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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jiangxi Bank Co., Ltd.\*, you should at once hand this circular, together with the form of proxy for the EGM, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1916)

### ACQUISITION OF JINXIAN RUIFENG COUNTY BANK FOR ESTABLISHMENT AS A BRANCH ISSUANCE AMOUNT OF CAPITAL INSTRUMENTS AND NOTICE OF THE 2025 FIRST EGM

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The Letter from the Board is set out on pages 3 to 7 of this circular.

The Bank will convene the EGM onsite at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on Tuesday, April 22, 2025. The notice of EGM is set out on pages 8 to 10 of this circular.

A form of proxy for use at the EGM is published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.jx-bank.com](http://www.jx-bank.com)), and despatched to H Shareholders in the manner as they elect to receive corporate communications. Whether or not you are attending and/or voting at the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon, and return it to the H Share Registrar (for H Shareholders) or to the office of the Board and the board of supervisors of the Bank (for Domestic Shareholders) in any event not less than 24 hours before the scheduled time for holding the EGM (i.e. by 9:30 a.m. on Monday, April 21, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending in person or voting at the EGM or any adjournment thereof should you so wish.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

\* Jiangxi 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.

April 7, 2025

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Articles of Association”	articles of association of the Bank (as amended from time to time)
“Bank”	Jiangxi Bank Co., Ltd.*, a joint stock company incorporated in the PRC with limited liability and the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“Board” or “Board of Directors”	the board of Directors of the Bank
“China” or “PRC”	the People’s Republic of China
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	ordinary shares in the Bank’s share capital, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in full in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“EGM” or “2025 FIRST EGM”	the 2025 first extraordinary general meeting of the Bank to be held onsite at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on Tuesday, April 22, 2025
“Group”	the Bank and its subsidiaries
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank
“H Share(s)”	overseas listed Shares in the Bank’s share capital, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC, unless otherwise stated, the monetary amounts listed in the Letter from the Board of this circular refer to RMB
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the shareholder(s) of the Bank
“%”	percent

\* *Jiangxi 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.*

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## LETTER FROM THE BOARD

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(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1916)

*Executive Directors:*

Ms. ZENG Hui (*Chairman*)  
Mr. LUO Xiaolin

*Non-executive Directors:*

Mr. DENG Yonghang  
Ms. XIONG Jiemin  
Mr. LI Shuiping  
Mr. PENG Xiyuan

*Independent Non-executive Directors:*

Mr. YANG Ailin  
Mr. LIU Xinghua  
Ms. WANG Feimilan  
Mr. HE Enliang

*Registered office in the PRC:*

Jiangxi Bank Tower  
No. 699 Financial Street  
Honggutan District  
Nanchang  
Jiangxi Province  
the PRC

*Principal place of business  
in Hong Kong:*

40/F, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai, Hong Kong

Dear Shareholders,

**ACQUISITION OF JINXIAN RUIFENG COUNTY BANK FOR  
ESTABLISHMENT AS A BRANCH  
ISSUANCE AMOUNT OF CAPITAL INSTRUMENTS  
AND  
NOTICE OF THE 2025 FIRST EGM**

**I. INTRODUCTION**

The Bank will convene the EGM onsite on Tuesday, April 22, 2025 and notice thereof is set out on pages 8 to 10 of this circular.

Special resolutions to be proposed at the EGM to approve include: 1. acquisition of Jinxian Ruifeng County Bank for establishment as a branch; 2. issuance amount of capital instruments.

The purpose of this circular is to set out the notice of the EGM and provide you with the details of the aforesaid resolutions.

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## LETTER FROM THE BOARD

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### II. MATTERS TO BE HANDLED AT THE EGM

#### 1. Acquisition of Jinxian Ruifeng County Bank for Establishment as a Branch

Following the spirits of relevant national documents, the Bank intends to acquire Jinxian Ruifeng County Bank (“**Jinxian Ruifeng**”) for establishment as a branch (the “**Acquisition and Establishment**”). The proposal in relation to the Acquisition and Establishment was considered and passed by the Board, and is hereby proposed to the shareholders’ general meeting of the Bank for consideration, details of which are as follows:

##### *I. Basic conditions of Jinxian Ruifeng*

Jinxian Ruifeng was established in June 2012 with a registered capital of RMB100 million. The Bank was the principal sponsor and holds 69.5% equity in Jinxian Ruifeng. As of December 31, 2024, Jinxian Ruifeng had total assets of RMB315 million, deposit balance of RMB261 million and various loan balance of RMB230 million.

##### *II. Method and scope of the Acquisition and Establishment*

According to the resolution of the Board, the Bank is orderly promoting the acquisition of equity held by other shareholders of Jinxian Ruifeng. The Bank will reconstruct Jinxian Ruifeng as a branch according to laws after it holds 93% equity in Jinxian Ruifeng. Upon the completion of the Acquisition and Establishment, the Bank will undertake all assets, credits and debts, businesses, employees, contracts and all other legal rights and obligations of Jinxian Ruifeng. Jinxian Ruifeng will be deregistered as an independent legal entity, and will be reconstructed as a branch of the Bank.

The Acquisition and Establishment is subject to the consideration and approval of the regulatory authority. When new circumstance emerges or any of the above matters is uncompleted during the Acquisition and Establishment, the Bank will act in accordance with laws, regulations and related requirements of the Bank, and duly adjust and improve the relevant plan.

##### *III. Influence of the Acquisition and Establishment on the Bank*

Prior to the acquisition of equity in Jinxian Ruifeng, the Bank held 69.5% equity in it. Jinxian Ruifeng is a consolidated subsidiary of the Group, and the Acquisition and Establishment has no significant influence on the Bank.

Pursuant to available information, the highest applicable percentage ratios for the Acquisition and Establishment are expected to be lower than 5%, thus the Acquisition and Establishment does not constitute a discloseable transaction under Chapter 14 of the Listing Rules. In addition, the relevant parties and their ultimate beneficial owners are third parties independent from the Bank and its connected persons, thus the Acquisition and Establishment does not constitute a connected transaction under Chapter 14A of the Listing Rules. Pursuant

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## LETTER FROM THE BOARD

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to the Company Law of the People's Republic of China and other laws, regulations and the Article of Association of the Bank, the Acquisition and Establishment is subject to the approval of the shareholder's general meeting of the Bank.

This proposal was considered and passed at the meeting of the Board of Directors, which is currently proposed to the EGM by way of a special resolution for Shareholders' consideration and approval.

### **2. Issuance Amount of Capital Instruments**

To further enhance the capital strength of the Bank, optimize the capital structure, promote the innovation of capital instruments, support the development of real economy, and effectively prevent and control financial risks, it is hereby proposed to the shareholders' general meeting to approve the issuance amount of capital instruments by the Bank:

- I. Based on the consideration of prospective needs, to propose to the shareholders' general meeting to approve the Bank's additional issuance of capital instruments (including undated capital bonds, secondary capital bonds and other qualified capital instruments) with a total amount not exceeding the equivalent of RMB14 billion in the next two years to supplement the Bank's capital,
- II. To propose to the shareholders' general meeting to consider and approve the authorization of the Board of Directors to determine, based on specific circumstances, the types of instruments to be issued, issuance time, amounts, conditions for write-down or conversion triggers, duration, interest rates, prices, currencies, issuance locations (including domestic and overseas), issuance targets, issuance methods, payment methods, and other terms, and to sign relevant documents and handle all matters related to the qualified capital instruments including applying to the relevant regulatory authorities for approval. The authorization will be valid for 24 months from the date of consideration and approval by the shareholders' general meeting. And to propose to the shareholders' general meeting to consider and approve the authorization of the Board of Directors to handle all related matters including redemption, write-down, or conversion during the term of the aforementioned capital instruments in accordance with the regulations and approval requirements issued by the relevant regulatory authorities.

This proposal was considered and passed at the meeting of the Board of Directors, which is currently proposed to the EGM by way of a special resolution for Shareholders' consideration and approval.

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## LETTER FROM THE BOARD

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### III. THE EGM

The Bank proposes to convene the EGM at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on Tuesday, April 22, 2025 to consider and, if thought fit, approve the matters set out in the notice of EGM. The notice of EGM is set out in Appendix I to this circular.

A form of proxy for use at the EGM is published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.jx-bank.com](http://www.jx-bank.com)), and despatched to H Shareholders in the manner as they elect to receive corporate communications. Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### IV. METHODS OF VOTING AT THE EGM

Pursuant to the requirements of Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the EGM shall be taken by way of poll.

Please be advised that pursuant to Article 74 of the Articles of Association, if Shareholders fail to repay the loans granted by the Bank when due, or when the number of Shares of the Bank pledged by them reaches or exceeds fifty percent of the total Shares in the Bank held by them, the voting rights of such Shareholders at Shareholders' general meetings and the voting rights of the Directors appointed by such Shareholders at meetings of the Board shall be correspondingly terminated until the relevant circumstances come to an end.

### V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the Bank's register of members will be closed from Tuesday, April 15, 2025 to Tuesday, April 22, 2025, both days inclusive, during which period no transfer of Shares will be effected. The Shareholders listed on the Bank's register of Shareholders at the close of business on Tuesday, April 22, 2025 shall be entitled to attend and vote at the EGM.

In order to be eligible for attending and voting at the EGM, holders of the Bank's Shares must deliver all duly completed and signed share transfer documents together with the relevant share certificates and other appropriate documents for registration to the office of the Board and the board of supervisors of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC (for Domestic Shareholders) or to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) before 4:30 p.m. on Monday, April 14, 2025.



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## LETTER FROM THE BOARD

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### VI. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the EGM are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all resolutions to be proposed at the EGM.

### VII. OTHER INFORMATION

You are kindly requested to pay attention to other information as set out in Appendix I to this circular.

By order of the Board of Directors  
**Jiangxi Bank Co., Ltd.\***  
**ZENG Hui**  
*Chairman*

Nanchang, China, April 7, 2025

\* *Jiangxi 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.*



**JIANGXI BANK CO., LTD.\***

**江西銀行股份有限公司\***

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

**(Stock Code: 1916)**

## **NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2025 first extraordinary general meeting (the “EGM”) of Jiangxi Bank Co., Ltd.\* (the “Bank”) will be held onsite at 9:30 a.m. on Tuesday, April 22, 2025 at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC, to consider, and if thought fit, approve the following resolutions:

### **SPECIAL RESOLUTIONS**

1. to consider and approve the acquisition of Jinxian Ruifeng County Bank for establishment as a branch
2. to consider and approve the issuance amount of capital instruments

By order of the Board of Directors

**Jiangxi Bank Co., Ltd.\***

**ZENG Hui**

*Chairman*

Nanchang, the PRC, April 7, 2025

*As of the date of this announcement, the Board of the Bank comprises Ms. ZENG Hui and Mr. LUO Xiaolin as executive directors; Mr. DENG Yonghang, Ms. XIONG Jiemin, Mr. LI Shuiping and Mr. PENG Xiyuan as non-executive directors; and Mr. YANG Ailin, Mr. LIU Xinghua, Ms. WANG Feimilan and Mr. HE Enliang as independent non-executive directors.*

\* Jiangxi Bank Co., Ltd. is not an authorized institution within the meaning of Chapter 155 of the Laws of Hong Kong (the Banking Ordinance), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), all resolutions proposed at the EGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published on both the websites of Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.jx-bank.com](http://www.jx-bank.com)) in accordance with the Listing Rules.

2. **CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM**

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the Bank’s register of members will be closed from Tuesday, April 15, 2025 to Tuesday, April 22, 2025, both days inclusive, during which period no transfer of the shares of the Bank will be effected. The Shareholders listed on the Bank’s register of Shareholders at the close of business on Tuesday, April 22, 2025 shall be entitled to attend and vote at the EGM. In order to be eligible for attending and voting at the EGM, holders of the Bank’s shares must deliver all duly completed and signed share transfer documents together with the relevant share certificates and other appropriate documents for registration to the office of the Board and the board of supervisors of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC (for holders of Domestic Shares) or to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) before 4:30 p.m. on Monday, April 14, 2025.

3. **PROXY**

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more persons (if the Shareholder holds two or more issued Shares of the Bank with a nominal value of RMB1.00 each), whether such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the power of attorney shall be affixed with the seal of the legal person or signed by its Director or a representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized, and served at the same time as the power of attorney. The power of attorney of the Shareholders’ proxy shall be served to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares), or to the office of the Board and the board of supervisors of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC (for holders of Domestic Shares) not less than 24 hours before the scheduled time for holding of the EGM (i.e. by 9:30 a.m. on Monday, April 21, 2025) or any adjournment thereof (as the case may be).

After the completion and return of the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

In case of registered joint holders of any shares, one of the registered joint holders can vote on such shares in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the EGM in person or by proxy, only the vote of the person whose name appears first in the register of members relating to the shares (in person or by proxy) will be accepted as the only vote of the joint holders.

4. **MISCELLANEOUS**

- (i) This EGM will adopt onsite voting in terms of the mechanism for attending and voting at the meeting.
- (ii) The Shareholders or their proxies shall present their identity documents when attending the EGM (or any adjournment thereof). If the legal representative of corporate Shareholders or any other persons officially authorized by the corporate Shareholders is present at the EGM (or any adjournment thereof), such legal representative or other persons shall present their identity documents and the certifying documents for appointment as a legal representative or valid authorization documents (as the case may be).

- (iii) The EGM is expected to last for no more than half a day. Shareholders and representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (iv) Address and contact of Computershare Hong Kong Investor Services Limited:

17M Floor  
Hopewell Centre, 183 Queen's Road East  
Wanchai  
Hong Kong

Tel: (852) 2862 8555  
Fax: (852) 2865 0990

Address and contact of the office of the Board and the board of supervisors of the Bank:

Jiangxi Bank Tower  
No. 699 Financial Street, Honggutan District  
Nanchang  
Jiangxi Province  
the PRC

Tel: (86) 791 86791008/(86) 791 86791009  
Fax: (86) 791 86771100

- 5. The details about the aforesaid resolutions proposed for the consideration and approval at the EGM will be set out in the circular of the EGM dated April 7, 2025.