



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 2020 FIRST H SHAREHOLDERS' CLASS MEETING
TO BE HELD ON JUNE 9, 2020 (TUESDAY) (OR ANY ADJOURNMENT THEREOF)**

Number of H Shares to which this Proxy Form relates ^(Note 1)	
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I/We^(Note 2) _____
of _____
(address as shown in the register of members) being the holder(s) of _____
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 first class meeting of 2020 (the "2020 First H Shareholders' Class Meeting") of the Bank to be held at the Conference Room, 22nd Floor, No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC on June 9, 2020 (Tuesday) immediately after the conclusion of the 2020 First Domestic Shareholders Class Meeting or any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the 2020 First H Shareholders' Class Meeting, 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 2020 First H Shareholders' Class Meeting dated April 24, 2020 in connection with the resolutions below shall have the same meaning when used herein.

SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the Proposed Amendments to the Articles of Association;			
2.	To consider and approve the Proposed Amendments to the Rules of Procedures for the Shareholders' General Meeting.			

Date: _____ 2020 Signature(s)^(Note 6): _____

Notes:

- Please insert the number of H 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 H Shares in the Bank registered in your name(s).
- Please insert your full name and address(es) (as shown in the register of members) in **BLOCK LETTERS**.
- Please insert the number of H Shares registered in your name(s) and delete as appropriate.
- 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. An H 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.**
- 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 H 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 H 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 2020 First H Shareholders' Class Meeting.
- This proxy form must be in writing under the hand of the H shareholder or his/her attorney duly authorized in writing. For a corporate H 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.
- Where there are joint holders of any H Shares, any one of such persons may vote at the 2020 First H Shareholders' Class Meeting, either personally or by proxy, in respect of such H Shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the 2020 First H Shareholders' Class Meeting, 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 H Shares shall alone be entitled to vote in respect thereof.
- 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 not later than 24 hours before the time for holding the 2020 First H Shareholders' Class Meeting or any adjournment thereof.
- You are reminded that completion and return of this proxy form will not preclude you from attending and voting in person at the 2020 First H Shareholders' Class Meeting 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.