

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 2025 FIRST EXTRAORDINARY GENERAL MEETING HELD ON DECEMBER 19, 2025 (FRIDAY)

The board (the “**Board**”) of directors (the “**Director(s)**”) of Jinshang Bank Co., Ltd.* (the “**Bank**”) hereby announces that the 2025 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 19, 2025 (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 3, 2025 (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 “**Listing Rules**”) on the resolutions proposed at the EGM. The EGM was chaired by Ms. HAO Qiang, the chairwoman of the Board. Ms. HAO Qiang, Mr. ZHANG Yunfei and Mr. WANG Qi as executive Directors, Mr. GAO Yurong, Mr. LIU Chenhang, Mr. LI Yang and Mr. WANG Jianjun as non-executive Directors, and Mr. WANG Liyan, Ms. HU Zhihong, and Mr. LIANG Yongming as independent non-executive Directors, attended the EGM either in person or by electronic means. Mr. MA Hongchao, Mr. DUAN Qingshan and Mr. CHAN Ngai Sang Kenny did not attend the EGM due to official duties.

POLL RESULTS OF THE EGM

At the EGM, all the proposed resolutions set out in the notice of EGM dated December 3, 2025 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 3,810,352,469 Shares in total, representing approximately 65.26% 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 114,735,034 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 was 5,723,914,966 Shares, including 4,753,264,966 Domestic Shares and 970,650,000 H Shares. Shareholders and proxies attending the EGM represented, in aggregate, 3,708,617,435 Shares carrying voting rights, being 64.79% 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.

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 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 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(i)	To consider and approve Ms. HAO Qiang as an executive Director of the seventh session of the Board;	3,708,617,435 (100%)	0 (0%)	0 (0%)
1(ii)	To consider and approve Mr. ZHANG Yunfei as an executive Director of the seventh session of the Board;	3,708,617,435 (100%)	0 (0%)	0 (0%)
1(iii)	To consider and approve Mr. WANG Qi as an executive Director of the seventh session of the Board;	3,708,617,435 (100%)	0 (0%)	0 (0%)
1(iv)	To consider and approve Mr. GAO Yurong as a non-executive Director of the seventh session of the Board;	3,708,617,435 (100%)	0 (0%)	0 (0%)
1(v)	To consider and approve Mr. RONG Changqing as a non-executive Director of the seventh session of the Board;	3,708,617,435 (100%)	0 (0%)	0 (0%)

ORDINARY RESOLUTIONS		Number of valid votes and percentage (%)		
		FOR	AGAINST	ABSTAIN
1(vi)	To consider and approve Mr. WANG Xiankui as a non-executive Director of the seventh session of the Board;	3,708,617,435 (100%)	0 (0%)	0 (0%)
1(vii)	To consider and approve Mr. LI Yang as a non-executive Director of the seventh session of the Board;	3,708,617,435 (100%)	0 (0%)	0 (0%)
1(viii)	To consider and approve Mr. WANG Jianjun as a non-executive Director of the seventh session of the Board;	3,708,617,435 (100%)	0 (0%)	0 (0%)
1(ix)	To consider and approve Mr. DUAN Qingshan as an independent non-executive Director of the seventh session of the Board;	3,708,617,435 (100%)	0 (0%)	0 (0%)
1(x)	To consider and approve Ms. HU Zhihong as an independent non-executive Director of the seventh session of the Board;	3,708,617,435 (100%)	0 (0%)	0 (0%)
1(xi)	To consider and approve Mr. CHAN Ngai Sang Kenny as an independent non-executive Director of the seventh session of the Board;	3,708,617,435 (100%)	0 (0%)	0 (0%)
1(xii)	To consider and approve Mr. LIANG Yongming as an independent non-executive Director of the seventh session of the Board;	3,708,617,435 (100%)	0 (0%)	0 (0%)
1(xiii)	To consider and approve Mr. WU Xiaoping as an independent non-executive Director of the seventh session of the Board;	3,708,617,435 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the determination of the write-off amount for non-performing assets (credit and non-credit) for 2026;	3,708,617,435 (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.				
SPECIAL RESOLUTION		FOR	AGAINST	ABSTAIN
3.	To consider and approve the issuance of sci-tech innovation bonds.	3,708,617,435 (100%)	0 (0%)	0 (0%)
As more than two-thirds of the votes were cast in favor of the above-mentioned resolution, the resolution was duly passed as a special resolution.				

In compliance with the requirements of the 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.

RE-ELECTION AND APPOINTMENT OF DIRECTORS

The resolutions in relation to the re-election and appointment of (i) each of Ms. HAO Qiang, Mr. ZHANG Yunfei and Mr. WANG Qi as an executive Director of the Bank, (ii) each of Mr. GAO Yurong, Mr. RONG Changqing, Mr. WANG Xiankui, Mr. LI Yang and Mr. WANG Jianjun as a non-executive Director of the Bank and (iii) each of Mr. DUAN Qingshan, Ms. HU Zhihong, Mr. CHAN Ngai Sang Kenny, Mr. LIANG Yongming, and Mr. WU Xiaoping as an independent non-executive Director of the Bank have been approved by the Shareholders at the EGM and the qualifications of directorship of Mr. RONG Changqing, Mr. WANG Xiankui and Mr. WU Xiaoping are subject to the approval by Shanxi Supervision Bureau of National Financial Regulatory Administration ("**Shanxi Supervision Bureau**").

The biographical and remuneration details of each of the Directors have been disclosed in the announcement of the Bank dated November 27, 2025 and the Circular.

The Bank will enter into a service contract with each of the above-mentioned Director candidates in respect of their positions for a term of office of three years commencing from the date of approval by the relevant regulatory authorities or by the Shareholders at the EGM (as the case may be) till the date of the expiration of the term of office of the seventh session of the Board, which may be terminated by the Director through submitting written notice to the Board.

In accordance with relevant laws and regulations and the Articles of Association, Mr. MA Hongchao, Mr. LIU Chenhang and Mr. WANG Liyan will continue to perform their duties as Directors and relevant roles in the special committees of the Board pursuant to regulatory requirements until the qualifications of directorship of the Mr. RONG Changqing, Mr. WANG Xiankui and Mr. WU Xiaoping are approved by Shanxi Supervision Bureau.

RE-ELECTION AND APPOINTMENT OF CHAIRWOMAN AND VICE CHAIRMEN OF THE BOARD

The Board hereby announces that, at the first meeting of the seventh session of the Board held on December 19, 2025 (the "**First Meeting of the Seventh Session of the Board**"), Ms. HAO Qiang was re-elected as the Chairwoman of the seventh session of the Board, Mr. ZHANG Yunfei was re-elected as a vice Chairman of the seventh session of the Board, and Mr. RONG Changqing was newly elected as a vice Chairman of the seventh session of the Board.

The qualification of Mr. RONG Changqing as a vice Chairman is subject to the approval by the Shanxi Supervision Bureau and his term of office will commence from the date of such approval.

RE-APPOINTMENT OF PRESIDENT

At the First Meeting of the Seventh Session of the Board, the Board has considered and approved the re-appointment of Mr. ZHANG Yunfei as the president of the Bank. The biographical and remuneration details of Mr. ZHANG have been disclosed in the announcement of the Bank dated November 27, 2025 and the Circular. Mr. ZHANG's term as the president of the Bank shall be effective from the date of approval by the Board to the date of expiration of the term of office of the seventh session of the Board, which is subject to re-appointment upon the expiry of the term. The Bank will enter into a service contract with Mr. ZHANG.

Save as disclosed in the Circular and the announcement of the Bank dated November 27, 2025, as of the date of this announcement, Mr. ZHANG confirmed that (i) he has not held any other positions in the Bank or its subsidiary; (ii) he has not held any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years; (iii) he does not have any other major appointments and professional qualifications; (iv) he does not have any relationship with any Directors, supervisor, senior management or substantial or controlling Shareholders of the Bank; and (v) he does not have any interest in the shares of the Bank which are within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in the Circular and the announcement of the Bank dated November 27, 2025, there are no other matters in relation to the appointment of Mr. ZHANG as the president of the Bank required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Bank.

ELECTION OF BOARD COMMITTEES

The Board hereby announces that, at the First Meeting of the Seventh Session of the Board, the Board adopted a resolution that the composition of the seventh session of the Board committees is as follows:

The Development and Strategy Committee is comprised of five Directors, namely Ms. HAO Qiang as the chairperson, Mr. ZHANG Yunfei as the vice chairperson, and Mr. GAO Yurong, Mr. WU Xiaoping and Ms. HU Zhihong as members.

The Nomination, Remuneration and HR Committee is comprised of five Directors, namely Mr. DUAN Qingshan as the chairperson, Mr. LIANG Yongming as the vice chairperson, and Ms. HAO Qiang, Mr. WANG Xiankui and Ms. HU Zhihong as members.

The Audit Committee is comprised of five Directors, namely Mr. LIANG Yongming as the chairperson, Mr. DUAN Qingshan as the vice chairperson, and Mr. RONG Changqing, Mr. CHAN Ngai Sang Kenny and an employee Director to be elected as members.

The Risk Management Committee is comprised of five Directors, namely Mr. WU Xiaoping as the chairperson, Mr. DUAN Qingshan as the vice chairperson, and Mr. ZHANG Yunfei, Mr. WANG Jianjun and Ms. HU Zhihong as members.

The Related Parties Transactions Control Committee is comprised of five Directors, namely Mr. WU Xiaoping as the chairperson, Mr. Liang Yongming as the vice chairperson and Mr. ZHANG Yunfei, Mr. WANG Qi and Mr. DUAN Qingshan as members.

The Consumer Rights Protection Committee is comprised of four Directors, namely Ms. HU Zhihong as the chairperson, Mr. CHAN Ngai Sang Kenny as vice chairperson, and Mr. LI Yang and Mr. WANG Qi as members.

The appointment of Mr. RONG Changqing, Mr. WANG Xiankui and Mr. WU Xiaoping as members of the Board committees are subject to the approval by Shanxi Supervision Bureau of their qualifications of directorship. Their terms of office will commence from the date of the official approval by Shanxi Supervision Bureau of their qualifications till the date of expiration of the term of office of the seventh session of the Board.

Until the qualification of each Mr. RONG Changqing, Mr. WANG Xiankui and Mr. WU Xiaoping as a Director is approved by Shanxi Supervision Bureau, (i) Mr. MA Hongchao will temporarily perform the obligations of a member of the Audit Committee; (ii) Mr. LIU Chenhong will temporarily perform the obligations of a member of the Nomination, Remuneration and HR Committee; (iii) Mr. WANG Liyan will temporarily perform the obligations of a member of the Development and Strategy Committee, Risk Management Committee and Related Parties Transactions Control Committee; (iv) Mr. DUAN Qingshan will temporarily perform the obligations of the chairperson of the Risk Management Committee; and (v) Mr. LIANG Yongming will temporarily perform the obligations of the chairperson of the Related Parties Transactions Control Committee.

RE-COMPLIANCE WITH THE LISTING RULES

Reference is made to the announcement of the Bank dated November 4, 2025 in relation to the non-compliance with Rule 3.25 and Rule 3.27A of the Listing Rules. Following the above-mentioned election of Board committees arrangements, the Bank has re-compliance with Rule 3.25 and Rule 3.27A of the Listing Rules.

By order of the Board
Jinshang Bank Co., Ltd.*
Hao Qiang
Executive Director and Chairwoman

Taiyuan, December 19, 2025

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