



晋商银行
Jinshang Bank

JINSHANG BANK CO., LTD.*
晋商银行股份有限公司*

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

**PROXY FORM FOR THE 2019 ANNUAL GENERAL MEETING
TO BE HELD ON JUNE 9, 2020 (TUESDAY) (OR ANY ADJOURNMENT THEREOF)**

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 of^(Note 4) _____

of _____ as my/our proxy(ies) to attend, act and vote for me/us and on my/our behalf at the 2019 annual general meeting of the Bank (the "AGM") to be held at the Conference Room, 22nd Floor, No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC at 10:00 a.m. on June 9, 2020 (Tuesday) or any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the AGM, 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 AGM dated April 24, 2020 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 Work Report of the Board of Directors for 2019;			
2.	To consider and approve the Work report of the Board of Supervisors for 2019;			
3.	To consider and approve the Profit Distribution Plan for 2019;			
4.	To consider and approve the Report of Final Financial Accounts for 2019;			
5.	To consider and approve the Financial Budget for 2020;			
6.	To consider and approve the Report of the Board of Supervisors on Supervision and Assessment on the Performance of Duties by Directors during 2019;			
7.	To consider and approve the Report of the Board of Supervisors on Assessment on the Performance of Duties by Supervisors during 2019;			
8.	To consider and approve the Report of the Board of Supervisors on Supervision and Assessment on the Performance of Duties by Senior Management during 2019;			
9.	To consider and approve the Determination of the Write-off Amount for Non-performing Loans and Bad Debts for 2020;			
10.	To consider and approve the Huaneng Framework Supplemental Agreement entered into between the Bank and Huaneng Capital, the transactions contemplated thereunder and the annual caps for the financial years ending December 31, 2020 and December 31, 2021 relating thereto;			
11.	To consider and approve the SSCIO Framework Supplemental Agreement entered into between the Bank and SSCIO, the transactions contemplated thereunder and the annual caps for the financial years ending December 31, 2020 and December 31, 2021 relating thereto;			

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
12.	To consider and approve the appointment of Auditors to audit Financial Statements for 2020;			
SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
13.	To consider and approve the Proposed Extension of the Term of Authorization for the Issuance of Financial Bonds;			
14.	To consider and approve the Proposed Issuance of Green Financial Bonds;			
15.	To consider and approve the Proposed Issuance of Tier-2 Capital Bonds;			
16.	To consider and approve the Proposed Amendments to the Articles of Association;			
17.	To consider and approve the Proposed Amendments to the Rules of Procedures for the Shareholders' General Meeting.			

Date: _____ 2020

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(s) 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 AGM.
 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 or other persons in charge.
 7. Where there are joint holders of any shares, any one of such persons may vote at the AGM, 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 AGM, 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 AGM or any adjournment thereof.
 9. You are reminded that completion and return of this proxy form will not preclude you from attending and voting in person at the AGM 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.*