
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bank of Jiujiang Co., Ltd.***, you should at once hand this circular, together with the form(s) of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Bank of Jiujiang Co., Ltd.*
九江銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6190)

2022 REPORT OF THE BOARD OF DIRECTORS
2022 REPORT OF THE BOARD OF SUPERVISORS
2022 ANNUAL REPORT
2022 FINAL FINANCIAL ACCOUNTS
2023 FINANCIAL BUDGET PLAN
2022 PROFIT DISTRIBUTION PLAN
ENGAGEMENT OF 2023 ACCOUNTING FIRMS
2022 EVALUATION REPORT OF SHAREHOLDERS
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REVISED NOTICE OF THE 2022 ANNUAL GENERAL MEETING

The Letter from the Board is set out on pages 3 to 20 of this circular.

The AGM will be held at 10:00 a.m. on Thursday, 29 June 2023 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC, by way of an on-site meeting. Reference was made to the notice of the AGM of the Bank dated 30 May 2023, the revised notice of the AGM is set out on pages 88 to 93 of this circular and was despatched on 13 June 2023.

Whether or not you intend to attend and/or vote at the AGM in person, you are required to complete the revised form(s) of proxy in accordance with the instructions printed on the revised Proxy Form for the AGM and deliver the revised proxy form(s) to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (for the H Shareholders) or the office of the Board of Directors of the Bank (for the Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the AGM or not less than 24 hours before the scheduled time for the holding of any adjournment thereof. Completion and return of the revised Proxy Form for the AGM will not preclude you from attending in person or voting at the AGM or any adjournment thereof should you so wish.

13 June 2023

* Bank of Jiujiang 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 and/or deposit-taking business in Hong Kong.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

“AGM”	the 2022 AGM of the Bank to be held at 10:00 a.m. on Thursday, 29 June 2023 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC
“Articles of Association”	the articles of association of the Bank, which may be amended, supplemented or otherwise modified from time to time
“Bank”	Bank of Jiujiang Co., Ltd.* (九江銀行股份有限公司*), a joint stock company incorporated on 17 November 2000 in Jiangxi Province, China with limited liability in accordance with PRC laws and regulations and, if the context requires, includes its predecessors, subsidiaries, branches and sub-branches
“Group”	the Bank and its subsidiaries
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“CBIRC”	formerly known as China Banking and Insurance Regulatory Commission (the National Administration of Financial Regulation was established on its basis and officially launched on 18 May 2023)
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan region
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the Ordinary Share(s) issued by the Bank in the PRC with a par value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	the holder(s) of the Domestic Shares
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“H Share(s)”	overseas listed foreign Ordinary Share(s) of par value RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	the holder(s) of the H Share
“Independent Director(s)” or “Independent non-executive Director(s)”	the independent director(s) referred to the Articles of Association and the independent non-executive director(s) under the Listing Rules
“Latest Practicable Date”	8 June 2023, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, which may be amended, supplemented or otherwise modified from time to time
“Ordinary Share(s)” or “Share(s)”	ordinary shares of par value of RMB1.00 each in the Bank’s share capital, including Domestic Shares and H Shares
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), which may be amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	the holder(s) of the Ordinary Shares
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent

Certain amounts and percentage figures in this circular have been subject to rounding adjustments. Accordingly, figures shown as currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

LETTER FROM THE BOARD



Bank of Jiujiang Co., Ltd.*
九江銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6190)

Executive Directors:

Mr. PAN Ming (*Vice Chairman*)
Mr. XIAO Jing
Mr. YUAN Delei

Non-executive Directors:

Mr. ZENG Huasheng
Mr. SHI Zhishan
Mr. LI Jianbao

Independent Non-executive Directors:

Mr. CHUA Alvin Cheng-Hock
Ms. GAO Yuhui
Mr. QUAN Ze
Mr. YANG Tao

Registered office in the PRC:

Bank of Jiujiang Mansion
No. 619 Changhong Avenue
Lianxi District, Jiujiang
Jiangxi Province, the PRC

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai, Hong Kong

To the Shareholders

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LETTER FROM THE BOARD

I. INTRODUCTION

The AGM of the Bank will be held at 10:00 a.m. on Thursday, 29 June 2023. Nineteen ordinary resolutions and a special resolution will be put forward at the AGM for the Shareholders to consider and approve, as appropriate:

ORDINARY RESOLUTIONS

1. To consider and approve the 2022 Report of the Board of Directors of the Bank;
2. To consider and approve the 2022 Report of the Board of Supervisors of the Bank;
3. To consider and approve the 2022 Annual Report of the Bank;
4. To consider and approve the 2022 Final Financial Accounts of the Bank;
5. To consider and approve the 2023 Financial Budget Plan of the Bank;
6. To consider and approve the 2022 Profit Distribution Plan of the Bank;
7. To consider and approve the proposal in relation to the engagement of 2023 accounting firms;
8. To consider and approve the 2022 Evaluation Report of Shareholders of the Bank;
9. To consider and approve the 2022 Evaluation Report of Directors and Senior Management from the Board of Directors of the Bank;
10. To consider and approve the 2022 Evaluation Report of Directors, Supervisors and Senior Management from the Board of Supervisors of the Bank;
11. To consider and approve the 2022 Report on Related Party Transactions of the Bank;
12. To consider and approve the proposal in relation to estimate amount of the related party transactions of the Bank for the year 2023;
13. To consider and approve the proposal in relation to the proposed amendments to the System on the External Supervisors of the Bank;
14. To consider and approve the proposal in relation to the proposed amendments to the Administrative Measures for the Related Party Transactions of the Bank;
15. To consider and approve the proposal in relation to the proposed election of Directors of the seventh session of the Board of Directors of the Bank;

LETTER FROM THE BOARD

- 15.1 To consider and approve the proposal in relation to the proposed election of Mr. Zhou Shixin as an executive Director of the seventh session of the Board of Directors of the Bank;
- 15.2 To consider and approve the proposal in relation to the proposed election of Mr. Xiao Jing as an executive Director of the seventh session of the Board of Directors of the Bank;
- 15.3 To consider and approve the proposal in relation to the proposed election of Mr. Yuan Delei as an executive Director of the seventh session of the Board of Directors of the Bank;
- 15.4 To consider and approve the proposal in relation to the proposed election of Mr. Luo Feng as a non-executive Director of the seventh session of the Board of Directors of the Bank;
- 15.5 To consider and approve the proposal in relation to the proposed election of Mr. Shi Zhishan as a non-executive Director of the seventh session of the Board of Directors of the Bank;
- 15.6 To consider and approve the proposal in relation to the proposed election of Ms. Zhou Miao as a non-executive Director of the seventh session of the Board of Directors of the Bank;
- 15.7 To consider and approve the proposal in relation to the proposed election of Mr. Liu Yinan as a non-executive Director of the seventh session of the Board of Directors of the Bank;
- 15.8 To consider and approve the proposal in relation to the proposed election of Ms. Wang Wanqiu as an independent non-executive Director of the seventh session of the Board of Directors of the Bank;
- 15.9 To consider and approve the proposal in relation to the proposed election of Mr. Tian Li as an independent non-executive Director of the seventh session of the Board of Directors of the Bank;
- 15.10 To consider and approve the proposal in relation to the proposed election of Mr. Zhang Yonghong as an independent non-executive Director of the seventh session of the Board of Directors of the Bank;
- 15.11 To consider and approve the proposal in relation to the proposed election of Mr. Guo Jiequn as an independent non-executive Director of the seventh session of the Board of Directors of the Bank;
16. To consider and approve the proposal in relation to the proposed election of Supervisors of the seventh session of the Board of Supervisors of the Bank;

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- 16.1 To consider and approve the proposal in relation to the proposed election of Ms. Chen Zhiying as the Shareholder Supervisor of the seventh session of the Board of Supervisors of the Bank;
- 16.2 To consider and approve the proposal in relation to the proposed election of Mr. Tang Xiaofeng as the external Supervisor of the seventh session of the Board of Supervisors of the Bank;
- 16.3 To consider and approve the proposal in relation to the proposed election of Mr. Chua Alvin Cheng-Hock as the external Supervisor of the seventh session of the Board of Supervisors of the Bank;
17. To consider and approve the proposal in relation to the proposed amendments to the Allowance System for Independent Directors of the Bank;
18. To consider and approve the proposal in relation to the proposed amendments to the Allowance System for External Supervisors of the Bank;
19. To consider and approve the proposal in relation to the proposed amendments to the Equity Pledge Management Measures of the Bank;

SPECIAL RESOLUTION

20. To consider and approve the proposal in relation to the proposed amendments to the Articles of Association of the Bank.

The purpose of this circular is to provide you with details of the aforementioned proposals to be considered at the AGM. Reference was made to the notice of the AGM of the Bank dated 30 May 2023, the revised notice of the AGM is set out on pages 88 to 93 of this circular and was despatched on 13 June 2023.

II. PROPOSED MATTERS FOR THE AGM

1. 2022 Report of the Board of Directors

An ordinary resolution will be proposed at the AGM to approve the 2022 Report of the Board of Directors. For the main content of the 2022 Report of the Board of Directors, please refer to the 2022 Annual Report of the Bank published on the Bank's website and the Hong Kong Stock Exchange's website on 28 April 2023.

2. 2022 Report of the Board of Supervisors

An ordinary resolution will be proposed at the AGM to approve the 2022 Report of the Board of Supervisors. For the main content of the 2022 Report of the Board of Supervisors, please refer to the 2022 Annual Report of the Bank published on the Bank's website and the Hong Kong Stock Exchange's website on 28 April 2023.

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3. 2022 Annual Report

An ordinary resolution will be proposed at the AGM to approve the 2022 Annual Report. For the main content of the 2022 Annual Report, please refer to the 2022 Annual Report of the Bank published on the Bank's website and the Hong Kong Stock Exchange's website on 28 April 2023.

4. 2022 Final Financial Accounts

An ordinary resolution will be proposed at the AGM to approve the 2022 Final Financial Accounts. The 2022 Final Financial Accounts of the Group are as follows:

I. Assets, liabilities

At the end of 2022, the total assets of the Bank amounted to RMB479,704 million, representing an increase of 3.94% over the beginning of the year, of which: the balance of various loans amounted to RMB279,165 million, representing an increase of 11.79% over the beginning of the year, of which, the retail loans amounted to RMB95,632 million, representing an increase of 10.44% over the beginning of the year, the proportion of total loans was 34.26%, representing a decrease of 0.42 percentage point over the beginning of the year; the corporate loans amounted to RMB162,427 million, representing an increase of 8.51% over the beginning of the year, the proportion of total loans was 58.18%, representing a decrease of 1.76 percentage points over the beginning of the year; discounted bills amounted to RMB21,106 million, representing an increase of 57.01% over the beginning of the year, the proportion of total loans increased by 2.18 percentage points. Financial investments, net amounted to RMB149,026 million, representing an increase of 1.19% over the beginning of the year.

In 2022, the growth rate of credit continued to be stable. The Bank still strove to adjust the credit structure and strengthen the management of assets and liabilities. On the one hand, the Bank deeply cultivated the characteristic industries such as copper and steel, and increased the use of supply chain scenarios such as trade-link/confirmed warehouse to build a regional brand of Jiuyin. On the other hand, the Bank made great efforts to promote the allocation of credit resources to the green industry, strategic emerging industry, science, education, culture and health undertakings, people's food, clothing, housing and transportation and other real economic fields.

At the end of 2022, the liabilities amounted to RMB443,287 million, representing an increase of 4.04% over the beginning of the year. The balance of various deposits amounted to RMB377,340 million, representing an increase of 9.42% over the beginning of the year. The deposits accounted for 85.12% of total liabilities and were the main source of liabilities. Of which, the corporate deposits amounted to RMB213,857 million, representing an increase of 2.57% over the beginning of the year and accounting for 56.67% of total deposits; personal deposits amounted to RMB153,739 million, representing an increase of 18.98% over the beginning of the year, the proportion of total deposits was 40.74%, representing an increase of

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3.27 percentage points over the beginning of the year. The daily average balance of various deposits of the Bank amounted to RMB356,718 million, representing an increase of 12.64% over the beginning of the year.

II. Profit or loss

In 2022, the Bank realized operating income of RMB10,870 million, representing an increase of 5.05% over the previous year, including: net interest income of RMB8,594 million, net fee and commission income of RMB842 million, investments gains of RMB1,110 million; the Bank recorded operating expenditure for the year of RMB8,901 million, including: the operation and management fees of RMB3,143 million, provision for impairment losses on credit of RMB5,514 million. The Bank achieved total profit of RMB2,001 million, income tax expenses of RMB321 million and net profit of RMB1,680 million, representing a decrease of 5.85% over the previous year.

III. Main operating indicators accomplished at the end of 2022

- (1) Core tier-one capital adequacy ratio was 7.93%, representing a decrease of 0.35 percentage point from the beginning of the year; tier-one capital adequacy ratio was 10.61%, representing a decrease of 0.47 percentage point from the beginning of the year; Capital adequacy ratio was 12.62%, representing a decrease of 0.59 percentage point from the same period of last year;
- (2) Non-performing loan ratio of the Bank was 1.82%, representing an increase of 0.41 percentage point from the same period of last year; reserve coverage rate of non-performing loans was 173.01%, representing a decrease of 41.65 percentage points from the same period of last year; allowance-to-loan ratio was 3.14%, representing an increase of 0.12 percentage point from the beginning of the year.
- (3) Concentration ratio of single loan was 0.64%, representing a decrease of 0.24 percentage point from the same period of last year; ratio of loans and advances to top ten single customers was 4.24%, representing a decrease of 0.58 percentage point over the beginning of the year.
- (4) Return on assets was 0.36%, representing a decrease of 0.05 percentage point from the same period of last year; return on capital was 5.81%, representing a decrease of 0.67 percentage point from the same period of last year.

5. 2023 Financial Budget Plan

An ordinary resolution will be proposed at the AGM to approve the 2023 Financial Budget Plan.

According to the strategic policies of the Bank, the Bank will continue to consolidate the customer base, improve the revenue and profit, deepen the structural adjustment, and work together to promote the high-quality and sustainable development of the Bank of Jiujiang in 2023. In 2023, the

LETTER FROM THE BOARD

Bank will maintain a steady growth in asset scale and keep the cost at a reasonable level through effective risk and cost control, thereby finally achieving the budget target. The 2023 Financial Budget Plan of the Bank is as follows:

I. Budget for assets and liabilities scales of the parent company

In 2023, the Bank will adhere to the leadership of the Party building, thoroughly study, publicize and implement the spirit of the 20th National Congress of the Communist Party of China, unswervingly implement the important arrangements of the Central Economic Work Conference, adhere to the general tone of “stability first, seeking progress while maintaining stability”, and fulfill the social responsibility of financial enterprises. The assets of the Bank are expected to exceed RMB500 billion, and the growth rate of the assets will be above 6%.

The total liabilities of the Bank are expected to exceed RMB460 billion. The deposits are expected to exceed RMB370 billion, increasing by more than 5% and accounting for more than 80% of total liabilities, among which, retail deposits are expected to reach RMB155 billion and corporate deposits will reach RMB217 billion, increasing by 5.4% and 4.8%, respectively; daily average deposit will reach RMB360 billion, up over 5%.

The Bank will pay close attention to the progress of the private placement project to realize the implementation of project as soon as possible. It is estimated that the private placement of RMB3.0 billion will be conducted during the year to supplement the core capital and provide timely capital support for the development of asset businesses.

II. Budget for revenue and profit before provision of the parent company

In 2023, the operating income of the Bank is expected to reach RMB10.5 billion, keeping basically flat as compared with last year, among which, the net fee and commission income will amount to RMB1.0 billion; the operating expenditure throughout the year will amount to approximately RMB8.47 billion, among which, provision for impairment losses on assets will exceed RMB5.0 billion. The profit before provision of the Bank is expected to reach approximately RMB7.0 billion.

III. Major regulatory indicators of the parent company meet regulatory requirements

In 2023, the capital adequacy ratio is expected to exceed 12%; the cost-to-income ratio for the whole year is expected to be within 32.55%; return on assets is expected to exceed 0.3%; return on capital will be above 4%. Non-performing loan ratio of the Bank is expected to be within 1.94%; reserve coverage rate of non-performing loans will be above 150%; allowance-to-loan ratio will be above 2.5%. The indicators of asset quality meet regulatory requirements.

LETTER FROM THE BOARD

IV. Budget for the capital expenditure of the parent company

The fixed assets, intangible assets, long-term deferred expenses for the whole year will increase by no more than RMB750 million. Among which, the infrastructure improvement, software projects and electronic equipments will increase by RMB202 million, RMB265 million and RMB156 million, respectively.

V. Financial budget for the Group

The assets of the Group are expected to exceed RMB510 billion, and the growth rate of the assets will be above 5%. Among which, the balance of loans will amount to RMB300 billion, up over 11%; the total liabilities are expected to exceed RMB465 billion, among which, the deposits will exceed RMB373 billion, up approximately 5%. The operating income is expected to exceed RMB10.8 billion; the profit before provision of the Bank is expected to reach approximately RMB7.15 billion.

6. 2022 Profit Distribution Plan

An ordinary resolution will be proposed at the AGM to approve the 2022 Profit Distribution Plan.

The Bank's financial report for the year of 2022 has been reviewed and approved by KPMG. The profit distribution plan for the year of 2022 of the Bank (parent company) is reported as follows:

In 2022, the Bank (parent company) realized total profit of RMB1,833 million, income tax expenses of RMB291 million and net profit of RMB1,542 million. Based on the above, the profit distribution plan is as follows:

- (1) Appropriate to statutory surplus reserve, being 10% of after-tax profit;
- (2) Maintain general provision, being 1.5% of the balance of risk assets at the end of the year;
- (3) Appropriate to discretionary surplus reserve, being 10% of the after-tax profit;
- (4) Based on the total share capital of 2,407,367,200 Shares at the end of 2022, a cash dividend of RMB1 (tax inclusive) will be distributed for every 10 Shares, subject to adjustment (if any) based on the number of total issued shares of the Bank as at the Record Date (as defined below);
- (5) The rest of the undistributed profit will be carried over to the next year.

7. Engagement of 2023 Accounting Firms

An ordinary resolution will be proposed at the AGM to approve the engagement of 2023 accounting firms.

LETTER FROM THE BOARD

The Board is proposed to re-appoint KPMG Huazhen LLP as the domestic financial report auditor of the Bank for the year of 2023 (including 20 county banks established by the Bank as the sponsor), and to re-appoint KPMG as the overseas financial report auditor of the Bank for the year of 2023, with the fee of RMB4.57 million (tax inclusive).

8. 2022 Evaluation Report of Shareholders

An ordinary resolution will be proposed at the AGM to approve the 2022 Evaluation Report of Shareholders. For the main content of the 2022 Evaluation Report of Shareholders, please refer to Appendix I to this circular.

9. 2022 Evaluation Report of Directors and Senior Management from the Board of Directors

An ordinary resolution will be proposed at the AGM to approve the 2022 Evaluation Report of Directors and senior management from the Board of Directors. For the main content of the 2022 Evaluation Report of Directors and senior management from the Board of Directors, please refer to Appendix II to this circular.

10. 2022 Evaluation Report of Directors, Supervisors and Senior Management from the Board of Supervisors

An ordinary resolution will be proposed at the AGM to approve the 2022 Evaluation Report of Directors, Supervisors and senior management from the Board of Supervisors. For the main content of the 2022 Evaluation Report of Directors, Supervisors and senior management from the Board of Supervisors, please refer to Appendix III to this circular.

11. 2022 Report on Related Party Transactions

An ordinary resolution will be proposed at the AGM to approve the 2022 Report on Related Party Transactions. For the main content of the 2022 Report on Related Party Transactions, please refer to Appendix IV to this circular.

12. Estimate Amount of the Related Party Transactions for the Year 2023

An ordinary resolution will be proposed at the AGM to approve the Estimate Amount of the Related Party Transactions for the Year 2023. For the main content of the Estimate Amount of the Related Party Transactions for the Year 2023, please refer to Appendix V to this circular.

13. Proposed Amendments to the System on the External Supervisors of the Bank

An ordinary resolution will be proposed at the AGM to approve the proposed amendments to the System on the External Supervisors of the Bank.

LETTER FROM THE BOARD

In order to further improve the corporate governance structure and perfect the System on the External Supervisors of the Bank, the Bank is proposed to make amendments to the System on the External Supervisors of Bank of Jiujiang Co., Ltd.* in accordance with the laws, regulations and regulatory requirements such as the Corporate Governance Standards for Banking and Insurance Institutions and the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and based on the actual situation of the Bank.

The System on the External Supervisors of the Bank shall come into effect from the date of approval at the AGM.

For the main content of the System on the External Supervisors of the Bank, please refer to Appendix VI to this circular.

14. Proposed Amendments to the Administrative Measures for the Related Party Transactions of the Bank

An ordinary resolution will be proposed at the AGM to approve the proposed amendments to the Administrative Measures for the Related Party Transactions of the Bank.

In order to standardize the management of related party transactions of the Bank and effectively control the risk of related party transactions, the Bank amended the Administrative Measures for the Related Party Transactions of Bank of Jiujiang Co., Ltd.* (the “**Newly Revised Administrative Measures for the Related Party Transactions**”) in accordance with the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions (China Banking and Insurance Regulatory Commission Order [2022] No.1) and the Response Standards for Relevant Questions of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions (CBIRC General Office Letter [2023] No.25).

The Newly Revised Administrative Measures for the Related Party Transactions of the Bank shall come into effect from the date of approval at the AGM. Prior to that, the current Administrative Measures for the Related Party Transactions of the Bank shall remain valid.

For the comparison chart of the proposed amendments to the Administrative Measures for the Related Party Transactions of the Bank, please refer to Appendix VII to this circular.

15. Proposed Election of Directors of the Seventh Session of the Board of Directors of the Bank

An ordinary resolution will be proposed at the AGM to approve the proposed election of Directors of the seventh session of the Board of Directors of the Bank.

References are made to the announcements of the Bank dated 29 May 2023 and 31 May 2023, in relation to, among other things, the proposed re-election and appointment of Directors. According to the relevant laws and regulations and the Articles of Association, the Directors shall serve a term of three years, and the term of a Director is renewable by re-election upon its expiration, but the cumulative term of office for independent non-executive Directors at the Bank shall not exceed six

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years. The term of Directors of the sixth session of the Board of the Bank has expired, and re-election is proposed. The Board has resolved at the Board meeting held on 29 May 2023 to propose the nomination of Mr. ZHOU Shixin, Mr. XIAO Jing and Mr. YUAN Delei as executive Directors of the seventh session of the Board; the nomination of Mr. LUO Feng, Mr. SHI Zhishan, Ms. ZHOU Miao and Mr. LIU Yinan as non-executive Directors of the seventh session of the Board; the nomination of Ms. WANG Wanqiu, Mr. TIAN Li, Mr. ZHANG Yonghong and Mr. GUO Jiequn as independent non-executive Directors of the seventh session of the Board. All of the candidates of Directors of the seventh session of the Board have confirmed that they have no disagreement on the nomination, respectively.

If each of the Director candidates is elected as a Director of the seventh session of the Board at the AGM, the term of office of Mr. YUAN Delei, Mr. SHI Zhishan and Mr. XIAO Jing will be three years commencing from the date when the resolution is passed at the AGM and shall be renewable by re-election upon their expiration. Mr. ZHOU Shixin, Mr. LUO Feng, Ms. ZHOU Miao, Mr. LIU Yinan, Ms. WANG Wanqiu, Mr. TIAN Li, Mr. ZHANG Yonghong and Mr. GUO Jiequn will be subject to the approval of their qualifications as Directors by the China banking and insurance regulatory authorities. Their term of office will commence from the date of the approval on their Directors' qualifications by the China banking and insurance regulatory authorities to the expiry of the term of the seventh session of the Board, and shall be renewable by re-election upon their expiration.

If each of the Director candidates is elected as Director of the seventh session of the Board at the AGM, the Bank will enter into service contracts with them. Executive Directors of the Bank do not receive any remuneration from the Bank as Directors during the term of office but will receive corresponding remuneration in accordance with their specific management positions in the Bank, mainly including salary, bonus, social insurance, employee benefits and the employer's contribution to the housing provident fund. Their remuneration will be determined in accordance with the relevant regulations. Non-executive Directors of the Bank do not receive any remuneration or allowances from the Bank. Independent non-executive Directors of the Bank receive allowances in accordance with the Allowance System for the Independent Directors of the Bank proposed and considered at the AGM of the Bank. The allowances of independent non-executive Directors consist of basic allowance and performance compensation, with deduction according to the assessment (if involved). The basic allowance is RMB150,000 per person per year before taxation. In addition, for those who serve as the chairpersons and members of the special committees, the additional basic allowance is RMB30,000 and RMB10,000 per person per year before taxation respectively. The performance compensation represents the amount of compensation received by independent non-executive Directors from the Bank for carrying out performance activities including forums, researches, lectures, etc. in addition to meeting the regulatory requirements and basic performance requirements of the Bank, and will not exceed RMB50,000 per person per year before taxation. In respect of the deduction according to the assessment, for independent non-executive Directors who are rated as "basically qualified" and "unqualified" according to the comprehensive evaluation results of annual performance of independent non-executive Directors by the Board of Supervisors, 20% and 50% of the total amount of allowances will be deducted. The Bank will disclose Directors' remuneration or allowances in its annual report.

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The above-mentioned candidates for the independent non-executive Directors have confirmed that they have fulfilled the independent factors as stipulated in Rule 3.13 of the Listing Rules. The Bank considered that above-mentioned candidates for the independent non-executive Directors are independent pursuant to the guidelines on independence under the Listing Rules. The nomination and remuneration committee of the Board has assessed and reviewed the independence of each of such candidates for the independent non-executive Directors and is of the view that each of such candidates for the independent non-executive Directors has satisfied the independence requirement.

In accordance with the Bank's Board diversity policy, after comprehensive consideration of various factors, including (but not limited to) gender, regional and industry experience, skills, knowledge, and educational background, the nomination and remuneration committee of the Board considers that the nomination of Ms. WANG Wanqiu, Mr. TIAN Li, Mr. ZHANG Yonghong and Mr. GUO Jiequn as the independent non-executive Directors of the Bank can supplement the professional background of the Board members in financial management and risk control, which helps the Board to seize financial opportunities, control financial risks and meet the Bank's Board diversity requirements, and make recommendations to the Board accordingly.

The biographical details of the afore-mentioned nominated Director candidates to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in Appendix VIII to this circular.

Other Directors of the sixth session of the Board (collectively, the “**Proposed Retiring Directors**”) will not seek re-election as Directors upon the expiry of their term of office. The Proposed Retiring Directors will cease to serve as Directors from the date when the qualifications of all Directors of the seventh session of the Board is approved by the China banking and insurance regulatory authorities. Prior to that, the Proposed Retiring Directors shall perform duties of Directors in accordance with laws, administrative regulations, rules and the Articles of Association. Each of the Proposed Retiring Director has confirmed he/she has no disagreement with the Board and there are no other matters relating to his/her retirement that need to be brought to the attention of the Hong Kong Stock Exchange or the Shareholders. The Board has confirmed that there are no other matters relating to their retirement that need to be brought to the attention of the Hong Kong Stock Exchange or the Shareholders.

16. Proposed Election of Supervisors of the Seventh Session of the Board of Supervisors of the Bank

An ordinary resolution will be proposed at the AGM to approve the proposed election of Supervisors of the seventh session of the Board of Supervisors of the Bank.

Reference is made to the announcement of the Bank dated 29 May 2023, in relation to, among other things, the proposed re-election and appointment of Supervisors. According to the relevant laws and regulations and the Articles of Association, the Supervisors shall serve a term of three years, and the term of a Supervisor is renewable by re-election upon its expiration. The term of office of the Supervisors of the sixth session of the Board of Supervisors of the Bank has expired, and re-election is proposed. The Board of Supervisor has resolved at a meeting of the Board of Supervisors held on 29 May 2023 to propose the nomination of Ms. CHEN Zhiying as a Shareholder Supervisor of the seventh session of the Board of Supervisors; and propose the nomination of Mr. TANG Xiaofeng and

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Mr. CHUA Alvin Cheng-Hock as external Supervisors of the seventh session of the Board of Supervisors. The employee representative Supervisors will be elected at the employee representative meetings held by the Bank or through democratic procedures and announced separately. All of the candidates for Supervisors of the seventh session of the Board of Supervisors have confirmed that they have no disagreement on the nomination, respectively.

If each of the Supervisor candidates is elected as Supervisor of the seventh session of the Board of Supervisors at the AGM, their term of office will be three years commencing from the date when the resolution is passed at the AGM, and shall be renewable by re-election upon their expiration.

If each of the Supervisor candidates is elected as Supervisor of the seventh session of the Board of Supervisors at the AGM, the Bank will enter into service contracts with them. Shareholder Supervisors of the Bank do not receive any remuneration from the Bank. External Supervisors of the Bank receive allowances in accordance with the Allowance System for the External Supervisors of Bank of Jiujiang Co., Ltd.* proposed and considered at the AGM of the Bank. The allowances of external Supervisors consist of basic allowance and performance compensation, with deduction according to the assessment (if involved). The basic allowance is RMB150,000 per person per year before taxation. In addition, for those who serve as the chairperson and members of the special committees, the additional basic allowance is RMB30,000 and RMB10,000 per person per year before taxation respectively. The performance compensation represents the amount of compensation received by external Supervisors from the Bank for carrying out performance activities including forums, researches, lectures, etc. in addition to meeting the regulatory requirements and basic performance requirements of the Bank, and will not exceed RMB50,000 per person per year before taxation. In respect of the deduction according to the assessment, for external Supervisors who are rated as “basically qualified” and “unqualified” according to the comprehensive evaluation results of annual performance of external Supervisors by the Board of Supervisors, 20% and 50% of the total amount of allowances will be deducted. The Bank will disclose Supervisors’ remuneration and allowances in its annual report.

The biographical details of the afore-mentioned nominated Supervisor candidates to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in Appendix IX to this circular.

Other Supervisors of the sixth session of the Board of Supervisors (collectively, the “**Proposed Retiring Shareholder Supervisors and External Supervisors**”) will not seek re-election as Shareholder Supervisors and external Supervisors upon expiry of their term of office as Supervisors. The Proposed Retiring Shareholder Supervisors and External Supervisors will cease to serve as Shareholder Supervisors and external Supervisors of the Bank from the date when the Supervisors of the seventh session of the Board of Supervisors officially take office. Prior to that, the Proposed Retiring Shareholder Supervisors and External Supervisors shall perform duties of Supervisors in accordance with laws, administrative regulations, rules and the Articles of Association. Each of the Proposed Retiring Shareholder Supervisors and External Supervisors has confirmed that he/she has no disagreement with the Board and the Board of Supervisors and there are no other matters relating to their retirement that need to be brought to the attention of the Hong Kong Stock Exchange or the

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Shareholders. The Board and the Board of Supervisors have confirmed that there are no other matters relating to their retirement that need to be brought to the attention of the Hong Kong Stock Exchange or the Shareholders.

17. Proposed Amendments to the Allowance System for Independent Directors of the Bank

An ordinary resolution will be proposed at the AGM to approve the proposed amendments to the Allowance System for Independent Directors of the Bank.

The Bank is proposed to make amendments to the Allowance System for Independent Directors of Bank of Jiujiang Co., Ltd.* in accordance with the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and based on the actual situation of the Bank.

The newly revised Allowance System for Independent Directors shall come into effect from the date of approval at the AGM. Prior to that, the current Remuneration and Allowance System for Independent Directors of the Bank shall remain valid.

For the main content of the proposed amendments to the Remuneration and Allowance System for Independent Directors of the Bank, please refer to Appendix X to this circular.

18. Proposed Amendments to the Allowance System for External Supervisors of the Bank

An ordinary resolution will be proposed at the AGM to approve the proposed amendments to the Allowance System for External Supervisors of the Bank.

The Bank is proposed to make amendments to and perfect the Allowance System for External Supervisors of Bank of Jiujiang Co., Ltd.* in accordance with the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and based on the actual situation of the Bank.

The newly revised Allowance System for External Supervisors shall come into effect from the date of approval at the AGM. Prior to that, the current Allowance System for External Supervisors of the Bank shall remain valid.

For the main content of the Allowance System for External Supervisors of the Bank, please refer to Appendix XI to this circular.

19. Proposed Amendments to the Equity Pledge Management Measures of the Bank

An ordinary resolution will be proposed at the AGM to approve the proposed amendments to the Equity Pledge Management Measures of the Bank.

In order to further standardize the equity pledge of the Bank, protect the legitimate rights and interests of the Bank, depositors and other customers and safeguard the legitimate interests of the Shareholders, the Bank shall amend the Equity Pledge Management Measures of Bank of Jiujiang

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Co., Ltd.* (the “**Newly Revised Equity Pledge Management Measures**”) in accordance with the Notice of the CBRC on Strengthening Management of Equity Pledge of Commercial Banks and the actual situation of the Bank.

The Newly Revised Equity Pledge Management Measures shall come into effect from the date of approval at the AGM. Prior to that, the current Equity Pledge Management Measures of the Bank shall remain valid.

For the comparison chart of the proposed amendments to the Equity Pledge Management Measures of the Bank, please refer to Appendix XII to this circular.

20. Proposed Amendments to the Articles of Association of the Bank

A special resolution will be proposed at the AGM to approve the proposed amendments to the Articles of Association of the Bank.

References are made to the announcements of the Bank dated 12 December 2022 and 7 February 2023 and the circular of the Bank dated 16 January 2023, in relation to, among other things, the proposed amendments to the Articles of Association (the “**First Amendments to the Articles of Association**”). As at the Latest Practicable Date, the First Amendments to the Articles of Association have not been approved by the China banking and insurance regulatory authorities.

On 29 May 2023, the Board resolved to make supplementary amendments to the existing effective Articles of Association (the “**Second Amendments to the Articles of Association**”) in accordance with the Company Law of the People’s Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions and the Regulations on the Work of Grassroots Organizations of the State-owned Enterprises of the Communist Party of China (Trial) and relevant regulatory requirements and based on the actual situations of the Bank. For details, please refer to the announcement of the Bank dated 29 May 2023.

The Board intends to propose to the Shareholders at the AGM to authorize the Board, who would in turn delegate such authority to the chairman of the Board, the president and the secretary to the Board of the Bank to individually or jointly exercise full power to be responsible to make necessary adjustments to the Second Amendments to the Articles of Association according to any changes in domestic and overseas laws, regulations and other regulatory documents, and the requirements and advices from the relevant domestic and overseas regulatory authorities and the Hong Kong Stock Exchange. The validity period for such authorization is twelve months from the date of consideration and approval of the proposal by the AGM, whereby the amendments shall comply with the relevant Chinese laws and regulations as well as the requirements of relevant regulatory and approval authorities.

Upon the consideration and approval of the Second Amendments to the Articles of Association at the AGM, the Bank will form the new Articles of Association (the “**Newly Amended Articles of Association**”) based on the First Amendments to the Articles of Association and the Second Amendments to the Articles of Association, and submit it to the China banking and insurance

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regulatory authorities for approval. The Newly Amended Articles of Association will take effect from the date of approval by the China banking and insurance regulatory authorities. Prior to that, the existing effective Articles of Association shall apply to the Bank.

For the comparison chart of the proposed amendments to the Articles of Association of the Bank, please refer to Appendix XIII to this circular.

III. AGM

The AGM of the Bank will be held at 10:00 a.m. on Thursday, 29 June 2023 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC, by way of an on-site meeting, to consider and, if thought fit, to approve the proposed matters as set out in the revised notice of the AGM. Reference was made to the notice of the AGM of the Bank dated 30 May 2023, the revised notice of the AGM is set out on pages 88 to 93 of this circular and was despatched on 13 June 2023.

Whether or not you intend to attend and/or vote at the AGM in person, you should complete the revised proxy form(s) of the AGM in accordance with the instructions printed thereon. Completion and return of the revised proxy form(s) will not preclude you from attending in person or voting at the AGM or any adjournment thereof should you so wish. The revised proxy form for the AGM (the “**Revised Proxy Form**”) is applicable for the resolutions specified in the revised notice of the AGM.

A Shareholder who has already lodged the proxy form for the AGM despatched on 30 May 2023 (the “**Original Proxy Form**”) in accordance with the instructions printed thereon should note that:

- (i) If no Revised Proxy Form is lodged in accordance with the instructions printed hereon, the Original Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions as set out in the circular dated 13 June 2023 of the Company and the revised notice of AGM.
- (ii) If the Revised Proxy Form is lodged in accordance with the instructions printed hereon at or before 10:00 a.m. on Wednesday, 28 June 2023, the Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed.
- (iii) If the Revised Proxy Form is lodged after the closing time set out in the revised notice of AGM, the Revised Proxy Form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the Shareholder. The Original Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the additional proposed resolutions as set out in the circular dated 13 June 2023 of the Company and the revised notice of AGM).

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IV. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all voting by the Shareholders at the Shareholders' general meeting shall be taken by way of poll. As such, the chairman of the meeting will request a poll for each resolution proposed at the AGM.

Pursuant to Rule 2.15 of the Listing Rules, if shareholders have material interests in a transaction or arrangement, shareholders shall abstain from voting on the resolutions for approving the transaction or arrangement at the relevant shareholders' general meetings. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, none of the Directors has a material interest in the resolutions proposed at the AGM, and shall abstain from voting on the relevant resolutions at the AGM.

The voting results of the AGM will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.jjccb.com) in accordance with the Listing Rules.

V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM

The Bank's register of members will be closed from Tuesday, 30 May 2023 to Thursday, 29 June 2023 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Bank on Monday, 29 May 2023 are entitled to attend and vote at the AGM.

For a holder of the Shares of the Bank to be eligible for attending and voting at the AGM, all completed and signed Share transfer documents (together with the relevant Share certificates) and other appropriate documents of the holders of the Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) or the office of the Board of Directors of the Bank at Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC (for the holders of the Domestic Shares) not later than 4:30 p.m. on Monday, 29 May 2023 for registration.

VI. ARRANGEMENT ON DIVIDEND DISTRIBUTION

The Board of Directors of the Bank has recommended the distribution of a final cash dividend of RMB1.0 (tax inclusive) per ten Shares for the year ended 31 December 2022, approximately amounting to a total of RMB240.74 million (tax inclusive), subject to adjustment (if any) based on the number of total issued shares of the Bank as at the Record Date (as defined below). Subject to approval of the proposal at the AGM, the dividend will be paid to Domestic Shareholders and H Shareholders whose names appear on the register of members of the Bank on Sunday, 9 July 2023 (the "**Record Date**"). The dividend is expected to be paid on Monday, 10 July 2023. The proposed dividends payable are denominated in RMB, and will be paid to Domestic Shareholders in RMB and H Shareholders in Hong Kong dollars. Calculation of the exchange rate for dividends payable in Hong Kong dollars will be based on the average exchange rate of RMB to Hong Kong dollars as announced by the People's Bank of China on five working days preceding the date of declaration of the dividend at the AGM (including the date of the AGM).

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VII. CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR FINAL DIVIDEND DISTRIBUTION

The register of members of the Bank will be closed from Wednesday, 5 July 2023 to Sunday, 9 July 2023 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Bank on Sunday, 9 July 2023 are entitled to the final dividend distribution. For a holder of the Shares of the Bank to be eligible for the final dividend distribution, all completed and signed Share transfer documents (together with the relevant Share certificates) and other appropriate documents of the holders of the Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) or the office of the Board of Directors of the Bank at Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC (for the holders of the Domestic Shares) not later than 4:30 p.m. on Tuesday, 4 July 2023 for registration.

VIII. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that all resolutions to be proposed at the AGM are in the interests of the Bank and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

IX. OTHER INFORMATION

Please pay attention to the other information as set out in Appendices I to XIII to this circular.

By Order of the Board
Bank of Jiujiang Co., Ltd.*
Pan Ming
Vice Chairman

Jiangxi, the PRC
13 June 2023

* *Bank of Jiujiang 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 and/or deposit-taking business in Hong Kong.*

In order to continuously consolidate the equity management of Shareholders of Bank of Jiujiang Co., Ltd.* (the “**Bank**”) and effectively improve the qualification of the Bank’s Shareholders, the Bank conducted assessment on Shareholders for legal person Shareholders holding more than 1.00 million Shares for 2022 pursuant to relevant requirements of Provisional Measures on the Administration of Commercial Bank Equity (the “**Provisional Measures**”), the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial) (the “**Measures for Major Shareholders**”) and the Administrative Measures on Evaluation on Shareholders of Bank of Jiujiang Co., Ltd.* (the “**Administrative Measures**”), and reported as follows:

PART I EVALUATION ON MAJOR SHAREHOLDERS

I. TARGETED OBJECTS OF EVALUATION

The objects of this evaluation are major Shareholders of the Bank (including substantial Shareholders), including specifically Jiujiang Finance Bureau, Beijing Automotive Group Co., Ltd. (“**BAIC Group**”), Industrial Bank Co., Ltd. (“**Industrial Bank**”), Fangda Carbon New Material Co., Ltd. (“**Fangda Carbon**”) and Foshan Gaoming Jindun Hengye Computer Special Printing Co., Ltd. (“**Foshan Gaoming Jindun**”).

Table 1: Information of major Shareholders

No.	Whether a substantial Shareholder or not	Name of Shareholder	Number of Shares (Share)	Shareholding ratio (%)
1	Yes	Jiujiang Finance Bureau	366,020,000	15.20
2	Yes	Beijing Automotive Group Co., Ltd.	366,020,000	15.20
3	Yes	Industrial Bank Co., Ltd.	294,400,000	12.23
4	No	Fangda Carbon New Material Co., Ltd.	136,070,000	5.65
5	No	Foshan Gaoming Jindun Hengye Computer Special Printing Co., Ltd.	95,840,000	3.98

Note: Foshan Gaoming Jindun holds less than 5% (3.98%) of the equity of the Bank, but it has nominated a Supervisor to the Bank, so it was recognized as a major Shareholder of the Bank.

II. EVALUATION CONTENT

(I) Qualification Evaluation on Major Shareholders

When the major Shareholders of the Bank purchased the Shares of the Bank, they provided relevant materials according to the qualification requirements of the regulatory authorities on major shareholders of commercial banks and ensure that their qualifications met regulatory requirements: firstly, the funds for purchasing shares are their own legal funds and actually paid in cash in a timely manner; secondly, the major Shareholder signs a letter of commitment and a statement of the purpose for purchasing shares as required by the regulatory authorities in a timely manner, and commits to comply with laws, regulations, regulatory requirements and the Articles of Association of the Bank; thirdly, the major Shareholder does not entrust another person to hold or accept the holding by another person of the shares of the Bank; fourthly, the major Shareholder does not hold the shares of the Bank by financial products issued, managed or controlled by other means.

(II) Fulfilment of Commitment Matters

In order to fully implement relevant requirements in the Notice on Further Strengthening the Management of Shareholders' Commitments in Banking and Insurance Institutions (Yin Bao Jian Ban Fa [2021] No. 100) by the General Office of the China Banking and Insurance Regulatory Commission, the Bank actively communicated with major Shareholders and required each major Shareholder to sign a Letter of Commitment from Major Shareholders of Bank of Jiujiang according to the contents of the Notice. All the five major Shareholders of the Bank have signed the Letters of Commitment according to the regulatory requirements and complied with the relevant requirements of their commitments.

(III) Implementation of the Articles of Association and the Provisions of the Agreement

As at the reporting date, all major Shareholders of the Bank strictly complied with the provisions of the Bank's Articles of Association and the agreement and there was no violation of the provisions.

PART II EVALUATION ON LEGAL PERSON SHAREHOLDERS

I. TARGETED OBJECTS OF EVALUATION

The subject of this evaluation refers to the legal person Shareholders (excluding major Shareholders) of Domestic Shares (holding more than 1.00 million Shares) registered on the register of members as at 31 December 2022.

II. EVALUATION CONTENT**(I) Evaluation of Shareholders' Performance of Duties****1. Shareholder information**

Most Shareholders of the Bank were able to cooperate with the Bank to provide relevant materials and data daily required by the Bank, and Shareholders and equity management.

2. Support for the Bank's daily operation

Most Shareholders of the Bank were able to support daily operation of the Bank within their own business scope, including but not limited to deposit support, business support etc., and there is no direct intervention in our daily operations and management.

3. Compliance with shareholder commitment

Most of our Shareholders signed relevant commitment letter when they became a Shareholder, and complied with the commitment in the letter during daily operations. Meanwhile, they support the capital replenishment plan proposed by the Bank at the Shareholders' general meeting, and the implementation of capital replenishment plan of the Bank and the addition of new qualified investors have not been impeded.

4. Performance of attendance and voting duties

The Bank held one Shareholders' general meeting in 2022, and the majority of Shareholders were able to attend the meetings and vote on time, but some Shareholders failed to attend the meetings.

5. Compliance with laws and regulations

The Shareholders of the Bank were able to abide by laws and regulations, and there was no violation of relevant laws and regulations.

(II) Evaluation on Shareholders' Contribution to the Development of the Bank**1. Deposit contribution**

During the reporting period, most Shareholders made positive contributions to the Bank's deposits, with corporate Shareholders' deposits in the Bank reaching RMB28.524 billion in 2022.

2. *Business contribution*

During the reporting period, the Bank's businesses with shareholder units were widely and orderly promoted: in addition to the traditional deposit and loan business, the Bank also carried out business cooperation such as forfaiting and foreign exchange according to the respective business fields of Shareholders.

3. *Brand contribution*

During the reporting period, the majority of Shareholders of the Bank did not cause adverse effects on the brand image of the Bank, and some of Shareholders played a good role in promoting the reputation of the Bank.

(III) Evaluation on Shareholders' Equity Regulation

1. *Equity pledge standard*

As at the end of the reporting period, a total of 13 Shareholders of the Bank pledged their equity in the Bank in other banks, with an overall pledge ratio of 10.39%, which is lower than 20% stipulated by regulatory requirements. In addition, the Bank strictly complied with internal and external laws and regulations and reviewed pledge materials of Shareholders to ensure the compliance of equity pledge management.

2. *Stability of equity*

During the reporting period, there were six transfers among the Shareholders who participated in the assessment, and three Shareholders' equity in the Bank involved judicial freezing (Jiangxi Baoshen Industrial Co., Ltd., Shanghai Honghao Trade Co., Ltd., Jiujiang Huadong Industrial Co., Ltd.). Such Shareholders did not get points for this scoring, and were directly assessed as basically qualified.

(IV) Standards of Related Party Transactions of Shareholders

During the reporting period, each Shareholder was basically able to achieve the compliance of related party transactions. There was no unsecured credit granting for Shareholders' application. Shareholders and their controlling Shareholders, actual controlling persons did not damage the interest of the Bank and cause loss to the Bank by leverage of their related party relationship.

PART III EVALUATION RESULT

I. EVALUATION RESULT OF MAJOR SHAREHOLDERS

According to the assessment and evaluation, among the major Shareholders (including substantial Shareholders) of the Bank, Jiujiang Finance Bureau, BAIC Group, Industrial Bank and Fangda Carbon could all meet the relevant requirements of the regulatory authorities on the qualifications of major shareholders; Due to the pandemic, the equity investment/net asset ratio of Foshan Gaoming Jindun is slightly higher than

the regulatory requirements, and its equity investment mainly includes the investment in the equity of the Bank, and its qualification also meets the relevant requirements of the regulatory authorities on the qualifications of major Shareholders. The Bank will dynamically monitor the major shareholder qualification of the above-mentioned Shareholders and report to the regulatory authorities in a timely manner.

II. EVALUATION RESULT OF LEGAL PERSON SHAREHOLDERS

According to the assessment and evaluation, 10 Shareholders were evaluated as outstanding, and 5 Shareholders were evaluated as basically qualified.

In order to regulate the behaviors of duty performance of the Directors and senior management (the “**senior management**”) of Bank of Jiujiang Co., Ltd.* (the “**Bank**”), strengthen the supervision and restraint of Directors and senior management, and urge them to be diligent and efficiently performance of duties, pursuant to the legal regulations including the Company Law of the People’s Republic of China, the Corporate Governance Standards for Banking and Insurance Institutions, the Articles of Association of Bank of Jiujiang Co., Ltd.* and the Measures for Evaluation on Duty Performance of Directors and Senior Management by the Board of Directors of Bank of Jiujiang Co., Ltd.*, the evaluation of the duty performance of Directors and senior management of the Bank in 2022 is as follows:

I. SCOPE OF EVALUATION

The report is about duty performance evaluation of Directors and senior management (who had taken office for half a year or above as of the end of 2022) during 2022 (from 1 January 2022 to 31 December 2022, hereinafter referred to as the “**Reporting Period**”).

II. DUTY PERFORMANCE EVALUATION OF DIRECTORS

During the Reporting Period, all participating Directors of the Bank were able to constantly pay attention to the operation and management of the Bank, attend the meetings of the Board of Directors on time, fully examine the matters considered by the Board of Directors, express their opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment, and they were able to supervise the senior management’s implementation of the resolutions of the Shareholders’ meetings and the meetings of the Board of Directors, actively participate in meetings and trainings organized by the Bank and regulatory authorities, understand the rights and obligations of Directors, be familiar with relevant laws, regulations and regulatory requirements, and continuously possess the professional knowledge and ability required to perform their duties. When performing their duties, Directors were able to comply with laws, regulations, regulatory requirements and the Articles of Association of the Bank, implement high standards of professional ethics, take into account the legitimate rights and interests of stakeholders, be responsible to the Bank and all Shareholders, treat all Shareholders fairly, and ensure that they have enough time and energy to perform their duties, and the number of days for independent Directors to perform their duties met the regulatory requirements.

(I) Performance of the Duty of Loyalty

During the Reporting Period, the Directors of the Bank were able to act in the best interests of the Bank, strictly keep the Bank’s secrets confidential, pay close attention to matters that might harm the Bank’s interests, report to the Board of Directors in a timely manner and promote the correction of problems. The executive Directors were able to report the Bank’s operation and related information to the Board of Directors in a complete, true and timely manner, so as to ensure that the Board of Directors and its members were able to fully understand the Bank’s operation. None of the non-executive Directors put Shareholders’ own interests above the Bank and other Shareholders, and they focused on promoting the implementation of the resolutions of Shareholders’ (general) meetings and the meetings of the Board of Directors, and paid attention to the implementation of the resolutions of the Board of Directors by the senior management.

(II) Performance of the Duty of Diligence**1. Attendance of meetings and performance of duties**

During the Reporting Period, all Directors actively attended the Board meetings and the meetings of special committees of the Board of the Bank, carefully reviewed the proposals prior to the meetings, attended the meetings on time, expressed opinions and exercised their voting rights in accordance with the law. During the Reporting Period, the Board of Directors held a total of 7 meetings at which 115 proposals were considered and approved. Both of the attendance rate and in-person attendance rate of Directors were 100%; the special committees of the Board of Directors held a total of 36 meetings at which 121 proposals were considered and approved, with a 100% attendance rate and a 100% in-person attendance rate.

Table 1: Statistical Table of Attendance of Directors at the Meetings in 2022

Unit: times

Directors	Attendance at the Board meetings					Attendance at meetings of special committee of the Board of Directors				
	Number of Scheduled Attendance	Number of Attendance in Person	Number of Attendance by Way of Proxy	Attendance Rate	Attendance Rate in Person	Number of Scheduled Attendance	Number of Attendance in Person	Number of Attendance by Way of Proxy	Attendance Rate	Attendance Rate in Person
PAN Ming	7	7	0	100%	100%	15	15	0	100%	100%
ZENG Huasheng	7	7	0	100%	100%	9	9	0	100%	100%
SHI Zhishan	7	7	0	100%	100%	9	9	0	100%	100%
LI Jianbao	7	7	0	100%	100%	10	10	0	100%	100%
Yuan Delei	7	7	0	100%	100%	16	16	0	100%	100%
CHUA Alvin Cheng-Hock	7	7	0	100%	100%	18	18	0	100%	100%
GAO Yuhui	7	7	0	100%	100%	18	18	0	100%	100%
QUAN Ze	7	7	0	100%	100%	9	9	0	100%	100%
YANG Tao	7	7	0	100%	100%	4	4	0	100%	100%
Average attendance rate				100%	100%	Average attendance rate			100%	100%

During the Reporting Period, the Board of Directors of the Bank considered and approved 115 proposals, which involved the duty performance of Directors, protection of consumers' rights and interests, risk management, compliance management, remuneration management and other aspects. The special committees of the Board of Directors considered and approved 121 proposals.

2. *Non-conference performance*

- (1) Lectures. During the Reporting Period, the Directors of the Bank further enriched the ways to perform their duties and conducted online lectures on “Digital Economic and Digital Financial Transformation under the New Era” for all employees of the Bank. The content covered professional fields such as digital economics and financial innovation, which stimulated employees’ thinking and broadened their horizon.
- (2) Survey. In 2022, due to the impact of the pandemic, the Bank carried out survey activities both on-site and off-site by using a “one strategy for one person” approach. On 27 June 2022, the Bank held risk management forum; on 30 August 2022, the Bank conducted on-the-spot investigation of Directors and Supervisors with the subject of capital management and digital transformation; on 1 November 2022, the Bank carried out special communication meeting online for investment business; on 29 November 2022, the Bank held research conference on green low-carbon transformation. Through the above survey activities, the Directors gained a deeper understanding of the current investment business situation, digital transformation and capital management of the Bank, which laid the foundation for the proposal of independent and objective professional opinions and suggestions.

(III) Professional Performance of Duties

During the Reporting Period, the Directors of the Bank adhered to the spirit of high responsibility to continuously improve their professional levels, focused on consideration of practical problems based on the responsibilities of the Board of Directors and the current development situation of the Bank, carefully reviewed various meetings and learning materials in combination with their own professional knowledge and working experience, comprehensively grasped all kinds of information on the matters under consideration through various channels such as special investigation, on-site verification and meeting discussion, and on this basis, put forward scientific and reasonable professional opinions to promote the scientific decision-making of the Board of Directors. In the whole year, the Directors put forward 69 opinions and suggestions, covering risk compliance, audit and internal control, management of related party transactions and other aspects. All opinions and suggestions were supervised and implemented in accordance with the Administrative Measures for Supervision of the Opinions and Suggestions of Directors of the Bank of Jiujiang Co., Ltd.*. In addition, in view of the problems existing in the relevant proposals, the Directors put forward opinions and suggestions on suspending the adoption of and further amending the proposals from a professional perspective, and rejected and amended 9 proposals throughout the year.

(IV) Independence in Duty Performance and Moral Standards

During the Reporting Period, the Directors of the Bank were able to adhere to high standards of professional ethics. Firstly, Directors were not controlled or interfered by major Shareholders and internal personnel, could independently perform their duties, and promoted the Bank to treat all Shareholders fairly, safeguard the legitimate rights and interests of stakeholders, and actively fulfill social responsibilities. Secondly, Directors improved the related information as required. All Directors were able to continuously improve the information of their related parties according to laws, regulations and the requirements of the Bank. During the Reporting Period, the number of legal person related parties involved by shareholder Directors and dispatched units increased from 1,937 to 2,136, and the information of related parties was further improved. Thirdly, Directors truthfully informed the Bank of their jobs in the Bank and part-time jobs. During the Reporting Period, all Directors did not concurrently serve as directors in other financial institutions other than the Bank where conflicts of interest may occur, and there were no other part-time jobs. Fourthly, all Directors were able to make positive efforts to safeguard the image and interests of the Bank.

(V) Compliance of Duty Performance

During the Reporting Period, all Directors of the Bank were able to perform their duties in compliance with laws and regulations. Firstly, all Directors were selected according to the Measures for the Implementation of Administrative Licensing Matters Concerning Chinese-funded Commercial Banks, and they continuously possessed the professional qualities and professional ethics required to perform their duties. Secondly, all Directors complied with laws, regulations, regulatory requirements and the requirements of the Articles of Association, and performed their duties of loyalty and diligence in accordance with the relevant provisions of the Measures for Evaluation on Duty Performance of Directors and Senior Management by the Board of Directors of Bank of Jiujiang Co., Ltd.* to safeguard the interests of the Bank and all Shareholders. Thirdly, all Directors were able to continuously regulate their own performance of duties, perform their corresponding duties in accordance with laws and regulations, and promote and supervise the Bank's operations in compliance with laws and regulations. During the Reporting Period, the Bank did not find any illegal acts of Directors such as exercising their rights beyond the scope of authority, seeking personal gain, infringing on the Bank's interests and reputation, or disclosing the Bank's secrets obtained during their terms of offices without authorization.

(VI) Duty Performance of Independent Non-executive Directors

During the Reporting Period, independent non-executive Directors of the Bank gave full play to their expertise in macroeconomics and financial technology and their rich experience in practice in accordance with objective, independent and prudent rules of procedures to actively provide opinions and suggestions on matters discussed by the Board, especially major matters, from the perspective of safeguarding the interests of investors and other stakeholders, and expressed independent opinions in accordance with the law on such important issues such as profit distribution proposals, remuneration distribution plans for senior management, major related party transactions and nomination of Directors, which improved the scientificity of Board decision-making.

1. Number of days of performance of duties

The four independent non-executive Directors of the Bank were able to perform their duties in accordance with the requirements of the Corporate Governance Standards for Banking and Insurance Institutions and actively participated in the Board meetings and relevant research and training activities. During the Reporting Period, the four independent non-executive Directors of the Bank performed their duties for a number of days in compliance with the requirements of the Corporate Governance Standards for Banking and Insurance Institutions and the Articles of Association.

2. Independent opinions and suggestions

During the Reporting Period, the independent non-executive Directors of the Bank put forward many valuable opinions for the development of the Bank, and expressed a total of 24 independent opinions and suggestions on major related party transactions, profit distribution plan and remuneration of senior management, among which, the independent non-executive Directors expressed a total of 20 independent opinions on related party transactions to ensure the independence and fairness of the approval of related party transactions and to effectively control the risks that may be brought by related party transactions.

(VII) Evaluation Results of Directors

In accordance with the relevant requirements of the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and the requirements of the Measures for Evaluation on Duty Performance of Directors and Senior Management by the Board of Directors of Bank of Jiujiang Co., Ltd.* and based on the above performance of duties, the evaluation of all Directors scored above 80 and all Directors were considered qualified. Among them, the scores of Gao Yuhui, Yang Tao, Chua Alvin Cheng-Hock and Quan Ze, all being independent Directors, were 100, 92, 92 and 89, respectively.

According to the relevant remuneration system for Directors of the Bank and based on the above performance of duties, the remuneration arrangement for Directors of the Bank in 2022 is as follows:

Unit: RMB'000

Name	Fees	Salaries	Discretionary bonuses	Deferred payments	Subtotal	Contributions by the employer to social insurance and staff welfares, housing fund, etc	Contributions to Pension Scheme	Other welfares	Total
Executive Directors									
LIU Xianting*	-	144	111	111	366	16	52	4	438

Name	Fees	Salaries	Discretionary bonuses	Deferred payments	Subtotal	Contributions by the employer to social insurance and staff welfares, housing fund, etc	Contributions to Pension Scheme	Other welfares	Total
PAN Ming	-	413	310	310	1033	68	77	4	1182
YUAN Delei	-	373	292	292	957	71	62	4	1094
Non-executive Directors									
ZENG Huasheng	-	-	-	-	-	-	-	-	-
SHI Zhishan	-	-	-	-	-	-	-	-	-
LI Jianbao	-	-	-	-	-	-	-	-	-
Independent non-executive Directors									
CHUA Alvin									
Cheng-Hock	290	-	-	-	290	-	-	-	290
GAO Yuhui	299	-	-	-	299	-	-	-	299
QUAN Ze	252	-	-	-	252	-	-	-	252
YANG Tao	264	-	-	-	264	-	-	-	264

Notes: 1. On 11 February 2022, Mr. LIU Xianting resigned as the Chairman, the executive Director and other positions of the Bank due to his mandatory age for retirement.

2. During the year ended 31 December 2022, the Bank did not pay non-cash remuneration to the Directors, and there was no Director's remuneration deducted for any reason.

III. DUTY PERFORMANCE EVALUATION OF SENIOR MANAGEMENT

(I) Performance of the Duty of Loyalty

During the Reporting Period, the senior management of the Bank were able to act in the best interests of the Bank and strictly kept the Bank's secrets confidential. Firstly, all senior management paid close attention to matters that might harm the Bank's interests, timely reported and promoted the correction of problems, etc. Secondly, all senior management timely, completely and truthfully reported their relationships with other Shareholders, Directors and Supervisors to the Board of Directors and the Board of Supervisors of the Bank.

(II) Performance of the Duty of Diligence

During the Reporting Period, all senior management of the Bank were pragmatic, diligent and hard-working, timely know the Bank's operation, management and risk situation, attend the meetings of the General Office of the President as required, carefully study the matters submitted to the meetings of the General Office of the President for deliberation and make prudent judgments.

(III) Professional Performance of Duties

During the Reporting Period, all senior management of the Bank were able to continuously improve their professional levels, and study and put forward scientific and reasonable opinions and suggestions based on their own responsibilities and in combination with their own professional knowledge, career experience and work experience, so as to promote the scientific decision-making of the senior management.

During the Reporting Period, the Bank adhered to the twelve-word policy of “adjusting structure, saving capital, controlling non-performing and stabilizing growth” and centered on the work concept of “focusing on customers, taking integrated operation as the starting point, comprehensively promoting the process and digitalization, strengthening the construction of risk control capacity, enhancing the implementation of compliance requirements, and jointly creating a new chapter of high-quality and sustainable development of the Bank of Jiujiang”, and all business management indicators made steady progress and steadily improved.

By the end of 2022, the Bank’s total assets amounted to RMB479,704 million, with an increase of 3.90%; all loans amounted to RMB279,165 million, with an increase of 11.8%. Balance of all deposits was RMB377,340 million, with an increase of 9.4%; average daily deposit was RMB356,718 million, with an increase of 14.45%. The Bank recorded operating income of RMB10,870 million and net profit of RMB1,680 million.

(IV) Independence in Duty Performance and Moral Standards

During the Reporting Period, the senior management of the Bank was able to adhere to high standards of professional ethics, perform their duties independently without being influenced by major Shareholders, Directors and other units and individuals with interests in the Bank, and promote the Bank to treat all Shareholders fairly, safeguard the legitimate rights and interests of stakeholders, and actively fulfill social responsibilities.

(V) Compliance of Duty Performance

During the Reporting Period, the senior management of the Bank were able to comply with laws, regulations, regulatory requirements and the Articles of Association of the Bank, continuously standardize their own performance of duties, perform their corresponding duties in accordance with laws and regulations, and promote and supervise the operation of the Bank in compliance with laws and regulations.

(VI) Evaluation Results of Senior Management

In accordance with the relevant provisions of the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions and the requirements of the Measures for Evaluation on Duty Performance of Directors and Senior Management by the Board of Directors of Bank of Jiujiang Co., Ltd.* and based on the above performance of duties, the senior management was considered qualified.

According to the relevant remuneration system for senior management of the Bank and based on the above performance of duties, the remuneration arrangement for senior management of the Bank in 2022 is as follows:

Unit: RMB'000

Name	Fees	Salaries	Discretionary bonuses	Deferred payments	Subtotal	Contributions by the employer to social insurance and staff welfares, housing fund, etc		Other welfares	Total
						Contributions to Pension Scheme			
XIAO Jing	-	396	318	318	1032	68	69	4	1173
XIE Haiyang	-	383	281	281	945	68	76	4	1093
WANG Li	-	368	273	273	914	81	69	4	1068
YUAN Delei	-	373	292	292	957	71	62	4	1094
HUANG Chaoyang	-	366	285	285	936	78	62	4	1080
QI Yongwen	-	379	328	328	1035	68	62	4	1169
CHEN Luping	-	232	162	162	556	71	62	4	693
XU Cao	-	347	258	258	863	76	62	4	1005
WANG Yuanxin	-	370	273	273	916	90	62	4	1072
CAI Jianhong	-	317	242	242	801	76	62	4	943
LI Guoquan	-	331	288	288	907	76	62	4	1049

Note: During the year ended 31 December 2022, the Bank did not pay non-cash remuneration to the senior management, and there was no senior management 's remuneration deducted for any reason.

I. 2022 EVALUATION REPORT FROM THE BOARD OF SUPERVISORS ON THE PERFORMANCE OF DUTIES BY DIRECTORS AND SENIOR MANAGEMENT

According to the Corporate Governance Standards for Banking and Insurance Institutions, the Guidelines on the Work of the Boards of Supervisors of Commercial Banks, the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and the Articles of Association of Bank of Jiujiang Co., Ltd.*, the Board of Supervisors evaluated the duty performance of the Board of Directors and its members, and the senior management and its members in 2022 according to the Measures for the Duty Performance Evaluation of Directors, Supervisors and Senior Management by the Board of Supervisors of Bank of Jiujiang Co., Ltd.* (the “**Bank**”) and its implementation rules. The relevant circumstances are hereby reported as follows:

I. IMPLEMENTATION OF DUTY PERFORMANCE EVALUATION WORK**(I) Procedures for Duty Performance Evaluation**

1. Formulate the duty performance evaluation plan. The nomination committee of the Board of Supervisors formulated the implementation plan of duty performance evaluation of 2022, and deployed and made arrangement on the duty performance evaluation, and specified the relevant requirements for the work.
2. Set up duty performance archives of Directors and senior management. The office of the Board of Supervisors collated and verified the information on the duty performance of Directors and senior management and formed duty performance archives of Directors and senior management in accordance with the systems and rules.
3. Objectively carry out discussions and scoring. In accordance with the systems and rules, the nomination committee scored the performance of duties of Directors and senior management in combination with their duty performance archives.
4. Form the evaluation results. The nomination committee made statistics on the score results of all aspects of evaluation of the Board of Directors and the Board of Supervisors, and formed comprehensive scores and preliminary evaluation results for duty performance.
5. Engagement of an independent third party. In accordance with the systems and rules, the Bank selected and engaged Jiangxi Chai Sang Law Firm as an independent third party to conduct legal review on the system, procedure and results of the duty performance evaluation of the Bank and issued legal advice on the legitimacy and compliance of duty performance evaluation of Directors and senior management.

(II) Basis for Duty Performance Evaluation

According to the Measures for the Evaluation of Performance of Duties of the Bank and its implementation rules, the evaluation of performance of duties by the Board of Directors and its members in 2022 is primarily based on the following information:

1. Board meetings and meetings of its special committees;
2. attendance of Directors at meetings and opinions expressed by them;
3. attendance of Directors at Shareholders' general meeting;
4. execution of resolution of Shareholders' general meeting and the Board meeting;
5. participation of Directors in training, investigation and special forum activities organized by the Board of Directors of the Bank;
6. the reading and feedback of Directors on the information provided by the Bank during the intersessional period;
7. working time of independent Directors in the Bank and independent opinions expressed by them;
8. annual work report of the Board of Directors and the evaluation of the duty performance of Directors by the Board of Directors.

The evaluation of the duty performance of senior management and its members in 2022 was based on the following information:

1. the completion of the budget target issued by the Board of Directors;
2. the completion of work in charge of senior management, including the assessment results of their subordinate organization and the internal and external accountability;
3. the implementation of regulatory opinions and the opinions or suggestions of Directors and Supervisors;
4. the implementation of resolutions of Shareholders' general meeting, the Board of Directors and the Board of Supervisors;
5. work report of president of the Bank;
6. assessment of the duty performance of senior management by the Board of Directors.

II. DUTY PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS AND ITS MEMBERS***(I) Duty Performance Evaluation of the Board of Directors***

In 2022, the Board of Directors adhered to the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, thoroughly implemented the major policies of the central government, the decision-making arrangements of the provincial party committee and the provincial government and the municipal party committee and the municipal government and the guiding opinions of the regulatory authorities, earnestly performed the duties entrusted by laws, regulations and the articles of association, and exercised the functions and powers and performed the obligations according to law and played the role in scientific decision-making and strategic management in terms of strategic management, operation and investment, risk management, internal control and case prevention, financial management, capital management, profit distribution, consolidated management, related party transactions, salary assessment, protection of consumers' rights and interests, data governance and control, anti-money laundering, information disclosure, internal and external auditing, and management of employees' behaviors.

In 2022, the Board of Directors strengthened the leadership of the Party building and promoted the final implementation of the three-year action plan of corporate governance; studied and formulated the new three-year strategic plan for 2022-2024 and promoted its implementation, and reviewed and timely, accurately and completely disclosed financial reports and other information; continued to optimize the working mechanism of consolidated management, and revised and improved the consolidated management system; strengthened the capital management and actively promoted the private placement; strengthened the risk management, continued to optimize the formulation of risk management strategies, preferences and risk limits, and regularly listened to various risk reports; supervised the management to organize stress tests regularly and listened to the corresponding reports; optimized the liquidity risk management mechanism and strengthened the liquidity risk emergency exercises; listened to the reputation risk management reports regularly to master the reputation risk status; improved the internal control management, strengthened the concept of compliance operation, optimized the internal control system, and regularly listened to the internal control self-evaluation reports; continuously improved the anti-money laundering risk management policies and procedures; supervised and urged the management to strengthen the management of employees' behaviors, and intensified the supervision and investigation of employees' behaviors; strove to promote the management of consumer complaints and earnestly safeguarded the legitimate rights and interests of consumers; and supervised the management to improve the effectiveness of data governance and continued to promote digital transformation.

(II) Duty Performance Evaluation of Directors

In 2022, nine Directors of the sixth session of the Board of Directors of the Bank participated in the duty performance evaluation, namely executive Directors PAN Ming and YUAN Delei, non-executive Directors ZENG Huasheng, SHI Zhishan and LI Jianbao and independent Directors CHUA Alvin Cheng-Hock, GAO Yuhui, YANG Tao and QUAN Ze. LIU Yinan has been elected as a non-executive Director at the Shareholders' general meeting of the Bank, but he did not participate in this evaluation of the Directors because he has not yet obtained the qualification of Director. The executive Director LIU Xianting has retired in February 2022 due to attainment of the statutory retirement age, and he did not participate in the evaluation of Directors because he worked for less than half a year in 2022.

According to the relevant measures for the of duty performance evaluation of the Directors of the Bank, the duty performance evaluation of Directors mainly focused on five dimensions: performance of the duty of loyalty, performance of the duty of diligence, professionalism of performance of duties, independence in performance of duties and moral standards, and compliance of performance of duties.

1. **Performance of the Duty of Loyalty.** In 2022, all Directors were able to act in the best interests of the Bank, strictly kept the Bank's secrets confidential, and paid close attention to matters that might harm the Bank's interests. It was found that no conflicts of interest existed between full-time or part-time positions of the Directors and their positions with the Bank; and that no Directors used their position and authorities in the Bank to seek for personal gains, used their connected relationships with the Bank to harm the interests of the Bank, accepted improper interests, disclosed secrets of the Bank or committed other acts violating provisions in respect of the duty of loyalty as stipulated in the laws and regulations, as well as Articles of Association of the Bank.
2. **Performance of the Duty of Diligence.** In 2022, **firstly**, all Directors were able to devote enough time and energy to participate in the Bank's affairs, so as to know the Bank's operation, management and risk situation in a timely manner. Independent Directors' duty performance time met regulatory requirements. **Secondly**, all Directors were able to attend the meetings of the Board of Directors and the special committees of the Bank as required, and carefully studied and make prudent judgments on the matters submitted to the Board of Directors for deliberation. In 2022, the Board of Directors held 7 meetings in total, with an attendance rate of 100% and an average attendance rate of 100% in person. The special committees of the Board of Directors held 36 meetings in total, with an attendance rate of 100% in person. There was no case of "failure to attend more than two thirds of on-site meetings of the Board of Directors in person". **Thirdly**, the Director YANG Tao gave online lectures on "Digital Economic and Digital Financial Transformation under the New Era" through

Jiuyin Yixue (九銀易學), and certain Directors actively participated in forums on green and low-carbon transformation, capital management, digital transformation and comprehensive risk management.

- 3. Professionalism of Duty Performance.** In 2022, all Directors were able to study and put forward scientific and reasonable opinions and suggestions based on the positioning of the duties of the Board of Directors and the prevailing development of the Bank, focusing on the consideration of actual problems and in combination with their professional knowledge, career experience and work experience, and promoted the scientific decision-making of the Board of Directors. All Directors put forward 69 opinions and suggestions in total throughout the year, covering risk compliance, audit and internal control and management of related party transactions. All of advices and suggestions from the Directors were supervised and implemented in accordance with the Administrative Measures for Supervision of the Opinions and Suggestions of Directors of the Bank of Jiujiang Co., Ltd., effectively promoting the scientific decision-making of the Board of Directors. In addition, in view of the problems existing in the relevant proposals, the Directors put forward opinions and suggestions on suspending the adoption of and further amending the proposals from a professional perspective, and rejected and amended 9 proposals throughout the year.
- 4. Independence in Duty Performance and Moral Standards.** In 2022, all Directors were able to adhere to a high standard of professional ethics, perform their duties independently without being controlled or interfered by major Shareholders and internal personnel, and promote the Bank to treat all Shareholders fairly, safeguard the legitimate rights and interests of stakeholders, and actively fulfill its social responsibilities. In 2022, independent Directors put forward 24 opinions and suggestions in total regarding significant related party transactions, profit distribution plan, appointment and dismissal of senior management and remuneration of senior management, including 20 independent opinions on related party transactions, which ensured the independence and fairness of the examination and approval of related party transactions and effectively controlled the possible risks of related party transactions.
- 5. Compliance of Duty Performance.** In 2022, all Directors were able to comply with laws, regulations, regulatory provisions and the articles of Association of the Bank, continuously regulate their own performance of duties, perform their corresponding duties in compliance with laws and regulations, and promote and supervise the operation of the Bank in compliance with laws and regulations. There was no case that a Director was punished or notified by regulatory authorities or other departments.

6. Differentiated Evaluation of Different Classes of Directors

- (1) All the independent Directors, namely CHUA Alvin Cheng-Hock, GAO Yuhui, YANG Tao and QUAN Ze, attended each and every on-site Board meeting held in 2022 in person, and expressed independent views which are objective and fair on the matters discussed by the Board of Directors. The annual working time of independent Directors for the Bank met the statutory requirements.
- (2) The Directors PAN Ming and YUAN Delei, serving as members of the Party committee, could strictly implement decisions of the Party committee in the process of decision-making, promote the information communication between the Party committee and the Board of Directors, and ensure that the leading role of the Party organization is brought into play.
- (3) Executive Directors PAN Ming and YUAN Delei could maintain the core position of the Board of Directors in strategic decision-making, support and cooperate with the supervision of the Board of Supervisors, ensure that matters within the scope of the Board of Directors' duties are submitted to the Board of Directors for review in a timely manner, implement the reporting system of the senior management to the Board of Directors, and promote the effective implementation and timely feedback of the Board of Directors' resolutions.
- (4) Directors who were the chairpersons of the special committees could organize and convene the meetings of the special committees in time, but some members of the special committees expressed little opinions on the pre-research and deliberated matters of the special committees. Directors who were the chairpersons of the audit committee, the related party transactions control committee and the risk management committee worked for the Bank for a period of time that met the requirements of laws and regulations.

(III) Results of Duty Performance Evaluation

The Board of Supervisors believed that in 2022, all Directors were able to consciously comply with laws, regulations and the Articles of Association of the Bank, abide by professional ethics, invest enough time and energy, honestly and faithfully exercise the rights conferred by the Articles of Association of the Bank, and conscientiously and diligently perform all Director obligations, promoting the stable development of the Bank. However, some members of the special committees of the Board of Directors expressed little opinions on the pre-research and deliberated matters of the special committees.

In conclusion, according to the evaluation results by the Board of Supervisors of duty performance of Directors in 2022, all Directors were qualified.

In accordance with the relevant system on the remuneration of Directors of the Bank and based on the above duty performance, the Board of Supervisors agreed with the remuneration plan for Directors of the Bank in 2022.

III. Duty Performance Evaluation of the Senior Management and Its Members

(I) Duty Performance Evaluation of the Senior Management

In 2022, the senior management conscientiously implemented the resolutions of the Party committee of Bank of Jiujiang and the decisions of the Board of Directors, accepted the supervision by the Board of Supervisors, adhered to the twelve-word policy of “adjusting structure, saving capital, controlling non-performing and stabilizing growth” and centered on the work concept of “focusing on customers, taking integrated operation as the starting point, comprehensively promoting the process and digitalization, strengthening the construction of risk control capacity, enhancing the implementation of compliance requirements, and jointly creating a new chapter of high-quality and sustainable development of the Bank of Jiujiang”, and all business management indicators made steady progress and steadily improved. By the end of 2022, the Bank’s total assets amounted to RMB479,704 million, with an increase of 3.90%; all loans amounted to RMB279,165 million, with an increase of 11.8%. Balance of all deposits was RMB377,340 million, with an increase of 9.4%; the non-performing loan ratio amounted to 1.82%; general allowance ratio amounted to 173.01%; capital adequacy ratio amounted to 12.62%, with all the main regulatory indicators meeting regulatory requirements. The Bank realized operating income of RMB10,870 million and net profit of RMB1,680 million.

(II) Duty Performance Evaluation of the Senior Management

A total of 11 senior management participated in the evaluation, namely XIAO Jing, XIE Haiyang, WANG Li, YUAN Delei, HUANG Chaoyang, QI Yongwen, CHEN Luping, XU Cao, CAI Jianhong, WANG Yuanxin and LI Guoquan. CHEN Luping has retired in September 2022 due to attainment of the statutory retirement age, but he participated in the evaluation of senior management because he worked for more than half a year in 2022.

According to the relevant measures for the duty performance evaluation of the senior management of the Bank, the duty performance evaluation of senior management mainly focused on five dimensions: performance of the duty of loyalty, performance of the duty of diligence, professionalism of performance of duties, independence in performance of duties and moral standards, and compliance of performance of duties.

1. **Performance of the Duty of Loyalty.** In 2022, all senior management of the Bank was able to act in the best interests of the Bank, strictly keep the Bank's secrets confidential, pay close attention to matters that might harm the Bank's interests, report the operation status of the Bank to the Board of Directors and the Board of Supervisors in a timely manner.
2. **Performance of the Duty of Diligence.** In 2022, all senior management of the Bank was able to invest enough time and energy to participate in the Bank's affairs, timely know the Bank's operation, management and risk situation, attend the meetings of the General Office of the President as required, and carefully study and make prudent judgments on the matters submitted to the meetings of the General Office of the President for deliberation.
3. **Professionalism of Duty Performance.** In 2022, firstly, the senior management of the Bank adhered to the macro guidance and successfully completed the requirement of "Six Control and Six Increase" of the CBIRC, and the performance indicators made progress while maintaining stable; secondly, the senior management of the Bank successfully completed the work in charge; thirdly, the senior management could report the business performance, important contracts, financial status, risk status and business prospects of the Bank in a timely, accurate and complete manner according to the requirements of the Board of Directors and the Board of Supervisors; fourthly, the senior management of the Bank could strictly implement the resolutions of the Shareholders' general meeting, the Board of Directors and the Board of Supervisors, and effectively and dutifully completed the work related to the operation and management of the Bank in accordance with relevant systems; fifthly, the senior management of the Bank could actively implement the opinions and suggestions put forward by Directors and Supervisors, and give timely feedback; sixthly, the senior management of the Bank established a long-term mechanism for implementing regulatory suggestion to promote their full implementation.
4. **Independence in Duty Performance and Moral Standards.** In 2022, the senior management of the Bank was able to adhere to the high professional ethics and perform their duties independently, and they did not use their positions and powers in the Bank to seek personal gains or carry out other behaviors that harmed the interests of the Bank and Shareholders.
5. **Compliance of Duty Performance.** In 2022, the senior management of the Bank was able to comply with laws, regulations, regulatory provisions and the Articles of Association of the Bank, perform corresponding duties in accordance with laws and regulations, and actively implement regulatory opinions. In the process of continuously promoting the implementation of regulatory opinions, the senior management of the Bank continuously improved their compliance management capabilities.

(III) Results of Duty Performance Evaluation

The Board of Supervisors believed that in 2022, all senior management strictly complied with the relevant laws, regulations and the Articles of Association of the Bank, conscientiously implemented the resolutions of the Party committee and the decisions of the Board of Directors and accepted the supervision by the Board of Supervisors, and they did not violate the loyalty and diligence obligations stipulated by laws, regulations and the Articles of Association of the Bank, nor did they use their positions and powers in the Bank to seek personal gains or carry out other behaviors that harmed the interests of the Bank and Shareholders. However, the senior management shall strengthen the management and control of credit risk in the operation and management, feasibly enhance the effectiveness of the management and control and improve the quality of assets.

In conclusion, according to the evaluation results by the Board of Supervisors of duty performance of senior management in 2022, all senior management was qualified.

In accordance with the relevant system on the remuneration of senior management of the Bank and based on the above duty performance, the Board of Supervisors agreed with the remuneration plan for senior management of the Bank in 2022.

II. 2022 EVALUATION REPORT FROM THE BOARD OF SUPERVISORS ON THE PERFORMANCE OF DUTIES BY SUPERVISORS

According to the Corporate Governance Standards for Banking and Insurance Institutions, the Guidelines on the Work of the Boards of Supervisors of Commercial Banks, the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and the Articles of Association of Bank of Jiujiang Co., Ltd.*, the Board of Supervisors evaluated the duty performance of the Board of Supervisors of Bank of Jiujiang Co., Ltd.* (the “**Bank**”) and its members in 2022 according to the Measures for the Duty Performance Evaluation of Directors, Supervisors and Senior Management by the Board of Supervisors of Bank of Jiujiang Co., Ltd.* and its implementation rules. The relevant circumstances are hereby reported as follows:

I. IMPLEMENTATION OF DUTY PERFORMANCE EVALUATION WORK*(I) Procedures for Duty Performance Evaluation*

1. **Formulate the duty performance evaluation plan.** The nomination committee of the Board of Supervisors formulated the implementation plan of duty performance evaluation of 2022, and deployed and made arrangement on the duty performance evaluation, and specified the relevant requirements for the work.

2. **Set up duty performance archives of Supervisors.** The office of the Board of Supervisors collated and verified the information on the duty performance and formed duty performance archives of Supervisors in accordance with the systems and rules.
3. **Objectively carry out discussions and scoring.** The nomination committee organized each Supervisor to conduct self-evaluation and mutual evaluation. In accordance with the systems and rules, the nomination committee scored the performance of duties of Supervisors in combination with their duty performance archives.
4. **Form the evaluation results.** The nomination committee made statistics on the score results of self-evaluation, mutual evaluation, all aspects of evaluation of the Board of Supervisors, and formed comprehensive scores and preliminary evaluation results for duty performance.
5. **Engagement of an independent third party.** In accordance with the systems and rules, the Bank selected and engaged Jiangxi Chai Sang Law Firm as an independent third party to conduct legal review on the system, procedure and results of the duty performance evaluation of the Bank and issued legal advice on the legitimacy and compliance of duty performance evaluation of Supervisors.

(II) Basis for Duty Performance Evaluation

According to the Measures for the Evaluation of Performance of Duties of the Bank and its implementation rules, the evaluation of performance of duties by the Board of Supervisors and its members in 2022 is primarily based on the following information:

1. meetings of the Board of Supervisors and its special committees;
2. attendance of Supervisors at meetings and expressing opinions;
3. attendance of Supervisors at the Board meetings and Shareholders' general meeting;
4. participation of Supervisors in research, forum, supervision and inspection, training activities organized by the Board of Supervisors of the Bank;
5. the reading and feedback of Supervisors on the information provided by the Bank during the intersessional period;
6. working time of Supervisors;

7. annual performance evaluation of Supervisors, including self-evaluation form, mutual evaluation form and result form of duty performance of Supervisors for the year, and annual work report of the Board of Supervisors, etc.

II. DUTY PERFORMANCE EVALUATION OF THE BOARD OF SUPERVISORS

During the reporting period, focusing on the Bank's strategic development goals and annual central work, the Board of Supervisors of the Bank conscientiously implemented regulatory requirements, carried out the supervision work in a standardized manner, paid close attention to the Bank's operating conditions, continuously monitored operation and management activities such as the Company's development strategy, financial management, risk management, internal control management, capital management, compliance management, related party transactions, remuneration management, information disclosure, protection of consumers' rights and interests, anti-money laundering, data governance, regulatory reporting, case prevention, management of employees' behaviors and implementation of regulatory opinions as well as the duty performance of the Board, Directors, senior management and senior executives, and put forward supervision opinions and suggestions. The Board of Supervisors and its subordinate special committees worked diligently and dutifully, promoting the sustainable and healthy development of the Bank and safeguarding the legitimate rights and interests of the Bank, shareholders, employees and other stakeholders.

III. DUTY PERFORMANCE EVALUATION OF SUPERVISORS

In 2022, 6 supervisors of the six session of the Board of Supervisors of the Bank performed duties, including external Supervisors GUO Jiequn, CHEN Chunxia, Shareholder Supervisors LIU Chunmei and LIAO Jingwen, and employee Supervisors MEI Mengsheng and WAN Dandan.

According to the relevant measures for the evaluation of performance of duties by the Supervisors of the Bank, the evaluation of performance of duties by Supervisors mainly focused on five dimensions: performance of the duty of loyalty, performance of the duty of diligence, professionalism of performance of duties, independence in performance of duties and moral standards, and compliance of performance of duties.

1. **Performance of the Duty of Loyalty.** During the reporting period, all Supervisors were able to act in the best interests of the Bank, strictly kept the Bank's secrets confidential and paid close attention to matters that might harm the Bank's interests. It was found that no Supervisors used their position and authorities in the Bank to seek for personal gains, or harm the interests of the Bank, or used their connected relationships to harm the interests of the Bank.
2. **Performance of the Duty of Diligence.** During the reporting period, **firstly**, all Supervisors were able to invest enough time and energy to participate in the Bank's affairs, so as to know the Bank's operation, management and risk situation in a timely manner. The duty performance time of Supervisors with more than 15 working days met the regulatory requirements. **Secondly**, all Supervisors were able to attend the meetings

of the Board of Supervisors and the special committees of the Bank as required, and carefully study and make prudent judgments on the matters submitted to the Board of Supervisors for deliberation. In 2022, a total of 6 meetings of the Board of Supervisors and a total of 11 meetings of special committees were held, with an attendance rate of 100% in person in each case. There was no case of “failure to attend more than two thirds of on-site meetings of the Board of Supervisors in person”. **Thirdly**, some Supervisors actively participated in forums on green and low-carbon transformation, capital management, digital transformation and comprehensive risk management.

3. **Professionalism of Duty Performance.** During the reporting period, all Supervisors were able to study and put forward supervision opinions and suggestions based on the positioning of the duties of the Board of Supervisors and actual situation of the Bank’s operation and management and in combination with their professional knowledge, career experience and work experience. All Supervisors put forward 51 supervision opinions and suggestions in total during the reporting period, covering risk management, remuneration management, capital management, audit work, regulatory submission, new product management, implementation of regulatory opinions, etc. All the supervision opinions and suggestions were supervised and implemented in accordance with the Administrative Measures for Supervision of the Opinions and Suggestions of Supervisors of the Bank of Jiujiang Co., Ltd., improving the effective supervision by the Board of Supervisors.
4. **Independence of Performance of Duties and Moral Standards.** During the reporting period, all Supervisors were able to adhere to a high standard of professional ethics, perform their duties independently without being controlled or interfered by major shareholders and internal personnel, and promote the Bank to treat all shareholders fairly, safeguard the legitimate rights and interests of stakeholders, and actively fulfill its social responsibilities.
5. **Compliance of Performance of Duties.** During the reporting period, all Supervisors were able to comply with laws, regulations, regulatory provisions and the Articles of Association of the Bank, continuously regulate their own performance of duties and perform their corresponding duties in compliance with laws and regulations. There was no case that a Supervisor was punished or notified by regulatory authorities or other departments.
6. **Differentiated evaluation of Different Classes of Supervisors**
 - (1) Supervisors GUO Jiequn and CHEN Chunxia who were the chairpersons of the special committees could continuously pay attention to relevant matters within the scope of duties of the special committees, organize and convene the meetings of the special committees in time, put forward professional opinions and form collective opinions to submit to the Board of Supervisors for consideration.

- (2) The Supervisor MEI Mengsheng, serving as a member of the Party committee, could strictly implement decisions of the Party organization in the process of decision-making and supervision, promote the information communication between the Party committee and the Board of Supervisors, and ensure that the leading role of the Party organization is brought into play.
- (3) MEI Mengsheng and WAN Dandan, employee supervisors, could give full play to their advantages of being familiar with operation and management to promote the Board of Supervisors to better carry out its work from the long-term interests of the Bank. They could regularly report their performance of duties and work to the employees' representatives conference, took the initiative to accept the supervision by the employees and standardized the exercise of voting rights.
- (4) In the process of decision-making and supervision, GUO Jiequn and CHEN Chunxia, external Supervisors, could pay attention to safeguarding the legitimate rights and interests of small and medium shareholders and other stakeholders without being influenced by the major Shareholders, senior executives and other units and individuals with interests in the Bank, and work for the Bank for more than 15 working days every year, which complied with the requirements of laws and regulations.

IV. Results of Duty Performance Evaluation

The Board of Supervisors believed that during the reporting period, in accordance with the relevant laws, regulations and the Articles of Association, all Supervisors invested enough time and energy, earnestly performed supervisory duties, exercised supervisory functions independently and objectively, performed supervisory duties faithfully, diligently, professionally, independently and objectively, played a positive role in improving corporate governance and promoting the steady development of the Bank and earnestly safeguarded the rights and interests of depositors and shareholders. However, for the problems mentioned in the internal control self-evaluation report of the Bank, we should make greater efforts on the follow-up supervision and rectification.

Based on the above-mentioned evaluation dimensions and the comprehensive score of duty performance of Supervisors and according to the evaluation results by the Board of Supervisors of duty performance of Supervisors of the Bank in 2022, all Supervisors were qualified.

APPENDIX III**2022 EVALUATION REPORT OF DIRECTORS,
SUPERVISORS AND SENIOR MANAGEMENT
FROM THE BOARD OF SUPERVISORS**

According to the relevant remuneration system for Supervisors of the Bank and based on the above performance of duties, the remuneration arrangement for Supervisors of the Bank in 2022 is as follows:

Unit: RMB'000

Name	Fees	Salaries	Discretionary bonuses	Deferred payment	Subtotal	Contributions by the employer to social insurance and staff welfares, housing fund, etc.	Contributions to Pension Scheme	Other welfares	Total
MEI Mengsheng	-	394	304	304	1002	76	85	4	1167
WAN Dandan	-	122	108	108	338	65	31	4	438
LIAO Jingwen	-	190	130	130	450	76	46	4	576
GUO Jiequn	230	-	-	-	230	-	-	-	230
CHEN Chunxia	230	-	-	-	230	-	-	-	230
LIU Chunmei	-	-	-	-	-	-	-	-	-

Note: During the year ended 31 December 2022, the Bank did not pay non-cash remuneration to the Supervisors, and there was no Supervisor's remuneration deducted for any reason.

Since 2022, Bank of Jiujiang Co., Ltd.* (the “**Bank**”) has continued to enhance the management and control of the related party transactions, constantly improved the management and control of related party transactions, focused on the requirements of the Administrative Measures on Related Party Transactions of Banking and Insurance Institutions (Order No. 1 2022) (hereinafter referred to as the “**New Rules**”) and the list priorities of problems for special rectification on related party transactions, and adopted several measures such as perfecting mechanism, optimizing procedures, improving systems and strengthening management, which promoted the management and control of the related party transactions of the Bank. The Bank’s related party transactions for 2022 are reported as follows:

I. OVERVIEW OF RELATED PARTY TRANSACTIONS

(I) Conduction of Credit Related Party Transactions

Based on the identification principle of penetration, as at the end of the fourth quarter of 2022, the balance of credit related party transactions totaled RMB7,724 million, and the net credit amount of related party transactions totaled RMB6,625 million after deduction of pledged security deposit and bank deposits of RMB1,099 million, accounting for 15.55% of the net capital of the Bank at the end of the fourth quarter of 2022 (the net capital of the Bank at the end of the fourth quarter is RMB42,594 million), which was lower than the risk limit of related party transactions of the Bank and the concentration requirements of the CBRIC on related party transactions.

(II) Conduction of Non-credit Related Party Transactions

As at the end of the fourth quarter of 2022, the balance of related party transactions in respect of deposits between the Bank and all related parties amounted to RMB11,139 million, including personal deposits of RMB135 million and the balance of corporate deposits of RMB11,004 million.

As at the end of the fourth quarter of 2022, the balance of related party transactions in respect of services between the Bank and all related parties amounted to RMB1.568 million.

(III) Conduction of Related Party Transactions with Country Banks

As at the end of the fourth quarter of 2022, RMB676 million of the inter-bank credit line granted by the Bank to 19 county banks including Zhongshan Xiaolan and other banks was utilized. Among them, RMB61 million of amount for issuing bank acceptance bills was utilized and RMB615 million of re-loan guarantee amount was utilized, not exceeding the cap of RMB1,212 million approved by the Board of Directors.

II. MANAGEMENT OF RELATED PARTY TRANSACTIONS

(I) Re-construction of the Structure of Related Party Transactions Management

According to the requirement of the New Rules, the Bank has established the Cross-Departmental Related Party Transaction Management Office in the management, with the Legal and Compliance Department of the Head Office as the lead department and the members including the

Risk Management Department, the Planning and Finance Department, the Human Resources Department and other relevant departments. Each member department has established special posts to be responsible for daily affairs such as related party transaction management.

(II) Update of the Related Party Transaction Management System

In July 2022, the Bank revised and issued the Administrative Measures for the Related Party Transactions of Bank of Jiujiang Co., Ltd.* in accordance with the requirements of the New Rules, made amendments to the scope of related parties, types of related party transactions, identification standards of material related party transactions and information disclosure rules for related party transactions of the Bank, improved the organizational structure of management of related party transactions of the Bank, and clarified the responsibilities of relevant departments and provisions on prohibition. In December 2022, the Bank formulated and issued the Implementation Rules for the Administrative Measures for the Related Party Transactions of Bank of Jiujiang Co., Ltd.*, further refined the work of relevant departments and management and operation procedures for related party transactions.

(III) Continuously Complete the Information of Related Party

In 2022, the Bank continued to complete the information of related party based on the principle of penetration. At present, the ways to update and maintain the list of related parties of the Bank mainly include: autonomous provision by related parties, determination by relevant responsible departments, verification through public channels, extraction from the human resources system, and matching review through the supervision system. As at the end of the fourth quarter of 2022, there are 4,465 related parties included in the list, including 2,329 related natural persons and 2,136 related legal persons or unincorporated organization.

III. CONSTRUCTION OF THE SYSTEM ON RELATED PARTY TRANSACTIONS

In order to improve the accuracy, completeness and timeliness of identification and management and control of the Bank's related party transactions, in 2020, the Bank started the transformation of the system related to related party transactions, proposed that the system should identify the related parties, management and control the quota of related party transactions, put forward related party transaction supervision reports and other requirements, and strove to establish a "full-process" management model for related party transactions. As at the end of 2022, the management and control system of the Bank's related party transactions had been initially established.

IV. RECTIFICATION OF PROBLEMS OF RELATED PARTY TRANSACTIONS

(I) RECTIFICATION OF PROBLEMS FOUND IN THE AUDIT OF RELATED PARTY TRANSACTIONS

In April 2022, the Audit Department of the Bank conducted the annual special audit on the related party transactions. The audit pointed out certain deficiencies in the related party transaction management of the Bank after the issue of the New Rules. As at the reporting date, such problems had been ratified.

(II) Ratification of Problems Found in the Special Remediation on Related Party Transactions

In accordance with the requirements of the Notice of the General Office of the CBIRC on Issuing Key Points on Special Remediation of Equities and Related Party Transactions of Banking and Insurance Institutions in 2022 (CBIRC General Office Letter [2022] No.433), the Bank conducted “Look-back” activity in 2022 based on the conduction of special remediation of related party transactions for three consecutive years. As at the reporting date, the problems found in self-examination had been rectified.

V. NEXT-STEP WORK PLAN**(I) Continue to Strictly Control Related Party Transactions**

First is to control the increase of the balance of related party transactions in a strictly manner. On the basis of improving the statistical scope of related parties, the Bank will continue to strictly control the increase in credit related party transactions. Second is to strictly control risk limits of related party transactions. The Bank will continue to strictly implement the requirements of limit management and control and take strict precautions against concentration risk of related party transactions. Third is to improve the scope of management of related party transactions. On the basis of managing the existing credit related party transactions, asset transfer related party transactions and deposit related party transactions, the Bank has gradually incorporated the service related party transactions and other related party transactions into the management of related party transactions.

(II) Conduct Special Remediation of Related Party Transactions on a Regular Basis

The Bank will continue to conduct special remediation of related party transactions on a regular basis to strictly prevent against the risk that the insider control and substantial Shareholders manipulate the Bank in accordance with the requirements of the Notice of the General Office of the CBIRC on Issuing Key Points on Special Remediation of Equities and Related Party Transactions of Banking and Insurance Institutions in 2022 (CBIRC General Office Letter [2022] No.433) and the Notice of the Office of Jiangxi Banking and Insurance Regulatory Bureau on Conducting the Special Remediation of Equities and Related Party Transactions in 2022 (Gan CBIRC Office Letter [2022] No.102).

In accordance with the requirements of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions and the Administrative Measures for the Related Party Transactions of Bank of Jiujiang Co., Ltd.*, and taking into account the actual business needs, Bank of Jiujiang Co., Ltd.* (the “**Bank**”) hereby draws up the estimated amount of related party transactions for 2023, as follows:

I. ESTIMATED AMOUNT OF THE RELATED PARTY TRANSACTIONS

(I) Estimated Amount of Credit Related Party Transactions

1. *Estimated amount of credit related party transactions of related legal person or unincorporated organization*

The credit balance of a single related legal person or unincorporated organization shall not exceed 9% of the Bank’s net capital at the end of the previous quarter; the total credit balance of a single related legal person or unincorporated organization’s group shall not exceed 14% of the Bank’s net capital at the end of the previous quarter; credit balance to all related parties shall not exceed 30% of the Bank’s net capital at the end of the previous quarter.

2. *Estimated amount of credit related party transactions of related natural person*

The total credit balance of a related natural person should not exceed 2% of the Bank’s net capital at the end of the previous quarter and the credit amount of a single related natural person should not exceed RMB10 million in principle. The Board of Directors is proposed to authorize the senior management to carry out relevant loan business on their own, provided that the credit amount of a single related natural person should not exceed RMB10 million and the pricing is not favorable than that for non-related parties.

(II) Estimated Amount of Deposit Related Party Transactions

1. *Estimated amount of deposit related party transactions of related legal person or unincorporated organization*

The amount of deposit related party transactions of related legal persons or unincorporated organizations shall be subject to the deposit certificate or the agreed amount. During the daily operation, for the term or agreement deposits of not more than RMB20 billion for a single group related customer (related party transactions that are exempted from review and disclosure according to Article 57 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions are not included in this amount), the Board of Directors is proposed to authorize the senior management to carry out relevant deposit business on their own, provided that the deposit pricing is not better than that for non-related parties.

2. *Estimated amount of deposit related party transactions of related natural person*

The amount of deposit related party transactions of related natural person shall be subject to the deposit certificate or the agreed amount. During the daily operation, for the term or agreement deposits of not more than RMB10 million for a single related natural person (related party transactions that are exempted from review and disclosure according to Article 57 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions are not included in this amount), the Board of Directors is proposed to authorize the senior management to carry out relevant deposit business on their own, provided that the deposit pricing is not favorable than that for non-related parties.

(III) Estimated Amount of Asset Transfer and Services Related Party Transactions

The amount of asset transfer related party transactions shall be subject to the transaction price or the transaction amount calculated by fair value, and the amount of service related party transactions shall be subject to the transaction amount calculated by business income or expenditure.

II. TYPES OF RELATED PARTY TRANSACTIONS

- (I) Credit related party transactions: Include to that the Bank provides financial support to related parties or guarantees the compensation and payment liabilities that may arise from the related parties' relevant economic activities, including loans (including trade financing), notes acceptances and discounts, overdrafts, bond investments, investment in special purpose vehicles, issuance of letter of credit, factoring, guarantees, letters of guarantee, loan commitments, securities repurchase, lending and other on- and off-balance sheet business of which the credit risk is essentially borne by the Bank.
- (II) Asset transfer related party transactions: Include purchase and sale of own movable and immovable properties, purchase and sale of credit assets and their beneficial right (income right) and acceptance and disposal of pledged assets between the Bank and related parties.
- (III) Service related party transactions: Include credit evaluation, asset evaluation, legal services, consulting services, information services, audit services, technology and infrastructure services, property lease and consignment sale or trustee sale, etc.
- (IV) Deposit and other related party transactions, and matters which may result in transfer of benefits of the Bank based on the principle of "substance over form".

III. MATURITY OF ESTIMATED AMOUNT OF THE RELATED PARTY TRANSACTION

The maturity of the estimated amount of related party transactions to be considered is from 1 January 2023 to 31 December 2023.

IV. PRICING PRINCIPLES OF THE RELATED PARTY TRANSACTION

The Bank's transactions with related parties are conducted in accordance with general commercial principles and on terms not more favorable than those for similar transactions with non-related parties.

**SYSTEM ON THE
EXTERNAL SUPERVISORS OF BANK OF JIUJIANG CO., LTD.*****CHAPTER 1 GENERAL PROVISIONS**

Article 1 This system is hereby formulated in accordance with the laws, regulations and regulatory requirements such as the Company Law of the People's Republic of China, the Corporate Governance Standards for Banking and Insurance Institutions, the Guidelines on the Work of the Boards of Supervisors of Commercial Banks, the Guidance on the System on Independent Directors and External Supervisors of Joint Stock Commercial Banks and the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and based on the relevant provisions in the articles of association of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the "Articles of Association").

Article 2 External supervisors refer to supervisors who do not serve in other posts than supervisors in the Bank, and do not have such relationship as may probably affect their independent and objective judgements with the Bank, its shareholders and actual controllers.

Article 3 External supervisors have fiduciary duties to the Bank and all its shareholders, and shall exercise due diligence.

Article 4 External supervisors shall faithfully perform their duties in accordance with relevant requirements of laws and regulations and the Article of Association without being affected by the Bank's major shareholders, senior management and other entities and individuals interested in the Bank, and carefully safeguard the legitimate rights and interests of minority shareholders and other stakeholders.

CHAPTER 2 QUALIFICATIONS OF EXTERNAL SUPERVISORS

Article 5 Each external supervisor of the Bank shall possess the following general qualifications:

- (1) bachelor's degree or above, or at least intermediate titles of relevant professions;
- (2) five years or above work experience in legal, economic, financial, accounting or other fields that is conducive to perform the duties as an external supervisor;
- (3) being familiar with laws and regulations related to the operation and management of commercial banks;
- (4) being able to read, understand and analyze the credit statistics statements and financial statements of commercial banks;
- (5) other conditions required by laws, administrative regulations and rules of relevant regulatory authorities.

Article 6 External supervisors shall be independent. The following persons may not serve as external supervisors of the Bank:

- (1) shareholders holding more than 1% of the shares of the Bank or persons who hold positions in the corporate shareholders;
- (2) persons who hold positions in the Bank or enterprises under the control of or de facto control the Bank;
- (3) persons who held positions in the Bank or enterprises under the control of or de facto control the Bank in the three years before taking office;
- (4) persons who hold positions in enterprises having loans granted by the Bank that are overdue;
- (5) persons who hold positions in entities which have legal, accounting, auditing, management consulting and other business connections with or have interests in the Bank;
- (6) any other persons over whom the Bank may control or exercise material influence through various means; and
- (7) close relatives of persons aforesaid. The term of close relatives herein refers to spouses, parents, children, paternal grandparents, maternal grandparents and siblings.

Article 7 A person in any of the following circumstances may not serve as an external supervisor of the Bank:

- (1) being sentenced to criminal penalties for committing crimes of corruption, bribery, embezzlement of property, misappropriation of property or disrupting the market economic order, or being deprived of political rights for committing crimes;
- (2) serving as a director or factory director or manager of a company or enterprise that has been bankrupt and liquidated due to poor management, and being personally responsible for the bankruptcy of such company or enterprise;
- (3) acting as the legal representative of a company or enterprise whose business license has been revoked due to violation of laws and being personally responsible for that;
- (4) having a large amount of outstanding debt that is overdue;
- (5) being removed from office by his former employer for failing to exercise due diligence;
- (6) serving as the former principal officer of a high-risk financial institution and being unable to prove such person is not liable for the cancellation or loss of assets of such financial institution.

Article 8 An external supervisor may not serve in the Bank for more than 6 years. An external supervisor shall not concurrently serve in more than two commercial banks, and shall not concurrently serve as an external supervisor of another financial institution where conflicts of interest may arise.

CHAPTER 3 NOMINATION, ELECTION AND CHANGE OF EXTERNAL SUPERVISORS

Article 9 The number of external supervisors in the Board of Supervisor of the Bank shall not be less than one-third of the Board of Supervisors.

Article 10 Candidates for external supervisors, within the headcount limit as provided in the Articles of Association, shall be nominated by the Board of Supervisors or shareholders who individually or collectively hold more than 1% of the voting shares of the Bank and elected by the shareholders' general meeting.

Article 11 The procedures for the election of external supervisors are:

- (1) The nomination committee of the Board of Supervisors shall conduct a preliminary review on the qualifications and conditions of supervisor candidates. Upon the approvals of the Board of Supervisors, the candidates' name list shall be submitted to a shareholders' general meeting in the form of written proposal.
- (2) Before holding the shareholders' general meeting, candidates for supervisors shall make a written commitments specifying his/her consent to be nominated, undertaking that his/her particulars as publicly disclosed are true and complete, and guaranteeing that they have enough time and energy to perform their duties with due diligence after being elected.
- (3) Each supervisor candidate shall be submitted to the shareholders' general meeting for voting individually.
- (4) When an additional supervisor shall be temporarily nominated, the Board of Supervisors may propose a candidate to the shareholders' general meeting for election or replacement.

Article 12 External supervisors enjoy a same term of office with other supervisors of the Bank and may serve another term if re-elected at expiry of one term.

Article 13 Where an external supervisor falls under any of the following circumstances, the Board of Supervisors shall propose to the shareholders' general meeting to remove the external supervisor:

- (1) no longer meeting the qualifications of external supervisors due to job changes and failing to resign by himself/herself;
- (2) failing to attend the meeting in person for two consecutive times and failing to appoint another supervisor to attend the meeting of Board of Supervisors on his/her behalf;
- (3) attending in person less than two-thirds of the total number of on-site meetings of the Board of Supervisors within one year;
- (4) other circumstances under which he/she is not suitable to continue to serve as an external supervisor as stipulated by laws and regulations.

Article 14 Where an external supervisor of the Bank falls under the following serious dereliction of duty, the Board of Supervisors shall propose to the shareholders' general meeting to remove the external supervisor:

- (1) disclosing the trade secrets of the Bank and damaging the legitimate interests of the Bank;
- (2) accepting undue benefits in the course of the performance of duties;
- (3) taking advantage of the position of external supervisors for personal gains;
- (4) failing to identify problems that should be found in the supervision and inspection or concealing the problems found, resulting in significant losses to the Bank;
- (5) other serious dereliction of duty as prescribed by the regulatory authorities.

Article 15 A proposal submitted by the Board of Supervisors in connection with the dismissal of an external supervisor shall only be submitted to a shareholders' general meeting for consideration after the proposal has been approved by more than two-thirds of all supervisors.

An external supervisor may, before the Board of Supervisors renders the proposal of dismissal, explain to the Board of Supervisors the relevant circumstances, make representations and defend himself/herself.

If the Board of Supervisors proposes the dismissal of an external supervisor at a shareholders' general meeting, it shall report to the regulatory authority and send a written notice to the external supervisor concerned one month prior to the convening of the shareholders' general meeting. The external supervisor shall have the right to give his/her representations orally or in writing before voting at the shareholders' general meeting, and shall have the right to submit his/her representations to the regulatory authority five days prior to the convening of the shareholders' general meeting. Shareholders shall legally vote at the shareholders' general meeting after considering the representations of such external supervisor.

Article 16 An external supervisor may resign before the expiry of his/her term of office. When an external supervisor resigns, he/she shall submit a written resignation to the Board of Supervisors and a written statement to the latest shareholders' general meeting, specifying any matters that are related to his/her resignation or that he/she thinks is necessary to bring to the attention of shareholders and creditors of the Bank.

Article 17 Where the resignation of an external supervisor during his/her term of office results in the number of external supervisors in the Board of Supervisors to fall below one-third, the external supervisor shall continue to perform his/her duties until a new external supervisor assumes of office, except in the case of resignation or removal due to loss of independence.

CHAPTER 4 RIGHTS AND OBLIGATIONS OF EXTERNAL SUPERVISORS AND OTHERS

Article 18 The external supervisors shall enjoy the rights of supervisors, supervise the Board, the senior management and their members of the Bank, and organize and carry out the supervision work within the term of reference of the Board of Supervisors according to the resolutions of the Board of Supervisors.

Article 19 The Board of Supervisors has set up the nomination committee and the supervisory committee, and the external supervisors served as chairperson.

Article 20 When all the external supervisors reach a consensus, they shall have the right to propose the Board of Supervisors to suggest the Board of Directors to convene an extraordinary shareholders' general meeting, and the Board of Supervisors shall respond with its agreed or disagreed opinions in writing upon receipt of such proposals.

When all external supervisors make such proposal in writing, the Board of Supervisors shall convene a meeting of the Board of Supervisors.

When all external supervisors consider that the information of the proposals to be presented at a meeting of the Board of Supervisors is not adequate or relevant arguments are unclear, they may jointly propose in writing to postpone the convening of the meeting or defer the deliberation of relevant matters, and the Board of Supervisors shall adopt such proposal.

Article 21 External supervisors have the right to know the operations of the Bank and to undertake the confidential duties accordingly. The Bank shall take measures to safeguard the supervisors' right to know and provide assistance necessary for the supervisors' normal performance of duties, which no one may intervene in or impede. The reasonable expenses incurred by the performance of duties of the external supervisors shall be borne by the Bank.

Article 22 An external supervisor shall work for the Bank for at least 15 working days each year.

Article 23 External supervisors shall attend in person at least two-thirds of the on-site meetings of Board of Supervisors each year. If an external supervisor cannot attend in person for any reason, he/she may entrust another supervisor in writing to attend on his/her behalf, and the power of attorney shall state the supervisor's individual opinions and voting intentions on the proposal.

The aforesaid on-site meetings refer to meetings held onsite or through video, telephone, etc., which can guarantee the participants to exchange and discuss in real time.

Article 24 The Bank provides appropriate remuneration and allowance for external supervisors. The standard of remuneration and allowance shall be implemented in accordance with the relevant provisions of the system on the Allowances of External Supervisors of Bank of Jiujiang Co., Ltd.*.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 25 This system shall be formulated, interpreted and amended by the Board of Supervisors of the Bank.

Article 26 This system shall be implemented from the date of approval by the shareholders' general meeting.

**APPENDIX VII COMPARISON CHART OF THE PROPOSED AMENDMENTS
TO THE ADMINISTRATIVE MEASURES FOR
THE RELATED PARTY TRANSACTIONS OF THE BANK**

Original Provisions	Revised Provisions
<p>Article 1 In order to regulate the related party transaction behaviors of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Bank”), effectively control the risks of related party transactions, and promote the safe, independent and stable operation of the Bank, these Measures are formulated in accordance with the Company Law of the People’s Republic of China, the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions (China Banking and Insurance Regulatory Commission Order [2022] No.1) the articles of association of the Bank and other regulations.</p>	<p>Article 1 In order to regulate the related party transaction behaviors of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Bank”), effectively control the risks of related party transactions, and promote the safe, independent and stable operation of the Bank, these Measures are formulated in accordance with the Company Law of the People’s Republic of China, the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions (China Banking and Insurance Regulatory Commission Order [2022] No.1), <u>the Response Standards for Relevant Questions of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions (CBIRC General Office Letter [2023] No.25), the Notice of the General Office of the CBIRC on Strengthening the Data Governance of Equity and Related Party Transactions of Banking and Insurance Institutions (CBIRC General Office Issue [2022] No.101)</u>, the articles of association of the Bank and other regulations.</p>
<p>New article</p>	<p><u>Article 2 Related party transactions in these Measures shall refer to the benefit transfer between the Bank and related parties. Important branches of the Bank in these Measures shall refer to the tier-one of the Bank or other institutions as designated by regulatory authorities. Personnel who have the right to approve or make decisions on core businesses such as large-amount credit granting and asset transfer shall refer to the personnel who possesses the authority to approve and make decision on large-amount credit granting business, credit assets transfer and other assets transfer of the Bank or other personnel as designated by financial regulators.</u></p>

**APPENDIX VII COMPARISON CHART OF THE PROPOSED AMENDMENTS
TO THE ADMINISTRATIVE MEASURES FOR
THE RELATED PARTY TRANSACTIONS OF THE BANK**

Original Provisions	Revised Provisions
<p>Article 6 The related natural persons of the Bank include:</p> <p>(1) The natural person controlling shareholders and actual controllers of the Bank, and their persons acting in concert and ultimate beneficiaries;</p> <p>(2) A natural person who holds or controls more than 5% of the shares of the Bank, or holds less than 5% of the shares of the Bank, but has significant influence on the operation and management of the Bank;</p> <p>(3) Directors and supervisors of the Bank, the senior executives of the Head Office and important branches of the Bank, and personnel who have the right to approve or make decisions on core businesses such as large-amount credit granting and asset transfer;</p> <p>(4) Spouses, parents, adult children, siblings of the related parties listed in Items (1) to (3) of this Article;</p> <p>(5) Directors, supervisors and senior executives of the related parties listed in Items (1) and (2) of Article 7 of these Measures.</p>	<p>Article 7 The related natural persons of the Bank include:</p> <p>(1) The natural person controlling shareholders and actual controllers of the Bank, and their persons acting in concert and ultimate beneficiaries;</p> <p>(2) A natural person who holds or controls more than 5% of the shares of the Bank, or holds less than 5% of the shares of the Bank, but has significant influence on the operation and management of the Bank;</p> <p>(3) Directors and supervisors of the Bank, the senior executives of the Head Office and important branches of the Bank, and personnel who have the right to approve or make decisions on core businesses such as large-amount credit granting and asset transfer;</p> <p>(4) Spouses, parents, adult children, siblings of the related parties listed in Items (1) to (3) of this Article. <u>Among which, siblings include adult brothers and sisters of the same parents, adult half-brothers and half-sisters, adult adoptive brothers and sisters, and adult step-siblings with fostering relationship;</u></p> <p>(5) Directors, supervisors and senior executives of the related parties listed in Items (1) and (2) of Article 7 of these Measures.</p>
<p>Article 12 Related party transactions are divided into major related party transactions and general related party transactions.</p> <p>(1) Major related party transactions refer to the transactions between the Bank and a single related party of which a single amount reaches more than 1% of the net capital of</p>	<p>Article 12 Related party transactions are divided into major related party transactions and general related party transactions.</p> <p>(1) Major related party transactions refer to the transactions between the Bank and a single related party of which a single amount reaches more than 1% of the net capital of</p>

**APPENDIX VII COMPARISON CHART OF THE PROPOSED AMENDMENTS
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THE RELATED PARTY TRANSACTIONS OF THE BANK**

Original Provisions	Revised Provisions
<p>the Bank at the end of the previous quarter, or the cumulative amount reaches more than 5% of the net capital of the Bank at the end of the previous quarter.</p> <p>After the cumulative amount of transactions between the Bank and a single related party reaches the standards prescribed in the preceding paragraph, the subsequent related party transactions shall be redetermined as major related party transactions once the cumulative amount thereof reaches more than 1% of the net capital of the Bank at the end of the previous quarter.</p> <p>(2) General related party transactions refer to related party transactions other than major related party transactions</p>	<p>the Bank at the end of the previous quarter, or the cumulative amount reaches more than 5% of the net capital of the Bank at the end of the previous quarter.</p> <p>After the cumulative amount of transactions between the Bank and a single related party reaches the standards prescribed in the preceding paragraph, the subsequent related party transactions shall be redetermined as major related party transactions once the cumulative amount thereof reaches more than 1% of the net capital of the Bank at the end of the previous quarter.</p> <p><u>When calculating the accumulated major related party transactions, the Bank shall continue to accumulate the amount of related party transactions over years. When accumulating, the credit related party transactions, asset transfer related party transactions, service related party transactions, deposit related party transactions, and other types of related party transactions shall be calculated on a cumulative basis, respectively.</u></p> <p>(2) General related party transactions refer to related party transactions other than major related party transactions.</p>
<p>Article 13 The methods for calculating the amount of related party transactions are as follows:</p> <p>(1) In principle, the amount of a related party transaction shall be calculated based on the amount specified in the signed agreement;</p> <p>(2) The amount of an asset transfer related party transaction shall be calculated based on the transaction price or fair value;</p>	<p>Article 13 The methods for calculating the amount of related party transactions are as follows:</p> <p>(1) In principle, the amount of a credit related party transaction shall be calculated based on the amount specified in the signed agreement;</p> <p>(2) The amount of an asset transfer related party transaction shall be calculated based on the transaction price or fair value;</p>

**APPENDIX VII COMPARISON CHART OF THE PROPOSED AMENDMENTS
TO THE ADMINISTRATIVE MEASURES FOR
THE RELATED PARTY TRANSACTIONS OF THE BANK**

Original Provisions	Revised Provisions
<p>(3) The amount of a service related party transaction shall be calculated based on the amount of business income or expenditure;</p> <p>(4) Other calculation standards determined by the CBIRC.</p>	<p>(3) The amount of a service related party transaction shall be calculated based on the amount of business income or expenditure;</p> <p><u>(4) In principle, the transaction amount of the agreement deposit and agreed deposit business shall be calculated based on the sum of the deposit principal at the time of signing the agreement plus the interest payable;</u></p> <p><u>(5) For investments in financial products issued by related parties with the underlying assets not involving related parties of the Bank, the transaction amount shall be calculated based on issuance fees or investment management fees. If the underlying assets involve related parties of the Bank, the transaction amount of related party transaction between the Bank and related parties shall be calculated based on the investment amount;</u></p> <p><u>(6) Subsequent redemption, compensation, repayment of principal and interest, distribution of dividends and bonuses, capital increase and decrease within the subscribed capital contribution and other transactions arising from the relevant agreements of related party transactions do not need to be identified as related party transactions;</u></p> <p>(7) Other calculation standards determined by the CBIRC.</p>
<p>Article 25 Avoidance system of related party transactions</p> <p>(1) During the process of handling related party transactions, the person having relationship with the operation unit shall avoid.</p>	<p>Article 25 Avoidance system of related party transactions</p> <p>(1) During the process of handling related party transactions, the person having relationship with the operation unit shall avoid.</p>

**APPENDIX VII COMPARISON CHART OF THE PROPOSED AMENDMENTS
TO THE ADMINISTRATIVE MEASURES FOR
THE RELATED PARTY TRANSACTIONS OF THE BANK**

Original Provisions	Revised Provisions
<p>(2) In case the Board of Directors or the Related Party Transactions Control Committee votes or makes decisions on any related party transaction, the related Directors shall abstain from voting and shall not exercise the voting right on behalf of other Directors. A Board meeting for considering related party transactions may be held when more than half of the non-related Directors attend the meeting. The resolution made at the Board meeting shall be passed by more than two-third of the non-related directors. If the number of non-related Directors attending the Board meeting is less than three, the transactions shall be submitted to the shareholders' general meeting for consideration.</p> <p>(3) When the shareholders' general meeting considers a related party transaction, the related Shareholders shall abstain from voting.</p>	<p>(2) In case the Board of Directors or the Related Party Transactions Control Committee votes or makes decisions on any related party transaction, the related Directors shall abstain from voting and shall not exercise the voting right on behalf of other Directors. A Board meeting for considering related party transactions may be held when more than half of the non-related Directors attend the meeting. The resolution made at the Board meeting shall be passed by more than two-third of the non-related directors. If the number of non-related Directors attending the Board meeting is less than three, the transactions shall be submitted to the shareholders' general meeting for consideration.</p> <p>(3) When the shareholders' general meeting considers a related party transaction, the related Shareholders shall abstain from voting.</p> <p><u>(4) Where the Bank is unable to convene the shareholders' general meeting due to avoiding principle, the Board of Directors shall be responsible for consideration and it shall not be applicable to provisions on avoiding of related Directors in this article. However, the related Directors shall issue a statement for non-existence of tunneling.</u></p>
New article	<u>Article 32 In accordance with the overall requirements of the digital transformation of the banking industry, the Bank shall establish and improve the data governance system for related party transactions, strictly implement the supervision provisions on related party transactions, strengthen the construction of data governance culture and assume the main responsibility of data governance.</u>

COMPARISON CHART OF THE PROPOSED AMENDMENTS
TO THE ADMINISTRATIVE MEASURES FOR
THE RELATED PARTY TRANSACTIONS OF THE BANK

Original Provisions	Revised Provisions
	<p><u>The Bank shall formulate relevant implementation rules or operational guidelines to clarify the relevant content and division of responsibilities of data governance for related party transactions.</u></p>
New article	<p><u>Article 40 The Bank shall report and disclose the information regarding related party transactions in a truthful, accurate, complete and timely manner in accordance with the relevant provisions of these Measures, and shall not make false records, misleading statements or major omissions.</u></p>
<p>Article 42 The Bank establishes an inter-departmental related party transactions management office in the management, led by the Legal and Compliance Department, with members including the Legal and Compliance Operational, Credit Approval Department, Operation Management Department, Risk Management Department, Human Resources Department, Planning and Finance Department, Digital Banking Department, Risk Asset Operation Department, Infrastructure Office, County Bank Management Department, Business Department and other departments. Each department shall establish a special post or designate a special person to take charge of daily affairs such as identification and maintenance of related parties and management of related party transactions.</p> <p>The Related Party Transactions Management Office shall, according to the requirements of the relevant policies and regulations of the CBIRC and the Bank, embed the related party transaction control requirements into all business processes of the Bank, and implement such requirements in the management responsibilities of all relevant departments to ensure the effective implementation of the work of related party transactions.</p>	<p>Article 44 The Bank establishes an inter-departmental related party transactions management office in the management, led by the Legal and Compliance Department, with members including <u>compliance department, business department, risk control department, finance department and other relevant departments.</u></p> <p><u>Each relevant department shall strengthen coordination and cooperation and</u> establish a special post or designate a special person to take charge of daily affairs such as identification and maintenance of related parties, management of related party transactions <u>and data governance of related party transactions.</u></p> <p>The Related Party Transactions Management Office shall, according to the requirements of the relevant policies and regulations of financial regulators and the Bank, embed the related party transaction control requirements into all business processes of the Bank, and implement such requirements in the management responsibilities of all relevant departments to ensure the effective implementation of the work of related party transactions.</p>

**APPENDIX VII COMPARISON CHART OF THE PROPOSED AMENDMENTS
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Original Provisions	Revised Provisions
	<u>The Bank shall formulate relevant implementation rules or operational guidelines to clarify specific departments and their responsibilities.</u>
New article	<u>Article 59 If the regulatory evaluation result of corporate governance of the Bank is Grade E, related party transactions regarding credit, use of fund and capital-based shall be subject to approval of the financial regulators.</u>

EXECUTIVE DIRECTORS

Mr. ZHOU Shixin (周時辛先生), aged 51, is the Party committee secretary of the Bank.

Mr. ZHOU served as the officer of personnel and education and division of Jiangxi Branch of Agricultural Bank of China Limited (whose H shares and A shares are listed on the Hong Kong Stock Exchange (stock code: 01288) and Shanghai Stock Exchange (stock code: 601288) respectively) from July 1995 to February 2000; and associate chief officer of personnel division (Organization Department of the Party committee) of Jiangxi Branch of Agricultural Bank of China Limited from February 2000 to February 2002; the Party committee member and vice president of Zhangshu Sub-branch of Agricultural Bank of China Limited from February 2002 to March 2003; the Party committee secretary and president of Jing'an Sub-branch of Agricultural Bank of China Limited from March 2003 to January 2005; and the chief officer of personnel division (Organization Department of the Party committee) of Jiangxi Branch of Agricultural Bank of China Limited from January 2005 to February 2006; the deputy general manager of E-banking Department of Jiangxi Branch of Agricultural Bank of China Limited from February 2006 to September 2006; deputy head of credit management division of Jiangxi Branch of Agricultural Bank of China Limited from September 2006 to January 2009; deputy general manager of the credit management department of Jiangxi Branch of Agricultural Bank of China Limited from January 2009 to June 2010; deputy general manager (person-in-charge) of the credit management department of Jiangxi Branch of Agricultural Bank of China Limited from June 2010 to November 2011; general manager of the credit management department of Jiangxi Branch of Agricultural Bank of China Limited from November 2011 to January 2013; general manager of the corporate business department/big customer department of Jiangxi Branch of Agricultural Bank of China Limited from January 2013 to August 2014; general manager of the corporate and investment banking business department of Jiangxi Branch of Agricultural Bank of China Limited from August 2014 to March 2016; general manager of the corporate business department of Jiangxi Branch of Agricultural Bank of China Limited from March 2016 to June 2018; Party committee secretary and president of Shangrao Branch of Agricultural Bank of China Limited from June 2018 to May 2023. Mr. ZHOU has served as the Party committee secretary of the Bank since May 2023.

Mr. ZHOU is a senior economist. He received a bachelor's degree in Economic Information Management from Jiangxi College of Finance and Economics (currently known as Jiangxi University of Finance and Economics) in July 1995.

Mr. XIAO Jing (肖璟), aged 46, is an executive Director and the president of the Bank.

Mr. XIAO held various positions in the software development center of Industrial and Commercial Bank of China Limited (whose H shares and A shares are listed on the Hong Kong Stock Exchange (stock code: 01398) and Shanghai Stock Exchange (stock code: 601398) respectively), including an employee of the development department from July 1999 to December 2002; an employee of the technology department from December 2002 to June 2003; the deputy manager of the second division of the technology department from June 2003 to June 2005; the deputy manager of the second division of the system department from June 2005 to September 2006; the manager of the second division of the system department from September 2006 to January 2008; the senior technical deputy manager of the system department from January 2008 to May 2008; the senior technical deputy manager of the technology department from May 2008 to July 2009; the senior technical manager of the Guangzhou first development division from July 2009 to September

2010; the deputy general manager of the Guangzhou first development division from September 2010 to June 2011; the deputy general manager (person-in-charge) and the general manager of the Guangzhou first development division from June 2011 to March 2012 and from March 2012 to April 2014, respectively. Mr. XIAO joined the Bank in April 2014, and has served as the chief information officer of the Bank from July 2014 to August 2018; a Party committee member and chief information officer of the Bank from August 2018 to December 2018; a Party committee member, the vice president as well as chief information officer of the Bank from December 2018 to December 2021; a deputy secretary of the Party committee, the vice president and chief information officer of the Bank from December 2021 to July 2022, and a deputy secretary of the Party committee, the president and chief information officer of the Bank from July 2022 to August 2022. He has been a deputy secretary of the Party committee and the president of the Bank since August 2022.

Mr. XIAO is a senior engineer, a senior economist and is qualified as an internal auditor. He was also accredited as a Financial Risk Manager by the Global Association of Risk Professionals. Mr. XIAO obtained a bachelor's degree in engineering from Zhongnan University of Finance and Economics (中南財經大學), majoring in management information systems in June 1999. He obtained an MBA degree from Sun Yat-sen University (中山大學) in June 2007.

As at the Latest Practicable Date, Mr. XIAO holds 70,000 Domestic Shares of the Bank, 75,000 shares of Pengze Jiuyin County Bank Co., Ltd. (彭澤九銀村鎮銀行股份有限公司), a controlling subsidiary of the Bank, 75,000 shares of Ruichang Jiuyin County Bank Co., Ltd. (瑞昌九銀村鎮銀行股份有限公司), a controlling subsidiary of the Bank, 60,000 shares of Zixi Jiuyin County Bank Co., Ltd. (資溪九銀村鎮銀行股份有限公司), a controlling subsidiary of the Bank, 120,000 shares of Chongren Jiuyin County Bank Co., Ltd. (崇仁九銀村鎮銀行股份有限公司), a controlling subsidiary of the Bank and 150,000 shares of Fenyi Jiuyin County Bank Co., Ltd. (分宜九銀村鎮銀行股份有限公司), a controlling subsidiary of the Bank.

Mr. YUAN Delei (袁德磊), aged 44, is an executive Director, the vice president and the risk director of the Bank.

Mr. YUAN successively served as the deputy chief, chief and the deputy general manager of Legal Affairs Department of Anhui Branch of Industrial and Commercial Bank of China Limited (whose H shares and A shares are listed on the Hong Kong Stock Exchange (stock code: 01398) and Shanghai Stock Exchange (stock code: 601398) respectively) from July 2003 to April 2013; a member of the Party Committee and Vice President of the Anhui Chizhou Branch of Industrial and Commercial Bank of China Limited from April 2013 to January 2016; the deputy general manager of Legal Affairs Department and the deputy general manager of Credit and Investment Management Department of the Anhui Branch of Industrial and Commercial Bank of China Limited from January 2016 to October 2019; successively served as the general manager of Risk Management Department under the head office of the Bank and the Chief Independent Credit Approval Officer of the Bank and General Manager of the Risk Management Department of the head office from November 2019 to July 2020; the Chief Independent Credit Approval Officer of the Bank from July 2020 to February 2021. He served as the risk director and Chief Independent Credit Approval Officer of the Bank from February 2021 to August 2021 and Party committee member, the risk director and Chief Independent Credit Approval Officer of the Bank from August 2021 to July 2022. He has been serving as Party committee member, vice president, the risk director and Chief Independent Credit Approval Officer of the Bank since July 2022.

Mr. YUAN is a mid-level economist; he obtained a bachelor's degree in economics in international trade from East China Institute of Metallurgy (currently known as Anhui University of Technology) in July 2000; he obtained a master's degree in law in Marxist Theory and Ideological and Political Education from University of Science and Technology of China in July 2003; he obtained a doctorate's degree in management in Management Science and Engineering from University of Science and Technology of China in June 2008.

NON-EXECUTIVE DIRECTORS

Mr. LUO Feng (羅峰), aged 51, served as a cadre of Jiujiang Finance Bureau of Jiangxi Province from December 1991 to November 1996; deputy chief of the State-owned Assets Foundation Division of Jiujiang Finance Bureau of Jiangxi Province from November 1996 to December 2000; chief of the State-owned Assets Foundation Division of Jiujiang Finance Bureau of Jiangxi Province from December 2000 to June 2003; chief of Social Security Division of Jiujiang Finance Bureau of Jiangxi Province from June 2003 to January 2013; chief of the Social Security Division of Jiujiang Finance Bureau of Jiangxi Province and the director of the Municipal Non-tax Revenue Collection Administration from January 2013 to June 2013; party member of Jiujiang Finance Bureau of Jiangxi Province and the director of the Municipal Non-tax Revenue Collection Administration from June 2013 to August 2015; party member and chief accountant of Jiujiang Finance Bureau of Jiangxi Province and director of the Municipal Non-tax Revenue Collection Administration from August 2015 to May 2017; party member and chief accountant of Jiujiang Finance Bureau of Jiangxi Province from May 2017 to April 2019; party member and chief accountant of Jiujiang Finance Bureau of Jiangxi Province and part-time vice chairman of the Municipal Federation of Trade Unions from April 2019 to September 2019; party member and chief accountant of Jiujiang Finance Bureau of Jiangxi Province, party branch secretary of the Municipal Non-tax Revenue Collection Administration, and part-time vice chairman of the Municipal Federation of Trade Unions from September 2019 to May 2020. Mr. LUO has been the party member and deputy director of the Finance Bureau of Jiujiang Province, branch secretary of the Municipal Non-tax Revenue Collection Administration, and part-time vice chairman of the Municipal Federation of Trade Unions since May 2020.

Mr. SHI Zhishan (史志山), aged 44, is a non-executive Director of the Bank.

Mr. SHI served as an appraisal manager of China Consultants of Accounting and Financial Management Co., Ltd. (中華財務會計諮詢有限公司) from June 2005 to May 2006; an appraisal manager of Beijing Zhongxing Xinshiji Accountant Office (北京中興新世紀會計事務所有限公司) from May 2006 to August 2007; and a senior appraisal manager of China Appraisal Associates* (北京中天華資產評估有限責任公司) from August 2007 to November 2008. He successively served as a senior manager, an assistant to the head, the deputy head of capital operation department of Beijing Automotive Group Co., Ltd. (北京汽車集團有限公司) from November 2008 to July 2013; he successively served as the deputy general manager, the Party Committee Secretary and the general manager of BAIC Group Industrial Investment Co., Ltd. (北京汽車集團產業投資有限公司) from July 2013 to March 2021. He successively served as the Party Committee Secretary and an executive director of BAIC Group Industrial Investment Co., Ltd. from March 2021 to March 2023, and has been the vice general manager of Beijing Automotive Group Co., Ltd. since March 2023. Mr. SHI has served as the non-executive Director of the Bank since November 2021.

Mr. SHI is a registered asset valuer. He graduated from Central University of Finance and Economics in 2010 and obtained an MBA degree.

Ms. ZHOU Miao (周蕾), aged 51, worked for Fuzhou Branch of Xiamen International Bank Co., Ltd. from 1993 to 1995; worked in the International Business Department of Industrial Bank Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 601166) from 1995 to 1997; worked in the Business Department of the Head Office of Industrial Bank Co., Ltd. from 1997 to 1999; served as the general manager of the International Business Department of Fuzhou Branch of Industrial Bank Co., Ltd. from 1999 to 2002; the director of Accounting and Settlement Department of Industrial Bank Co., Ltd. from 2002 to 2007; the director of Legal and Compliance Department of Industrial Bank Co., Ltd. from 2007 to 2011; the assistant general manager and deputy general manager of Trade Finance Department of Industrial Bank Co., Ltd. from December 2011 to December 2016; the deputy general manager of Corporate Financial Risk Management Department of Industrial Bank Co., Ltd. from December 2016 to March 2017; the deputy general manager of the Special Assets Operation Department of Industrial Bank Co., Ltd. from March 2017 to November 2018; the deputy general manager of the Interbank Finance Department of Industrial Bank Co., Ltd. from November 2018 to May 2022. Ms. ZHOU has been the general manager of the Bank Cooperation Center of Industrial Bank Co., Ltd. since May 2022.

Ms. ZHOU is an economist. She graduated from the Central Institute of Finance and Economics (currently known as the Central University of Finance and Economics) with obtaining a undergraduate degree, majoring in international finance, in June 1993.

Mr. LIU Yinan (劉一男), aged 45, served as a director and general manager of Vitek Technology Limited from January 2006 to January 2007; the vice president of D& S Media Group from January 2007 to December 2007; the assistant president of BlueFocus Intelligent Communications Group Co., Ltd. (listed on Shenzhen Stock Exchange, stock code: 300058) from January 2008 to June 2008; a director and vice president of Liaoning Fangda Group Industrial Co., Ltd. from June 2008 to February 2014; the president of China Forestry Exchange from June 2014 to January 2016; the vice general manager of the head office of investment management of Sun Life Everbright Life Insurance Co., Ltd. from April 2016 to December 2016; an executive director of China Fortune Financial Group Limited (listed on the Hong Kong Stock Exchange, stock code: 00290) from June 2017 to September 2018; the vice president and deputy party committee secretary of Liaoning Fangda Group Industrial Co., Ltd. from November 2018 to February 2023. He has served as the vice chairman of the board of directors and deputy party committee secretary of Liaoning Fangda Group Industrial Co., Ltd. since February 2023. In addition, Mr. LIU has served as a director of Fangda Carbon New Material Co., Ltd. (listed on Shanghai Stock Exchange, stock code: 600516) since January 2019, a director of HNA Aviation Group Company Limited since April 2022, and a director of Jiangxi Fangda Steel Group Co., Ltd. since July 2022.

Mr. LIU is a professorate senior engineer of the People's Republic of China. He obtained a bachelor's degree in engineering from Northeastern University, majoring in computer science and technology, in July 2000.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. WANG Wanqiu (王宛秋), aged 51, served as an accountant in Shenyang Xinghua Paper Mill (瀋陽興華造紙廠) from September 1991 to August 1994. Ms. Wang has successively served as a lecturer, associate professor and professor at the School of Economics and Management of Beijing University of Technology since July 1997.

Ms. WANG obtained a doctorate's degree in management from Beijing University of Technology, majoring in management science and engineering, in June 2009.

Mr. TIAN Li (田力), aged 54, served as a statistical analyst of Thomas United Enterprise in United States (美國湯瑪斯聯合企業) from May 1995 to July 1997; the senior manager of the Financial Institutions Team under the Investment Banking Department of JP Morgan Chase & Co. from July 1999 to October 2001; the executive director and the head of Financial Institutions Department of Investment Bank of BOC International Holdings Limited from January 2002 to September 2004; the executive director and director of financial institutions business in China of ABN AMRO BANK from September 2004 to August 2005; the director and president of Sing-Han International Financial Services Limited from September 2005 to April 2009; concurrently served as a director of Shanghai Tuhong Investment Management Co., Ltd. (上海圖鴻投資管理有限公司); the chairman and president of International Financial Resources and Services Limited and concurrently the director of Shanghai Tuhong Investment Management Co., Ltd. (上海圖鴻投資管理有限公司) since April 2009; the director of Deyang Bank Co., Ltd. from September 2011 to October 2013; the independent director of Great Wall West China Bank Co., Ltd. (formerly known as Deyang Bank Co., Ltd.) from March 2015 to March 2018; the independent director of China Industrial International Trust Limited from January 2016 to January 2023; the independent non-executive director of China Industrial Securities International Financial Group Limited (listed on the Hong Kong Stock Exchange, stock code: 06058) since July 2016; the chairman and president of Niujin International Holdings Inc. (紐金國際控股公司) (New York) and the CEO of New York Institute of Finance since August 2017. Mr. TIAN has been the chairman of Windsor School since October 2018.

Mr. TIAN obtained a bachelor's degree in engineering from the People's Liberation Army Institute of Engineering Corps (currently known as Army Engineering University of PLA), majoring in civil air defense construction and structure engineering, in July 1990.

Mr. ZHANG Yonghong (張永宏), aged 55, successively worked in China Merchants Bank Co., Ltd. (whose H shares and A shares are listed on the Hong Kong Stock Exchange (stock code: 03968) and Shanghai Stock Exchange (stock code: 600036) respectively), Ping An Bank Co., Ltd. (whose A shares are listed on Shenzhen Stock Exchange, stock code: 000001), China Guangfa Bank Co., Ltd. (formerly known as Guangdong Development Bank Co., Ltd.), Bank of Hunan Corporation Limited (formerly known as Huarong Xiangjiang Bank Corporation Limited), China Huarong Financial Leasing Co., Ltd. and Huarong Qianhai Wealth Management Co., Ltd. and held positions as financial senior management. Mr. ZHANG is currently the president of Shenzhen Qianjinyuan Management Consulting Training Co., Ltd. and deputy director of the Strategy Committee of the Association of National Small and Medium-sized Banks. Mr. ZHANG has more than 30 years of working experience in economic and financial industry, with extensive experience in several fields and multi-level financial business management in banking, financial lease, wealth management and financial training.

Mr. ZHANG is a senior banking expert and a senior economist. He obtained a doctorate's degree from Wuhan University.

Mr. GUO Jiequn (郭傑群), aged 52, is the external Supervisor of the Bank.

Mr. GUO served as an assistant at Indiana University - Purdue University from August 1995 to June 1997; a lecturer at Indiana University from August 1999 to December 2000; the senior market analyst of Corning Incorporated in the United States from December 2000 to April 2002; the economic analyst of Fannie Mae in the United States in the United States from April 2002 to June 2004; the vice president and the director of Credit Suisse Investment Bank in the United States from June 2004 to January 2009; the director of Saier Asset Management Company in the United States (美國賽爾資產管理公司) from January 2009 to May 2009; the global director of Interactive Data Corp in the United States from May 2009 to October 2012; the member of the Global Investment Committee, general manager of Asia Pacific and managing director of Zais Group (hedge fund) from October 2012 to November 2013; the deputy director and researcher (part-time) of Monetary Policy and Financial Stability Research Center of Tsinghua University from December 2013 to August 2019. Mr. GUO has been the president and the doctoral supervisor of MIT CTL in Ningbo and Ningbo China Institute for Supply Chain Innovation since September 2019. Mr. GUO has served as the external Supervisor of the Bank since May 2017.

Mr. GUO graduated from the Department of Mathematics of Beijing Normal University (北京師範大學) in July 1992 and obtained a bachelor's degree in science from the same university at the same time. He obtained a doctorate's degree in philosophy from Indiana University in the United States, majoring in economics, in August 2001.

CONCLUSION

Save as disclosed above, as at the Latest Practicable Date, the nominated Director candidates have confirmed that (i) he/she did not hold any other directorships in any public companies listed in Hong Kong or overseas in the past three years or hold any other positions within the Group; (ii) he/she does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Bank; (iii) he/she is not interested in the shares of the Bank or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); and (iv) there is no any other matters with respect to his/her appointment that needs to be notified to the Shareholders and there is no information that needs to be disclosed pursuant to the provisions of Rule 13.51(2) of the Listing Rules or any other matters that needs to be brought to the attention of the Shareholders or the Hong Kong Stock Exchange.

SHAREHOLDER SUPERVISOR

Ms. CHEN Zhiying (陳芷穎), aged 55, served as the deputy director of the information confidentiality office of the Office of Guangdong Branch of Industrial and Commercial Bank of China Limited (whose H shares and A shares are listed on the Hong Kong Stock Exchange (stock code: 01398) and Shanghai Stock Exchange (stock code: 601398) respectively) from 1989 to 2013. She has successively served as the secretary to the chairman of the board of directors and deputy general manager of Foshan Gaoming Jindun Hengye Computer Special Printing Co., Ltd. since 2013.

Ms. CHEN graduated from China Central Radio and TV University (中央廣播電視大學), majoring in finance, in November 2002.

EXTERNAL SUPERVISORS

Mr. TANG Xiaofeng (湯曉峰), aged 59, served as a technician in Jiangxi Hand Tractor Factory from September 1984 to March 1987; an assistant engineer of Nanchang Modular Machine Tools Institute from March 1987 to December 1990; a credit clerk and engineer in a trust and investment corporation of Jiangxi Branch of China Construction Bank Corporation (whose H shares and A shares are listed on the Hong Kong Stock Exchange (stock code: 00939) and Shanghai Stock Exchange (stock code: 601939) respectively) from December 1990 to October 1995; the chief of legal affairs division, deputy general manager of legal affairs department and a senior economist of Jiangxi Branch of China Construction Bank Corporation from October 1995 to January 2006; the general manager of legal affairs department/internal control and compliance department of Jiangxi Branch of China Construction Bank Corporation, the director of legal affairs department of Jiangxi Dejian Corporation, and a member of Jiangxi Lawyers Association and director of the Public Lawyer and Corporate Lawyer Working Committee from January 2006 to June 2019; and the head (person-in-charge) of the right protection department of China Banking Association, director of the office of the legal affairs commission of China Banking Association and an expert of the legal experts' pool of China Banking Association from March 2019 to October 2020. He has served as a senior expert in Jiangxi Branch of China Construction Bank Corporation and a member of the management talent pool of China banking industry of China Banking Association since November 2020.

Mr. TANG is a senior economist. He obtained his qualification as a lawyer in the People's Republic of China in 1992 and a master's degree in Business Administration from University of Poitiers in France in March 2003.

Mr. CHUA Alvin Cheng-Hock (蔡清福), aged 64, is an independent non-executive Director of the Bank.

Mr. CHUA served as an independent non-executive director of China Guangfa Bank Co., Ltd. from April 2014 to June 2020. Mr. CHUA has been the managing director and global head of the sales sector, trading and research of securities and fixed-income products of BOC International Holdings Limited from June 2014 to September 2022. He has been a part-time professor of Lingnan (University) College, Sun Yat-sen University (中山大學嶺南(大學)學院) since April 2014. Mr. CHUA has been a co-founder and managing partner of Yuanbo Global Consulting Co., Ltd. (圓博全球諮詢顧問公司) since September 2022, and has served as the independent non-executive Director of the Bank since August 2017.

Mr. CHUA obtained a bachelor's degree in business administration from The University of Texas at Austin in May 1981, and obtained an MBA degree from The University of Chicago in June 1987.

CONCLUSION

Save as disclosed above, as at the Latest Practicable Date, the nominated Supervisor candidates have confirmed that (i) he/she did not hold any other directorships in any public companies listed in Hong Kong or overseas in the past three years or hold any other positions within the Group; (ii) he/she does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Bank; (iii) he/she is not interested in the shares of the Bank or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); and (iv) there is no any other matters with respect to his/her appointment that needs to be notified to the Shareholders and there is no information that needs to be disclosed pursuant to the provisions of Rule 13.51(2) of the Listing Rules or any other matters that needs to be brought to the attention of the Shareholders or the Hong Kong Stock Exchange.

**ALLOWANCE SYSTEM FOR INDEPENDENT DIRECTORS OF BANK OF
JIUJIANG CO., LTD.*****(REVISED IN MAY 2023)**

Article 1 In order to strengthen and standardize the management on allowances for independent directors of the Bank and encourage independent directors to work hard with due diligence, Bank of Jiujiang Co., Ltd.* (the “Bank”) formulates this system with reference to the market allowances for independent directors in the industry and according to the principle that risks, responsibilities and interests are proportional. This system belongs to the administrative measures and is applicable to the payment of allowances to independent directors of the Bank.

Article 2 In order to objectively reflect the efforts made, as well as risks and responsibilities undertaken by the independent directors of the Bank, and effectively encourage the independent directors to actively participate in decision-making and management, the Bank will pay certain allowances and performance compensation to the independent directors.

Article 3 The allowances of independent directors consist of basic allowance and performance compensation, with deduction according to assessment (if involved).

Article 4 The basic allowance refers to the basic compensation for the independent directors to participate in the work of the Board of Directors and its committees. The basic allowance for independent directors is RMB150,000 per year. For independent directors who serve as the chairperson and members of the special committees, the additional basic allowance is RMB30,000 and RMB10,000 per person per year respectively.

Article 5 The performance compensation refers to the amount of compensation received by independent directors from the Bank for carrying out performance activities for the Bank including seminars, researches, lectures, etc., in addition to meeting the regulatory requirements and basic performance requirements of the Bank, and the total amount of performance compensation shall not exceed RMB50,000 per year. Specifically, (1) RMB5,000 shall be paid for each seminars and researches; (2) RMB10,000 will be paid for each lecturing.

Article 6 Basic performance requirements specifically include: (1) Minimum number of days for performance of duties. According to the requirements of the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial), the independent directors shall work in the Bank for no less than 15 working days each year, among which, the directors who serve as the member of the Risk Management Committee, the Related Party Transaction Control Committee and the Audit Committee shall work in the Bank for no less than 20 working days each year. For those who have performed their duties for less than one year, the minimum number of working days for performance of duties shall be calculated in the same proportion as the actual months for performance of duties. (2) Participation in meetings. According to the requirements of the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial), independent directors shall attend more than two-thirds of the on-site meetings of the Board of Directors in person each year.

Article 7 The deduction according to assessment refers to the deduction of allowances for independent directors based on the comprehensive evaluation results of the annual performance of the independent directors by the Board of Supervisors if independent directors perform their duties in a negative manner or fail to perform their duties. For independent directors with the performance evaluation results of “basically competent” and “unqualified”, 20% and 50% of the total amount allowance shall be deducted respectively.

Article 8 The allowances for independent directors shall be paid on an annual basis, and shall be paid in the next month upon the approval of the performance evaluation results of the independent directors in the previous year by the shareholders’ general meeting.

Article 9 For independent directors who have performed their duties less than half a year, basic allowance shall be paid according to the actual month of performing duties; for those who have performed their duties for half a year, basic allowance and performance compensation shall be paid according to the actual month of performing duties.

Article 10 Calculation rules for the actual month of performing duties. The basic allowance for independent directors to perform their duties in the Board of Directors shall be calculated from the date when he/she is approved to take office by the shareholders’ general meeting and obtains the qualification of holding the post of director as approved by the regulatory authorities. The basic allowance for independent directors serving in the special committees shall be calculated from the date when he/she is elected as the chairperson or member by the Board of Directors and obtains the qualification of holding the post of director as approved by the regulatory authorities. The resignation or departure of the independent director shall be calculated from the date when he/she submits his/her resignation or leaves office. The above-mentioned period shall be counted as one month if it is more than half a month, or shall not be counted if less than half a month.

Article 11 When the election of the Board of Directors is delayed, the original allowances for independent directors shall be calculated according to the former standard and paid in accordance with the time extended for the performance of duties.

Article 12 The transportation and accommodation expenses to be borne by independent directors for their participation in shareholders’ general meetings, board meetings, committee meetings and other related work of the Bank shall be reimbursed by the Bank.

Article 13 The total amount of allowances mentioned in this system does not include the expenses for investigation and research carried out by the consulting agencies engaged by directors in the performance of his/her duties.

Article 14 All the allowances abovementioned are pre-tax amounts, and the personal income tax is withheld and remitted by the Bank.

Article 15 This system shall be implemented from the date when it is approved by the Board of Directors and submitted to the shareholders' general meeting for consideration and approval, and the original Allowance System for Independent Directors of Bank of Jiujiang Co., Ltd.* (Jiu Yin Fa [2021] No.030) shall be repealed.

Article 16 The Board of Directors of the Bank shall be responsible for the interpretation of this system.

ALLOWANCE SYSTEM FOR EXTERNAL SUPERVISORS OF BANK OF JIUJIANG CO., LTD.***(REVISED IN MAY 2023)**

Article 1 In order to strengthen and standardize the management on allowances for external supervisors of the Bank and encourage external supervisors to work hard with due diligence, Bank of Jiujiang Co., Ltd.* (the “**Bank**”) formulates this system with reference to the market allowances for external supervisors in the industry and according to the principle that risks, responsibilities and interests are proportional. This system belongs to the administrative measures and is applicable to the payment of allowances to external supervisors of the Bank.

Article 2 In order to objectively reflect the efforts made, as well as risks and responsibilities undertaken by the external supervisors of the Bank, and effectively encourage the external supervisors to actively participate in decision-making and management, the Bank will pay certain allowances and performance compensation to the external supervisors.

Article 3 The allowances of external supervisors consist of basic allowance and performance compensation, with deduction according to assessment (if involved).

Article 4 The basic allowance refers to the basic compensation for the external supervisors to participate in the work of the Board of Supervisors and its committees. The basic allowance for external supervisors is RMB150,000 per year. For external supervisors who serve as the chairperson and members of the special committees, the additional basic allowance is RMB30,000 and RMB10,000 per person per year respectively.

Article 5 The performance compensation refers to the amount of compensation received by external supervisors from the Bank for carrying out performance activities for the Bank including seminars, researches, lectures, etc., in addition to meeting the regulatory requirements and basic performance requirements of the Bank, and the total amount of performance compensation shall not exceed RMB50,000 per year. Specifically, (1) RMB5,000 shall be paid for each seminars and research; (2) RMB10,000 will be paid for each lecturing.

Article 6 Basic performance requirements specifically include: (1) Minimum number of days for performance of duties. According to the requirements of the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial), the external supervisors shall work in the Bank for no less than 15 working days each year. For those who have performed their duties for less than one year, the minimum number of working days for performance of duties shall be calculated in the same proportion as the actual months for performance of duties. (2) Participation in meetings. According to the requirements of the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial), external supervisors shall attend more than two-thirds of the on-site meetings of the Board of Supervisors in person each year.

Article 7 The deduction according to assessment refers to the deduction of allowances for external supervisors based on the comprehensive evaluation results of the annual performance of the external supervisors by the Board of Supervisors when external supervisors perform their duties in a negative manner or fail to perform their duties. For external supervisors with the performance evaluation results of “basically competent” and “unqualified”, 20% and 50% of the total amount allowance shall be deducted respectively.

Article 8 The allowances for external supervisors shall be paid on an annual basis, and shall be paid in the next month upon the approval of the performance evaluation results of the external supervisors in the previous year by the shareholders’ general meeting.

Article 9 For external supervisors who have performed their duties less than half a year, basic allowance shall be paid according to the actual month of performing duties; for those who have performed their duties for half a year, basic allowance and performance compensation shall be paid according to the actual month of performing duties.

Article 10 Calculation rules for the actual month of performing duties. The basic allowance for external supervisors to perform their duties in the Board of Supervisors shall be calculated from the date when he/she is approved to take office by the shareholders’ general meeting. The basic allowance for external supervisors serving in the special committees shall be calculated from the date when he/she is elected as the chairperson or member by the Board of Supervisors. The resignation or departure of the external supervisor shall be calculated from the date when he/she submits his/her resignation or leaves office. The above-mentioned period shall be counted as one month if it is more than half a month, or shall not be counted if less than half a month.

Article 11 When the election of the Board of Supervisors is delayed, the original allowances for external supervisors shall be calculated according to the former standard and paid in accordance with the time extended for the performance of duties.

Article 12 The transportation and accommodation expenses to be borne by external supervisors for their participation in shareholders’ general meetings, meetings of the Board of Supervisors, committee meetings and other related work of the Bank shall be reimbursed by the Bank.

Article 13 The total amount of allowances mentioned in this system does not include the expenses for investigation and research carried out by the consulting agencies engaged by supervisors in the performance of his/her duties.

Article 14 All the allowances abovementioned are pre-tax amounts, and the personal income tax is withheld and remitted by the Bank.

Article 15 This system shall be implemented from the date when it is approved by the Board of Supervisors and submitted to the shareholders’ general meeting for consideration and approval, and the original Allowance System for External Supervisors of Bank of Jiujiang Co., Ltd.* (Jiu Yin Jian Zi [2021] No.001) shall be repealed.

Article 16 The Board of Supervisors of the Bank shall be responsible for the interpretation of this system.

Original Provisions	Revised Provisions
<p>Article 6 The Bank shall record relevant information of pledge on share register, and assist Shareholders handling the registration of pledge with relevant authority in a timely manner.</p> <p>Before the expiration of the term of the pledge, Shareholders who pledged its equity in the Bank shall complete the cancellation of the equity pledge at the Custody Institution. In case of the loss of the pledge in advance, both parties of the pledge shall complete the registration of cancellation of the equity pledge at the Custody Institution. Upon completion of the registration or cancellation of the equity pledge, the Shareholders shall provide the Bank with relevant information and material of the equity pledge, so as to facilitate relevant requirements of the equity management of the Bank.</p>	<p>Article 6<u>5</u> The Bank shall record relevant information of pledge on share register, and assist Shareholders handling the registration of pledge with relevant authority in a timely manner.</p> <p>Before the expiration of the term of the pledge, Shareholders who pledged its equity in the Bank shall complete the cancellation of the equity pledge at the Custody Institution. In case of the loss of the pledge in advance, both parties of the pledge shall complete the registration of cancellation of the equity pledge at the Custody Institution. Upon completion of the registration or cancellation of the equity pledge, the Shareholders shall provide the Bank with relevant information and material of in <u>relation to</u> the equity pledge <u>in a timely manner</u>, so as to facilitate relevant requirements of the equity management <u>the risk management and information disclosure requirement of</u> the Bank.</p>
<p>Article 8 In principle, the number of shares of the Bank to be pledged by the Shareholder of the Bank shall not exceed 50% of equity in the Bank held by such Shareholder. The Shareholders’ voting rights and those of the Directors appointed by them, shall be restricted when they vote at the Shareholders’ general meeting and the board meeting in the event that the proportion of equity pledged exceeds 50% of their respective equity in the Bank; equity pledge registration of the state-owned Shareholders shall not be allowed in principle, except for those shall comply with the laws and regulations in relation to the state-owned asset management.</p>	<p>Article 8<u>7</u> In principle, the number of shares of the Bank to be pledged by the Shareholder of the Bank shall not exceed 50% of equity in the Bank held by such Shareholder. The Shareholders’ voting rights and those of the Directors appointed by them, shall be restricted when they vote at the Shareholders’ general meeting and the board meeting in the event that the proportion of equity pledged exceeds 50% of their respective equity in the Bank <u>the number of shares of the Bank pledged by the Shareholders reaches or exceeds 50% of equity in the Bank held by such Shareholder</u>; equity pledge registration of the state-owned Shareholders shall not be allowed in principle, except for those shall comply with the laws and regulations in relation to the state-owned asset management.</p>
<p>Article 13 The Shareholders of the Bank shall apply the equity pledge according to the following procedures:</p> <p>(I) Submit material related to the pledge to the office of the Board of Directors of the Bank:</p>	<p>Article 13<u>1</u> The Shareholders of the Bank shall apply the equity pledge according to the following procedures:</p> <p>(I) Submit material related to the pledge to the office of the Board of Directors of the Bank:</p>

Original Provisions	Revised Provisions
<p>1. Originals and photocopies of relevant main contract on the equity pledge, equity pledge contract and other related guarantee contracts;</p> <p>2. Original and photocopy of valid identity document of the pledgor. A pledgor who is a natural person shall provide original and photocopy of valid identity document. A pledgor who is a legal person shall provide the following documents: (1) photocopy of the duplicate corporate business license; (2) original and photocopy of resolutions that the internal competent institutions of the legal person agreed to provide guarantee on the pledge for its own or others; (3) original and photocopy of valid identity document of its legal representative; (4) in case of handling through entrusting of proxy, original and photocopy of power of attorney and original and photocopy of valid identity document of the proxy shall be provided. A Shareholder who is a natural person shall apply guarantee for share pledge by herself/himself instead of entrusting others, and a shareholder who is a legal person may entrust proxy to guarantee for share pledge.</p> <p>.....</p>	<p>1. Originals and photocopies of relevant main contract on the equity pledge, equity pledge contract and other related guarantee contracts;</p> <p>2. Original and photocopy of valid identity document of the pledgor. A pledgor who is a natural person shall provide original and photocopy of valid identity document. A pledgor who is a legal person shall provide the following documents: (1) photocopy of the duplicate corporate business license; (2) original and photocopy of resolutions that the internal competent institutions of the legal person agreed to provide guarantee on the pledge for its own or others; (3) ⁽²⁾ original and photocopy of valid identity document of its legal representative; (4) ⁽³⁾ in case of handling through entrusting of proxy, original and photocopy of power of attorney and original and photocopy of valid identity document of the proxy shall be provided. A Shareholder who is a natural person shall apply guarantee for share pledge by herself/himself instead of entrusting others, and a shareholder who is a legal person may entrust proxy to guarantee for share pledge.</p> <p>.....</p>
<p>New article</p>	<p><u>Article 17 The Bank shall establish and improve the firewall on operational risks between the Bank and its Shareholders to prevent various risks from the pledge of equity of the Bank by Shareholders. Relevant Shareholders who have pledged the equity of the Bank shall provide financial data and statement of performance of debts under the main contract at the request of the Bank, so that the Bank can regularly conduct works on the analysis of financial data.</u></p> <p><u>The Bank shall pay close attention to litigation, freezing, discounting, auction and other circumstances with the pledged equity</u></p>

COMPARISON CHART OF THE PROPOSED
AMENDMENTS TO THE EQUITY PLEDGE MANAGEMENT
MEASURES OF THE BANK

Original Provisions	Revised Provisions
	<u>involved. It shall practically do a good job in risk monitoring, public opinion guidance, emergency planning and other work.</u>
New article	<u>Article 18 The Bank shall take the initiative to enhance the communication with relevant departments and authorities to complete the procedures for the registration of equity pledge. When being informed that its equity is auctioned, the Bank shall take the initiative to contact the judicial department and the auction institution to ensure that the qualification of the bidder who participates in the public auction of the equity of the Bank is in compliance with the requirements of regulatory policies, and coordinate with centralized equity custodian institutions to cooperate in improving service quality and strengthening information disclosure.</u>

APPENDIX XIII EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK

Original Articles	Revised Articles	Revision Basis
<p>Article 74 The shareholders’ general meeting is the authoritative body of the Bank and exercises the following functions and powers in accordance with law:</p> <p>(I) to decide on the Bank’s business policies and investment plans;</p> <p>.....</p>	<p>Article 7480 The shareholders’ general meeting <u>consists of all shareholders, and</u> is the authoritative body of the Bank and exercises the following functions and powers in accordance with law:</p> <p>(I) to decide on the Bank’s business policies and investment plans;</p> <p>.....</p>	<p>Article 98 of the Company Law of the People’s Republic of China</p>
<p>Article 120 The methods and procedures for nominating and electing Directors and Supervisors are:</p> <p>(I) A list of Director candidates or Supervisor candidates who are not employee representatives may be proposed by the nomination and remuneration committee of the Board and the nomination committee of the Board of Supervisors as per the number of members of the Board and Board of Supervisors specified in the Articles of Association and the number of the Directors or Supervisors to be elected; shareholders severally or jointly holding more than 3% of the issued voting shares of the Bank may propose Director candidates to the Board or Supervisor candidates to the Board of Supervisors;</p> <p>.....</p>	<p>Article 1206 The <u>qualifications of the nominating subjects, the nomination and review procedures and election methods for Directors and Supervisors shall comply with the following systems on methods and procedures for</u> nominating and electing Directors and Supervisors are:</p> <p>(I) A list of Director candidates or Supervisor candidates who are not employee representatives may be proposed by the nomination and remuneration committee of the Board and the nomination committee of the Board of Supervisors as per the number of members of the Board and Board of Supervisors specified in the Articles of Association and the number of the Directors or Supervisors to be elected; shareholders severally or jointly holding more than 3% of the issued voting shares of the Bank may propose Director candidates to the Board or Supervisor candidates to the Board of Supervisors;</p> <p>.....</p>	<p>Article 26 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

**APPENDIX XIII EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>Article 157 Independent Directors are Directors who do not hold any positions in the Bank other than as Director and do not maintain with the Bank and its substantial shareholders a connection which may possibly affect their independent and objective judgments.</p> <p>The Bank shall have independent Directors and the number of independent Directors shall be at least one third of the total number of Directors. In particular, at least one independent Director shall be a professional accountant (the professional accountant refers to a person with a senior title or qualification as a certified public accountant).</p> <p>Save as otherwise specified in this section, the provisions on Directors in the Articles of Association shall apply to independent Directors.</p>	<p>Article 15763 Independent Directors are Directors who do not hold any positions in the Bank other than as Director and do not maintain with the Bank and its substantial shareholders a connection which may possibly affect their independent and objective judgments.</p> <p>The Bank shall have independent Directors and the number of independent Directors shall be at least one third of the total number of Directors. In particular, at least one independent Director shall be a professional accountant (the professional accountant refers to a person with a senior title or qualification as a certified public accountant) <u>have relevant proper professional qualifications or shall have proper professional specialty in accounting or related financial management.</u></p> <p>Save as otherwise specified in this section, the provisions on Directors in the Articles of Association shall apply to independent Directors.</p>	<p>Rule 3.10(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p>

APPENDIX XIII EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK

Original Articles	Revised Articles	Revision Basis
<p>Article 210 The Bank practices a president accountability system led by the Board. The Bank shall have one president and several vice presidents. The positions of president and vice presidents may be held concurrently by the Directors, and after being submitted to the banking regulatory authorities of the State Council for qualification review, they shall be appointed by the Board.</p> <p>The president and vice presidents shall be subject to resign audit by the audit department.</p>	<p>Article 2106 The Bank practices a president accountability system led by the Board. The Bank shall have one president and several vice presidents. <u>Senior management of the Bank consists of the president, vice president, and other senior management members.</u> The positions of president and, vice presidents and <u>other senior management members</u> may be held concurrently by the Directors, and after being submitted to the banking regulatory authorities of the State Council for qualification review, they shall be appointed by the Board. The president and, vice presidents and other senior management members shall be subject to resign audit by the audit department.</p> <p><u>The senior management shall be accountable to the Board and supervised by the Board of Supervisors, and shall report the operation and management of the company and provide relevant information in a timely, accurate and complete manner as required by the Board and the Board of Supervisors.</u></p> <p><u>The senior management shall carry out operation and management activities in accordance with the Articles of Association and the authorization of the Board, and actively implement the resolutions of the shareholders' general meeting and the Board.</u></p>	<p>Article 72 and Article 73 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

**APPENDIX XIII EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<p><u>The operation and management activities of the senior management within their terms of reference according to the laws shall not be improperly interfered by the shareholders and the Board.</u></p>	
<p>Article 214 The president of the Bank is fully responsible for the operation and management of the Bank; the vice presidents shall assist the president in his work and act on behalf of the president in turn when the president cannot fulfil his functions and powers.</p>	<p>Article 21420 The president of the Bank is fully responsible for the operation and management of the Bank; the vice presidents and other senior management members shall assist the president in his work and act on behalf of the president in turn when the president cannot fulfil his functions and powers.</p>	<p>Amended based on the actual situations of the Bank</p>

APPENDIX XIII EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK

Original Articles	Revised Articles	Revision Basis
<p>Article 281 Institutional setup of the party committee of the Bank: the Bank shall establish a party committee, which shall perform duties in accordance with the Constitution of Communist Party of China and other rules and regulations within the party. The party committee shall consist of 5 to 9 members (including 1 secretary and 1 deputy secretary) and several other members. Qualified party committee members may enter the Board, Board of Supervisors or senior management of the Bank according to legal procedures, and qualified party members in the Board, Board of Supervisors and senior management may enter the party committee according to relevant regulations and procedures. Party committee members who take seat in the Board, the Board of Supervisors or senior management should strictly implement the decisions of the party committee.</p> <p>Meanwhile, the Bank has established the Inspection and Supervision Team of the Bank of Jiujiang of the Jiujiang Municipal Supervisory Committee of the CPC, directly under the leadership of the Jiujiang Municipal Supervisory Committee.</p>	<p>Article 2817 Institutional setup of the party committee of the Bank: the Bank shall establish a party committee, which shall perform duties in accordance with the Constitution of Communist Party of China and other rules and regulations within the party. The party committee shall consist of 5 to 9 members, <u>with a maximum of 11 members</u> (including 1 secretary and 1 <u>to 2</u> deputy secretaryies) and several other members. Qualified party committee members may enter the Board, Board of Supervisors or senior management of the Bank according to legal procedures, and qualified party members in the Board, Board of Supervisors and senior management may enter the party committee according to relevant regulations and procedures. Party committee members who take seat in the Board, the Board of Supervisors or senior management should strictly implement the decisions of the party committee.</p> <p>Meanwhile, the Bank has established the Inspection and Supervision Team of the Bank of Jiujiang of the Jiujiang Municipal Supervisory Committee of the CPC, directly under the leadership of the Jiujiang Municipal Supervisory Committee.</p>	<p>Article 6 of the Regulations on the Work of Grassroots Organizations of the State-owned Enterprises of the Communist Party of China (Trial)</p>

REVISED NOTICE OF THE 2022 ANNUAL GENERAL MEETING



Bank of Jiujiang Co., Ltd.*
九江銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6190)

REVISED NOTICE OF THE 2022 ANNUAL GENERAL MEETING

REVISED NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “AGM”) of Bank of Jiujiang Co., Ltd.* (the “Bank”) will be held as on-site meeting at 10:00 a.m. on Thursday, 29 June 2023 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the People's Republic of China (the “PRC”), for the shareholders of the Bank (the “Shareholders”) to consider and, if thought fit, to approve the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the 2022 Report of the Board of Directors of the Bank;
2. To consider and approve the 2022 Report of the Board of Supervisors of the Bank;
3. To consider and approve the 2022 Annual Report of the Bank;
4. To consider and approve the 2022 Final Financial Accounts of the Bank;
5. To consider and approve the 2023 Financial Budget Plan of the Bank;
6. To consider and approve the 2022 Profit Distribution Plan of the Bank;
7. To consider and approve the proposal in relation to the engagement of 2023 accounting firms;
8. To consider and approve the 2022 Evaluation Report of Shareholders of the Bank;
9. To consider and approve the 2022 Evaluation Report of Directors and Senior Management from the Board of Directors of the Bank;
10. To consider and approve the 2022 Evaluation Report of Directors, Supervisors and Senior Management from the Board of Supervisors of the Bank;
11. To consider and approve the 2022 Report on Related Party Transactions of the Bank;
12. To consider and approve the proposal in relation to estimate amount of the related party transactions of the Bank for the year 2023;

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13. To consider and approve the proposal in relation to the proposed amendments to the System on the External Supervisors of the Bank;
14. To consider and approve the proposal in relation to the proposed amendments to the Administrative Measures for the Related Party Transactions of the Bank;
15. To consider and approve the proposal in relation to the proposed election of Directors of the seventh session of the Board of Directors of the Bank;
 - 15.1 To consider and approve the proposal in relation to the proposed election of Mr. Zhou Shixin as an executive Director of the seventh session of the Board of Directors of the Bank;
 - 15.2 To consider and approve the proposal in relation to the proposed election of Mr. Xiao Jing as an executive Director of the seventh session of the Board of Directors of the Bank;
 - 15.3 To consider and approve the proposal in relation to the proposed election of Mr. Yuan Delei as an executive Director of the seventh session of the Board of Directors of the Bank;
 - 15.4 To consider and approve the proposal in relation to the proposed election of Mr. Luo Feng as a non-executive Director of the seventh session of the Board of Directors of the Bank;
 - 15.5 To consider and approve the proposal in relation to the proposed election of Mr. Shi Zhishan as a non-executive Director of the seventh session of the Board of Directors of the Bank;
 - 15.6 To consider and approve the proposal in relation to the proposed election of Ms. Zhou Miao as a non-executive Director of the seventh session of the Board of Directors of the Bank;
 - 15.7 To consider and approve the proposal in relation to the proposed election of Mr. Liu Yinan as a non-executive Director of the seventh session of the Board of Directors of the Bank;
 - 15.8 To consider and approve the proposal in relation to the proposed election of Ms. Wang Wanqiu as an independent non-executive Director of the seventh session of the Board of Directors of the Bank;
 - 15.9 To consider and approve the proposal in relation to the proposed election of Mr. Tian Li as an independent non-executive Director of the seventh session of the Board of Directors of the Bank;

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- 15.10 To consider and approve the proposal in relation to the proposed election of Mr. Zhang Yonghong as an independent non-executive Director of the seventh session of the Board of Directors of the Bank;
- 15.11 To consider and approve the proposal in relation to the proposed election of Mr. Guo Jiequn as an independent non-executive Director of the seventh session of the Board of Directors of the Bank;
16. To consider and approve the proposal in relation to the proposed election of Supervisors of the seventh session of the Board of Supervisors of the Bank;
- 16.1 To consider and approve the proposal in relation to the proposed election of Ms. Chen Zhiying as the Shareholder Supervisor of the seventh session of the Board of Supervisors of the Bank;
- 16.2 To consider and approve the proposal in relation to the proposed election of Mr. Tang Xiaofeng as the external Supervisor of the seventh session of the Board of Supervisors of the Bank;
- 16.3 To consider and approve the proposal in relation to the proposed election of Mr. Chua Alvin Cheng-Hock as the external Supervisor of the seventh session of the Board of Supervisors of the Bank;
17. To consider and approve the proposal in relation to the proposed amendments to the Allowance System for Independent Directors of the Bank;
18. To consider and approve the proposal in relation to the proposed amendments to the Allowance System for External Supervisors of the Bank;
19. To consider and approve the proposal in relation to the proposed amendments to the Equity Pledge Management Measures of the Bank;

SPECIAL RESOLUTION

20. To consider and approve the proposal in relation to the proposed amendments to the Articles of Association of the Bank.

By Order of the Board
Bank of Jiujiang Co., Ltd.*
Pan Ming
Vice Chairman

Jiangxi, the People's Republic of China
13 June 2023

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Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of resolutions at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The poll results will be published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Bank (www.jjccb.com) in accordance with the Listing Rules.

2. Closure of register of members, eligibility for attending and voting at the AGM

The register of members of the Bank will be closed from Tuesday, 30 May 2023 to Thursday, 29 June 2023 (both days inclusive), during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Bank at the close of business on Monday, 29 May 2023 are entitled to attend and vote at the AGM.

For a holder of the shares of the Bank to be eligible for attending and voting at the AGM, all completed and signed share transfer documents (together with the relevant share certificates) and other appropriate documents of the holders of the shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the holders of the H Shares) or the office of the Board of Directors of the Bank at Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC (for the holders of the Domestic Shares) not later than 4:30 p.m. on Monday, 29 May 2023 for registration.

3. Arrangement on dividend distribution

The Board of Directors of the Bank has recommended the distribution of a final cash dividend of RMB1.0 (tax inclusive) per ten Shares for the year ended 31 December 2022, approximately amounting to a total of RMB240.74 million (tax inclusive), subject to adjustment (if any) based on the number of total issued shares of the Bank as at the Record Date (as defined below). Subject to approval of the proposal at the AGM, the dividend will be paid to Domestic Shareholders and H Shareholders whose names appear on the register of members of the Bank on Sunday, 9 July 2023 (the “**Record Date**”). The dividend is expected to be paid on Monday, 10 July 2023. The proposed dividends payable are denominated in RMB, and will be paid to Domestic Shareholders in RMB and H Shareholders in Hong Kong dollars. Calculation of the exchange rate for dividends payable in Hong Kong dollars will be based on the average exchange rate of RMB to Hong Kong dollars as announced by the People’s Bank of China on five working days preceding the date of declaration of the dividend at the AGM (including the date of the AGM).

4. Closure of register of members and eligibility for final dividend distribution

The register of members of the Bank will be closed from Wednesday, 5 July 2023 to Sunday, 9 July 2023 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Bank on Sunday, 9 July 2023 are entitled to the final dividend distribution. For a holder of the Shares of the Bank to be eligible for the final dividend distribution, all completed and signed Share transfer documents (together with the relevant Share certificates) and other appropriate documents of the holders of the Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the holders of the H Shares) or the office of the Board of Directors of the Bank at Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC (for the holders of the Domestic Shares) not later than 4:30 p.m. on Tuesday, 4 July 2023 for registration.

5. 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 is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the AGM.

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The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the person duly authorized in writing by the principal. If the principal is a corporation, the power of attorney shall be affixed with the common seal or signed by its director or other representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal, such power of attorney or other authorization documents shall be notarized and served at the same time as the power of attorney. To be valid, the revised proxy form despatched on 13 June 2023 (the “**Revised Proxy Form**”), together with a notarially certified copy of the power of attorney or other authority must be delivered 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 (for the H Shareholders) or to the office of the Board of Directors of the Bank at Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC (for the Domestic Shareholders) no later than 24 hours before the scheduled time for the holding of the AGM (i.e. Wednesday, 28 June 2023 at 10:00 a.m.) or no later than 24 hours before the convening of any adjournment thereof.

After the completion and return of the Revised Proxy Form and the power of attorney, you can attend and vote in person at the AGM or any adjournment thereof should you so wish. In the event that you attend the AGM and vote at the meeting, the authority of your proxy will be deemed to have been revoked.

In the case of joint holders of the shares of the Bank, any one of such holders may vote at the AGM either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint registered holders be present at the AGM, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Bank in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

6. A Shareholder who has not yet lodged the proxy form despatched on 30 May 2023 (the “**Original Proxy Form**”) in accordance with the instructions printed thereon is requested to lodge the Revised Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the Original Proxy Form should not be lodged.
7. A Shareholder who has already lodged the Original Proxy Form in accordance with the instructions printed thereon should note that:
 - (i) If no Revised Proxy Form is lodged in accordance with the instructions printed hereon, the Original Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions as set out in the circular dated 13 June 2023 of the Company and the revised notice of AGM.
 - (ii) If the Revised Proxy Form is lodged in accordance with the instructions printed hereon at or before 10:00 a.m. on Wednesday, 28 June 2023, the Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed.
 - (iii) If the Revised Proxy Form is lodged after the closing time set out in the revised notice of AGM, the Revised Proxy Form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the Shareholder. The Original Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the additional proposed resolutions as set out in the circular dated 13 June 2023 of the Company and the revised notice of AGM).

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8. Miscellaneous

- (i) The Shareholders or their proxies shall present their identity documents when attending the AGM (or any adjournment thereof). The legal representative of or any other persons officially authorized by a Shareholder shall present his/her identity documents and the notarially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the AGM (or any adjournment thereof).
- (ii) The AGM is expected to last for no more than half working day. Shareholders and their proxies attending the meeting shall arrange for their own traveling and accommodation at their own expenses.
- (iii) Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990

Address of the office of the Board:

Bank of Jiujiang Mansion
No. 619 Changhong Avenue,
Lianxi District, Jiujiang
Jiangxi Province, the PRC
Tel: (86)792 7783 000 - 1101
Fax: (86)792 8325 019

9. The details about the aforesaid resolutions proposed for the consideration and approval at the AGM will be set out in the circular of the AGM to be despatched by the Bank when appropriate.

As at the date of this notice, the Board of the Bank comprises Mr. Pan Ming, Mr. Xiao Jing and Mr. Yuan Delei as executive Directors; Mr. Zeng Huasheng, Mr. Shi Zhishan and Mr. Li Jianbao as non-executive Directors; and Mr. Chua Alvin Cheng-Hock, Ms. Gao Yuhui, Mr. Quan Ze and Mr. Yang Tao as independent non-executive Directors.

- * *Bank of Jiujiang 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 and/or deposit-taking business in Hong Kong.*