

Jinshang Bank Co., Ltd.

Appointment, Election and Removal of Directors

1. Appointment and Election of Directors

Pursuant to Article 114 of the Articles of Association (the “**Articles of Association**”) of Jinshang Bank Co., Ltd. (the “**Bank**”), the Nomination, Remuneration and HR Committee of the Bank’s board of directors (the “**Board**”) or shareholders individually or jointly holding more than 3% of the Bank’s voting shares may propose a list of director candidates to the general meeting for election of directors. The Nomination, Remuneration and HR Committee of the Board conduct preliminary examination on the qualifications and conditions of the director candidates, and submit the qualified candidates to the Board for approval. Upon consideration and approval by the Board, a written proposal containing the director candidates will be submitted to the general meeting.

Pursuant to Article 136 of the Articles of Association, a written notice of intent to nominate a candidate to become a director and the candidate’s consent to such nomination as well as the relevant written materials on the candidate shall be given to the Bank no earlier than the day after issuing the notice of the general meeting for the election of such director, but at least seven days before such general meeting. The nominating shareholder should also provide to the Bank biographical details of the person he or she proposes to be elected as a director required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Bank shall publish an announcement or issue a supplementary circular disclosing the particulars of the proposed director pursuant to Rule 13.51(2) of the Listing Rules prior to the general meeting pursuant to Rule 13.70 of the Listing Rules.

2. Removal of Directors

Pursuant to Article 136 of the Articles of Association, the general meeting cannot dismiss a director before his/her term of office has expired without any reason. However, pursuant to Article 69 of the Articles of Association, the general meeting has power to change directors according to laws.