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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)

POLL RESULTS OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING HELD ON DECEMBER 27, 2024 (FRIDAY)

The board (the “**Board**”) of directors (the “**Director(s)**”) of Jinshang Bank Co., Ltd.* (the “**Bank**”) hereby announces that the 2024 first extraordinary general meeting of the Bank (the “**EGM**”) was 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 27, 2024 (Friday). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the circular of the Bank dated December 5, 2024 (the “**Circular**”). Voting by way of poll was demanded as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) on the resolutions proposed at the EGM. The EGM was chaired by Mr. ZHANG Yunfei, the vice chairman of the Board and the president of the Bank. Mr. ZHANG Yunfei as an executive Director, Mr. LI Shishan, Mr. LIU Chenhang, Mr. LI Yang and Mr. WANG Jianjun as non-executive Directors, and Mr. WANG Liyan, Mr. DUAN Qingshan, Ms. HU Zhihong and Mr. CHAN Ngai Sang Kenny as independent non-executive Directors, attended the EGM either in person or by electronic means. The executive Director, Ms. HAO Qiang, the non-executive Director, Mr. MA Hongchao and the independent non-executive Director, Mr. SAI Zhiyi did not attend the EGM due to other business arrangements.

POLL RESULTS OF THE EGM

At the EGM, all the proposed resolutions set out in the notice of EGM dated December 5, 2024 were voted by poll and were duly passed.

As at the date of the EGM, the total number of issued Shares of the Bank was 5,838,650,000, including 4,868,000,000 Domestic Shares and 970,650,000 H Shares, which entitled the Shareholders to attend and subject to the restrictions on voting as set out below, to vote on the resolutions proposed at the EGM. A total of 23 Shareholders and authorized proxies, holding 4,261,981,423 Shares in total, representing approximately 73.00% of the total issued Shares of the Bank, were present at the EGM.

To the knowledge of the Bank, as the number of Shares pledged by certain Shareholders reaches or exceeds 50% of the number of Shares held by them in the Bank, such Shareholders' voting rights at the EGM shall be restricted according to the Articles of Association, and the restricted Shares amounted to 150,939,562 Shares in aggregate. Save as disclosed in this announcement, no Shareholder was restricted to vote in respect of any resolutions proposed at the EGM. As a result, as at the date of the EGM, the total number of Shares entitling the Shareholders of the Bank to vote in respect of the resolutions proposed at the EGM (save as the ordinary resolution numbered 1 in relation to the Renewed Huaneng Framework Agreement) was 5,687,710,438 Shares, including 4,717,060,438 Domestic Shares and 970,650,000 H Shares. Shareholders and proxies attending the EGM represented, in aggregate, 4,160,246,389 Shares carrying voting rights, being 73.14% of the total number of Shares carrying voting rights of the Bank as at the date of the EGM. The holding of the EGM was in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

Huaneng Capital is the substantial Shareholder of the Bank and holds 600,000,000 Shares, representing approximately 10.28% in the total issued share capital of the Bank. Pursuant to Rule 14A.36 of the Hong Kong Listing Rules, any Shareholder who has a material interest in the transaction must abstain from voting on the resolution. Therefore, Huaneng Capital and its associates must abstain from voting on the resolution regarding the Renewed Huaneng Framework Agreement, the transactions contemplated thereunder and the annual caps for the three years ending December 31, 2025, 2026 and 2027 at the EGM. As a result, the total number of Shares entitling the Shareholders of the Bank to vote on the resolution numbered 1 was 5,087,710,438 Shares, including 4,117,060,438 Domestic Shares and 970,650,000 H Shares.

Save as disclosed above, to the best knowledge, information and belief of the Board, having made all reasonable inquiries, there was no Shareholders who had any material interests in the matters considered at the EGM and were required to abstain from voting at the EGM and no Shareholders were required under the Hong Kong Listing Rules to abstain from voting at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favor of the resolutions proposed at the EGM pursuant to Rule 13.40 of the Hong Kong Listing Rules. No Shareholders have indicated in the Circular that they intend to vote against or abstain from voting on any of the resolutions proposed at the EGM.

The poll results in respect of the resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTIONS		Number of valid votes and percentage (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the Renewed Huaneng Framework Agreement entered into between the Bank and Huaneng Capital Service Co., Ltd., the transactions contemplated thereunder and the annual caps for the three years ending December 31, 2025, 2026 and 2027 relating thereto;	3,560,246,389 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the appointment of Mr. LI Yanbin as an executive director of the sixth session of the board of directors of the Bank;	4,160,246,389 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the appointment of Mr. LIANG Yongming as an independent non-executive director of the sixth session of the board of directors of the Bank;	4,160,246,389 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the appointment of Mr. SUO Xuquan as an independent non-executive director of the sixth session of the board of directors of the Bank;	4,160,246,389 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the resignation of Mr. WANG Liyan as an independent non-executive director of the Bank;	4,160,246,389 (100%)	0 (0%)	0 (0%)
6.	To consider and approve the determination of the write-off amount of non-performing assets (including credit assets and non-credit assets) for 2025.	4,160,246,389 (100%)	0 (0%)	0 (0%)
As more than half of the votes were cast in favor of the above-mentioned resolutions, the resolutions were duly passed as ordinary resolutions.				

In compliance with the requirements of the Hong Kong Listing Rules, Computershare Hong Kong Investor Services Limited, the Bank's H share registrar acted as a scrutineer for the vote-taking at the EGM. A supervisor representative, two Shareholder representatives and JunHe LLP were also the scrutineers for the vote-taking and vote-tabulation at the EGM. The progress of conducting poll at the EGM was witnessed by JunHe LLP, who presented a legal opinion concluding that the convening and the procedures for holding of the EGM, the eligibility of the Shareholders attending the EGM and the vote taking procedures of the EGM were in compliance with relevant laws, rules, regulations and the Articles of Association. The poll results are lawful and valid.

CHANGE OF DIRECTORS

The resolutions in relation to the appointment of Mr. LI Yanbin (“**Mr. Li**”) as an executive Director and the appointment of each of Mr. LIANG Yongming (“**Mr. Liang**”) and Mr. SUO Xuquan (“**Mr. Suo**”) as an independent non-executive Director have been approved by the Shareholders at the EGM and the qualification of each of Mr. Li, Mr. Liang and Mr. Suo as a Director is subject to the approval from Shanxi Supervision Bureau.

The biographical and remuneration details of Mr. Li, Mr. Liang and Mr. Suo have been disclosed in the announcements of the Bank dated August 6, 2024 and November 15, 2024 and the Circular.

The Bank will enter into a service contract with each of Mr. Li, Mr. Liang and Mr. Suo for a term of office commencing from the date of approval of his qualification of directorship by Shanxi Supervision Bureau till the date of the expiration of the term of office of the sixth session of the Board (three years from December 22, 2022).

The resolution in relation to the resignation of Mr. WANG Liyan (“**Mr. Wang**”) as an independent non-executive Director has been approved by the Shareholders at the EGM. Whereas the resignation of Mr. Wang will result in the number of the independent non-executive Directors falling below the minimum number required by the Articles of Association, pursuant to the Articles of Association, Mr. Wang will continue to perform his duties as an independent non-executive Director and the chairperson/vice chairperson/member of special committees under the Board, until the appointment of a new independent non-executive Director is approved by the Shareholders at a general meeting and his/her qualification of directorship is approved by Shanxi Supervision Bureau.

By order of the Board
Jinshang Bank Co., Ltd.*
LI Yanbin
Joint Company Secretary

Taiyuan, December 27, 2024

As at the date of this announcement, the Board comprises Ms. HAO Qiang and Mr. ZHANG Yunfei as executive Directors; Mr. LI Shishan, Mr. MA Hongchao, Mr. LIU Chenhang, Mr. LI Yang and Mr. WANG Jianjun as non-executive Directors; Mr. WANG Liyan, Mr. DUAN Qingshan, Mr. SAI Zhiyi, Ms. HU Zhihong and Mr. CHAN Ngai Sang Kenny 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.*