



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 2022 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON DECEMBER 22, 2022 (THURSDAY) (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") (the "Shareholder(s)"), 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 2022 first extraordinary general meeting of the Bank (the "EGM") 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 December 22, 2022 (Thursday) 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.

	ORDINARY RESOLUTIONS	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the re-election and election of directors (the "Directors") for the sixth session of the board of directors of the Bank (the "Board"):			
	(i) to consider and approve Ms. HAO Qiang as an executive Director of the sixth session of the Board;			
	(ii) to consider and approve Mr. ZHANG Yunfei as an executive Director of the sixth session of the Board;			
	(iii) to consider and approve Mr. LI Shishan as a non-executive Director of the sixth session of the Board;			
	(iv) to consider and approve Mr. MA Hongchao as a non-executive Director of the sixth session of the Board;			
	(v) to consider and approve Mr. LIU Chenhong as a non-executive Director of the sixth session of the Board;			
	(vi) to consider and approve Mr. LI Yang as a non-executive Director of the sixth session of the Board;			
	(vii) to consider and approve Mr. WANG Jianjun as a non-executive Director of the sixth session of the Board;			
	(viii) to consider and approve Mr. WANG Liyan as an independent non-executive Director of the sixth session of the Board;			
	(ix) to consider and approve Mr. DUAN Qingshan as an independent non-executive Director of the sixth session of the Board;			
	(x) to consider and approve Mr. SAI Zhiyi as an independent non-executive Director of the sixth session of the Board;			
	(xi) to consider and approve Ms. HU Zhihong as an independent non-executive Director of the sixth session of the Board; and			
	(xii) to consider and approve Mr. CHAN Ngai Sang Kenny as an independent non-executive Director of the sixth session of the Board.			

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
2.	To consider and approve the re-election and election of shareholder supervisors (the “ Supervisors ”) and external Supervisors for the sixth session of the board of supervisors of the Bank (the “ Board of Supervisors ”):			
	(i) to consider and approve Mr. WANG Weiping as a shareholder Supervisor of the sixth session of the Board of Supervisors;			
	(ii) to consider and approve Ms. XU Jin as a shareholder Supervisor of the sixth session of the Board of Supervisors;			
	(iii) to consider and approve Mr. PANG Zhengyu as a shareholder Supervisor of the sixth session of the Board of Supervisors;			
	(iv) to consider and approve Mr. ZHUO Zeyuan as an external Supervisor of the sixth session of the Board of Supervisors;			
	(v) to consider and approve Mr. WU Jun as an external Supervisor of the sixth session of the Board of Supervisors; and			
	(vi) to consider and approve Mr. BAI Guangwei as an external Supervisor of the sixth session of the Board of Supervisors.			
3.	To consider and approve the determination of the write-off amount for non-performing assets (credit and non-credit) and bad debts for 2023.			

Date: _____ 2022

Signature(s)^(Note 6): _____

Notes:

1. Please insert the number of shares registered in your name(s) to which this proxy form (the “**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 needs 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/her 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 or other persons in charge.
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, Wanchai, Hong Kong (for H shareholders), or the office of the board of directors of the Bank 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.
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.*