
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 form, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

CHANGE OF EXTERNAL AUDITING FIRMS FOR 2023

CHANGE OF THE PRINCIPAL AUDITORS FOR 2023

AND

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023

The first extraordinary general meeting of 2023 (the "EGM") of Jilin Jiutai Rural Commercial Bank Corporation Limited will be held at 9:30 a.m. on Thursday, November 30, 2023 at the Conference Room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC. A notice of the EGM is set out on pages 6 to 8 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM carefully and to complete the enclosed proxy form 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 EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting 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.*

November 13, 2023

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of the First Extraordinary General Meeting of 2023	6
Appendix I Businesses of the EGM	I-1

DEFINITIONS

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

“Articles of Association”	the articles of association of the Bank, as amended, supplemented or otherwise modified from time to time
“Bank”	Jilin Jiutai Rural Commercial Bank Corporation Limited, 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
“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 fully paid up in Renminbi
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“EGM” or “the first extraordinary general meeting of 2023”	the first extraordinary general meeting of 2023 of the Bank to be held at 9:30 a.m. on Thursday, November 30, 2023 at the Conference Room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC
“Group”	the Bank and its consolidated subsidiaries
“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
“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)
“IFRS”	the International Accounting Standards, International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board
“Latest Practicable Date”	November 10, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“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
“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
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“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”	The Stock Exchange of Hong Kong Limited

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. Guo Ce
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 Qihua
Mr. Fong Wai Kuk Dennis
Ms. Han Lirong
Ms. Jin Xiaotong
Mr. Sun Jiafu

Registered office:

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

Principal place of business in the PRC:

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

Place of business in Hong Kong:

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

November 13, 2023

To the H Shareholders

Dear Sir or Madam,

CHANGE OF EXTERNAL AUDITING FIRMS FOR 2023

CHANGE OF THE PRINCIPAL AUDITORS FOR 2023

AND

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023

1. INTRODUCTION

On behalf of the Board, I would like to invite you to attend the EGM to be held at 9:30 a.m. on Thursday, November 30, 2023 at the Conference Room on the Sixth Floor, No. 2559 Wei Shan Road, High-tech Zone, Changchun, Jilin Province, the PRC.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the notice of the EGM, 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 EGM.

2. BUSINESSES TO BE CONSIDERED AT THE EGM

The resolutions to be presented for consideration and approval at the EGM include the following ordinary resolutions: (1) change of external auditing firms of the Bank for 2023; and (2) change of the principal auditors of the Bank for 2023.

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 EGM.

3. THE EGM

The proxy form for the EGM is enclosed in this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM carefully and to complete the enclosed proxy form 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 EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting 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 EGM, the H Share register of members of the Bank will be closed from Monday, November 27, 2023 to Thursday, November 30, 2023 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, 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 Friday, November 24, 2023.

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 EGM 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 conclusion of the EGM.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the EGM are in the interests of the Bank and the 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*
Yuan Chunyu
Joint Company Secretary

* *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 EXTRAORDINARY GENERAL MEETING OF 2023



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 EXTRAORDINARY GENERAL MEETING OF 2023

NOTICE IS HEREBY GIVEN THAT the first extraordinary general meeting of 2023 (the “EGM”) 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 9:30 a.m. on Thursday, November 30, 2023, to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the change of external auditing firms of the Bank for 2023.
2. To consider and approve the change of the principal auditors of the Bank for 2023.

By order of the Board

Jilin Jiutai Rural Commercial Bank Corporation Limited*

Yuan Chunyu

Joint Company Secretary

Changchun, the PRC

November 13, 2023

As at the date of this notice, the Board comprises Mr. Guo Ce, Mr. Liang Xiangmin and Mr. Yuan Chunyu as executive Directors; Mr. Cui Qiang, Mr. Zhang Yusheng, Mr. Wu Shujun, Mr. Zhang Lixin and Ms. Wang Ying as non-executive Directors; and Ms. Zhang Qiuhua, Mr. Fong Wai Kuk Dennis, Ms. Han Lirong, Ms. Jin Xiaotong and Mr. Sun Jiafu 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 EXTRAORDINARY GENERAL MEETING OF 2023

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 shareholders at a general meeting must be taken by poll. As such, the votes of resolutions at the EGM 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 EGM.

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

For the purpose of determining the H shareholders' entitlement to attend the EGM, the H share register of members of the Bank will be closed from Monday, November 27, 2023 to Thursday, November 30, 2023 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, 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 Friday, November 24, 2023. H shareholders of the Bank whose names appear on the register of members of the Bank on Thursday, November 30, 2023 are entitled to attend the EGM.

A shareholder or his/her proxy should present proof of identity when attending the EGM. 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 EGM 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. Proxy

- (1) Each shareholder who has the right to attend and vote at the EGM 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 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 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 EGM.

- (3) Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the EGM 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 FIRST EXTRAORDINARY GENERAL MEETING OF 2023

4. Miscellaneous

- (1) The EGM 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 EGM 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)

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. To Consider and Approve the Change of External Auditing Firms of the Bank for 2023**

As SHINEWING (HK) CPA Limited (“**SHINEWING (HK)**”) has been providing international audit services to the Bank for many consecutive years, and the Bank was unable to reach an agreement with SHINEWING (HK) on the audit fee for the financial statements for the year ending December 31, 2023, SHINEWING (HK) has resigned as the international external auditing firm of the Bank for the year 2023 with effect from November 10, 2023. Besides, due to the long distance from the Bank and the fact that the original price could not meet the work requirements, CAC CPA Limited Liability Partnership (“**CAC**”) has resigned as the domestic external auditing firm of the Bank for the year 2023 with effect from November 10, 2023.

Each of SHINEWING (HK) and CAC has confirmed that there are no matters that need to be brought to the attention of the holders of securities of the Bank. The Board is also not aware of any other matters related to their resignations that required to be brought to the attention of the Shareholders. The Board and the audit committee under the Board confirmed that, save as disclosed above, there is no disagreement or unresolved matter between the Bank and each of SHINEWING (HK) and CAC in respect of their resignations.

The Board further confirmed that SHINEWING (HK) and CAC have not commenced the audit work on the consolidated financial statements of the Group for the year ending December 31, 2023. The Board is of the view that the resignation of SHINEWING (HK) and CAC will not have any significant impact on the review and publication of the annual results of the Group for the year ending December 31, 2023.

In order to ensure the standardized, healthy and stable development of the Bank, in accordance with relevant provisions of domestic and overseas laws and regulations and the Articles of Association, the Bank proposed to engage Da Hua Certified Public Accountants (Special General Partnership) (“**Da Hua**”) as the domestic external auditing firm of the Bank for 2023 to provide domestic audit services in accordance with the PRC GAAP, and engage Crowe (HK) CPA Limited (“**Crowe**”) as the international external auditing firm of the Bank for 2023 to provide overseas audit and review services in accordance with the IFRS.

The terms of office of the above external auditing firms shall commence from the date of approval of such resolution at the EGM and shall expire at the conclusion of the 2023 annual general meeting of the Bank. In addition, the Board also proposed that the EGM should authorize the President of the Bank to determine the remuneration of such external auditing firms based on the market principles and to execute related contracts.

The Resolution Regarding the Change of External Auditing Firms of Jilin Jiutai Rural Commercial Bank Corporation Limited for 2023 was considered and approved by the Board on November 10, 2023 and is hereby submitted to the EGM for consideration and approval.

2. To Consider and Approve the Change of the Principal Auditors of the Bank for 2023

In accordance with the Guidelines on Management and Regulation of Consolidated Financial Statements of Commercial Banks and other relevant requirements, as approved at the 2022 annual general meeting of the Bank, the Bank has appointed CAC as the principal domestic auditing firm of the Bank for the year 2023, for the provision of relevant domestic auditing services in accordance with the PRC GAAP. The Bank has appointed SHINEWING (HK) as the principal international auditing firm of the Bank for the year 2023, for the provision of relevant overseas audit and review services in accordance with the IFRS. Their terms of office will commence on the date of approval of such resolution at the 2022 annual general meeting of the Bank and will expire at the conclusion of the 2023 annual general meeting of the Bank.

As the Bank intends to change its domestic and international external auditing firms for the year 2023, in order to ensure the consistency of external audit standards and the comparability of audit conclusions, the Bank intends to concurrently appoint Da Hua as the principal domestic auditing firm of the Bank for the year 2023, for the provision of relevant domestic auditing services in accordance with the PRC GAAP. The Bank intends to concurrently appoint Crowe as the principal international auditing firm of the Bank for the year 2023, for the provision of relevant overseas audit and review services in accordance with the IFRS. The terms of office of the above two principal auditing firms will commence on the date of approval of such resolution at the EGM and will expire at the conclusion of the 2023 annual general meeting of the Bank.

The Resolution Regarding the Change of the Principal Auditors of Jilin Jiutai Rural Commercial Bank Corporation Limited for 2023 was considered and approved by the Board on November 10, 2023, and is hereby submitted to the EGM for consideration and approval.