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**JINSHANG BANK CO., LTD.\***

**晉商銀行股份有限公司\***

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

**(Stock Code: 2558)**

## **POLL RESULTS OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING HELD ON DECEMBER 16, 2021 (THURSDAY)**

The board of directors (the “**Board**”) of Jinshang Bank Co., Ltd.\* (the “**Bank**”) hereby announces that the 2021 First Extraordinary General Meeting (the “**EGM**”) was held at the Conference Room, 22nd Floor, No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC at 10:00 a.m. on December 16, 2021 (Thursday). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the circular of the Bank dated November 29, 2021. Voting by way of poll was demanded as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) on the resolutions proposed at the EGM. The EGM was chaired by Mr. Zhang Yunfei, vice chairman of the Board.

## **POLL RESULTS OF THE EGM**

At the EGM, the proposed resolutions set out in the Notice of EGM dated November 29, 2021 were voted by poll and were duly passed.

As at the date of the EGM, the total number of issued Shares of the Bank was 5,838,650,000, including 4,868,000,000 Domestic Shares and 970,650,000 H Shares, which entitled the Shareholders to attend and subject to the restrictions on voting as set out below, vote on the resolutions proposed at the EGM. A total of 22 Shareholders and authorized proxies, holding 4,578,906,378 Shares in total, representing 78.42% of the total issued Shares of the Bank, were present at the EGM.

To the knowledge of the Bank, as the number of Shares pledged by certain Shareholders of the Bank reaches or exceeds 50% of the number of Shares held by them in our Bank, such Shareholders' voting rights at the EGM shall be restricted according to the Articles of Association, and the restricted Shares amounted to 134,754,528 Shares in aggregate. Save as disclosed in this announcement, no Shareholder was restricted to vote in respect of any resolutions proposed at the EGM. As a result, as at the date of the EGM, the total number of Shares entitling the Shareholders of the Bank to vote in respect of the resolutions proposed at the EGM was 5,703,895,472 Shares, including 4,733,245,472 Domestic Shares and 970,650,000 H Shares. Shareholders and proxies attending the EGM represented, in aggregate, 4,478,906,378 Shares of the Bank carrying voting rights, being 78.52% of the total number of Shares carrying voting rights of the Bank as at the date of the EGM. The holding of the EGM was in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

Pursuant to Rule 14A.36 of the Listing Rules, Huaneng Capital and its associates in aggregate holding 600,000,000 Shares, representing approximately 10.28% equity interest in the total issued share capital of the Bank, must abstain from voting on the relevant resolution (being the resolution numbered 1) in accordance with the Listing Rules regarding the New Huaneng Framework Agreement, the transactions contemplated thereunder and the annual caps for the three years ending December 31, 2022, 2023 and 2024 at the EGM, and SSCO and its associates, in aggregate holding 1,406,430,741 Shares, representing approximately 24.09% equity interest in the total issued share capital of the Bank, must abstain from voting on the relevant resolution (being the resolution numbered 2) in accordance with the Listing Rules regarding the New SSCO Framework Agreement, the transactions contemplated thereunder and the annual caps for the three years ending December 31, 2022, 2023 and 2024 at the EGM. As a result, the total number of Shares entitling the Shareholders of the Bank to vote on the resolution numbered 1 and the resolution numbered 2 was 5,103,895,472 Shares and 4,297,464,731 Shares, respectively.

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

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

ORDINARY RESOLUTIONS		Number of valid votes (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the New Huaneng Framework Agreement entered into between the Bank and Huaneng Capital, the transactions contemplated thereunder and the annual caps for the three years ending December 31, 2022, 2023 and 2024 relating thereto;	3,878,906,378 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the New SSCO Framework Agreement entered into between the Bank and SSCO, the transactions contemplated thereunder and the annual caps for the three years ending December 31, 2022, 2023 and 2024 relating thereto;	3,272,475,637 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the determination of amendment of the write-off amount for non-performing loans and bad debts for 2021;	4,478,906,378 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the determination of the write-off amount for non-performing loans and bad debts for 2022;	4,478,906,378 (100%)	0 (0%)	0 (0%)
5.	To consider and approve proposed amendments to the Rules of Procedures for the Shareholders' General Meeting;	4,478,906,378 (100%)	0 (0%)	0 (0%)
6.	To consider and approve proposed amendments to the Rules of Procedures for the Board of Directors;	4,478,906,378 (100%)	0 (0%)	0 (0%)
7.	To consider and approve proposed amendments to the Rules of Procedures for the Board of Supervisors;	4,478,906,378 (100%)	0 (0%)	0 (0%)
8.	To consider and approve proposed amendments to the Definition of Extremely Important Matters and Important Matters;	4,478,906,378 (100%)	0 (0%)	0 (0%)
As more than half of the votes were cast in favor of the above-mentioned resolutions, the resolutions were duly passed as ordinary resolutions.				

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		FOR	AGAINST	ABSTAIN
9.	To consider and approve the proposed issuance of special financial bonds for loans to small and micro enterprises;	4,478,906,378 (100%)	0 (0%)	0 (0%)
10.	To consider and approve proposed amendments to the Articles of Association.	4,478,906,378 (100%)	0 (0%)	0 (0%)
As more than two-thirds of the votes were cast in favor of the above-mentioned resolutions, the resolutions were duly passed as special resolutions.				

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Bank's H Share Registrar acted as a scrutineer for the vote-taking at the EGM. A Supervisor representative, two Shareholder representatives and Shanxi Ding Xin Ze Law Firm (山西鼎信澤律師事務所) were also the scrutineers for the vote-taking and vote-tabulation at the EGM. The progress of conducting poll at the EGM was witnessed by Shanxi Ding Xin Ze Law Firm (山西鼎信澤律師事務所), who presented a legal opinion concluding that the convening and the procedures for holding of the EGM; the eligibility of the Shareholders attending the EGM and the voting procedures of the EGM are in compliance with relevant laws, rules, regulations and the Articles of Association. The poll results are lawful and valid.

**APPROVAL OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING, THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS AND THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS**

The amendments to the Articles of Association have been approved by Shareholders at the EGM, and will take effect on the date on which all necessary approvals are obtained from China Banking Regulatory Authorities. The amendments to the Rules of Procedures for the Shareholders' General Meeting, the Rules of Procedures for the Board of Directors and the Rules of Procedures for the Board of Supervisors by the Bank will take effect at the same time with the amended Articles of Association. Prior to this, the current Articles of Association, the Rules of Procedures for the Shareholders' General Meeting, the Rules of Procedures for the Board of Directors and the Rules of Procedures for the Board of Supervisors shall apply.

By order of the Board  
**Jinshang Bank Co., Ltd.\***  
**Li Weiqiang**  
*Joint company secretary*

Taiyuan, December 16, 2021

*As at the date of this announcement, the executive Directors are Ms. HAO Qiang and Mr. ZHANG Yunfei; the non-executive Directors are Mr. LI Shishan, Mr. XIANG Lijun, Mr. LIU Chenhang, Mr. LI Yang and Mr. WANG Jianjun; and the independent non-executive Directors are Mr. JIN Haiteng, Mr. SUN Shihu, Mr. WANG Liyan, Mr. DUAN Qingshan, Mr. SAI Zhiyi and Mr. YE Xiang.*

\* *Jinshang Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking/deposit-taking business in Hong Kong.*