
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 Jiangxi Bank Co., Ltd.*, you should at once hand this circular, together with the form(s) of proxy for the EGM, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

(Stock Code: 1916)

**PROPOSED ISSUANCE OF DOMESTIC SHARES TO SELECTED PLACEEES
AND NON-PUBLIC ISSUANCE OF H SHARES UNDER SPECIFIC
MANDATE
PROPOSED CHANGE OF REGISTERED CAPITAL
PROPOSED FORMULATION OF THE ARTICLES OF ASSOCIATION
WHICH WILL BE APPLICABLE AND EFFECTIVE UPON THE
COMPLETION OF THE ISSUANCE
ELECTION OF NON-EXECUTIVE DIRECTOR
NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING
AND
NOTICE OF THE 2026 FIRST H SHAREHOLDERS CLASS MEETING**

The letter from the Board is set out on pages 5 to 34 of this circular.

The Bank will successively convene the EGM, the Domestic Shareholders Class Meeting and H Shareholders Class Meeting onsite at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on Wednesday, October 14, 2026. The notice of EGM is set out on pages 35 to 39 of this circular, and the notice of H Shareholders Class Meeting is set out on pages 40 to 44 of this circular.

A form of proxy for use at the EGM and a form of proxy for use at the H Shareholders Class Meeting are published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.jx-bank.com), and despatched to H Shareholders in the manner as they elect to receive corporate communications. Whether or not you intend to attend and/or vote at the EGM and/or the Class Meetings, you are requested to complete the form(s) of proxy of the circular in accordance with the instructions printed thereon, and return it to the H Share Registrar (for H Shareholders) or to the office of the Board of the Bank (for Domestic Shareholders) in any event not less than 24 hours before the scheduled time for holding the EGM and/or the Class Meetings or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending in person or voting at the EGM and/or the Class Meetings or any adjournment thereof should you so wish.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

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

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DEFINITIONS

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

“2026 First Domestic Shareholders Class Meeting” or “Domestic Shareholders Class Meeting”	the 2026 first domestic shareholders class meeting of the Bank to be held by way of on-site meeting immediately following the conclusion of the EGM or any adjournment thereof on Wednesday, October 14, 2026 at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC
“2026 First H Shareholders Class Meeting” or “H Shareholders Class Meeting”	the 2026 first H shareholders class meeting of the Bank to be held by way of on-site meeting immediately following the conclusion of the EGM and the 2026 First Domestic Shareholders Class Meeting on Wednesday, October 14, 2026 at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC
“announcement on share issuance”	the announcement of the Bank dated August 6, 2026 headed “ANNOUNCEMENT – PROPOSED NON-PUBLIC ISSUANCE OF DOMESTIC SHARES AND H SHARES UNDER SPECIFIC MANDATE AND PROPOSED FORMULATION OF THE ARTICLES OF ASSOCIATION WHICH WILL BE APPLICABLE AND EFFECTIVE UPON THE COMPLETION OF THE ISSUANCE”
“Articles of Association”	the articles of association of the Bank, which may be amended from time to time
“Bank”	Jiangxi Bank Co., Ltd.*, a joint stock company incorporated in the PRC with limited liability and the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“Board” or “Board of Directors”	the board of directors of the Bank
“China” or “PRC”	the People’s Republic of China

DEFINITIONS

“Class Meetings”	the 2026 First Domestic Shareholders Class Meeting and the 2026 First H Shareholders Class Meeting of the Bank to be held by way of on-site meeting immediately following the conclusion of the EGM on Wednesday, October 14, 2026 at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC
“Company Law”	Company Law of the People’s Republic of China (《中華人民共和國公司法》)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	ordinary shares in the Bank’s share capital, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in full in RMB
“Domestic Shareholder(s)”	the holder(s) of the Domestic Shares
“EGM”	the 2026 first extraordinary general meeting of the Bank to be held by way of on-site meeting at 9:30 a.m. on Wednesday, October 14, 2026 at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC
“Exchange Rate”	the exchange rate used in this circular is HK\$1.00 to RMB0.85923, representing the average middle exchange rate for RMB against Hong Kong dollar in the interbank foreign exchange market as published by the People’s Bank of China as at the Latest Practicable Date
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank
“H Share(s)”	overseas listed Shares in the Bank’s share capital, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange

DEFINITIONS

“H Shareholder(s)”	the holder(s) of H Shares
“Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“independent non-executive Director(s)”	the independent non-executive director(s) under the Listing Rules
“Issuance”	the Issuance of Domestic Shares and the Issuance of H Shares
“Issuance of Domestic Share(s)”	the proposed non-public issuance by the Bank of not more than 715,000,000 Domestic Shares (inclusive) to eligible subscribers through the Specific Mandate
“Issuance of H Share(s)”	the proposed non-public issuance by the Bank of not more than 215,000,000 H Shares (inclusive) to eligible subscribers through the Specific Mandate
“Illustrative Benchmark Price”	HK\$0.614, being the average closing price for the five trading days preceding August 6, 2026, the date when the H Shares placing arrangement was announced
“Latest Practicable Date”	September 28, 2026, 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 Hong Kong Stock Exchange
“national financial regulatory institution”	the National Financial Regulatory Administration and/or its local offices and, where the context requires, shall also include its predecessor, the China Banking and Insurance Regulatory Commission and/or 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 shareholder(s) of the Bank
“Specific Mandate”	a specific mandate for the Issuance to be granted by the Shareholders at the EGM and the Class Meetings
“State Council”	the State Council of the People’s Republic of China
“Treasury Shares”	has the meaning as ascribed to it in the Listing Rules
“%”	percent

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



JIANGXI BANK CO., LTD.*

江西銀行股份有限公司*

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

(Stock Code: 1916)

Executive Directors:

Ms. ZENG Hui (*Chairman*)

Mr. LUO Xiaolin

Non-executive Directors:

Mr. YIN Guangxing

Ms. XIONG Jiemin

Mr. PENG Xiyuan

Mr. LI Xiuhong

Independent Non-executive Directors:

Mr. YANG Ailin

Mr. LIU Xinghua

Ms. WANG Feimilan

Mr. HE Enliang

Registered office in the PRC:

Jiangxi Bank Tower

No. 699 Financial Street

Honggutan District

Nanchang

Jiangxi Province

the PRC

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai, Hong Kong

Dear Shareholders,

**PROPOSED ISSUANCE OF DOMESTIC SHARES TO SELECTED PLACEEES AND
NON-PUBLIC ISSUANCE OF H SHARES UNDER SPECIFIC MANDATE
PROPOSED CHANGE OF REGISTERED CAPITAL
PROPOSED FORMULATION OF THE ARTICLES OF ASSOCIATION WHICH WILL
BE APPLICABLE AND EFFECTIVE UPON THE COMPLETION OF THE
ISSUANCE
ELECTION OF NON-EXECUTIVE DIRECTOR
NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING
AND
NOTICE OF THE 2026 FIRST H SHAREHOLDERS CLASS MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

The EGM of the Bank will be held onsite on Wednesday, October 14, 2026. Five special resolutions and an ordinary resolution will be put forward at the EGM for the Shareholders to consider and approve, as appropriate:

SPECIAL RESOLUTIONS

1. To consider and approve the following matters in the proposal in relation to the proposed issuance of Domestic Shares to selected placees under Specific Mandate on an itemized basis:
 - 1.1 Type and par value of Shares to be issued;
 - 1.2 Number of Shares to be issued;
 - 1.3 Target placees;
 - 1.4 Method of pricing;
 - 1.5 Method of issuance;
 - 1.6 Timing of issuance;
 - 1.7 Use of proceeds;
 - 1.8 Distribution of accumulated undistributed profit;
 - 1.9 Lock-up arrangement;
 - 1.10 Validity period of the plan;
2. To consider and approve the following matters in the proposal in relation to the proposed non-public issuance of H Shares under Specific Mandate on an itemized basis:
 - 2.1 Type and par value of Shares to be issued;
 - 2.2 Number of Shares to be issued;
 - 2.3 Target placees;
 - 2.4 Method of pricing;
 - 2.5 Method of issuance;

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- 2.6 Timing of issuance;
- 2.7 Use of proceeds;
- 2.8 Distribution of accumulated undistributed profit;
- 2.9 Validity period of the plan;
- 2.10 Listing arrangement;
- 3. To consider and approve the proposal in relation to grant of authority to the Board to determine and handle matters in relation to the Issuance;
- 4. To consider and approve the proposal in relation to the proposed change of the registered capital upon completion of the Issuance;
- 5. To consider and approve the proposal in relation to the proposed formulation of the Articles of Association which will be applicable and effective upon the completion of the Issuance;

ORDINARY RESOLUTION

- 6. To consider and approve the election of a non-executive Director

Furthermore, the Bank will convene Class Meetings, immediately following the conclusion of the EGM on Wednesday, October 14, 2026. Three special resolutions will be put forward at the Class Meetings for the Shareholders to consider and approve, as appropriate:

- 1. To consider and approve the following matters in the proposal in relation to the proposed issuance of Domestic Shares to selected placees under Specific Mandate on an itemized basis:
 - 1.1 Type and par value of Shares to be issued;
 - 1.2 Number of Shares to be issued;
 - 1.3 Target placees;
 - 1.4 Method of pricing;
 - 1.5 Method of issuance;
 - 1.6 Timing of issuance;

LETTER FROM THE BOARD

- 1.7 Use of proceeds;
- 1.8 Distribution of accumulated undistributed profit;
- 1.9 Lock-up arrangement;
- 1.10 Validity period of the plan;
- 2. To consider and approve the following matters in the proposal in relation to the proposed non-public issuance of H Shares under Specific Mandate on an itemized basis:
 - 2.1 Type and par value of Shares to be issued;
 - 2.2 Number of Shares to be issued;
 - 2.3 Target placees;
 - 2.4 Method of pricing;
 - 2.5 Method of issuance;
 - 2.6 Timing of issuance;
 - 2.7 Use of proceeds;
 - 2.8 Distribution of accumulated undistributed profit;
 - 2.9 Validity period of the plan;
 - 2.10 Listing arrangement;
- 3. To consider and approve the proposal in relation to grant of authority to the Board to determine and handle matters in relation to the Issuance.

The purpose of this circular is to provide you with details of the aforementioned resolutions to be considered at the EGM and Class Meetings. The notices of the EGM and the 2026 First H Shareholders Class Meeting are set out on pages 40 to 44 of this circular.

LETTER FROM THE BOARD

II. PROPOSED MATTERS FOR THE EGM AND THE CLASS MEETINGS

1. The Issuance

Reference is made to the Bank's announcement on share issuance dated August 6, 2026 in relation to, among other things, the Issuance.

The Board is pleased to announce that, on August 6, 2026, the Board resolved to propose the issuance of not more than 715,000,000 Domestic Shares (inclusive) to selected placees and the non-public issuance of not more than 215,000,000 H Shares (inclusive) to eligible subscribers, so as to further improve the capital adequacy ratio, optimise the shareholding structure, bolster risk-bearing capacity, and serve the growth of the real economy. The net proceeds raised from the Issuance after deducting related issuance costs will be entirely used to replenish the core tier-one capital of the Bank.

The Issuance will be made under the Specific Mandate. Pursuant to the Articles of Association and the Listing Rules, the Bank will convene the EGM and Class Meetings to seek approval from the Shareholders in relation to the granting of the Specific Mandate to conduct the Issuance.

1.1 The Issuance of Domestic Shares

On August 6, 2026, the Board approved the proposal on the proposed Issuance of Domestic Shares to selected placees and proposed to seek approval from Shareholders in relation to the granting of Specific Mandate at the EGM and the Class Meetings, to approve and authorise the Board to issue no more than 715,000,000 Domestic Shares (inclusive) to eligible subscribers. The details of the Issuance of Domestic Shares are set out below:

Type and par value of Shares to be issued	: The type of Shares to be issued under the Issuance is ordinary Domestic Shares to be subscribed for in RMB by domestic investors, with par value of RMB1.00 each.
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LETTER FROM THE BOARD

Number of Shares to be issued : The aggregate number of Shares to be issued under the Issuance of Domestic Shares will not exceed 715,000,000 shares (inclusive), accounting for about 15.28%⁽¹⁾ of the number of Domestic Shares issued by the Bank before the completion of the Issuance of Domestic Shares. The actual number of Shares to be issued is to be determined based on the approval by relevant regulatory authorities⁽²⁾, market conditions and the actual conditions of the Bank.

Target placees : The target placees of the Issuance of Domestic Shares consist of not more than 35 qualified domestic institutional investors. The Board will be authorised by the shareholders' meeting to determine the actual target placees and the number of Shares to be subscribed for by them based on discussions with the target placees, the approval of regulatory authorities⁽³⁾ and the actual conditions of the Bank.

If any proposed target placee for the Issuance of Domestic Shares is a connected person of the Bank, the Bank shall comply with all applicable requirements under Chapter 14A of the Listing Rules prior to the relevant subscription. The Bank will issue a separate announcement in due course in accordance with the Listing Rules after entering into any final agreement with the placing agent and/or investors.

Method of pricing : Pursuant to the relevant requirements of the Company Law, the issue price for domestic shares shall not be lower than the par value of the shares (RMB1.00 per share). Accordingly, the minimum issue price for domestic shares is RMB1.00 per domestic share.

Notes:

- (1) The maximum number of Shares to be issued under the Issuance of Domestic Shares will account for about 11.87% of the total number of Shares issued by the Bank before the completion of the Issuance.
- (2) The relevant regulatory authorities include national financial regulatory institution and the CSRC, which are subject to the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of Domestic Shares.
- (3) Subject to the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of Domestic Shares, national financial regulatory institution and the CSRC will examine and approve the Issuance of Domestic Shares under the Implementing Measures on Administrative Licensing Items on Chinese-Funded Commercial Banks (《中資商業銀行行政許可事項實施辦法》) and the Measures for the Supervision and Administration of Unlisted Public Companies (《非上市公司監督管理辦法》) and other applicable laws and regulations and regulatory requirements.

LETTER FROM THE BOARD

The issue price for the Issuance of Domestic Shares will be determined with reference to market practice, provisions of relevant laws, regulations and normative documents and regulatory requirements, the capital market condition and the price of the Bank's H Shares at the time of issuance, fully considering factors such as interest of the Shareholders, acceptability of the investors and issuance risk. The exchange rate for the final issue price shall be the Hong Kong Dollar against Renminbi exchange rate announced by the People's Bank of China on the date when the issue price of this domestic share offering is determined.

- Method of Issuance : The Issuance of Domestic Shares will be conducted by way of non-public issuance of Domestic Shares to not more than 35 selected placees under Specific Mandate.
- Timing of Issuance : The Board of Directors of the Bank shall select an appropriate occasion to complete the Issuance of Domestic Shares according to market conditions after being approved by relevant resolution regarding the Issuance of Domestic Shares from the Shareholders of the Bank and the approval of the relevant regulatory authorities (including but not limited to the national financial regulatory institution and the CSRC) within the validity period of the Issuance of Domestic Shares plan approved by the EGM and the Class Meetings. Given that the Bank may also proceed with the Issuance of H Shares, the Issuance of Domestic Shares will be completed simultaneously with or not earlier than the Issuance of H Shares, and will not proceed in the event that the Issuance of H Shares is not completed.

LETTER FROM THE BOARD

- Use of proceeds : The net proceeds raised from the Issuance of Domestic Shares after deducting related Issuance costs will be entirely used to replenish core tier-one capital of the Bank.
- Distribution of accumulated undistributed profit : The Bank will distribute the profit according to the resolution passed at relevant shareholders' meetings before the completion of the Issuance of Domestic Shares. The accumulated undistributed profit accrued before the completion of the Issuance of Domestic Shares will be shared by existing and new Shareholders upon the Issuance of Domestic Shares in proportion to their respective shareholdings.
- Lock-up arrangement : New Domestic Shares of the Bank held by investors participating in the Issuance of Domestic Shares shall be transferred in accordance with the Company Law, the Implementing Measures on Administrative Licensing Items on Chinese-Funded Commercial Banks (《中資商業銀行行政許可事項實施辦法》), the Interim Measures on the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》), the Articles of Association of the Bank and other relevant rules. In particular, any subscriber who is deemed to be a Substantial Shareholder of the Bank upon completion of the Issuance of Domestic Shares shall not transfer their newly-subscribed Shares within 5 years from the date on which the Shares are issued and allotted to them. Substantial Shareholders mean Shareholders who hold or control 5% or above Shares or voting right of the Bank, or who hold less than 5% of total capital or total Shares but have significant influence on the operation and management of the Bank. The aforementioned "significant influence" includes but is not limited to the designation of Director(s) or senior management to the Bank, exerting influence on the Bank's financial, operational and management decisions by way of agreement or through other means, and other circumstances as identified by the national financial regulatory institution.

LETTER FROM THE BOARD

Save for the above, there are no other lock-up arrangements on the Issuance of Domestic Shares.

Validity period of the plan : The Issuance of Domestic Shares plan shall remain valid for 12 months from the date on which resolutions are considered and approved at the EGM and the Class Meetings. The Board may propose to the shareholders' meetings for consideration and, if thought fit, approval of the extension of the validity period of the Issuance of Domestic Shares plan depending on the circumstances.

The relevant proposals on the Issuance of Domestic Shares shall be considered and approved by special resolutions at the EGM and the Class Meetings, subject to the approval of the relevant regulatory authorities such as the national financial regulatory institution and the CSRC, and ultimately subject to the plan approved by competent regulatory authorities.

1.2 The Issuance of H Shares

On August 6, 2026, the Board approved the proposal on the proposed non-public Issuance of H Shares and proposed to seek approval from Shareholders in relation to the granting of Specific Mandate at the EGM and the Class Meetings, to approve and authorise the Board to issue no more than 215,000,000 H Shares (inclusive) to eligible subscribers. The details of the Issuance of H Shares are set out below:

Type and par value of Shares to be issued : The type of Shares to be issued under the Issuance of H Shares is ordinary H Shares, subscribed in Hong Kong dollars, with par value of RMB1.00 each.

Number of Shares to be issued : The aggregate number of Shares to be issued under the Issuance of H Shares will not exceed 215,000,000 shares (inclusive), accounting for about 15.98%⁽⁴⁾ of the number of H Shares issued by the Bank before the completion of the Issuance of H Shares. The actual issue number will be determined with reference to the approval by relevant regulatory authorities, market conditions and the actual situation of the Bank.

Notes:

- (4) The maximum number of Shares to be issued under the Issuance of H Shares will account for 3.57% of the total number of Shares issued by the Bank before the completion of the Issuance.

LETTER FROM THE BOARD

In addition, as the Bank will also conduct Issuance of Domestic Shares, the actual number of Shares to be issued under the Issuance of H Shares will be determined with reference to the actual number of Shares to be issued under the Issuance of Domestic Shares, so as to maintain the minimum public float of H Shares of the Bank imposed by the Listing Rules and the Hong Kong Stock Exchange on the Bank upon completion of the Issuance of H Shares and Issuance of Domestic Shares.

Target placees : The target placees of the Issuance of H Shares shall be investors eligible to subscribe for H Shares of the Bank, and the target placees shall be determined by the Board based on the market condition and the actual conditions of the Bank.

As at the Latest Practicable Date, the Bank has not identified any investors for the Issuance of H Shares, nor entered into any final placing agreement or subscription agreement in respect of the Issuance of H Shares.

If any proposed target placee for the Issuance of H Shares is a connected person of the Bank, the Bank shall comply with all applicable requirements under Chapter 14A of the Listing Rules prior to the relevant subscription. The Bank will issue a separate announcement in due course in accordance with the Listing Rules after entering into any final agreement with the placing agent and/or investors.

LETTER FROM THE BOARD

Method of pricing : The issue price for the Issuance of H Shares will be determined with reference to market practice, provisions of relevant laws, regulations and normative documents and regulatory requirements⁽⁵⁾, taking into account factors such as the capital market conditions and the pricing of the Issuance of Domestic Shares at the time of issuance, under the premise of considering interest of the Shareholders, acceptability of the investors and issuance risk. The issue price of the Issuance of H Shares shall not be less than the benchmark price (inclusive), namely the higher of the prices below:

- (1) the closing price as of the date of execution of the H Shares placing agreement and/or subscription agreement;
- (2) the average closing price for the five trading days preceding the earliest of the following three dates: (i) the date when the H Shares placing arrangement is announced (i.e. August 6, 2026), representing HK\$0.614; (ii) the date of execution of the H Shares placing agreement or subscription agreement; (iii) the determination date of the price of placement or subscription of H Shares.

Notes:

- (5) Relevant laws, regulations and normative documents include but are not limited to the Company Law and the Interim Measures for Supervision and Management of State-owned Asset Evaluation of Financial Enterprises (《金融企業國有資產評估監督管理暫行辦法》).

LETTER FROM THE BOARD

Accordingly, based on the average closing price for the five trading days before August 6, 2026 (the date when the H Shares placing arrangement was announced), the issue price of the Issuance of H Shares shall be not less than HK\$0.614. For illustrative purposes only, the price represents:

- (a) a premium of approximately 1.49% over the closing price of HK\$0.605 per H Share as at the Latest Practicable Date;
- (b) a premium of approximately 5.50% over the average closing price of HK\$0.582 per Share for the five trading days preceding the Latest Practicable Date;
- (c) a discount of approximately 0.97% over the closing price of HK\$0.62 per H Share on August 6, 2026 (the date when the H Shares placing arrangement was announced);
- (d) a level broadly in line with the average closing price of HK\$0.614 per H Share for the five trading days preceding August 6, 2026 (the date when the H Shares placing arrangement was announced);
- (e) a discount of approximately 91.95% to the audited NAV per Share of the Bank of RMB6.55 (equivalent to approximately HK\$7.62 based on the Exchange Rate) as of December 31, 2025; and
- (f) a discount of approximately 92.05% to the unaudited NAV per Share of the Bank of RMB6.64 (equivalent to approximately HK\$7.73 based on the Exchange Rate) as of June 30, 2026.

LETTER FROM THE BOARD

The applicable exchange rate of the final issue price will be the central parity rate of Hong Kong dollar to Renminbi as announced by the China Foreign Exchange Trade System under the authorisation of the People's Bank of China on the date when the issue price for the Issuance of H Shares is determined. Given that the Bank will also conduct the Issuance of Domestic Shares, if the Issuance of H Shares will be completed simultaneously with the Issuance of Domestic Shares, the issue price of the H Shares shall be the same as the issue price of the Domestic Shares after adjustment as per the applicable exchange rate.

- Method of Issuance : The Issuance of H Shares will be conducted by way of non-public issuance of Shares to investors eligible to subscribe for H Shares of the Bank under Specific Mandate.
- Timing of Issuance : The Board of Directors of the Bank shall select an appropriate occasion to complete the Issuance of H Shares according to market conditions after approved by relevant resolution regarding the Issuance of H Shares from the Shareholders and the approval of the relevant regulatory authorities (including but not limited to the national financial regulatory institution and the CSRC) within the validity period of the Issuance of H Shares plan approved by the EGM and the Class Meetings. Given that the Bank will also proceed with the Issuance of Domestic Shares, the Issuance of H Shares will be completed simultaneously with or earlier than the Issuance of Domestic Shares, and the Issuance of Domestic Shares will not proceed in the event that the Issuance of H Shares is not completed. The Issuance of Domestic Shares is conditional upon the Issuance of H Shares.

LETTER FROM THE BOARD

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|--|---|--|
| Use of proceeds | : | The net proceeds raised from the Issuance of H Shares after deducting relevant issuance costs will be entirely used to replenish core tier-one capital of the Bank. |
| Distribution of accumulated undistributed profit | : | The Bank will distribute the profit according to the resolution passed at relevant shareholders' meetings before the completion of the Issuance of H Shares. The accumulated undistributed profit accrued before the completion of the Issuance of H Shares will be shared by existing and new Shareholders upon completion of the Issuance of H Shares in proportion to their respective shareholdings. |
| Validity period of the plan | : | The Issuance of H Shares plan shall remain valid for 12 months from the date on which resolutions are considered and approved at the EGM and the Class Meetings. The Board may propose to the shareholders' meetings for consideration and, if thought fit, approval of the extension of the validity period for the Issuance of H Shares plan depending on the actual circumstances. |
| Listing arrangement | : | Application will be made by the Bank for the listing and permission to deal in the new H Shares issued in the Issuance on the Main Board of the Hong Kong Stock Exchange. |

The relevant proposals on the Issuance of H Shares shall be considered and approved by special resolutions at the EGM and the Class Meetings, subject to the approval of the relevant regulatory authorities such as the national financial regulatory institution, and ultimately subject to the plan approved by competent regulatory authorities.

LETTER FROM THE BOARD

1.3 Pricing Principle of the Issuance

For details of the method of pricing for the Issuance, please refer to the sections “1.1 The Issuance of Domestic Shares” and “1.2 The Issuance of H Shares” under “1. The Issuance” in the letter.

The Bank will consider the following factors when determining the price of the Issuance: (i) the operation and financial conditions of the Bank; (ii) the prevailing market situation; (iii) the market demand for H Shares; (iv) the legal requirements under the applicable laws and regulations (including, but not limited to, the Company Law) pursuant to the relevant provisions of the Company Law, the issue price under the Issuance shall not be less than the par value of the Shares; the par value of the Shares is RMB1.00 per Share; accordingly, the minimum issue price under the Issuance is RMB1.00 per Share; and (v) the issue price of the Issuance of Domestic Shares shall not be less than the issue price of the Issuance of H Shares. As at the Latest Practicable Date, the indicative range for the issue price of the Domestic Shares and the H Shares had not yet been determined. The Bank will make timely disclosure in accordance with the Listing Rules in determining the issue price of the Issuance.

In addition, according to Rule 7.27B of the Listing Rules, the Bank may not undertake an issuance or placing under Specific Mandate that would result in a theoretical dilution effect of 25% or more, unless the Hong Kong Stock Exchange found that there are exceptional circumstances.

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1.4 Conditions for the Issuance

Pursuant to the Company Law, the Implementing Measures on Administrative Licensing Items on Chinese-Funded Commercial Banks 《(中資商業銀行行政許可事項實施辦法)》, the Measures for the Supervision and Administration of Unlisted Public Companies 《(非上市公眾公司監督管理辦法)》, the Listing Rules and the Articles of Association, as at the Latest Practicable Date:

- (1) completion of the Issuance of Domestic Shares is still subject to the fulfillment of the conditions specified below:
 - (i) obtaining the approval of the EGM and the Class Meetings;
 - (ii) obtaining the approval from the regulatory authorities, including the national financial regulatory institution and the CSRC, subject to the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of Domestic Shares;
 - (iii) completion of the Issuance of H Shares (if applicable); and
 - (iv) entering into the subscription agreement(s) between the Bank and the investors and such subscription agreement(s) not being terminated in accordance with the terms therein.
- (2) completion of the Issuance of H Shares is still subject to the fulfillment of the conditions specified below:
 - (i) obtaining the approval of the EGM and the Class Meetings;
 - (ii) obtaining the approval from the regulatory authorities, including the national financial regulatory institution, subject to the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of H Shares;
 - (iii) entering into the subscription and/or placing agreement(s) between the Bank and the investors and/or the placing agent(s) and such subscription agreement(s)/placing agreement(s) not being terminated in accordance with the terms therein; and
 - (iv) the Listing Committee of the Hong Kong Stock Exchange having granted the permission to list and deal in all of the new H Shares to be issued and placed pursuant to the Issuance of H Shares.

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The above-mentioned conditions involving the approval by the EGM and the Class Meetings, the approval from the aforesaid domestic regulatory authorities and the listing approval from the Hong Kong Stock Exchange may not be waived by the Bank.

The condition of entering into the subscription agreement(s) and/or placing agreement(s) between the Bank and the investors and/or the placing agent(s) and such agreement(s) not being terminated in accordance with the terms therein shall be satisfied prior to the completion of the relevant issuance and shall be governed by the terms of the final subscription agreement(s) and/or placing agreement(s).

As at the Latest Practicable Date, none of the above conditions precedent in respect of the Issuance of Domestic Shares and the Issuance of H Shares has been met or waived, and the Bank has not entered into any final subscription agreement or placing agreement in relation to the Issuance of Domestic Shares or the Issuance of H Shares.

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1.5 Ranking of the New Shares

The new Domestic Shares and H Shares of the Bank to be issued and placed under the Issuance will rank, upon issuance and placement, *pari passu* in all respects with the Domestic Shares and H Shares of the Bank in issue.

1.6 Fund-raising Activities of the Bank for the Past Twelve Months

The Directors confirm that the Bank has not conducted any fund-raising activities in relation to the issuance of its equity securities within the 12 months immediately preceding the Latest Practicable Date.

2. Grant of Authority to the Board to Determine and Handle Matters in Relation to the Issuance

Reference is made to the announcement on share issuance of the Bank dated August 6, 2026 in relation to, among other things, the grant of authority to the Board to handle matters in relation to the Issuance.

In order to ensure the efficient and compliant implementation of the Issuance and according to the work requirements of the Issuance, a proposal will be put forward at the EGM and the Class Meetings to authorise the Board, determine and handle matters in relation to the Issuance, including but not limited to:

- (1) subject to the approval of the Issuance plan at the EGM and the Class Meetings, to amend, improve and implement the Issuance plan with reference to the opinions of domestic and overseas regulatory authorities and the Hong Kong Stock Exchange, taking into consideration the market environment and the Bank's condition, including but not limited to determining the number of Shares to be issued, the issue price, method of pricing, target places, issue time, use of proceeds, lock-up period and other matters in connection with the Issuance; to make corresponding adjustments to matters in connection with the Issuance, such as details of the issuance plan (including suspending and terminating the implementation of the plan for the Issuance or the Issuance of Domestic Shares or the Issuance of H Shares) in the event of any change in the relevant laws, regulations, normative documents, regulatory policies or market conditions, except for matters which require re-voting at the shareholders' meetings in accordance with the relevant laws, regulations, normative documents and the Articles of Association.
- (2) to negotiate with the placing agent(s) or subscriber(s) on the placing or subscription of the Shares (including the terms of the placing agreement(s) or share subscription agreement(s)) according to the Issuance plans, and to decide, execute, implement and complete the placing agreement(s) or share subscription agreement(s) (including supplementary agreement(s) as required).

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- (3) to handle all matters related to the examination, recording, filing, approval, registration, consent and report of the Issuance with domestic and overseas regulatory authorities and the Hong Kong Stock Exchange according to the Issuance plan (including applying to the Hong Kong Stock Exchange for the listing and trading of all the new H Shares under the Issuance on the Main Board of the Hong Kong Stock Exchange); to sign, implement, modify and submit to domestic and overseas institutions, organizations and individuals all necessary documents in relation to the Issuance; to take all necessary, expedient or desirable actions related to the Issuance.
- (4) to prepare, modify, execute, submit, publish, disclose, implement, suspend, terminate all agreements, contracts, announcements, circulars or other relevant legal documents in relation to the Issuance. To engage financial advisors, placing agent(s), law firms, accounting firms, assets evaluation agency (if any) and other intermediaries in relation to the Issuance, as well as to determine and pay for the associated costs for the Issuance.
- (5) to amend the terms in relation to the registered capital, equity structure and other corresponding terms in the Articles of Association, and to proceed with the modification, registration and filing with registration authorities and relevant governmental authorities upon completion of the Issuance of Domestic Shares or the Issuance of H Shares.
- (6) to handle the registration and listing of the relevant Shares upon completion of the Issuance of Domestic Shares or the Issuance of H Shares; to increase the registered capital of the Bank, subject to the outcome of the Issuance of Domestic Shares or the Issuance of H Shares, to complete the approval procedures with the relevant regulatory authorities, and to proceed with relevant registration and filing procedures (including application for change of corporate registration particulars and replacement of business license) with market supervision and administration authority.
- (7) to proceed with the registration procedure of the Issuance of Domestic Shares with the custodian of the Domestic Shares.
- (8) to approve and authorise the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, on behalf of the Bank (i) to issue share certificates to placees or subscribers and to register them in the register of H Shares in Hong Kong as holders of the new H Shares; (ii) to issue share certificates to HKSCC Nominees Limited as a holder of the new H Shares under the instruction of the placees or subscribers and in accordance with the relevant guidelines of the Hong Kong Stock Exchange, and to deliver the share certificates to Hong Kong Securities Clearing Company Limited for deposit into the relevant accounts within the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited and to register HKSCC Nominees Limited in the register of H Shares in Hong Kong as a holder of the new H Shares.

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- (9) to take all necessary actions to handle other matters related to the Issuance within the scope permitted by relevant laws and regulations.

The authorisations shall be valid for a term of 12 months from the date of being approved at the EGM and the Class Meetings.

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

3. Change of Registered Capital upon Completion of the Issuance

As the registered capital of the Bank will change upon the completion of the Issuance, the Bank will submit the updated information to the national financial regulatory institution in accordance with the requirements under the applicable laws, regulations and other normative documents, upon obtaining the approval from which, the Bank will amend the relevant articles in the Articles of Association and arrange for the change of registration particulars with the market supervision and administration authorities, the Companies Registry of Hong Kong and other relevant authorities.

The Board resolved to propose to the Shareholders at the EGM to authorize the Board to handle the approval or filing procedures in relation to the change of the registered capital of the Bank and apply for the change of the registration particulars with the market supervision and administration authorities, the Companies Registry of Hong Kong and other relevant authorities in accordance with changes in domestic and overseas laws, regulations and other regulatory documents, and requirements and recommendations of competent domestic and overseas regulatory authorities and the Hong Kong Stock Exchange.

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

4. Proposed Formulation of the Articles of Association Which Will Be Applicable and Effective upon the Completion of the Issuance

Reference is made to the Bank's announcement on share issuance dated August 6, 2026 in relation to, among other things, the proposed formulation of the Articles of Association which will be applicable and effective upon the completion of the Issuance.

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In view of the changes in the Bank's registered capital and the number of shares upon completion of the Issuance, the Bank is required to, in accordance with applicable laws and regulations, submit the amendments to the Articles of Association and the application for change of registered capital to the national financial regulatory institution for approval, and upon obtaining such approval, register the changes with the market supervision and administration authorities, the Companies Registry of Hong Kong and other relevant authorities. Details are set forth as follows:

Original Articles	Amended Articles
Article 7 The registered capital of the Bank is RMB6,024,276,901.	Article 7 The registered capital of the Bank is RMB[•].
Article 24 As approved by the approval authority authorised by the State Council, the Bank may issue a total of 6,024,276,901 ordinary shares.	Article 24 As approved by the approval authority authorised by the State Council, the Bank may issue a total of [•] ordinary shares.
The shareholding structure of shares of the Bank is: 6,024,276,901 ordinary shares, including 4,678,776,901 domestic shares, accounting for approximately 77.67% of the total shares of the Bank; and 1,345,500,000 H shares, accounting for approximately 22.33% of the total shares of the Bank.	The shareholding structure of shares of the Bank is: [•] ordinary shares, including [•] domestic shares, accounting for approximately [•]% of the total shares of the Bank; and [•] H shares, accounting for approximately [•]% of the total shares of the Bank.

Note: The figures marked with [•] will be completed based on the actual results of the Issuance.

The Board proposes to seek the approval of the Shareholders at the EGM to authorise the Board, to amend the articles in the Articles of Association relevant to the Amendments in relation to the Issuance and handle the approval or filing procedures relating to the Amendments in relation to the Issuance according to the changes in domestic and overseas laws, regulations and other normative documents, and the requirements and recommendations from competent domestic and overseas regulatory authorities and the Hong Kong Stock Exchange, as well as the actual circumstances of the Issuance, and to register the change of particulars with the market supervision and administration authorities, the Companies Registry of Hong Kong and other relevant authorities.

The proposal shall be considered and approved at the EGM by way of a special resolution. The amended Articles of Association, upon being considered and approved at the EGM and upon approval by the national financial regulatory institution, shall become effective upon completion of the Issuance. Prior to this, the Bank shall be governed by the Articles of Association in effect.

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5. Reasons for and Benefits of the Issuance

In recent years, domestic and foreign regulatory authorities have continuously enhanced the supervision requirements for banks' capital, and the demands for bank's capital will be further increased. Meanwhile, the Bank's asset scale has grown steadily in recent years. It is expected that the business scale of the Bank will continue to maintain a steady growth trend in the next few years. The Bank is required to maintain sufficient capital to support the stable development of its business and asset scale. In addition, the Bank is required to reserve a certain proportion of risk buffer capital on premise of constantly satisfying the minimum requirements on capital adequacy of the regulatory authorities to further enhance the ability to resist risks and respond to the uncertainties of future macroeconomic development.

As noted from the table below, as at June 30, 2026, being the end-date of the latest publicly available reporting period for which relevant information could be obtained prior to the Latest Practicable Date, the Bank's core tier-one capital adequacy ratio, tier-one capital adequacy ratio and capital adequacy ratio (collectively the **"Capital Adequacy Indicators"**) stood at 8.7%, 11.64% and 12.1% respectively, all of which were higher than the relevant minimum regulatory requirements of 7.5%, 8.5% and 10.5%.

However, the above-mentioned Capital Adequacy Indicators of the Bank remain below the corresponding average levels for national commercial banks as at the same date. According to the key regulatory indicator data for the commercial banks in 2026 published by the National Financial Regulatory Administration, the average core tier-one capital adequacy ratio, tier-one capital adequacy ratio and capital adequacy ratio of national commercial banks stood at 10.72%, 12.12% and 15.26% respectively as at June 30, 2026.

The aforesaid minimum regulatory requirements are set out in the Administrative Measures for the Capital of Commercial Banks (《商業銀行資本管理辦法》) issued by the National Financial Regulatory Administration, while the average levels for national commercial banks are determined based on the key regulatory indicator data for the commercial banks for the second quarter of 2026 published by the National Financial Regulatory Administration.

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After deducting relevant Issuance fees, the net proceeds raised from the Issuance will be entirely used to replenish the core tier-one capital of the Bank, and the Bank's core tier-one capital, tier-one capital and net capital could be replenished.

	Regulatory requirements ⁽¹⁾	For the Bank as at June 30, 2026	For national commercial banks as at June 30, 2026
Core tier-one capital adequacy ratio (%)	≥7.5	8.7	10.72
Tier-one capital adequacy ratio (%)	≥8.5	11.64	12.12
Capital adequacy ratio (%)	≥10.5	12.1	15.26

Note:

- (1) Pursuant to the Administrative Measures for the Capital of Commercial Banks (《商業銀行資本管理辦法》) (National Financial Regulatory Administration Order [2023] No.4), the minimum requirements for commercial banks' core tier-one capital adequacy ratio, tier-one capital adequacy ratio and capital adequacy ratio are 5%, 6% and 8% respectively. Commercial banks shall also set aside a capital conservation buffer equivalent to 2.5% of risk-weighted assets using core tier-one capital on the basis of the minimum capital requirements. Accordingly, without taking into account the requirements for countercyclical capital, additional capital for SIBs, bank capital surcharge to the second pillar and other additional capital requirements imposed by regulatory authorities on individual banks, the regulatory requirements for the core tier-one capital adequacy ratio, tier-one capital adequacy ratio and capital adequacy ratio are 7.5%, 8.5% and 10.5% respectively. The National Financial Regulatory Administration and its local office may adjust the relevant capital requirements or impose additional capital requirements in light of the macroeconomic and financial situation, the overall risk status of the banking sector, as well as the operation, management and risk level of individual banks.

Given that core tier-one capital constitutes (i) paid-in capital or ordinary shares (實收資本或普通股); (ii) capital reserve (資本公積); (iii) surplus reserve (盈餘公積); (iv) general risk reserve (一般風險準備); (v) retained earnings (未分配利潤); (vi) accumulated other comprehensive income (累計其他綜合收益); and (vii) qualified portion of non-controlling interests (少數股東資本可計入部分), it is not applicable to replenish the core tier-one capital of the Bank using debt financing. Therefore, the Board only considered the Issuance, rights issue, open offer and issuance of convertible bonds as re-financing plans for the purpose for the replenishment of the core tier-one capital of the Bank before determining the Issuance.

- In respect of the rights issue or open offer, the existing Shareholders would be able to maintain their pro rata shareholding in the Bank. However, rights issue and open offer are often conducted at discount to the prevailing share price to increase the attractiveness of the rights issue or open offer; whereas the Illustrative Benchmark Price is above the recent closing price of the H Shares, the results of rights issue or open offer at price not less than the Illustrative Benchmark Price may be uncertain.

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- In respect of convertible bonds, it is a financing instrument combining the characteristics of both equity and bonds and normally have a long conversion period, allowing the investors to have a longer period to decide whether to (i) convert the convertible bonds into shares; or (ii) hold to maturity. Comparing with the Issuance, the Bank might take a longer time to replenish its core tier-one capital by way of issuance of convertible bonds as the core tier-one capital will be replenished upon the conversion of such convertible bonds by the bondholder(s).

Based on the above, the Bank is of the view that the Issuance is an appropriate fund raising method for the Bank to replenish core tier-one capital under the current market condition.

The Board believes that the proceeds raised from the Issuance will help to strengthen the Bank's capital base so as to further enhance its Capital Adequacy Ratio Indicators to ensure the Bank's continuing compliance with the regulatory requirements, effectively support the sustainable development of the operation of the Bank in the future, practically improve the quality and efficiency of financial services to the real economy and improve the ability to resist risks and optimize its equity structure, and thus lay stronger foundation to support its future business growth and sustainable development of the Bank.

6. Effect of the Issuance on the Shareholding Structure of the Bank

As at the Latest Practicable Date, the total number of the issued Ordinary Shares of the Bank is 6,024,276,901 shares, including 4,678,776,901 Domestic Shares and 1,345,500,000 H Shares. The 215,000,000 H Shares (inclusive) to be issued under the Issuance of H Shares account for 15.98% of the total number of the issued H Shares of the Bank, and the 715,000,000 Domestic Shares (inclusive) to be issued under the Issuance of Domestic Shares account for 15.28% of the total number of issued Domestic Shares of the Bank.

Assuming that there are no other changes to the total issued share capital of the Bank other than the Issuance from the Latest Practicable Date to the date of the completion of the Issuance, the shareholding structure of the Bank (1) as at the Latest Practicable Date; (2) immediately after the completion of the Issuance of H Shares (assuming the number of the Issuance of H Shares to be issued is 215,000,000 shares, and the Issuance of Domestic Shares is not completed); (3) immediately after the completion of the Issuance (assuming the number of the Issuance of Domestic Shares to be issued is 715,000,000 shares and the number of the Issuance of H Shares to be issued is 215,000,000 shares) is set out as below:

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	As at the Latest Practicable Date		Immediately after the completion of the Issuance of H Shares (assuming 215,000,000 H Shares are issued)		Immediately after the completion of the Issuance (assuming 715,000,000 Domestic Shares and 215,000,000 H Shares are issued)	
	Approximate percentage of total issued		Approximate percentage of total issued		Approximate percentage of total issued	
	Number of Shares	Shares of the Bank	Number of Shares	Shares of the Bank	Number of Shares	Shares of the Bank
Domestic Shares	4,678,776,901	77.67%	4,678,776,901	74.99%	5,393,776,901	77.56%
Including:						
<i>Domestic Shares held by core connected person</i>	937,651,286	15.56%	937,651,286	15.03%	937,651,286	13.48%
Jiangxi Communications Investment Group Co., Ltd. (江西省交通投資集團有限責任公司)	937,651,286	15.56%	937,651,286	15.03%	937,651,286	13.48%
<i>Domestic Shares held by other non-connected Domestic Shareholders</i>	3,741,125,615	62.10%	3,741,125,615	59.96%	3,741,125,615	53.80%
Target placees	–	–	–	–	715,000,000	10.28%
H Shares	1,345,500,000	22.33%	1,560,500,000	25.01%	1,560,500,000	22.44%
Target placees	–	–	215,000,000	3.45%	215,000,000	3.09%
Other public shareholders	1,345,500,000	22.33%	1,345,500,000	21.56%	1,345,500,000	19.35%
Total	6,024,276,901	100%	6,239,276,901	100%	6,954,276,901	100%

Note:

- (1) Certain amounts and percentage figures set out in the above table have been subject to rounding adjustments. Differences between totals shown in the table and the sum of the amounts listed are due to rounding.

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According to the Rule 19A.28B of the Hong Kong Listing Rules, there must be an open market for the shares listed on the Hong Kong Stock Exchange. This normally means that the portion of shares listed on the Hong Kong Stock Exchange and held by the public must, at all times: represent at least 25% of the issuer's total number of issued shares in the class to which the shares belong (excluding treasury shares), or any lower minimum percentage of public float prescribed at the time of listing under Rule 19A.13A(1) (the “**Initial Prescribed Threshold**”).

For the purpose of listing, the Bank has been granted by the Hong Kong Stock Exchange a waiver from strictly complying with Rule 8.08(1) of the Listing Rules, pursuant to which, the minimum percentage of the H Shares held by the public from time to time is reduced to the highest of: (i) 20% of the total issued share capital of the Bank (assuming the over-allotment option is not exercised); or (ii) such percentage of H Shares to be held by the public immediately after the exercise of the over-allotment option. Immediately following the completion of the global offering and the partial exercise of the over-allotment option, the number of H Shares to be held by the public represents approximately 22.33% of the total issued share capital of the Bank. Accordingly, the Initial Prescribed Threshold applicable to the Bank is 22.33% of the total number of the Bank's issued shares (excluding treasury shares, if any). The Bank expects that the public float of H Shares will, after completion of the Issuance, still meet the Initial Prescribed Threshold requirement. If the public float of H Shares following the completion of the Issuance fails to meet the Initial Prescribed Threshold requirement, the Bank will not proceed with the Issuance.

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As at the Latest Practicable Date, the Bank has not determined any investor in relation to the Issuance, nor has it entered into any final agreement in relation to the Issuance. After entering into any final agreement with the placing agent and/or the investor in relation to the Issuance, the Bank will make a separate announcement in due course as required under the Listing Rules.

7. ELECTION OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Bank dated August 28, 2026 in relation to the proposed appointment of non-executive Director. On August 28, 2026, the Board considered and approved the proposed appointment of Mr. YANG Shen (“**Mr. YANG**”) as a non-executive Director of the Bank. Upon approval by the Shareholders’ general meeting of the Bank, Mr. YANG’s term of office shall commence from the date on which his qualification as Director is approved by the National Financial Regulatory Administration Jiangxi Bureau and shall end upon the expiry of the term of office of the fourth session of the Board of the Bank after which he shall be eligible for re-election and re-appointment.

The biographical details of Mr. YANG which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below:

Mr. YANG Shen, born in 1983, holds a master’s degree, and is a member of the Communist Party of China. He is currently the Secretary of the Party Committee and Chairman of Nanchang Industrial Investment Group Co., Ltd. He successively served as a staff member, the Deputy Division level Director, a principal staff member and the Division level Director of the Urban Construction and Environmental Protection Division under the Urban Construction and Environmental Protection Committee of Nanchang Municipal People’s Congress, Jiangxi Province from July 2003 to July 2016. He was a nominee for the Deputy County Magistrate of the People’s Government of Jinxian County, Nanchang City, Jiangxi Province (江西省南昌市進賢縣人民政府) from July 2016 to October 2016. He served as the Deputy County Magistrate of the People’s Government of Jinxian County, Jiangxi Province from October 2016 to December 2020. He served as a member of the Standing Committee of the Nanchang County Party Committee, Jiangxi Province (江西省南昌縣委) from December 2020 to April 2021. He served as a member of the Standing Committee of the Nanchang County Party Committee, Jiangxi Province and the Secretary of the Wuyang Town Party Committee (武陽鎮黨委) from April 2021 to July 2021. He served as a member of the Standing Committee of the Nanchang County Party Committee, Jiangxi Province from July 2021 to August 2021. He was a member of the Standing Committee of the Xihu District Party Committee, Nanchang City, Jiangxi Province (江西省南昌市西湖區委), the Deputy Secretary of the Party Leadership Group and a nominee for Deputy District Chief of the District People’s Government from August 2021 to October 2021. He served as a member of the Standing Committee of the Xihu District Party Committee, Nanchang City, Jiangxi Province, the Deputy Secretary of the Party Leadership Group and the Deputy District Chief of the District People’s Government from October 2021 to June 2022. He served as the Deputy Secretary of the Xihu District Party Committee, Nanchang City, Jiangxi Province, the Acting District Chief and the District Chief from June 2022 to

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July 2026. He has served as the Secretary of the Party Committee and Chairman of Nanchang Industrial Investment Group Co., Ltd. since July 2026.

As at the Latest Practicable Date, save as disclosed in the circular, Mr. YANG has confirmed that: (i) he has no other relationship with the Directors, senior management, substantial Shareholders or controlling Shareholders of the Bank; (ii) he does not hold any interest in the Shares of the Bank (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); (iii) he has not held directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor any position in the Bank or any of its subsidiaries; and (iv) there is no other information that is required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that should be brought to the attention of the Shareholders of the Bank.

Mr. YANG will not receive any remuneration from the Bank during his tenure as a non-executive Director of the Bank.

This resolution has been considered and approved at the Board meeting, and is now submitted to the EGM for consideration and approval by way of an ordinary resolution.

III. EGM AND CLASS MEETINGS

The Bank proposes to successively convene the EGM, the Domestic Shareholders Class Meeting and H Shareholders Class Meeting at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on Wednesday, October 14, 2026 to consider, if thought fit, approve the matters set out in the relevant notices. The notices of the EGM and the H Shareholders Class Meeting are set out in Appendix I and Appendix II to this circular, respectively.

Whether or not you intend to attend and/or vote at the EGM and/or the Class Meetings, you are requested to complete and return the form(s) of proxy in accordance with the instructions printed on the form(s) of proxy enclosed with this circular.

Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM and/or the Class Meetings or any adjournment thereof.

IV. METHODS OF VOTING AT THE EGM AND CLASS MEETINGS

Pursuant to the requirements of Rule 13.39(4) of the Listing Rules, voting by Shareholders at the EGM and/or the Class Meetings shall be taken by way of poll.

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Please be advised that pursuant to Article 72 of the Articles of Association, if any credit facility granted by the Bank to a Shareholder becomes overdue, or when the number of Shares of the Bank pledged by them reaches or exceeds fifty percent of the total Shares in the Bank held by them, the voting rights of such Shareholders at Shareholders' general meetings and/or the Class Meetings and the voting rights of the Directors appointed by such Shareholders at meetings of the Board shall be correspondingly suspended until the relevant circumstances come to an end.

V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM AND CLASS MEETINGS

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM and Class Meetings, the Bank's register of members will be closed from Friday, October 9, 2026 to Wednesday, October 14, 2026, both days inclusive, during which period no transfer of Shares will be effected. The Shareholders listed on the Bank's register of Shareholders at the close of business on Wednesday, October 14, 2026 shall be entitled to attend and vote at the EGM and Class Meetings.

In order to be eligible for attending and voting at the EGM and Class Meetings, holders of the Bank's Shares must deliver all duly completed and signed share transfer documents together with the relevant share certificates and other appropriate documents for registration to the office of the Board of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC (for Domestic Shareholders) or to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) before 4:30 p.m. on Thursday, October 8, 2026.

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VI. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that all the resolutions to be proposed at the EGM and Class Meetings are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all resolutions to be proposed at the EGM and Class Meetings.

VII. OTHER INFORMATION

You are kindly requested to pay attention to other information as set out in Appendix I and Appendix II to this circular.

This circular does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Bank. As the Issuance is subject to the satisfaction of certain conditions, it may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Bank's securities.

By order of the Board of Directors

Jiangxi Bank Co., Ltd.*

ZENG Hui

Chairman

Nanchang, China, September 29, 2026

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



JIANGXI BANK CO., LTD.*

江西銀行股份有限公司*

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

(Stock Code: 1916)

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 first extraordinary general meeting (the “**EGM**”) of Jiangxi Bank Co., Ltd.* (the “**Bank**”) will be held onsite at 9:30 a.m. on Wednesday, October 14, 2026 at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC, to consider, and if thought fit, approve the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the following matters in the proposal in relation to the proposed issuance of Domestic Shares to selected placees under Specific Mandate on an itemized basis:
 - 1.1 Type and par value of Shares to be issued;
 - 1.2 Number of Shares to be issued;
 - 1.3 Target placees;
 - 1.4 Method of pricing;
 - 1.5 Method of issuance;
 - 1.6 Timing of issuance;

- 1.7 Use of proceeds;
- 1.8 Distribution of accumulated undistributed profit;
- 1.9 Lock-up arrangement;
- 1.10 Validity period of the plan;
- 2. To consider and approve the following matters in the proposal in relation to the proposed non-public issuance of H Shares under Specific Mandate on an itemized basis:
 - 2.1 Type and par value of Shares to be issued;
 - 2.2 Number of Shares to be issued;
 - 2.3 Target placees;
 - 2.4 Method of pricing;
 - 2.5 Method of issuance;
 - 2.6 Timing of issuance;
 - 2.7 Use of proceeds;
 - 2.8 Distribution of accumulated undistributed profit;
 - 2.9 Validity period of the plan;
 - 2.10 Listing arrangement;

3. To consider and approve the proposal in relation to grant of authority to the Board to determine and handle matters in relation to the Issuance;
4. To consider and approve the proposal in relation to the proposed change of the registered capital upon completion of the Issuance;
5. To consider and approve the proposal in relation to the proposed formulation of the Articles of Association which will be applicable and effective upon the completion of the Issuance;

ORDINARY RESOLUTION

6. To consider and approve the election of a non-executive Director.

By order of the Board of Directors
Jiangxi Bank Co., Ltd.*
ZENG Hui
Chairman

Nanchang, China, September 29, 2026

As of the date of this notice, the board of directors of the Bank comprises Ms. ZENG Hui and Mr. LUO Xiaolin as executive directors; Mr. YIN Guangxing, Ms. XIONG Jiemin, Mr. PENG Xiyuan and Mr. LI Xiuhong as non-executive directors; and Mr. YANG Ailin, Mr. LIU Xinghua, Ms. WANG Feimilan and Mr. HE Enliang as independent non-executive directors.

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Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), all resolutions proposed at the EGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published on both the websites of Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.jx-bank.com) in accordance with the Listing Rules.

2. **CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM**

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the Bank’s register of members will be closed from Friday, October 9, 2026 to Wednesday, October 14, 2026, both days inclusive, during which period no transfer of the shares of the Bank will be effected. The Shareholders listed on the Bank’s register of Shareholders at the close of business on Wednesday, October 14, 2026 shall be entitled to attend and vote at the EGM.

In order to be eligible for attending and voting at the EGM, holders of the Bank’s shares must deliver all duly completed and signed share transfer documents together with the relevant share certificates and other appropriate documents for registration to the office of the Board of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC (for holders of Domestic Shares) or to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) before 4:30 p.m. on Thursday, October 8, 2026.

3. **PROXY**

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more persons (if the Shareholder holds two or more issued Shares of the Bank with a nominal value of RMB1.00 each), whether 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 representative duly authorized in writing by the principal. If the principal is a legal person, the power of attorney shall be affixed with the seal of the legal person or signed by its Director or a representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized, and served at the same time as the power of attorney. The power of attorney of the Shareholders’ proxy shall be served to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares), or to the office of the Board of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC (for holders of Domestic Shares) not less than 24 hours before the scheduled time for holding of the EGM (i.e. by 9:30 a.m. on Tuesday, October 13, 2026) or any adjournment thereof (as the case may be).

After the completion and return of the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

In case of registered joint holders of any shares, one of the registered joint holders can vote on such shares in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holder attends the EGM in person or by proxy, only the vote of the person whose name appears first in the register of members relating to the shares (in person or by proxy) will be accepted as the only vote of the joint holders.

4. MISCELLANEOUS

- (i) The Shareholders or their proxies shall present their identity documents when attending the EGM (or any adjournment thereof). If the legal representative of corporate Shareholders or any other persons officially authorized by the corporate Shareholders is present at the EGM (or any adjournment thereof), such legal representative or other persons shall present their identity documents and the certifying documents for appointment as a legal representative or valid authorization documents (as the case may be).
- (ii) The EGM is expected to last for no more than half a working day. Shareholders and representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (iii) Address and contact 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 and contact of the office of the Board of the Bank:

Jiangxi Bank Tower
No. 699 Financial Street, Honggutan District
Nanchang
Jiangxi Province
the PRC

Tel: (86)791 86791008/(86)791 86791009
Fax: (86)791 86771100

- 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 dated September 29, 2026.



JIANGXI BANK CO., LTD.*

江西银行股份有限公司*

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

(Stock Code: 1916)

NOTICE OF THE 2026 FIRST H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2026 first H shareholders class meeting (the “**2026 First H Shareholders Class Meeting**”) of Jiangxi Bank Co., Ltd.* (the “**Bank**”) will be held onsite immediately after the conclusion of the 2026 first extraordinary general meeting and the 2026 First Domestic Shareholders Class Meeting of the Bank or any adjournment thereof on Wednesday, October 14, 2026 at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC, to consider, and if thought fit, approve the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the following matters in the proposal in relation to the proposed issuance of Domestic Shares to selected placees under Specific Mandate on an itemized basis:
 - 1.1 Type and par value of Shares to be issued;
 - 1.2 Number of Shares to be issued;
 - 1.3 Target placees;
 - 1.4 Method of pricing;
 - 1.5 Method of issuance;
 - 1.6 Timing of issuance;

- 1.7 Use of proceeds;
- 1.8 Distribution of accumulated undistributed profit;
- 1.9 Lock-up arrangement;
- 1.10 Validity period of the plan;
- 2. To consider and approve the following matters in the proposal in relation to the proposed non-public issuance of H Shares under Specific Mandate on an itemized basis:
 - 2.1 Type and par value of Shares to be issued;
 - 2.2 Number of Shares to be issued;
 - 2.3 Target places;
 - 2.4 Method of pricing;
 - 2.5 Method of issuance;
 - 2.6 Timing of issuance;
 - 2.7 Use of proceeds;
 - 2.8 Distribution of accumulated undistributed profit;
 - 2.9 Validity period of the plan;
 - 2.10 Listing arrangement;

3. To consider and approve the proposal in relation to grant of authority to the Board to determine and handle matters in relation to the Issuance.

By order of the Board of Directors
Jiangxi Bank Co., Ltd.*
ZENG Hui
Chairman

Nanchang, China, September 29, 2026

As of the date of this notice, the board of directors of the Bank comprises Ms. ZENG Hui and Mr. LUO Xiaolin as executive directors; Mr. YIN Guangxing, Ms. XIONG Jiemin, Mr. PENG Xiyuan and Mr. LI Xiuhong as non-executive directors; and Mr. YANG Ailin, Mr. LIU Xinghua, Ms. WANG Feimilan and Mr. HE Enliang as independent non-executive directors.

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

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), all resolutions proposed at the 2026 First H Shareholders Class Meeting will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published on both the websites of Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.jx-bank.com) in accordance with the Listing Rules.
2. **CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE 2026 FIRST H SHAREHOLDERS CLASS MEETING**

In order to determine the list of Shareholders who are entitled to attend and vote at the 2026 First H Shareholders Class Meeting, the Bank’s register of members will be closed from Friday, October 9, 2026 to Wednesday, October 14, 2026, both days inclusive, during which period no transfer of the shares of the Bank will be effected. The H Shareholders listed on the Bank’s register of Shareholders at the close of business on Wednesday, October 14, 2026 shall be entitled to attend and vote at the 2026 First H Shareholders Class Meeting.

In order to be eligible for attending and voting at the 2026 First H Shareholders Class Meeting, holders of the Bank’s H shares must deliver all duly completed and signed share transfer documents together with the relevant H share certificates and other appropriate documents for registration to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. on Thursday, October 8, 2026.

3. PROXY

Any H Shareholder entitled to attend and vote at the 2026 First H Shareholders Class Meeting is entitled to appoint one or more persons (if the Shareholder holds two or more H shares of the Bank), whether 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 2026 First H Shareholders Class Meeting.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the power of attorney shall be affixed with the seal of the legal person or signed by its Director or a representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized, and served at the same time as the power of attorney. The power of attorney of the Shareholders' proxy shall be served to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the scheduled time for holding of the 2026 First H Shareholders Class Meeting or any adjournment thereof (as the case may be).

After the completion and return of the power of attorney, you can attend and vote in person at the 2026 First H Shareholders Class Meeting or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

In case of registered joint holders of any H shares, one of the registered joint holders can vote on such shares in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holder attends the 2026 First H Shareholders Class Meeting in person or by proxy, only the vote of the person whose name appears first in the register of members relating to the shares (in person or by proxy) will be accepted as the only vote of the joint holders.

4. MISCELLANEOUS

(i) The H Shareholders or their proxies shall present their identity documents when attending the 2026 First H Shareholders Class Meeting (or any adjournment thereof). If the legal representative of corporate H Shareholders or any other persons officially authorized by the corporate H Shareholders is present at the 2026 First H Shareholders Class Meeting (or any adjournment thereof), such legal representative or other persons shall present their identity documents and the certifying documents for appointment as a legal representative or valid authorization documents (as the case may be).

(ii) The 2026 First H Shareholders Class Meeting is expected to last for no more than half a working day. H Shareholders and representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.

(iii) Address and contact 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 and contact of the office of the Board of the Bank:

Jiangxi Bank Tower
No. 699 Financial Street, Honggutan District
Nanchang
Jiangxi Province
the PRC

Tel: (86)791 86791008 / (86)791 86791009
Fax: (86)791 86771100

5. The details about the aforesaid resolutions proposed for the consideration and approval at the 2026 First H Shareholders Class Meeting will be set out in the circular of the EGM and the 2026 First H Shareholders Class Meeting dated September 29, 2026.