
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental 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 supplemental 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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(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 CIRCULAR IN RELATION TO
(1) PROPOSED MEASURES FOR THE DELEGATION OF
AUTHORITY TO THE BOARD BY THE SHAREHOLDERS'
GENERAL MEETING;
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS;
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR BOARD MEETINGS;
AND
SUPPLEMENTAL NOTICE OF AGM**

This supplemental circular should be read together with the Original 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. Supplemental notice of the AGM is set out on pages 38 to 40 of this supplemental circular. Revised form of proxy (the "Revised Proxy Form") for use at the AGM is also enclosed with this supplemental circular. If you intend to attend the AGM by proxy, you are required to complete and return the enclosed Revised Proxy Form 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 relevant meeting(s) (i.e. by Thursday, 10 September 2020 at 9:30 a.m.) (the "Closing Time") or any adjournment thereof. Completion and return of the Revised Proxy Form 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.

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DEFINITIONS

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

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| “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 |
| “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 is/are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities |
| “H Share(s)” | the ordinary share(s) in the share capital of the Bank with a nominal value of RMB1.00 each, which is/are subscribed for and traded in Hong Kong dollars and listed on the Main Board of the Stock Exchange |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Listing Rules” | The Rules Governing the Listing of Securities on the Stock Exchange |
| “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) |

DEFINITIONS

| | |
|-----------------------|--|
| “Original Circular” | the circular of the Bank dated 28 July 2020 convening the AGM |
| “Original Notice” | the notice of the Bank dated 28 July 2020 convening the AGM |
| “Original Proxy Form” | the form of proxy of the Bank sent together with the Original Circular |
| “PRC” | 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 |
| “Share(s)” | the Domestic Share(s) and/or the H Share(s), excluding the Offshore Preference Shares |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

LETTER FROM THE BOARD



(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
248 Queen's Road East
Wanchai
Hong Kong

Independent non-executive Directors:

WU Jun
XIE Taifeng
XIAO Geng
WANG Xiongyuan
SU Mingzheng

1 September 2020

To the Shareholders,

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR IN RELATION TO
(1) PROPOSED MEASURES FOR THE DELEGATION OF
AUTHORITY TO THE BOARD BY THE SHAREHOLDERS'
GENERAL MEETING;
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS;
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR BOARD MEETINGS;
AND
SUPPLEMENTAL NOTICE OF AGM**

INTRODUCTION

Reference is made to the announcement of the Bank dated 20 August 2020 in relation to, among other things, (1) proposed amendments to the rules of procedures for Shareholders' general meetings; and (2) proposed amendments to the rules of procedures for Board meetings.

LETTER FROM THE BOARD

This supplemental circular should be read together with the Original Circular which contains, inter alia, the Original Notice.

The purpose of this supplemental circular is to provide you with relevant information to enable you to make informed decision on whether to vote for or against the additional resolutions to be proposed at the AGM.

PROPOSED MEASURES FOR THE DELEGATION OF AUTHORITY TO THE BOARD BY THE SHAREHOLDERS' GENERAL MEETING

In order to improve the corporate governance structure, develop the delegation management system, adapt to the needs for the operation development and improve the decision-making efficiency and operation management level of the Bank, and with reference to the practices in the industry and the actual situation of the Bank, a Shareholder who holds more than 3% of the total equity interests in the Bank has proposed to adopt the Measures for the Delegation of Authority to the Board by the Shareholders' General Meeting, pursuant to which the Shareholders' general meeting of the Bank will delegate the exercise of the certain rights to the Board. Details of the Measures for the Delegation of Authority to the Board by the Shareholders' General Meeting are set out in appendix I to this circular.

The proposed Measures for the Delegation of Authority to the Board by the Shareholders' General Meeting will be subject to the approval of the Shareholders at the AGM by way of special resolution and will be effective upon approvals by the Shareholders.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS

In accordance with the Company Law of the PRC, the Listing Rules, the Articles of Association and other relevant laws, regulations and regulatory documents, and in view of the actual needs of the Bank, a Shareholder who holds more than 3% of the total equity interests in the Bank has proposed certain amendments to the its current Rules of Procedures for Shareholders' General Meetings, details of which are set out in appendix II to this circular.

The proposed amendments to the Rules of Procedures for Shareholders' General Meetings of the Bank will be subject to the approval of the Shareholders at the AGM by way of ordinary resolution and will be effective upon approvals by the Shareholders.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS

In accordance with the amendments to the Articles of Association, the Company Law of the PRC, the Listing Rules and other relevant laws, regulations and regulatory documents, from the perspective of improving the corporate governance of the Bank, with reference to the practices in the industry, and in view of the actual needs of the Bank, a Shareholder who holds more than 3% of the total equity interests in the Bank has proposed certain amendments to the its current Rules of Procedures for Board Meetings, details of which are set out in appendix III to this circular.

The proposed amendments to the Rules of Procedures for Board Meetings of the Bank will be subject to the approval of the Shareholders at the AGM by way of ordinary resolution and will be effective upon approvals by the Shareholders.

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 has been 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.

SUPPLEMENTAL 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.

Since the Original Notice do not contain the abovementioned additional resolutions to be approved at the AGM, the supplemental notice of the AGM is set out on pages 38 to 40 of this supplemental circular.

LETTER FROM THE BOARD

REPLY SLIPS AND PROXY FORMS

If you are eligible and intend to attend the AGM, please complete and return the reply slip(s) 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 such meeting or any adjournment thereof.

Shareholders who intend to attend the AGM by proxy are required to complete and return the Revised Proxy Form, in accordance with the instructions printed thereon as soon as possible and in any event not later than the Closing Time. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

A Shareholder who has not yet lodged the Original Proxy Form 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) is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy to attend, speak and vote at the AGM on his/her behalf. In this case, the Original Proxy Form should not be 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).

A Shareholder who has already lodged the Original Proxy Form should note that:

- (1) If no Revised Proxy Form 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 Proxy Form, 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 Proxy Form;
- (2) If the Revised Proxy Form 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 the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder; and
- (3) If the Revised Proxy Form 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 Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (1) above as if no Revised Proxy Form 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

LETTER FROM THE BOARD

of the Domestic Shares). Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form 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.

VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all 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 company 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 to be proposed at the AGM for Shareholders' consideration and approval are in the best interests of the Bank and the Shareholders. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the Original Notice and the supplemental 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.

Bank of Jinzhou Co., Ltd.
Measures for the Delegation of Authority to the Board by
the Shareholders' General Meeting

According to relevant applicable laws and regulations including the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as well as the Articles of Association of Bank of Jinzhou Co., Ltd., except for matters that are expressly required to be determined by the shareholders' general meeting, the shareholders' general meeting of Bank of Jinzhou Co., Ltd. (hereinafter referred to as the "**Bank**") authorizes the Board of Directors to exercise the following authorities:

I. Right to Approve Equity Investment

The Board of Directors shall have the right to approve equity investment projects (including acquisition and merger etc.) and debt-to-equity swap with the amount of any single project not exceeding 5% of the audited net assets of the Bank as at the latest audited accounts date, and it shall be approved only when more than two-thirds of the directors vote for it.

II. Right to Approve Bonds Issuance

The Board of Directors shall have the right to approve the issuance of ordinary financial bonds (excluding such corporate bonds as subordinated bonds or convertible bonds which would supplement share capital) where the increased balance of the issuance for the current year does not exceed 3% of audited total assets of the Bank as at the latest audited accounts date.

III. Right to Approve Bonds Investment

- (I) The Board of Directors shall have the right to approve investments in Chinese treasury bonds (including local government bonds issued by the people's government of provinces, autonomous regions, municipalities and cities with independent planning status), government bonds of sovereign countries and regions which are rated as investment grade or above, bonds of international financial organizations, bills of the People's Bank of China and debentures of the Export-Import Bank of China, Agricultural Development Bank of China, China Development Bank and China Railway Corporation.

- (II) Except for the investments in the bonds specified in (I) of this paragraph, if the amount of investments in any single bond issuer does not exceed RMB5 billion, the Board of Directors shall have the right to approve such investments. For the investments in the bonds without sufficient guarantee which are rated below investment, if the amount of investments in any single bond issuer does not exceed RMB3 billion, the Board of Directors shall have the right to approve such investments.

Bonds investment herein shall include both the purchase and sale of bonds.

IV. Right to Approve Acquisition of Assets

- (I) The Board of Directors shall have the right to approve matters on the acquisition of credit assets and credit extension.
- (II) The Board of Directors shall have the right to approve the acquisition of technological system with the value of single asset not exceeding RMB300 million within the scope of annual budget approved by the shareholders' general meeting.
- (III) The Board of Directors shall have the right to approve the purchase of fixed assets with the value of single asset not exceeding RMB1 billion within the scope of annual budget approved by the shareholders' general meeting, and such purchase shall be approved only when more than two-thirds of the directors vote for it. After the completion of the project, the internal audit departments shall conduct special audit on the project, and the special audit report shall be submitted to the Board of Directors for filing after being approved by the audit committee.
- (IV) The Board of Directors shall have the right to approve the acquisition of other non-credit assets with the value of single asset not exceeding RMB500 million.

V. Right to Approve Disposal of Assets

- (I) The Board of Directors shall have the right to approve the disposal of equity assets (including acquisition and merger etc.) and debt-to-equity swap with the net book value of single asset to be disposed of not exceeding 3% of the audited net assets of the Bank as at the latest audited accounts date, and such disposal shall be approved only when more than two-thirds of the directors vote for it.
- (II) The Board of Directors shall have the right to approve the disposal of fixed assets with the net book value of single asset to be disposed of not exceeding RMB1 billion, and the aggregate with the net book value of all fixed assets being disposed of within four months immediately preceding the proposed disposal not exceeding 33% of the audited net book value of fixed assets of the Bank as at the latest audited accounts date.

(III) The Board of Directors shall have the right to approve the disposal of credit assets.

(IV) The Board of Directors shall have the right to approve the disposal of other non-credit assets with the amount of single disposal not exceeding RMB500 million.

Disposal of assets mentioned above shall include, but is not limited to, sale and transfer, but shall exclude the provision of guarantee as secured by such assets.

VI. Right to Approve Write-off of Assets

(I) The Board of Directors shall have the right to approve the write-off of credit assets and bond investments.

(II) The Board of Directors shall have the right to approve the write-off of fixed assets with the net book value of single asset not exceeding RMB300 million.

(III) The Board of Directors shall have the right to approve the write-off of equity assets (including acquisition and merger etc.) with the net book value of single asset to be written-off not exceeding 1.5% of the audited net assets of the Bank as at the latest audited accounts date, and such write-off shall be approved only when more than two-thirds of the directors vote for it.

(IV) The Board of Directors shall have the right to approve the write-off of debt-to-equity swap with the net book value of single asset to be written-off not exceeding 2.5% of the audited net assets of the Bank as at the latest audited accounts date, and such write-off shall be approved only when more than two-thirds of the directors vote for it.

(V) The Board of Directors shall have the right to approve the write-off of other non-credit assets with the amount of each write-off not exceeding RMB200 million.

VII. Right to Approve Asset Pledge and Guarantee of Other Non-Commercial Banking Businesses

The Board of Directors shall have the right to approve the asset pledge provided externally or guarantee of other non-commercial banking businesses with the amount of single asset pledge or guarantee not exceeding RMB300 million.

VIII. Right to Approve Significant Matters of Subsidiaries

Any investment in and establishment of domestic and overseas corporate institutions (including banks, non-banking institutions or companies, all being independent legal persons), as well as material events of such corporate institutions such as external investment, capital increase, dissolution, merger, disposal and write-off, where the Bank is required to exercise the shareholders' decision-making rights, shall be considered and resolved by the Board of Directors of the Bank. Where an investment threshold or the amount of disposal and write-off is involved, provisions in relation to the right to approve equity investment, disposal and write-off stipulated in this authorization plan shall be applied.

IX. Right to Approve Donations

The Board of Directors shall have the right to approve external donations (including charitable donations and commercial sponsorships etc.) with the amount of any single external donation not exceeding RMB5 million and the aggregate amount of external donations made during the year shall not exceed the sum of RMB20 million.

The Board of Directors shall have the right to approve financial support to regions which are hit by serious emergency events even if the above limits on aggregate amount or single external donation are exceeded, provided that it shall be approved only when more than two-thirds of the directors vote for it.

X. Daily Business Operation and Management and Right to Approve

Except for matters that are required to be decided by the shareholders' general meeting as explicitly stipulated in the Articles of Association of Bank of Jinzhou Co., Ltd., the Rules of Procedures for the Shareholders' General Meeting of Bank of Jinzhou Co., Ltd. and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as well as other applicable laws, regulations and regulatory documents, the scope of authorization to the Board of Directors and the management in respect of the Bank's operational management and decision-making shall be determined in accordance with relevant provisions.

XI. The Board of Directors shall summarize and analyze the implementation of this authorization plan on an annual basis, and shall report to the shareholders' general meeting. The shareholders' general meeting may supplement or adjust relevant authorization according to actual circumstances through passing resolutions at the shareholders' general meeting.

XII. The shareholders' general meeting agrees the Board of Directors to delegate the powers to the president based on the actual demands in the daily operation and management of the Bank within the above scope of authorization.

Notes:

1. The currency specified in this authorization plan is stated in Renminbi, including its foreign currency equivalent;
2. All amounts or rates (ratios) specified in this authorization plan are inclusive of the figure;
3. Credit assets mentioned herein shall include loans and beneficiary rights transfer plans; other non-credit assets mentioned herein shall refer to intangible assets, construction in progress, repossessed assets, other receivables and other assets.

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 Rules of Procedures for Shareholders' General Meetings are compared against the existing Rules of Procedures for Shareholders' General Meetings for ease of reference. After deletion of the articles, the articles have been re-numbered accordingly. The following amendments will become effective upon approvals by the Shareholders.

| Before Amendment | After Amendment |
|--|---|
| <p>Article 2 These Rules apply to the shareholders' general meetings and shall be binding on the shareholders, shareholder proxies, the directors, supervisors and senior management members attended the meeting.</p> | <p>Article 2 These Rules apply to the shareholders' general meetings of the Bank and shall be binding on the Bank and the shareholders, shareholder proxies, the directors, supervisors, and senior management members of the Bank attended the meeting and other relevant personnel present at the shareholders' general meeting.</p> |
| <p>Article 3 The shareholders' general meeting consists of all shareholders. Shareholders may attend the shareholders' general meeting in person, or appoint proxies to attend and vote on their behalf and specify the scope of authorization. Other persons attending the shareholders' general meeting also include directors, supervisors and other personnel the Board of Directors deems necessary to attend the shareholders' general meeting.</p> | <p>Article 3 The shareholders' general meeting consists of all shareholders. Shareholders may attend the shareholders' general meeting in person, or appoint proxies to attend and vote on their behalf and specify the scope of authorization. Other persons attending the shareholders' general meeting also include directors, supervisors and other personnel the Board of Directors deems necessary to attend the shareholders' general meeting. Shareholders of the Bank shall be entitled to the right to access information, to speak at the meeting, to enquire and to vote in accordance with laws.</p> <p>Shareholders and their proxies attending shareholders' general meetings shall comply with the provisions of relevant laws, administrative regulations, departmental regulations, the Articles of Association and these Rules, take initiative to maintain the order of the meeting and shall not violate provisions or infringe the legitimate rights and interests of other shareholders.</p> |

| Before Amendment | After Amendment |
|---|---|
| <p>Article 4 The secretary to the Board of Directors shall be responsible for the convening of the shareholders' general meeting, agendas of the meeting, the minutes and routine matters.</p> | <p>Article 4 The secretary to the Board of Directors shall be responsible for the convening preparation of the shareholders' general meeting, agendas of the meeting, the minutes of the meeting and routine matters and the office of the Board of Directors shall implement them.</p> |
| <p>Article 6 The shareholders' general meeting is the organ of power of the Bank which exercises the following functions and powers: ...</p> <p>(13) examining fixed assets investments, external guarantees, external investments, and connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, departmental regulations, provisions of the securities regulators where the Bank's stocks are listed for trading as well as the Bank's Articles and other internal system rules;</p> <p>...</p> <p>(17) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental regulations, the Listing Rules, securities regulatory body where the Bank's stocks are listed for trading, the Articles, and the Bank's other internal rules.</p> | <p>Article 6 The shareholders' general meeting is the organ of power of the Bank which exercises the following functions and powers according to laws: ...</p> <p>(13) examining fixed assets investments, external guarantees, external investments, and connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, departmental regulations, provisions of the securities regulators where the Bank's stocks are listed for trading as well as the Bank's Articles Articles of Association and other internal system rules;</p> <p>...</p> <p>(17) determining the issuance of preference shares; determining or authorizing the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends;</p> <p>(18) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental regulations, the Listing Rules, securities regulatory body where the Bank's stocks are listed for trading, the Articles Articles of Association, and the Bank's other internal rules.</p> |

| Before Amendment | After Amendment |
|--|--|
| <p>Article 8 Shareholders' general meetings include annual general meetings and extraordinary general meetings. The annual general meetings shall be held once each year and within six months from the close of the preceding accounting year. There is no stipulation on the number of extraordinary general meetings to be convened each year.</p> | <p>Article 8 Shareholders' general meetings include annual general meetings annual general meetings and extraordinary general meetings. The annual general meetings annual general meetings shall be held once each year and within six months from the close of the preceding accounting year. Where such meetings are required to be adjourned in any special circumstances, it shall report to the banking regulators under the State Council and the securities regulators where the Bank's stocks are listed for trading and state the reasons for the adjournment and announce them. There is no stipulation on the number of extraordinary general meetings to be convened each year.</p> |
| <p>Article 9 The Bank shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances: ...</p> <p>(6) Other circumstances stipulated by laws, administrative regulations, departmental regulations, the Listing Rules or the Articles of Association.</p> <p>The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request and it shall sign one or several written requests in the same form and contents and submit a clear agenda and proposals to the Board of Directors.</p> | <p>Article 9 The Bank shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances: ...</p> <p>(6) Other circumstances stipulated by laws, administrative regulations, departmental regulations, the Listing Rules or the Articles of Association.</p> <p>The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request and it shall sign one or several written requests in the same form and contents and submit a clear agenda and proposals to the Board of Directors.</p> |

| Before Amendment | After Amendment |
|--|---|
| <p>Article 10 More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting to the Board of Directors. The Board of Directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting according to the provisions of the laws, administrative regulations and the Articles within 10 days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting.</p> <p>...</p> | <p>Article 10 More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting to the Board of Directors. The Board of Directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting according to the provisions of the laws, administrative regulations and the Articles Articles of Association, within 10 days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting.</p> <p>...</p> |
| <p>Article 11 The Board of Supervisors shall have the right to propose for an extraordinary general meeting to the Board of Directors, and shall put forward its proposal to the Board of Directors in written form. The Board of Directors shall give a written reply on whether to agree or disagree to convene an extraordinary general meeting according to the provisions of the laws, administrative regulations and the Articles within 10 days after receiving the proposal.</p> <p>...</p> | <p>Article 11 The Board of Supervisors shall have the right to propose for an extraordinary general meeting to the Board of Directors, and shall put forward its proposal to the Board of Directors in written form. The Board of Directors shall give a written reply on whether to agree or disagree to convene an extraordinary general meeting according to the provisions of the laws, administrative regulations and the Articles Articles of Association within 10 days after receiving the proposal.</p> <p>...</p> |

| Before Amendment | After Amendment |
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| <p>Article 12 The following procedures shall be followed where shareholders require to convene an extraordinary general meeting or a classified shareholder meeting:</p> <p>(1) The shareholders that solely or collectively hold ten percent (10%) or more shares of the Bank can sign one or several written requests in the same form and contents to submit to the Board of Directors to require the latter to convene an extraordinary general meeting or a classified shareholders' meeting and explain the subject of the meeting. The Board of Directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting or a classified shareholders' meeting within 10 days upon receipt of the request in accordance with the laws, administrative regulations and the Articles of the Bank;</p> <p>...</p> <p>(3) Where the Board of Directors does not agree to hold an extraordinary general meeting or classified shareholders' meeting or fails to give a reply within ten (10) days upon receipt of the request, the shareholders that solely or collectively hold ten percent (10%) or more of total number of shares of the Bank shall have the right to propose the Board of Supervisors to hold an extraordinary general meeting, and shall put forward the request to the Board of Supervisors in written form;</p> <p>...</p> <p>(5) Where the Board of Supervisors fails to send out a notice on the extraordinary general meeting or classified shareholders meeting within the prescribed time limit, it shall be regarded that the Board of Supervisors will not convene or preside over the meeting, and the shareholders that solely or collectively hold ten percent (10%) or more of total number of shares of the Bank for consecutively ninety (90) or more days may hold or preside over the meeting on their own initiatives.</p> | <p>Article 12 The following procedures shall be followed where shareholders require to convene an extraordinary general meeting or a classified shareholder meeting:</p> <p>(1) The shareholders that solely or collectively hold ten percent (10%) or more shares of the Bank can sign one or several written requests in the same form and contents to submit to the Board of Directors to require the latter to convene an extraordinary general meeting or a classified shareholders' meeting and explain the subject of the meeting. The Board of Directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting or a classified shareholders' meeting within 10 days upon receipt of the request in accordance with the laws, administrative regulations and the Articles of the Bank Articles of Association;</p> <p>...</p> <p>(3) Where the Board of Directors does not agree to hold an extraordinary general meeting or classified shareholders' meeting or fails to give a reply within ten (10) days upon receipt of the request, the shareholders that solely or collectively hold ten percent (10%) or more of total number of voting shares of the Bank shall have the right to propose the Board of Supervisors to hold an extraordinary general meeting, and shall put forward the request to the Board of Supervisors in written form;</p> <p>...</p> <p>(5) Where the Board of Supervisors fails to send out a notice on the extraordinary general meeting or classified shareholders meeting within the prescribed time limit, it shall be regarded that the Board of Supervisors will not convene or preside over the meeting, and the shareholders that solely or collectively hold ten percent (10%) or more of total number of voting shares of the Bank for consecutively ninety (90) or more days may hold or preside over the meeting on their own initiatives.</p> |

| Before Amendment | After Amendment |
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| <p>Article 13 Where the Board of Supervisors or shareholders decide to convene the shareholders' general meeting on its/their own initiative, it/they shall send out a written notice to the Board of Directors, and shall put on the records of the dispatched office of the securities regulatory authority of the State Council at the locality of the Bank, the banking regulatory authority of the State Council and the Stock Exchange where the Bank's stocks are listed for trading according to the relevant provisions.</p> <p>Before the resolution of the shareholders' general meeting is announced, the shareholding proportion held by the summoning shareholders shall be no less than ten percent (10%).</p> <p>...</p> | <p>Article 13 Where the Board of Supervisors or shareholders decide to convene the shareholders' general meeting on its/their own initiative, it/they shall send out a written notice to the Board of Directors, and shall put on the records of the dispatched office of the securities regulatory authority of the State Council at the locality of the Bank, the banking regulatory authority of the State Council and the Stock Exchange where the Bank's stocks are listed for trading according to the relevant provisions.</p> <p>Before the resolution of the shareholders' general meeting is announced, the shareholding proportion proportion of voting shares of the Bank held by the summoning shareholders shall be no less than ten percent (10%).</p> <p>...</p> |

| Before Amendment | After Amendment |
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| <p>Article 16 The shareholders' general meeting shall be convened by the Board of Directors according to laws and chaired by the chairman of the Board of Directors. Where the chairman of Board of Directors is unable to perform duties or fails to perform duties, more than half of the directors shall elect one (1) director to act as the chairman of the meeting. If the Board of Directors is unable or fails to perform its duty in convening the shareholders' general meeting, the Board of Supervisors shall promptly convene and preside over the meeting. If the Board of Supervisors does not convene or preside over the meeting, the shareholders who individually or jointly hold 10% or more of the Bank's shares for not less than ninety (90) consecutive days may convene and preside over such meetings on their own initiative.</p> <p>...</p> | <p>Article 16 The shareholders' general meeting shall be convened by the Board of Directors according to laws and chairedpresided by the chairman of the Board of Directors. Where the chairman of Board of Directors is unable to perform duties or fails to perform duties, the deputy chairman of the Board of Directors shall convene and preside over the meeting; where the deputy chairman of the Board of Directors is unable to perform his/her duties, more than half of the directors shall elect one (1) director to act as the chairman of the meetingperform duties.</p> <p>Unless otherwise provided in the Articles of Association, if the Board of Directors is unable or fails to perform its duty in convening the shareholders' general meeting, the Board of Supervisors shall promptly convene and preside over the meeting. If the Board of Supervisors does not convene or preside over the meeting, the shareholders who individually or jointly hold 10% or more of the Bank's shares for not less than ninety (90) consecutive days may convene and preside over such meetings on their own initiative. If for whatever reason the shareholder can not elect a chairman of the meeting, such chairman shall be acted by the shareholder (including shareholder proxy) who attends such meeting and have the largest voting right.</p> <p>...</p> |

| Before Amendment | After Amendment |
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| <p>Article 18 A notice of the shareholders' general meeting shall at least include the following particulars and meet the provisions of Article 87 of the Articles of Association:</p> <p>(1) state the time, venue and duration of the meeting;</p> <p>(2) state the matters to be considered at the meeting;</p> <p>(3) contain a prominent statement that all shareholders entitled to attend and vote, and have the right to appoint proxies to attend and vote on his behalf and that such proxies need not be shareholders of the Bank;</p> <p>(4) the time and place for lodging proxy forms;</p> <p>(5) list the name and the phone number of the permanent contact person of the meeting.</p> <p>Unless otherwise required by relevant laws, regulations, the listing rules of the stock exchange in which the shares are listed, or the Articles of Association, the notice for the shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote at the general meeting) by special appointed person or prepaid mail, or publication on the website of the Bank or other methods stipulated in the Articles of Association. The recipient address in the register of shareholders shall prevail. For the holders of domestic shares, the notice of the shareholders' general meeting may be issued in the form of public notice.</p> <p>The public notice in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council between forty-five (45) to fifty (50) days before the date of the general meeting according to relevant requirements. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. Such notice shall also be published according to the Listing Rules.</p> | <p>Article 18 A notice of the shareholders' general meeting shall at least include the following particulars and meet the provisions of Article 87 of the Articles of Association shall comply with the following requirements:</p> <p>(1) be in writing;</p> <p>(2) state the time, venue and, duration and form of the meeting;</p> <p>(3) state the matters to be considered at the meeting and the proposals;</p> <p>(4) provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Bank proposes a merger, repurchase of shares, reorganizing the share capital or restructuring the Bank in any other way;</p> <p>(5) contain a disclosure of the nature and extent of any material interest of a director, supervisor, president or other senior management personnel in the matters for discussion and the effect of interest on his/her capacity as a shareholder insofar as it is different from the interest of the shareholders of the same class;</p> <p>(6) contain the full text of any proposed special resolution to be voted at the meeting;</p> <p>(7) contain a prominent statement that all shareholders entitled to attend and vote, and have the right to appoint proxies to attend and vote on his behalf and that such proxies need not be shareholders of the Bank a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that a proxy need not to be a shareholder;</p> |

| Before Amendment | After Amendment |
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| | <p>(8) specify the time and place for lodging proxy forms for the relevant meeting;</p> <p>(9) specify the record date on which the shareholders are eligible to attend the shareholders' general meeting; and</p> <p>(10) list the name and the phone number of the permanent contact person of the meeting.</p> <p>Unless otherwise required by relevant laws, regulations, the listing rules of the stock exchange in which the shares are listed, or the Articles of Association, the notice, information or written statement for the shareholders' general meeting shall be served on the shareholders entitled to attend (whether or not entitled to vote at the general meeting) by special appointed person or prepaid mail, or publication on the website of the Bank or other methods stipulated in the Articles of Association. The recipient address in the register of shareholders shall prevail. For the holders of domestic shares, the notice of the shareholders' general meeting may be issued in the form of public notice.</p> <p>The public notice in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory management authority of the State Council between forty-five (45) to fifty (50) days before the date of the general meeting twenty (20) to twenty-five (25) days before the date of the annual general meeting and fifteen (15) to twenty (20) days before the date of the extraordinary general meeting according to relevant requirements. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. Such notice shall also be published according to the Listing Rules.</p> |

| Before Amendment | After Amendment |
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| <p>Article 20 After the notice of the shareholders' general meeting is sent out, unless there is an incident of force majeure or other accidents or change under relevant requirements, the Board shall not change the time of the shareholders' general meeting.</p> | <p>Article 20 After the notice on convening the shareholders' general meeting sent out, unless there is an incident of force majeure or other accidents or change under relevant requirements, the Board shall not change the time of the shareholders' general meeting. the shareholders' general meeting shall not be postponed or cancelled and the proposal listed in the notice on the shareholders' general meeting shall not be cancelled without justifiable causes. In the case of any circumstance for postponement or cancellation of the meeting, the convener shall make an announcement and explain the reasons at least two (2) working days before the date for the planned shareholders' general meeting.</p> |
| <p>Article 23 The letter of attorney issued by a shareholder to entrust a proxy to attend the shareholders' general meeting shall include the following contents:</p> <p>...</p> <p>The letter of attorney shall indicate that the shareholder proxy may or may not vote if the shareholder does not make specific instructions. In the absence of a definite authorization from the shareholder, the vote by the shareholder proxy shall prevail.</p> | <p>Article 23 The letter of attorney issued by a shareholder to entrust a proxy to attend the shareholders' general meeting shall be in writing and include the following contents:</p> <p>...</p> <p>The letter of attorney shall indicate that the shareholder proxy may or may not vote can vote according to his/her own opinions if the shareholder does not make specific instructions. In the absence of a definite authorization from the shareholder, the vote by the shareholder proxy shall prevail.</p> |

| Before Amendment | After Amendment |
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| <p>Article 25 Where the board of supervisors or a shareholders that solely or collectively hold ten percent or more of the Bank's shares for not less than ninety consecutive days (the "Proposal Shareholder") propose for an extraordinary general meeting of shareholders, the following procedures shall be followed:</p> <p>The subject of the meeting and the proposal containing complete contents in line with the laws, regulations and the Articles of Association shall be submitted to the Board in writing.</p> <p>(1) The Board shall issue a notice convening the shareholders' general meeting within fifteen days upon receipt of the written proposal from the board of supervisors.</p> <p>(2) For the purpose of any proposal submitted in writing by the Proposal Shareholders to convene a shareholders' general meeting, the Board shall decide whether to convene such meeting in accordance with the laws, regulations and the Articles of Association. The decision of the Board shall be given to the Proposal Shareholder within fifteen days upon receipt of such written proposal.</p> <p>Where the Board agrees to convene a shareholders' general meeting, a notice of the shareholders' general meeting shall be given, in which the Proposal Shareholder's consent shall be obtained in respect of any changes to the original proposals. After the notice is given, the Board shall neither propose any new proposals nor change the time for the shareholders' general meeting without any consent of the Proposal Shareholder.</p> <p>(3) Where the Proposal Shareholder decides to convene an extraordinary general meeting of shareholders on its own initiative, it shall notify the Board in writing, and issue a notice convening the meeting. The procedures for holding a meeting shall be in compliance with the requirements under the Articles of Association, these Rules and other normative documents.</p> | <p>Delete</p> |

| Before Amendment | After Amendment |
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| <p>Article 26 When a shareholders' general meeting is held by the Bank, if required by the relevant laws, regulations or the Listing Rules, all the directors and supervisors and the secretary to the Board of Directors shall attend the meeting, and the president and other senior management personnel shall attend the meeting as non-voting delegates.</p> | <p>Article 26 When a shareholders' general meeting is held by the Bank, if required by the relevant laws, regulations or the Listing Rules, all the directors and supervisors and the secretary to the Board of Directors shall attend the meeting, and the president and other senior management personnel shall attend the meeting as non-voting delegates.</p> |
| <p>Article 28 ... The shareholders that solely or collectively hold three percent or more of the voting shares of the Bank may put forward an interim proposal and submit it to the office of the Board in written form ten days before the shareholders' general meeting is held. The Board shall issue a supplementary notice on the meeting and announce the contents of the interim proposal within two days upon receipt of the aforesaid proposal and submit it to the shareholders' general meeting for consideration. If the listing rules state otherwise where the Bank's stocks are listed, the contents shall meet the rules as well.</p> <p>...</p> | <p>Article 28 ... The shareholders that solely or collectively hold three percent or more of the voting shares of the Bank may put forward an interim proposal and submit it to the office of the Board convener in written form ten days before the shareholders' general meeting is held. The Board convener shall issue a supplementary notice on the meeting and announce the contents of the interim proposal within two days upon receipt of the aforesaid proposal and submit it to the shareholders' general meeting for consideration. If the listing rules state otherwise where the Bank's stocks are listed, the contents shall meet the rules as well.</p> <p>...</p> |
| <p>Article 39 The shareholders (including proxies) shall exercise their voting rights according to the number of voting shares that they hold at the shareholders' general meeting, and each share shall carry one voting right. However, the Bank has no voting right for the shares it holds.</p> <p>...</p> | <p>Article 39 The shareholders (including proxies) shall exercise their voting rights according to the number of voting shares that they hold at the shareholders' general meeting, and each share shall carry one voting right. However, the Bank has no voting right for the shares it holds, and such part of shares shall not be included in the total amount of voting shares of the shareholders that attend the shareholders' general meeting.</p> <p>...</p> |

| Before Amendment | After Amendment |
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| <p>Article 45 The shareholders shall duly complete the written ballot paper as required.</p> <p>The shareholders attending the shareholders' general meeting shall deliver one of the following kinds of opinion on the proposals put forward for voting: consent, objection or abstention. Where shareholders attending the shareholders' general meeting cast abstention votes, such votes will not be counted in the total number of shares of voting in the calculation of relevant poll results.</p> <p>Voters, whose ballots are not filled in, wrongly filled in or unintelligible shall be regarded as having abandoned their voting rights and the voting results of their shares shall be regarded as "abstention".</p> | <p>Article 45 The shareholders shall duly complete the written ballot paper as required.</p> <p>The shareholders attending the shareholders' general meeting shall deliver one of the following kinds of opinion on the proposals put forward for voting: consent, objection or abstention. Where shareholders attending the shareholders' general meeting cast abstention votes, such votes will not be counted in the total number of shares of voting in the calculation of relevant poll results.</p> <p>Voters, whose ballots are not filled in, wrongly filled in or unintelligible shall be regarded as having abandoned their voting rights and the voting results of their shares shall be regarded as "abstention".</p> |

| Before Amendment | After Amendment |
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| <p>Article 46 The poll taken on each matter considered in the meeting shall be counted by at least two shareholder representatives and one supervisor. The counting results shall be made public on spot by those who count the votes as appointed by the chairman of the meeting. In the meantime, vote monitors shall be qualified as and when stipulated in the provisions of relevant laws, regulations or Listing Rules.</p> | <p>Article 46 The poll taken on each matter considered in the meeting shall be counted by at least two shareholder representatives and one supervisor. The counting results shall be made public on spot by those who count the votes as appointed by the chairman of the meeting. In the meantime, vote monitors shall be qualified as and when stipulated in the provisions of relevant laws, regulations or Listing Rules.</p> <p>Before the shareholders' general meeting votes on proposals, it shall recommend two shareholder representatives to take part in the calculation and monitoring of the cast of ballots. In case any matter for deliberation concerns the interest of any shareholder, such shareholder and his/her proxy shall not take part in the calculation and monitoring of the cast of ballots.</p> <p>When the shareholders' general meeting is voting on the proposals, the lawyers, representatives of shareholders and supervisors shall be jointly responsible for the calculation and monitoring of ballots, and the voting results shall be announced on the site and shall be recorded in the minute of the meeting.</p> <p>The shareholders or their proxies that vote through network or by any other means shall have the right to check their voting results through the corresponding voting system.</p> |
| <p>Article 50 All proposals stated in the agenda shall be voted individually at the shareholders' general meeting. Voting shall not be suspended or aborted for any reason. If there is more than one proposal on the same business at the shareholders' general meeting, the resolution by way of voting shall be conducted in the order of the time such proposals are proposed.</p> | <p>Delete</p> |

| Before Amendment | After Amendment |
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| <p>Article 51 The following matters shall be passed by way of ordinary resolution at the shareholders' general meeting:</p> <p>...</p> <p>(7) Other matters other than those stated to be passed by special resolutions according to laws, administrative regulations, the Listing Rules or the Articles of Association.</p> | <p>Article 51 The following matters shall be passed by way of ordinary resolution at the shareholders' general meeting:</p> <p>...</p> <p>(7) Other matters other than those stated to be passed by special resolutions according to laws, administrative regulations, the Listing Rules or the Articles Articles of Association.</p> |
| <p>Article 52 The following matters shall be resolved by way of special resolutions at the shareholders' general meeting:</p> <p>...</p> <p>(5) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental regulations, the provisions of the securities regulatory authority of the locality where the Bank's stocks are listed as well as the provisions of the Articles of Association and other internal system;</p> <p>(6) Equity incentive plan;</p> <p>(7) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Bank shares are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution at the shareholders' general meeting, which may have a significant impact on the Bank and require adoption by way of a special resolution.</p> | <p>Article 52 The following matters shall be resolved by way of special resolutions at the shareholders' general meeting:</p> <p>...</p> <p>(5) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental regulations, the provisions of the securities regulatory authority of the locality where the Bank's stocks are listed as well as the provisions of the Articles Articles of Association and other internal system;</p> <p>(6) Equity incentive plan;</p> <p>(7) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Bank shares are listed or the Articles Articles of Association, as well as other matters, as determined by way of an ordinary resolution at the shareholders' general meeting, which may have a significant impact on the Bank and require adoption by way of a special resolution.</p> |
| <p>Article 55 The list of directors and supervisors candidates shall be submitted to the shareholders' general meeting for voting in the form of proposal. All directors of the Bank shall be elected at the shareholders' general meetings; and supervisors as shareholder representatives shall be elected at the shareholders' general meetings.</p> | <p>Article 55 The list of directors and supervisors candidates shall be submitted to the shareholders' general meeting for voting in the form of proposal. All directors of the Bank shall be elected at the shareholders' general meetings; and supervisors as shareholder representatives not appointed from employee representatives shall be elected at the shareholders' general meetings.</p> |

| Before Amendment | After Amendment |
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| <p>Article 59 Attendance of shareholders, number of their shares, proxy forms, results of each resolution, minutes of the meeting and the validity of the procedure to hold the meeting shall be verified by written legal opinion issued by an engaged law firm or be notarially certified if required.</p> | <p>Article 59 Attendance of shareholders, number of their shares, proxy forms, results of each resolution, minutes of the meeting and the validity of the procedure to hold the meeting shall be verified by written legal opinion issued by an engaged law firm or be notarially certified if required. When a shareholders' general meeting is being held, the Bank shall engage lawyers to observe the meeting, give legal opinions as to the matters set out below and, make announcements as to the matters set out below as required by the rules of the jurisdiction in which the shares of the Bank are listed:</p> <p>(1) whether the procedures for convening and holding the shareholders' general meeting are in compliance with the laws, administrative regulations and the Articles of Association;</p> <p>(2) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(3) verify the qualifications of shareholders who have put forward new proposals at the shareholders' general meeting;</p> <p>(4) whether the voting procedures and voting outcome of the shareholders' general meeting are legal and valid; and</p> <p>(5) legal opinions on other relevant issues as requested by the Bank.</p> |
| <p>Article 62 Upon approval by the shareholders' general meeting, these Rules shall come into effect from the date on which the Bank is listed.</p> | <p>Article 62 Upon approval by the shareholders' general meeting, these Rules shall come into effect from the date on which the Bank is listed.</p> |

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 Rules of Procedures for Board Meetings are compared against the existing Rules of Procedures for Board Meetings for ease of reference. After addition of the new articles, the articles have been re-numbered accordingly. The following amendments will become effective upon approvals by the Shareholders.

| Before Amendment | After Amendment |
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| <p>Article 5 The Board of Directors shall be responsible for the shareholders' general meeting and exercise the following functions and powers:</p> <p>.....</p> <p>(20) other functions and powers conferred by laws, administrative regulations, departmental regulations, rules (including the Listing Rules) or the Articles of Association.</p> <p>.....</p> | <p>Article 5 The Board of Directors shall be responsible for the shareholders' general meeting and exercise the following functions and powers:</p> <p>.....</p> <p>(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;</p> <p>(21) other functions and powers conferred by laws, administrative regulations, departmental regulations, rules (including the Listing Rules) or the Articles of Association.</p> <p>.....</p> |

| Before Amendment | After Amendment |
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| <p>Article 6 The Board of Directors can set up special committees such as Strategy Committee, Risk Management Committee, Related-party Transaction Control Committee, Audit Committee and Nomination and Remuneration Committee and Consumer Rights Protection Committee according to the requirements of the law, regulations and rules, and may also set up other special committees as needed. 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. The rules of procedures for the meetings and work procedures of each of the special committees of the Board of Directors shall be established by the Board of Directors.</p> | <p>Article 6 The Board of Directors can set up special committees such as Strategy Committee, Risk Management Committee, Related-party Transaction Control Committee, Audit Committee and Nomination and Remuneration Committee and Consumer Rights Protection Committee according to the requirements of the law, regulations and rules, and may also set up other special committees as needed. 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. 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. The rules of procedures for the meetings and work procedures of each of the special committees of the Board of Directors shall be established by the Board of Directors.</p> |
| <p>Article 8 Directors shall be entitled to the following rights:</p> <p>.....</p> <p>(7) Other duties and powers as stipulated by the Articles of Associations, the Listing Rules, and as authorized by the Shareholders' General Meeting.</p> | <p>Article 8 Directors shall be entitled to the following rights:</p> <p>.....</p> <p>(7) Other duties and powers as stipulated by laws, administrative regulations, departmental regulations, relevant rules of relevant regulatory bodies, the Articles of Associations, the Listing Rules, and as authorized by the Shareholders' General Meeting.</p> |

| Before Amendment | After Amendment |
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| <p>New</p> | <p>Article 12 The Bank shall take measures to protect directors’ right to access information, and ensure the truthfulness and completeness of information provided. The Bank shall inform all directors of the decisions of the Board of Directors according to the Articles of Association and these Rules, and provide them with relevant materials. The Bank shall take measures to protect directors’ right to attend the meeting of the Board of Directors, and offer them with facilities necessary for performing their duties. Relevant personnel of the Bank shall actively assist directors exercising their powers without rejection, obstruction or concealment, nor shall they interfere in the directors’ exercise of powers. Under appropriate circumstances, directors may need independent professional opinions to perform their duties, with the fees being paid by the Bank. Relevant requirements shall be submitted to the chairman or meeting of the Board of Directors or special committees of the Board of Directors in written form. The secretary to the Board of Directors shall select eligible persons or agencies in relevant procedures to provide directors with professional opinions.</p> |
| <p>Article 16 The chairman of the Board of Directors shall perform the following duties: When the chairman of the Board of Directors is unable or fails to perform the duties, a director elected by more than half of all the directors shall perform the duties.</p> | <p>Article 16 The chairman of the Board of Directors shall perform the following duties: When the chairman of the Board of Directors is unable or fails to perform the duties, the deputy chairman shall perform the duties on his behalf; when the deputy chairman is unable or fails to perform the duties, a director elected by more than half of all the directors shall perform the duties on his behalf.</p> |

| Before Amendment | After Amendment |
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| <p>Article 19 The secretary to the Board of Directors could concurrently serve as the chief of the office of Board of Directors, responsible for the work of the office of Board of Directors and the daily management work of each committee secretary. The Bank could set up the post of company secretary under the Listing Rules, who could assist the secretary to the Board of Directors in performing the duties provided in Article 16 above except for those stipulated by the Listing Rules and other relevant laws and regulations.</p> | <p>Article 19 The secretary to the Board of Directors could concurrently serve as the chief of the office of Board of Directors, responsible for the work of the office of Board of Directors and the daily management work of each committee secretary. The Bank couldshall set up the post of company secretary under the Listing Rules, who could assist the secretary to the Board of Directors in performing the duties provided in Article 16 above except for those stipulated by the Listing Rules and other relevant laws and regulations.</p> |
| <p>Article 22 The Bank will hold one meeting chaired by the chairman only with non-executive directors (including independent non-executive directors) every year in order to carry out an independent audit on the business status of the Bank and perform other duties under the Listing Rules.</p> | <p>Article 22 The Bank will hold one meeting chaired by the chairman only with independent non-executive directors (including independent non-executive directors) every year in order to carry out an independent audit on the business status of the Bank and perform other duties under the Listing Rules.</p> |
| <p>Article 23 Each director has proposal right. The office of the Board of Directors shall generally collect proposals from directors within fifteen (15) days before the convening of the meeting. Directors who have proposals shall submit the written proposals with signature and explanation to the secretary to Board of Directors within ten (10) days before the meeting. The proposals shall be submitted to the chairman of the Board of Directors through the secretary to the Board of Directors to determine whether they shall be listed on the proposals of the meeting of the Board of Directors.</p> | <p>Article 23 The following persons or institutions may submit proposals to the Board of Directors:</p> <ul style="list-style-type: none"> (1) shareholders individually or jointly holding more than ten percent (10%) of the total voting shares of the Bank; (2) chairman of the Board of Directors; (3) More than one third of the directors; (4) More than half of the independent directors; (5) Special committees under the Board of Directors; (6) the Board of Supervisors; (7) the president. |

| Before Amendment | After Amendment |
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| | <p>The office of the Board of Directors shall generally collect proposals from directors proposers within twenty four (24) twenty (20) days before the convening of the meeting. Directors who have proposals shall submit the written proposals with signature and explanation to the secretary to Board of Directors within ten (10) days before the meeting. The proposals shall be submitted to the chairman of the Board of Directors through the secretary to the Board of Directors to determine whether they shall be listed on the proposals of the meeting of the Board of Directors. The proposer may designate relevant departments of the Bank as the undertaker and be specifically responsible for the draft, amendment and other work on the proposals. The proposer shall assist the Office of the Board of Directors submitting relevant proposals within the time limit, and shall be jointly held responsible for the legality, accuracy and completeness of the proposals with the undertaker according to relevant laws, administrative regulations, rules and the Articles of the Bank, and shall take the responsibility for interpretation of these proposals. A proposal shall be structurally complete, and include two parts – note and text. When necessary, it shall also introduce the modification and amendment according to directors' suggestions.</p> |
| New | <p>Article 29 Before holding of each meeting of the Board of Directors, corresponding special committees under the Board of Directors shall hold meetings in advance according to their working rules, make full preparation for their respective items, and provide directors with necessary materials or information by the secretary to the Board of Directors. As to proposals falling in the responsibilities of special committees of the Board of Directors, the chairperson of the committee shall report to the Board of Directors on the discussion results.</p> |

| Before Amendment | After Amendment |
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| <p>Article 30 Each director shall have one voting right. The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors, unless otherwise stipulated in the Articles of Association or the Listing Rules.</p> <p>The director that has associated relationship with the resolution at the meeting of the Board of Directors about the related transactions shall not exercise the right to vote on the resolution, nor exercise voting rights on behalf of other directors. The meeting of the Board of Directors could be held upon the attendance of directors without associated relationship, and the resolution of the meeting of the Board of Directors shall be passed upon the approval of directors without associated relationship. The matters that shall be passed upon the approval of more than two thirds (2/3) of the directors of the Board must be passed upon the approval of more than two thirds (2/3) of the directors without associated relationship. In the event of less than three (3) attending directors without associated relationship, the matter shall be submitted to the shareholders' general meeting for deliberation.</p> <p>When the credit extension of shareholders (in particular, substantial shareholders) of the Bank is overdue, the voting right of the director(s) appointed by them at the meeting of the Board of Directors shall be limited.</p> <p>When a shareholder pledges 50% or more of his/her equity in the Bank, the voting right of the director(s) appointed by them at the meeting of the Board of Directors shall be limited.</p> | <p>Article 30 Each director shall have one voting right. The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors, unless otherwise stipulated in the Articles of Association or the Listing Rules.</p> <p>The director that has associated relationship with the resolution at the meeting of the Board of Directors about the related transactions shall not exercise the right to vote on the resolution, nor exercise voting rights on behalf of other directors. The meeting of the Board of Directors could be held upon the attendance of directors without associated relationship, and the resolution of the meeting of the Board of Directors shall be passed upon the approval of directors without associated relationship. The matters that shall be passed upon the approval of more than two thirds (2/3) of the directors of the Board must be passed upon the approval of more than two thirds (2/3) of the directors without associated relationship. In the event of less than three (3) attending directors without associated relationship, the matter shall be submitted to the shareholders' general meeting for deliberation.</p> <p>When the credit extension of shareholders (in particular, substantial shareholders) of the Bank is overdue, the voting right of the director(s) appointed by them at the meeting of the Board of Directors shall be limited. director(s) nominated by such shareholders shall not exercise voting rights at the meeting of the Board of Directors and not be counted in the number of attendees at the meeting of the Board of Directors.</p> <p>When a shareholder pledges 50% or more of his/her equity in the Bank, the voting right of the director(s) appointed by them at the meeting of the Board of Directors shall be limited. director(s) nominated by such shareholders shall not exercise voting rights at the meeting of the Board of Directors and not be counted in the number of attendees at the meeting of the Board of Directors.</p> |

| Before Amendment | After Amendment |
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| <p>Article 32 The voting of the 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 meeting of the Board of Directors may be held in a communication voting method and make resolutions, and signed by the attending directors. 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 32 Unless it is otherwise required by the listing rules of the stock exchange where the Bank's stocks are listed for trading, the meeting of the 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. may be convened by members attending in person (including video and telephone dial-in) or by way of voting in a communication way. The voting method for the meetings convened by members attending in person is by hand or on a poll, and the voting method for the meetings convened by way of communication is by circulation of a written resolution.</p> <p>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.</p> |

| Before Amendment | After Amendment |
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| | <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 meeting of the Board of Directors may be held in a communication voting method and make resolutions, and signed by the attending directors 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.</p> <p>If the meeting is convened by way of communication, 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 communication.</p> <p>The Bank’s 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 |
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| New | Article 34 Chairman of the Board of Directors shall urge relevant persons to implement resolutions of the Board of Directors, and inspect the implementation of the resolutions. The implementation of the resolutions of the Board of Directors shall be reported to the Board of Directors in a timely manner. |
| <p>Article 37 Minutes of the meeting of the Board of Directors includes the following contents:</p> <p>(1) the date and place of the meeting as well as the name of the convener;</p> <p>(2) names of directors attending the meeting and names of the directors appointed by and on behalf of other directors (the proxy) to attend;</p> <p>(3) agenda of the meeting;</p> <p>(4) main points of directors' speeches;</p> <p>(5) methods and results of voting on each resolution (the voting results should clearly contain the number of votes of consenting, objecting and abstaining).</p> | <p>Article 37 Minutes of the meeting of the Board of Directors includes the following contents:</p> <p>(1) the date and place of the meeting as well as the name of the convener and the president;</p> <p>(2) sending of the notice of meeting;</p> <p>(3) names of directors attending the meeting and names of the directors appointed by and on behalf of other directors (the proxy) to attend;</p> <p>(4) agenda of the meeting;</p> <p>(5) main points of directors' speeches;</p> <p>(6) methods and results of voting on each resolution (the voting results should clearly contain the number of votes of consenting, objecting and abstaining);</p> <p>(7) other issues that the attending Directors think should be recorded;</p> <p>(8) other matters that shall be recorded in accordance with laws, administrative regulations and regulatory documents.</p> |
| <p>Article 39 These Rules, after approval by the shareholders' general meeting, shall become effective on the date of listing of the Bank.</p> | <p>Article 39 These Rules, after approval by the shareholders' general meeting, shall become effective on the date of listing of the Bank.</p> |

SUPPLEMENTAL NOTICE OF AGM



锦州银行股份有限公司

Bank of Jinzhou Co., Ltd.*

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

(Stock Code: 0416)

(Stock Code of Preference Shares: 4615)

SUPPLEMENTAL NOTICE OF 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

SUPPLEMENTAL NOTICE OF AGM

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

SUPPLEMENTAL NOTICE OF AGM

- (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.*