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*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 0416)**

**(Stock Code of Preference Shares: 4615)**

## **SUPPLEMENTAL NOTICE OF 2019 ANNUAL GENERAL MEETING**

**REFERENCE IS MADE TO** the notice of 2019 annual general meeting (the “**AGM**”) issued on 28 July 2020 (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 AGM to 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.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM, which will be held as originally scheduled, will consider and, if thought fit, pass the following ordinary resolutions 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.

### **SPECIAL RESOLUTION**

15. To consider and approve the adoption of measures for the delegation of authority to the board by the shareholders’ general meeting;

### **ORDINARY RESOLUTIONS**

16. To consider and approve the amendments to rules of procedures for shareholders’ general meetings; and
17. To consider and approve the amendments to rules of procedures for board meetings.

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

Jinzhou, the PRC

1 September 2020

*Notes:*

1. The register of members of the Bank has been 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.
4. In order to be valid, the revised 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 revised 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. If a Shareholder has not yet returned the original form of proxy for the AGM which was dispatched by the Bank on 28 July 2020 (the "**Original Form of Proxy**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.
7. If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
  - (a) If no revised form of proxy is lodged with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the domestic Shares), the Original Form of Proxy, if correctly completed, will be treated as a valid proxy form lodged by him/her. 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 AGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Form of Proxy;
  - (b) If the revised form of proxy is lodged with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the domestic Shares) before 9:30 a.m. on Thursday, 10 September 2020 (the "**Closing Time**"), the revised form of proxy, if correctly completed, will revoke and supersede the Original Form of Proxy previously lodged by him/her. The revised form of proxy will be treated as a valid proxy form lodged by the Shareholder; and

- (c) If the revised form of proxy is lodged with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the domestic Shares) after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the revised form of proxy will be invalid. The proxy so appointed by the Shareholder under the Original Form of Proxy, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no revised form of proxy was lodged with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the domestic Shares). Accordingly, Shareholders are advised to complete the revised form of proxy carefully and lodge the revised form of proxy with the H share registrar of the Bank (in respect of H Shares) or the Bank's registered office in the PRC (in respect of the domestic Shares) before the Closing Time.
8. 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.
9. 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.
10. 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
11. The registered office of the Bank in the PRC is as follows:
- No. 68 Keji Road  
Jinzhou City  
Liaoning Province  
The PRC
- Contact person: Wang Hao  
Tel: 86-0416-3220157
12. 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.

*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.*