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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)

(I) POLL RESULTS OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD ON NOVEMBER 5, 2019 (TUESDAY)
(II) RE-ELECTION AND APPOINTMENT OF DIRECTORS
(III) ELECTION OF CHAIRMAN AND VICE CHAIRMAN
AND
(IV) ELECTION OF BOARD COMMITTEES

POLL RESULTS OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

The board of directors (the “**Board**”) of Jinshang Bank Co., Ltd.* (the “**Bank**”) hereby announces that the 2019 first extraordinary general meeting of the Bank (the “**EGM**”) was 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). Voting by way of poll was demanded as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) on the resolutions proposed at the EGM. The EGM was chaired by YAN Junsheng, Chairman of the Bank.

Reference is made to the circular of the Bank dated September 20, 2019 (the “**Circular**”) and to the notice of EGM dated September 20, 2019 (the “**Notice of EGM**”) which contain the details of the resolutions tabled before the EGM for the consideration and approval of the shareholders of the Bank (the “**Shareholders**”). At the EGM, the proposed resolutions set out in the Notice of EGM were voted by poll and were duly passed. Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the date of the EGM, the total number of issued Shares of the Bank was 5,838,650,000, including 4,868,000,000 Domestic Shares and 970,650,000 H Shares, which entitled the Shareholders to attend and vote on the resolutions proposed at the EGM. A total of 27 Shareholders and authorized proxies, holding 4,975,793,172 Shares in total, representing 85.22% of the total issued Shares of the Bank, were present at the EGM.

To the knowledge of the Bank, as the number of Shares pledged by certain Shareholders of the Bank reaches or exceeds 50% of the number of Shares held by them in our Bank, such Shareholders’ voting rights at the EGM shall be restricted according to the Articles of Association, and the restricted Shares amounted to 368,188,200 Shares in aggregate. No Shareholder was restricted to vote in respect of any resolutions proposed at the EGM. As a result, as at the date of the EGM, the total number of Shares entitling the Shareholders of the Bank to vote in respect of the resolutions proposed at the EGM was 5,470,461,800 Shares, including 4,499,811,800 Domestic Shares and 970,650,000 H Shares. Shareholders and proxies attending the EGM represented, in aggregate, 4,742,359,500 Shares of the Bank carrying voting rights, being 86.69% of the total number of Shares carrying voting rights of the Bank as at the date of the EGM. The holding of the EGM was in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

To the best knowledge, information and belief of the Board, having made all reasonable inquiries, there was no Shareholder who had any material interests in the matters considered at the EGM and was required to abstain from voting at the EGM. No Shareholders of the Bank were required under the Listing Rules to abstain from voting at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favor of the resolutions proposed at the EGM pursuant to Rule 13.40 of the Listing Rules.

The poll results in respect of the resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTIONS		Number of valid votes (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the resolution for the re-election and appointment of Directors (the “Directors”) for the fifth session of the Board:	/		
(i)	To consider and approve Mr. YAN Junsheng as an executive Director of the fifth session of the Board;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(ii)	To consider and approve Mr. TANG Yiping as an executive Director of the fifth session of the Board;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(iii)	To consider and approve Mr. WANG Peiming as an executive Director of the fifth session of the Board;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(iv)	To consider and approve Mr. RONG Changqing as an executive Director of the fifth session of the Board;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(v)	To consider and approve Mr. LI Shishan as a non-executive Director of the fifth session of the Board;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(vi)	To consider and approve Mr. XIANG Lijun as a non-executive Director of the fifth session of the Board;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(vii)	To consider and approve Mr. LIU Chenhang as a non-executive Director of the fifth session of the Board;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(viii)	To consider and approve Mr. LI Yang as a non-executive Director of the fifth session of the Board;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(ix)	To consider and approve Mr. WANG Jianjun as a non-executive Director of the fifth session of the Board;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(x)	To consider and approve Mr. JIN Haiteng as an independent non-executive Director of the fifth session of the Board;	4,742,359,500 (100%)	0 (0%)	0 (0%)

ORDINARY RESOLUTIONS		Number of valid votes (%)		
		FOR	AGAINST	ABSTAIN
(xi)	To consider and approve Mr. SUN Shihu as an independent non-executive Director of the fifth session of the Board;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(xii)	To consider and approve Mr. WANG Liyan as an independent non-executive Director of the fifth session of the Board;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(xiii)	To consider and approve Mr. DUAN Qingshan as an independent non-executive Director of the fifth session of the Board;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(xiv)	To consider and approve Mr. SAI Zhiyi as an independent non-executive Director of the fifth session of the Board; and	4,742,359,500 (100%)	0 (0%)	0 (0%)
(xv)	To consider and approve Mr. YE Xiang as an independent non-executive Director of the fifth session of the Board.	4,742,359,500 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the resolution for the re-election and appointment of Shareholders' representative Supervisors and external Supervisors for the fifth session of the Board of Supervisors (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;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(ii)	To consider and approve Ms. XU Jin as a Shareholders' representative Supervisor of the fifth session of the Board of Supervisors;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(iii)	To consider and approve Mr. XIA Guisuo as a Shareholders' representative Supervisor of the fifth session of the Board of Supervisors;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(iv)	To consider and approve Mr. LIU Shoubao as an external Supervisor of the fifth session of the Board of Supervisors;	4,742,359,500 (100%)	0 (0%)	0 (0%)
(v)	To consider and approve Mr. WU Jun as an external Supervisor of the fifth session of the Board of Supervisors; and	4,742,359,500 (100%)	0 (0%)	0 (0%)
(vi)	To consider and approve Mr. LIU Min as an external Supervisor of the fifth session of the Board of Supervisors.	4,742,359,500 (100%)	0 (0%)	0 (0%)

ORDINARY RESOLUTIONS		Number of valid votes (%)		
		FOR	AGAINST	ABSTAIN
3.	To consider and approve the resolution for the 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 the 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》).	4,742,359,500 (100%)	0 (0%)	0 (0%)
As more than half of the votes were cast in favor of the above-mentioned resolutions, the resolutions were duly passed as ordinary resolutions.				

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Bank's H Share Registrar acted as a scrutineer for the vote-taking at the EGM. A Supervisor representative, two Shareholder representatives and King & Wood Mallesons were also the scrutineers for the vote-taking and vote-tabulation at the EGM. The progress of EGM was witnessed by King & Wood Mallesons, who presented a legal opinion concluding that the convening and the procedures for holding of the EGM are in compliance with the Company Law of the PRC and the Articles of Association; the eligibility of the Shareholders attending the EGM and the persons convening the EGM is lawful and valid and the voting procedures and results of the EGM are lawful and valid.

RE-ELECTION AND APPOINTMENT OF DIRECTORS

The resolutions in relation to (i) the re-election and appointment of each of Mr. YAN Junsheng, Mr. TANG Yiping, Mr. WANG Peiming and Mr. RONG Changqing as an executive Director of the Bank, (ii) the re-election and appointment of each of Mr. LI Shishan, Mr. XIANG Lijun, Mr. LIU Chenhang, Mr. LI Yang and Mr. WANG Jianjun as a non-executive Director of the Bank and (iii) the re-election and appointment of each of Mr. JIN Haiteng, Mr. SUN Shihu, Mr. WANG Liyan, Mr. DUAN Qingshan, Mr. SAI Zhiyi and Mr. YE Xiang as an independent non-executive Director of the Bank have been approved by the Shareholders at the EGM and the qualifications of Mr. LIU Chenhang, Mr. LI Yang and Mr. DUAN Qingshan as Directors are subject to the approval by relevant regulatory authorities such as banking regulatory and administrative authorities.

The biographical and remuneration details of each of the Directors have been disclosed in the announcement of the Bank dated August 29, 2019 and the Circular.

The Bank will enter into a service contract for each of the above-mentioned Director in respect of their positions for an initial term commencing from the date of approval by the relevant regulatory authorities or by the Shareholders at the EGM (as the case may be) till the date of expiration of the term of office of the fifth session of the Board, with a term of office of three years, which may be terminated by the Director with a written notice submitted to the Board.

ELECTION OF CHAIRMAN AND VICE CHAIRMAN

The Board is pleased to announce that, at the first meeting of the fifth session of the Board held on November 5, 2019 (the “**First Board Meeting**”), Mr. YAN Junsheng was elected as the Chairman of the fifth session of the Board and both Mr. TANG Yiping and Mr. XIANG Lijun were elected as the vice Chairman of the fifth session of the Board. The qualification of Mr. XIANG Lijun as a vice Chairman is subject to the approval by the CBIRC Shanxi Office and his term of office will commence from the date of such approval.

ELECTION OF BOARD COMMITTEES

The Board is pleased to announce that, at the First Board Meeting, the Board adopted a resolution that the composition of the fifth session of the Board committees is as follows:

The Development and Strategy Committee is comprised of five Directors, namely Mr. YAN Junsheng as the chairperson, Mr. JIN Haiteng as the vice chairperson, and Mr. TANG Yiping, Mr. LI Shishan as well as Mr. DUAN Qingshan as members.

The Nomination, Remuneration and HR Committee is comprised of five Directors, namely Mr. DUAN Qingshan as the chairperson, Mr. JIN Haiteng as the vice chairperson, and Mr. YAN Junsheng, Mr. XIANG Lijun as well as Mr. SAI Zhiyi as members.

The Audit Committee is comprised of five Directors, namely Mr. WANG Liyan as the chairperson, Mr. SAI Zhiyi as the vice chairperson, and Mr. LIU Chenhang, Mr. SUN Shihu as well as Mr. YE Xiang as members.

The Risk Management Committee is comprised of five Directors, namely Mr. SAI Zhiyi as the chairperson, Mr. JIN Haiteng as the vice chairperson, and Mr. TANG Yiping, Mr. WANG Jianjun as well as Mr. DUAN Qingshan as members.

The Related Parties Transactions Control Committee is comprised of five Directors, namely Mr. JIN Haiteng as the chairperson, Mr. SUN Shihu as the vice chairperson, and Mr. WANG Peiming, Mr. RONG Changqing as well as Mr. WANG Liyan as members.

The Consumer Rights Protection Committee is comprised of five Directors, namely Mr. SUN Shihu as the chairperson, Mr. WANG Liyan as the vice chairperson, and Mr. TANG Yiping, Mr. LI Yang as well as Mr. SAI Zhiyi as members.

The qualifications of Mr. LIU Chenhang, Mr. LI Yang and Mr. DUAN Qingshan as members of the Board committees are subject to the approval by the CBIRC Shanxi Office of their qualifications of directorship. Their terms of office will commence from the date of the official approval by CBIRC of their qualifications till the date of expiration of the term of office of the fifth session of the Board.

Prior to the approval of the qualification of Mr. DUAN Qingshan as an independent non-executive Director by the CBIRC Shanxi Office, JIN Haiteng, an independent non-executive Director, will temporarily perform the obligations of the chairperson of the Nomination, Remuneration and HR Committee under the Board till the qualification of Mr. DUAN Qingshan as an independent non-executive Director is approved by the CBIRC Shanxi Office.

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

Taiyuan, November 5, 2019

As at the date of this announcement, the Board comprises Mr. YAN Junsheng, Mr. TANG Yiping, Mr. WANG Peiming and Mr. RONG Changqing as executive Directors, Mr. 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.*