業監督管理委員會) (the “**CBRC**”),

1. Shareholders of the Bank who create pledge on the shares of the Bank for his/her/itself or for others, shall strictly comply with the requirements of laws and regulations and supervisory authorities, and shall give prior notice to the board of directors of the Bank. The office of the board of directors of the Bank or other department designated by the board of directors of the Bank shall be responsible for the daily work of the collection, filing and reporting of the information in relation to the pledge of the Bank's shares;
2. The shareholders who have nominated directors or supervisors of the Bank or the shareholders who hold, directly or indirectly and individually or jointly, 2% or above shares or voting rights of the Bank shall make filing to the board of directors of the Bank and provide information such as the reason for the pledge, number of shares pledged, term of pledge and entities of pledgee before they create pledge of shares of the Bank. As long as the board of directors of the Bank deems such pledge may have material adverse effect on the stabilization of the shareholdings structure, the corporate governance and the risk and related transaction control, etc., such filing shall not be allowed. When the Board of Directors conducts review of such filing, the directors designated by the shareholders who intend to create the pledge on shares of the Bank shall be abstained.
3. After the completion of pledge of the shares of the Bank, the shareholders shall, based on the Bank's requirement of risk management and information disclosure, provide information relating to such share pledges.
4. If the borrowing balance in the Bank exceeds the net worth of the shareholding of the Bank held by a shareholder, it shall not pledge any shares of the Bank; and
5. If the shares pledged by a shareholder exceed 50% of shares of the Bank held by such shareholder, such shareholder's voting right on the shareholder meeting and the voting rights of director designated by such shareholders on the meetings of the board of directors of the Bank shall be restricted.

In order to regulate the management and operation of the pledges of the shares of the Bank and protect the legal interest of shareholders and the Bank and in accordance with the Notice and the Articles of Association of the Bank, the shareholders of the Bank (including the shareholders of domestic shares and the shareholders of H shares) who create pledge on the shares held by them shall make filing to the Bank before such pledges.

Such filings shall be made to Mr. Wang Jing, a joint company secretary of the Bank, through the following one or more ways:

- address: No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC (for shareholders of domestic shares) or 18/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for shareholders of H shares);
- email: jinzhoubankipo@jinzhoubank.com;
- fax: +86416 3220 003.

** 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.*

*** Should there be any discrepancy between the Chinese and English versions of the Filing Procedure for Pledges of Shares of the Bank by Shareholders, the Chinese version shall prevail.*