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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)

SUPPLEMENTAL NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING

REFERENCE IS MADE TO the notice of 2020 first extraordinary general meeting (the “**EGM**”) issued on 27 December 2019 (the “**Original Notice**”) by Bank of Jinzhou Co., Ltd.* (the “**Bank**”) which sets out the resolutions to be considered by the shareholders of the Bank (the “**Shareholders**”) at the EGM. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as defined in the Original Notice and the circular of the Bank dated 30 June 2020 (the “**Circular**”). The Bank postpones the EGM originally scheduled to be held at 10:00 a.m. on Thursday, 20 February 2020 to 9:30 a.m. on Friday, 10 July 2020, and the venue of the EGM remains unchanged at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the People’s Republic of China (the “**PRC**”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will consider and, if thought fit, to pass, the following resolutions, which were submitted to the Bank for consideration at the EGM by ICBC Financial Asset Investment Co., Ltd.* and China Great Wall Assets Management Co., Ltd.*, the shareholders of the Bank holding approximately 10.82% and 4.33% of the total number of voting shares of the Bank, respectively, in compliance with the laws and the Articles of Association of the Bank, in addition to the resolutions set out in the Original Notice. Apart from the amendments set out in this supplemental notice, all the information contained in the Original Notice remains valid and effective.

ORDINARY RESOLUTION

2. (a) To consider, approve, confirm and ratify the execution of the Framework Disposal Agreement, and to approve the Disposal and all transactions contemplated thereunder; and
- (b) the Directors be and are hereby authorized 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.

SPECIAL RESOLUTION

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.

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

Jinzhou, the PRC, 30 June 2020

Notes:

1. For more information relating to the additional proposed resolutions (i.e. resolutions no. 2 and 4), please refer to the Circular. The original resolutions no. 2 as set out in the Original Notice is renumbered as resolution no. 3 accordingly.
2. Resolution 4(a) and 4(b) will be proposed by way of resolutions to be passed by at least 75% and 50%, respectively, of the independent vote that are cast either in person or by proxy at the EGM for approval by the Independent Shareholders.
3. The register of members of the Bank will be closed from Tuesday, 21 January 2020 to Friday, 10 July 2020, both days inclusive, during which period no transfer of the shares of the Bank (the “**Shares**”) will be effected. In order to be qualified to attend and vote at the EGM, all transfers 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 Monday, 20 January 2020.
4. 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.
5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorized 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 authorized to sign the same.
6. In order to be valid, the Revised Proxy Form 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, 9 July 2020 at 9:30 a.m.) (the “**Closing Time**”). If the Revised Proxy Form 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 Revised Proxy Form. Completion and return of the Revised Proxy Form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should you so wish.

7. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the EGM. If corporate Shareholders appoint authorized representative to attend the EGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Bank. Proxies shall produce their identity documents and the Revised Proxy Form signed by the Shareholders or their attorney when attending the EGM.
8. 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.
9. If a Shareholder has already returned the Original Proxy Form in accordance with the instructions printed thereon, he/she should note that:
 - (a) If no Revised Proxy Form(s) 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);
 - (b) If the Revised Proxy Form(s) is lodged before the Closing Time, the Revised Proxy Form(s), if correctly completed, will revoke and supersede the Original Proxy Form(s) previously lodged by the Shareholder. The Revised Proxy Form(s) will be treated as a valid proxy form lodged by the Shareholder; and
 - (c) If the Revised Proxy Form(s) 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(s) 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(s) was lodged.
10. 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.
11. 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,
Wan Chai,
Hong Kong

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

12. 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: 86-0416-3220001

13. 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 supplemental notice, the Board 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; and Mr. Xiao Geng, Mr. Xie Taifeng, Mr. Wu Jun, 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.*

* *For identification purposes only*