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晋商银行
Jinshang Bank

JINSHANG BANK CO., LTD.*

晉商銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2558)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 first extraordinary general meeting (the “**EGM**”) of Jinshang Bank Co., Ltd.* (the “**Bank**”) will be held at the Multi-function Room, 3rd Floor, Lihua Grand Hotel, No. 1 Changfeng West Street, Wanbailin District, Taiyuan, Shanxi Province, the PRC at 10:00 a.m. on November 5, 2019 (Tuesday). Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated September 20, 2019 (the “**Circular**”).

The following resolutions will be considered and, if thought fit, approved by the shareholders of the Bank at the EGM:

ORDINARY RESOLUTIONS

1. To consider and approve the resolutions in respect of the re-election and appointment of directors (the “**Directors**”) for the fifth session of the board of directors of the Bank (the “**Board**”):
 - (i) to consider and approve Mr. YAN Junsheng as an executive Director of the fifth session of the Board;
 - (ii) to consider and approve Mr. TANG Yiping as an executive Director of the fifth session of the Board;
 - (iii) to consider and approve Mr. WANG Peiming as an executive Director of the fifth session of the Board;
 - (iv) to consider and approve Mr. RONG Changqing as an executive Director of the fifth session of the Board;

- (v) to consider and approve Mr. LI Shishan as a non-executive Director of the fifth session of the Board;
 - (vi) to consider and approve Mr. XIANG Lijun as a non-executive Director of the fifth session of the Board;
 - (vii) to consider and approve Mr. LIU Chenhang as a non-executive Director of the fifth session of the Board;
 - (viii) to consider and approve Mr. LI Yang as a non-executive Director of the fifth session of the Board;
 - (ix) to consider and approve Mr. WANG Jianjun as a non-executive Director of the fifth session of the Board;
 - (x) to consider and approve Mr. JIN Haiteng as an independent non-executive Director of the fifth session of the Board;
 - (xi) to consider and approve Mr. SUN Shihu as an independent non-executive Director of the fifth session of the Board;
 - (xii) to consider and approve Mr. WANG Liyan as an independent non-executive Director of the fifth session of the Board;
 - (xiii) to consider and approve Mr. DUAN Qingshan as an independent non-executive Director of the fifth session of the Board;
 - (xiv) to consider and approve Mr. SAI Zhiyi as an independent non-executive Director of the fifth session of the Board; and
 - (xv) to consider and approve Mr. YE Xiang as an independent non-executive Director of the fifth session of the Board.
2. To consider and approve the resolutions in respect of the re-election and appointment of Shareholders' representative supervisors (the "**Supervisors**") and external Supervisors for the fifth session of the board of supervisors of the Bank (the "**Board of Supervisors**");
- (i) to consider and approve Mr. BI Guoyu as a Shareholders' representative Supervisor of the fifth session of the Board of Supervisors;
 - (ii) to consider and approve Ms. XU Jin as a Shareholders' representative Supervisor of the fifth session of the Board of Supervisors;

- (iii) to consider and approve Mr. XIA Guisuo as a Shareholders' representative Supervisor of the fifth session of the Board of Supervisors;
 - (iv) to consider and approve Mr. LIU Shoubao as an external Supervisor of the fifth session of the Board of Supervisors;
 - (v) to consider and approve Mr. WU Jun as an external Supervisor of the fifth session of the Board of Supervisors; and
 - (vi) to consider and approve Mr. LIU Min as an external Supervisor of the fifth session of the Board of Supervisors.
3. To consider and approve the resolution in respect of adoption of the Measures for Equity Management of Jinshang Bank Co., Ltd. (《晉商銀行股份有限公司股權管理辦法》) and Management Rules for Equity Pledge of Jinshang Bank Co., Ltd. (《晉商銀行股份有限公司股權質押管理細則》).

By order of the Board
Jinshang Bank Co., Ltd.*
YAN Junsheng
Chairman

Taiyuan, September 20, 2019

As at the date of this notice, the Board comprises Mr. YAN Junsheng, Mr. TANG Yiping, Mr. WANG Peiming and Mr. RONG Changqing as executive Directors, Ms. LI Shishan, Mr. XIANG Lijun, Mr. LIU Chenhang, Mr. LI Yang and Mr. WANG Jianjun as non-executive Directors and Mr. JIN Haiteng, Mr. SUN Shihu, Mr. WANG Liyan, Mr. DUAN Qingshan, Mr. SAI Zhiyi and Mr. YE Xiang as independent non-executive Directors.

* *Jinshang Bank 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/deposit-taking business in Hong Kong.*

Notes:

1. For more information about above resolutions, please refer to the Circular. Biographical details of Director Candidates of the fifth session of the Board and Supervisor Candidates of the fifth session of the Board of Supervisors, the Measures for Equity Management of Jinshang Bank Co., Ltd. and Management Rules for Equity Pledge of Jinshang Bank Co., Ltd. are set out in Appendix I, Appendix II, Appendix IV and Appendix V to the Circular, respectively.
2. **Registration Procedures for Attending the EGM**

Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document(s) or proof of identity and stock account cards. Proxies of individual Shareholders shall produce their effective document of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid document(s) evidencing his/her capacity as a legal representative. If being appointed to attend the meeting, the proxy should produce his/her identity card and an authorization instrument duly signed by the legal representative of the corporate Shareholder.

3. Reply Slip

The Shareholders who intend to attend and vote at the EGM (in person or by proxy) shall complete the reply slip for the EGM, and return it in person, by post or by facsimile to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders), or the office of the Board of the Bank (the "**Office of the Board**") at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the Domestic Shareholders), on or before October 16, 2019 (Wednesday).

In the event that, according to the reply slips received by the Bank, the number of Shares with voting rights represented by those Shareholders intending to attend the EGM fails to reach more than half of the total number of Shares with rights to vote at the EGM, the EGM may be postponed.

4. Proxy

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued Shares), whether (each of) such person is a Shareholder or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The instrument appointing a proxy must be signed by the Shareholder or his/her attorney duly authorized in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorized in writing.

If the power of attorney of the proxy is signed by the authorized person of the appointer under a power of attorney or other authorization document(s) given by the appointer, such power of attorney or other authorization document(s) shall be notarized and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authorization document(s) must be delivered to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders), or to the Office of the Board at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the Domestic Shareholders) not later than 24 hours before the scheduled time for the holding of the EGM (i.e. 10:00 a.m. on November 4, 2019 (Monday)) or any adjournment thereof (as the case may be).

In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the EGM in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the EGM in person or by proxy, only the vote of the person whose name appears first in the register of members of the Bank relating to such Shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders.

After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

5. Closure of Register of Members And Eligibility for Attending And Voting at the EGM

The Bank's register of members will be closed from October 4, 2019 (Friday) to November 5, 2019 (Tuesday), both days inclusive, during which period no transfer of the Shares will be effected. The Shareholders whose names appear in the Bank's register of members on November 5, 2019 (Tuesday) shall be entitled to attend and vote at the EGM.

For a Shareholder to be eligible for attending and voting at the EGM, all transfer document(s) together with the relevant share certificates and other appropriate document(s) shall be delivered to our Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the H Shareholders) or our Office of the Board at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the Domestic Shareholders) no later than 4:30 p.m. on October 3, 2019 (Thursday).

6. Publication of Poll Results

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all resolutions at the EGM will be voted by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The results of poll will be published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Bank (<http://www.jshbank.com/>) in accordance with the Listing Rules.

7. Miscellaneous

The EGM is expected to last for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses.