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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 **Jilin Jiutai Rural Commercial Bank Corporation Limited**, you should at once hand this circular and the form of proxy and reply slip that have been despatched to you, to the purchaser or 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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JILIN JIUTAI RURAL COMMERCIAL BANK CORPORATION LIMITED*

吉林九台農村商業銀行股份有限公司*

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

(Stock Code: 6122)

PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE ISSUE PLANS AND RELEVANT AUTHORIZATIONS FOR THE PRIVATE PLACEMENT OF DOMESTIC SHARES AND THE NON-PUBLIC ISSUANCE OF H SHARES

The First EGM of 2019 of Jilin Jiutai Rural Commercial Bank Corporation Limited will be convened at 9:30 a.m. on Thursday, October 24, 2019 at the conference room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC. The Second Domestic Share Class Meeting of 2019 will be convened at 10:00 a.m. on the same day or immediately upon the conclusion of the First EGM of 2019, whichever is later. The Second H Share Class Meeting of 2019 will be convened at 10:30 a.m. on the same day or immediately upon the conclusion of the Second Domestic Share Class Meeting of 2019, whichever is later. The notices, proxy forms and reply slips of the First EGM of 2019, the Second Domestic Share Class Meeting of 2019 and the Second H Share Class Meeting of 2019 have been despatched to the Shareholders of the Bank on September 6, 2019.

If you intend to attend the First EGM of 2019 and/or the Second H Share Class Meeting of 2019 in person or by proxy, you are required to complete and return the reply slips to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, on or before Friday, October 4, 2019.

Whether or not you are able to attend the First EGM of 2019 and/or the Second H Share Class Meeting of 2019, you are advised to read the notices of the First EGM of 2019 and the Second H Share Class Meeting of 2019 and to complete and return the proxy forms in accordance with the instructions printed thereon as soon as possible to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), by hand or by post not less than 24 hours before the time designated for convening the First EGM of 2019 and/or the Second H Share Class Meeting of 2019 or any adjournment thereof. Completion and return of the proxy forms will not preclude you from attending and voting in person at the First EGM of 2019 and/or the Second H Share Class Meeting of 2019 or any adjournment thereof.

* *Jilin Jiutai Rural Commercial Bank Corporation Limited 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/deposit-taking business in Hong Kong*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Bank, as amended, supplemented or otherwise modified from time to time
“Bank”	Jilin Jiutai Rural Commercial Bank Corporation Limited (吉林九台農村商業銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange
“Board”	the board of Directors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	domestic share(s) in the share capital of the Bank, with a nominal value of RMB1.00 each, which is(are) subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“EGM” or the “First EGM of 2019”	The first extraordinary general meeting of 2019 of the Bank to be held at 9:30 a.m. on Thursday, October 24, 2019 at the conference room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Share(s)”	the overseas listed foreign share(s) in the share capital of the Bank, with a nominal value of RMB1.00 each, which is(are) listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars (stock code: 6122)
“H Shareholder(s)”	holder(s) of H Share(s)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Jilin AIC”	Jilin Administration for Industry & Commerce (吉林省工商行政管理局)
“Latest Practicable Date”	September 6, 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)
“Non-public Issuance of H Shares”	the proposed non-public issuance of H Shares with an amount of not more than 151,800,000 Shares
“PRC”	the People’s Republic of China, for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region and Taiwan Region
“Private Placement of Domestic Shares”	the proposed private placement of Domestic Shares with an amount between 200,000,000 Shares and 400,000,000 Shares
“RMB”	Renminbi, the lawful currency of the PRC
“Second Domestic Share Class Meeting of 2019”	the second Domestic Share class meeting of 2019 to be held at 10:00 a.m. on Thursday, October 24, 2019 or immediately after the conclusion of the EGM, whichever is later, at the conference room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC
“Second H Share Class Meeting of 2019”	the second H Share class meeting of 2019 to be held at 10:30 a.m. on Thursday, October 24, 2019 or immediately after the conclusion of the Second Domestic Share Class Meeting of 2019, whichever is later, at the conference room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC
“Share(s)”	share(s) of the Bank, including Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of Share(s) of the Bank, including Domestic Shareholder(s) and H Shareholder(s)
“Supervisor(s)”	the supervisor(s) of the Bank

LETTER FROM THE BOARD



JILIN JIUTAI RURAL COMMERCIAL BANK CORPORATION LIMITED*

吉林九台農村商業銀行股份有限公司*

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

(Stock Code: 6122)

Executive Directors:

Mr. Gao Bing (*Chairman*)
Mr. Liang Xiangmin
Mr. Yuan Chunyu

Non-executive Directors:

Mr. Cui Qiang
Mr. Wu Shujun
Mr. Zhang Xinyou
Mr. Wang Baocheng
Mr. Zhang Yusheng

Independent Non-executive Directors:

Dr. Fu Qiong
Mr. Jiang Ning
Ms. Zhang Qiuhua
Mr. Chung Wing Yin
Mr. Yang Jinguan

Registered office:

No. 504 Xinhua Main Street
Jiutai District
Changchun
Jilin Province, the PRC

Principal place of business in the PRC:

No. 2559 Wei Shan Road
High-tech Zone
Changchun
Jilin Province, the PRC

Principal place of business in Hong Kong:

Room 15, 11th Floor
Tower 2, Admiralty Centre
18 Harcourt Road
Admiralty
Hong Kong

September 13, 2019

To the H Shareholders

Dear Sir or Madam,

**PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE ISSUE PLANS
AND
RELEVANT AUTHORIZATIONS FOR THE PRIVATE PLACEMENT OF DOMESTIC SHARES
AND
THE NON-PUBLIC ISSUANCE OF H SHARES**

I. Introduction

On behalf of the Board, I would like to invite you to attend the EGM and the Second H Share Class Meeting of 2019 thereafter to be held on Thursday, October 24, 2019 at the conference room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC.

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM and the Second H Share Class Meeting of 2019.

LETTER FROM THE BOARD

II. Proposed Extension of the Validity Period of the Issue Plans and Relevant Authorizations for the Private Placement of Domestic Shares and the Non-public Issuance of H Shares

References are made to the announcements of the Bank dated July 12, 2018 and September 5, 2018 and the circular dated August 15, 2018 in relation to (among others) the Private Placement of Domestic Shares and the Non-public Issuance of H Shares. The issue plans and relevant authorizations for the Private Placement of Domestic Shares and the Non-public Issuance of H Shares were approved by the Shareholders at the second extraordinary general meeting of 2018, the first domestic share class meeting of 2018 and the first H share class meeting of 2018 held on September 5, 2018. For the reference of the Shareholders, the full text of the issue plans and relevant authorizations for the Private Placement of Domestic Shares and the Non-public Issuance of H Shares are set out in the appendix to this circular.

As the validity period of the issue plans and relevant authorizations for the Private Placement of Domestic Shares and the Non-public Issuance of H Shares expired on September 5, 2019, and the Private Placement of Domestic Shares and the Non-public Issuance of H Shares have not been completed, the Board held a meeting on August 23, 2019, at which the Board considered and approved the resolution regarding the proposed extension of the validity period of the issue plans and relevant authorizations for the Private Placement of Domestic Shares and the Non-public Issuance of H Shares, so as to ensure the smooth implementation of the related work.

The Board proposes to the EGM, the Second Domestic Share Class Meeting of 2019 and the Second H Share Class Meeting of 2019 to consider and, if thought fit, approve the extension of the validity period of the issue plans and relevant authorizations for the Private Placement of Domestic Shares and the Non-public Issuance of H Shares for 12 months from the date on which the resolution regarding the extension of validity period is approved at the EGM, the Second Domestic Share Class Meeting of 2019 and the Second H Share Class Meeting of 2019.

As the completion of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares is subject to the satisfaction of certain conditions specified below, the Private Placement of Domestic Shares and the Non-public Issuance of H Shares may or may not proceed. The Bank will make timely disclosure on further details of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares.

III. Other Information on the Private Placement of Domestic Shares and the Non-public Issuance of H Shares

A. Conditions for the Private Placement of Domestic Shares and the Non-public Issuance of H Shares

As at the Latest Practicable Date, the completion of the Private Placement of Domestic Shares is still subject to the fulfillment of the conditions specified below:

- (1) completion of the Non-public Issuance of H Shares; and
- (2) the entering into of the subscription agreement(s) between the Bank and the investor(s) and such subscription agreement(s) not being terminated in accordance with the terms therein.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the completion of the Non-public Issuance of H Shares is still subject to the fulfillment of the conditions specified below:

- (1) approval from and/or filing with the CSRC with respect to the plan on the Non-public Issuance of H Shares;
- (2) completion of the Private Placement of Domestic Shares;
- (3) the entering into of the subscription agreement(s) between the Bank and the investor(s) or the placing agreement between the Bank and the placing agent(s) and such subscription agreement(s)/placing agreement not being terminated in accordance with the terms therein; and
- (4) the Listing Committee of the Hong Kong Stock Exchange having granted the listing of and permission to deal in all of the new H Shares of the Bank to be issued and placed pursuant to the Non-public Issuance of H Shares.

B. Work performed and to be performed by the Bank in connection with the Private Placement of Domestic Shares and the Non-public Issuance of H Shares

Since September 5, 2018 (i.e. the date on which the issue plans and relevant authorizations for the Private Placement of Domestic Shares and the Non-public Issuance of H Shares were approved by the Shareholders), the Bank has completed the followings in connection with the Private Placement of Domestic Shares and the Non-public Issuance of H Shares:

- (1) The Bank has obtained the approval from the Jilin Bureau of the CBIRC with respect to the plans on the Private Placement of Domestic Shares and the Non-public Issuance of H Shares; and
- (2) The Bank has submitted the application materials to the CSRC with respect to the plan on the Non-public Issuance of H Shares and is responding to the questions from the CSRC in relation thereto.

In order to complete the Private Placement of Domestic Shares and the Non-public Issuance of H Shares, the Bank plans to do the followings in the 12 months from the date of approval by the Shareholders at the EGM, the Second Domestic Share Class Meeting of 2019 and the Second H Share Class Meeting of 2019:

- (1) The Bank will continue to communicate with the CSRC and seek its approval on the plan on the Non-public Issuance of H Shares;
- (2) After obtaining the approval from the CSRC, the Bank will, based on market conditions, determine the timing of the issuance of the Domestic Shares and H Shares, and negotiate the terms of the subscription agreement(s) or placing agreement with investor(s) or placing agent(s);
- (3) Upon signing of the subscription agreement(s) or placing agreement, the Bank will make relevant information disclosure in accordance with the Listing Rules, and apply to the Hong Kong Stock Exchange for the listing of and permission to deal in the new H Shares to be issued under the Non-public Issuance of H Shares; and

LETTER FROM THE BOARD

- (4) Upon completion of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares, the Bank will report the changes of its registered capital as a result of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares to the Jilin Bureau of the CBIRC, file the revised Articles of Association to the Jilin AIC to reflect such changes of the registered capital, and provide a summary report to the CSRC on the Non-public Issuance of H Shares.

C. Reference Price for the Private Placement of Domestic Shares and the Non-public Issuance of H Shares

For details on the method of pricing of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares, please refer to the appendix to this circular. As at the Latest Practicable Date, the indicative range for the issue price of the Domestic Shares and the H Shares had not yet been determined. The indicative issue price will not be lower than the unaudited net asset value per Share of the Bank as at June 30, 2018 and the audited net asset value per Share of the Bank as at December 31, 2018. The Bank will make timely disclosure relating to the issue price once it is fixed. For the purpose of reference:

- (1) the unaudited net asset value per Share of the Bank as at June 30, 2018 was RMB3.06;
- (2) the audited net asset value per Share of the Bank as at December 31, 2018 (the “**2018 Audited NAV Per Share**”) was RMB3.25;
- (3) the closing price of the H Shares on the Latest Practicable Date was HK\$3.46;
- (4) the average closing price of the H Shares for the last five trading days prior to the date on which the plans on the Private Placement of Domestic Shares and the Non-public Issuance of H Shares were announced (i.e. July 12, 2018) was HK\$4.63 per H Share (without taking into account the effect of the capitalization issue completed on August 16, 2019 (the “**Capitalization Issue**”, please refer to the circular of the Bank dated May 3, 2019 for details) on the price of Shares);
- (5) the 2018 Audited NAV Per Share represents a discount of 17.26% to the closing price of the H Shares (being HK\$4.62⁽¹⁾ per H Share, without taking into account the effect of the Capitalization Issue on the price of Shares) on the date on which the plans on the Private Placement of Domestic Shares and the Non-public Issuance of H Shares were announced (i.e. July 12, 2018);
- (6) the 2018 Audited NAV Per Share represents a premium of 3.40% to the average closing price of the H Shares for the last five trading days prior to the Latest Practicable Date (being HK\$3.478⁽²⁾ per H Share); and

(1) The exchange rate used here is RMB0.85018 to HK\$1.00, being the central parity exchange rate between Hong Kong dollars and RMB as quoted by the People’s Bank of China on July 12, 2018 (i.e. the date on which the plans on the Private Placement of Domestic Shares and the Non-public Issuance of H Shares were announced).

(2) The exchange rate used here is RMB0.90368 to HK\$1.00, being the average central parity exchange rate between Hong Kong dollars and RMB as quoted by the People’s Bank of China for the last five trading days prior to the Latest Practicable Date.

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- (7) the 2018 Audited NAV Per Share represents a premium of 3.90% to the closing price of the H Shares on the Latest Practicable Date (being HK\$3.46⁽³⁾ per H Share).

D. The Relationship between the Private Placement of Domestic Shares and the Non-public Issuance of H Shares

During the initial public offering of the H Shares, the Bank applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange granted, a waiver under Rule 8.08(1)(d) of the Listing Rules from strict compliance with Rule 8.08(1)(a) of the Listing Rules. According to the waiver granted by the Hong Kong Stock Exchange, the minimum public float of H Shares of the Bank should be the highest of:

- (1) 16.9% of the total issued share capital of the Bank;
- (2) such percentage of H Shares to be held by the public immediately after the completion of the global offering (assuming the over-allotment option has not been exercised); and
- (3) such percentage of H Shares to be held by the public immediately after the completion of the global offering (assuming the over-allotment option has been exercised).

Immediately after the completion of the global offering and the full exercise of the over-allotment option, the number of H Shares in public hands represented 19.05% of the total issued share capital of the Bank (the “**Minimum Public Float**”), which was the minimum percentage of public float required by the waiver granted by the Hong Kong Stock Exchange from strict compliance with Rule 8.08(1)(a) of the Listing Rules. Based on publicly available information and to the best knowledge of the Directors, as at the Latest Practicable Date, the public float of H Shares of the Bank was 19.05%, which satisfied the minimum percentage of public float required by the Hong Kong Stock Exchange.

In order to maintain the Minimum Public Float, the Private Placement of Domestic Shares and the Non-public Issuance of H Shares are inter-conditional, which means:

- (1) If the Non-public Issuance of H Shares is not approved by Shareholders of the Bank or the competent regulatory authorities (including the Jilin Bureau of the CBIRC, the CSRC and the Listing Committee of the Hong Kong Stock Exchange) or cannot proceed due to other reasons, the Private Placement of Domestic Shares will not be implemented.
- (2) If the Private Placement of Domestic Shares is not approved by Shareholders of the Bank or the Jilin Bureau of the CBIRC or cannot proceed due to other reasons, the Non-public Issuance of H Shares will not be implemented.

(3) The exchange rate used here is RMB0.90403 to HK\$1.00, being the central parity exchange rate between the Hong Kong dollars and RMB as quoted by the People’s Bank of China on the Latest Practicable Date.

LETTER FROM THE BOARD

E. Effect on the Shareholding Structure of the Bank upon Completion of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares

As at the Latest Practicable Date, the total number of issued Shares of the Bank was 4,184,037,577, including 3,387,087,577 Domestic Shares and 796,950,000 H Shares.

Assuming that (1) 200,000,000 Domestic Shares and 400,000,000 Domestic Shares will be issued under the Private Placement of Domestic Shares, respectively; (2) 151,800,000 H Shares will be issued under the Non-public Issuance of H Shares; (3) the Directors, Supervisors and chief executive of the Bank do not acquire any interest in the Shares issued under the Private Placement of Domestic Shares and the Non-public Issuance of H Shares; (4) save for the Private Placement of Domestic Shares and the Non-public Issuance of H Shares, there has been no change in the total number of issued Shares of the Bank since the Latest Practicable Date; and (5) all the Domestic Shares issued under the Private Placement of Domestic Shares and all the H Shares issued under the Non-public Issuance of H Share are held in public hands, the shareholding structure of the Bank (i) as at the Latest Practicable Date; and (ii) immediately after the completion of the Non-public Issuance of H Shares and the Private Placement of Domestic Shares will be as follows:

	As at the Latest Practicable Date		Immediately after the completion of the Non-public Issuance of H Shares (assuming 151,800,000 H Shares will be issued) and the Private Placement of Domestic Shares (assuming 200,000,000 Domestic Shares will be issued)		Immediately after the completion of the Non-public Issuance of H Shares (assuming 151,800,000 H Shares will be issued) and the Private Placement of Domestic Shares (assuming 400,000,000 Domestic Shares will be issued)	
	Number of Shares	Approximate percentage of total number of Shares issued by the Bank (%)	Number of Shares	Approximate percentage of total number of Shares issued by the Bank (%)	Number of Shares	Approximate percentage of total number of Shares issued by the Bank (%)
Domestic Shares	3,387,087,577	80.95%	3,587,087,577	79.08%	3,787,087,577	79.97%
<i>including</i>						
Mr. Gao Bing (高兵) ⁽¹⁾	315,000	0.01%	315,000	0.01%	315,000	0.01%
Mr. Yuan Chunyu (袁春雨) ⁽²⁾	50,146	0.00% ⁽⁹⁾	50,146	0.00% ⁽⁹⁾	50,146	0.00% ⁽⁹⁾
Mr. Zhang Yusheng (張玉生) ⁽³⁾	344,459,136	8.23%	344,459,136	7.59%	344,459,136	7.27%
Mr. Wu Shujun (吳樹君) ⁽⁴⁾	116,104,055	2.77%	116,104,055	2.56%	116,104,055	2.45%
Mr. Zhang Xinyou (張新友) ⁽⁵⁾	114,168,326	2.73%	114,168,326	2.52%	114,168,326	2.41%
Mr. Wang Baocheng (王寶成) ⁽⁶⁾	82,819,800	1.98%	82,819,800	1.83%	82,819,800	1.75%
Mr. Wang Zhi (王志) ⁽⁷⁾	525,000	0.01%	525,000	0.01%	525,000	0.01%
Total Domestic Shares held by the core connected persons	658,441,463	15.74%	658,441,463	14.52%	658,441,463	13.90%
Number of Domestic Shares held by other Domestic Shareholders ⁽⁸⁾	2,728,646,114	65.22%	2,928,646,114	64.57%	3,128,646,114	66.06%
H Shares	796,950,000	19.05%	948,750,000	20.92%	948,750,000	20.03%
Total Shares	4,184,037,577	100.00%	4,535,837,577	100.00%	4,735,837,577	100.00%

LETTER FROM THE BOARD

Notes:

- (1) Mr. Gao Bing is the chairman of the Board of Directors and an executive Director and is therefore a core connected person of the Bank under the Listing Rules. The Domestic Shares held by Mr. Gao Bing in the capacity of beneficial owner are not considered to be held in public hands pursuant to Rule 8.24 of the Listing Rules.
- (2) Mr. Yuan Chunyu is an executive Director and is therefore a core connected person of the Bank under the Listing Rules. The Domestic Shares held by Mr. Yuan Chunyu in the capacity of beneficial owner are not considered to be held in public hands pursuant to Rule 8.24 of the Listing Rules.
- (3) Mr. Zhang Yusheng is a non-executive Director and is therefore a core connected person of the Bank under the Listing Rules. The Domestic Shares held by Mr. Zhang Yusheng in the nature of interest in controlled corporation are not considered to be held in public hands pursuant to Rule 8.24 of the Listing Rules.
- (4) Mr. Wu Shujun is a non-executive Director and is therefore a core connected person of the Bank under the Listing Rules. The Domestic Shares held by Mr. Wu Shujun in the nature of interest in controlled corporation are not considered to be held in public hands pursuant to Rule 8.24 of the Listing Rules.
- (5) Mr. Zhang Xinyou is a non-executive Director and is therefore a core connected person of the Bank under the Listing Rules. The Domestic Shares held by Mr. Zhang Xinyou in the nature of interest in controlled corporation are not considered to be held in public hands pursuant to Rule 8.24 of the Listing Rules.
- (6) Mr. Wang Baocheng is a non-executive Director and is therefore a core connected person of the Bank under the Listing Rules. The Domestic Shares held by Mr. Wang Baocheng in the nature of interest in controlled corporation are not considered to be held in public hands pursuant to Rule 8.24 of the Listing Rules.
- (7) Mr. Wang Zhi is a Supervisor and is therefore a core connected person of the Bank under the Listing Rules. The Domestic Shares held by Mr. Wang Zhi in the capacity of beneficial owner are not considered to be held in public hands pursuant to Rule 8.24 of the Listing Rules.
- (8) To the best knowledge of the Directors, the Domestic Shares held by other Domestic Shareholders and all the H Shares are held by the public pursuant to Rule 8.24 of the Listing Rules.
- (9) Percentages are rounded to two decimal places.

F. Equity Fundraising Activities in the Past Twelve Months

The Bank has not conducted any equity fundraising activities in the past twelve months immediately before the Latest Practicable Date.

IV. EGM and the Second H Share Class Meeting of 2019

If you intend to attend the EGM and/or the Second H Share Class Meeting of 2019 in person or by proxy, you are required to complete and return the reply slips to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, on or before Friday, October 4, 2019.

Whether or not you are able to attend the EGM and/or the Second H Share Class Meeting of 2019, you are advised to read the notices of the EGM and the Second H Share Class Meeting of 2019 and to complete and return the proxy forms in accordance with the instructions printed thereon as soon as possible to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell

LETTER FROM THE BOARD

Centre, 183 Queen's Road East, Wanchai, Hong Kong), by hand or by post not less than 24 hours before the time designated for convening the EGM and/or the Second H Share Class Meeting of 2019 or any adjournment thereof. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM and/or the Second H Share Class Meeting of 2019 or any adjournment thereof.

For the purpose of determining the H Shareholders' entitlement to attend the EGM and the Second H Share Class Meeting of 2019, the H Share register of members of the Bank will be closed from Tuesday, September 24, 2019 to Thursday, October 24, 2019 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM and/or the Second H Share Class Meeting of 2019, all share certificates, together with the instruments of transfers, must be lodged for registration with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, September 23, 2019.

V. Voting by Poll

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions set forth in the notice of the EGM and the notice of the Second H Share Class Meeting of 2019 will be voted by poll.

To the best knowledge of the Bank, no Shareholder or its associate is deemed to have a material interest in any of the resolutions to be proposed at the EGM or the Second H Class Meeting of 2019, and therefore no Shareholder is required to abstain from voting on any resolutions.

The poll results will be published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Bank at www.jtnsh.com upon the conclusion of the EGM and the Second H Class Meeting of 2019.

VI. Recommendations

The Directors consider that all resolutions set forth in the notice of the EGM and the notice of the Second H Share Class Meeting of 2019 are in the interests of the Bank and its Shareholders as a whole. Therefore, the Board recommends you to vote in favour of the proposed resolutions mentioned above.

Yours faithfully,
By order of the Board

Jilin Jiutai Rural Commercial Bank Corporation Limited*

Gao Bing
Chairman

* *Jilin Jiutai Rural Commercial Bank Corporation Limited 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/deposit-taking business in Hong Kong.*

Issue Plan and Relevant Authorization for the Private Placement of Domestic Shares:

Class and nominal value of Shares : Ordinary Domestic Shares with a nominal value of RMB1.00 each to be subscribed for by domestic investors in RMB under the Private Placement of Domestic Shares.

Number of Shares to be issued : 200,000,000 to 400,000,000 Shares, representing approximately 5.58% to 10.56% of the total number of Domestic Shares of the Bank after completion of the Private Placement of Domestic Shares. The actual number of Shares to be issued is subject to the approval of the Jilin Bureau of the CBIRC, market conditions and the actual situation of the Bank.

Assuming 200,000,000 Domestic Shares will be issued under the Private Placement of Domestic Shares, these 200,000,000 Domestic Shares represent:

- (a) 5.90% of the existing total Domestic Shares as at the Latest Practicable Date;
- (b) 4.78% of the existing total issued Shares as at the Latest Practicable Date; and
- (c) 4.41% of the total issued Shares after the completion of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares (assuming (i) 151,800,000 H Shares (the maximum number of H Shares to be issued under the Non-public Issuance of H Shares) will be issued under the Non-public Issuance of H Shares; and (ii) there is no change in the numbers of Domestic Shares and H Shares in issue between the Latest Practicable Date and the completion of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares).

Assuming 400,000,000 Domestic Shares will be issued under the Private Placement of Domestic Shares, these 400,000,000 Domestic Shares represent:

- (a) 11.81% of the existing total Domestic Shares as at the Latest Practicable Date;
- (b) 9.56% of the existing total issued Shares as at the Latest Practicable Date; and
- (c) 8.45% of the total issued Shares after the completion of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares (assuming (i) 151,800,000 H Shares (the maximum number of H Shares to be issued under the Non-public Issuance of H Shares) will be issued under the Non-public Issuance of H Shares; and (ii) there is no change in the numbers of Domestic Shares and H Shares in issue between the Latest Practicable Date and the completion of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares).

Placees : The target placees of the Private Placement of Domestic Shares will be no more than 10 qualified domestic institutional investors. The Board is authorized to determine the placees and number of Shares to be subscribed for through negotiation with the placees and the regulatory authorities. The actual placees and number of Shares to be subscribed for by the placees are subject to the approval of the regulatory authorities.

As at the Latest Practicable Date, the Bank had not yet identified any potential placees under the Private Placement of Domestic Shares. If a potential placee is a connected person of the Bank as defined under the Listing Rules, the Bank will comply with the relevant requirements under Chapter 14A of the Listing Rules.

Method of pricing : The price of the Domestic Shares to be issued under the Private Placement of Domestic Shares shall be determined with reference to the net asset value per Share of the Bank as at June 30, 2018, the interest of Shareholders, appetite of investors and risks of the issuance, shall be in line with market practices and the requirements, comments and/or suggestions from the Jilin Bureau of the CBIRC, and shall be subject to capital market conditions.

The issue price of the Domestic Shares will also be determined with reference to the issue price of H Shares under the Non-public Issuance of H Shares, which shall not represent a discount of more than 20% to the benchmark price. The benchmark price refers to the price below (whichever is higher):

- (I) the closing price of the Bank's H Shares as at the date of execution of the relevant H Share placing and subscription agreement;
- (II) the average closing price of the Bank's H Shares for the last five trading days prior to the earliest of the following three dates:
 1. the date on which the H Share placing transaction or arrangement was announced (i.e. July 12, 2018);
 2. the date of execution of the relevant H Share placing or subscription agreement; or
 3. the price determination date of the placing or subscription of H Shares.

The exchange rate for the conversion of the issue price shall be the central parity exchange rate between Hong Kong dollars and Renminbi as quoted by the People's Bank of China on the price determination date in respect of the Private Placement of Domestic Shares.

Method of issue	: The Domestic Shares will be issued and allotted to not more than 10 selected places under the Private Placement of Domestic Shares.
Use of proceeds	: All the net proceeds of the Private Placement of Domestic Shares, after deduction of expenses incurred in relation to the Private Placement of Domestic Shares, will be used to replenish the core tier-1 capital of the Bank.
Distribution of retained profit	: The Bank will distribute its profit in accordance with the relevant resolution of its general meeting before the completion of the Private Placement of Domestic Shares. The retained profit accrued before the completion of the Private Placement of Domestic Shares shall be shared by all of the existing and new Shareholders after the completion of the Private Placement of Domestic Shares in proportion to their respective shareholdings.
Validity period of the issue plan	: The validity period of the plan on the Private Placement of Domestic Shares shall be extended for 12 months from the date of approval at the EGM, the Second Domestic Share Class Meeting of 2019 and the Second H Share Class Meeting of 2019. The Board may, if necessary, seek approval of the general meeting for further extension of the validity period of the plan on the Private Placement of Domestic Shares.

- Authorization to deal with the relevant matters relating to the Private Placement of Domestic Shares** : For the purpose of the Private Placement of Domestic Shares, it will be proposed to the general meeting to authorize the Board, and agree the Board to delegate the authorization to the chairman of the Board, the president of the Bank and the secretary to the Board to individually and jointly determine and deal with the matters relating to the Private Placement of Domestic Shares, including but not limited to:
- (1) amending and optimizing the plan on the Private Placement of Domestic Shares and organizing its implementation subject to the restricted conditions imposed on the plan on the Private Placement of Domestic Shares as approved by the general meeting, according to the comments of regulatory authorities and the stock exchange within or outside the PRC and based on market conditions and actual situation of the Bank, including but not limited to the offering size, issue price, target placees, timing of issue, use of proceeds and other specific matters relating to the implementation of the plan on the Private Placement of Domestic Shares; making corresponding adjustments (including the suspension and termination of the implementation of the issue plan) to matters in relation to the specific plan on the Private Placement of Domestic Shares as a result of changes in relevant laws, regulations or regulatory documents, or changes in policies of regulatory authorities, or changes in market conditions, save for those matters required to be voted on again at a general meeting according to the requirements of the relevant laws, regulations, regulatory documents and the Articles of Association;
 - (2) negotiating matters relating to the subscription of Shares with subscribers (including the terms of the Share subscription agreement) based on the plan on the Private Placement of Domestic Shares, and finalizing, signing, executing and completing the Share subscription agreement (including any supplemental agreement, if necessary);
 - (3) handling the procedures relating to review and examination, registration, filing, applying for approval and consent with the regulatory authorities and the stock exchange within or outside the PRC in connection with the matters relating to the Private Placement of Domestic Shares according to the plan thereof; signing, executing, amending and completing all necessary documents to be submitted to competent authorities (including the Jilin Bureau of the CBIRC, Jilin AIC and the Hong Kong Stock Exchange), organizations and individuals within or outside the PRC with respect to the Private Placement of Domestic Shares; and taking such steps as necessary, expedient or appropriate with respect to the Private Placement of Domestic Shares;

- (4) drafting, amending, signing, submitting, publishing, disclosing, implementing, suspending or terminating any agreements, contracts, announcements, circulars or other relevant legal documents relating to the Private Placement of Domestic Shares; engaging financial advisors, law firms, accounting firms, asset valuers and other intermediaries in connection with the Private Placement of Domestic Shares, and determining and paying expenses relating to the Private Placement of Domestic Shares;
- (5) making corresponding amendments to the articles regarding the registered capital and shareholding structure of the Bank in the Articles of Association, and handling the change, filing and registration procedures with company registration authorities and other relevant government departments upon completion of the Private Placement of Domestic Shares;
- (6) upon completion of the Private Placement of Domestic Shares, effecting the increase in the registered capital of the Bank accordingly and completing the approval procedures with the relevant regulatory authorities and registration and filing procedures with the governmental authorities in charge of industrial and commercial administration (including the application for change of registration of the particulars of the Bank and re-issue of business license);
- (7) completing Share registration with China Securities Depository and Clearing Corporation Limited for the Domestic Shares issued under the Private Placement of Domestic Shares;
- (8) taking all necessary actions to deal with other matters relating to the Private Placement of Domestic Shares subject to the relevant laws and regulations; and
- (9) the validity period of the authorization granted hereunder shall be extended for 12 months from the date of approval at the EGM, the Second Domestic Share Class Meeting of 2019 and the Second H Share Class Meeting of 2019. The Board may, if necessary, seek approval of the general meeting for further extension of the validity period of the authorization.

Issue Plan and Relevant Authorization for the Non-public Issuance of H Shares:

Class and nominal value of Shares : The Shares of the Bank to be issued under the Non-public Issuance of H Shares are ordinary H Shares with a nominal value of RMB1.00 each.

Number of Shares to be issued : Not more than 151,800,000 H Shares will be issued under the Non-public Issuance of H Shares. The actual number of Shares to be issued is subject to the approval of the CSRC on the issue plan, market conditions and the actual situation of the Bank.

Moreover, as the Bank will also carry out the Private Placement of Domestic Shares, the number of H Shares to be issued under the Non-public Issuance of H Shares will be determined with reference to the actual number of Domestic Shares to be issued under the Private Placement of Domestic Shares so as to maintain the Minimum Public Float required by the Hong Kong Stock Exchange upon completion of the Non-public Issuance of H Shares and the Private Placement of Domestic Shares.

Assuming 151,800,000 H Shares will be issued under the Non-public Issuance of H Shares, these 151,800,000 H Shares represent:

- (a) 19.05% of the existing total H Shares as at the Latest Practicable Date;
- (b) 3.63% of the existing total issued Shares as at the Latest Practicable Date;
- (c) 16.00% of the total H Shares after the completion of the Non-public Issuance of H Shares (assuming there is no change in the number of H Shares in issue between the Latest Practicable Date and the completion of the Non-public Issuance of H Shares);
- (d) 3.35% of the total Shares in issue after the completion of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares (assuming (i) 200,000,000 Domestic Shares will be issued under the Private Placement of Domestic Shares; and (ii) there is no change in the numbers of Domestic Shares and H Shares in issue between the Latest Practicable Date and the completion of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares); and
- (e) 3.21% of the total Shares in issue after the completion of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares (assuming (i) 400,000,000 Domestic Shares will be issued under the Private Placement of Domestic Shares; and (ii) there is no change in the numbers of Domestic Shares and H Shares in issue between the Latest Practicable Date and the completion of the Private Placement of Domestic Shares and the Non-public Issuance of H Shares).

Placees : The target placees of the Non-public Issuance of H Shares will be no more than 10 persons who are qualified to subscribe for the H Shares of the Bank. The selection of placees is subject to market conditions and the actual situation of the Bank.

As at the Latest Practicable Date, the Bank had not yet identified any potential placees under the Non-public Issuance of H Shares. The Bank will use its best endeavor to ensure that the placees shall be independent third parties (i.e., not being connected persons of the Bank as defined under the Listing Rules). If a potential placee is a connected person of the Bank as defined under the Listing Rules, the Bank will comply with the relevant requirements under Chapter 14A of the Listing Rules.

Method of pricing : The price of the H Shares to be issued under the Non-public Issuance of H Shares shall be determined with reference to the net asset value per Share of the Bank as at June 30, 2018, the interest of Shareholders, appetite of investors and risks of the issuance, shall be in line with international practices and the requirements, comments and/or suggestions from the Jilin Bureau of the CBIRC and the CSRC, and shall be subject to capital market conditions and the pricing of the Private Placement of Domestic Shares. The exchange rate for conversion of the issue price shall be the central parity exchange rate of Hong Kong dollars to Renminbi as quoted by the People's Bank of China on the price determination date. The issue price shall not represent a discount of more than 20% to the benchmark price. The benchmark price refers to the prices below (whichever is higher):

- (I) the closing price of the Bank's H Shares as at the date of execution of the relevant H Share placing and subscription agreement;
- (II) the average closing price of the Bank's H Shares for the last five trading days prior to the earliest of the following three dates:
 1. the date on which the H Share placing transaction or arrangement was announced (i.e. July 12, 2018);
 2. the date of execution of the relevant H Share placing or subscription agreement; or
 3. the price determination date of the placing or subscription of H Shares.

Method of issue	: The H Shares under the Non-public Issuance of H Shares will be issued and allotted to not more than 10 selected places.
Timing of issue	: Upon approval of the relevant regulatory authorities (including but not limited to the CSRC and CBIRC and their respective agencies) and during the validity period of the plan on the Non-public Issuance of H Shares, the Bank will select the appropriate window and chance to complete the issuance of new H Shares.
Lock-up period	: Placees shall undertake that they will not transfer the H Shares of the Bank they subscribe for under the Non-public Issuance of H Shares for a period of six months from the date of listing of such H Shares on the Hong Kong Stock Exchange. A longer lock-up period shall apply if so required by the relevant Share placing or subscription agreement or the applicable laws and regulations or regulatory authorities within or outside the PRC.
Use of proceeds	: All the net proceeds of the Non-public Issuance of H Shares, after deduction of expenses incurred in relation to the Non-public Issuance of H Shares, will be used to replenish the core tier-1 capital of the Bank.
Distribution of retained profit	: The Bank will distribute its profit in accordance with the relevant resolution of its general meeting before the completion of the Non-public Issuance of H Shares. The retained profit accrued before the completion of the Non-public Issuance of H Shares shall be shared by all of the existing and new Shareholders after the completion of the Non-public Issuance of H Shares in proportion to their respective shareholdings.
Validity period of the issue plan	: The validity period of the plan on the Non-public Issuance of H Shares shall be extended for 12 months from the date of approval at the EGM, the Second Domestic Share Class Meeting of 2019 and the Second H Share Class Meeting of 2019. The Board may, if necessary, seek approval of the general meeting for further extension of the validity period of the plan on the Non-public Issuance of H Shares.
Listing arrangement	: The Bank will apply to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the new H Shares to be issued under the Non-public Issuance of H Shares on the Hong Kong Stock Exchange.

- Authorization to deal with the relevant matters relating to the Non-public Issuance of H Shares** : In order to ensure the successful implementation of the Non-public Issuance of H Shares, it will be proposed to the general meeting to authorize the chairman of the Board, the president of the Bank and the secretary to the Board to individually and jointly determine and deal with the matters relating to the Non-public Issuance of H Shares, including but not limited to:
1. amending and optimizing the plan on the Non-public Issuance of H Shares and organizing its implementation subject to the restricted conditions imposed on the plan on the Non-public Issuance of H Shares as approved by the general meeting, according to the comments of regulatory authorities and stock exchanges within or outside the PRC and based on market conditions and actual situation of the Bank, including but not limited to the determination of offering size, issue price, target places, timing of issue, use of proceeds and other specific matters relating to the implementation of the Non-public Issuance of H Shares; making corresponding adjustments (including the suspension and termination of the implementation of the issue plan) to matters in relation to the specific plan on the Non-public Issuance of H Shares as a result of changes in relevant laws, regulations or regulatory documents, or changes in policies of regulatory authorities, or changes in market conditions, save for those matters required to be voted on again at a general meeting according to the requirements of the relevant laws, regulations, regulatory documents and the Articles of Association;
 2. negotiating matters relating to the subscription of Shares with subscribers (including the terms of the Share subscription agreement) based on the issue plan of the Non-public Issuance of H Shares, and finalizing, signing, executing and completing the Share subscription agreement (including any supplemental agreement, if necessary);
 3. handling the procedures relating to review and examination, registration, filing, applying for approval and consent with the regulatory authorities within or outside the PRC and the Hong Kong Stock Exchange in connection with the matters relating to the Non-public Issuance of H Shares according to the plan thereof (including the application to the Hong Kong Stock Exchange for the listing of and dealing in the new H Shares to be issued under the Non-public Issuance of H Shares on the Hong Kong Stock Exchange); signing, executing, amending and completing all necessary documents to be submitted to authorities (including the Jilin Bureau of the CBIRC, the CSRC, Jilin AIC and the Hong Kong Stock Exchange), organizations and individuals within or outside the PRC with respect to the Non-public Issuance of H Shares; and taking such steps as necessary, expedient or appropriate with respect to the Non-public Issuance of H Shares;

4. drafting, amending, signing, submitting, publishing, disclosing, implementing, suspending or terminating any agreements, contracts, announcements, circulars or other legal documents relating to the Non-public Issuance of H Shares; engaging financial advisors, placing agents, law firms, auditing firms, asset valuers and other intermediaries in connection with the Non-public Issuance of H Shares; and determining and paying expenses relating to the Non-public Issuance of H Shares;
5. making corresponding amendments to the articles regarding the registered capital and shareholding structure of the Bank in the Articles of Association, and handling the change, filing and registration procedures with company registration authorities and other relevant government departments upon completion of the Non-public Issuance of H Shares;
6. upon completion of the Non-public Issuance of H Shares, handling matters relating to Share registration and listing, effecting the increase in the registered capital of the Bank based on the results of the Non-public Issuance of H Shares and completing the approval procedures with the relevant regulatory authorities and registration and filing procedures with the governmental authorities in charge of industrial and commercial administration (including the application for change of registration of the particulars of the Bank and re-issue of business license);
7. approving and authorizing the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, on behalf of the Bank (i) to issue share certificates to placees and to register the placees in the register of H Shares in Hong Kong as holders of the new H Shares; and (ii) to issue share certificates to HKSCC Nominees Limited as holder of the new H Shares under the instruction of the placees and to deliver the share certificates to Hong Kong Securities Clearing Company Limited for deposition into the CCASS accounts maintained and operated by Hong Kong Securities Clearing Company Limited and to register HKSCC Nominees Limited in the register of H Shares in Hong Kong as holder of the new H Shares;
8. taking all necessary actions to deal with other matters relating to the Non-public Issuance of H Shares subject to the relevant laws and regulations; and
9. the validity period of the authorization granted hereunder shall be extended for 12 months from the date of approval at the EGM, the Second Domestic Share Class Meeting of 2019 and the Second H Share Class Meeting of 2019. The Board may, if necessary, seek approval of the general meeting for further extension of the validity period of the authorization.