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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)

PROPOSED CHANGE OF THE REGISTERED CAPITAL OF THE BANK
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK
AND
NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

The Letter from the Board is set out on pages 3 to 7 of this circular.

The EGM will be held at 10:00 a.m. on Monday, 25 September 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. The notice of the EGM is set out on pages 8 to 10 of this circular and was despatched on 8 September 2023.

Whether or not you intend to attend and/or vote at the EGM in person, you are required to complete the form(s) of proxy in accordance with the instructions printed on the Proxy Form for the EGM and deliver the 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 EGM or not less than 24 hours before the scheduled time for the holding of any adjournment thereof. Completion and return of the Proxy Form for the EGM will not preclude you from attending in person or voting at the EGM or any adjournment thereof should you so wish.

8 September 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:

“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
“Board” or “Board of Directors”	the board of Directors of the Bank
“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
“EGM”	the 2023 second extraordinary general meeting of the Bank to be held at 10:00 a.m. on Monday, 25 September 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
“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
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	4 September 2023, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication

DEFINITIONS

“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
“national financial regulatory institution”	the National Financial Regulatory Administration and its local offices
“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
“Shareholder(s)”	the holder(s) of the Ordinary Shares
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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. XIAO Jing
Mr. YUAN Delei

Non-executive Director:

Mr. SHI Zhishan

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,

PROPOSED CHANGE OF THE REGISTERED CAPITAL OF THE BANK AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK

I. INTRODUCTION

The EGM of the Bank will be held at 10:00 a.m. on Monday, 25 September 2023. Two special resolutions will be put forward at the EGM for the Shareholders to consider and approve, as appropriate:

SPECIAL RESOLUTIONS

1. To consider and approve the proposal in relation to the proposed change of the registered capital of the Bank;
2. 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 EGM. The notice of the EGM is set out on pages 8 to 10 of this circular and was despatched on 8 September 2023.

LETTER FROM THE BOARD

II. PROPOSED MATTERS FOR THE EGM

1. Proposed Change of the Registered Capital of the Bank

References are made to the announcements of the Bank dated 26 July 2023 and 21 August 2023 in relation to completion of issuance of H Shares under specific mandate and completion of payment and capital verification for the issuance of Domestic Shares by the Bank. Therefore, the total share capital of the Bank will increase to 2,847,367,200 Shares.

The Bank has engaged an accounting firm with the qualification of securities business to verify the capital of the Bank's share capital. The proposal in relation to the change of the registered capital of the Bank from RMB2,407,367,200 to RMB2,847,367,200 has been submitted to the EGM for consideration. The matter in relation to the change of the registered capital of the Bank shall become effective upon approval by the national financial regulatory institution.

The proposal shall be considered and approved at the EGM by way of special resolution.

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

References are made to the announcements of the Bank dated 12 December 2022, 7 February 2023, 29 May 2023 and 29 June 2023 and the circulars of the Bank dated 16 January 2023 and 13 June 2023, in relation to, among other things, the proposed amendments to the Articles of Association (the "**Previous Amendments**").

Upon the completion of the Issuance, relevant contents of the registered capital and share capital structure of the Bank will change. Upon the approval of the change of registered capital by the national financial regulatory institution, the Bank will amend certain articles of the Articles of Association again based on the Previous Amendments (the "**Amendments**").

LETTER FROM THE BOARD

The details of the Amendments are set out below:

Original Articles of Association	Revised Articles of Association
Article 5 The registered capital of the Bank is RMB2,407,367,200.	Article 5 The registered capital of the Bank is RMB2,847,367,200.
<p>Article 25 As approved by the approval authority authorized by the State Council and other securities regulatory authorities, the Bank may issue a total of 2,407,367,200 ordinary shares.</p> <p>The shareholding structure of shares of the Bank is: 2,407,367,200 ordinary shares, including 2,000,000,000 domestic shares, accounting for approximately 83.08% of the total shares of the Bank; and 407,367,200 H shares, accounting for approximately 16.92% of the total shares of the Bank.</p>	<p>Article 25 As approved by the approval authority authorized by the State Council and other securities regulatory authorities, the Bank may issue a total of 2,847,367,200 ordinary shares.</p> <p>The shareholding structure of shares of the Bank is: 2,847,367,200 ordinary shares, including 2,365,000,000 domestic shares, accounting for approximately 83.06% of the total shares of the Bank; and 482,367,200 H shares, accounting for approximately 16.94% of the total shares of the Bank.</p>
Reference to the “banking regulatory authorities of the State Council” in the Articles of Association shall be replaced by the “national financial regulatory institution”.	
<p>Article 343 Definition</p> <p>(VII) The banking regulatory authorities of the State Council refer to the China Banking and Insurance Regulatory Commission and its agencies.</p>	<p>Article 343 Definition</p> <p>(VII) The national financial regulatory institution refers to the National Financial Regulatory Administration and its local offices.</p>

The Board intended to propose to the Shareholders at the EGM to authorize the Board, who would in turn delegate such authority to the chairman, the president and the secretary to the Board of the Bank to individually or jointly amend the relevant articles in the Articles of Association according to any changes in domestic and overseas laws, regulations and other regulatory documents, the requirements and advices from the relevant domestic and overseas regulatory authorities and the Hong Kong Stock Exchange and the actual situation of the Issuance, handle the relevant approval or filing procedures, and register the change and other relevant matters with the competent authority in charge of the company registration, the Companies Registry of Hong Kong and other relevant governmental authorities. The validity period for above authorization is twelve months from the date of consideration and approval of the Amendments by the EGM, whereby the amendments shall comply with the relevant PRC laws and regulations as well as the requirements of relevant regulatory and approval authorities.

LETTER FROM THE BOARD

The proposal shall be considered and approved at the EGM by way of special resolution. Subject to the consideration and approval of the Amendments at the EGM, the Bank will form new Articles of Association (the “**New Revised Articles of Association**”) in combination with the contents of the Previous Amendments and the Amendments, and submit to the national financial regulatory institution for approval. The New Revised Articles of Association will take effect from the date of approval by the national financial regulatory institution. Prior to that, the existing Articles of Association of the Bank shall remain effective.

III. EGM

The EGM of the Bank will be held at 10:00 a.m. on Monday, 25 September 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 notice of the EGM. The notice of the EGM is set out on pages 8 to 10 of this circular and were despatched on 8 September 2023.

Whether or not you intend to attend and/or vote at the EGM in person or by proxy, you should complete the proxy form(s) in accordance with the instructions printed on the proxy form(s) for the EGM. Completion and return of the proxy form(s) will not preclude you from attending in person or voting at the EGM or any adjournment thereof should you so wish.

IV. VOTING BY WAY OF POLL

Pursuant to the requirements of 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 EGM.

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 Shareholders has a material interest in the resolutions proposed at the EGM, and shall abstain from voting on the relevant resolutions at the EGM.

The voting results of the EGM 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 EGM

Reference is made to the announcement of the Bank dated 14 August 2023, the Bank’s register of members will be closed from Saturday, 26 August 2023 to Monday, 25 September 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, 25 September 2023 are entitled to attend and vote at the EGM.

LETTER FROM THE BOARD

For a holder of the Shares of the Bank to be eligible for attending and voting at the EGM, 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 Friday, 25 August 2023 for registration.

VI. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that all resolutions to be proposed at the EGM 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 EGM.

By Order of the Board
Bank of Jiujiang Co., Ltd.**
Xiao Jing
Executive Director

Jiangxi, the PRC
8 September 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*

NOTICE OF THE 2023 SECOND EXTRAORDINARY 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)

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 second extraordinary general meeting (the “**EGM**”) of Bank of Jiujiang Co., Ltd.** (the “**Bank**”) will be held as on-site meeting at 10:00 a.m. on Monday, 25 September 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:

SPECIAL RESOLUTIONS

1. To consider and approve the proposal in relation to the proposed change of the registered capital of the Bank;
2. 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. **
Xiao Jing
Executive Director

Jiangxi, the People's Republic of China
8 September 2023

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 EGM 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 EGM

Reference is made to the announcement of the Bank dated 14 August 2023, the register of members of the Bank will be closed from Saturday, 26 August 2023 to Monday, 25 September 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, 25 September 2023 are entitled to attend and vote at the EGM.

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

For a holder of the shares of the Bank to be eligible for attending and voting at the EGM, 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 Friday, 25 August 2023 for registration.

3. Proxy

Any Shareholder entitled to attend and vote at the EGM 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 EGM.

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 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 EGM (i.e. Sunday, 24 September 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 proxy form and the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In the event that you attend the EGM and vote on 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 EGM 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 EGM, 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).

4. Miscellaneous

- (i) The Shareholders or their proxies shall present their identity documents when attending the EGM (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 EGM (or any adjournment thereof).
- (ii) The EGM 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.

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

(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

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

*As at the date of this notice, the Board of the Bank comprises Mr. Xiao Jing and Mr. Yuan Delei as executive Directors; and Mr. Shi Zhishan as a non-executive Director.**

* *The seventh session of the Board has been elected at the general meeting of the Bank. Except Mr. Xiao Jing, Mr. Yuan Delei and Mr. Shi Zhishan, other Directors shall perform their duties upon obtaining the approval of their qualifications as Directors from the national financial regulatory institution.*

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