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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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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錦州銀行股份有限公司  
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)**

- (1) 2019 ANNUAL REPORT;**
- (2) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2019;**
- (3) REPORT OF THE BOARD OF SUPERVISORS  
FOR THE YEAR 2019;**
- (4) APPRAISAL REPORT ON DIRECTORS' PERFORMANCE OF  
DUTIES IN 2019;**
- (5) APPRAISAL REPORT ON SUPERVISORS' PERFORMANCE OF  
DUTIES IN 2019;**
- (6) APPRAISAL REPORT ON SENIOR MANAGEMENT'S  
PERFORMANCE OF DUTIES IN 2019;**
- (7) FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2019;**
- (8) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019;**
- (9) FIXED ASSET INVESTMENT BUDGET FOR 2020;**
- (10) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES  
FOR THE BOARD OF SUPERVISORS;**
- (11) RE-APPOINTMENT OF AUDITOR;**
- (12) PROPOSED EXTENSION OF TERM OF VALIDITY OF  
FINANCIAL BONDS SPECIALISED FOR SMALL AND MICRO  
ENTERPRISES AND THE RELEVANT AUTHORISATION MATTERS;**
- (13) PROPOSED ISSUE OF FINANCIAL BONDS;**
- (14) PROPOSED AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION;  
AND**
- (15) NOTICE OF AGM**

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, 11 September 2020 are set out on pages 31 to 33 of this circular. Form of proxy 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 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 AGM (i.e. by Thursday, 10 September 2020 at 9:30 a.m.) or any adjournment thereof. Completion and return of the form(s) of proxy 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.

28 July 2020

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b> .....	13
<b>NOTICE OF AGM</b> .....	31

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## DEFINITIONS

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

“2019 Annual Report”	the annual report of the Bank for the financial year ended 31 December 2019
“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, 11 September 2020 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
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“CBIRC”	China Banking and Insurance Regulatory Commission
“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
“Financial Bonds”	the financial bonds in the aggregate principal amount of not more than RMB14 billion to be approved at the AGM
“H Share(s)”	the 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

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Offshore Preference Shares”	the US\$1,496,000,000 5.50% non-cumulative perpetual offshore preference shares issued by the Bank on 27 October 2017 and listed on the Stock Exchange (stock code: 4615)
“Ordinary Share(s)” or “Share(s)”	the Domestic Share(s) and/or the H Share(s), excluding the Offshore Preference Shares
“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, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SME Bonds”	the financial bonds specialised for small and micro enterprises, the issue of which was approved at the 2015 annual general meeting of the Bank held on 29 June 2016
“SME Bonds and the Relevant Authorisation Matters”	the SME Bonds and the authorisation granted to the Board to implement the issue of the SME Bonds
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Bank

\* *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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## LETTER FROM THE BOARD

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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)**

*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, Sunlight Tower  
No. 248 Queen's Road East  
Wanchai  
Hong Kong

*Independent non-executive Directors:*

WU Jun  
XIE Taifeng  
XIAO Geng  
WANG Xiongyuan  
SU Mingzheng

28 July 2020

*To the Shareholders,*

Dear Sir/Madam,

- (1) 2019 ANNUAL REPORT;**
- (2) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2019;**
- (3) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2019;**
- (4) APPRAISAL REPORT ON DIRECTORS' PERFORMANCE  
OF DUTIES IN 2019;**
- (5) APPRAISAL REPORT ON SUPERVISORS' PERFORMANCE  
OF DUTIES IN 2019;**

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## LETTER FROM THE BOARD

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- (6) APPRAISAL REPORT ON SENIOR MANAGEMENT'S  
PERFORMANCE OF DUTIES IN 2019;**
- (7) FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2019;**
- (8) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019;**
- (9) FIXED ASSET INVESTMENT BUDGET FOR 2020;**
- (10) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES  
FOR THE BOARD OF SUPERVISORS;**
- (11) RE-APPOINTMENT OF AUDITOR;**
- (12) PROPOSED EXTENSION OF TERM OF VALIDITY OF FINANCIAL BONDS  
SPECIALISED FOR SMALL AND MICRO ENTERPRISES AND THE  
RELEVANT AUTHORISATION MATTERS;**
- (13) PROPOSED ISSUE OF FINANCIAL BONDS;**
- (14) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
AND**
- (15) NOTICE OF AGM**

### INTRODUCTION

The purpose of this circular is to provide you with information regarding certain proposals to be considered at the AGM and to set out the notice of the AGM.

At the AGM, resolutions set out in items (1) to (14) will be considered, and if thought fit, to be passed, and the report set out in item (15) below will be heard:

### ORDINARY RESOLUTIONS

- (1) 2019 Annual Report;
- (2) Report of the Board for the year 2019;
- (3) Report of the Board of Supervisors for the year 2019;
- (4) Appraisal report on Directors' performance of duties in 2019;
- (5) Appraisal report on Supervisors' performance of duties in 2019;
- (6) Appraisal report on senior management's performance of duties in 2019;
- (7) Final financial accounts for the year 2019;
- (8) Profit distribution plan for the year 2019;
- (9) Fixed asset investment budget for 2020;
- (10) Proposed amendments to the rules of procedures for the Board of Supervisors;
- (11) Re-appointment of auditor;

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## LETTER FROM THE BOARD

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### SPECIAL RESOLUTIONS

- (12) Proposed extension of term of validity of the SME Bonds and the Relevant Authorisation Matters;
- (13) Proposed issue of Financial Bonds;
- (14) Proposed amendments to the Articles of Association; and

### REPORTING ITEM

- (15) Work report of the independent Directors for 2019.

#### **(1) 2019 ANNUAL REPORT**

An ordinary resolution will be proposed at the AGM to approve the 2019 Annual Report.

#### **(2) REPORT OF THE BOARD FOR THE YEAR 2019**

An ordinary resolution will be proposed at the AGM to approve the report of the Board for the year ended 31 December 2019, the text of which is set out in the 2019 Annual Report.

#### **(3) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2019**

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Supervisors for the year ended 31 December 2019, the text of which is set out in the 2019 Annual Report.

#### **(4) APPRAISAL REPORT ON DIRECTORS' PERFORMANCE OF DUTIES IN 2019**

In 2019, all Directors faithfully, diligently, and independently performed their duties, actively attended the Shareholders' general meetings, Board meetings and committees' meetings, consciously followed the requirements and procedures of the meetings, fully expressed their opinions and suggestions, actively participated in the decision making and played an active role in the development of the Bank. The Board believes that the work of all Directors is active, careful and dutiful. An ordinary resolution will be proposed at the AGM to approve the appraisal report on Directors' performance of duties in 2019, the full text of which will be presented at the AGM.

#### **(5) APPRAISAL REPORT ON SUPERVISORS' PERFORMANCE OF DUTIES IN 2019**

In 2019, all Supervisors faithfully and diligently performed their duties, fully expressed their opinions and suggestions on the operation management of the Bank, enhanced the risk management and internal control of the Bank, standardized business operations, improved supervising ability, actively participated in the decision making and played an active role in the development of the Bank. The Board of Supervisors believes that the work of all Supervisors is active, careful and dutiful. An ordinary resolution will be proposed at the AGM to approve the appraisal report on Supervisors' performance of duties in 2019, the full text of which will be presented at the AGM.

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## LETTER FROM THE BOARD

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### **(6) APPRAISAL REPORT ON SENIOR MANAGEMENT'S PERFORMANCE OF DUTIES IN 2019**

In 2019, the senior management of the Bank implemented Board resolutions and fully performed its responsibilities regarding operation management, financial management, capital management, risk management, internal control, related transactions, liquidity management, case control, protection of consumer rights, management of financial statement consolidation and data governance, etc., according to the laws and regulation, the Articles of Association, relevant regulatory rules and the delegation of the Board. The senior management of the Bank was able to prudently and diligently exercise its power within the scope of authority according to the principle of good faith, and timely and accurately report the operation results, financial status, risk status and future prospect to the Board, Board of Supervisors and their respective committees. An ordinary resolution will be proposed at the AGM to approve the appraisal report on senior management's performance of duties in 2019, the full text of which will be presented at the AGM.

### **(7) FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2019**

An ordinary resolution will be proposed at the AGM to approve the final financial accounts for the year ended 31 December 2019, the text of which is set out in the 2019 Annual Report.

### **(8) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019**

On 26 June 2020, the Board resolved to submit to the Shareholders for their consideration and approval a profit distribution plan for the year ended 31 December 2019 (the “**Profit Distribution Plan for 2019**”) as follows:

- (a) according to the requirements under the Company Law of the PRC, the appropriation of statutory reserve of the Bank will not be conducted in view of the loss for the year ended 31 December 2019;
- (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 loss for the year ended 31 December 2019;
- (c) no dividend will be distributed to the Shareholders for the year ended 31 December 2019; and
- (d) no conversion of capital reserve into share capital will be conducted for the year ended 31 December 2019.

An ordinary resolution will be proposed at the AGM to approve the Profit Distribution Plan for 2019, the full text of which will be presented at the AGM.



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## LETTER FROM THE BOARD

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### (9) FIXED ASSET INVESTMENT BUDGET FOR 2020

According to the relevant laws and regulations and the Articles of Association, the Bank proposes to incur RMB270 million in investments in newly added fixed assets for the year 2020 (the “**Fixed Asset Investment Budget for 2020**”), details of which are as follows:

Item	Investment plan for 2020 (RMB million)
Development of Branch Network	120
Technology Investment	90
Infrastructure Operation	60
<b>Total</b>	<b>270</b>

#### (a) RMB120 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 and other branch network development projects.

#### (b) RMB90 million for technology investment

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

#### (c) RMB60 million for investment in infrastructure operation

It is mainly used for investment in office machine and equipment, office furniture and other infrastructure operation, and update of daily business cars and other investment in transportation equipment.

An ordinary resolution will be proposed at the AGM to approve the Fixed Asset Investment Budget for 2020, the full text of which will be presented at the AGM.

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## LETTER FROM THE BOARD

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### (10) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS

According to the provisions of laws, regulations and regulatory documents including the Company Law of the PRC and the actual situation of the Bank, the Bank has proposed certain amendments to the current rules of procedures for the Board of Supervisors. Details of such amendments have been set out below:

Before Amendment	After Amendment
<p>Article 4 The Board of Supervisors shall have 13 supervisors which consist of shareholder representatives, external supervisors, and supervisors who represent our staff. The number of external supervisors shall be no less than one third (1/3) of the total number of supervisors. The term of office of a supervisor is three years and renewable upon reelection and re-appointment.</p> <p>The Board of Supervisors shall include shareholder representatives and a certain proportion of staff representatives of the Bank, and the proportion of staff representatives shall not be less than one third (1/3) of the total number of supervisors. The shareholder representatives are elected and dismissed by the shareholders' general meeting, and the staff representatives are elected by the staff and workers of the Bank through the staff representative assembly, the general staff meeting or other democratic methods.</p>	<p>Article 4 The Board of Supervisors shall have <del>13</del>8 supervisors which consist of shareholder representatives, external supervisors, and supervisors who represent our staff. The number of external supervisors shall be no less than one third (1/3) of the total number of supervisors. The term of office of a supervisor is three years and renewable upon reelection and re-appointment.</p> <p>The Board of Supervisors shall include shareholder representatives and a certain proportion of staff representatives of the Bank, and the proportion of staff representatives shall not be less than one third (1/3) of the total number of supervisors. The shareholder representatives are elected and dismissed by the shareholders' general meeting, and the staff representatives are elected by the staff and workers of the Bank through the staff representative assembly, the general staff meeting or other democratic methods.</p>

An ordinary resolution will be proposed at the AGM to approve the proposed amendments to the rules of procedures for the Board of Supervisors, which will be effective upon approval by the Shareholders.

### (11) 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 2021 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.

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## LETTER FROM THE BOARD

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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.

### **(12) PROPOSED EXTENSION OF TERM OF VALIDITY OF THE SME BONDS AND THE RELEVANT AUTHORISATION MATTERS**

Reference is made to the announcement dated 24 March 2016, the circular dated 13 May 2016, the poll results announcement dated 29 June 2016, the announcement dated 23 May 2018 and the announcement dated 19 May 2020 of the Bank in relation to, inter alia, the approval of the issue of the SME Bonds and the Relevant Authorisation Matters and the extension of its term of validity.

The original resolution regarding the SME Bonds and the Relevant Authorisation Matters was considered and approved at the annual general meeting of the Bank held on 29 June 2016. Such resolution and authorisation were initially valid for 24 months commencing on the date of the passing of such resolution at the said annual general meeting on 29 June 2016, which was then approved to be extended by 24 months commenced on 29 June 2018 at the 2018 first extraordinary general meeting of the Bank held on 21 September 2018.

Given the Bank's issue of the SME Bonds is still in progress, and the term of validity of above resolution and authorisation in relation to the SME Bonds and the Relevant Authorisation Matters is about to expire, the Board resolved to put forward the proposal to further extend the term of validity of the SME Bonds and the Relevant Authorisation Matters by 24 months, i.e. from 29 June 2020 to 28 June 2022, for the consideration and approval of the Shareholders at the AGM. Other than the above extension of the term of validity of the SME Bonds and the Relevant Authorisation Matters, other details of the SME Bonds as disclosed in the circular of the Bank dated 13 May 2016 remain unchanged and will continue to be valid.

The Bank has obtained the approvals for the issue of the SME Bonds from CBIRC Liaoning Bureau and the People's Bank of China on 24 April 2020 and 27 April 2020, respectively.

A special resolution will be proposed at the AGM to approve the proposed extension of term of validity of the SME Bonds and the Relevant Authorisation Matters.

### **(13) PROPOSED ISSUE OF FINANCIAL BONDS**

Reference is made to the announcement of the Bank dated 19 May 2020 in relation to, inter alia, the proposed issue of the Financial Bonds.

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## LETTER FROM THE BOARD

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With the view to accelerate the business innovation, optimise the structure of assets and liability and effectively lower the capital costs, the Board proposes to issue the Financial Bonds in the aggregate principal amount of not more than RMB14 billion in accordance with relevant regulations including the National Management Measures for the Issue of Financial Bonds in the Inter-bank Bonds Market (全國銀行間債券市場金融債券發行管理辦法). The proposed issue of the Financial Bonds is subject to obtaining Shareholders' approval as a special resolution at the AGM and necessary approvals from the People's Bank of China and the CBIRC.

Particulars of the proposed issue of the Financial Bonds are as follows:

Issue size	:	not more than RMB14 billion, which shall be issued in one or several tranches. The number of tranches and the size for each tranche shall be determined according to the capital needs of the Bank and the market conditions
Term	:	not more than 5 years
Category	:	including but not limited to the normal financial bonds, green financial bonds and other financial bonds that are not for the purpose of capital replenishment
Interest rate	:	to be determined through the book building method for centralized placement or in accordance with the results of public tendering on the bonds issuance system of the People's Bank of China according to the market conditions before the issuance
Issue method	:	to be publicly issued on the national inter-bank bonds market by way of book building by the book keeper for the centralized placement or to be issued by way of tendering on the bonds issuance system of the People's Bank of China
Issuance targets	:	members of the national inter-bank bond market (excluding the subscribers forbidden by the PRC laws and regulations)
Use of proceeds	:	to be utilized according to the applicable laws and regulations, the approval of the regulatory authorities and the category of the bonds
Term of validity of the resolution	:	24 months, commencing on the date of passing of the relevant special resolutions at the AGM
Whether listed on the Stock Exchange	:	will not be listed on the Stock Exchange

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## LETTER FROM THE BOARD

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A special resolution will be proposed at the AGM that the Board be authorised, for a period of 24 months, to implement the matters of the Financial Bonds, to delegate the senior management of the Bank to handle the relevant specific matters regarding the issuance of the Financial Bonds, to make appropriate adjustments to the issuance terms within the scope of the issuance plan as approved by the AGM pursuant to the specific requirement of the relevant regulatory authorities (including but not limited to the determination of the issuance size, issuance term, coupon rate and the issuance method), and to take other actions necessary for the purposes of completing the issuance of the Financial Bonds (including but not limited to the engagement of necessary bond rating agencies and legal advisors).

### **(14) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In accordance with the Company Law of the PRC and other relevant laws, regulations and regulatory documents, and in view of the actual needs of the Bank, the Bank has proposed certain amendments to the existing Articles of Association, details of which has been set out in Appendix I to this circular.

A special resolution will be proposed at the AGM to approve the proposed amendments to the Articles of Association, which will be effective upon approvals by the Shareholders and the relevant regulatory authorities.

### **CLOSURE OF REGISTER OF MEMBERS**

In order to determine the entitlement to attend and vote at the AGM, 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 Shares will be effected. The record date for entitlement to attend and vote at the AGM is Wednesday, 12 August 2020. 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, 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, 11 August 2020.

### **NOTICE OF 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, 11 September 2020. Notice of the AGM is set out on pages 31 to 33 of this circular.

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## LETTER FROM THE BOARD

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### REPLY SLIPS AND PROXY FORMS

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 as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM (i.e. by Thursday, 10 September 2020 at 9:30 a.m.) or any adjournment thereof. Completion and return of the proxy form(s) will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### 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.

### RECOMMENDATION

The Board 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 its Shareholders. 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*

*The English version of this appendix is an unofficial translation of its Chinese version, for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.*

The proposed amendments to the Articles of Association are compared against the existing Articles of Association for ease of reference. After addition of the new articles, the articles will be re-numbered accordingly. The following amendments will become effective upon approvals by the Shareholders and relevant regulatory authorities.

Before Amendment	After Amendment
Article 7 Pursuant to the requirements of the Constitution of the Communist Party of China, the Bank established an organization for the Communist Party. The Party Committee acts as the leadership core and the political core, steering the direction, controlling the overall situation and ensuring the implementation. The Bank has established working organizations for the Party with sufficient people for Party duties, securing work expenditure for the Party.	Article 7 Pursuant to the <b>relevant</b> requirements of the Constitution of the Communist Party of China <b>and the Company Law</b> , the Bank established an organization for the Communist Party. The Party Committee <b>plays a leading role in</b> <del>acts as the leadership core and the political</del> <del>core</del> , steering the direction, controlling the overall situation and ensuring the implementation. The Bank has established working organizations for the Party with sufficient people for Party duties, securing work expenditure for the Party.
Article 17 The purpose of the Bank is: to operate in accordance with laws and to be guided by the market; to operate with focus on customers and with a purpose to realize economic benefits; and to provide high quality financial services for the society; and to create the maximum value for shareholders and other relevant parties on the premise of achieving the prudential operation and sustainable development of the Bank and therefore promote and provide support for the economic and social development.  The operational principles of the Bank shall be safety, mobility and achieving benefits, and the Bank shall take responsible for its operation and assume risks and losses and set the discipline for itself.	Article 17 The purpose of the Bank is: to <del>operate</del> be in accordance with laws <b>and regulations, achieve the prudential operation</b> and to be guided by the market; to operate with focus on customers and with a purpose to realize economic benefits; and to provide high quality financial services for <b>real economies, local economies, private economies, small and micro enterprises, urban and rural residents and the</b> society; and to create the maximum value for shareholders and other relevant parties on the premise of achieving <del>the prudential operation</del> <del>and</del> sustainable development of the Bank and therefore promote and provide support for the economic and social development.  The operational principles of the Bank shall be safety, mobility and achieving benefits, and the Bank shall take responsible for its operation and assume risks and losses and set the discipline for itself.

Before Amendment	After Amendment
<p>Article 47 The Bank's Party Committee acts as the leadership core and the political core, steering the direction, controlling the overall situation and ensuring the implementation. The number of positions of the Bank's secretary, deputy secretary and members of the Party Committee and the Disciplinary Committee is set according to the approval from senior Party organizations.</p>	<p>Article 47 The Bank's Party Committee <b>plays a leading role in</b> <del>acts as the leadership core and the political core</del>, steering the direction, controlling the overall situation and ensuring the implementation. The number of positions of the Bank's secretary, deputy secretary and members of the Party Committee and <b>the Disciplinary Inspection Committee (the "Disciplinary Committee")</b> is set according to the approval from senior Party organizations. <b>Meanwhile, the Disciplinary Committee is set in accordance with the regulations.</b></p>
<p>Article 49 Party Committee of the Bank performs the following duties and responsibilities pursuant to the rules of the Party such as the Constitution of the Communist Party of China:</p> <p>(I) guarantee supervision of the consistent implementation of the Party's direction and policies at the Bank and implementation of the major strategic policies of the Party Central Committee and the State Council and any major deployment in relation to the superior Party organizations;</p>	<p>Article 49 Party Committee of the Bank performs the following duties and responsibilities pursuant to the rules of the Party such as the Constitution of the Communist Party of China:</p> <p>(I) guarantee supervision of the consistent implementation of the <del>Party's</del> direction and policies <b>of the Party and the State</b> at the Bank and implementation of the major strategic policies of the Party Central Committee and the State Council and any major deployment in relation to the superior Party organizations;</p>



Before Amendment	After Amendment
<p>(II) give advices or recommendations on appointment and removal of major personnel;</p> <p>(III) study and discuss on, and advise and give recommendation on the reform and stable development of, and important matters on operation and management of the Bank, as well as the major issues involving the vital interest of staffs; support performance of duties by the general meetings, the Board of Directors, the Board of supervisors and the senior management in accordance with the procedures stipulated in the Articles of Associations; support the workers congress to roll out their work;</p> <p>(IV) take the main responsibility for the comprehensive strengthening of Party discipline, directing ideological and political work, united front work, cultivation of spiritual civilization, cultivation of corporate culture, as well as work of groups such as labour unions and communist youth league;</p> <p>(V) strengthen construction of grassroots Party organizations and team building, giving full play of the role as a bastion of the Party branch while demonstrating as the vanguard and exemplary role of Party members, and leading the reform and development of the Bank through active commitment of the cadres and staffs;</p> <p>(VI) other relevant important issues within the scope of duties of the Party Committee.</p>	<p>(II) <del>give advices or recommendations on appointment and removal of major personnel;</del> <b>strengthen its leadership and gate keeping role in the management of process of selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision; uphold the integration of the principle that Party Controlling the personnel, the function of the Board of Directors in the lawful selection of the senior management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the senior management;</b></p> <p>(III) study and discuss on, and advise and give recommendation on the reform and stable development of, and important matters on operation and management of the Bank, as well as the major issues involving the vital interest of staffs; support performance of duties by the general meetings, the Board of Directors, the Board of supervisors and the senior management in accordance with the procedures stipulated in the Articles of Associations; support the workers congress to roll out their work;</p> <p>(IV) take the main responsibility for the comprehensive strengthening of Party discipline, directing ideological and political work, united front work, cultivation of spiritual civilization, cultivation of corporate culture, as well as work of groups such as labour unions and communist youth league. <b>Play a leading role in improving the Party's style of work and upholding integrity, and provide support to the Disciplinary Committee in fully performing the supervisory duties;</b></p>

Before Amendment	After Amendment
	<p>(V) strengthen construction of grassroots Party organizations and team building, giving full play of the role as a bastion of the Party branch while demonstrating as the vanguard and exemplary role of Party members, and leading the reform and development of the Bank through active commitment of the cadres and staffs;</p> <p>(VI) other relevant important issues within the scope of duties of the Party Committee.</p>
<p>Article 56 Registration of change in the H share register of shareholders due to shares transfer shall not be allowed within thirty (30) days prior to the date of a general meeting or within five (5) days before the base date set by the Bank for the purpose of distribution of dividends.</p>	<p>Article 56 <del>Registration of change in the H share register of shareholders due to shares transfer shall not be allowed within thirty (30) days prior to the date of a general meeting or within five (5) days before the base date set by the Bank for the purpose of distribution of dividends.</del> <b>If relevant laws and regulations and the requirements of the security supervisory and management institutions in the places where the Bank is listed stipulate that there should be no registration regarding changes to the register of members of the Bank arising from transfer of shares prior to the convening of the general meetings or the base date determined by the Bank for distribution of dividends, such provisions shall prevail.</b></p>

Before Amendment	After Amendment
<p>Article 70 Shareholders of the Bank shall perform the following obligations (if the Articles of Association have other regulations on the rights of preference shareholders, those other regulations shall apply):</p> <p>(1) to abide by laws, administrative regulations and the Articles of Association;</p> <p>(2) to pay share capital according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to withdraw the shares unless required by the laws and administrative regulations;</p> <p>(4) shareholders shall report to the Board of Directors timely, truly and completely the situations of connected enterprises, the connected relationship with other shareholders, situations of other commercial banks which they hold shares and situations of its related transaction with the Bank and other information;</p> <p>(5) not to obtain inappropriate interests, and not to interfere with the decision-making and management power and rights of the board of directors and senior management of the Bank conferred by this Articles of Association and shall not interfere with the operation and management of the Bank without relying on the board of directors and senior management;</p>	<p>Article 70 Shareholders of the Bank shall perform the following obligations (if the Articles of Association have other regulations on the rights of preference shareholders, those other regulations shall apply):</p> <p>(1) to abide by laws, administrative regulations, <b>department regulations</b> and the Articles of Association;</p> <p><b>(2) to fulfill their obligations of integrity and ensure that the shareholders' qualification and information submitted by them is true, complete and effective, and shall bear the consequences of providing false information or false statements under the laws;</b></p> <p>(3) to pay share capital according to the number of shares subscribed and the method of subscription;</p> <p><b>(4) to purchase shares of the Bank with their own funds and ensure the fund are obtained from legal sources, rather than entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations;</b></p> <p>(5) not to withdraw the shares unless required by the laws and administrative regulations;</p>

Before Amendment	After Amendment
<p>(6) not to abuse their shareholders' rights to harm the interests of the Bank or other shareholders; and not to abuse the independent legal person status of the Bank and the limited liability of shareholders to harm the interests of any creditor of the Bank; shareholders of the Bank who abuse their shareholder's rights and thereby cause loss on the Bank or other shareholders shall be liable for indemnity according to the law; where shareholders of the Bank abuse the Bank's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Bank, such shareholders shall be jointly liable for the debts owed by the Bank;</p> <p>(7) to safeguard interests and reputation of the Bank and to provide support for the Bank's legal operation;</p> <p>(8) other obligations imposed by laws, administrative regulations, relevant supervisory authorities and the Articles of Association.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>	<p>(6) shareholders shall report to the Board of Directors timely, truly and completely the situations of connected enterprises, the connected relationship with other shareholders, situations of other commercial banks which they hold shares and situations of its related transaction with the Bank and other information;</p> <p>(7) not to obtain inappropriate interests, and not to interfere with the decision-making and management power and rights of the board of directors and senior management of the Bank conferred by this Articles of Association and shall not interfere with the operation and management of the Bank without relying on the board of directors and senior management;</p> <p>(8) not to abuse their shareholders' rights to harm the interests of the Bank or other shareholders; and not to abuse the independent legal person status of the Bank and the limited liability of shareholders to harm the interests of any creditor of the Bank; shareholders of the Bank who abuse their shareholder's rights and thereby cause loss on the Bank or other shareholders shall be liable for indemnity according to the law; where shareholders of the Bank abuse the Bank's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Bank, such shareholders shall be jointly liable for the debts owed by the Bank;</p> <p>(9) to safeguard interests and reputation of the Bank and to provide support for the Bank's legal operation;</p> <p>(10) other obligations imposed by laws, administrative regulations, relevant supervisory authorities and the Articles of Association.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>

Before Amendment	After Amendment
<p>Article 73 Shareholders of the Bank who create pledge on the shares of the Bank for 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.</p> <p>The office of the Board of Directors or other department designated by the Board of Directors 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.</p> <p>The shareholders who have nominated directors or supervisors of the Bank or the shareholders who hold, direct or indirect and individually or together, 2% or above shares or voting rights of the Bank shall make filing to the Board of Directors 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. The Board of Directors shall review and decide the validity of such filing by resolutions. As long as the Board of Directors deem such pledge may have material adverse effect on the stabilization of the shareholdings structure, the corporate governance and the risk and related transaction control, such filing shall not be allowed. When the Board of Directors conducts review of such filing, the directors nominated by the shareholders who create the pledge on shares of the Bank and elected by the shareholders' meeting of the Bank shall be abstained.</p> <p>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 pledge within fifteen (15) days.</p>	<p>Article 73 Shareholders of the Bank who create pledge on the shares of the Bank for 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. <b>Shareholders, especially substantial shareholders, shall inform the Board of Directors of the Bank in advance before transferring their domestic shares.</b></p> <p>The office of the Board of Directors or other department designated by the Board of Directors 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 <b>and information on equity transfer.</b></p> <p>The shareholders who have nominated directors or supervisors of the Bank or the shareholders who hold, direct or indirect and individually or together, 2% or above shares or voting rights of the Bank shall make filing to the Board of Directors 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. The Board of Directors shall review and decide the validity of such filing by resolutions. As long as the Board of Directors deem such pledge may have material adverse effect on the stabilization of the shareholdings structure, the corporate governance and the risk and related transaction control, such filing shall not be allowed. When the Board of Directors conducts review of such filing, the directors nominated by the shareholders who create the pledge on shares of the Bank and elected by the shareholders' meeting of the Bank shall be abstained.</p> <p>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 pledge within fifteen (15) days.</p>

Before Amendment	After Amendment
<p>If the borrowing balance in the Bank exceeded the net worth of the shareholding in the Bank held by a shareholder, it shall not pledge any shares of the Bank.</p> <p>If the shares pledged by the shareholder exceeds 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 nominated by such shareholders on the meeting of the board of directors of the Bank shall be restricted.</p>	<p>If the borrowing balance in the Bank exceeded the net worth of the shareholding in the Bank held by a shareholder, it shall not pledge any shares of the Bank.</p> <p>If the shares pledged by the shareholder exceeds 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 nominated by such shareholders on the meeting of the board of directors of the Bank shall be restricted.</p>
<p>Article 144 The general procedures for nomination and election of directors are as follows:</p> <p>(1) For the directors to be elected and appointed by the general meeting of the Bank, according to the number of persons to be elected and in accordance with the Articles, a list of nominated candidates for directors can be drawn up by the nomination and remuneration committee of the preceding Board of Directors. Shareholders individually or jointly holding three percent (3%) or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors. Such nomination shall comply with the requirements of the Articles of Association and the number of candidates nominated shall not exceed the numbers of directors to be appointed.</p> <p>Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors (or supervisors) nominated by such shareholder and their associates shall not, on principle, exceed the one-third (1/3) of the total number of directors on the Board of Directors;</p>	<p>Article 144 The general procedures for nomination and election of directors are as follows:</p> <p>(1) For the directors to be elected and appointed by the general meeting of the Bank, according to the number of persons to be elected and in accordance with the Articles, a list of nominated candidates for directors can be drawn up by the nomination and remuneration committee of the preceding Board of Directors. Shareholders individually or jointly holding three percent (3%) or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors. Such nomination shall comply with the requirements of the Articles of Association and the number of candidates nominated shall not exceed the numbers of directors to be appointed.</p> <p>Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors (or supervisors) nominated by such shareholder and their associates shall not, on principle, exceed the one-third (1/3) of the total number of directors on the Board of Directors;</p>

Before Amendment	After Amendment
<p>(2) Before the aforementioned shareholders' general meeting mentioned is convened, the nominees shall provide written undertakings that they accept the nomination, that the publicly disclosed information regarding their qualifications for serving as directors are truthful and complete and that they shall conscientiously perform their obligations upon election;</p>	<p>(2) Before the aforementioned shareholders' general meeting mentioned is convened, the nominees shall provide written undertakings that they accept the nomination, that the publicly disclosed information regarding their qualifications for serving as directors are truthful and complete and that they shall conscientiously perform their obligations upon election;</p>
<p>(3) The nomination and remuneration committee of the Board of Directors shall respectively conduct preliminary verification on the qualifications and eligibility of the candidates for directors, and the names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of resolution from the Board of Directors, written proposals regarding the candidates for directors shall be submitted to the shareholders' general meeting; the Board of Directors shall disclose in accordance with the laws, regulations and the Articles, detailed information of the nominees to shareholders before the shareholders' general meeting is convened to ensure shareholders will have sufficient understanding of the candidates before voting;</p>	<p>(3) The nomination and remuneration committee of the Board of Directors shall respectively conduct preliminary verification on the qualifications and eligibility of the candidates for directors, and the names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of resolution from the Board of Directors, written proposals regarding the candidates for directors shall be submitted to the shareholders' general meeting; the Board of Directors shall disclose in accordance with the laws, regulations and the Articles, detailed information of the nominees to shareholders before the shareholders' general meeting is convened to ensure shareholders will have sufficient understanding of the candidates before voting;</p>
<p>(4) The intention of the director candidate and the written notice to indicate the willingness of candidate to accept the nominations shall be issued to the Bank within seven (7) days before the convening of the shareholders' general meeting;</p>	<p>(4) The intention of the director candidate and the written notice to indicate the willingness of candidate to accept the nominations shall be issued to the Bank within seven (7) days before the convening of the shareholders' general meeting;</p>
<p>(5) The period for the nominators and the nominee to submit the aforesaid notice and commitment (such period shall start from the second day of the issuance of the notice of the shareholders' general meeting) shall be not less than seven (7) days.</p>	<p>(5) The period for the nominators and the nominee to submit the aforesaid notice and commitment (such period shall start from the second day of the issuance of the notice of the shareholders' general meeting) shall be not less than seven (7) days;</p>



Before Amendment	After Amendment
	<p><b>(6) The shareholders' general meeting shall vote for candidates of directors one by one;</b></p> <p><b>(7) Where there is an occasional need to supplement directors, the Nomination and Remuneration Committee of the Board of Directors or eligible shareholders shall nominate the candidate and submit to the Board of Directors for deliberation, and relevant persons will be elected or replaced at the shareholders' general meeting.</b></p>
<p>Article 147 The directors shall attend Board meetings earnestly and responsibly, and shall propose motions or address their opinions in an independent, professional and objective manner.</p> <p>A director shall spend sufficient time to carry out their duties. A director shall work in the Bank for no less than fifteen (15) working days each year. A director who is a member of the audit committee, or the principal of the related-party transactions control committee and the risk management committee shall work in the Bank for no less than twenty-five (25) working days each year.</p> <p>Directors shall attend at least two-thirds (2/3) of the Board meetings in person each year. A director may appoint, in writing, another director to vote on their behalf if unable to attend a Board meeting in person. Such an appointing director shall independently assume legal liability.</p> <p>A director shall be deemed incapable of carrying out their duties if they fail to attend two (2) consecutive Board meetings either personally or by appointing other directors to attend on their behalf, or attends less than two-thirds (2/3) of the total Board meetings in person within one (1) year. The Board of Directors shall, in a democratic manner such as through a shareholders' general meeting or workers congress, make a proposal to remove such directors.</p>	<p>Article 147 The directors shall attend Board meetings earnestly and responsibly, and shall propose motions or address their opinions in an independent, professional and objective manner.</p> <p>A director shall spend sufficient time to carry out their duties. An <b>independent</b> director shall work in the Bank for no less than fifteen (15) working days each year. A director who is a member of the audit committee, or the principal of the related-party transactions control committee and the risk management committee shall work in the Bank for no less than twenty-five (25) working days each year.</p> <p>Directors shall attend at least two-thirds (2/3) of the Board meetings in person each year. A director may appoint, in writing, another director to vote on their behalf if unable to attend a Board meeting in person. Such an appointing director shall independently assume legal liability.</p> <p>A director shall be deemed incapable of carrying out their duties if they fail to attend two (2) consecutive Board meetings either personally or by appointing other directors to attend on their behalf, or attends less than two-thirds (2/3) of the total Board meetings in person within one (1) year. The Board of Directors shall, in a democratic manner such as through a shareholders' general meeting or workers congress, make a proposal to remove such directors.</p>



Before Amendment	After Amendment
<p>Article 160 The way and procedures for nomination of independent directors:</p> <p>(1) The Board of Directors may nominate and the Nomination and Remuneration Committee may propose candidates qualified for independent directors to the Board of Directors;</p> <p>(2) The same shareholder may only nominate one (1) independent director candidate, and is not allowed to nominate independent director and external supervisor at the same time;</p> <p>(3) The nominator of independent director shall obtain prior consent of the nominee before the nomination. The nominator shall fully understand the occupation, education, job title, detailed work experience, and all of the part-time work of the nominee, and comment on the qualifications and independence of the nominee to serve as independent director, and the nominee shall make a public statement that no relationship exists between him/her and the Bank which may affect the his/her independence and objective judgment;</p> <p>(4) The shareholders that individually or jointly hold more than one percent (1%) of the issued shares of the Bank are entitled to nominate independent director candidate to the shareholders' general meeting, and independent directors are elected by the shareholders' general meeting.</p>	<p>Article 160 The way and procedures for nomination of independent directors:</p> <p>(1) The Board of Directors may nominate and the Nomination and Remuneration Committee may propose candidates qualified for independent directors to the Board of Directors;</p> <p>(2) The same shareholder may only nominate one (1) independent director candidate, and is not allowed to nominate independent director and external supervisor at the same time. <b>Shareholders who have nominated director shall not nominate independent director;</b></p> <p>(3) The nominator of independent director shall obtain prior consent of the nominee before the nomination. The nominator shall fully understand the occupation, education, job title, detailed work experience, and all of the part-time work of the nominee, and comment on the qualifications and independence of the nominee to serve as independent director, and the nominee shall make a public statement that no relationship exists between him/her and the Bank which may affect the his/her independence and objective judgment;</p> <p>(4) <b>the Nomination and Remuneration Committee of the Board,</b> the Board of supervisors or the shareholders that individually or jointly hold more than one percent (1%) of the issued shares of the Bank with voting rights <del>are entitled to nominate independent director candidate to the shareholders' general meeting, and independent directors are elected by the shareholders' general meeting.</del> <b>may nominate independent director candidates and independent directors are elected by the shareholders' general meeting.</b></p>

Before Amendment	After Amendment
<p>Article 170 The Board of Directors shall exercise the following functions and powers:</p> <p>(1) convene the shareholders' general meeting and to report to the shareholders' general meeting;</p> <p>(2) implement the resolutions of the shareholders' general meeting;</p> <p>(3) decide the development plan of the Bank;</p> <p>(4) decide the operation plan, investment plan, and major assets disposal plan of the Bank;</p> <p>(5) formulate the annual financial budget plan and final account plan of the Bank;</p> <p>(6) formulate the profit distribution plan and loss make-up plan of the Bank;</p> <p>(7) formulate the plans for the increase or decrease of the registered capitals, the issuance of bonds or other securities and the listing of the Bank;</p> <p>(8) make the plans for major acquisitions of the Bank, the acquisitions of the stock of the Bank or merger, division, dissolution and form change of the Bank;</p> <p>(9) regularly evaluate and improve the Bank's corporate governance;</p> <p>(10) within the authorised range of the shareholders' general meeting, decide the Bank's external investment, acquisition and selling of assets, pledged assets, external guarantee matters, associated/connected transactions and other matters;</p> <p>(11) determine arrangement plans for the Bank's internal management agencies, branches and capacity, and the number of management personnel;</p>	<p>Article 170 The Board of Directors shall exercise the following functions and powers:</p> <p>(1) convene the shareholders' general meeting and to report to the shareholders' general meeting;</p> <p>(2) implement the resolutions of the shareholders' general meeting;</p> <p>(3) decide the development plan of the Bank;</p> <p>(4) decide the operation plan, investment plan, and major assets disposal plan of the Bank;</p> <p>(5) formulate the annual financial budget plan and final account plan of the Bank;</p> <p>(6) formulate the profit distribution plan and loss make-up plan of the Bank;</p> <p>(7) formulate the plans for the increase or decrease of the registered capitals, the issuance of bonds or other securities and the listing of the Bank;</p> <p>(8) make the plans for major acquisitions of the Bank, the acquisitions of the stock of the Bank or merger, division, dissolution and form change of the Bank;</p> <p>(9) regularly evaluate and improve the Bank's corporate governance;</p> <p>(10) within the authorised range of the shareholders' general meeting, decide the Bank's external investment, acquisition and selling of assets, pledged assets, external guarantee matters, associated/connected transactions and other matters;</p> <p>(11) determine arrangement plans for the Bank's internal management agencies, branches and capacity, and the number of management personnel;</p>

Before Amendment	After Amendment
<p>(12) according to the nomination of the chairman of Board of Directors, engage or dismiss the president and secretary of the Board of the Bank; upon the nomination of the president, engage or dismiss the vice president, assistant president, financial director and other senior management personnel;</p> <p>(13) decide the remuneration matters and disciplinary matters of senior management personnel;</p> <p>(14) formulate the basic management system, validate work rules for the president;</p> <p>(15) formulate the amendment plan for the Articles of Association;</p> <p>(16) manage the information disclosure matters of the Bank;</p> <p>(17) propose on the engagement or replacement of the accounting firm that audits the Bank to the shareholders' general meeting;</p> <p>(18) listen to the work report of the president of the Bank and check the work of the president;</p> <p>(19) verify the Bank's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report;</p> <p>(20) other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The Board shall consider the opinions of the Party Committee before making decisions on the major issues of the Bank.</p>	<p>(12) according to the nomination of the chairman of Board of Directors, engage or dismiss the president and secretary of the Board of the Bank; upon the nomination of the president, engage or dismiss the vice president, assistant president, financial director and other senior management personnel;</p> <p>(13) decide the remuneration matters and disciplinary matters of senior management personnel;</p> <p>(14) formulate the basic management system, validate work rules for the president;</p> <p>(15) formulate the amendment plan for the Articles of Association;</p> <p>(16) manage the information disclosure matters of the Bank;</p> <p>(17) propose on the engagement or replacement of the accounting firm that audits the Bank to the shareholders' general meeting;</p> <p>(18) listen to the work report of the president of the Bank and check the work of the president;</p> <p>(19) verify the Bank's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report;</p> <p><b>(20) determine the strategies, policies and target for the protection works of consumer rights of the Bank and assume the ultimate responsibility for protection of consumer rights;</b></p> <p>(21) other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The Board shall consider the opinions of the Party Committee before making decisions on the major issues of the Bank.</p>

Before Amendment	After Amendment
New	<p><b>Article 172 The Board of Directors of the Bank assumes the ultimate responsibility for the management of equity affairs. The chairman of the Bank shall be the first responsible person in handling the equity affairs of the Bank. The secretary of the Board of Directors shall assist the chairman, and shall be the direct person responsible for dealing with the equity affairs. The chairman and the secretary of the Board of the Directors shall perform their duties faithfully, honestly and diligently. Those who fail to fulfill their duties with due diligence shall undertake legal liabilities according to the law.</b></p>
<p>Article 173 The Board of Directors shall formulate adequate rules and procedures for Board meetings, including notice of meeting, mode of meeting, preparation of documents, method of voting, proposal mechanism, Board minutes and the signing thereof, and the principles of granting authorization to the Board of Directors. Such rules and procedures shall be approved and implemented at a shareholders' general meeting so as to ensure the efficiency and scientific policy-making of the Board of Directors.</p> <p>The rules and procedures of the Board of Directors shall contain the proposal mechanisms and procedures for proposals of every description and clarify the rights and obligations of each governing entity. The proposing parties of all proposals shall be clearly recorded in the minutes.</p>	<p>Article 173 The Board of Directors shall <b>formulate</b> adequate rules and procedures for Board meetings, including notice of meeting, mode of meeting, preparation of documents, method of voting, proposal mechanism, Board minutes and the signing thereof, and the principles of granting authorization to the Board of Directors. Such rules and procedures shall be approved and implemented at a shareholders' general meeting so as to ensure the efficiency and scientific policy-making of the Board of Directors.</p> <p>The rules and procedures of the Board of Directors shall contain the proposal mechanisms and procedures for proposals of every description and clarify the rights and obligations of each governing entity. The proposing parties of all proposals shall be clearly recorded in the minutes.</p>

Before Amendment	After Amendment
<p>Article 181 The voting of Board of Directors shall be through meeting (including video conference) and the voting method for the resolution of the Board of Directors is by hand or on a poll.</p> <p>Under the prerequisite to sufficiently ensure directors to express opinions, the interim board meeting may be held in a communication voting method and make resolutions, and signed by the attending directors. The conditions and procedure for the communication voting shall be formulated by the Articles of Association and the rules of the meeting of the Board of Directors.</p> <p>The profit distribution plan, major investment, the major asset disposal plans, recruiting or dismissing senior management, the capital increase plan, major shareholding structure change and financial reorganization, etc., shall be submitted to the Board of Directors for approval by two thirds (2/3) and shall not be voted in a communication way.</p>	<p>Article 181 The meetings of the Board of Directors shall be through meeting (including video conference) <b>may be convened by members attending in person (including video and telephone dial-in) or by way of written resolution(s).</b> The voting method for <b>the meetings convened by members attending in person</b> is by hand or on a poll, <b>and the voting method for the meetings convened by way of written resolution(s) is by circulation of a written resolution.</b></p> <p><b>If the meeting of the Board of Directors is convened through telephone or video dial-in, the Directors attending the meeting should be guaranteed to listen to other Directors clearly and be capable of mutual communication. The meetings of the Board of Directors convened in this manner should be recorded through tape or video. If the Directors cannot immediately sign the meeting minutes of such meetings, they should adopt oral resolutions and execute the written resolutions as soon as possible. The oral resolutions of the Directors have the equivalent effect of executed written resolutions. However, the executed written resolutions afterwards should be consistent with the oral resolutions during the meeting. If there is inconsistency between such executed written resolutions and the oral resolutions, the oral resolutions should take priority.</b></p>

Before Amendment	After Amendment
	<p>Unless otherwise required by the listing rules or applicable provisions in the place where the Bank's shares are listed, under the prerequisite to sufficiently ensure directors to express opinions, the interim board meeting may be held in a communication voting method and make resolutions, and signed by the attending directors. The conditions and procedure for the communication voting shall be formulated by the Articles of Association and the rules of the meeting of the Board of Directors. <b>may consider Board resolutions by the means of written resolution and the Directors or Directors entrusted by them shall state clearly their affirmative or negative opinions or abstention on the resolutions. Once the number of directors who sign in favor of a resolution reaches the quorum as required by these Articles, the resolution shall be deemed adopted.</b></p> <p><b>If the meeting is convened by way of written resolution(s), the information on the issues for voting and relevant background shall be delivered to all the Directors at least three days before such voting with reasons for convening a meeting by way of written resolution(s).</b></p> <p>The profit distribution plan, major investment, the major asset disposal plans, recruiting or dismissing senior management, the capital increase plan, major shareholding structure change and financial reorganization, etc., shall be submitted to the Board of Directors for approval by two thirds (2/3) and shall not be voted in a communication way.</p>

Before Amendment	After Amendment
<p>Article 189 The Board of Directors sets up Strategy Committee, Risk Management Committee, Related-party Transaction Control Committee, Audit Committee and Nomination and Remuneration Committee, and Consumers' Rights Protection Committee. The number of people for the special committees of the Board of Directors is not less than three (3) and the chiefs of the Related-party Transaction Control Committee, Audit Committee and the Nomination and Remuneration Committee shall be acted by independent Directors. Directors nominated by the controlling shareholders of the Bank shall not become members of the Related-party Transaction Control Committee and the Nomination and Remuneration Committee.</p>	<p>Article 189 The Board of Directors sets up Strategy Committee, Risk Management Committee, Related-party Transaction Control Committee, Audit Committee and Nomination and Remuneration Committee, and Consumers' Rights Protection Committee. <b>The special committees of the Board of Directors shall be responsible to the Board of Directors and provide professional opinions to the Board of Directors or make decisions in respect of professional issues in accordance with the authorization of the Board of Directors.</b> The number of people for the special committees of the Board of Directors is not less than three (3) and the chiefs of the Related-party Transaction Control Committee, Audit Committee and the Nomination and Remuneration Committee shall be acted by independent Directors. Directors nominated by the controlling shareholders of the Bank shall not become members of the Related-party Transaction Control Committee and the Nomination and Remuneration Committee.</p>
<p>Article 195 The Consumers' Rights Protection Committee of the Board of Directors is mainly responsible for the followings:</p> <p>(1) formulate the strategies for, policies on and goals of consumers' rights protection of the Bank and include consumers' rights protection into corporate governance and business development strategies, and direct the senior management on enhancement, in terms of overall planning, of cultivation of corporate culture in respect of consumers' rights protection;</p>	<p>Article 195 The Consumers' Rights Protection Committee of the Board of Directors is mainly responsible for the followings:</p> <p>(1) formulate the strategies for, policies on and goals of consumers' rights protection of the Bank and include consumers' rights protection into corporate governance and business development strategies, and direct the senior management on enhancement, in terms of overall planning, of cultivation of corporate culture in respect of consumers' rights protection;</p>



Before Amendment	After Amendment
<p>(2) supervise the senior management on efficient performance and implementation of work relating to consumers' rights protection, listen, on a regular basis, to special reports by the senior management on the working progress of consumers' rights protection of the Bank, consider and approve such special reports, submit to the Board such special reports and disclose information as required;</p> <p>(3) responsible for supervising the work of consumers' rights protection of the Bank and evaluating the comprehensiveness, timeliness and efficiency of the work, and the performance of the senior management;</p> <p>(4) consider resolutions on consumers' rights protection proposed to be submitted to the Board for review, and advise the Board in this respect according to the overall strategies of the Bank;</p> <p>(5) other duties and powers as stipulated by the laws and regulations, the Articles of Associations of the Bank, and as authorized by the Board.</p>	<p>(2) supervise <b>and guide</b> the senior management on efficient performance and implementation of work relating to consumers' rights protection, listen, on a regular basis, to special reports by the senior management on the working progress of consumers' rights protection of the Bank, consider and approve such special reports, submit to the Board such special reports and disclose information as required, <b>and supervise the senior management in effectively implementing the strategic objects and policies for protection of consumer rights</b>;</p> <p>(3) responsible for supervising the work of consumers' rights protection of the Bank and evaluating the comprehensiveness, timeliness and efficiency of the work, and the performance of the senior management;</p> <p>(4) consider resolutions on consumers' rights protection proposed to be submitted to the Board for review, and advise the Board in this respect according to the overall strategies of the Bank;</p> <p>(5) other duties and powers as stipulated by the laws and regulations, the Articles of Associations of the Bank, and as authorized by the Board.</p>
<p>Article 245 The Board of Supervisors shall formulate comprehensive procedural rules for Board of Supervisor, including information such as notice for meetings, preparation of documents, the manner in which meetings will be convened, form of voting, mechanism for making proposals, minutes of meetings and the signatures for the minutes, etc., and these procedural rules shall be implemented upon approval by the shareholders' general meeting to ensure the efficiency and scientific decision-making of the Board of Supervisors.</p>	<p>Article 245 The Board of Supervisors shall <b>formulate</b> comprehensive procedural rules for Board of Supervisor, including information such as notice for meetings, preparation of documents, the manner in which meetings will be convened, form of voting, mechanism for making proposals, minutes of meetings and the signatures for the minutes, etc., and these procedural rules shall be implemented upon approval by the shareholders' general meeting to ensure the efficiency and scientific decision-making of the Board of Supervisors.</p>



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## NOTICE OF AGM

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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)**

### 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;

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## NOTICE OF AGM

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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.

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## NOTICE OF AGM

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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.*