
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bank of Jinzhou Co., Ltd.*, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

(Stock Code: 0416)

(Stock Code of Preference Shares: 4615)

AUTHORIZATION TO ISSUE CAPITAL BONDS AND NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

The Letter from the Board is set out on pages 3 to 7 of this circular.

Notice convening the EGM to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC on Friday, 24 September 2021 are set out on pages 8 to 9 of this circular. The proxy form for use at the EGM is also enclosed with this circular. If you intend to attend the EGM by proxy, you are required to complete and return the enclosed proxy form(s) in accordance with the instructions printed thereon to the H Share Registrar, 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 EGM (i.e. by Thursday, 23 September 2021 at 9:30 a.m.) or any adjournment thereof. Completion and return of the proxy form(s) shall not preclude you from attending and voting in person at the EGM 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 EGM 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, and no refreshment for attendees. The Bank suggests that Shareholders appoint the chairman of the EGM as his/her/its proxy to vote on the relevant resolutions at the EGM instead of attending the EGM 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 circular, the following expressions have the meanings set out below unless the context requires otherwise.

“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 and offshore preference shares are listed on the Stock Exchange
“Board”	the board of Directors
“Capital Bonds”	the undated capital bonds and/or tier-two capital bonds proposed to be issued by the Bank
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary share(s) in the capital of the Bank with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities
“EGM”	the 2021 first extraordinary 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, 24 September 2021 or any adjournment thereof
“H 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 and traded in Hong Kong dollars and listed on the Main Board of the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share registrar of the Bank
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Ordinary Share(s)” or “Share(s)” the Domestic Share(s) and/or the H Share(s), excluding the offshore preference shares of the Bank

“Ordinary Shareholder(s)” or “Shareholder(s)” the holder(s) of Ordinary Share(s)

“PRC” the People’s Republic of China, for the purpose of this circular, includes the domestic People’s Republic of China but excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region

“RMB” Renminbi, the lawful currency of the PRC

“Stock Exchange” The Stock Exchange of Hong Kong Limited

* *The Bank 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.*

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, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

Independent non-executive Directors:

WU Jun
XIE Taifeng
XIAO Geng
WANG Xiongyuan
SU Mingzheng

9 August 2021

To the Shareholders,

Dear Sir/Madam,

**AUTHORIZATION TO ISSUE CAPITAL BONDS
AND
NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Bank dated 29 July 2021 in relation to, among other things, the proposal on issue and authorization on Capital Bonds. The Bank will convene the EGM on 24 September 2021 (Friday), a notice thereof is set out on pages 8 to 9 of this circular, at which a resolution will be proposed to consider and approve the issue of the Capital Bonds.

LETTER FROM THE BOARD

The purpose of this circular is to set out the notice of the EGM and provide you with the details of the aforesaid resolution.

THE PROPOSAL ON ISSUE OF AND AUTHORIZATION ON CAPITAL BONDS

(I) The Issue of Capital Bonds

In order to continuously satisfy the regulatory requirements on capital, taking into consideration the maturity of the Bank's capital instruments in the next two years and to retain appropriate buffer, the Bank intends to issue undated capital bonds and/or tier-two capital bonds in one or several tranches in due course to replenish the other tier-one and/or tier-two capital of the Bank, subject to the approvals of the EGM and relevant regulatory authorities.

Types of instruments	:	the Capital Bonds proposed to be issued are undated capital bonds and/or tier-two capital bonds, which shall meet the eligibility criteria for other tier-one and/or tier-two capital instruments of commercial banks under the Administrative Measures on Capital of Commercial Banks (Trial) (《商業銀行資本管理辦法(試行)》)
Issue size	:	not more than RMB18.0 billion (inclusive) of undated capital bonds and/or tier-two capital bonds in aggregate, and may be issued in one or several tranches provided that the accumulated issue size may not exceed RMB18.0 billion within the validity period of the resolution, and it is preliminarily expected that the undated capital bonds will not exceed RMB10.0 billion and the tier-two capital bonds will not exceed RMB8.0 billion
Redemption option	:	the Bank shall be entitled to redeem the Capital Bonds to be issued in whole or in part with the approval of the regulatory authorities after five years from the date of issuance
Means of loss absorption	:	upon the occurrence of the triggering events specified in the issuing document(s), losses will be absorbed in full or in part by means of write-down
Term	:	undated capital bonds: consistent with the duration of the ongoing operation of the Bank tier-two capital bonds: not less than five years (inclusive)
Coupon interest rate	:	to be determined with reference to the market interest rate

LETTER FROM THE BOARD

Use of proceeds	:	in accordance with the applicable laws and regulations and subject to the approval of the regulatory authorities, undated capital bonds: to replenish the other tier-one capital of the Bank tier-two capital bonds: to replenish the tier-two capital of the Bank
Issue place	:	domestic markets
Validity period of the resolution	:	from the date of consideration and approval at the EGM to 31 December 2023

The proposed issue of the Capital Bonds is subject to the approval of the Shareholders by a special resolution at the EGM, as well as the approvals of the China Banking and Insurance Regulatory Commission or its branches and other relevant regulatory authorities.

(II) Matters Relating to the Authorization

In order to smoothly promote the issue of the Capital Bonds and effectively grasp the issue time window, it will be proposed at the EGM to authorize the Board to handle matters relating to the Capital Bonds under the principles and framework as considered and passed at the EGM and pursuant to the aforementioned proposal on issue of the Capital Bonds. Such authorization includes but is not limited to the followings:

1. Determining matters relating to the issue to be applied to the regulatory authorities, such as the issue type, issue size, the method to determine the issue window, the method to determine the issue targets, and the method to determine the coupon interest rate.
2. Determining the specific terms for issue including the actual issue type, specific issue timing, number of issue times/tranches, actual issue place, issue method, issue period, issue amount, actual issue targets, issue interest rate, write-down or conversion triggering conditions, specific use of proceeds and guarantees, based on actual conditions.
3. Reporting to relevant regulatory authorities on the issue of the Capital Bonds, and making appropriate adjustments to the issuance proposal, reporting documents, bond name, formulation of the terms and other matters relating to the Capital Bonds in accordance with the regulations and approval requirements issued by the relevant regulatory authorities.
4. Signing necessary documents, appointing intermediaries such as underwriters, credit rating agencies, certified public accounting firms and law firms.

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5. Arranging matters relating to the payment of principal and interest, the exercise of the redemption option subject to the redemption conditions and dealing with redemption, write-downs or conversions in accordance with the regulations and approval requirements issued by the relevant regulatory authorities.
6. Other specific matters relating to the issue of the Capital Bonds.

It is also proposed at the EGM that the chairman, president and secretary to the Board of the Bank be delegated to determine and execute all such authorizations in connection with the issuance of the Capital Bonds, either individually or jointly, within the said issuance and authorization scheme. If, within the term of the resolution, the Board or its authorized persons has decided to issue the Capital Bonds and the Bank has also obtained regulatory approval, permission, filing or registration (if applicable) for the issue of the Capital Bonds within the term of the resolution, the Board or its authorized persons may decide that the Bank shall implement and complete the issuance of the Capital Bonds within the period of validity recognized in such approval, permit, filing or registration. This authorization shall be valid from the date of approval by the EGM and ending on 31 December 2023.

THE EGM

The EGM 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, 24 September 2021. Notice of the EGM is set out on pages 8 to 9 of this circular.

If you are eligible and intend to attend the EGM, please complete and return the reply slip, in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding the EGM or any adjournment thereof.

Shareholders who intend to attend the EGM by proxy are required to complete and return the proxy form(s) in accordance with the instructions printed thereon to the H Share Registrar, 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 not later than 24 hours before the time appointed for the holding of the EGM (i.e. by Thursday, 23 September 2021 at 9:30 a.m.) or any adjournment thereof. Completion and return of the proxy form(s) shall not preclude you from attending and voting in person at the EGM or any adjourned meeting(s) should you so wish.

VOTING BY POLL AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the EGM must be taken by poll. The chairman of the EGM will therefore demand a poll for every such resolution put to the vote at the EGM. On a poll, every Shareholder present in person or by

LETTER FROM THE BOARD

proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share of the Bank registered in his or her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

Please be advised that pursuant to Article 73 of the Articles of Association, when the number of Shares pledged by a Shareholder reaches or exceeds 50% of his/her/its holding of Shares in the Bank, the voting rights of such Shareholder at general meetings and the voting rights of Director(s) nominated by such Shareholder at Board meetings shall be restricted. In addition, pursuant to Article 64 of the Articles of Association, when the credit extension of a Shareholder is overdue, his/her voting right in the general meeting and voting right of the Board member nominated by him/her in the Board of Directors shall be limited.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of members of the Bank will be closed from Wednesday, 25 August 2021 to Friday, 24 September 2021 (both days inclusive), during which period no transfer of Shares will be effected. The record date for entitlement to attend and vote at the EGM is Wednesday, 25 August 2021. In order to be eligible to attend and vote at the EGM, all transfer documents together with the relevant share certificates and other appropriate documents 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, 24 August 2021.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolution set out in the notice of the EGM for Shareholders' consideration and approval is in the best interests of the Bank and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favor of the resolution set out in the notice of the EGM which is to be proposed at the EGM.

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

Jinzhou, Liaoning Province, the PRC

9 August 2021

* *For identification only.*

NOTICE OF EGM



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

(Stock Code: 0416)

(Stock Code of Preference Shares: 4615)

NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 first extraordinary general meeting (the “**EGM**”) of Bank of Jinzhou Co., Ltd. (the “**Bank**”) will be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the People’s Republic of China (the “**PRC**”) at 9:30 a.m. on Friday, 24 September 2021 to consider and, if thought fit, to pass, with or without modifications, the following special resolution:

1. To consider and approve the Bank’s proposal on issue of and authorization on capital bonds.

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

Jinzhou, Liaoning Province, the PRC

9 August 2021

Notes:

1. The register of members of the Bank will be closed from Wednesday, 25 August 2021 to Friday, 24 September 2021, (both days inclusive), during which period no transfer of the Bank’s shares (the “**Shares**”) will be effected. In order to be eligible to attend and vote at the EGM, all transfer documents together with the relevant share certificates and other appropriate documents 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, 24 August 2021.
2. Shareholders of the Bank (the “**Shareholders**”) who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy 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 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 EGM (i.e. by Thursday, 23 September 2021 at 9:30 a.m.). If the form of proxy is signed by a person under a power of attorney or other authority, a notorially 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 shall not preclude Shareholders from attending and voting in person at the EGM or any adjourned meeting(s) should you so wish.

NOTICE OF EGM

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 EGM as his/her/its proxy to vote at the EGM instead of attending the EGM in person.

5. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the EGM. If corporate Shareholders appoints authorised representative to attend the EGM, 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 EGM.
6. Shareholders who intend to attend the EGM 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, 4 September 2021.
7. The EGM is expected to be held for less than half a day.
8. The name and address of the Bank's H share registrar is as follows:

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai,
Hong Kong

Tel: 852-2862 8555
Fax: 852-2865 0990
9. The registered office of the Bank in the PRC is as follows:

No. 68 Keji Road
Jinzhou City
Liaoning Province
The PRC

Contact person: An Wei
Tel: 86-416-4516081
10. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the EGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Bank in respect of the joint holding.
11. The details of the aforesaid resolution proposed for the consideration and approval of the EGM is set out in the circular despatched by the Bank.

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.

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