

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



(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 H SHAREHOLDERS' CLASS MEETING

REFERENCE IS MADE TO the notice of H shareholders' class meeting (the "**H Shareholders' Class Meeting**") issued on 3 September 2019 (the "**Original Notice**") by Bank of Jinzhou Co., Ltd. (the "**Bank**") which sets out the special resolution to be considered by the H shareholders of the Bank (the "**H Shareholders**") at the H Shareholders' Class Meeting 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**") on Friday, 18 October 2019 immediately after the conclusion of the domestic shareholders' class meeting of the Bank held on the same date or any adjournment thereof.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the H Shareholders' Class Meeting, which will be held as originally scheduled, will consider and, if thought fit, pass the following special resolutions in addition to the special resolution 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 RESOLUTIONS

2. To consider and approve, item by item, the following items of the proposal on the private placement of domestic shares of the Bank under a specific mandate:
 - (1) Class of shares and nominal value;
 - (2) Number of shares to be issued;
 - (3) Target places;
 - (4) Pricing methodology;
 - (5) Method of issue;
 - (6) Use of proceeds;
 - (7) Distribution of undistributed accumulated profit;
 - (8) Validity period of the issue plan;

3. To consider and approve the proposal on the authorization to the board of directors and the persons authorized by the board of directors to implement the private placement of domestic shares of the Bank; and
4. To consider and approve the proposed amendments to the Bank's articles of association consequential to the private placement of domestic shares of the Bank.

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

Jinzhou, the PRC, 8 October 2019

Notes:

1. The H share register of members of the Bank will be closed from Wednesday, 18 September 2019 to Friday, 18 October 2019, both days inclusive, during such period no transfer of H shares of the Bank (the "**H Shares**") will be effected. In order to be qualified to attend and vote at the H Shareholders' Class Meeting, all H Shares transfers documents accompanied by the relevant H share certificates must be lodged with the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on Tuesday, 17 September 2019.
2. The H Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting 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 of the Bank.
3. The instrument appointing a proxy must be in writing under the hand of an H Shareholder or his/her attorney duly authorized in writing. If the H Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorized to sign the same.
4. In order to be valid, the revised form of proxy must be deposited to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time for holding the H Shareholders' Class Meeting (i.e. by Thursday, 17 October 2019 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 revised form of proxy. Completion and return of the revised form of proxy will not preclude H Shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjourned meetings should you so wish.
5. H Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the H Shareholders' Class Meeting. If corporate H Shareholders appoint authorized representative to attend the H Shareholders' Class Meeting, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate H Shareholders or other notarially certified documents allowed by the Bank. Proxies shall produce their identity documents and the revised form of proxy signed by the H Shareholders or their attorney when attending the H Shareholders' Class Meeting.
6. If a H Shareholder has not yet returned the original form of proxy for the H Shareholders' Class Meeting which was dispatched by the Bank on 3 September 2019 (the "**Original Form of Proxy**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the H Shareholders' Class Meeting on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the H Shareholder shall not submit the Original Form of Proxy.
7. If a H 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 returned by the H Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the H Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the H Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the H Shareholders' Class Meeting (including the additional proposed resolutions as set out in the supplemental notice of the H Shareholders' Class Meeting).

- (b) If the revised form of proxy is returned by the H Shareholder at or before 9:30 a.m. on Thursday, 17 October 2019, the revised form of proxy will be treated as a valid form of proxy lodged by the H Shareholder if duly completed and the Original Form of Proxy will be revoked.
- (c) If the revised form of proxy is returned by the H Shareholder after the closing time as set out in the supplemental notice of the H Shareholders' Class Meeting, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the H Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the H Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the H Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the H Shareholders' Class Meeting (including the additional proposed resolutions as set out in the supplemental notice of the H Shareholders' Class Meeting).
8. H Shareholders who intend to attend the H Shareholders' Class Meeting should complete and return the reply slip in writing by hand or by post to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, on or before Saturday, 28 September 2019.
9. The H Shareholders' Class Meeting is expected to be held for less than half a day. H Shareholders who intend to attend the H Shareholders' Class Meeting shall arrange and bear their own transportation and accommodation expenses.
10. The name and address of the Bank's H share registrar are as follows:
- Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong
- Tel: 852-2862 8555
Fax: 852-2865 0990
11. Where there are joint registered holders of any H Share(s), any one of such joint holders may attend and vote at the H Shareholders' Class Meeting, either in person or by proxy, in respect of such H Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the H Shareholders' Class Meeting or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Bank in respect of the joint holding.

As at the date of this supplemental notice, the board of directors of the Bank comprises Mr. Zhang Wei, Mr. Huo Lingbo, Mr. Wang Jing, Mr. Sun Jing and Ms. Wang Xiaoyu, as executive directors; Ms. Liu Hong, Ms. Gu Jie, Ms. Meng Xiao, Mr. Li Dongjun and Ms. Tang Fang, as non-executive directors; Mr. Choon Yew Khee, Mr. Lin Yanjun, Mr. Chang Peng'ao, Ms. Peng Taoying and Ms. Tan Ying 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.*