
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any content of this circular or as to the action to be taken, you should consult licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

If you have sold or transferred all your shares in Jinshang Bank Co., Ltd., you should at once hand this circular, the proxy form, the form of proxy for independent non-executive Directors and the reply slip to the purchaser or transferee or to a licensed securities dealer or registered institution in securities 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: 2558)

**(1) RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR THE
FIFTH SESSION OF THE BOARD;
(2) RE-ELECTION AND APPOINTMENT OF SHAREHOLDERS'
REPRESENTATIVE SUPERVISORS AND EXTERNAL SUPERVISORS
FOR THE FIFTH SESSION OF THE BOARD OF SUPERVISORS;
(3) PROPOSED ADOPTION OF THE MEASURES FOR EQUITY
MANAGEMENT OF JINSHANG BANK CO., LTD.
AND MANAGEMENT RULES FOR EQUITY PLEDGE
OF JINSHANG BANK CO., LTD.;
AND
(4) NOTICE OF THE EGM**

The letter from the Board is set out on pages 3 to 8 of this circular.

The Bank will convene the EGM at the Multi-function Room, 3rd Floor, Lihua Grand Hotel, No. 1 Changfeng West Street, Wanbailin District, Taiyuan, Shanxi Province, the PRC at 10:00 a.m. on November 5, 2019 (Tuesday). The notice of the EGM is set out on pages EGM-1 to EGM-5 of this circular and was despatched by the Bank on September 20, 2019 (Friday).

Whether or not you intend to attend and/or vote at the EGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the proxy form to our Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in case of H Shareholders), or to the office of the Board of the Bank ("Office of the Board") at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (in case of Domestic Shareholders) as soon as possible and in any event, not later than 24 hours before the scheduled time (10:00 a.m. on November 4, 2019 (Monday)) for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending in person and voting at the EGM should you so wish, in this case, the proxy form should be deemed withdrawn. The proxy forms and reply slips for the EGM were despatched on September 20, 2019 (Friday).

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

September 20, 2019

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DEFINITIONS

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

“EGM”	the extraordinary general meeting of the Bank to be held at the Multi-function Room, 3rd Floor, Lihua Grand Hotel, No. 1 Changfeng West Street, Wanbailin District, Taiyuan, Shanxi Province, the PRC at 10:00 a.m. on November 5, 2019 (Tuesday), or any adjournment thereof
“Articles of Association”	the articles of association of the Bank, as amended, modified or otherwise supplemented from time to time
“Bank” or “our Bank”	Jinshang Bank Co., Ltd.* (晉商銀行股份有限公司), a joint stock company established on October 16, 1998 in the PRC with limited liability pursuant to the relevant PRC laws and regulations, and, if the context requires, includes its predecessors, branches and sub-branches, excluding its subsidiary
“Board” or “Board of Directors”	the Board of Directors of the Bank
“Board of Supervisors”	the Board of Supervisors of the Bank
“Director(s)”	the director(s) of the Bank
“Domestic Shares”	ordinary shares issued by the Bank with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“H Shares”	ordinary shares issued by the Bank in Hong Kong under the Global Offering with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and are listed and traded on the Hong Kong Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular, unless the context otherwise requires, excluding the regions of Hong Kong, Macau and Taiwan
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會), a regulatory authority formed via the merger of the CBRC and CIRC according to the Notice of the State Council regarding the Establishment of Organizations (Guo Fa [2018] No. 6) (《國務院關於機構設置的通知》(國發[2018]6號)) issued by the State Council on March 24, 2018, and, if the context requires, includes its predecessors, namely the CBRC and CIRC
“CBRC”	China Banking Regulatory Commission (中國銀行業監督管理委員會)
“CIRC”	China Insurance Regulatory Commission (中國保險監督管理委員會)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	the holder(s) of the Shares
“Shares”	the Domestic Share(s) and H Share(s) of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent

LETTER FROM THE BOARD



晋商银行
Jinshang Bank

JINSHANG BANK CO., LTD.*
晉商銀行股份有限公司*

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

(Stock code: 2558)

Board:

Executive Directors

Mr. YAN Junsheng (閻俊生) (*Chairman*)
Mr. TANG Yiping (唐一平)
Mr. WANG Peiming (王培明)
Mr. RONG Changqing (容常青)

Non-executive Directors

Mr. LI Shishan (李世山)
Mr. XIANG Lijun (相立軍)
Mr. LIU Chenhang (劉晨行)[#]
Mr. LI Yang (李楊)[#]
Mr. WANG Jianjun (王建軍)

Independent Non-executive Directors

Mr. JIN Haiteng (金海騰)
Mr. SUN Shihu (孫試虎)
Mr. WANG Liyan (王立彥)
Mr. DUAN Qingshan (段青山)[#]
Mr. SAI Zhiyi (賽志毅)
Mr. YE Xiang (葉翔)

Registered Address and Address of Head Office:

No. 59 Changfeng Street
Xiaodian District
Taiyuan
Shanxi Province, the PRC

Principal Place of Business in Hong Kong:

40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai
Hong Kong

[#] Subject to the approval of their qualifications as Directors by the relevant regulatory authorities.

To the Shareholders:

- (1) RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR THE
FIFTH SESSION OF THE BOARD;**
**(2) RE-ELECTION AND APPOINTMENT OF SHAREHOLDERS'
REPRESENTATIVE SUPERVISORS AND EXTERNAL SUPERVISORS
FOR THE FIFTH SESSION OF THE BOARD OF SUPERVISORS;**
**(3) PROPOSED ADOPTION OF THE MEASURES FOR EQUITY
MANAGEMENT OF JINSHANG BANK CO., LTD.
AND MANAGEMENT RULES FOR EQUITY PLEDGE
OF JINSHANG BANK CO., LTD.;**
AND
(4) NOTICE OF THE EGM

I. INTRODUCTION

The EGM will be held at the Multi-function Room, 3rd Floor, Lihua Grand Hotel, No. 1 Changfeng West Street, Wanbailin District, Taiyuan, Shanxi Province, the PRC at 10:00 a.m. on November 5, 2019 (Tuesday). The following resolutions will be proposed at the EGM for the Shareholders to consider and, if thought fit, to approve: (1) re-election and appointment of

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Directors for the fifth session of the Board; (2) re-election and appointment of Shareholders' representative Supervisors and external Supervisors for the fifth session of the Board of Supervisors; and (3) consideration and approval of the Measures for Equity Management of Jinshang Bank Co., Ltd. and Management Rules for Equity Pledge of Jinshang Bank Co., Ltd. The notice of the EGM is set out on pages EGM-1 to EGM-5 in this circular.

The purpose of this circular is to provide you with further details of these proposed matters and to seek your approval of the ordinary resolutions to be proposed at the EGM regarding the above matters.

II. PROPOSED MATTERS FOR THE EGM

1. Re-election and Appointment of Directors

Reference is made to the announcement of the Bank dated August 29, 2019 (the “**Announcement**”) in relation to, among other things, the proposed re-election of Directors and Supervisors. The term of office of the incumbent Board has expired and a re-election shall be held upon expiration.

In accordance with the Articles of Association of the Bank, the Board proposed the nomination for the re-election of the Directors (“**Director Candidates**”) as follows:

- (i) each of Mr. YAN Junsheng, Mr. TANG Yiping, Mr. WANG Peiming and Mr. RONG Changqing as a candidate for executive Director of the fifth session of the Board;
- (ii) each of Mr. LI Shishan, Mr. XIANG Lijun, Mr. LIU Chenhang, Mr. LI Yang and Mr. WANG Jianjun as a candidate for non-executive Director of the fifth session of the Board; and
- (iii) each of Mr. JIN Haiteng, Mr. SUN Shihu, Mr. WANG Liyan, Mr. DUAN Qingshan, Mr. SAI Zhiyi and Mr. YE Xiang as a candidate for independent non-executive Director of the fifth session of the Board.

The appointment of the above Director Candidates shall be effective upon Shareholders' approval at the EGM and the qualifications of directorship of Mr. LIU Chenhang, Mr. LI Yang and Mr. DUAN Qingshan shall be effective upon approval from the regulatory authorities for the banking industry and other relevant regulatory authorities.

The biographical details of the Director Candidates for the fifth session of the Board are set out in Appendix I to this circular.

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Save as disclosed in this circular, to the best knowledge of the Bank, as at the date of this circular, each of the Director Candidates (i) has not held any directorship or supervisor position in other public companies during the last three years; (ii) has no any other major appointments or qualifications, nor held any position in the Bank or its subsidiaries; and (iii) does not have any interest in the Shares which are within the meaning of Part XV of the SFO.

The Bank will enter into a service contract for each of the above-mentioned Director Candidates in respect of their positions for an initial term commencing from the date of approval by the relevant regulatory authorities or by the Shareholders at the EGM (as the case may be) till the date of expiration of the term of office of the fifth session of the Board, with a term of office of three years, which may be terminated by the Director with a written notice submitted to the Board. The remuneration of the executive Directors shall be determined depending on the relevant provisions of the Articles of Association and Interim Measures for the Remuneration Administration of Persons in Charge of Provincial State-Owned Local Financial Enterprises in Shanxi Province (《山西省省屬國有地方金融企業負責人薪酬管理暫行辦法》) issued by Shanxi Finance Bureau as well as their positions and performance, and is mainly comprised base salary, performance-based remuneration, term incentive income, staff benefits, enterprise annuity, social insurance and housing provident fund contributed by the Bank. Non-executive Directors do not receive remuneration from the Bank. The annual fees for independent non-executive Directors are expected to be RMB168,000 (after-tax).

Save as disclosed above, there are no other matters in relation to the aforesaid re-election of Directors that need to be brought to the attention of the Shareholders or any other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

2. Re-election and Appointment of Shareholders' Representative Supervisors and External Supervisors for the Fifth Session of the Board of Supervisors

Reference is made to the Announcement that the term of the incumbent Board of Supervisors has expired and a re-election shall be held upon expiration.

In accordance with the Articles of Association of the Bank, the Board of Supervisors proposed the nomination for the re-election of Supervisors (the “**Supervisor Candidates**”) as follows:

- (i) each of Mr. BI Guoyu, Ms. XU Jin and Mr. XIA Guisuo as a candidate for the Shareholders' representative Supervisors of the fifth session of the Board of Supervisors; and
- (ii) each of Mr. LIU Shoubao, Mr. WU Jun and Mr. LIU Min as a candidate for the external Supervisors of the fifth session of the Board of Supervisors.

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The appointment of the above Supervisor Candidates shall take effect upon Shareholders' approval at the EGM.

The biographical details of the Supervisor Candidates for the fifth session of the Board of Supervisors are set out in Appendix II to this circular.

Reference is made to the Announcement that each of Mr. XIE Liying, Mr. WEN Qingquan and Mr. GUO Zhenrong was elected as an employees' representative Supervisor of the fifth session of the Board of Supervisors at the employee representative meeting held by the Bank prior to the Listing of the Bank, i.e. May 13, 2019.

The biographical details of the aforesaid elected employees' representative Supervisors are set out in Appendix III to this circular.

Save as disclosed in this circular, to the best knowledge of the Bank, as at the date of this circular, each of the Supervisor Candidates: (i) has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years; (ii) has not held any other positions in other subsidiaries of the Bank; (iii) does not have any relationship with any Directors, senior management of the Bank or substantial or controlling Shareholders; and (iv) does not have any interests in the Bank which are within the meaning of Part XV of the SFO.

The Bank will enter into a service contract for each of the above-mentioned Supervisor Candidates in respect of their positions respectively. The terms of office of the re-elected Supervisors will be three years from the date of approval of the resolutions at the EGM till the date of expiration of the term of office of the fifth session of the Board of Supervisors. If the Supervisor Candidates are elected as Supervisors at the EGM, the Bank will enter into a service contract with each of them, which may be terminated by either party furnishing written notice of not less than one month. The remuneration of the employees' representative Supervisors shall be determined depending on the Interim Measures for the Remuneration Administration of Persons in Charge of Provincial State-Owned Local Financial Enterprises in Shanxi Province (《山西省省屬國有地方金融企業負責人薪酬管理暫行辦法》) issued by Shanxi Finance Bureau or the remuneration system of the Bank, and their positions and performance. Shareholders' representative Supervisors do not receive remuneration from the Bank. The annual fees for external Supervisors are expected to be RMB168,000 (after-tax).

Save as disclosed above, there are no other matters in relation to the aforesaid re-election of Supervisors that need to be brought to the attention of the Shareholders or any other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

LETTER FROM THE BOARD

3. Proposed Adoption of the Measures for Equity Management of Jinshang Bank Co., Ltd. and Management Rules for Equity Pledge of Jinshang Bank Co., Ltd.

In accordance with the Company Law of the PRC, the Commercial Banking Law of the PRC, the Hong Kong Listing Rules and other laws and regulations, as well as the relevant regulatory requirements of the CBIRC, the equity registration and custody institution of the Bank and other authorities, the Board proposed to formulate the Measures for Equity Management of Jinshang Bank Co., Ltd., and on the basis of which, to formulate the Management Rules for Equity Pledge of Jinshang Bank Co., Ltd., so as to strengthen the Bank's equity management, regulate the Shareholders' rights and obligations, protect the interests of the Bank and its customers and Shareholders, and promote the Bank's sustainable development. Details of the Measures for Equity Management of Jinshang Bank Co., Ltd. and the Management Rules for Equity Pledge of Jinshang Bank Co., Ltd. are set out in Appendix IV and Appendix V to this circular, respectively.

III. THE EGM

The EGM will be held at the Multi-function Room, 3rd Floor, Lihua Grand Hotel, No. 1 Changfeng West Street, Wanbailin District, Taiyuan, Shanxi Province, the PRC at 10:00 a.m. on November 5, 2019 (Tuesday), to consider and, if thought fit, approve the resolutions relating to the matters set out in the notice of the EGM. The proxy form and the reply slip will be despatched to the Shareholders on September 20, 2019 (Friday) according to the Hong Kong Listing Rules. The notice of the EGM is set out on pages EGM-1 to EGM-5 of this circular.

The Bank's register of members will be closed from October 4, 2019 (Friday) to November 5, 2019 (Tuesday) (both days inclusive), during which no transfer of Shares will be effected. Shareholder(s) whose name(s) appear(s) on the register of Shareholders on November 5, 2019 (Tuesday) will be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong (in case of H Shareholders) or to the Office of the Board at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (in case of Domestic Shareholders) by 4:30 p.m. on October 3, 2019 (Thursday).

If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other authorization documents under which the instrument is signed must be notarized and shall be deposited together and at the same time with the instrument appointing the proxy. To be valid, the proxy form together with a copy of the notarized power of attorney or other authorization documents must be delivered to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong (in case of H Shareholders) or the Office of the Board (in case of Domestic Shareholders) at No. 59 Changfeng Street, Xiaodian

LETTER FROM THE BOARD

District, Taiyuan, Shanxi Province, the PRC not later than 24 hours before the scheduled time for the commencement of the EGM (i.e. 10:00 a.m. on November 4, 2019 (Monday)) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, only in such event, the instrument appointing a proxy will be deemed to be revoked.

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

IV. RECOMMENDATIONS

The Board (including independent non-executive Directors) is of the opinion that all resolutions proposed at the EGM are in the interests of the Bank and its Shareholders as a whole. Thus, the Board recommends that the Shareholders should vote in favor of all the relevant resolutions proposed at the EGM.

V. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices I to V to this circular.

Yours faithfully,
By order of the Board
Jinshang Bank Co., Ltd.*
YAN Junsheng
Chairman

Taiyuan, September 20, 2019

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

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES OF THE FIFTH SESSION OF THE BOARD

The biographical details of each Director Candidates of the fifth session of the Board are as follows:

EXECUTIVE DIRECTORS

Mr. YAN Junsheng (閻俊生), aged 58, has been an executive Director since February 2009, and the chairman of the Board of Directors since December 2014. He is currently served as chairperson of the Development and Strategy Committee and member of the Nomination, Remuneration and HR Committee of the Bank. He is primarily responsible for the overall management, strategic planning and business development of the Bank.

Mr. Yan has more than 25 years of experience in banking industry. He was the candidate of the chairman of the Board of Directors from June 2014 to December 2014. From February 2009 to June 2014, Mr. Yan was the vice chairman of the Board of Directors and the president of our Bank. He worked at the preparatory team (籌備組) of our Bank from August 2008 to February 2009. Prior to joining our Bank, Mr. Yan worked at Taiyuan branch, Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code of 600000) as the leader of the preparatory team (籌建負責人) from July 2003 to April 2004, and as a vice president from April 2004 to August 2008. Mr. Yan served as a vice president of Taiyuan City Commercial Bank Co., Ltd. from June 1998 to July 2003 and as a director of Taiyuan City Commercial Bank Co., Ltd. from October 1998 to July 2003. Prior to that, Mr. Yan worked at Taiyuan Urban Credit Cooperative Union (太原市城市信用合作社聯合社) as the deputy director (副主任) from July 1993 to June 1998 and as the deputy managing director (副理事長) and the manager of the operation department (營業部經理) from January 1997 to June 1998. From January 1997 to June 1998, he was also the deputy director of the preparatory team (籌備組) of Taiyuan City Commercial Bank Co., Ltd.

Mr. Yan obtained an executive master of business administration degree from Shanghai University of Finance and Economics (上海財經大學) in Shanghai, the PRC, in June 2006. He is a senior economist granted by the Department of Human Resources of Shanxi Province (山西省人事廳) in August 2001.

As of the date of this circular, Ms. HAO Ronghua (郝蓉華), the spouse of Mr. Yan, held 81,191 Domestic Shares of our Bank. Mr. Yan is deemed to be interested in the Domestic Shares held by Ms. HAO Ronghua under the SFO.

As far as the Bank is aware, as of the date of this circular, Mr. Yan has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES OF THE FIFTH SESSION OF THE BOARD

Mr. TANG Yiping (唐一平), aged 52, has been an executive Director, the vice chairman of the Board of Directors and our president since February 2017. He currently serves as a member of the Development and Strategy Committee, the Risk Management Committee and the Consumer Rights Protection Committee of the Bank. He is primarily responsible for the daily operation and management of our Bank and in charge of the president's office.

Mr. Tang has over 26 years of experience in banking industry. He joined our Bank in August 2016. Prior to joining our Bank, Mr. Tang worked at Agricultural Bank of China Limited (中國農業銀行股份有限公司) ("ABC") (a company listed on the Shanghai Stock Exchange with stock code 601288, and on the Hong Kong Stock Exchange with stock code 1288) for over 24 years. He was the leader of the preparatory team of Moscow branch of ABC from February 2013 to March 2015 and then served as the director and the general manager of ABC (Moscow) Ltd. (中國農業銀行(莫斯科)有限公司) from March 2015 to August 2016. Mr. Tang worked at ABC Shenzhen branch and served as the general manager of human resources department and the principal successively from December 2008 to September 2009, and as a vice president from September 2009 to February 2013. Mr. Tang served as the president of ABC Longgang sub-branch (龍崗支行) in Shenzhen from March 2006 to June 2006 and the president of ABC Overseas Chinese Town sub-branch (華僑城支行) in Shenzhen from June 2006 to December 2008. He worked as the division director (處長) of the assets and liabilities management division (資產負債管理處) of ABC Shenzhen branch (深圳分行) from February 2004 to March 2006. From October 1998 to February 2004, he worked as a deputy division director (副處長) of different departments of ABC Shenzhen branch (深圳分行), including market development division (市場開發處), comprehensive planning division (綜合計劃處), personal business division (個人業務處), and assets and liabilities management division (資產負債管理處). Mr. Tang worked as a vice president of ABC Hongling North Road sub-branch (紅嶺北路支行) from March 1997 to October 1998. He worked as the section chief (科長) and then the assistant to division director (處長助理) of the planning division (計劃處) of ABC Shenzhen branch (深圳分行) from September 1995 to March 1997. Mr. Tang worked at the personnel division (人事處) of ABC Shenzhen branch as a deputy section chief (副科長) from March 1995 to September 1995. He worked as a staff member (科員) and then a deputy section chief (副科長) of the planning division of ABC Shenzhen branch from July 1992 to March 1995.

Mr. Tang obtained a bachelor's degree in economics from East China Normal University (華東師範大學) in Shanghai, the PRC, in July 1989. He obtained a master's degree in economics from Finance Research Institute of Head Office of the People's Bank of China (中國人民銀行總行金融研究所) (currently known as PBC School of Finance, Tsinghua University (清華大學五道口金融學院)) in Beijing, in July 1992. He is a senior economist granted by ABC in December 2011.

As far as the Bank is aware, as of the date of this circular, Mr. Tang has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES OF THE FIFTH SESSION OF THE BOARD

Mr. WANG Peiming (王培明), aged 58, has been an executive Director since February 2013. He currently serves as a member of the Related Parties Transactions Control Committee of the Bank. He is primarily responsible for participating in the strategic development of our Bank and making material business decisions.

Mr. Wang has over 30 years of experience in banking industry. He joined our Bank in May 2009 and worked as an assistant to the president from May 2009 to February 2014. Mr. Wang was the chairman of the board of directors of Jinshang Consumer Finance Co., Ltd. (晉商消費金融股份有限公司) from February 2016 to November 2018. Mr. Wang served as a vice president of our Bank from March 2014 to September 2016. Prior to joining our Bank, Mr. Wang worked at Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司) (“ICBC”) (a company listed on the Shanghai Stock Exchange with stock code 601398, and on the Hong Kong Stock Exchange with stock code 1398) from May 1985 to May 2009. He worked as a deputy section chief (副科長) of the security department (保衛科) and then a deputy section chief (副科長) of the commercial credit division (商業信貸科) of ICBC Changzhi sub-branch (長治市支行) from May 1985 to October 1988. Mr. Wang served as the president of ICBC Zhangzi county sub-branch (長子縣支行) from October 1988 to March 1991. He served as the director (主任) of Changbei office (長北辦事處) of ICBC in Changzhi City from March 1991 to February 1997. Mr. Wang worked as an assistant to president and the office head (辦公室主任) of ICBC Changzhi sub-branch from February 1997 to April 1998. He worked as a vice president of ICBC Yuci branch (榆次分行) from April 1998 to September 2000. Mr. Wang worked at ICBC Yuncheng branch (運城分行) as a vice president and then the president from September 2000 to September 2005. Mr. Wang served as the president of ICBC Changzhi branch from October 2005 to May 2009.

Mr. Wang graduated from the Graduate School of the Party School of the Central Committee of the CPC (中共中央黨校研究生學院) in the PRC, in July 2011, majoring in economics. He is a senior economist granted by ICBC in November 1994.

As far as the Bank is aware, as of the date of this circular, Mr. Wang has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. RONG Changqing (容常青), aged 49, has been an executive Director since September 2018, and a vice president of our Bank since December 2018. He currently serves as a member of the Related Parties Transactions Control Committee of the Bank. He is in charge of the legal and compliance department, retail banking department, personal credit loan assets management department, credit cards department, assets management department and small enterprises financial department.

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Mr. Rong has over 27 years of experience in auditing and corporate management. Prior to joining our Bank, he worked at Huaneng Capital Services Corporation Ltd. for about 14 years since June 2004, as the director (主管) and then the deputy division director (副處長) of the audit and supervision department (審計監察部), the deputy division director (副處長) and then the deputy manager (副經理) of the general manager work department (總經理工作部), the manager of the risk control department (風險控制部), and the general counsel (總法律顧問). Prior to that, he worked at Beijing Wandong Medical Equipment Co., Ltd. (北京萬東醫療裝備股份有限公司) (currently known as Beijing Wandong Medical Technology Co., Ltd. (北京萬東醫療科技股份有限公司)) (a company listed on the Shanghai Stock Exchange with stock code 600055) as the deputy manager of the finance department from April 2004 to June 2004. From October 2003 to April 2004, Mr. Rong served at Beijing Rongtai Hengjia Real Estate Development Co., Ltd. (北京榮泰恒嘉房地產開發有限公司) (currently known as Beijing Kaiya Real Estate Development Co., Ltd. (北京凱亞房地產開發有限公司)) as the chief auditor (審計總監). He worked at mobile digital department (移動數碼事業部) of BOE Technology Group Co., Ltd. (京東方科技集團股份有限公司) as a staff (職員) from February 2003 to October 2003. Prior to that, Mr. Rong once worked at Wuhan special commissioner's office of the Audit Office (審計署武漢特派辦).

Mr. Rong obtained a bachelor's degree in economics from Wuhan University (武漢大學) in Hubei Province, the PRC, in July 1991. He obtained a master's degree in management from Zhongnan University of Economics and Law (中南財經政法大學) in Hubei Province, the PRC, in December 2002. He is a senior auditor granted by the National Audit Office of the PRC (中華人民共和國審計署) in September 2005. Mr. Rong was granted the qualification of corporate legal counsel by Beijing Municipal Human Resources and Social Security Bureau (北京市人力資源和社會保障局) in October 2009.

As far as the Bank is aware, as of the date of this circular, Mr. Rong has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

NON-EXECUTIVE DIRECTORS

Mr. LI Shishan (李世山), aged 54, has been a non-executive Director since June 2017. He currently serves as a member of the Development and Strategy Committee of the Bank. He is primarily responsible for participating in providing strategic advice on corporate developments and making recommendations on major operational and managerial decisions of our Bank.

Mr. Li has more than 34 years of experience in economic management. Mr. Li worked in Shanxi Finance Bureau for over 30 years from November 1984 to August 2016. He was employed by Shanxi Financial Investment Holding Group Co., Ltd. (山西金融投資控股集團有限公司) ("**Shanxi Financial Investment**") and was nominated by Shanxi Financial Investment as a director of our Board in July 2016. He was the division director (處長) of economic development division I (經濟建設一處) from August 2015 to August 2016. He was the division

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director (處長) of the agricultural division from November 2009 to August 2015. Prior to that, Mr. Li worked in the information and internet center (信息網絡中心) from August 2005 to November 2009 as the director (主任). From August 2003 to August 2005, he served as the deputy division director (副處長) of the international matters division (國際處) and the deputy director (副主任) of the loan management office (貸款管理辦公室). Mr. Li was the deputy division director (副處長) of the external debts division (外債處) from August 2000 to August 2003. From April 1997 to August 2000, he was the deputy division director (副處長) of the foreign trade division (對外經濟貿易處). Prior to that, Mr. Li worked as a staff member, senior staff member (副主任科員), and then principal staff member (主任科員) in the industrial transportation division (工交處) of Shanxi Finance Bureau from November 1984 to April 1997.

Mr. Li graduated from College of Correspondence Party School of the Central Committee of the CPC (中共中央黨校函授學院) through correspondence study in December 2000, majoring in politics and law. He is an accountant granted by Department of Finance of the PRC (中華人民共和國財政部) in October 1994.

As far as the Bank is aware, as of the date of this circular, Mr. Li has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. XIANG Lijun (相立軍), aged 42, has been a non-executive Director since August 2018. He currently serves as a member of the Nomination, Remuneration and HR Committee of the Bank. He is primarily responsible for participating in providing strategic advice on corporate developments and making recommendations on major operational and managerial decisions of our Bank.

Mr. Xiang has about 20 years of experience in accounting. He holds positions at several subsidiaries of China Huaneng Group Co., Ltd. (中國華能集團有限公司) (“**China Huaneng Group**”), including the chairman of the board of directors of Huaneng Baocheng Wuhua Co., Ltd. (華能寶城物華有限公司) since January 2019, a director of Beijing Yuncheng Financial Information Services Co., Ltd. (北京雲成金融信息服務有限公司) since January 2018, a director of Huaneng Carbon Assets Management Co., Ltd. (華能碳資產經營有限公司) since October 2017, and a deputy general manager of Huaneng Capital Service Co., Ltd. (華能資本服務有限公司) since March 2016. Mr. Xiang has been the vice chairman of the board of directors of Huaxi Securities Co., Ltd. (華西證券股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code 002926) since August 2017. Mr. Xiang worked at China Huaneng Group from July 2005 to March 2016, as an officer (幹部) of the information services center (資訊服務中心) from July 2005 to November 2005, as a deputy division director (副處長) of the finance and accounting division I (財會一處), as a deputy division director (副處長) of the accounting division (會計處) and the division director (處長) of the general administration division (綜合處) from November 2005 to May 2012, as the division director (處長) of the general administration and statistics division (綜合與統計處) and the budget and general planning department (預算與綜合計劃部) from May 2012 to October 2012, and as a secretary of the secretary office of general office (辦公廳秘書處) and the division director (處長) of the general administration division (綜合處) from October 2012 to March

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2016. From January 2003 to July 2005, Mr. Xiang worked as an accountant and a deputy manager for planning and finance department of Huaneng Information Industry Holding Co., Ltd. (華能信息產業控股有限公司) (“**Huaneng Information Industry**”). From July 2000 to January 2003, he was an assistant accountant (助理會計師) of the assets management department of Huaneng Comprehensive Industry Co., Ltd. (華能綜合產業有限公司). Prior to that, Mr. Xiang worked as an officer (幹部) at the corporate management department of China Huaneng Technology Development Co., Ltd. (中國華能技術開發有限公司) (currently known as Huaneng Comprehensive Industry Co., Ltd. (華能綜合產業有限公司) (“**Huaneng Comprehensive Industry**”)) from April 2000 to July 2000. Huaneng Information Industry and Huaneng Comprehensive Industry both are subsidiaries of China Huaneng Group.

Mr. Xiang obtained a bachelor’s degree in accounting from Renmin University of China (中國人民大學) in Beijing, the PRC, in July 1998. He obtained a master’s degree in business administration from Tsinghua University (清華大學) in Beijing, the PRC, in July 2004. Mr. Xiang is a senior accountant granted by China Huaneng Group in December 2006.

As far as the Bank is aware, as of the date of this circular, Mr. Xiang has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. LIU Chenhang (劉晨行), aged 54, was elected as a non-executive Director by the Shareholders’ general meeting in May 2018. He currently serves as a member of the Audit Committee of the Bank. He is primarily responsible for participating in providing strategic advice on corporate developments and making recommendations on major operational and managerial decisions of our Bank.

Mr. Liu has more than 30 years of experience in economic management. He has been serving as the general manager of Taiyuan Haixin Assets Management Co., Ltd. (太原市海信資產管理有限公司) since February 2018, as the deputy manager of Taiyuan Finance Assets Management Center (太原市財政資產管理中心) since February 2018, as the general manager of Taiyuan Linhaitong Technology and Innovation Corporate Management Co., Ltd. (太原林海通科創企業管理有限公司) since May 2018, as the vice chairman of the board of directors of Taiyuan Shuilang Road Network Construction Co., Ltd. (太原水廊路網建設工程有限公司) since July 2018, and as a director of Taiyuan Haixin Public Rental Housing Real Estate Development Co., Ltd. (太原海信公租房置業發展有限公司) since July 2018. Mr. Liu worked at Taiyuan Municipal Finance Bureau from August 1985 to February 2018 and served as a staff member of city construction section (城建科) from August 1985 to May 1995, as a deputy section chief (副科長) of other corporations section (其他企業科) from June 1995 to September 1998, as a deputy section chief (副科長) of city construction section from September 1998 to June 2002, as a deputy division director (副處長) of city construction division from June 2002 to March 2013, and as the office director (辦公室主任) of Taiyuan Municipal Finance Bureau from March 2013 to February 2018.

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Mr. Liu completed studies at junior college level (專科) through correspondence study and graduated from Central Institute of Finance and Banking (中央財政金融學院) (currently known as Central University of Finance and Economics) in Beijing, the PRC, in July 1992, majoring in finance. Mr. Liu graduated from Shanxi University of Finance and Economics in Shanxi Province, the PRC, in July 1999, majoring in marketing. He is an accountant granted by Ministry of Finance of the PRC in October 1994.

As far as the Bank is aware, as of the date of this circular, Mr. Liu has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. LI Yang (李楊), age 32, was elected as a non-executive Director by the Shareholders' general meeting in May 2018. He currently serves as a member of the Consumer Rights Protection Committee of the Bank. He is primarily responsible for participating in providing strategic advice on corporate developments and making recommendations on major operational and managerial decisions of our Bank.

Mr. Li has more than eight years of experience in corporate management. He has been the assistant to the chairman of the board of directors of Changzhi Nanye Industry Group Co., Ltd. (長治市南燁實業集團有限公司) since December 2010.

Mr. Li obtained a bachelor's degree in law from Shanxi University in Shanxi Province, the PRC, in July 2015. Mr. Li was previously the legal representative, managing director or supervisor of the companies shown in the table below before their respective revocation of business license or deregistration.

Name of the Company	Place of establishment	Position	Status	Date of revocation of business license
Changzhi Nanye Mining Industry Co., Ltd. (長治市南燁礦業有限公司)	PRC	Legal representative and managing director	Business license revoked	April 25, 2008
Changzhi Huashengrong Mining Industry Co., Ltd. (長治市華晟榮礦業有限公司)	PRC	Supervisor	Dissolved and deregistered	June 30, 2012

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Mr. Li confirmed that the business license of Changzhi Nanye Mining Industry Co., Ltd. was revoked due to its failure to undergo annual inspection under the relevant PRC regulations because of its unfamiliarity with the relevant laws and regulations. Mr. Li confirmed that he did not incur any debt and/or liabilities because of such revocation of business license, and that the revocation of business license did not have any negative effect on our Bank.

Mr. Li confirmed that Changzhi Huashengrong Mining Industry Co., Ltd. was absorbed by Shanxi Huashengrong Coal Mine Co., Ltd. (山西華晟榮煤礦有限公司) in June 2012 and the debts and obligations of Changzhi Huashengrong Mining Industry Co., Ltd. were all transferred to Shanxi Huashengrong Coal Mine Co., Ltd. Mr. Li confirmed that after the absorption, Changzhi Huashengrong Mining Industry Co., Ltd. was deregistered and it was solvent at the time of deregistration, and he did not incur any debt and/or liabilities because of such deregistration, and that the deregistration did not have any negative effect on the Bank.

As of the date of this circular, Mr. Li held 90% equity interest in Changzhi Nanye Industry Group Co., Ltd. (“**Changzhi Nanye**”). Changzhi Nanye and Changzhi Huashengyuan Mining Industry Co., Ltd. (長治市華晟源礦業有限公司) (“**Changzhi Huashengyuan**”) are parties acting-in-concert according to their respective confirmation. Therefore, immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised), Mr. Li will be deemed to be interested in 685,227,255 Domestic Shares, representing 11.97% equity interest in the Bank. By virtue of SFO, Mr. Li is deemed to be interested in the Domestic Shares held by both Changzhi Nanye and Changzhi Huashengyuan.

As far as the Bank is aware, as of the date of this circular, Mr. Li has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. WANG Jianjun (王建軍), aged 43, has been a non-executive Director since August 2018. He currently serves as a member of the Risk Management Committee of the Bank. He is primarily responsible for participating in providing strategic advice on corporate developments and making recommendations on major operational and managerial decisions of our Bank.

Mr. Wang has over 20 years of experience in accounting. He holds positions at several subsidiaries of Lu'an Mining Industry (Group) Co., Ltd. (潞安礦業(集團)有限責任公司), including a director of Lu'an Group Finance Co., Ltd. (潞安集團財務有限公司) since August 2018, a director of Shanxi Lu'an Ruitai Investment Co., Ltd. (山西潞安瑞泰投資有限責任公司) since December 2017, and the head of the finance department of Shanxi Lu'an Environmental Energy Development Co., Ltd. (山西潞安環保能源開發股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code 601699) since November 2017. From March 2015 to November 2017, Mr. Wang worked at Wangzhuang pit (王莊煤礦) of Lu'an Mining Group, as the section chief of the finance section from March 2015 to February 2017, and as the chief accountant from February 2017 to November 2017. He was the financial director of Shanxi Shouyang Luyang Ruilong Coal Industry Co., Ltd. (山西壽陽潞陽

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瑞龍煤業有限公司) from July 2012 to March 2015. Prior to that, Mr. Wang worked as the financial director of Shanxi Shouyang Luyang Changtai Coal Industry Co., Ltd. (山西壽陽潞陽昌泰煤業有限公司) from December 2009 to July 2012. He worked at the finance section of Changcun pit (常村煤礦) of Lu'an Mining Group, as a staff member and then a deputy section chief from May 1997 to December 2009.

Mr. Wang graduated from Harbin Normal University through correspondence study in Heilongjiang Province, the PRC, in July 2013, majoring in financial management. Mr. Wang has been a member of the Chinese Institute of Certified Public Accountants since December 2009. Mr. Wang is a middle level accountant granted by the Ministry of Finance of the PRC in May 2002.

As far as the Bank is aware, as of the date of this circular, Mr. Wang has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. JIN Haiteng (金海騰), aged 67, has been an independent non-executive Director since June 2017. He currently serves as a member of the Development and Strategy Committee, a member of the Risk Management Committee, the chairperson of the Related Parties Transactions Control Committee and a member of Nomination, Remuneration and HR Committee of the Bank. He is primarily responsible for supervising and providing independent advice on the operation and management of our Bank.

Mr. Jin has more than 35 years of experience in banking industry and administrative management. He has been the chief executive officer of Shanghai Rongzhidao Investment Management and Consulting Co., Ltd. (上海融至道投資管理諮詢有限公司) since November 2011. He has been an executive director and the general manager of Shenzhen Qianhai Jin Haiteng Management and Consulting Co., Ltd. (深圳前海金海騰管理諮詢有限公司) since February 2015. Mr. Jin has been a supervisor of Guangzhou Rongzhiyi Education Information Consulting Co., Ltd. (廣州融至益教育信息諮詢有限公司) since January 2014. From March 2005 to December 2011, Mr. Jin served as a vice president of China Guangfa Bank Co., Ltd. (“CGB”). From June 1997 to December 2007, he was the president of Hangzhou branch, CGB. From January 1990 to May 1994, Mr. Jin served as the acting president and then the president of Yin County. Prior to that, he was the vice director of the finance office of Ningbo Municipal Government from February 1987 to January 1990, during which time he also served as the head of commercial bureau of Ningbo from May 1988 to January 1990. Mr. Jin worked at the Commodities Pricing Bureau of Ningbo from February 1981 to February 1987, as a deputy section chief from February 1981 to June 1985, and as a deputy head from June 1985 to February 1987.

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Mr. Jin is an independent non-executive director of the companies shown in the table below.

Name of the Company	Place of Establishment	Nature of Business	Term of Service
Suzhou Bank Co., Ltd. (蘇州銀行股份有限公司), listed on the Shenzhen Stock Exchange (stock code: 002966)	PRC	Banking	February 2015 to present
Beijing Xin'an Century Technology Co., Ltd. (北京信 安世紀科技股份有限公司)	PRC	Technology services	November 2017 to present
Guangdong Wanzhang Jinshu Information and Technology Co., Ltd. (廣東萬丈金數信息 技術股份有限公司)	PRC	Science studies and technology services	December 2018 to present

Mr. Jin obtained a junior college (專科) degree in basics for party and government leaders (黨政幹部基礎科) from Hangzhou University (杭州大學) in Zhejiang Province, the PRC, in June 1987.

The Directors are of the view that Mr. Jin will be able to devote sufficient time to discharge his responsibilities as an independent non-executive Director of the Bank because (i) Mr. Jin expects that the time to be spent for his roles in Shanghai Rongzhidao Investment Management and Consulting Co., Ltd. (上海融至道投資管理諮詢有限公司), Shenzhen Qianhai Jin Haiteng Management and Consulting Co., Ltd. (深圳前海金海騰管理諮詢有限公司), and Guangzhou Rongzhiyi Education Information Consulting Co., Ltd. (廣州融至益教育信息諮詢有限公司) and as an independent non-executive director of the other companies as disclosed above occupies approximately 80% of his working time and the remaining 20% of his working time is sufficient for him to fulfill his responsibilities in the Bank; and (ii) Mr. Jin has regularly attended the Board meetings of the Bank and various meetings of the committees under the Board in which he is a chairman/member since his appointment as an independent non-executive Director in June 2017.

As far as the Bank is aware, as of the date of this circular, Mr. Jin has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

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Mr. SUN Shihu (孫試虎), aged 74, has been an independent non-executive Director since February 2017. He currently serves as a member of the Audit Committee, a member of the Related Parties Transactions Control Committee and the chairperson of the Consumer Rights Protection Committee of the Bank. He is primarily responsible for supervising and providing independent advice on the operation and management of our Bank.

Mr. Sun has more than 30 years of experience in banking industry. Mr. Sun has been an independent non-executive director of Tangshan Bank Co., Ltd. (唐山銀行股份有限公司) since August 2013. Mr. Sun worked at the head office of ICBC (中國工商銀行總行) from April 1997 to March 2005 and served as the deputy general manager (副總經理) of the commercial credit loan department (商業信貸部) from April 1997 to April 1998, as the deputy general manager (副總經理) of the industrial and commercial credit loan department (工商信貸部) from April 1998 to July 2001, as the deputy general manager (副總經理) of the credit loan management department (信貸管理部) from July 2001 to February 2004, and as a researcher of the credit loan management department (信貸管理部) from February 2004 to March 2005. Prior to that, Mr. Sun worked at the Hubei branch of ICBC and served as the deputy division director of commercial credit loan division (商業信貸處) from July 1985 to August 1991, as the director of real estate credit loan department (房地產信貸部) from August 1991 to September 1993, as the general manager of Trust and Investment Company of Hubei Branch of ICBC (中國工商銀行湖北分行信託投資公司) from April 1992 to March 1996, as the division director (處長) of the audit division (稽核處) from March 1996 to October 1996 and as the chief economist (總經濟師) from October 1996 to April 1997.

Mr. Sun graduated from China Hubei University (中國湖北大學) (currently known as Zhongnan University of Economics and Law (中南財經政法大學)) in Hubei Province, the PRC, in August 1969, majoring in statistics. He is a senior economist (經濟師) granted by ICBC in December 1987.

As far as the Bank is aware, as of the date of this circular, Mr. Sun has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. WANG Liyan (王立彥), aged 62, has been an independent non-executive Director since September 2018, and currently serves as the chairperson of the Audit Committee, a member of the Related Parties Transactions Control Committee and a member of the Consumer Rights Protection Committee of the Bank. He is primarily responsible for supervising and providing independent advice on the operation and management of our Bank.

He has been working at Peking University for over 30 years since 1985 and consecutively served as a teaching assistant (助教), teacher (講師), associate professor and professor of accounting. Mr. Wang is a professor and Ph.D. supervisor of Accounting Faculty of Guanghua School of Management, Peking University. Mr. Wang is also the director of the Research Center for International Accounting and Finance of Peking University. Mr. Wang is the editor-in-chief of China Accounting Review (《中國會計評論》) and China Management Accounting (《中國管理會計》).

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Mr. Wang is an independent non-executive director of the listed companies shown in the table below.

Name of the Company	Place of Establishment	Nature of Business	Term of Service
China Shengmu Organic Milk Ltd. (中國聖牧有機奶業有限公司), listed on the Hong Kong Stock Exchange (stock code: 1432)	Cayman Islands	Dairy industry	June 2017 to present
Huaxin Cement Co., Ltd. (華新水泥股份有限公司), listed on the Shanghai Stock Exchange (stock code: 600801)	PRC	Cement industry	April 2015 to present
Unigroup Guoxin Microelectronics Co., Ltd. (紫光國芯微電子股份 有限公司), listed on the Shenzhen Stock Exchange (stock code: 002049)	PRC	Circuit chip design and development	March 2017 to present
Gettop Acoustic Co., Ltd. (共達電 聲股份有限公司), listed on the Shenzhen Stock Exchange (stock code: 002655)	PRC	Audio engineering industry	April 2018 to present
Shenzhen Sunwin Intelligent Co., Ltd. (深圳市賽為智能股份有限 公司), listed on the Shenzhen Stock Exchange (stock code: 300044)	PRC	Software development	September 2014 to August 2017

Mr. Wang obtained a doctor's degree in economics from Peking University in Beijing, the PRC, in July 1992. He has been a non-practicing member of the Chinese Institute of Certified Public Accountants since April 1994.

The Directors are of the view that Mr. Wang will be able to devote sufficient time to discharging his responsibilities as an independent non-executive Director of the Bank because (i) Mr. Wang expects that the time to be spent for his role as a professor in Peking University occupies less than 50% of his working time, and that he has sufficient time to fulfill his responsibilities in the Bank; and (ii) Mr. Wang has regularly attended the Board meetings of the Bank and various meetings of the committees under the Board in which he is a chairman/member since his appointment as an independent non-executive Director in September 2018.

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As far as the Bank is aware, as of the date of this circular, Mr. Wang has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. DUAN Qingshan (段青山), aged 61, was elected as an independent non-executive Director by the Shareholders' general meeting in May 2018. He currently serves as a member of the Development and Strategy Committee, a member of the Risk Management Committee and the chairperson of the Nomination, Remuneration and HR Committee of the Bank. He is primarily responsible for supervising and providing independent advice on the operation and management of our Bank.

Mr. Duan has more than 20 years of experience in banking industry. He worked at the head office of China Minsheng Bank Corp., Ltd. (中國民生銀行股份有限公司) (“**China Minsheng Bank**”) (a company listed on the Shanghai Stock Exchange with stock code 600016, and on the Hong Kong Stock Exchange with stock code 1988) from November 2007 to February 2017, and served as the general manager of human resources department from November 2007 to September 2012, as the chief financial director (財務總監) from April 2010 to April 2012, and as the chairman of the board of supervisors from April 2012 to January 2018. Mr. Duan worked at Taiyuan branch, China Minsheng Bank from November 1996 to November 2007, as a vice president from November 1996 to August 2000, and as the president from August 2000 to November 2007.

Mr. Duan obtained a master's degree in business administration from Wuhan University in Hubei Province, the PRC, in December 2006.

As far as the Bank is aware, as of the date of this circular, Mr. Duan has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. SAI Zhiyi (賽志毅), aged 50, has been an independent non-executive Director since August 2018. He currently serves as a member of the Audit Committee, the chairperson of the Risk Management Committee and a member of the Nomination, Remuneration and HR Committee and a member of the Consumer Rights Protection Committee of the Bank. He is primarily responsible for supervising and providing independent advice on the operation and management of our Bank.

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES OF THE FIFTH SESSION OF THE BOARD

Mr. Sai has over 27 years of experience in banking industry and corporate management. Mr. Sai has been the deputy general manager of Shandong Hi-speed Group Limited (山東高速集團有限公司) since August 2017, and the chairman of the board of directors of its subsidiary Shandong Hi-speed Co., Ltd. (山東高速股份有限公司) (“**Shandong Hi-speed**”, a company listed on the Shanghai Stock Exchange with stock code 600350) since July 2018. Mr. Sai worked as the vice chairman of the board of directors and the general manager of Shandong Hi-speed from June 2017 to July 2018. Prior to that, Mr. Sai worked as the vice chairman of the board of directors and the president of Weihai Commercial Bank Co., Ltd. (威海市商業銀行股份有限公司) (“**Weihai Bank**”) from May 2011 to June 2017. He was the general manager of Shandong Re-guarantee Group Co., Ltd. (山東再擔保集團有限公司) from November 2009 to June 2011. Mr. Sai served as a vice president of Weihai Bank from January 2002 to October 2009. From December 1998 to January 2002, Mr. Sai served as the president of a sub-branch of Weihai Bank. From August 1997 to December 1998, he was the director (主任) of credit loan department (信貸部) of Weihai City Cooperative Bank Co., Ltd. (威海市城市合作銀行股份有限公司) (currently known as Weihai City Commercial Bank Co., Ltd. (威海市商業銀行股份有限公司)). Mr. Sai worked for the Weihai branch of ICBC as an officer at deputy section level (副科級幹部) from February 1996 to August 1997. From November 1995 to February 1996, Mr. Sai served as the vice plant manager of Weihai Hua’ao Aluminum Windows Co., Ltd. (威海華澳鋁塑門窗有限公司). He worked at Weihai branch of ICBC and consecutively served as an accountant, an office clerk (辦事員) and an operation officer (業務主任) from January 1992 to November 1995.

Mr. Sai obtained a master’s degree in management from Tongji University (同濟大學) in Shanghai, the PRC, in May 2004. He obtained a doctor’s degree in management from Tongji University in Shanghai, the PRC, in June 2008. Mr. Sai is a senior economist granted by Department of Human Resources of Shandong Province (山東省人事廳) in March 2007.

As far as the Bank is aware, as of the date of this circular, Mr. Sai has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. YE Xiang (葉翔), aged 55, was elected as an independent non-executive Director by the Shareholders’ general meeting in December 2018. He currently serves as a member of the Audit Committee of the Bank. He is primarily responsible for supervising and providing independent advice on the operation and management of our Bank.

Mr. Ye has nearly 20 years of experience in financial industry. He is the founder and has been the managing director (董事總經理) of Vision Gain Capital Co., Ltd. (匯信資本股份有限公司) since January 2018. From August 2001 to November 2007, Mr. Ye worked at the China affairs department (中國事務部) of the SFC, as a senior manager from August 2001 to July 2005, as an associate director from August 2005 to July 2006, and as the director from August 2006 to November 2007.

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES
OF THE FIFTH SESSION OF THE BOARD**

Mr. Ye is an independent non-executive director of the listed companies shown in the table below.

Name of the Company	Place of Establishment	Nature of Business	Term of Service
51 Credit Card Inc. (51信用卡有限公司), listed on the Hong Kong Stock Exchange (stock code: 2051)	Cayman Islands	Peer to peer (P2P) lending platform	July 2018 to present
Datang Environment Industry Group Co., Ltd. (大唐環境產業集團股份有限公司), listed on the Hong Kong Stock Exchange (stock code: 1272)	PRC	Development of environmental protection and energy conservation business	November 2016 to present
Wuling Motors Holdings Limited (五菱汽車集團控股有限公司), listed on the Hong Kong Stock Exchange (stock code: 0305)	Bermuda	Automobile industry	October 2008 to present
Digital China Group Co., Ltd. (神州數碼集團股份有限公司), listed on the Shenzhen Stock Exchange (stock code: 000034)	PRC	Information Technology services	June 2011 to April 2016

Mr. Ye obtained a bachelor's degree in engineering from Zhejiang University (浙江大學) in Zhejiang Province, the PRC, in July 1983. He obtained a master's degree in economics from Zhejiang University in January 1991. Mr. Ye obtained a doctor's degree in economics from Finance Research Institute of Head Office of the People's Bank of China (中國人民銀行總行金融研究所) (currently known as PBC School of Finance, Tsinghua University (清華大學五道口金融學院)) in Beijing, the PRC, in April 1995. He is a chartered financial analyst granted by CFA Institute in September 2004.

Mr. Ye was previously a director of the company shown in the table below before its deregistration.

Name of the company	Place of establishment	Position	Status	Date of deregistration
VisionGain Capital Partners Limited	Hong Kong	Director	Dissolved and deregistration	September 25, 2015

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES
OF THE FIFTH SESSION OF THE BOARD**

Mr. Ye confirmed that the company never commenced operations and its deregistration was voluntary by the resolutions of the shareholders of the company. The above company was solvent at the time of deregistration, and he did not incur any debt and/or liabilities because of such deregistration, and that the deregistration did not have any negative effect on the Bank.

The Directors are of the view that Mr. Ye will be able to devote sufficient time to discharge his responsibilities as an independent non-executive Director of the Bank because Mr. Ye expects that the time to be spent for his role as the managing director in Vision Gain Capital Co., Ltd. occupies approximately 80% of his working time, and as an independent non-executive director of the other listed companies as disclosed above and our Bank occupies approximately 20% of his working time, and his working time to be devoted to our Bank is sufficient for him to fulfill his responsibilities in the Bank.

As far as the Bank is aware, as of the date of this circular, Mr. Ye has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

APPENDIX II BIOGRAPHICAL DETAILS OF THE SUPERVISOR CANDIDATES OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS

The biographical details of Supervisor Candidates of the fifth session of the Board of Supervisors are as follows:

SHAREHOLDERS' REPRESENTATIVE SUPERVISORS

Mr. BI Guoyu (畢國鈺), aged 55, has been a Shareholder's representative Supervisor since February 2009. He is primarily responsible for supervising the performance of duties by the Directors and the senior management, financial activities, internal control and risk management of our Bank.

Mr. Bi has around 30 years of experience in accounting. Mr. Bi has been working as a staff and then a deputy manager accountant (副主任會計師) of the finance center (財務中心) of Shanxi Jincheng Anthracite Mining Group Co., Ltd. (山西晉城無煙煤礦業集團有限責任公司) since July 1986.

Mr. Bi graduated from Hohai University (河海大學) in Jiangsu Province, the PRC, through correspondence study in July 2004, majoring in accounting. He is an accountant granted by Ministry of Finance of the PRC (中華人民共和國財政部) in October 1994.

As far as the Bank is aware, as of the date of this circular, Mr. Bi has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Ms. XU Jin (徐瑾), aged 42, has been a Shareholders' representative Supervisor since December 2015. She is primarily responsible for supervising the performance of duties by the Directors and the senior management, financial activities, internal control and risk management of our Bank.

Ms. Xu has around 20 years of experience in accounting. Ms. Xu has been working as the deputy director (副部長) of the finance department of Shanxi Coking Coal Co., Ltd. (山西焦煤集團有限責任公司) (the "**Shanxi Coking Coal**") since June 2013. From November 2017 to November 2018, Ms. Xu also served as the director (主任) of the preparatory office of finance shared center (財務共享中心籌備辦公室) of Shanxi Coking Coal. Ms. Xu was the section chief (科長) of the finance department (財務部) of Shanxi Coking Coal from December 2009 to May 2013. Prior to that, she worked at Xishan Coal Electricity Group Co., Ltd. (西山煤電集團有限責任公司) and served as a staff member (科員) of the finance division (財務處) from December 1999 to December 2005, and as a deputy section chief (副科長) of the capital settlement and management center (資金結算管理中心) from January 2006 to December 2009.

Ms. Xu obtained a bachelor's degree in engineering in June 2003 from Taiyuan University of Technology (太原理工大學) in Shanxi Province, the PRC. She obtained a bachelor's degree in accounting from Taiyuan University of Technology in January 2008 through correspondence study. Ms. Xu obtained a master's degree in business administration in June 2011 from Shanxi University of Finance and Economics (山西財經大學) in Shanxi Province, the PRC. Ms. Xu

APPENDIX II BIOGRAPHICAL DETAILS OF THE SUPERVISOR CANDIDATES OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS

has been a non-practicing member of the Chinese Institute of Certified Public Accountants since December 2009. She is also a holder of the certificate of senior level of accounting granted by Department of Human Resource and Social Security of Shanxi Province (山西省人力資源和社會保障廳) in April 2011.

As far as the Bank is aware, as of the date of this circular, Ms. Xu has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. XIA Guisuo (夏貴所), aged 56, has been a Shareholders' representative Supervisor since May 2018. He is primarily responsible for supervising the performance of duties by the Directors and the senior management, financial activities, internal control and risk management of our Bank.

Mr. Xia has more than 25 years of experience in accounting and financial industry. Mr. Xia has been a director of Shanxi Securities Co., Ltd. (山西證券股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code 002500) since July 2018. He has been a deputy head (副部長) of finance management department (財務管理部) of Jinneng Group Co., Ltd. (晉能集團有限公司) since November 2017. Mr. Xia has been a director of Shanxi International Electricity Group Limited Company (山西國際電力集團有限公司) ("**Shanxi International Electricity**") since April 2017 and the head (部長) of its finance department (財務部) since November 2017. Mr. Xia has been a director of Shanxi Top Energy Co., Ltd. (山西通寶能源股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code 600780) since May 2016. Mr. Xia was the manager of finance department of Shanxi International Electricity from July 2010 to November 2017, during which period he also served as the chief accountant (總會計師) at Jinneng Electricity Group Co., Ltd. (晉能電力集團有限公司) from February 2014 to March 2017, and as a director of Shanxi Zhangze Electric Power Co., Ltd. (山西漳澤電力股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code 000767) from April 2014 to May 2016. He was a director of Beijing Jingneng Power Co., Ltd. (北京京能電力股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code 600578) from August 2013 to December 2017. Mr. Xia worked as the chief accountant at Shanxi International Electricity Power Distribution Management Co., Ltd. (山西國際電力配電管理有限公司) (dissolved) from February 2008 to July 2010. From November 1992 to February 2008, he worked at Shanxi Top Energy Co., Ltd. (山西通寶能源股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code 600780), as the chief accountant (主管會計) from November 1992 to November 1996, as a deputy manager of finance department from November 1996 to January 1998, as the manager of finance department from January 1998 to November 2001, as an assistant to the general manager from August 2000 to November 2001, as the chief accountant from November 2001 to February 2008, and as the deputy general manager from March 2004 to February 2008.

APPENDIX II BIOGRAPHICAL DETAILS OF THE SUPERVISOR CANDIDATES OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS

Mr. Xia graduated from Shanxi Finance College (山西財經學院) (currently known as Shanxi University of Finance and Economics (山西財經大學)) in Shanxi Province, the PRC, in May 1989, majoring in finance (財政). He is a senior accountant granted by Department of Human Resources of Shanxi Province (山西省人事廳) in December 2000.

Mr. Xia was previously a director of the companies shown in the table below before their respective deregistration or revocation of business license.

Name of the Company	Place of establishment	Nature of services	Position	Status	Date of deregistration
Shanghai Tongbao Venture Investment Co., Ltd. (上海通寶創業投資有限公司)	PRC	Business service industry	Director	Dissolved and deregistered	March 31, 2006
Shanxi Tongbao Industry and Trade Co., Ltd. (山西通寶工貿有限公司)	PRC	Wholesale and retail	Director	Business license revoked	December 25, 2003

Mr. Xia confirmed that the deregistration of Shanghai Tongbao Venture Investment Co., Ltd. (上海通寶創業投資有限公司) was voluntary by the shareholders of the company. The company was solvent at the time of deregistration.

Mr. Xia confirmed that the business license of Shanxi Tongbao Industry and Trade Co., Ltd. (山西通寶工貿有限公司) was revoked due to its failure to undergo annual inspection under the relevant PRC regulations.

Mr. Xia confirmed that he did not incur any debt and/or liabilities because of such deregistration/revocation of business license, and that the deregistration/revocation of business license did not have any negative effect on our Bank.

As far as the Bank is aware, as of the date of this circular, Mr. Xia has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

EXTERNAL SUPERVISORS

Mr. LIU Shoubao (劉守豹), aged 52, has been an external Supervisor since December 2015. He is primarily responsible for supervising the performance of duties by the Directors and the senior management, financial activities, internal control and risk management of our Bank.

APPENDIX II BIOGRAPHICAL DETAILS OF THE SUPERVISOR CANDIDATES OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS

Mr. Liu has over 20 years of experience in law. Mr. Liu has been working as the director (主任) at Beijing P.H. Law Firm LLP (北京市普華律師事務所) since December 1996. Prior to that, he served as the director (主任) and partner at Beijing Huangdu Law Firm LLP (北京市皇都律師事務所) for about two years from December 1994. Mr. Liu once served as an officer of the International Institute (國際研究院) of CITIC Trust Investment Co., Ltd. (中國國際信託投資公司).

Mr. Liu obtained a bachelor's degree in law from Jiangxi University (江西大學) (currently known as Nanchang University (南昌大學)) in Jiangxi Province, the PRC, in July 1987. He obtained a master's degree in economic law from Southwest College of Political Science and Law (西南政法學院) (currently known as Southwest University of Political Science and Law (西南政法大學)) in Chongqing, the PRC, in July 1990. Mr. Liu obtained a doctor's degree in civil and commercial law from Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院) in Beijing, the PRC, in June 1993. Mr. Liu has been a practicing lawyer of the PRC since December 1995.

Mr. Liu worked as an independent non-executive director of the listed companies shown in the table below.

Name of the Company	Place of establishment	Nature of business	Term of service
Beijing Capital Development Co., Ltd. (北京首都開發股份有限公司), listed on the Shanghai Stock Exchange (stock code: 600376)	PRC	Property Development and Sale	August 2010 to August 2016
China Television Media, Ltd. (中視傳媒股份有限公司), listed on the Shanghai Stock Exchange (stock code: 600088)	PRC	Advertisement, media, and tourism	June 2010 to June 2016

As far as the Bank is aware, as of the date of this circular, Mr. Liu has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. WU Jun (吳軍), aged 65, has been an external Supervisor since May 2018. He is primarily responsible for supervising the performance of duties by the Directors and the senior management, financial activities, internal control and risk management of our Bank.

Mr. Wu worked at School of Banking & Finance (金融學院) (“**SoBF**”) of University of International Business and Economics for over 25 years since 1992 and once served as deputy professor, professor, Ph.D. supervisor and dean of SoBF.

**APPENDIX II BIOGRAPHICAL DETAILS OF THE SUPERVISOR CANDIDATES
OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS**

Mr. Wu was and is an independent non-executive director of the listed companies shown in the table below.

Name of the Company	Place of establishment	Nature of business	Term of service
Southwest Securities International Securities Ltd. (西證國際證券股份有限公司), listed on the Hong Kong Stock Exchange (stock code: 0812)	Bermuda	Financial services	January 2015 to present
Southwest Securities Co., Ltd. (西南證券股份有限公司), listed on the Shanghai Stock Exchange (stock code: 600369)	PRC	Financial services	March 2009 to March 2017

Mr. Wu obtained a junior college (專科) degree in finance from the finance department, Yunnan Finance and Trade College (雲南財貿學院) in Yunnan Province, the PRC, in July 1981. He obtained a master's degree in finance from the Finance Research Institute of Head Office of the People's Bank of China (中國人民銀行總行金融研究所) (currently known as PBC School of Finance, Tsinghua University (清華大學五道口金融學院)) in Beijing, the PRC, in July 1987. Mr. Wu obtained a doctor's degree in finance from the Finance Research Institute of Head Office of the People's Bank of China in May 1995.

As far as the Bank is aware, as of the date of this circular, Mr. Wu has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. LIU Min (劉旻), aged 56, has been an external Supervisor since May 2018. He is primarily responsible for supervising the performance of duties by the Directors and the senior management, financial activities, internal control and risk management of our Bank.

Mr. Liu has about 20 years of experience in accounting. Mr. Liu has been the responsible person of Shanxi Branch, BDO China Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所) (the “**BDO**”) since August 2008. He once served as the deputy general manager of Beijing Branch, BDO. Prior to that, he was the vice director (副所長) of Taiyuan Certified Public Accountants (太原會計師事務所) from July 1997 to December 1998, the director of Shanxi Jinyuan Certified Public Accountants (山西晉元會計師事務所) (“**Shanxi Jinyuan**”) from January 1999 to December 2000 and the chief accountant (主任會計師) of Shanxi Tianyuan Certified Public Accountants (山西天元會計師事務所) (“**Shanxi Tianyuan**”) from January 2001 to May 2005. Shanxi Jinyuan was established in the PRC and it merged with Shanxi Zhongyuan Certified Public Accountants (山西中元會計師事務所) and formed Shanxi Tianyuan as approved by Shanxi Finance Bureau (山西省財政廳) in July 2000. Shanxi Tianyuan was then deregistered voluntarily by the resolutions of the shareholders of the

**APPENDIX II BIOGRAPHICAL DETAILS OF THE SUPERVISOR CANDIDATES
OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS**

company in July 2005. Shanxi Tianyuan was dissolved at the time of deregistration, and Mr. Liu did not incur any debt and/or liabilities because of such deregistration, and the deregistration did not have any negative effect on the Bank.

Mr. Liu graduated from Shijiazhuang Army Command College, China P.L.A. (中國人民解放軍石家莊陸軍指揮學院) in Hebei Province, the PRC, in July 1982, majoring in military command (軍事指揮). He passed the self-taught higher education exams of accounting at undergraduate level (會計專業本科高等教育自學考試) and was approved for graduation by Shanxi Finance College (山西財經學院) (currently known as Shanxi University of Finance and Economics (山西財經大學)) in Shanxi Province, the PRC, in December 1991. Mr. Liu has been a member of the Chinese Institute of Certified Public Accountants since October 2006. He was also a holder of the certificate of senior level of accounting granted by Department of Human Resources of Shanxi Province (山西省人事廳) in January 2003.

As far as the Bank is aware, as of the date of this circular, Mr. Liu has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

EMPLOYEES’ REPRESENTATIVE SUPERVISOR

Mr. XIE Liying (解立鷹), aged 52, has been an employees’ representative Supervisor since July 2009 and the chairman of the Board of Supervisors since December 2016. He is primarily responsible for supervising the performance of duties by the Directors and the senior management, financial activities, internal control and risk management of our Bank.

Mr. Xie has over 20 years of experience in administrative and corporate management. He has been the chief human resources officer of our Bank since January 2014. He served as the general manager of the human resources department of our Bank from May 2009 to January 2014. Mr. Xie was seconded to the preparatory team of our Bank from September 2008 to May 2009, when he worked as the deputy director in the cadre report center of the organization department of the Shanxi Provincial Party Committee from April 2006 to May 2009. Mr. Xie was a principal staff member in the cadre (under direct management) section of the organization department of the Shanxi Provincial Party Committee from April 2003 to April 2006. Prior to that, he worked as an officer at the expert services center of the organization department of the Shanxi Provincial Party Committee from February 1998 to April 2003. Mr. Xie worked as the deputy director and then the director of the office of the training center of Shanxi Administration for Industry and Commerce from December 1994 to February 1998, during which period he was seconded to the expert services center of the organization department of the Shanxi Provincial Party Committee from October 1996 to February 1998.

Mr. Xie obtained a bachelor’s degree in economics from Beijing College of Finance and Commerce in Beijing, the PRC, in July 1989.

As far as the Bank is aware, as of the date of this circular, Mr. Xie has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. WEN Qingquan (溫清泉), aged 46, has been an employees’ representative Supervisor since May 2019. He is primarily responsible for supervising the performance of duties by the Directors and the senior management, financial activities, internal control and risk management of our Bank.

Mr. Wen has more than eight years of experience in banking industry. Mr. Wen has been the director of the president’s office of our Bank since February 2019. Mr. Wen joined our Bank in March 2011. He worked as the deputy general manager of the human resources department of our Bank from May 2015 to February 2019, during which period he also served as the deputy director of the assessment office of our Bank from November 2016 to February 2018 and then the general manager of the assessment training department of our Bank from February 2018 to February 2019. Mr. Wen served as the assistant to the general manager of the human resources department of our Bank from April 2011 to May 2015. Prior to joining our Bank, Mr. Wen worked at Shanxi Elderly Cadre Bureau of Shanxi Provincial Party Committee from September

2001 to March 2011 and served as a senior staff member from November 2002 to October 2005, as a principal staff member from October 2005 to February 2009 and as an associate editor and the vice president of Shanxi Elderly Magazine of Shanxi Elderly Cadre Bureau of Shanxi Provincial Party Committee from February 2009 to March 2011. Mr. Wen worked at the party school of Heshun County Party Committee from August 1998 to October 2000 and then worked at the organization department of Heshun County Party Committee from October 2000 to November 2001.

Mr. Wen obtained a bachelor’s degree in economics from Shanxi Agricultural University in Shanxi Province, the PRC, in July 1998.

As far as the Bank is aware, as of the date of this circular, Mr. Wen has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

Mr. GUO Zhenrong (郭振榮), aged 54, has been an employees’ representative Supervisor since May 2019. He is primarily responsible for supervising the performance of duties by the Directors and the senior management, financial activities, internal control and risk management of our Bank.

Mr. Guo has more than 30 years of experience in banking industry. Mr. Guo has been the candidate of the president of our Comprehensive Reform Demonstration Zone sub-branch since February 2019. Mr. Guo joined our Bank in May 2009 and worked as the general manager of the No. 2 business department of our Bank from May 2009 to March 2011, as the president of our Linfen branch from March 2011 to January 2014, as the general manager of the personal credit assets department of our Bank from January 2014 to January 2017 and then as the general manager of the institutional development department of our Bank from January 2017 to February 2019. Prior to joining our Bank, Mr. Guo worked at China Construction Bank Corporation (“CCB”) (a company listed on the Shanghai Stock Exchange with stock code 601939 and on the Hong Kong Stock Exchange with stock code 939) for over 20 years. He served as a cadre, a staff member and then a senior staff member of the central investment division of CCB Shanxi branch from July 1986 to July 1993, as a senior staff member of the credit management division from July 1993 to August 1994 and as the section chief of the business audit section of the inspection and review division of CCB Shanxi branch from August 1994 to February 1998. He then worked as the assistant to president, the chief inspection and approval officer and then the deputy director of the audit office of CCB Linfen branch from February 1998 to April 2002. Mr. Guo worked at CCB Shanxi branch as the deputy division director of the comprehensive business division of the general audit office from April 2002 to June 2003 and then as the deputy general manager of the planning and finance department from June 2003 to June 2007. He worked as the vice president of CCB Linfen branch for nearly two years since June 2007.

Mr. Guo obtained a bachelor’s degree in economics from Dongbei University of Finance & Economics in Liaoning Province, the PRC, in July 1986. Mr. Guo completed graduate studies and graduated from Beijing Technology and Business University in Beijing, the PRC in January 2004, majoring in industry economics. He further completed studies and graduated from Party School of Central Committee of the CPC in July 2006. Mr. Guo is a China Registered Senior Business Strategist certified by China Commercial Occupational Skill Testing And Instruction Center (中國商業聯合會商業職業技能鑒定指導中心) in January 2008. He is a senior economist granted by CCB in December 1998.

As far as the Bank is aware, as of the date of this circular, Mr. Guo has not received any punishment from the regulatory authorities for the PRC banking industry, the PRC securities regulatory authorities and other relevant authorities or any penalty from stock exchanges.

MEASURES FOR EQUITY MANAGEMENT OF JINSHANG BANK CO., LTD.

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the equity management of Jinshang Bank Co., Ltd. (hereinafter referred to as the Bank), protect the legitimate interests of the Bank, depositors and other customers, safeguard the legitimate interests of shareholders, and promote the continued sound development of the Bank, these Measures are formulated in accordance with the laws and regulations such as the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Commercial Banking Law of the People's Republic of China (《中華人民共和國商業銀行法》) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as well as the relevant provisions of China Banking and Insurance Regulatory Commission (hereinafter referred to as the CBIRC) and the departments such as equity registration and custody institution of the Bank, and the Articles of Association of Jinshang Bank Co., Ltd. (Applicable after Listing of H Shares) (hereinafter referred to as the Articles of Association).

Article 2 The Bank's shares are divided into domestic shares and H shares. Shares issued by our Bank to investors within the PRC and subscribed for in RMB shall be referred to as domestic shares, under centralizing custody of China Securities Depository and Clearing Corporation Limited Beijing Branch (hereinafter referred to as the CSDC). Shares issued by our Bank to investors outside the PRC and subscribed for in foreign currency shall be referred to as foreign shares. Foreign shares listed outside the PRC shall be referred to as overseas listed foreign shares.

Shares listed and traded on an overseas stock exchange upon approvals by the departments authorized by the State Council and by the overseas securities regulatory authority shall be collectively known as overseas listed shares.

The overseas listed shares issued by our Bank and listed on the Stock Exchange of Hong Kong Limited (hereinafter referred to as Hong Kong Stock Exchange) are referred to as H shares. H shares refer to the shares listed on the Hong Kong Stock Exchange after approval with par value denominated in RMB and subscribed for and traded in Hong Kong dollars. The H shares of the Bank are mainly held in the custody of securities depository and clearing company in Hong Kong and may also be held by the shareholders under their own names.

The equity management referred to in these Measures is the management of equity on the holders of domestic shares and H shares of the Bank, including but not limited to shareholder's qualification and responsibility, change in shareholding, equity pledge. Equity management matters that need to be considered and approved by the Shareholders' general meeting or the Board of the Bank shall be implemented in accordance with the relevant laws and regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association. Matters that the Bank is unable to actually implement management due to the different jurisdictions of the H Shares shall be handled in accordance with the relevant regulations or practices of jurisdiction in which they are traded.

Article 3 Unless otherwise stated, the term “shareholders” as mentioned in these Measures refers to the ordinary shareholders of the Bank. The term “equity” or “shares” as mentioned in these Measures refers to the ordinary shares held by the ordinary shareholders of the Bank.

Article 4 In term of equity management, the Bank shall adhere to the principles of legality and regulatory compliance, and follow the principles of categorized management, good qualifications, clear relationships, specific rights and responsibilities, and openness and transparency.

Article 5 The Bank and the shareholders of the Bank shall make full disclosure of relevant information and accept social supervision in accordance with laws, regulations and regulatory requirements.

Article 6 The Bank shall manage the substantial shareholders of the Bank in accordance with laws, regulations and regulatory requirements. Substantial shareholders of the Bank refer to shareholders who hold or control above 5% shares or voting rights of the Bank, or who hold less than 5% of total number of shares but have significant influence on the operational management of the Bank.

“Significant influence” in the preceding paragraph includes but is not limited to dispatching directors, supervisors or senior management to the Bank, affecting the financial and business management decision-making of the Bank via agreements or by other means, and other circumstances identified by the CBIRC or its local offices.

CHAPTER 2 SHAREHOLDER QUALIFICATIONS AND RESPONSIBILITIES

Section 1 General Rules

Article 7 The shareholders of the Bank are persons lawfully holding shares of the Bank, with their names recorded in the register of shareholders. A shareholder of the Bank shall meet the requirements of relevant regulatory authorities including banking regulatory institutions for subscribing to the shares.

Article 8 The shareholders of the Bank shall have sound social reputation, credit records, tax payment records and financial status, and shall comply with provisions of laws, regulations and regulatory requirements.

Article 9 The relationship between the Bank’s shareholders and their controlling shareholders, de facto controllers, affiliates, persons acting in concert and ultimate beneficiaries shall be clear and transparent.

The shareholding ratio of a shareholder of the Bank and its affiliates and persons acting in concert shall be calculated on a consolidated basis.

Article 10 The Bank shall examine the shareholder qualifications in accordance with laws, regulations and regulatory requirements.

The investors and their affiliates and persons acting in concert, either separately or jointly, intending to initially or accumulatively hold more than 5% of the total shares of the Bank, shall file an application with the banking regulatory authorities for approval in advance.

The investors and their affiliates and persons acting in concert that hold, either separately or jointly, more than 1% but less than 5% of the Bank's total shares shall, within ten working days after obtaining the corresponding equity, report to the banking regulatory authorities through the Bank.

Article 11 The shareholders of the Bank shall perform their obligation of capital contribution in strict accordance with laws and regulations and the requirements of the CBIRC.

The shareholders of the Bank shall purchase shares of the Bank with their own funds and ensure the fund are obtained from legal sources, rather than entrusted funds, debt funds and other funds not owned by them unless otherwise prescribed by laws and regulations.

Article 12 No shareholder of the Bank may authorize any other person to hold equity of the Bank or accept any other person's authorization to hold equity of the Bank.

Article 13 The shareholders of the Bank and their affiliates and persons acting in concert purchasing shares of the Bank shall follow the requirements on shareholding ratios as prescribed by the CBIRC.

Article 14 The shareholders of the Bank shall abide by the relevant provisions on related party transactions as prescribed by laws and regulations and the CBIRC, and may not engage in any improper related party transactions with the Bank, neither shall they use their influence over the operation and management of the Bank to seek illegitimate benefits.

Article 15 Where the Bank experiences a major risk incident or commits a major violation of law or regulations and is subsequently subject to risk disposal or takeover measures by the CBIRC or its local offices, the shareholders shall actively cooperate with the CBIRC or its local offices in conducting such risk disposal and other necessary work.

Section 2 Special Provisions of Substantial Shareholders

Article 16 A substantial shareholder shall undertake in writing that he/she will abide by laws and regulations, regulatory requirements and the Articles of Association when purchasing the Bank's equity and shall explain the purpose of such purchase.

Article 17 A substantial shareholder of the Bank shall state its equity structure level by level up to its de facto controller and ultimate beneficiary, as well as its relationship as an affiliate or a person acting in concert with any other shareholder.

Article 18 The substantial shareholders of the Bank shall report the following information to the Bank in a timely, accurate and complete manner:

- (I) Their operating conditions, financial information and shareholding structures;
- (II) The sources of their funds used to purchase the Bank's equity;
- (III) Their controlling shareholders, de facto controllers, affiliates, persons acting in concert and ultimate beneficiaries and any changes thereof;
- (IV) Any of their shareholdings in the Bank that is subject to litigation preservation measures or law enforcement;
- (V) Any of their shareholdings in the Bank that is pledged or released;
- (VI) Any change in their names;
- (VII) Any merger or spin-off;
- (VIII) Any regulatory measures imposed on them such as suspension of business for rectification, designated custody, take-over or revocation, or any entry into proceedings in relation to dissolution, bankruptcy or liquidation;
- (IX) Any other circumstances that may cause changes to their shareholder qualifications conditions or lead to changes in their equity holding of the Bank.

Article 19 The shareholders of the Bank and their affiliates and persons acting in concert shall not purchase shares of more than two commercial banks as a substantial shareholder or control more than one commercial bank.

The purchase of shares of a commercial bank by an investor entity holding shares of a commercial bank upon authorization by the State Council, a banking financial institution or an entity as otherwise prescribed by laws and regulations, or merger and acquisition or restructuring of a high-risk commercial bank by an investor upon approval of the CBIRC shall not be subject to the provisions of the preceding paragraph.

Article 20 Any of the Bank's substantial shareholders and its controlling shareholder or de facto controller shall not fall under any of the following circumstances:

- (I) Being listed as an object subject to any joint punishment for dishonesty by relevant authorities;
- (II) Committing any act of seriously evading or cancelling bank debts;
- (III) Providing false materials or making false statements;
- (IV) Being significantly responsible for the failure of commercial banks to operate or major violations of laws and regulations;
- (V) Rejecting or obstructing the lawful implementation of supervision and administration by CBIRC or its local offices;
- (VI) Having been investigated and punished by any financial regulatory authority or relevant government agency due to violation of laws and regulations, thus having caused adverse impact;
- (VII) Other circumstances that may cause adverse impact on the operation and management of the Bank.

Article 21 The substantial shareholders of the Bank shall not transfer the equity of the Bank held by them within five years from the date of obtaining the equity, except for special circumstances when the CBIRC or its local offices approve to adopt risk management measures, or the CBIRC or its local offices enforce the transfer, or the equity involved in judicial enforcement or the transfer occurs between different entities controlled by the same investors.

Article 22 The substantial shareholders of the Bank shall exercise their rights as capital contributors in strict accordance with laws and regulations, regulatory provisions and the Articles of Association, fulfill the obligations of capital contributor, and may not abuse their shareholder rights or utilize their influence to intervene in the decision-making power and management power that the Board of Directors and the senior management are entitled to in accordance with the Articles of Association, or directly intervene in or utilize their influence to intervene in the business management of the Bank bypassing the Board of Directors and the senior management, conduct tunneling, or cause damage to the lawful rights and interests of any depositor, the Bank or any other shareholder in any other form.

Article 23 The substantial shareholders of the Bank shall make a written commitment to supply additional capital to the Bank according to regulatory requirements when necessary and report their capital replenishment capacity to the CBIRC or its local offices through the Bank on an annual basis.

Article 24 The substantial shareholders of the Bank shall establish effective risk isolation mechanisms to prevent any risk from spreading and transferring among shareholders, the Bank and other affiliates.

Article 25 The substantial shareholders of the Bank shall effectively manage the concurrent holding of positions by any of the members of its Board of Directors, members of, Board of Supervisors and senior management and those of the Bank or other affiliates to prevent conflicts of interest.

CHAPTER 3 CHANGE IN EQUITY

Article 26 Shareholders of the Bank shall comply with relevant laws and regulations, regulatory requirements, the Articles of Association and the provisions of these Measures in handling the business related to change in equity.

Article 27 Shareholders of the Bank intend to transfer its equity in the Bank shall notify the transferee of the need to comply with the laws and regulations and conditions stipulated by the CBIRC.

Article 28 The operation of the transfer of domestic shares of the Bank shall be subject to internal review and registration by the Bank. After the Bank completes the procedures, both parties to the transaction shall go to the CSDC to complete the transfer registration. If the above operations are not completed, it shall be deemed that the transfer of shares is unsuccessful, and the relevant consequences shall be borne by the both parties to the transaction. The Bank and the CSDC shall not be liable to the responsibilities.

The disputes over creditor's rights and debts and the economic and legal liabilities arising among the applicants for changes in equity, and the applicants for changes in equity and other affiliates due to changes in equity shall be borne by the concerned parties and not related to the Bank.

Article 29 Changes in equity shall be subject to the completion of registration of changes in equity by the Bank's equity registration and custody institution.

Article 30 Where changes in the domestic shares of the Bank due to division of property as a result of dissolution of the marriage relationship, inheritance and bequest, the parties to the dissolution of the marriage, the legal heir and the legatee may go to the Bank and the CSDC to handle the procedures for changes in share successively. If above operations are not completed, it shall be deemed that the change of shares is unsuccessful, and the relevant consequences shall be borne by the applicants. The Bank and the CSDC shall not be liable to the responsibilities.

The changes in the H shares of the Bank due to dissolution of the marriage relationship, inheritance and bequest shall be subject to the relevant regulations of the Hong Kong Stock Exchange.

Article 31 After the subject qualification of the institutional shareholder holding the domestic shares of the Bank is canceled or lost as a result of other statutory circumstances, the subject that has the right to inherit the property of the institutional shareholder may go to the Bank and the CSDC to handle the procedures for changes in share successively with the relevant certificates.

Article 32 Shareholders who obtained the shares of the Bank due to ruling or auction by the people's court in accordance with the laws shall also comply with the requirements of relevant laws, regulations and regulatory requirements regarding the shareholder qualification, number of shares held, shareholding ratio and shareholding method.

CHAPTER 4 EQUITY PLEDGE

Article 33 The shareholders of the Bank may pledge their equity held in the Bank in accordance with relevant laws and regulations, regulatory requirements and the Articles of Association, in which, the holders of the H share shall handle in accordance with the relevant provisions of the Hong Kong Stock Exchange, while the holders of the domestic share shall handle in accordance with the relevant laws and regulations, regulatory requirements, the Articles of Association and the relevant provisions of these Measures.

Article 34 Where the shareholder pledges his or her equities for himself or herself or any other person, he/she shall strictly comply with laws, regulations and the requirements of the regulatory department, and inform the Bank's Board of Directors in advance.

The office of the Board of the Bank shall be responsible for undertaking the collection, review, submission and other routine work of banks' equity pledge information.

Article 35 Where a shareholder, who has representation on the Board of Directors or the board of supervisors, or directly, indirectly or jointly holds or controls 2% or more share capital or voting rights in the Bank pledges his equity interests in the Bank, it shall make a filing to the Board of Directors of the Bank prior to the pledge. The filing shall state the basic information of the pledge, including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgees. Where the Board of Directors considers the pledge to be materially adverse to the stability of the Bank's shareholding structure, the corporate governance as well as the control of risk and connected transactions, the filing shall not be accepted. The director(s) nominated by a shareholder proposing to pledge his shares in the Bank shall abstain from voting at the meeting of the Board of Directors at which such proposal is considered.

Article 36 Upon the registration of pledge of equity interests, the shareholder involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner as required by the Bank's risk management and information disclosure.

Article 37 Where the balance of the shareholder's borrowings in the Bank exceeds the net value of audited equities of the Bank held by him in the previous year, the shareholder shall not pledge the Bank's equities.

Article 38 Where a shareholder pledges 50% or more of his equity interests in the Bank, the voting rights of such shareholder at the shareholders' general meetings, as well as the voting rights of the director(s) designated by such shareholder at board meetings, shall be subject to restrictions.

Article 39 The Bank does not accept the shares of the Bank as the subject of pledge rights.

Article 40 The creation or change of pledge of the domestic shares of the Bank shall be subject to completion of the registration formalities with the CSDC after the approval of the Bank. When the holders of domestic shares of the Bank conduct the external pledge guarantee for itself or others with the domestic shares held in the Bank, and the registration formalities of creation or change of pledge have not been reviewed by the Bank and handled with the CSDC in accordance with the relevant regulations, the disputes arising between the shareholders, the pledgee and the third party shall not be related to the Bank and the CSDC.

The pledge release registration of the domestic shares of the Bank shall be handled by the parties to pledge in accordance with the requirements of the CSDC, and the Bank shall be notified in a timely manner.

CHAPTER 5 RESPONSIBILITIES OF THE BANK

Article 41 The Board of Directors of the Bank shall perform its responsibilities diligently and undertake the ultimate responsibilities of equity affairs management.

The chairman of the Bank shall be the foremost responsible person for handling equity affairs of the Bank. The secretary of the Board of Directors of the Bank assists the chairman of the Board of Directors and is the direct responsible person in handling the equity affairs. Both the Chairman and the secretary of the Board of Directors of the Bank shall perform their duties faithfully, honestly and diligently.

Article 42 The Bank shall strengthen communication with shareholders and investors, and be responsible for administrative licensing applications, shareholder information and related issues reports and information submissions related to equity affairs.

Article 43 The Bank shall strengthen examination on the qualification of its shareholders, verify the information of substantial shareholders and their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries and follow up the changes thereof, judge the impact from the shareholders on the operation and management of the Bank and fully report or disclose relevant information in a timely and accurate manner according to the laws.

Article 44 The Board of Directors of the Bank shall, at least annually, evaluate its substantial shareholders regarding their qualifications, performance of commitments, implementation of the Articles of Association or terms of agreements, as well as their compliance with laws, regulations and regulatory requirements, and submit the evaluation reports thereof to the CBIRC or its local offices in a timely manner.

Article 45 The Bank shall strengthen the management of equity pledge and release, record pledge-related information on the register of shareholders, and promptly assist shareholders in handling pledge registration with relevant institutions.

Article 46 The Bank shall disclose its equity information in a truthful, accurate and complete manner through semi-annual reports or annual reports on its official website and via other channels. The disclosure includes:

- (I) Shares and the total number of shareholders at the end of the reporting period, and the changes in shares during the reporting period;
- (II) At the end of the reporting period, the company's top ten shareholders' shareholdings;
- (III) The substantial shareholders and their controlling shareholders, de facto controllers, affiliates, persons acting in concert and ultimate beneficiaries at the end of the reporting period;
- (IV) Related party transactions with substantial shareholders and their controlling shareholders, de facto controllers, affiliates, persons acting in concert and ultimate beneficiaries during the reporting period;
- (V) The pledge of the equity of the Bank by the substantial shareholders;
- (VI) Shareholders' nomination of directors and supervisors;
- (VII) Other information as required by the CBIRC.

Article 47 If the relevant information of substantial shareholders may affect the significant changes in the shareholders qualifications or lead to material changes in their equity holding of the Bank, the Bank shall promptly disclose the information.

Article 48 The Bank shall, when disclosing information, make an explanation about any equity matter that has been reported to the CBIRC or its local offices for approval but is still pending approval thereof.

CHAPTER 6 SUPPLEMENTAL PROVISIONS

Article 49 The term “over” mentioned in these Measures shall include the relevant figure itself; the terms “lower than” and “less than” shall not include the relevant figure itself.

Article 50 The meanings of the following terms mentioned in these Measures shall be explained as follows:

- (I) A controlling shareholder refers to a shareholder who contributes more than 50% of the total capital of a limited liability company or holds more than 50% of the total share capital of a joint stock company, or a shareholder who, despite the proportion of its contribution or shareholding being less than 50%, has sufficient voting rights based on its contribution or shareholding to exert significant impact on the resolutions of the shareholders’ meeting or the shareholders’ general meeting, according to Article 216 of the Company Law of the People’s Republic of China.
- (II) The actual controller refers to the person who, despite not being a shareholder of a company, is able to actually control the conduct of a company through investment relations, agreements or other arrangements, according to Article 216 of the Company Law of the People’s Republic of China.
- (III) A related party refers to those who has the power to control, jointly control or exercise significant influence over another party, or where two or more parties are subject to common control, joint control or significant influence from another party, according to the Accounting Standard for Business Enterprises 36 – Related Party Disclosures. However, state-owned enterprises are not related solely as a result of being commonly controlled by the State.
- (IV) Acting in concert refers to the act or fact of an investor jointly expanding the number of voting shares of a company at its disposal by agreements and other arrangements with other investors. The relevant investors who agree to act in concert are persons acting in concert.
- (V) An ultimate beneficiary refers to a person who is actually entitled to the equity interests of a commercial bank.

Article 51 The Board of Directors of the Bank shall be responsible for the interpretation of these Measures.

Article 52 These Measures shall be effective on the date of consideration and approval by the shareholders' general meeting. The former Measures for Equity Management of Jinshang Bank Co., Ltd. (原《晉商銀行股份有限公司股權管理辦法》) shall be automatically terminated. Where there are matters not covered herein or otherwise contradicts the laws, regulations, regulatory requirements promulgated or amended after these Measures becoming effective, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association, the latter shall prevail.

MANAGEMENT RULES FOR EQUITY PLEDGE OF JINSHANG BANK CO., LTD.

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the management of equity pledge of Jinshang Bank Co., Ltd. (hereinafter referred to as the Bank), in accordance with laws and regulations, such as the Property Law of the People's Republic of China (《中華人民共和國物權法》), the Guarantee Law of the People's Republic of China (《中華人民共和國擔保法》), the Guidelines on Corporate Governance of Commercial Banks (《商業銀行公司治理指引》), the Interim Measures for Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》), the CBRC Notice on Enhanced Management of Pledge of Equity Interest in Commercial Banks (《中國銀監會關於加強商業銀行股權質押管理的通知》), departmental rules, regulatory documents, relevant regulatory requirements and the business rules of the Bank's equity registration and custody institutions (hereinafter referred to as laws and regulations) and the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of Jinshang Bank Co., Ltd. (applicable upon the listing of H Shares) (hereinafter referred to as the Articles of Association), based on the actual situation of the Bank, these rules are formulated.

Article 2 The management of equity pledge of the Bank shall adhere to the principles of legality and regulatory compliance.

Article 3 The term "equity pledge" as used in these Rules refers to the Shareholder, as the debtor or a third party, pledges its equity in the Bank to the creditor, and the equity is deemed as a guarantee for the creditor's rights. If the debtor fails to perform the debt due or the pledge is fulfilled by the parties, the creditor has the right to receive priority compensation for the proceeds from the disposal of the equity.

The debtor or third party specified in the preceding paragraph is the pledgor, and the creditor is the pledgee.

Article 4 The term "equity pledge management" as used in these Rules refers to the management of the Bank's actions in relation to the equity pledge of the Bank by shareholders of the Bank (hereinafter referred to as Shareholders), mainly involving the equity pledge management department and its duties, the management procedures of equity pledge, the rights and obligations of Shareholders to equity pledge and information disclosure of equity pledge and other matters.

Article 5 The Bank's equity may be pledged by law, but the Bank shall not accept using its own shares as the subject of pledges.

**CHAPTER 2 MANAGEMENT DEPARTMENT OF EQUITY PLEDGE
AND ITS RESPONSIBILITIES**

Article 6 The Office of the Board of the Bank is the specific management department that performs the management functions of equity pledge stipulated in these Rules, the main responsibilities include:

- (I) Responsible for the establishment of the management monitoring ledger of equity pledge, and bear the daily work such as recording, collecting, sorting and submitting the information of equity pledge;
- (II) Responsible for coordinating the securities registration institution to support the equity pledge of the Bank;
- (III) Coordinating the management of the pledge of equity by the relevant departments of the whole bank;
- (IV) To undertake other matters related to the management of equity pledge assigned by the Board.

Article 7 The risk management department is responsible for assisting in the review of equity pledge application documents that shall be filed with the Board. The review opinions issued should include information on the balance of the Shareholders' loans in the Bank.

CHAPTER 3 MANAGEMENT PROCEDURE OF EQUITY PLEDGE

Article 8 If a Shareholder needs to use his/her equity in the Bank as a guarantee for himself or others, the said shareholder shall strictly comply with laws and regulations and requirements of regulatory authorities and shall notify the Board of the Bank in advance.

Article 9 The Bank conducts a formal review of the application materials provided by the Shareholders. The Shareholders shall ensure that the application materials such as the pledge contract provided are true, accurate, complete and legal, and that the pledges and contents comply with the laws and regulations and the provisions of the Articles of Association.

The disputes and legal liabilities arising from the invalidity of the pledge registration due to illegal content, violations of the application materials and other reasons shall be borne by the Shareholders, and the Bank shall not bear any responsibility.

**APPENDIX V MANAGEMENT RULES FOR EQUITY PLEDGE OF
JINSHANG BANK CO., LTD.**

Article 10 Shareholders applying to the Bank for registration of shares pledge shall provide the following materials:

- (I) Application for registration of shares pledge (appendix);
- (II) The original pledge contract (the name, quantity, unit and other factors of the pledged shares shall be clearly defined);
- (III) Valid identification documents of both parties of the pledge;
- (IV) Where the pledged shares are held by state-owned Shareholders, the pledge filing documents (if any) filed with the state-owned assets supervision and administration institution shall be provided;
- (V) Other materials required by the Bank.

Article 11 The Office of the Board of the Bank shall review the pledge application materials submitted by Shareholders and sign the review opinions.

For the pledge applications other than those provided in paragraph three of this article, the Office of the Board shall report to the chairman of the Board for approval after being reviewed by it. After being approved by the chairman, the Office of the Board will issue the review opinion to the Shareholders.

Shareholders being Directors and Supervisors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, they shall report to the Board of Directors of the Bank for filing after being reviewed by the Office of the Board, Shareholders shall state the basic information including the reasons for pledge, equity amount, term of pledge and pledger. The Shareholder's application shall not be kept in archives if the Board of Directors identifies that his/her pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related transactions. Directors nominated by the Shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing.

Article 12 After obtaining the review opinions of the Bank's consent to pledge, the Shareholders shall promptly file an application with the Beijing Branch of China Securities Depository and Clearing Corporation Limited (hereinafter referred to as CSDC) for the pledge registration formalities.

Article 13 The formalities for the registration of changes in the equity pledge of the Shareholders of the Bank are the same as those for the creation of the equity pledge.

Article 14 When the Shareholders of the Bank conduct the external pledge guarantee for itself or others with the their equity holding of the Bank, and the registration formalities of creation or change of pledge have not been reviewed by the Bank and handled with the CSDC in accordance with the relevant regulations, the disputes arising among the Shareholders, the pledgee and the third party shall be not related to the Bank and the CSDC.

Article 15 The discharge of pledge of the Bank's equity held by the Shareholders of the Bank shall be subject to the registration of pledge discharge by the parties involving the pledge in accordance with the requirements of CSDC, and shall be promptly notified to the Bank.

CHAPTER 4 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS IN RELATION TO EQUITY PLEDGE

Article 16 The equity that a Shareholder applies for pledge shall be the equity that can be transferred and pledged in accordance with the law. Equity pledge shall not be applied to the equity of the Bank in the following circumstances:

- (I) the equity as prohibited from pledging by the Articles of Association, relevant agreements or other legal documents, or other equities within the term of restriction on transfer;
- (II) equity with unclear ownership or disputes affecting the value of the pledged equity and right of disposal thereof;
- (III) equity being frozen, or imposed of other enforced measures, in accordance with the law;
- (IV) equity that should have been filed with the Board of the Bank but have not been filed therewith, or the filling has not been passed, before the equity pledge in accordance with requirements;
- (V) equity involving repeating pledges.

Article 17 Where the loan balance of the Shareholders in the Bank exceeds the audited net equity of the Bank held by them in the previous year, the equity of the Bank held by them shall not be pledged.

Article 18 The relevant Shareholders who have pledged the equity of the Bank shall provide financial data and statement of performance of debts under the main contract on a periodic basis at the request of the Bank, so that the Bank can conveniently conduct financial analysis, risk monitoring and other works.

Article 19 The Bank pays close attention to whether the pledged equity is involved in litigation, freezing, discounting, auctions and other matters in accordance with laws and regulations and regulatory requirements. If the Shares of the Bank held by the substantial Shareholders are pledged and involved in litigation, freezing, discounting, auction, custody, set-up trusts or being restricted on voting rights by the law, such matters shall be promptly notified to the Bank on the date on which the incident happens and the Bank will disclose them in accordance with the regulations.

The Bank shall timely inquire and record the information of frozen equity and maintain regular contact with the judicial departments to have a grasp of the information of equity auction in a timely manner.

When being informed that the equity is auctioned, the Bank should take the initiative to contact the judicial department and the auction institution, and issue an official letter to inform them of the qualifications and requirements for being the Shareholders of the Bank required by laws, regulations and regulatory policies, and ask them to cooperate in selecting the bidders in compliance with laws, regulations and regulatory requirements to participate in the auction, in order to ensure that the qualification of the bidder who win the bid is in compliance with laws, regulations and regulatory requirements.

Article 20 The Shareholders' voting rights and those of the Directors appointed by them, shall be restricted when they vote at the shareholders' general meeting and the meeting of the Board of Directors in the event that the amount of equity they pledged arrives at or exceeds 50% of their respective equity in the Bank.

CHAPTER 5 INFORMATION DISCLOSURE OF EQUITY PLEDGE

Article 21 The Bank's Shareholders are required to report the equity pledge information to the Bank in a timely manner in accordance with laws and regulations and the relevant information disclosure system of the Bank. The Bank will disclose the information according to the regulations.

Article 22 The Bank shall truthfully, accurately and completely disclose information of the pledge of the equities of the Bank by the Bank's substantial Shareholders on the official website and other channels in interim reports or annual reports.

Article 23 In case of any of the following circumstances, the Bank shall disclose information in a timely manner in quarterly reports, annual reports, etc., and shall report the same to the banking regulatory authority through channels for reporting legal person regulatory information within ten days upon occurrence of the relevant circumstances; and the banking regulatory authority has the right to take appropriate regulatory measures regarding impacts of risks on the Bank in these circumstances:

- (I) the pledged equities of the Bank have reached or exceeded 20% of all its equities;
- (II) the number of equities of the Bank pledged by substantial Shareholders has reached or exceeded 50% of its shareholding in the Bank;
- (III) the pledged equities of the Bank involve freezing, judicial auction, legal restrictions on voting rights or are subject to restrictions from other rights.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 24 Substantial Shareholders of the Bank refer to Shareholders who hold or control more than 5% shares or voting rights of the Bank, or who hold less than 5% of total number of shares but have significant influence on the operational management of the Bank.

“Significant influence” in the preceding paragraph includes but is not limited to dispatching Directors, Supervisors or senior management to the Bank, affecting the financial and business management decision-making of the Bank via agreements or by other means, and other circumstances identified by the CBIRC or its local offices.

Article 25 Where there are matters not covered herein or these rules otherwise contradict the laws, regulations, regulatory requirements as promulgated or amended after these Rules becoming effective, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association, the latter shall prevail.

Article 26 These Rules shall be implemented from the date of approval by the Bank’s Shareholders’ general meeting, and the former Management Measures for Equity Pledge of Jinshang Bank Co., Ltd. (原《晉商銀行股份有限公司股權質押管理辦法》) shall be abolished at the same time.

Article 27 The Board of the Bank shall have the power to interpret these Rules.

NOTICE OF THE EGM

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晋商银行
Jinshang Bank

JINSHANG BANK CO., LTD.*

晉商銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2558)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that the 2019 first extraordinary general meeting (the “**EGM**”) of Jinshang Bank Co., Ltd.* (the “**Bank**”) will be held at the Multi-function Room, 3rd Floor, Lihua Grand Hotel, No. 1 Changfeng West Street, Wanbailin District, Taiyuan, Shanxi Province, the PRC at 10:00 a.m. on November 5, 2019 (Tuesday). Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated September 20, 2019 (the “**Circular**”).

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

ORDINARY RESOLUTIONS

1. To consider and approve the resolutions in respect of the re-election and appointment of directors (the “**Directors**”) for the fifth session of the board of directors of the Bank (the “**Board**”):
 - (i) to consider and approve Mr. YAN Junsheng as an executive Director of the fifth session of the Board;
 - (ii) to consider and approve Mr. TANG Yiping as an executive Director of the fifth session of the Board;
 - (iii) to consider and approve Mr. WANG Peiming as an executive Director of the fifth session of the Board;
 - (iv) to consider and approve Mr. RONG Changqing as an executive Director of the fifth session of the Board;

NOTICE OF THE EGM

- (v) to consider and approve Mr. LI Shishan as a non-executive Director of the fifth session of the Board;
 - (vi) to consider and approve Mr. XIANG Lijun as a non-executive Director of the fifth session of the Board;
 - (vii) to consider and approve Mr. LIU Chenhang as a non-executive Director of the fifth session of the Board;
 - (viii) to consider and approve Mr. LI Yang as a non-executive Director of the fifth session of the Board;
 - (ix) to consider and approve Mr. WANG Jianjun as a non-executive Director of the fifth session of the Board;
 - (x) to consider and approve Mr. JIN Haiteng as an independent non-executive Director of the fifth session of the Board;
 - (xi) to consider and approve Mr. SUN Shihu as an independent non-executive Director of the fifth session of the Board;
 - (xii) to consider and approve Mr. WANG Liyan as an independent non-executive Director of the fifth session of the Board;
 - (xiii) to consider and approve Mr. DUAN Qingshan as an independent non-executive Director of the fifth session of the Board;
 - (xiv) to consider and approve Mr. SAI Zhiyi as an independent non-executive Director of the fifth session of the Board; and
 - (xv) to consider and approve Mr. YE Xiang as an independent non-executive Director of the fifth session of the Board.
2. To consider and approve the resolutions in respect of the re-election and appointment of Shareholders' representative supervisors (the "**Supervisors**") and external Supervisors for the fifth session of the board of supervisors of the Bank (the "**Board of Supervisors**"):
- (i) to consider and approve Mr. BI Guoyu as a Shareholders' representative Supervisor of the fifth session of the Board of Supervisors;
 - (ii) to consider and approve Ms. XU Jin as a Shareholders' representative Supervisor of the fifth session of the Board of Supervisors;

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- (iii) to consider and approve Mr. XIA Guisuo as a Shareholders' representative Supervisor of the fifth session of the Board of Supervisors;
 - (iv) to consider and approve Mr. LIU Shoubao as an external Supervisor of the fifth session of the Board of Supervisors;
 - (v) to consider and approve Mr. WU Jun as an external Supervisor of the fifth session of the Board of Supervisors; and
 - (vi) to consider and approve Mr. LIU Min as an external Supervisor of the fifth session of the Board of Supervisors.
3. To consider and approve the resolution in respect of adoption of the Measures for Equity Management of Jinshang Bank Co., Ltd. (《晉商銀行股份有限公司股權管理辦法》) and Management Rules for Equity Pledge of Jinshang Bank Co., Ltd. (《晉商銀行股份有限公司股權質押管理細則》).

By order of the Board
Jinshang Bank Co., Ltd.*
YAN Junsheng
Chairman

Taiyuan, September 20, 2019

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

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

Notes:

1. For more information about above resolutions, please refer to the Circular. Biographical details of Director Candidates of the fifth session of the Board and Supervisor Candidates of the fifth session of the Board of Supervisors, the Measures for Equity Management of Jinshang Bank Co., Ltd. and Management Rules for Equity Pledge of Jinshang Bank Co., Ltd. are set out in Appendix I, Appendix II, Appendix IV and Appendix V to the Circular, respectively.
2. **Registration Procedures for Attending the EGM**

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

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3. Reply Slip

The Shareholders who intend to attend and vote at the EGM (in person or by proxy) shall complete the reply slip for the EGM, and return it in person, by post or by facsimile to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders), or the office of the Board of the Bank (the "**Office of the Board**") at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the Domestic Shareholders), on or before October 16, 2019 (Wednesday).

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

4. 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 or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The instrument appointing a proxy must be signed by the Shareholder or his/her attorney duly authorized in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorized in writing.

If the power of attorney of the proxy is signed by the authorized person of the appointer under a power of attorney or other authorization document(s) given by the appointer, such power of attorney or other authorization document(s) shall be notarized and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authorization document(s) must be delivered to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders), or to the Office of the Board at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the Domestic Shareholders) not later than 24 hours before the scheduled time for the holding of the EGM (i.e. 10:00 a.m. on November 4, 2019 (Monday)) or any adjournment thereof (as the case may be).

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

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

5. Closure of Register of Members And Eligibility for Attending And Voting at the EGM

The Bank's register of members will be closed from October 4, 2019 (Friday) to November 5, 2019 (Tuesday), both days inclusive, during which period no transfer of the Shares will be effected. The Shareholders whose names appear in the Bank's register of members on November 5, 2019 (Tuesday) shall be entitled to attend and vote at the EGM.

For a Shareholder to be eligible for attending and voting at the EGM, all transfer document(s) together with the relevant share certificates and other appropriate document(s) shall be delivered to our Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the H Shareholders) or our Office of the Board at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the Domestic Shareholders) no later than 4:30 p.m. on October 3, 2019 (Thursday).

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6. Publication of Poll Results

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

7. Miscellaneous

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