
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, a 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 pass this circular, together with the enclosed proxy forms and reply slips, to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2020
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2020
ANNUAL REPORT FOR 2020
FINAL FINANCIAL REPORT FOR 2020
PROFIT DISTRIBUTION PROPOSAL FOR 2020
ANNUAL FINANCIAL BUDGET FOR 2021
ENGAGEMENT OF EXTERNAL AUDITING FIRMS FOR 2021
ELECTION OF DIRECTORS OF THE FIFTH SESSION OF THE BOARD OF THE BANK
ELECTION OF NON-EMPLOYEE SUPERVISORS OF THE FIFTH SESSION OF
THE BOARD OF SUPERVISORS OF THE BANK
REMUNERATION FOR THE RELEVANT DIRECTORS OF THE FIFTH SESSION OF
THE BOARD OF THE BANK DURING THEIR TERMS OF OFFICE
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RELEVANT AUTHORIZATIONS FOR THE PRIVATE PLACEMENT OF DOMESTIC SHARES AND
THE NON-PUBLIC ISSUANCE OF H SHARES OF THE BANK
NOTICE OF THE 2020 AGM
AND
NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2021**

The 2020 Annual General Meeting ("AGM") of Jilin Jiutai Rural Commercial Bank Corporation Limited will be held at 9:00 a.m. on Friday, June 18, 2021 at the Conference Room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC. The First Domestic Share Class Meeting of 2021 will be held at 9:30 a.m. on the same day or immediately upon the conclusion of the AGM, whichever is later. The First H Share Class Meeting of 2021 will be held at 10:00 a.m. on the same day or immediately upon the conclusion of the First Domestic Share Class Meeting of 2021, whichever is later. A notice of the 2020 AGM and a notice of the First H Share Class Meeting of 2021 are set out on pages 10 to 17 and pages 18 to 21 of this circular, respectively. A notice of the First Domestic Share Class Meeting of 2021 will be issued separately.

If you intend to attend the AGM and/or the First H Share Class Meeting of 2021 either in person or by proxy, you are required to complete and return the reply slip(s) to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited on or before Saturday, May 29, 2021.

Whether or not you are able to attend the AGM and/or the First H Share Class Meeting of 2021, you are advised to read the notice of the 2020 AGM and the notice of the First H Share Class Meeting of 2021 carefully and to complete the enclosed proxy form(s) in accordance with the instructions printed thereon and return to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by hand or by post no later than 24 hours before the time appointed for convening the AGM and/or the First H Share Class Meeting of 2021 or any adjourned meeting thereof. Completion and return of the proxy form(s) will not preclude you from attending and voting at the AGM and/or the First H Share Class Meeting of 2021 or any adjourned meeting(s) thereof in person if you so wish.

* *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.*

May 7, 2021

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DEFINITIONS

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

“AGM” or “2020 AGM”	the annual general meeting of the Bank for 2020 to be held at 9:00 a.m. on Friday, June 18, 2021 at the Conference Room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC
“Articles of Association”	the articles of association of the Bank, as amended, modified or otherwise supplemented from time to time
“Bank”	Jilin Jiutai Rural Commercial Bank Corporation Limited, a joint stock company incorporated in the PRC with limited liability and whose H Shares are listed on the Main Board of the Stock Exchange
“Board” or “Board of Directors”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank
“Capitalization Issue”	the issue of New Shares by way of capitalization of capital reserve to the Shareholders whose names appear on the register of members of the Bank on the Record Date on the basis of 5 New Shares for every 100 existing Shares held by the Shareholders, subject to the terms as described in this circular
“CBIRC”	China Banking and Insurance Regulatory Commission or its local counterparts
“CSRC”	China Securities Regulatory Commission
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company Law”	the Company Law of the PRC
“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 in Renminbi
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Group”	the Bank and its consolidated subsidiaries
“First Domestic Share Class Meeting of 2021”	the first Domestic Share class meeting of 2021 of the Bank to be held at 9:30 a.m. on Friday, June 18, 2021 or immediately upon the conclusion of the AGM, whichever is later, at the Conference Room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC

DEFINITIONS

“First H Share Class Meeting of 2021”	the first H Share class meeting of 2021 of the Bank to be held at 10:00 a.m. on Friday, June 18, 2021 or immediately upon the conclusion of the First Domestic Share Class Meeting of 2021, whichever is later, at the Conference Room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC
“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 Stock Exchange and traded in Hong Kong dollars (stock code: 6122)
“H Shareholder(s)”	holder(s) of H Share(s)
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“IFRS”	the International Accounting Standards, International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board
“Independent Director(s)” or “Independent Non-executive Director(s)”	the independent non-executive director(s) of the Bank
“Latest Practicable Date”	April 30, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the 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
“New Domestic Share(s)”	new Domestic Share(s) to be allotted and issued under the Capitalization Issue
“New H Share(s)”	new H Share(s) to be allotted and issued under the Capitalization Issue
“New Share(s)”	New Domestic Share(s) and New H Share(s)
“PRC” or “China”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region

DEFINITIONS

“PRC GAAP”	the PRC Accounting Standards for Business Enterprises (中國企業會計準則) promulgated by Ministry of Finance of the PRC on February 15, 2006 and its supplementary regulations, as amended, supplemented or otherwise modified from time to time
“Record Date”	Wednesday, June 30, 2021, being the record date for determining the Shareholders’ entitlements to the final dividend for 2020 and the Capitalization Issue
“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
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Bank, including Domestic Share(s) and H Share(s)
“Shareholder(s)”	Shareholder(s) of the Bank, including Domestic Shareholder(s) and H Shareholder(s)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Bank

EXPECTED TIMETABLE

The expected timetable for, inter alia, the Capitalization Issue is set forth below. Such expected timetable is indicative only and has been prepared on the assumption that all conditions of the Capitalization Issue will be fulfilled. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Bank as and when appropriate.

Latest time for lodging transfer of H Shares for entitlement to attend the AGM and the First H Share Class Meeting of 2021	4:30 p.m. on Tuesday, May 18, 2021
Closure of the H Share register of members for determining H Shareholders' entitlement to attend the AGM and the First H Share Class Meeting of 2021	Wednesday, May 19, 2021 to Friday, June 18, 2021 (both days inclusive)
Latest time for lodging reply slips for the AGM and the First H Share Class Meeting of 2021	Saturday, May 29, 2021
Latest time for lodging proxy forms for the AGM	9:00 a.m. on Thursday, June 17, 2021
Latest time for lodging proxy forms for the First H Share Class Meeting of 2021	10:00 a.m. on Thursday, June 17, 2021
AGM	9:00 a.m. on Friday, June 18, 2021
First H Share Class Meeting of 2021	10:00 a.m. on Friday, June 18, 2021 or immediately upon the conclusion of the First Domestic Share Class Meeting of 2021 (whichever is later)
Publication of poll results announcement of the AGM and the First H Share Class Meeting of 2021	Friday, June 18, 2021
H Share register of members re-opens.	Monday, June 21, 2021
Last day of dealings in H Shares on a cum-entitlement basis relating to the final dividend for 2020 and the Capitalization Issue	Tuesday, June 22, 2021
First day of dealings in H Shares on an ex-entitlement basis relating to the final dividend for 2020 and the Capitalization Issue	Wednesday, June 23, 2021
Latest time for lodging transfer of H Shares for entitlement to the final dividend for 2020 and the Capitalization Issue	4:30 p.m. on Thursday, June 24, 2021

EXPECTED TIMETABLE

Closure of the H Share register of members for determining H Shareholders' entitlement to the final dividend for 2020 and the Capitalization Issue	Friday, June 25, 2021 to Wednesday, June 30, 2021 (both days inclusive)
Record Date	Wednesday, June 30, 2021
H Share register of members re-opens.	Friday, July 2, 2021
Expected date of dispatch of certificates for the New H Shares	Friday, July 23, 2021
Expected first day of listing of, and dealing in, the New H Shares	9:00 a.m. on Monday, July 26, 2021
Expected payment date of the final dividend for 2020	Friday, August 13, 2021

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:

504 Xinhua Main Street
Jiutai District
Changchun
Jilin Province, the PRC

Principal place of business in the PRC:

2559 Wei Shan Road
High-tech Zone
Changchun
Jilin Province, the PRC

Place of business in Hong Kong:

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

May 7, 2021

To the H Shareholders

Dear Sir or Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2020
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2020
ANNUAL REPORT FOR 2020
FINAL FINANCIAL REPORT FOR 2020
PROFIT DISTRIBUTION PROPOSAL FOR 2020
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THE BOARD OF SUPERVISORS OF THE BANK
REMUNERATION FOR THE RELEVANT DIRECTORS OF THE FIFTH SESSION OF
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RELEVANT AUTHORIZATIONS FOR THE PRIVATE PLACEMENT OF DOMESTIC SHARES AND
THE NON-PUBLIC ISSUANCE OF H SHARES OF THE BANK
NOTICE OF THE 2020 AGM
AND
NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2021**

LETTER FROM THE BOARD

1. Introduction

On behalf of the Board, I would like to invite you to attend the AGM to be held at 9:00 a.m. on Friday, June 18, 2021 and the First H Share Class Meeting of 2021 to be held thereafter 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 the notice of the 2020 AGM and the notice of the First H Share Class Meeting of 2021, and to provide you with 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 AGM and/or the First H Share Class Meeting of 2021.

2. Businesses to be considered at the AGM and/or the First H Share Class Meeting of 2021

The proposals to be presented for consideration and approval at the AGM include the following ordinary resolutions: (1) work report of the Board of Directors for 2020; (2) work report of the Board of Supervisors for 2020; (3) annual report for 2020; (4) final financial report for 2020; (5) profit distribution proposal for 2020; (6) annual financial budget for 2021; (7) engagement of external auditing firms for 2021; (8) election of Directors of the fifth session of the Board of the Bank; (9) election of non-employee Supervisors of the fifth session of the Board of Supervisors of the Bank; (10) remuneration for the relevant Directors of the fifth session of the Board during their terms of office; and (11) remuneration for the relevant Supervisors of the fifth session of the Board of Supervisors during their terms of office.

The proposals to be presented for consideration and approval at the AGM also include the following special resolutions: (12) Capitalization Issue; (13) change of registered capital; (14) amendments to certain articles in the Articles of Association; and (15) 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 of the Bank.

Among them, the proposals on the (12) Capitalization Issue; and (15) 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 of the Bank are also subject to the approval by the Shareholders at the First Domestic Share Class Meeting of 2021 and the First H Share Class Meeting of 2021 by way of special resolution.

In order to enable you to have a better understanding of the above resolutions and to make an informed decision thereon, we have provided detailed information to the Shareholders in Appendix I to this circular, which includes the information and explanation on the resolutions proposed to be passed at the AGM and/or the First H Share Class Meeting of 2021.

LETTER FROM THE BOARD

3. The AGM and the First H Share Class Meeting of 2021

The proxy forms and reply slips for the AGM and the First H Share Class Meeting of 2021 are enclosed in this circular.

If you intend to attend the AGM and/or the First H Share Class Meeting of 2021 either in person or by proxy, you are required to complete and return the reply slip(s) to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited on or before Saturday, May 29, 2021.

Whether or not you are able to attend the AGM and/or the First H Share Class Meeting of 2021, you are advised to read the notice of the 2020 AGM and the notice of the First H Share Class Meeting of 2021 carefully and to complete the enclosed proxy form(s) in accordance with the instructions printed thereon and return to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by hand or by post no later than 24 hours before the time appointed for convening the AGM and/or the First H Share Class Meeting of 2021 or any adjourned meeting thereof. Completion and return of the proxy form(s) will not preclude you from attending and voting at the AGM and/or the First H Share Class Meeting of 2021 or any adjourned meeting(s) thereof in person if you so wish.

4. Closure of H Share register of members

For the purpose of determining the H Shareholders' entitlement to attend the AGM and the First H Share Class Meeting of 2021, the H Share register of members of the Bank will be closed from Wednesday, May 19, 2021 to Friday, June 18, 2021 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the AGM and/or the First H Share Class Meeting of 2021, 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 Tuesday, May 18, 2021.

Shareholders whose names appear on the register of members of the Bank on the Record Date are entitled to receive the final dividend for 2020 and participate in the Capitalization Issue. For the purpose of determining the H Shareholders' entitlements to the final dividend for 2020 and the New H Shares, the H Share register of members of the Bank will be closed from Friday, June 25, 2021 to Wednesday, June 30, 2021 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to the final dividend for 2020 and the New H Shares, 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 Thursday, June 24, 2021. If the profit distribution proposal for 2020 is approved by the Shareholders at the AGM, the final dividend for 2020 is expected to be paid on or before Friday, August 13, 2021. Further announcement will be made if there is any change of the expected payment date. Please refer to the section headed "Expected Timetable" of this circular for the expected timetable of the Capitalization Issue.

LETTER FROM THE BOARD

5. 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 out in the notice of the 2020 AGM and the notice of the First H Share Class Meeting of 2021 will be voted by poll. 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 conclusions of the AGM and the First H Share Class Meeting of 2021.

6. Recommendation

The Directors consider that the resolutions set out in the notice of the 2020 AGM and the notice of the First H Share Class Meeting of 2021 are in the interests of the Bank and its Shareholders as a whole. Therefore, the Board recommends you to vote in favor 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.*



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)

**NOTICE OF ANNUAL GENERAL MEETING FOR 2020
AND CLOSURE OF H SHARE REGISTER OF MEMBERS**

NOTICE OF ANNUAL GENERAL MEETING FOR 2020

Notice is hereby given that the annual general meeting for 2020 (“AGM”) of Jilin Jiutai Rural Commercial Bank Corporation Limited (the “Bank”) will be held at the Conference Room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC at 9:00 a.m. on Friday, June 18, 2021, to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the Bank for 2020.
2. To consider and approve the work report of the board of supervisors of the Bank for 2020.
3. To consider and approve the annual report of the Bank for 2020.
4. To consider and approve the final financial report of the Bank for 2020.
5. To consider and approve the profit distribution proposal of the Bank for 2020.
6. To consider and approve the annual financial budget of the Bank for 2021.
7. To consider and approve the engagement of external auditing firms of the Bank for 2021.

NOTICE OF THE 2020 AGM

8. To consider and approve the resolutions regarding the election of directors of the fifth session of the board of directors of the Bank
 - 8.1 To consider and approve the resolution regarding the election of Mr. Gao Bing as an executive director of the fifth session of the board of directors of the Bank.
 - 8.2 To consider and approve the resolution regarding the election of Mr. Liang Xiangmin as an executive director of the fifth session of the board of directors of the Bank.
 - 8.3 To consider and approve the resolution regarding the election of Mr. Yuan Chunyu as an executive director of the fifth session of the board of directors of the Bank.
 - 8.4 To consider and approve the resolution regarding the election of Mr. Cui Qiang as a non-executive director of the fifth session of the board of directors of the Bank.
 - 8.5 To consider and approve the resolution regarding the election of Mr. Zhang Yusheng as a non-executive director of the fifth session of the board of directors of the Bank.
 - 8.6 To consider and approve the resolution regarding the election of Mr. Wu Shujun as a non-executive director of the fifth session of the board of directors of the Bank.
 - 8.7 To consider and approve the resolution regarding the election of Mr. Zhang Lixin as a non-executive director of the fifth session of the board of directors of the Bank.
 - 8.8 To consider and approve the resolution regarding the election of Ms. Wang Ying as a non-executive director of the fifth session of the board of directors of the Bank.
 - 8.9 To consider and approve the resolution regarding the election of Ms. Zhang Qiuhua as an independent non-executive director of the fifth session of the board of directors of the Bank.
 - 8.10 To consider and approve the resolution regarding the election of Mr. Fong Wai Kuk as an independent non-executive director of the fifth session of the board of directors of the Bank.
 - 8.11 To consider and approve the resolution regarding the election of Ms. Han Lirong as an independent non-executive director of the fifth session of the board of directors of the Bank.
 - 8.12 To consider and approve the resolution regarding the election of Ms. Jin Xiaotong as an independent non-executive director of the fifth session of the board of directors of the Bank.
 - 8.13 To consider and approve the resolution regarding the election of Mr. Sun Jiafu as an independent non-executive director of the fifth session of the board of directors of the Bank.

NOTICE OF THE 2020 AGM

9. To consider and approve the resolutions regarding the election of non-employee supervisors of the fifth session of the board of supervisors of the Bank
 - 9.1 To consider and approve the resolution regarding the election of Ms. Dai Yundi as a non-employee supervisor of the fifth session of the board of supervisors of the Bank.
 - 9.2 To consider and approve the resolution regarding the election of Ms. Hu Guohuan as a non-employee supervisor of the fifth session of the board of supervisors of the Bank.
 - 9.3 To consider and approve the resolution regarding the election of Mr. Liu Jianxin as a non-employee supervisor of the fifth session of the board of supervisors of the Bank.
 - 9.4 To consider and approve the resolution regarding the election of Mr. Dong Shuaibing as a non-employee supervisor of the fifth session of the board of supervisors of the Bank.
10. To consider and approve the proposal regarding the remuneration for the relevant directors of the fifth session of the board of directors during their terms of office.
11. To consider and approve the proposal regarding the remuneration for the relevant supervisors of the fifth session of the board of supervisors during their terms of office.

SPECIAL RESOLUTIONS

12. To consider and approve the capitalization issue of the Bank.
13. To consider and approve the change of registered capital of the Bank.
14. To consider and approve the amendments to certain articles in the articles of association of the Bank.
15. To consider and approve 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 of the Bank.

NOTICE OF THE 2020 AGM

CLOSURE OF H SHARE REGISTER OF MEMBERS

Reference is made to the annual results announcement of the Bank for the year ended December 31, 2020 dated March 30, 2021 (the “**Announcement**”). Unless otherwise defined in this notice, terms used herein shall have the same meanings as those defined in the Announcement.

The Bank noted that there was an inadvertent typographical error on page 82 of the Announcement and would like to restate the relevant information as follows (the relevant amendment has been underlined for ease of reference):

“In order to qualify for attending the AGM and/or H shareholders class meeting, share certificates accompanied by instruments of transfer must be lodged with the Bank’s H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, May 18, 2021. Holders of H shares of the Bank who are registered with Computershare Hong Kong Investor Services Limited on Thursday, June 17, 2021 are entitled to attend the AGM and/or H shareholders class meeting.”

Save for the aforementioned correction of an inadvertent typographical error, all other content and information set out in the Announcement shall remain unchanged.

By order of the Board
Jilin Jiutai Rural Commercial Bank Corporation Limited*
Gao Bing
Chairman

Changchun, the PRC
April 1, 2021

As at the date of this notice, the Board comprises Mr. Gao Bing, Mr. Liang Xiangmin and Mr. Yuan Chunyu as executive directors; Mr. Cui Qiang, Mr. Wu Shujun, Mr. Zhang Xinyou, Mr. Wang Baocheng and Mr. Zhang Yusheng as non-executive directors; and Dr. Fu Qiong, Mr. Jiang Ning, Ms. Zhang Qiuhua, Mr. Chung Wing Yin and Mr. Yang Jinguan as independent non-executive directors.

* *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.*

NOTICE OF THE 2020 AGM

Notes:

1. Voting by poll

Pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, all votes of resolutions at a general meeting shall be taken by poll. As such, the votes of resolutions at the AGM will be taken by poll. An announcement on the voting 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 AGM.

2. Eligibility for attending the AGM and closure of H share register of members

For the purpose of determining the H shareholders' entitlement to attend the AGM, the H share register of members of the Bank will be closed from Wednesday, May 19, 2021 to Friday, June 18, 2021 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the AGM, 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 Tuesday, May 18, 2021. H shareholders of the Bank whose names appear on the register of members of the Bank on Thursday, June 17, 2021 are entitled to attend the AGM.

A shareholder or his/her proxy should present proof of identity when attending the AGM. If a shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such shareholder may attend the AGM by providing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

3. Reply slip

H shareholders who intend to attend and vote (in person or by proxy) at the AGM must complete and lodge the accompanying reply slip and return it to the Bank's H share registrar on or before Saturday, May 29, 2021. The reply slip may be delivered by hand, by post or by fax to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

4. Proxy

- (1) Each shareholder who has the right to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies in writing to attend and vote on his/her behalf at the meeting. A proxy needs not be a shareholder of the Bank.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.

H shareholders shall lodge the proxy form, together with the notarized power of attorney or other document of authorization, to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for convening the AGM.

- (3) Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof should he/she so wish.
- (4) In the case of joint shareholders and more than one of the shareholders attending the meeting, whether in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Bank in respect of the joint shareholding.

NOTICE OF THE 2020 AGM

5. Dividend payment arrangement

The board of directors of the Bank has recommended a payment of final dividend of RMB658,985,918.25 in total (tax inclusive) for the year ended December 31, 2020. Based on the number of shares on the record date for dividend distribution, the Bank will distribute a cash dividend of RMB0.15 per share (tax inclusive). If the profit distribution proposal for 2020 is approved by the shareholders at the AGM, the final dividend for 2020 is expected to be paid on or before Friday, August 13, 2021. Further announcement will be made if there is any change of the expected payment date.

Domestic shareholders and H shareholders whose names appear on the register of members of the Bank at the close of business on Wednesday, June 30, 2021 are entitled to receive the final dividend for 2020. For the purpose of determining the H shareholders' entitlement to the final dividend for 2020, the H share register of members of the Bank will be closed from Friday, June 25, 2021 to Wednesday, June 30, 2021 (both days inclusive), during which period no transfer of H shares will be registered. In order to be entitled to the final dividend for 2020, 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 Thursday, June 24, 2021.

The proposed dividend is denominated in Renminbi, and will be paid to domestic shareholders in Renminbi and to H shareholders in Hong Kong dollars. The exchange rate for calculation of the dividend in Hong Kong dollars will be based on the average benchmark rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the five business days preceding and including the date of declaration of the dividend at the AGM (June 18, 2021).

(1) Withholding and payment of enterprise income tax for overseas non-resident enterprise shareholders

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules and the relevant regulations, the Bank has the obligation to withhold and pay enterprise income tax at a tax rate of 10% on behalf of the non-resident enterprise shareholders whose names appear on the H share register of members in the distribution of final dividend for 2020. As any shares registered in the name of non-individual shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders, the dividend received shall be subject to the withholding of enterprise income tax.

Upon receipt of such dividend, a non-resident enterprise shareholder may apply to the competent tax authorities for relevant treatment under the tax treaties (arrangements) in person or through a proxy or a withholding agent, and provide evidence in support of its status as a beneficial owner as defined in the tax treaties (arrangements). Upon verification by the competent tax authorities, the difference between the tax levied and the amount of tax payable as calculated at the tax rate under the tax treaties (arrangements) will be refunded.

NOTICE OF THE 2020 AGM

(2) *Withholding and payment of individual income tax for individual overseas resident shareholders*

According to the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》) and its implementation rules and the Announcement of the State Administration of Taxation on Promulgating the Administrative Measures for Tax Convention Treatment for Non-resident Taxpayers (Announcement of the State Administration of Taxation 2015 No. 60) (《國家稅務總局關於發佈〈非居民納稅人享受稅收協定待遇管理辦法〉的公告》(國家稅務總局公告 2015 年第 60 號)) (the “**Tax Convention Announcement**”), the Bank has the obligation to withhold and pay individual income tax on behalf of the individual shareholders whose names appear on the H share register of members (“**Individual H Shareholders**”) in the distribution of final dividend for 2020. However, Individual H Shareholders are entitled to the relevant favourable tax treatments pursuant to the provisions in the tax treaties between the countries (regions) in which they are domiciled and the PRC, and the tax arrangements between the PRC and Hong Kong (or Macau). As such, the Bank will withhold and pay individual income tax on behalf of the Individual H Shareholders in accordance with the following arrangements:

- for Individual H Shareholders receiving dividend who are Hong Kong or Macau residents or citizens from countries (regions) that have entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Bank will withhold and pay individual income tax at the rate of 10% in the distribution of final dividend;
- for Individual H Shareholders receiving dividend who are residents from countries (regions) that have entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Bank will withhold and pay individual income tax at the rate of 10% in the distribution of final dividend. If relevant Individual H Shareholders would like to apply for a refund of the excess amount of tax withheld and paid, the Bank will handle, on their behalf, the applications for tax preferential treatments under relevant tax treaties according to the Tax Convention Announcement. Qualified shareholders shall submit in time a letter of entrustment and all application materials as required under the Tax Convention Announcement to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited. The Bank will then submit the above documents to competent tax authorities and, after their examination and approval, the Bank will assist in refunding the excess amount of tax withheld and paid;
- for Individual H Shareholders receiving dividend who are residents from countries (regions) that have entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Bank will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty in the distribution of final dividend;
- for Individual H Shareholders receiving dividend who are residents from countries (regions) that have entered into a tax treaty with the PRC stipulating a tax rate of 20% or without tax treaties with the PRC or under other circumstances, the Bank will withhold and pay the individual income tax at the rate of 20% in the distribution of final dividend.

Under the current practice of the Hong Kong Inland Revenue Department, no tax is payable in Hong Kong in respect of the dividend paid by the Bank. Shareholders of the Bank are taxed and/or entitled to enjoy tax relief in accordance with the aforementioned regulations.

If the H shareholders have any queries regarding the above tax arrangements, please consult your tax consultants regarding the tax impacts in the PRC, Hong Kong and other countries (regions) for holding and selling the Bank's H shares.

NOTICE OF THE 2020 AGM

6. Miscellaneous

- (1) The AGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses.
- (2) For details of the proposals submitted to the AGM for consideration and approval, please refer to the circular to be dispatched by the Bank in due course.
- (3) None of the directors, supervisors, president and other senior management of the Bank has any material interests in the matters to be considered.
- (4) **Address of Computershare Hong Kong Investor Services Limited:**

Shops 1712–1716, 17th floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong
(for lodging the instruments of transfers)

17M Floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong
(for lodging proxies and reply slips)

Telephone: (852) 2862 8555
Facsimile: (852) 2865 0990

- (5) **Registered Office of the Bank in the PRC:**

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

Principal Place of Business of the Bank in the PRC:

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

Contact department: Office of the Board of Directors
Telephone: 86 (431) 8925 0628
Facsimile: 86 (431) 8925 0628
Contact person: Mr. Liu Hua (劉華)



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)

**NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2021
AND CLOSURE OF H SHARE REGISTER OF MEMBERS**

NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2021

NOTICE IS HEREBY GIVEN THAT the first H share class meeting of 2021 (the “**First H Share Class Meeting of 2021**”) of Jilin Jiutai Rural Commercial Bank Corporation Limited (the “**Bank**”) will be held at the Conference Room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC at 10:00 a.m. on Friday, June 18, 2021 or immediately upon the conclusion of the first domestic share class meeting of 2021, whichever is later, to consider and, if thought fit, pass the following resolutions:

Special Resolutions

1. To consider and approve the capitalization issue of the Bank.
2. To consider and approve 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 of the Bank.

NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2021

CLOSURE OF H SHARE REGISTER OF MEMBERS

Reference is made to the annual results announcement of the Bank for the year ended December 31, 2020 dated March 30, 2021 (the “**Announcement**”). Unless otherwise defined in this notice, terms used herein shall have the same meanings as those defined in the Announcement.

The Bank noted that there was an inadvertent typographical error on page 82 of the Announcement and would like to restate the relevant information as follows (the relevant amendment has been underlined for ease of reference):

“In order to qualify for attending the AGM and/or H shareholders class meeting, share certificates accompanied by instruments of transfer must be lodged with the Bank’s H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, May 18, 2021. Holders of H shares of the Bank who are registered with Computershare Hong Kong Investor Services Limited on Thursday, June 17, 2021 are entitled to attend the AGM and/or H shareholders class meeting.”

Save for the aforementioned correction of an inadvertent typographical error, all other content and information set out in the Announcement shall remain unchanged.

By order of the Board
Jilin Jiutai Rural Commercial Bank Corporation Limited*
Gao Bing
Chairman

Changchun, the PRC
April 1, 2021

As at the date of this notice, the Board comprises Mr. Gao Bing, Mr. Liang Xiangmin and Mr. Yuan Chunyu as executive directors; Mr. Cui Qiang, Mr. Wu Shujun, Mr. Zhang Xinyou, Mr. Wang Baocheng and Mr. Zhang Yusheng as non-executive directors; and Dr. Fu Qiong, Mr. Jiang Ning, Ms. Zhang Qiuhua, Mr. Chung Wing Yin and Mr. Yang Jinguan as independent non-executive directors.

* *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.*

NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2021

Notes:

1. Voting by poll

Pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, all votes of resolutions at a general meeting shall be taken by poll. As such, the votes of the resolution at the First H Share Class Meeting of 2021 will be taken by poll. An announcement on the voting 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.jtsh.com upon the conclusion of the First H Share Class Meeting of 2021.

2. Eligibility for attending the First H Share Class Meeting of 2021 and closure of H share register of members

For the purpose of determining the H shareholders' entitlement to attend the First H Share Class Meeting of 2021, the H share register of members of the Bank will be closed from Wednesday, May 19, 2021 to Friday, June 18, 2021 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the First H Share Class Meeting of 2021, 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 Tuesday, May 18, 2021. H shareholders of the Bank whose names appear on the register of members of the Bank on Thursday, June 17, 2021 are entitled to attend the First H Share Class Meeting of 2021.

A shareholder or his/her proxy should present proof of identity when attending the First H Share Class Meeting of 2021. If a shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such shareholder may attend the First H Share Class Meeting of 2021 by providing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

3. Reply slip

H shareholders who intend to attend and vote (in person or by proxy) at the First H Share Class Meeting of 2021 must complete and lodge the accompanying reply slip and return it to the Bank's H share registrar on or before Saturday, May 29, 2021. The reply slip may be delivered by hand, by post or by fax to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

4. Proxy

- (1) Each shareholder who has the right to attend and vote at the First H Share Class Meeting of 2021 convened by the above notice is entitled to appoint one or more proxies in writing to attend and vote on his/her behalf at the First H Share Class Meeting of 2021. A proxy need not be a shareholder of the Bank.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.

H shareholders shall lodge the proxy form, together with the notarized power of attorney or other authority, to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for convening the First H Share Class Meeting of 2021.

NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2021

- (3) Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the First H Share Class Meeting of 2021 or any adjournment thereof should he/she so wish.
- (4) In the case of joint shareholders and more than one of the shareholders attending the meeting, whether in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Bank in respect of the joint shareholding.

5. Miscellaneous

- (1) The First H Share Class Meeting of 2021 is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses.
- (2) For details of the proposal submitted to the First H Share Class Meeting of 2021 for consideration and approval, please refer to the circular to be dispatched by the Bank in due course.
- (3) None of the directors, supervisors, president and other senior management of the Bank has any material interests in the matters to be considered.
- (4) **Address of Computershare Hong Kong Investor Services Limited:**

Shops 1712–1716, 17th floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong
(for lodging the instruments of transfers)

17M Floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong
(for lodging proxies and reply slips)

Telephone: (852) 2862 8555
Facsimile: (852) 2865 0990

- (5) **Registered Office of the Bank in the PRC:**

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

Principal Place of Business of the Bank in the PRC:

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

Contact department: Office of the Board of Directors
Telephone: 86 (431) 8925 0628
Facsimile: 86 (431) 8925 0628
Contact person: Mr. Liu Hua (劉華)

ORDINARY RESOLUTIONS**1. Considering and Approving the Work Report of the Board of Directors for 2020**

According to the Company Law and the Articles of Association, it is the authority of the Shareholders' general meeting of the Bank to consider and approve the work report of the Board. The Work Report of the Board of Directors of Jilin Jiutai Rural Commercial Bank Corporation Limited for 2020 (《吉林九台農村商業銀行股份有限公司2020年度董事會工作報告》) was considered and approved by the Board on March 30, 2021 and is hereby submitted to the AGM for consideration and approval.

Details of the work report of the Board of Directors for 2020 is set out in the annual report of the Bank for 2020.

2. Considering and Approving the Work Report of the Board of Supervisors for 2020

According to the relevant regulations and the Articles of Association, it is the authority of the Shareholders' general meeting of the Bank to consider and approve the work report of the Board of Supervisors. The Work Report of the Board of Supervisors of Jilin Jiutai Rural Commercial Bank Corporation Limited for 2020 (《吉林九台農村商業銀行股份有限公司2020年度監事會工作報告》) was considered and approved by the Board of Supervisors on March 30, 2021 and is hereby submitted to the AGM for consideration and approval.

Details of the work report of the Board of Supervisors for 2020 is set out in the annual report of the Bank for 2020.

3. Considering and Approving the Annual Report for 2020

The annual report for 2020 was considered and approved by the Board on March 30, 2021 and is hereby submitted to the AGM for consideration and approval. The annual report of the Bank for 2020 has been dispatched to the Shareholders and published on the HKExnews website of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Bank (<http://www.jtnsh.com>).

4. Considering and Approving the Final Financial Report for 2020

The Final Financial Report of Jilin Jiutai Rural Commercial Bank Corporation Limited for 2020 (《吉林九台農村商業銀行股份有限公司2020年度決算情況報告》) was considered and approved by the Board on March 30, 2021 and is hereby submitted to the AGM for consideration and approval.

The details of the resolution is set out in Appendix II to this circular.

5. Considering and Approving the Profit Distribution Proposal for 2020

According to the Profit Distribution Proposal of Jilin Jiutai Rural Commercial Bank Corporation Limited for 2020 (《吉林九台農村商業銀行股份有限公司2020年度利潤分配方案》) considered and approved by the Board on March 30, 2021, the Profit Distribution Proposal for 2020 is proposed as follows:

According to the Company Law, laws and regulations including the Financial Rules of Financial Enterprises (《金融企業財務規則》) and the Articles of Association and based on the audited financial statements for the year ended December 31, 2020 prepared under the PRC GAAP, the net profit of the Bank for 2020 amounted to RMB1,014 million. Details are set out below:

- (I) the allocation of approximately RMB101 million, representing 10% of the net profit for 2020, to the statutory surplus reserve;
- (II) the allocation of approximately RMB330 million to the general risk reserve;

After the aforementioned allocation to the statutory surplus reserve and the general risk reserve, the balance of the net profit for 2020 will be RMB583 million and will be fully transferred to retained profits. After the transfer, the total distributable profits of the Bank will be RMB1,083 million.

- (III) the distribution of cash dividend to Domestic Shareholders and H Shareholders:

The total number of Domestic Shares and H Shares of the Bank is 4,393,239,455 Shares as at the Latest Practicable Date. It is proposed to distribute a dividend of RMB0.15 per Share (tax inclusive), totaling RMB658,985,918.25 (tax inclusive), to Shareholders. The dividend is denominated in Renminbi and will be paid to Domestic Shareholders in Renminbi and to H Shareholders in Hong Kong dollars. The exchange rate of Renminbi to Hong Kong dollars will be the average middle rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the five business days preceding and including the date of declaration of the dividend at the AGM (June 18, 2021). Withholding tax on the cash dividend at the relevant tax rate will apply to the Shareholders according to the relevant tax laws and implementation rules.

Domestic Shareholders and H Shareholders whose names appear on the register of members of the Bank at the close of business on Wednesday, June 30, 2021 are entitled to receive the final dividend for 2020. To determine the identity of the shareholders entitled to receive the final dividend, the Bank's H share register will be closed from June 25, 2021 to June 30, 2021 (both days inclusive), during which period no transfer of H shares will be registered. If the profit distribution proposal for 2020 is approved by the Shareholders at the AGM, the final dividend for 2020 is expected to be paid on or before Friday, August 13, 2021.

- (IV) Retained profits after distribution will be brought forward to the next year.

The Profit Distribution Proposal for 2020 was considered and approved by the Board on March 30, 2021 and is hereby submitted to the AGM for consideration and approval.

6. Considering and Approving the Annual Financial Budget for 2021

In accordance with the strategic development objectives of the Bank, based on the analysis of external economic conditions, financial environment, regional development and industry conditions, with reference to the operation conditions and capabilities of the Bank in the last two years, and adhering to the principle of soundness and prudence the Board formulated the annual financial budget for 2021. The details are set out as follows:

I. Estimated operating expenses

The maximum operating expenses will be RMB1.66 billion (after deducting taxes, surcharges and non-operating expenses);

II. Estimated capital expenditure

In 2021, capital expenditure will be reasonably planned under the premise of strict control over future costs and adhering to the principle of strategic transformation of operation. The annual capital expenditure is estimated to be RMB250 million, mainly including acquisition of properties (decorations), office furniture, automated equipment and construction of IT system.

In 2021, the financial condition and external environment will be relatively complex, with various operational uncertainties. In the event that adjustment to this budget is required during the course of implementation as a result of changes in regulatory policies and other factors, the adjustment to the budget shall be approved by the Board according to the authorization of the Shareholders' general meeting of the Bank.

The Annual Financial Budget of Jilin Jiutai Rural Commercial Bank Corporation Limited for 2021 (《吉林九台農村商業銀行股份有限公司2021年度預算方案》) was considered and approved by the Board on March 30, 2021 and is hereby submitted to the AGM for consideration and approval.

7. Considering and Approving the Engagement of External Auditing Firms for 2021

The Board proposes to appoint CAC CPA Limited Liability Partnership as the domestic external auditor of the Bank for 2021 to provide auditing services in the PRC in accordance with the PRC GAAP, and re-appoint SHINEWING (HK) CPA Limited as the international external auditor of the Bank for 2021 to provide auditing and review services overseas in accordance with the IFRS.

The terms of office of the above external auditors shall commence from the date of approval of this resolution by the AGM and shall expire at the conclusion of the annual general meeting for 2021. In addition, the Board also proposes that the AGM authorize the Board (and its delegates) to determine the remuneration of such external auditors based on the prevailing market rates and to execute related contracts.

The Proposal Regarding the Engagement of External Auditing Firms of Jilin Jiutai Rural Commercial Bank Corporation Limited for 2021 (《吉林九台農村商業銀行股份有限公司關於聘請2021年度外部審計機構的議案》) was considered and approved by the Board and is hereby submitted to the AGM for consideration and approval.

8. Considering and Approving the Resolutions regarding the Election of Directors of the Fifth Session of the Board of Directors of the Bank

In accordance with the Articles of Association, the Board proposes to carry out the re-election of its members. As considered and approved at the Board meeting, the candidates for Directors of the Fifth Session of the Board of the Bank (the “**Fifth Session of the Board**”) nominated by the Board are as follows:

Executive Directors	: Mr. Gao Bing, Mr. Liang Xiangmin, Mr. Yuan Chunyu
Non-executive Directors	: Mr. Cui Qiang, Mr. Zhang Yusheng, Mr. Wu Shujun, Mr. Zhang Lixin, Ms. Wang Ying
Independent non-executive Directors	: Ms. Zhang Qiuhua, Mr. Fong Wai Kuk, Ms. Han Lirong, Ms. Jin Xiaotong, Mr. Sun Jiafu

The biographies of the above candidates for Directors of the Fifth Session of the Board and other information related to their appointment are set out in Appendix III to this circular.

The above candidates for Directors of the Fifth Session of the Board fulfilled the requirements on the qualifications of the relevant laws and regulations and the Articles of Association, the qualifications of the six candidates for Directors, Mr. Zhang Lixin, Ms. Wang Ying, Mr. Fong Wai Kuk, Ms. Han Lirong, Ms. Jin Xiaotong and Mr. Sun Jiafu, are subject to approval by the regulatory authorities. If appointed, the Bank will enter into service contracts with the aforementioned candidates for Directors. According to the Articles of Association, unless adjustment is required by the applicable laws and regulations, the term of office of the Directors of the Fifth Session of the Board shall be three years, and they shall be eligible for re-election and re-appointment upon expiry of their terms of office subject to relevant provisions. The terms of office of Mr. Gao Bing, Mr. Liang Xiangmin, Mr. Yuan Chunyu, Mr. Cui Qiang, Mr. Zhang Yusheng, Mr. Wu Shujun and Ms. Zhang Qiuhua will commence on the date when the resolutions in respect of their respective appointments as Directors of the Bank are approved at the general meeting and end on the expiry of the term of the Fifth Session of the Board. The terms of office of Mr. Zhang Lixin, Ms. Wang Ying, Mr. Fong Wai Kuk, Ms. Han Lirong, Ms. Jin Xiaotong and Mr. Sun Jiafu commence on the date when the resolutions in respect of their respective appointments as Directors of the Bank are approved at the general meeting and their qualifications are approved by regulatory authorities and end on the expiry of the term of the Fifth Session of the Board.

The specific remuneration plans for Directors of the Bank shall be reviewed by the remuneration committee under the Board and submitted to the Board for approval, and submitted to the general meeting for approval after being approved by the Board. The remuneration of the executive Directors shall be determined in accordance with the administrative measures on remuneration of the Bank and is mainly comprised of basic salary, performance-based remuneration and benefits. Performance-based remuneration shall be determined mainly depending on the duty performance and work results of executive Directors during the year. Non-executive Directors are not entitled to receive any remuneration from the Bank. Please refer to the information regarding the remuneration for the relevant Directors of the Fifth Session of the Board during their terms of office in this circular.

Save as disclosed in this circular, the aforementioned candidates for Directors did not hold any directorship in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas or any other positions in the Bank or any of its subsidiaries. The above candidates for Directors do not have any relationship with any Director, Supervisor, senior management, substantial or controlling shareholders of the Bank. As at the Latest Practicable Date, save as disclosed in this circular, none of the aforementioned candidates for Directors has any interest in any shares of the Bank or any of its associated corporations within the meaning of Part XV of the SFO.

In addition, save as disclosed in this circular, the aforementioned candidates for Directors have confirmed that they are not aware of any other information and any other matters in respect of their appointment that are required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders.

As for proposed nomination of Ms. Zhang Qiuhua, Mr. Fong Wai Kuk, Ms. Han Lirong, Ms. Jin Xiaotong and Mr. Sun Jiafu as candidates for independent non-executive Directors of the Fifth Session of the Board, the Nomination Committee of the Bank and the Board have complied with the board diversity policy, procedures for nominating candidate for Directors and the actual conditions of the Bank. The Nomination Committee of the Bank nominated Ms. Zhang Qiuhua, Mr. Fong Wai Kuk, Ms. Han Lirong, Ms. Jin Xiaotong and Mr. Sun Jiafu as candidates for independent non-executive Directors based on their professional experience, skills and knowledge, the possibility of the candidates for independent non-executive Directors to improve the efficiency of the operation of the Board and the time that the candidates for the independent non-executive Directors are able to contribute to the Bank and other factors.

Ms. Zhang Qiuhua, Mr. Fong Wai Kuk and Mr. Sun Jiafu are equipped with legal expertise and Ms. Han Lirong and Ms. Jin Xiaotong are equipped with financial expertise. The Board believes that Ms. Zhang Qiuhua, Mr. Fong Wai Kuk, Ms. Han Lirong, Ms. Jin Xiaotong and Mr. Sun Jiafu will give objective, independent and sufficient opinions and analysis in terms of legal, finance, market operation, corporate management and others through their extensive experience and knowledge, and also be able to promote the diversification of the Board structure in various aspects such as gender, culture, professional skills and qualification.

Ms. Zhang Qiuhua, Mr. Fong Wai Kuk, Ms. Han Lirong, Ms. Jin Xiaotong and Mr. Sun Jiafu, the candidates for independent non-executive Directors, have confirmed their independence to the Bank in accordance with the requirements under Rule 3.13 of the Listing Rules. The Board is also of the view that, Ms. Zhang Qiuhua, Mr. Fong Wai Kuk, Ms. Han Lirong, Ms. Jin Xiaotong and Mr. Sun Jiafu have complied with, and are independent pursuant to, the independence guidelines set out in Rule 3.13 of the Listing Rules.

The Board hereby proposes each of the sub-resolutions in relation to the election of Mr. Gao Bing, Mr. Liang Xiangmin, Mr. Yuan Chunyu, Mr. Cui Qiang, Mr. Zhang Yusheng, Mr. Wu Shujun, Mr. Zhang Lixin, Ms. Wang Ying, Ms. Zhang Qiuhua, Mr. Fong Wai Kuk, Ms. Han Lirong, Ms. Jin Xiaotong and Mr. Sun Jiafu as Directors of the Fifth Session of the Board at the AGM for consideration and approval.

Information Required to be Disclosed under Rule 13.51(2) of the Listing Rules

Mr. Zhang Yusheng (張玉生), a candidate for non-executive Director of the Fifth Session of the Board, was a director of Jilin Huaxing New Construction Materials Co., Ltd. (吉林華星新型建築材料有限公司), a limited liability company incorporated in the PRC on April 25, 2006, mainly engaged in the production, wholesale and retail of non-burnt bricks and wall panels and dissolved by way of deregistration on September 2, 2015. Mr. Zhang confirmed that there is no wrongful act on his part leading to the dissolutions and is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolutions, that his involvement in the above company was part and parcel of his services as a director of this company and that no misconduct or misfeasance had been involved in the dissolutions of this company, and the relevant company was solvent at the time of dissolution or deregistration.

9. Considering and Approving the Resolutions regarding the Election of Non-employee Supervisors of the Fifth Session of the Board of Supervisors of the Bank

In accordance with the Articles of Association, the Board of Supervisors proposes to carry out the re-election of its members. As considered and approved at the Board of Supervisors meeting, the candidates for non-employee Supervisors of the Fifth Session of the Board of Supervisors of the Bank (the “**Fifth Session of the Board of Supervisors**”) nominated by the Board of Supervisors are as follows:

Non-employee Supervisors	: Ms. Dai Yundi, Ms. Hu Guohuan, Mr. Liu Jianxin, Mr. Dong Shuaibing
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The biographies of the above candidates for the non-employee Supervisors of the Fifth Session of the Board of Supervisors and other information related to their appointment are set out in Appendix IV to this circular.

According to the Articles of Association, the Board of Supervisors shall have employee Supervisors, and the number of the employee Supervisors of the Bank shall not be less than one-third of the total number of the Supervisors. The Bank will convene the employee representative meeting to elect the employee Supervisors for the Fifth Session of the Board of Supervisors in due course.

If appointed, the aforementioned candidates for the non-employee Supervisors will enter into service contracts with the Bank. Unless adjustment is required by the applicable laws and regulations, the term of office of the candidates for the non-employee Supervisors of the Fifth Session of the Board of Supervisors shall be three years commencing on the date when the resolutions in respect of their respective appointments as Supervisors of the Bank are approved at the AGM, and the Supervisors shall be eligible for re-election and re-appointment upon expiry of their terms of office.

The remuneration of the Supervisors of the Bank is determined and paid in accordance with the relevant laws and regulations as well as the relevant provisions of the Articles of Association. The specific remuneration plans shall be reviewed by the nomination committee under the Board of Supervisors and submitted to the Board of Supervisors for approval, and submitted to the general meeting for approval after being approved by the Board of Supervisors. The remuneration of the employee Supervisors shall be determined in accordance with the administrative measures on remuneration of the Bank and is mainly comprised of basic salary, performance-based remuneration and benefits. Performance-based remuneration shall be determined mainly depending on the duty performance and work results of employee Supervisors during the year. Shareholder Supervisors are not entitled to any remuneration from the Bank. Please refer to the information regarding the remuneration for the relevant Supervisors of the Fifth Session of the Board of Supervisors during their terms of office in this circular.

Save as disclosed in this circular, the aforementioned candidates for the non-employee Supervisors did not hold any directorship in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas or any other positions in the Bank or any of its subsidiaries. The above candidates for the non-employee Supervisors do not have any relationship with any Director, Supervisor, senior management, substantial or controlling shareholders of the Bank. As at the Latest Practicable Date, save as disclosed in this circular, none of the aforementioned candidates for non-employee Supervisors has any interest in any shares of the Bank or any of its associated corporations within the meaning of Part XV of the SFO.

In addition, save as disclosed in this circular, the aforementioned candidates for the non-employee Supervisors have confirmed that they are not aware of any other information and any other matters in respect of their appointment that are required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the shareholders of the Bank.

The Board hereby proposes each of the sub-resolutions in relation to the election of Ms. Dai Yundi, Ms. Hu Guohuan, Mr. Liu Jianxin and Mr. Dong Shuaibing as non-employee Supervisors of the Fifth Session of the Board of Supervisors at the AGM for consideration and approval.

10. Considering and Approving the Proposal regarding the Remuneration for the Relevant Directors of the Fifth Session of the Board of Directors during their Terms of Office

Having considered the operating results of the Bank and industry standard, the Board meeting has passed the resolution regarding the remuneration for the relevant Directors of the Fifth Session of the Board during their terms of office. The details are set out below:

(1) Executive Directors:

The remuneration of the executive Directors shall be determined according to the relevant Administrative Measures on Remuneration of the Bank¹.

(2) Independent non-executive Directors:

- Independent non-executive Directors residing in Hong Kong: HK\$240,000 per annum
- Independent non-executive Directors residing in Mainland China: RMB100,000 per annum

(3) Non-executive Directors:

Non-executive Directors are not entitled to any remuneration from the Bank.

The above resolution was approved at the Board meeting by the Board, which will be submitted by the Board to the AGM for consideration and approval.

¹ The remuneration of the executive Directors shall be determined in accordance with the administrative measures on remuneration of the Bank and is mainly comprised of basic salary, performance-based remuneration and benefits. Performance-based remuneration shall be determined mainly depending on the duty performance and work results of executive Directors during the year.

11. Considering and Approving the Proposal regarding the Remuneration for the Relevant Supervisors of the Fifth Session of the Board of Supervisors during their Terms of Office

Having considered the operating results of the Bank and industry standard, the Board of Supervisors Meeting has passed the resolution regarding the remuneration for the relevant Supervisors of the Fifth Session of the Board of Supervisors during their terms of office. The details are set out below:

(1) Employee Supervisors:

The remuneration of the employee Supervisors shall be determined according to the relevant Administrative Measures on Remuneration of the Bank¹.

(2) External Supervisors: RMB50,000 per annum.

(3) Shareholder Supervisors: shareholder Supervisors are not entitled to any remuneration from the Bank.

The above resolution was approved at the Board of Supervisors meeting by the Board of Supervisors, which will be submitted by the Board of Supervisors to the AGM for consideration and approval.

SPECIAL RESOLUTIONS

12. Considering and Approving the Capitalization Issue

The Board proposes to issue New Shares by way of capitalization of capital reserve to the Shareholders whose names appear on the register of members of the Bank on the Record Date on the basis of 5 New Shares for every 100 existing Shares held by the Shareholders. Based on the total number of Shares in issue of 4,393,239,455 Shares as at the Latest Practicable Date, the total number of New Shares to be issued by way of capitalization of capital reserve is 219,661,972 Shares, including 177,822,097 New Domestic Shares to be issued to Domestic Shareholders and 41,839,875 New H Shares to be issued to H Shareholders. Immediately upon completion of the Capitalization Issue, the total number of Shares in issue of the Bank will increase to 4,612,901,427 Shares, including 3,734,264,052 Domestic Shares and 878,637,375 H Shares.

Conditions of the Capitalization Issue

The Capitalization Issue is subject to the following conditions:

- (a) the Capitalization Issue having been approved by the Shareholders at the AGM, the First Domestic Share Class Meeting of 2021 and the First H Share Class Meeting of 2021 by way of special resolution;
- (b) the Stock Exchange having granted the listing of, and the permission to deal in, the New H Shares;

¹ The remuneration of the employee Supervisors shall be determined in accordance with the administrative measures on remuneration of the Bank and is mainly comprised of basic salary, performance-based remuneration and benefits. Performance-based remuneration shall be determined mainly depending on the duty performance and work results of employee Supervisors during the year.

- (c) the CBIRC having approved the Capitalization Issue; and
- (d) the compliance with the relevant legal procedures and requirements under the Company Law to effect the Capitalization Issue.

As at the Latest Practicable Date, the aforesaid conditions were not fulfilled yet and are still subject to the completion of the approval procedures in accordance with the relevant laws and regulations.

The issue of New Domestic Shares and the issue of New H Shares are inter-conditional. In the event that the issue of New Domestic Shares is not completed, the issue of New H Shares will not proceed, and vice versa.

Status of the New Shares

The New Shares will rank *pari passu* in all respects with the Shares in issue on the date of issue of the New Shares. Holders of the New Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date on which the New Shares are allotted and issued, but will not be entitled to the dividends declared by the Bank before the date of allotment and issue of the New Shares.

Fractional entitlements

Fractional Domestic Shares arising from the Capitalization Issue will be aggregated and one New Domestic Share will be issued to each of the Domestic Shareholders in descending order based on the decimal number of their fractional Domestic Shares, until the actual number of New Domestic Shares issued equals to the total number of New Domestic Shares to be issued under the Capitalization Issue. If the number of Domestic Shareholders with the same decimal number of fractional Domestic Shares exceeds the remaining Domestic Shares, such remaining Domestic Shares will be randomly allotted by computer, which will be conclusively evidenced by the result announced by China Securities Depository and Clearing Co., Ltd.

The New H Shares under the Capitalization Issue will be issued on a pro rata basis and any fractional H Shares will be rounded down to the nearest whole number. Fractional H Shares will not be issued and allotted, but will be aggregated and sold for the benefit of the Bank.

Overseas Shareholders

As at the Latest Practicable Date, according to the latest register of members available to the Bank, the Bank had two H Shareholders with the registered addresses in Australia and one H Shareholder with the registered address in the British Virgin Islands. The Bank has been advised that there are no legal restrictions to issue New H Shares to H Shareholders with the above registered addresses and therefore, such H Shareholder will also be entitled to the New H Shares. If there are other overseas Shareholders on the Record Date, the Bank will make enquiries regarding the legal restrictions (if any) under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange as to the eligibility of the relevant overseas Shareholders to participate in the Capitalization Issue.

If, after making such enquiries, the Board is of the view that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, not to issue the New H Shares to such overseas Shareholders, arrangements will be made for the New H Shares which would otherwise be issued to such overseas Shareholders to be sold in the market as soon as practicable after dealings in the New H Shares commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in HK dollars to the relevant overseas Shareholder, by ordinary post at his own risk, unless the amount falling to be distributed to any such person is less than HK\$100, in which case it will be retained for the benefit of the Bank.

Effect to the shareholding structure upon completion of the Capitalization Issue

Set out below is the shareholding structure of the Bank as at the Latest Practicable Date and immediately upon completion of the Capitalization Issue (assuming that no other Shares are allotted or issued and no existing Shares are bought back prior to the Record Date):

	As at the Latest Practicable Date		Immediately upon completion of the Capitalization Issue	
	Number of Shares	Approximate percentage of the total number of Shares in issue	Number of Shares ⁽¹⁰⁾	Approximate percentage of the total number of Shares in issue ⁽¹⁰⁾
Domestic Shares	3,556,441,955	80.95%	3,734,264,052	80.95%
<i>including</i>				
Mr. Gao Bing (高兵) ⁽¹⁾	330,750	0.01%	347,287	0.01%
Mr. Yuan Chunyu (袁春雨) ⁽²⁾	52,653	0.00% ⁽⁹⁾	55,286	0.00% ⁽⁹⁾
Mr. Zhang Yusheng (張玉生) ⁽³⁾	361,682,093	8.23%	379,766,198	8.23%
Mr. Wu Shujun (吳樹君) ⁽⁴⁾	121,909,258	2.77%	128,004,721	2.77%
Mr. Zhang Xinyou (張新友) ⁽⁵⁾	118,576,742	2.70%	124,505,579	2.70%
Mr. Wang Baocheng (王寶成) ⁽⁶⁾	86,960,790	1.98%	91,308,829	1.98%
Mr. Wang Zhi (王志) ⁽⁷⁾	551,250	0.01%	578,812	0.01%
Total Domestic Shares held				
by core connected persons	690,063,536	15.70%	724,566,712	15.70%
Domestic Shares held by other				
Domestic Shareholders ⁽⁸⁾	2,866,378,419	65.25%	3,009,697,340	65.25%
H Shares	836,797,500	19.05%	878,637,375	19.05%
Total	4,393,239,455	100.00%	4,612,901,427	100.00%

No legal person or individual is expected to hold Shares constituting 10% or more of the total share capital of the Bank upon completion of the Capitalization Issue.

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 nature 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 nature 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 nature 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.
- (10) The sum of the number of Shares and the shareholding percentage may not be equal to the total number or percentage due to rounding. The final actual number of Shares shall be subject to the handling of the fractional Shares.

Reasons for the Capitalization Issue

With the positive expectation of the future development of the Bank and for the purposes of rewarding its Shareholders for their continued support and encouraging them to constantly support the future development of the Bank, the Board proposes to carry out the Capitalization Issue to share the business achievements of the Bank with its Shareholders. The Capitalization Issue will lead to an increase in the number of Shares of the Bank (including the number of H Shares), which is expected to enhance the liquidity of the Shares in the market.

The Board believes that the Capitalization Issue will allow the Shareholders to enjoy a pro-rata increase in the number of Shares held by them in the Bank without incurring any significant costs. Although the Capitalization Issue is not expected to increase the Shareholders' proportionate equity interests in the Bank, the Capitalization Issue will increase the number of Shares to be held by the Shareholders and the supply of Shares in the open market, which will enhance the liquidity of the Shares and will afford the Shareholders with more flexibility in managing their investment portfolios such as giving them more convenience in disposing of a portion of the Shares and realizing a cash return at their discretion or keeping their shares for any cash dividends which may be declared by the Bank in the future.

In addition, the Capitalization Issue is expected to decrease the trading price per Share on an entitlement basis. Such decrease will reduce transaction costs per board lot incurred by the Shareholders and potential investors of the Bank for acquiring each board lot of Shares in future and is expected to further broaden the Shareholder base of the Bank. In case there is an increase in share price, Shareholders may also enjoy a capital gain from their investment in the Bank's Shares.

Application for listing

The Shares of the Bank are not listed nor dealt in on any stock exchange other than the Stock Exchange. Application will be made by the Bank to the Listing Committee of the Stock Exchange for the approval for the listing of, and permission to deal in, the New H Shares. Subject to the satisfaction of the conditions as set out in this circular (including but not limited to the granting of the listing approval by the Stock Exchange), the New H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS. All necessary arrangements will be made by the Bank for the New H Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Subject to the Capitalization Issue becoming unconditional, the certificates for the New H Shares will be dispatched by ordinary post to the H Shareholders who are entitled thereto at their own risk. In case of joint shareholding, the certificates for the New H Shares will be posted to the first named person on the H Share register of members in respect of such joint shareholding. For the date of dispatch of the certificates for the New H Shares and the date of the commencement of dealings in the New H Shares, please refer to the section headed "Expected Timetable" of this circular.

The Bank endeavors to dispatch the certificates for the New H Shares to its H Shareholders as soon as possible. However, as disclosed under the paragraph headed "Conditions of the Capitalization Issue", the Capitalization Issue is subject to various conditions including, among others, the approval from the CBIRC. According to the relevant PRC laws and regulations, the Bank is only allowed to submit its application to the CBIRC after the Capitalization Issue has been approved by the Shareholders which is scheduled to be on June 18, 2021. The expected date of dispatch of certificates for the New H Shares is determined after considering the following factors: (1) the estimated time required to obtain the approval from the CBIRC based on past experience and the communication between the Bank and the CBIRC; (2) the uncertainties of the actual time required for approval from the CBIRC¹; and (3) the estimated time required for the preparation work of the Capitalization Issue after obtaining the approval from CBIRC, including but not limited to the internal procedures of the Bank, the communication with and instruction to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, for the issuance of the New H Shares and other relevant works (which is expected to be approximately a week). For reference purpose only, in 2020, after the relevant resolutions in respect of the issue New Shares by way of capitalization of capital reserve were considered and approved by the Shareholders at the annual general meeting for 2019, the first domestic share class meeting of 2020 and the first H share class meeting of 2020 of the Bank held on June 18, 2020, the Bank submitted its application to the CBIRC Jilin Bureau on June 22, 2020 and obtained the approval from the CBIRC Jilin Bureau on July 9, 2020.

Taxation

According to the relevant provisions of the State Administration of Taxation of the PRC, the capitalization of capital reserve from share premium shall not be subject to any income tax under the laws of the PRC. As a result, there will be no levy of PRC taxation in respect of the Capitalization Issue.

Dealings in the New H Shares will be subject to the payment of stamp duty, the Stock Exchange trading fee, transaction levy, or any other applicable fees and charges in Hong Kong. H Shareholders are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of holding, disposing of or dealing in the New H Shares. None of the Bank, its Directors or any other parties involved in the Capitalization Issue accepts responsibility for any tax implication or liabilities of the H Shareholders.

¹ According to Rule 58 and Rule 69 of the Measures for Implementation of Administration Licensing Matters of Small and Medium-sized Banking Institutions in Rural Area issued by CBIRC (《中國銀保監會農村中小銀行機構行政許可事項實施辦法》), the competent authority shall issue a written confirmation of approval or objection within three months from the application by a legal entity for change of registered capital and amendments to the articles of association.

Statement on acquisition of Shares

The Bank shall ensure that all its listing document(s) and share certificates include the statements stipulated below and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its Shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such Shares bearing statements to the following effect:

- (a) the acquirer of Shares agrees with the Bank and each of the Shareholders, and the Bank agrees with each of the Shareholders, to observe and comply with the Company Law, the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) and the Articles of Association;
- (b) the acquirer of Shares agrees with the Bank, each of the Shareholders, Directors, Supervisors, managers and officers, and the Bank acting for itself and for each of its Directors, Supervisors, managers and officers agrees with each of the Shareholders to refer all differences and claims arising from the Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the Group's affairs to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its award. Such arbitration shall be final and conclusive;
- (c) the acquirer of Shares agrees with the Bank and each of the Shareholders that the H Shares are freely transferable by the holders thereof; and
- (d) the acquirer of Shares authorizes the Bank to enter into a contract on his or her behalf with each of the Directors and officers whereby such Directors and officers undertake to observe and comply with their obligations to the Shareholders as stipulated in the Articles of Association.

Documents available for inspection

Copies of the following documents will be available for inspection at the Bank's place of business in Hong Kong at Room 15, 11th Floor, Tower 2, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong during normal business hours on any business day from the date of this circular until the date of the AGM:

- (a) Articles of Association;
- (b) the annual reports of the Bank for the two years ended December 31, 2020; and
- (c) this circular.

Warning of risks of dealing in the H Shares

H Shareholders should note that the existing H Shares are expected to be dealt in on an entitlement basis for entitlement to the New H Shares from Wednesday, June 23, 2021. If the conditions of the Capitalization Issue (as set out above under the paragraph headed "Conditions of the Capitalization Issue") are not fulfilled, the Capitalization Issue will not proceed. If in any doubt, Shareholders and potential investors are recommended to consult their professional advisers.

13. Considering and Approving the Change of Registered Capital

Due to the change of the registered capital of the Bank upon completion of the Capitalization Issue, the Bank will report the information relating to the particulars of such change to the CBIRC according to the laws, regulations and other regulatory documents of the PRC and overseas. Upon approval, the Bank will amend the relevant articles in the Articles of Association and report to the market supervisory and administrative authorities for approval. The Board proposes to seek the approval of the Shareholders at the AGM to authorize the Board who may delegate the chairman, the president and the secretary to the Board, individually or collectively, to handle the approval or filing procedures relating to the change of the registered capital of the Bank according to changes in the laws, regulations and other regulatory documents of the PRC and overseas, as well as the requirements and advices from the relevant local and overseas regulatory authorities and stock exchange of the place where the Shares are listed, and to register the change of particulars with the market supervisory and administrative authorities and other relevant governmental authorities.

14. Considering and Approving the Amendments to Certain Articles in the Articles of Association

Due to the change of the registered capital and the capital structure of the Bank upon completion of the Capitalization Issue, and upon approval by the CBIRC with respect to the change of the registered capital, the Bank proposes to make amendments (the “**Amendments**”) to certain articles in the existing Articles of Association. Details are set forth as follows:

Existing Articles

Article 4 The registered capital of the Bank is RMB4,393,239,455.00.

Article 24 The share capital structure of the Bank: 4,393,239,455 ordinary shares, including 3,556,441,955 domestic shares, representing 80.95% of the total number of shares of the Bank; and 836,797,500 H shares, representing 19.05% of the total number of shares of the Bank.

Amended Articles

Article 4 The registered capital of the Bank is RMB[•].

Article 24 The share capital structure of the Bank: [•] ordinary shares, including [•] domestic shares, representing [•]% of the total number of shares of the Bank; and [•] H shares, representing [•]% of the total number of shares of the Bank.

The Board proposes to seek the approval of the Shareholders at the AGM to authorize the Board who may delegate the chairman, the president and the secretary to the Board, individually or collectively, to amend the articles in the Articles of Association relevant to the Amendments and handle the approval or filing procedures relating to the Amendments according to the laws, regulations and other regulatory documents of the PRC and overseas, as well as the requirements and advices from the relevant local and overseas regulatory authorities and stock exchange of the place where the Shares are listed, and to register the change of particulars with the market supervisory and administrative authorities, the Companies Registry of Hong Kong and other relevant governmental authorities.

Subject to the approval by the Shareholders at the AGM and the completion of the Capitalization Issue, the Amendments will take effect from the date of approval by the CBIRC, prior to which the existing Articles of Association will remain in effect.

15. Considering and Approving 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

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; and the announcements of the Bank dated August 23, 2019, October 24, 2019, August 28, 2020 and October 22, 2020 and the circulars dated September 13, 2019 and September 30, 2020 in relation to (among others) the proposed extension of the validity period of the issue plans and the relevant authorizations for 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 convened on September 5, 2018. 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 were approved by the Shareholders at the first extraordinary general meeting of 2019, the second domestic share class meeting of 2019 and the second H share class meeting of 2019 convened on October 24, 2019 and the first extraordinary general meeting of 2020, the second domestic share class meeting of 2020 and the second H share class meeting of 2020 convened on October 22, 2020. 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 Appendix V 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 will be expired on October 22, 2021, and it is expected that the Private Placement of Domestic Shares and the Non-public Issuance of H Shares have will not be completed by then, the Board held a meeting on March 30, 2021, 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 AGM, the First Domestic Share Class Meeting of 2021 and the First H Share Class Meeting of 2021 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 AGM, the First Domestic Share Class Meeting of 2021 and the First H Share Class Meeting of 2021.

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.

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.

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 in June 2019 with respect to the plan on the Non-public Issuance of H Shares and the CSRC has issued opinions and enquiries regarding the Non-public Issuance of H Shares, including but not limited to: (i) enquiries issued in July 2019 regarding the verification opinions of lawyers on whether the issue plan has fulfilled the necessary procedures, the legal advice of lawyers on whether the issue target and currency comply with relevant requirements, and the domestic intermediary service agencies of the Non-public Issuance of H Shares; (ii) enquiries issued in November 2019 regarding the operation and management of the village and township banks established by the Bank; (iii) enquiries issued in July 2020 regarding the relationship between the Private Placement of Domestic Shares and the Non-public Issuance of H Shares. The Bank has actively responded to the abovementioned enquiries from the CSRC in due course and provided relevant documents as required. As at the Latest Practicable Date, the Bank has been liaising with the CSRC, and further enquiry from the CSRC is still being awaited.

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 AGM, the First Domestic Share Class Meeting of 2021 and the First H Share Class Meeting of 2021:

- (1) The Bank will continue to communicate with the CSRC and, in accordance with its relevant requirements, the Bank will actively update financial data and respond to relevant enquiries in a timely manner in an effort to seek its approval 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
- (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 Market Supervision and Management Department (吉林省市場監督管理廳) 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, 2020. 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, 2020 (the “**2020 Audited NAV Per Share**”) was RMB3.11;
- (3) the closing price of the H Shares on the Latest Practicable Date was HK\$2.63;

- (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 and August 14, 2020, respectively (the “**Capitalization Issue**”, please refer to the circulars of the Bank dated May 3, 2019 and April 27, 2020, respectively for details) on the price of Shares);
- (5) the 2020 Audited NAV Per Share represents a discount of 20.82% 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 2020 Audited NAV Per Share represents a premium of 41.48% to the average closing price of the H Shares for the last five trading days prior to the Latest Practicable Date (being HK\$2.63⁽²⁾ per H Share); and
- (7) the 2020 Audited NAV Per Share represents a premium of 41.95% to the closing price of the H Shares on the Latest Practicable Date (being HK\$2.63⁽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).

(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 RMB0.835792 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.

(3) The exchange rate used here is RMB0.83306 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.

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.

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 4,393,239,455, including 3,556,441,955 Domestic Shares and 836,797,500 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	3,556,441,955	80.95%	3,756,441,955	79.17%	3,956,441,955	80.01%
<i>including</i>						
Mr. Gao Bing (高兵) ⁽¹⁾	330,750	0.01%	330,750	0.01%	330,750	0.01%
Mr. Yuan Chunyu (袁春雨) ⁽²⁾	52,653	0.00% ⁽⁹⁾	52,653	0.00% ⁽⁹⁾	52,653	0.00% ⁽⁹⁾
Mr. Zhang Yusheng (張玉生) ⁽³⁾	361,682,093	8.23%	361,682,093	7.62%	361,682,093	7.31%
Mr. Wu Shujun (吳樹君) ⁽⁴⁾	121,909,258	2.77%	121,909,258	2.57%	121,909,258	2.47%
Mr. Zhang Xinyou (張新友) ⁽⁵⁾	118,576,742	2.70%	118,576,742	2.50%	118,576,742	2.40%
Mr. Wang Baocheng (王寶成) ⁽⁶⁾	86,960,790	1.98%	86,960,790	1.83%	86,960,790	1.76%
Mr. Wang Zhi (王志) ⁽⁷⁾	551,250	0.01%	551,250	0.01%	551,250	0.01%
Total Domestic Shares held by the core connected persons	690,063,536	15.70%	690,063,536	14.54%	690,063,536	13.96%
Number of Domestic Shares held by other Domestic Shareholders ⁽⁸⁾	2,866,378,419	65.25%	3,066,378,419	64.63%	3,266,378,419	66.05%
H Shares	836,797,500	19.05%	988,597,500	20.83%	988,597,500	19.99%
Total Shares	4,393,239,455	100.00%	4,745,039,455	100.00%	4,945,039,455	100.00%

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.

FINAL FINANCIAL REPORT FOR 2020 OF JILIN JIUTAI RURAL COMMERCIAL BANK CORPORATION LIMITED

The Final Financial Accounts for 2020 were completed by the Bank in accordance with applicable regulations. In according with audited financial statements for the year ended December 31, 2020 prepared under the PRC GAAP, the final financial accounts for 2020 of the Bank are set out below:

1. Review of major business of the Group

- (I) **Business size.** As of the end of 2020, the total assets of the Group amounted to RMB200,363 million, representing an increase of RMB27,088 million, or 15.63%, when compared with the previous year. Total loans amounted to RMB130,076 million, representing an increase of RMB33,973 million, or 35.35%, when compared with the previous year. The growth was 19.72 percentage points higher than that of total assets, reflecting solid development foundation of the Group and stronger support to the real economy. The total liabilities amounted to RMB184,112 million, representing an increase of RMB26,497 million, or 16.81%, when compared with the previous year. The total deposits amounted to RMB152,407 million, representing an increase of RMB27,543 million, or 22.06%, when compared with the previous year.
- (II) **Operating results.** In 2020, the Group realized operating income of RMB5,671 million, representing an increase of RMB252 million, or 4.65%, when compared with the previous year. Net interest income amounted to RMB5,098 million, representing an increase of RMB933 million, or 22.40%, when compared with the previous year. In addition, the operating cost increased due to the growth of operation scale, higher finance cost, and additional investment in labor force and network establishment to provide service to the entities and support rural revitalization. In 2020, operating expenses of the Group were RMB4,110 million, representing an increase of RMB198 million, or 5.05%, when compared with the previous year. Business and administrative expenses amounted to RMB2,660 million, representing a decrease of RMB53 million, or 1.95%, when compared with the previous year. The total profits amounted to RMB1,541 million, representing an increase of RMB38 million, or 2.53%, when compared with the previous year. The net profits were RMB1,200 million, representing an increase of RMB4 million, or 0.33%, when compared with the previous year. The return on assets, return on capital and cost-to-income ratio were 0.83%, 7.52% and 47.97%, respectively.
- (III) **Risk control.** Since the beginning of the year, the Company has further enhanced its capital management and risk control by making provision for loss and replenishing its capital in strict compliance with the regulations in order to enhance its risk control and capital replenishment ability. As of the end of 2020, the non-performing loans of the Group were RMB2,125 million and the non-performing loan ratio was 1.63%, representing a decrease of 0.05 percentage point when compared with the previous year. The provision coverage ratio was 164.82%, representing a decrease of 2.76 percentage points when compared with the previous year. The capital adequacy ratio, core capital adequacy ratio and tier-one capital adequacy ratio were 11.37%, 9.05% and 9.15%, respectively.

2. Review of major business of the Bank

- (I) **Business size.** In 2020, the Bank maintained stable growth of assets and liabilities and increased the granting of credit. The Bank also enhanced its support to the real economy by increasing deposits. As of the end of 2020, the total assets of the Bank amounted to RMB143,355 million, representing an increase of RMB18,199 million, or 14.54%, when compared with the previous year. Total loans amounted to RMB92,521 million, representing an increase of RMB28,282 million, or 44.03%, when compared with the previous year, which was 29.49 percentage points higher than the growth of assets. Total liabilities amounted to RMB130,532 million, representing an increase of RMB17,941 million, or 15.93%, when compared with the previous year. Total deposits amounted to RMB100,471 million, representing an increase of RMB21,705 million, or 27.56%, when compared with the previous year.
- (II) **Operating results.** In 2020, the Bank focused on serving entities and maintaining high-quality development and put great efforts in restructuring its operation and optimizing the structure of financial income and expenses. The revenue generated from its principal business have increased effectively and the foundation for sustainable development further solidated. During the year, operating income of the Bank amounted to RMB3,778 million, representing an increase of RMB256 million, or 7.26%, when compared with the previous year. Net interest income amounted to RMB3,203 million, representing an increase of RMB908 million, or 39.58%, when compared with the previous year. Net interest income accounted for 84.77% of the total operating income, representing an increase of 19.63 percentage points when compared with the previous year. Operating expenses amounted to RMB2,488 million, representing an increase of RMB52 million, or 2.14%, when compared with the previous year. Business and administrative expenses amounted to RMB1,414 million, representing a decrease of RMB56 million, or 3.79%, when compared with the previous year. Total profits amounted to RMB1,274 million, representing an increase of RMB189 million, or 17.42%, when compared with the previous year. Net profits amounted to RMB1,014 million, representing an increase of RMB120 million, or 13.47%, when compared with the previous year. Return on assets, return on capital and cost-to-income ratio were 0.95%, 7.99% and 38.26%, respectively.
- (III) **Risk control.** In 2020, the Bank further strengthened its internal control and governance and comprehensive risk management by increasing its provision for assets impairment. The Bank also improved its risk resistance ability to promote the sustainable and high-quality development of business. All key risk indicators were within regulatory standards and the capital and provision levels exceeded the minimum regulatory requirements. As of the end of 2020, non-performing loans of the Bank amounted to RMB1,423 million, and non-performing loan ratio was 1.54%, representing a decrease of 0.05 percentage point when compared with the previous year. Provision coverage ratio was 155.47%, representing a decrease of 3.8 percentage points when compared with the previous year. Capital adequacy ratio, core capital adequacy ratio and tier-one capital adequacy ratio were 10.67%, 8.50% and 8.50%, respectively.

3. Investment and capital expenditure of the Bank

- (I) **Equity investment.** In 2020, the Bank duly executed its investment plan and maintained reasonable size and portfolio of equity investments. As of the end of 2020, the long-term equity investment of the Bank amounted to RMB3,149 million, representing a decrease of RMB712 million, or 18.44%, when compared with the previous year. The decrease was mainly due to the disposal of part of equity investments in Jilin Chuncheng Rural Commercial Bank Co., Ltd., Jilin Gongzhuling Rural Commercial Bank Co., Ltd. and Liaoyuan Rural Commercial Bank Limited Liability Company. Among all equity investments of the Bank, investments in Jilin Gongzhuling Rural Commercial Bank Co., Ltd., Haikou United Rural Commercial Bank Co., Ltd., Changbai Mountain Rural Commercial Bank Co., Ltd., Liaoyuan Rural Commercial Bank Limited Liability Company, 33 village and township banks and Jilin Jiuyin Financial Leasing Co., Ltd. amounted to RMB318 million, RMB233 million, RMB454 million, RMB387 million, RMB1,457 million and RMB300 million, respectively.
- (II) **Capital expenditure.** In 2020, the Bank strictly followed the annual budget. The expenditure for the purchase of properties (renovation), installation of self-service equipment, establishment of community banks and construction of IT system amounted to RMB129 million, which was RMB21 million lower than the budget.

For details of the audited financial information of the Group for the year ended December 31, 2020 prepared in accordance with the IFRS, please refer to the financial statements in the annual report of the Bank for 2020 which has been dispatched to the Shareholders by the Bank.

The above report is proposed for your consideration.

Mr. Gao Bing (高兵), born in June 1968, has been the Bank's chairman, executive director and secretary of the party committee of the Bank since December 2008. Prior to joining the Bank and from June 1990 to September 2001, Mr. Gao held a number of positions at Luxiang Credit Cooperative in Shuangyang District, Changchun, including loan clerk, deputy head and head of cooperative and he was the deputy head of Shuangyang District Rural Credit Union in Changchun from September 2001 to November 2004. Mr. Gao joined the Bank's predecessor in December 2004, and was the head of Jiutai Rural Credit Cooperative Union from December 2004 to December 2008. Mr. Gao has been a part-time professor of Jilin University of Finance and Economics since June 2010, and a distinguished professor of Changchun Finance College since June 2011 and an off campus postgraduate tutor of School of Finance of the Jilin University of Finance and Economics since April 2016, and a distinguished professor of Tonghua Normal University and a visiting professor of College of Optical and Electronical Information of Changchun University of Science and Technology since June 2017. In addition, Mr. Gao served as the honorary president of Jiutai Association of Commerce and Industry since October 2011, vice president of Tumenjiang International Cooperation Society of Jilin Province since May 2013, standing vice president of the Jilin Entrepreneurs Federation since July 2016 and standing vice president of Jilin Hong Kong Enterprises Association since June 2017. Mr. Gao graduated from a correspondence course at Changchun Finance College in December 1999, majoring in rural credit cooperative operations and management, and completed his postgraduate studies in accounting at Changchun Taxation College (currently known as Jilin University of Finance and Economics) in August 2002 and in economics and management from Party School of CPC Jilin Provincial Committee in July 2007. Mr. Gao is also a senior economist accredited by Bureau of Personnel of Jilin Province in October 2005. Mr. Gao was a "National Labor Model" (全國勞動模範), a "Top Labor Model in Jilin" (吉林省特等勞動模範) and named the "Best Leader of National Rural Cooperative Institutions in Serving Three Rurals and Supporting SMEs" (全國農合機構服務三農和支持中小企業最佳領軍人物獎) by the China Banking Association, and was named as the "Innovative Sample of China 2016" (2016中國創新榜樣) and "Innovative Sample of China 2018" (2018中國創新榜樣) by the China Economic Forum. In October 2018, Mr. Gao was recognized as the "Jilin Poverty Alleviation Pioneer" (吉林好人•脫貧攻堅先鋒) jointly by the Jilin Provincial Party Committee Propaganda Department (吉林省委宣傳部), Jilin Provincial General Office of Guiding Cultural and Ethical Progress (吉林省文明辦) and Jilin Provincial General Office of Poverty Alleviation (吉林省扶貧辦), and won the "Contribution Award of Jilin Poverty Alleviation" (吉林省脫貧攻堅獎•奉獻獎) issued by Jilin Provincial Administration of Civil Service (吉林省公務員局) and Jilin Provincial General Office of Poverty Alleviation (吉林省扶貧辦). In April 2019, Mr. Gao won the nomination award of the "8th election of Moral Rectitude in Jilin Province and Person of the Year 2018 of Jilin" (第八屆吉林省道德模範暨吉林好人2018年度人物) granted by the Spiritual Civilization Development Steering Commission of Jilin Province (吉林省精神文明建設指導委員會). Mr. Gao won the title of "Outstanding Individual for Poverty Alleviation in China" (全國脫貧攻堅先進個人) by the CPC Central Committee and State Council in February 2021.

As at the Latest Practicable Date, Mr. Gao held 330,750 domestic shares of the Bank in the capacity of a beneficial owner.

Mr. Liang Xiangmin (梁向民), born in February 1966, has been a vice-president of the Bank since August 2010, the chief operating officer of the Bank since December 2014, the Bank's executive director since April 2016, the Bank's vice chairman since June 2019, and the Bank's president since October 2019. Mr. Liang joined the Bank's predecessor in August 1985 and he was a credit clerk, a bookkeeper and an accountant for agricultural loans at Chunyang Credit Cooperative from August 1985 to July 1988 and from July 1990 to June 1993 respectively, and a human resources inspector and a deputy head of the operations department at Jiutai Rural Credit Cooperative Union from June 1993 to August 1994 and from August 1994 to February 1996 respectively. He was deputy head and head of Longjiabao Credit Cooperative from February 1996 to April 2006, head of the business department of Jiutai Rural Credit Cooperative Union from April 2006 to October 2007, deputy head of the branches of Jiutai Rural Credit Cooperative Union in Changchun Development Zone from October 2007 to December 2008 and an assistant to the Bank's president from December 2008 to August 2010. Mr. Liang completed his rural finance studies at Jilin Vocational Secondary School of Agricultural Bank of China in July 1990, and graduated from a correspondence course at the Changchun Finance College in January 2007, majoring in finance.

Mr. Yuan Chunyu (袁春雨), born in December 1972, has been the Bank's executive director since December 2012. Prior to joining the Bank, Mr. Yuan was a staff member and division head of Jiutai Employment Service Bureau from July 1995 to August 2002 and head of Social Affairs Division (reserve cadre in training) in the Policy Research Office of Municipal Government of Jiutai Municipal Committee from August 2002 to February 2004. He was placed as deputy head of the Office of Jiutai Municipal Government from February 2004 to June 2007 for field practice and served as an assistant to head of the Office of Jiutai Municipal Government from June 2007 to October 2007 and deputy head of the Office of Jiutai Municipal Government from October 2007 to November 2010. Mr. Yuan joined the Bank in November 2010 and served as director of office, and he has been head of the office and general manager of the innovative business department since December 2011 and secretary to the Board since December 2012. Mr. Yuan graduated from Hebei Geological Institute (currently known as Hebei GEO University) in July 1995, majoring in foreign economics and management.

As at the Latest Practicable Date, Mr. Yuan held 52,653 domestic shares of the Bank in the capacity of a beneficial owner.

Mr. Cui Qiang (崔强), born in February 1965, has been the Bank's non-executive Director since August 2019. He held various positions at Jilin Province Trust Co., Ltd. since November 2011, including the chief risk officer from November 2011 to January 2017, the chief compliance officer and the general manager of compliance department from January 2017 to October 2018, and the chief investment officer and the general manager of investment department since October 2018. Mr. Cui Qiang served as a credit officer and the division head of Fusong Sub-branch of Industrial and Commercial Bank of China from August 1988 to December 1994; the director, the head of the accounting division and the vice president of Credit Cooperative of Fusong Sub-branch of China Construction Bank from December 1994 to September 1997; the president of Changbai Sub-branch of China Construction Bank from September 1997 to February 2000; the manager of planning and finance department of Baishan Branch of China Construction Bank from February 2000 to September 2006; the vice president of Tonghua Branch of China Construction Bank from September 2006 to October 2009; the vice president of Baishan Branch of China Construction Bank from October 2009 to November 2011. Mr. Cui Qiang graduated from Dongbei University of Finance and Economics in July 2002, majoring in quantitative economics. Mr. Cui was accredited as a professional manager in October 2006.

Mr. Zhang Yusheng (張玉生), born in May 1950, has been the Bank's non-executive Director since April 2015. Mr. Zhang was secretary of Youth League Committee of Luxiang Town, Shuangyang District from August 1970 to October 1977, deputy secretary of the party committee of Sheling Village, Shuangyang District from November 1977 to March 1980, deputy secretary of the party committee of Luxiang Town, Shuangyang District from April 1980 to November 1983 and secretary of the party committee of Luxiang Town, Shuangyang District from December 1983 to June 1987. He was director of the Township Enterprise Bureau of Shuangyang District from June 1987 to September 1990, head of the mining and construction department of Changchun Township Enterprise Bureau from September 1990 to March 1993 and general manager of Changchun No. 4 Construction Company from March 1993 to May 2001. Mr. Zhang was the legal representative and general manager of the Bank's shareholder, Changchun Huaxing Construction Co., Ltd., from May 2001 to September 2010 and has been one of its shareholders since September 2010. Mr. Zhang has served as representative of Changchun People's Congress since December 2007. Mr. Zhang graduated from Liaoning Correspondence Party School in December 1993, majoring in economics; and from a correspondence course in Jilin University of Technology in July 1999, majoring in industrial and civil construction management. Mr. Zhang is also a senior economist accredited by Office of Personnel of Jilin Province in August 2003.

As at the Latest Practicable Date, Changchun Huaxing Construction Co., Ltd. held 361,682,093 domestic shares of the Bank. Mr. Zhang held 60% equity interest in Changchun Huaxing Construction Co., Ltd. According to the SFO, Mr. Zhang is deemed to be interested in the shares of the Bank held by Changchun Huaxing Construction Co., Ltd.

Mr. Wu Shujun (吳樹君), born in November 1959, has been the Bank's non-executive director since December 2012. Mr. Wu was project manager of Shuangyang District Construction Corporation from September 1997 to July 2001 and project manager of Changchun Wanxing Construction Engineering Co., Ltd. from August 2001 to February 2003. He has been legal representative and general manager of the Bank's shareholder, Changchun Dingxing Construction Engineering Co., Ltd. from March 2004 to December 2014 and one of its shareholders since January 2015. Mr. Wu graduated from a correspondence course in Changchun Institute of Technology in July 2001, majoring in civil engineering.

As at the Latest Practicable Date, Changchun Dingxing Construction Engineering Co., Ltd. held 121,909,258 domestic shares of the Bank. Mr. Wu held 88% equity interest in Changchun Dingxing Construction Engineering Co., Ltd. According to the SFO, Mr. Wu is deemed to be interested in the shares of the Bank held by Changchun Dingxing Construction Engineering Co., Ltd.

Mr. Zhang Lixin (張立新), born in September 1977, is currently a the member of the party committee, assistance to the general manager and chief financial officer of Jishi Media Co., Ltd. (吉視傳媒股份有限公司). Mr. Zhang served as the head of auditing of Jilin Yuanda Accounting Firm (吉林遠大會計師事務所) from July 2000 to December 2002, the head of audit department of Zhonghongxin Jianyuan Certified Public Accountants Co., Ltd. (中鴻信建元會計師事務所) from January 2003 to December 2005. Mr. Zhang worked for Jilin Province Television Broadcasting and Information Network Limited (吉林省廣播電視信息網絡集團有限責任公司) and successively served as the deputy manager of the audit department (in charge), deputy manager of the planning and financial department (in charge) and the manager of the planning and financial department from January 2006 to November 2007. Mr. Zhang has served as the chief financial officer (concurrent), the assistance to general manager (concurrent), the member of the party committee of Jishi Media Co., Ltd. (吉視傳媒股份有限公司) since June 2011, May 2012 and January 2018, respectively. Mr. Zhang has served as the executive director and general manager of both Jishi Media and Culture Industry Investment Co., Ltd. (吉視傳媒文化產業投資有限責任公司) and Jilin Northeast Asia Big Data Start-up Services Co., Ltd. (吉林東北亞大數據創業服務有限公司)

since August 2020. Mr. Zhang graduated from Changchun Taxation College (長春稅務學院) (currently known as Jilin University of Finance and Economics) in July 2000, majoring in accounting (Certified Public Accountants Specialized). Mr. Zhang obtained his qualification of Certified Public Accountant from the Ministry of Finance of the PRC and the qualification of senior accountant from the Department of Finance of Jilin Province in November 2002 and November 2018, respectively.

Ms. Wang Ying (王瑩), born in December 1984, has served as a representative of securities affairs, the deputy secretary of the party branch and the chairman of the labor union of Yeal Electric Co., Ltd. (listed on the Growth Enterprise Market of the Shenzhen Stock Exchange, stock code: 300923) since November 2016. Ms. Wang joined Changchun Yeal Electrical Appliance Co., Ltd. (長春研奧電器有限公司), the predecessor of Yeal Electric Co., Ltd., in April 2010. She served as the human resources specialist, the secretary to the board of directors, the deputy secretary of the party branch and the chairman of the labor union of Changchun Yeal Electrical Appliance Co., Ltd. from April 2010 to May 2016; and a representative of securities affairs, the deputy secretary of the party branch and the chairman of the labor union of Changchun Yeal Electrical Appliance Co., Ltd. from June 2016 to November 2016. Ms. Wang graduated from Changchun University of Technology with a master's degree in April 2010, majoring in sociology and human resources. She obtained the securities practitioner qualification certificate of the Securities Association of China in October 2016; the professional qualification of board secretary from the Shenzhen Stock Exchange in July 2017; the PMP Project Management Qualification Certificate of the Project Management Institute of the United States in September 2019; the professional qualification of corporate human resources manager of the Ministry of Human Resources and Social Security in January 2020; and the certificate for completion of the follow-up training of the board secretary from the Shenzhen Stock Exchange in December 2020.

Ms. Zhang Qiuhua (張秋華), born in September 1963, has been the Bank's independent non-executive Director since August 2019. Ms. Zhang is currently a professor at the School of Law of Jilin University of Finance and Economics, the leader of the first-level discipline of law, the director of Financial and Economic Law Research Center of Jilin University of Finance and Economics and a member of faculty committee of Jilin University of Finance and Economics. Ms. Zhang Qiuhua has been teaching at Jilin University of Finance and Economics (formerly known as Jilin Finance and Trade College and Changchun Taxation College) since July 1985, where she served as a lecturer and associate professor, mainly engaged in the teaching and research of economic law. From March 1999 to June 2012, she served as the director of the Department of Economic Law, and was hired as a professor in September 2011. From December 2013 to February 2014, as a senior visiting scholar, she went to the University of Würzburg, Germany to carry out research on cooperation project, focusing on comparison of company laws of China and Germany. Ms. Zhang Qiuhua is currently a standing member of the China Economic Law Research Institute, a member of the China Society Law Research Association, a member of the legal experts' pool of Jilin Provincial Party Committee, legal consultant of Jilin Provincial Government (term of office shall be April 2019 to December 2023), the president of the Corporate Law Research Association of the Jilin Law Society, the vice president of various research associations, including the Economic Law Research Association, Bankruptcy Law Research Association and Northeast Asian Law Research Association, of the Jilin Law Society, and an arbitrator of the Changchun Municipal Arbitration Commission. Ms. Zhang Qiuhua obtained a bachelor's degree in history from Northeast Normal University in July 1985, a master's degree in law from Jilin University in July 1997, and a doctorate degree in law from Jilin University in December 2008.

Mr. Fong Wai Kuk (方緯谷), born in March 1977, is a managing partner of LLinks Law Offices, an admitted solicitor of Hong Kong and admitted solicitor in England and Wales (non-practising). Mr. Fong has extensive experience in corporate and commercial legal matters, specializing in mergers and acquisitions, capital market trading, corporate restructuring and general corporate financing and commercial matters, including acting as a legal advisor as to Hong Kong laws for the issuers or sponsors/underwriters of initial public offerings and listings on the main board of the Hong Kong Stock Exchange and GEM (formerly known as Growth Enterprise Market). Before joining LLinks Law Offices, Mr. Fong worked for a number of large international law firms in Hong Kong. He is currently a member of Appeal Panel (Housing) under the Transport and Housing Bureau, a member of Lump Sum Grant Independent Complaints Handling Committee under the Social Welfare Department, a member of Disciplinary Tribunal Panel of Hong Kong Institute of Certified Public Accountants and a legal advisor of Little People of Hong Kong Foundation, a charity organization established for supporting children who suffer from skeletal dysplasia. Mr. Fong was a vice chairman of Rare Disease Hong Kong from 2014 to 2020 and an adjudicator of Registration of Persons Tribunal under the Security Bureau from 2016 to 2020. Mr. Fong graduated from the University of Hong Kong with a bachelor's degree in law and obtained professional certificate in Laws in December 1999.

Ms. Han Lirong (韓麗榮), born in July 1963, is currently a professor and doctoral tutor of the Department of Accounting of the Business School of Jilin University. She worked in the Accounting Treatment Division of the Finance and Accounting Department (財會處方法科) of Changchun First Automobile Factory (長春第一汽車廠) (currently known as China First Automobile Group Co., Ltd.) as an assistant accountant from July 1988 to June 1991 and taught at Changchun Taxation College (長春稅務學院) (currently known as Jilin University of Finance and Economics) as a lecturer from July 1991 to December 1994. Ms. Han has taught at the Business School of Jilin University as a lecturer, associate professor and master tutor since January 1995, a professor since August 2006 and a doctoral tutor since January 2009 with research focus on auditing and internal control. Ms. Han obtained her qualification of Chinese Certified Public Accountant in April 1998 and is currently a non-practising member of the Chinese Institute of Certified Public Accountants. She served as a vice chairman of Jilin Auditing Society (吉林省審計學會) in October 2017 and qualified as the senior member of Chinese Certified Public Accountant in December 2017. Ms. Han graduated from the Department of Economics of Jilin University with a bachelors' degree in national economic management in July 1985 and obtained a master's degree in national economic planning and management (accounting) from the Department of Economics of Jilin University in June 1988 and a doctorate degree in political economics from Jilin University in June 2005.

Ms. Jin Xiaotong (金曉彤), born in May 1964, has taught at the Business School of Jilin University as a lecturer and associate professor since January 1995 and as a professor and doctoral tutor of Business School of Jilin University since December 2005 with a teaching and researching focus on business administration and marketing. Ms. Jin was a visiting scholar at Brock University in Canada from September 2005 to September 2006. She was awarded the special allowance from the State Council in 2016 and became the chief expert leading key research subjects of Philosophy and Social Sciences under the Ministry of Education (教育部哲學社會科學重大課題攻關項目) in 2017. Ms. Jin was named as the "Leading Professor" (「領軍教授」) of Jilin University in 2020. She is currently a vice chairman of Chinese Higher Education Institution Marketing Association (中國高等院校市場學會), a vice chairman of Jilin Commodity Circulation Society (吉林省商品流通學會), a member of the Marketing Committee of Chinese Management Society (中國管理學會市場營銷專業委員會), an expert for final review of visiting scholars project of Chinese Studying Abroad Scholarship Committee (國家留學基金委) (including scholarship program for post-doctoral/high-level post-graduate), an anonymous review expert for Chinese post-doctoral project and special scholarship project, and participates in the planning of "Thirteen Five-

Year Plan” and “Fourteen Five-Year Plan” of the development of social science of Jilin as a management discipline expert. Ms. Jin graduated from Changchun University with a bachelor’s degree in industrial economics in July 1986 and obtained a master’s degree in national economic planning and management from Jilin University in December 1991 and a doctorate degree in political economics from Jilin University in July 2003.

Mr. Sun Jiafu (孫甲夫), born in November 1972, is currently a senior partner of Jilin Chuangyi Law Firm (吉林創一律師事務所). Mr. Sun was a senior partner of Jilin Jida Law Firm (吉林吉大律師事務所) from July 2001 to May 2014 and a director of Jilin Jida Law Firm from May 2014 to May 2018. He is currently a standing director of Commercial Law Research Association of Jilin Law Society (吉林省法學會商法學研究會), a standing director of Corporate Law Research Association of Jilin Law Society (吉林省法學會企業法治研究會) and a vice chairman and the chairman of legal committee of Jilin Commercial Association (吉商聯合會). Mr. Sun graduated from Jilin University with a bachelor degree in June 2001, majoring in law. He obtained his qualification as an independent director from the Shanghai Stock Exchange in November 2018.

**APPENDIX IV BIOGRAPHIES OF THE CANDIDATES FOR NON-EMPLOYEE SUPERVISORS
OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS**

Ms. Dai Yundi (戴昀弟), born in October 1963, is currently a professor and deputy dean of the School of Management of Changchun University of Finance and Economics (長春財經學院). Ms. Dai was a teacher of the Department of Economics and Management of Jilin Agricultural Science and Technology College (吉林農業科技學院) from July 1987 to March 1991, and a teacher and teaching assistant of the School of Food Engineering of Jilin Agricultural University (吉林農業大學) from April 1991 to February 1997. She served as a general manager of Jilin Agricultural University Food Technology Development Company (吉林農業大學食品科技開發公司) from March 1997 to September 2004 and an associate professor of the School of Economics and Management of Jilin Agricultural University from October 2004 to December 2007, a professor of the School of Economics and Management of Jilin Agricultural University from January 2008 to December 2012 and a professor of the School of Management of Changchun University of Finance and Economics from March 2013 to December 2019. She has served as a professor and deputy dean of the School of Management of Changchun University of Finance and Economics since January 2020. Ms. Dai is currently the vice chairman of the Jilin Logistics and Supply Chain Society (吉林省物流與供應鏈學會), a director of the Jilin Finance Society (吉林省財政學會), the head of the first-class undergraduate courses in Jilin (吉林省一流本科專業), and the evaluation expert of degree of the Ministry of Education. Ms. Dai obtained a doctorate degree in agricultural economic management from Jilin Agricultural University in June 2014.

Ms. Hu Guohuan (胡國環), born in August 1963, served as a teacher in the Economic Management Department of Jilin Agricultural Reclamation Specialty College (吉林農墾特產專科學校) from July 1987 to August 1988. She was a teacher in the cadre secondary professional school of Jilin Agricultural Bank (吉林省農業銀行幹部中等專業學校) from August 1988 to June 2007 and worked for Jilin Agricultural Bank from June 2007 to July 2018. Ms. Hu graduated from Jilin Agricultural University with a bachelor's degree in agricultural economic management in July 1987.

As at the Latest Practicable Date, Ms. Hu held 3,464,894 domestic shares of the Bank in the capacity of a beneficial owner.

Mr. Liu Jianxin (劉建新), born in May 1970, is currently the head of quality control of Tianjin branch of Daxin Certified Public Accountants (Special General Partnership) (大信會計師事務所(特殊普通合夥)天津分所). Mr. Liu served as an accountant in charge of the financial department of Tianjin International Trust and Investment Company (天津市國際信託投資公司) from September 1993 to August 2001, the project manager and department deputy manager of the Tianjin branch of RSM China Certified Public Accountants (Special General Partnership) (中瑞岳華會計師事務所(特殊普通合夥)天津分所) from August 2001 to December 2011 and the senior manager and department manager of the Tianjin branch of ShineWing Certified Public Accountants (Special General Partnership) (信永中和會計師事務所(特殊普通合夥)天津分所) from January 2012 to September 2019. Mr. Liu obtained his qualification of accountants with an approval of Ministry of Personnel of the People's Republic of China in May 1997 and obtained the qualification of a Chinese certified public accountant with the approval of the Tianjin Institute of Certified Public Accountants in November 2001. Mr. Liu graduated from Xidian University with a bachelor's degree in industrial management engineering in July 1993.

**APPENDIX IV BIOGRAPHIES OF THE CANDIDATES FOR NON-EMPLOYEE SUPERVISORS
OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS**

Mr. Dong Shuaibing (董帥兵), born in August 1972, is currently an officer of Hainan Hengyou Law Firm (海南衡佑律師事務所). Mr. Dong was a staff member of the Jiutai Justice Bureau (九台市司法局) from July 1992 to July 1995 and the division-chief judge of the Jiutai People’s Court (九台市人民法院) from August 1995 to August 2009. He served as a senior partner of Jilin Jindian Law Firm (吉林今典律師事務所) from September 2009 to April 2014, a senior partner of Jilin Yili Law Firm (吉林義理律師事務所) from May 2014 to January 2018, and a senior partner of Jilin Weiyue Law Firm (吉林維岳律師事務所) from February 2018 to December 2020. Mr. Dong graduated from Jilin University with a bachelor’s degree in economic law in December 2000.

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 5.32% to 10.11% 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 approximately:

- (a) 5.62% of the existing total Domestic Shares as at the Latest Practicable Date;
- (b) 4.55% of the existing total issued Shares as at the Latest Practicable Date; and
- (c) 4.21% 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 approximately:

- (a) 11.25% of the existing total Domestic Shares as at the Latest Practicable Date;
- (b) 9.10% of the existing total issued Shares as at the Latest Practicable Date; and

- (c) 8.09% 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 AGM, the First Domestic Share Class Meeting of 2021 and the First H Share Class Meeting of 2021. 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 places, 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, the Jilin Market Supervision and Management Department 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 market supervisory and administrative authorities (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 AGM, the First Domestic Share Class Meeting of 2021 and the First H Share Class Meeting of 2021. 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 approximately:

- (a) 18.14% of the existing total H Shares as at the Latest Practicable Date;
- (b) 3.46% of the existing total issued Shares as at the Latest Practicable Date;
- (c) 15.36% 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) 3.20% 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) 3.07% 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 placees.
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 AGM, the First Domestic Share Class Meeting of 2021 and the First H Share Class Meeting of 2021. 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, the Jilin Market Supervision and Management Department 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 market supervisory and administrative authorities (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 AGM, the First Domestic Share Class Meeting of 2021 and the First H Share Class Meeting of 2021. The Board may, if necessary, seek approval of the general meeting for further extension of the validity period of the authorization.