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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)

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the “**AGM**”) of Jinshang Bank Co., Ltd.* (the “**Bank**”) will be held at Conference Room, 22nd Floor, No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC at 10:00 a.m. on June 9, 2020 (Tuesday). Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated April 24, 2020 (the “**Circular**”).

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

ORDINARY RESOLUTIONS

1. To consider and approve the Work Report of the Board of Directors for 2019;
2. To consider and approve the Work Report of the Board of Supervisors for 2019;
3. To consider and approve the Profit Distribution Plan for 2019;
4. To consider and approve the Report of Final Financial Accounts for 2019;
5. To consider and approve the Financial Budget for 2020;
6. To consider and approve the Report of the Board of Supervisors on Supervision and Assessment on the Performance of Duties by Directors during 2019;
7. To consider and approve the Report of the Board of Supervisors on Assessment on the Performance of Duties by Supervisors during 2019;
8. To consider and approve the Report of the Board of Supervisors on Supervision and Assessment on the Performance of Duties by Senior Management during 2019;

9. To consider and approve the Determination of the Write-off Amount for Non-performing Loans and Bad Debts for 2020;
10. To consider and approve the Huaneng Framework Supplemental Agreement entered into between the Bank and Huaneng Capital, the transactions contemplated thereunder and the annual caps for the financial years ending December 31, 2020 and December 31, 2021 relating thereto;
11. To consider and approve the SSCIO Framework Supplemental Agreement entered into between the Bank and SSCIO, the transactions contemplated thereunder and the annual caps for the financial years ending December 31, 2020 and December 31, 2021 relating thereto; and
12. To consider and approve the appointment of Auditors to audit Financial Statements for 2020;

SPECIAL RESOLUTIONS

13. To consider and approve the Proposed Extension of the Term of Authorization for the Issuance of Financial Bonds;
14. To consider and approve the Proposed Issuance of Green Financial Bonds;
15. To consider and approve the Proposed Issuance of Tier-2 Capital Bonds;
16. To consider and approve the Proposed Amendments to the Articles of Association; and
17. To consider and approve the Proposed Amendments to the Rules of Procedures for the Shareholders' General Meeting.

By order of the Board
Jinshang Bank Co., Ltd.*
TANG Yiping
Vice Chairman

Taiyuan, the PRC

April 24, 2020

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

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

Notes:

1. For more information about above resolutions, please refer to the Circular.

2. **Registration Procedures for Attending the AGM**

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

3. **Reply Slip**

The Shareholders who intend to attend and vote at the AGM (in person or by proxy) shall complete the reply slip for the AGM, and return it in person, by post or by facsimile to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders), or the office of the Board of the Bank (the "Office of the Board") at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the Domestic Shareholders), on or before May 20, 2020 (Wednesday).

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

4. **Proxy**

Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued Shares), whether (each of) such person(s) is a Shareholder or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the AGM. The instrument appointing a proxy must be signed by the Shareholder or his/her attorney duly authorized in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the appointer under a power of attorney or other authorization document(s) given by the appointer, such power of attorney or other authorization document(s) shall be notarized and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authorization document(s) must be delivered to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders), or to the Office of the Board at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the Domestic Shareholders) no later than 24 hours before the scheduled time for the holding of the AGM (i.e. 10:00 a.m. on June 8, 2020 (Monday)) or any adjournment thereof (as the case may be). In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the AGM in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the AGM in person or by proxy, only the vote of the person whose name appears first in the register of members of the Bank relating to such Shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders. After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the AGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

5. **Closure of Register of Members**

The Bank's register of members will be closed from May 9, 2020 (Saturday) to June 9, 2020 (Tuesday), both days inclusive. The Shareholders whose names appear in the Bank's register of members as at the close of business on May 8, 2020 (Friday) shall be entitled to attend and vote at the AGM. For a Shareholder to be eligible for attending and voting at the AGM, all transfer document(s) together with the relevant share certificates and other appropriate document(s) shall be delivered to our Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the H Shareholders) or our Office of the Board at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the Domestic Shareholders) no later than 4:30 p.m. on May 8, 2020 (Friday).

The Bank's register of members will be closed from June 13, 2020 (Saturday) to June 18, 2020 (Thursday), both days inclusive, during which period no transfer of the Shares will be effected. The Shareholders whose names appear in the Bank's register of members on June 18, 2020 (Thursday) shall be entitled to receive the 2019 final dividend.

For a Shareholder to be eligible for receiving the 2019 final dividend, all transfer documents together with the relevant share certificates and other appropriate documents must be delivered to the 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 (for the H Shareholders) or the Office of the Board at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the Domestic Shareholders) no later than 4:30 p.m., on June 12, 2020 (Friday).

6. Publication of Poll Results

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

7. Miscellaneous

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