



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)

**PROXY FORM FOR THE 2019 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON NOVEMBER 5, 2019 (TUESDAY)**

Number of shares to which this Proxy Form relates ^(Note 1)	
Type of shares (H Shares or Domestic Shares) to which this Proxy Form relates ^(Note 1)	

I/We^(Note 2) _____
of _____
(address as shown in the register of members) being the holder(s) of _____
domestic shares (the **"Domestic Shares"**)/H shares (the **"H Shares"**)^(Note 3) of RMB1.00 each of Jinshang Bank Co., Ltd.* (the **"Bank"**), hereby appoint the Chairman of the meeting or^(Note 4) _____
of _____
as my/our proxy(ies) to attend, act and vote for me/us and on my/our behalf at the 2019 first extraordinary general meeting of the Bank (the **"EGM"**) 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 as hereunder indicated in respect of the resolutions set out in the notice of the EGM, and, if no such indication is given, as my/our proxy(ies) think(s) fit.

Unless otherwise stated, terms used in the notice of the EGM dated September 20, 2019 in connection with the resolutions below shall have the same meaning when used herein.

	ORDINARY RESOLUTIONS	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the resolution for the re-election and appointment of Directors (the "Directors") for the fifth session of the Board of Directors (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;			
	(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 resolution for the re-election and appointment of Shareholders' representative Supervisors and external Supervisors for the fifth session of the Board of Supervisors (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;			
	(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 for the 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 the 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》).			

Date: _____ 2019

Signature(s)^(Note 6) _____

Notes:

1. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Bank registered in your name(s). Please also insert the type of shares (H shares or domestic shares) to which this proxy form relates.
2. Please insert your full name and address(es) (as shown in the register of members) in **BLOCK LETTERS**.
3. Please insert the number of H Shares or Domestic Shares registered in your name(s) and delete as appropriate.
4. If any proxy other than the Chairman of the meeting is preferred, delete the words “**the Chairman of the meeting or**” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Bank. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED “ABSTAIN”.** The shares “**abstained**” from voting will be counted in the calculation of the required majority. Where there are ballots on which the words are not filled in, wrongly filled in or unintelligible or the ballots that are not voted, the voters shall be regarded as having relinquished their voting rights and the voting results of their shares shall be regarded as “**abstention**”. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Unless you have indicated otherwise in this proxy form, your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM.
6. This proxy form must be in writing under the hand of the shareholder or his/her attorney duly authorized in writing. For a corporate shareholder, this proxy form must be affixed with the common seal or signed by its director or attorney duly authorized in writing.
7. Where there are joint holders of any shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the EGM, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
8. The proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this proxy form is signed by a person on behalf of the appointor) must be delivered by H Shareholders to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for H Shareholders), or the Office of the Board at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for Domestic Shareholders) not later than 24 hours before the time for holding the EGM or any adjournment thereof, being 10:00 a.m. on November 4, 2019 (Monday).
9. You are reminded that completion and return of this proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

* *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.*