
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 accompanying form of proxy for the AGM and the class meeting of H Shareholders, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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)

2020 WORK REPORT OF THE BOARD OF DIRECTORS
2020 WORK REPORT OF THE BOARD OF SUPERVISORS
2020 ANNUAL FINANCIAL STATEMENTS REPORT
2021 FINANCIAL BUDGET PLAN
2020 PROFIT DISTRIBUTION PLAN
2021 CAPITAL EXPENDITURE PLAN
ENGAGEMENT OF AUDIT INSTITUTIONS FOR 2021
REMUNERATION PACKAGE FOR INDEPENDENT DIRECTORS
REMUNERATION PACKAGE FOR EXTERNAL SUPERVISORS
ENGAGEMENT OF CONVERTIBLE NEGOTIATED DEPOSIT BUSINESS
TO REPLENISH ADDITIONAL TIER-ONE CAPITAL
AND ISSUANCE OF SHARES UNDER A SPECIAL MANDATE
ELECTION OF MR. YU MINXIN AS NON-EXECUTIVE DIRECTOR OF
THE BANK
SPECIAL REPORT ON SIGNIFICANT RELATED-PARTY
TRANSACTIONS OF THE BANK IN 2020
NOTICE OF THE 2020 AGM
AND
NOTICE OF THE 2021 FIRST CLASS MEETING OF
H SHAREHOLDERS

The Letter from the Board is set out on pages 4 to 16 of this circular.

The Bank will respectively convene the AGM, the Class Meeting of Domestic Shareholders and the Class Meeting of H Shareholders sequentially at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on May 21, 2021 (Friday). The notice of AGM and the notice of the Class Meeting of H Shareholders are respectively set out on pages 33 to 36 and pages 37 to 38 of this circular.

Whether or not you are attending and/or voting at the AGM and/or the Shareholders' Class Meetings, you are requested to complete the forms of proxy attached to this circular 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 of the Bank (for Domestic Shareholders) in any event not less than 24 hours before the scheduled time for holding the AGM and/or the Shareholders' Class Meetings (i.e. by 9:30 a.m. on May 20, 2021 (Thursday)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending in person or voting at the AGM and/or the Shareholders' Class Meetings 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 30, 2021

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD.	4
APPENDIX I – 2021 CAPITAL EXPENDITURE PLAN	17
APPENDIX II – SPECIAL REPORT ON SIGNIFICANT RELATED-PARTY TRANSACTIONS OF THE BANK IN 2020	26
APPENDIX III – NOTICE OF THE 2020 AGM	33
APPENDIX IV – NOTICE OF THE 2021 FIRST CLASS MEETING OF H SHAREHOLDERS	37

DEFINITIONS

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

“AGM”, “Annual General Meeting”, “2020 AGM” or “2020 Annual General Meeting”	the 2020 Annual General Meeting of the Bank to be held at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on May 21, 2021 (Friday)
“Class Meeting of H Shareholders” or “2021 First Class Meeting of H Shareholders”	the 2021 first class meeting of H Shareholders of the Bank to be held on May 21, 2021 (Friday) immediately following the completion of the Annual General Meeting and the 2021 First Class Meeting of Domestic Shareholders or any adjournment thereof at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC
“Class Meeting of Domestic Shareholders” or “2021 First Class Meeting of Domestic Shareholders”	the 2021 first class meeting of Domestic Shareholders of the Bank to be held on May 21, 2021 (Friday) immediately following the completion of the Annual General Meeting or any adjournment thereof at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC
“Shareholders’ Class Meetings”	The Class Meeting of Domestic Shareholders and Class Meeting of H Shareholders
“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
“Board of Supervisors”	the board of Supervisors of the Bank
“China” or “PRC”	the People’s Republic of China
“Director(s)”	the director(s) of the Bank

DEFINITIONS

“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
“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 dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	April 30, 2021, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its printing
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“MOF”	the Ministry of Finance of the People’s Republic of China
“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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the Domestic Share(s) and the H Share(s)

LETTER FROM THE BOARD



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

Executive Directors:

Mr. CHEN Xiaoming (*Chairman*)
Mr. LUO Yan
Mr. XU Jihong

Non-executive Directors:

Mr. QUE Yong
Mr. LI Zhanrong
Mr. LIU Sanglin
Mr. DENG Jianxin
Ms. ZHUO Liping

Independent Non-executive Directors:

Ms. ZHANG Rui
Ms. ZHANG Wangxia
Mr. WONG Hin Wing
Ms. WANG Yun

Registered office in the PRC:

Jiangxi Bank Tower
No. 699 Financial Street
Honggutan New 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,

2020 WORK REPORT OF THE BOARD OF DIRECTORS
2020 WORK REPORT OF THE BOARD OF SUPERVISORS
2020 ANNUAL FINANCIAL STATEMENTS REPORT
2021 FINANCIAL BUDGET PLAN
2020 PROFIT DISTRIBUTION PLAN
2021 CAPITAL EXPENDITURE PLAN
ENGAGEMENT OF AUDIT INSTITUTIONS FOR 2021
REMUNERATION PACKAGE FOR INDEPENDENT DIRECTORS
REMUNERATION PACKAGE FOR EXTERNAL SUPERVISORS
ENGAGEMENT OF CONVERTIBLE NEGOTIATED DEPOSIT BUSINESS
TO REPLENISH ADDITIONAL TIER-ONE CAPITAL
AND ISSUANCE OF SHARES UNDER A SPECIAL MANDATE
ELECTION OF MR. YU MINXIN AS NON-EXECUTIVE DIRECTOR
OF THE BANK
SPECIAL REPORT ON SIGNIFICANT RELATED-PARTY
TRANSACTIONS OF THE BANK IN 2020
NOTICE OF THE 2020 AGM
AND
NOTICE OF THE 2021 FIRST CLASS MEETING OF H SHAREHOLDERS

LETTER FROM THE BOARD

I. INTRODUCTION

The Bank will convene the AGM and the Shareholders' Class Meetings on May 21, 2021 (Friday) and notices thereof are set out on pages 33 to 38 of this circular. At the AGM, resolutions will be proposed to approve the followings: 2020 work report of the Board of Directors; 2020 work report of the Board of Supervisors; 2020 annual financial statements report; 2021 financial budget plan; 2020 profit distribution plan; 2021 capital expenditure plan; engagement of audit institutions for 2021; remuneration package for independent Directors; remuneration package for external Supervisors; engagement of convertible negotiated deposit business to replenish additional tier-one capital and issuance of shares under a special mandate; election of Mr. YU Minxin as non-executive Director of the Bank; and debriefing special report on significant related-party transactions of the Bank in 2020. A proposal at the Shareholders' Class Meetings will be made to approve: engagement of convertible negotiated deposit business to replenish additional tier-one capital and issuance of shares under a special mandate. Among other things, the proposal in regard of engagement of convertible negotiated deposit business to replenish additional tier-one capital and issuance of shares under a special mandate is subject to the AGM and the Shareholders' Class Meetings by way of special resolutions for Shareholders' approval.

The purpose of this circular is to set out the notices of the AGM and the Shareholders' Class Meetings and provide you with the details of the aforesaid resolutions.

II. MATTERS TO BE HANDLED AT THE AGM AND THE SHAREHOLDERS' CLASS MEETINGS

1. 2020 Work Report of the Board of Directors

For details of the Report of the Board of Directors for the year ended December 31, 2020, please refer to the chapter of "Report of the Board of Directors" included in the 2020 Annual Report published by the Bank.

2. 2020 Work Report of the Board of Supervisors

For details of the Report of the Board of Supervisors for the year ended December 31, 2020, please refer to the chapter of "Report of the Board of Supervisors" included in the 2020 Annual Report published by the Bank.

3. 2020 Annual Financial Statements Report

In 2020, under the correct guidance of the Provincial Party Committee and Provincial Government, under the strong leadership of the Party Committee and the Board of Directors of Headquarters, with the support of Shareholders and various sectors of the society, facing a sudden Covid-19 and risk prevention confronting with difficulties as well as battles of the "Three Rectifications", the Group closely adhered to the current working criteria and operational goals to overcome difficulties, kept steady while pursuing progress, and enabled each business to maintain steady development. For details of the audited financial statements of the Bank for the year ended December 31, 2020 prepared in accordance with the International Financial Reporting Standards, please refer to the financial statements in the 2020 Annual Report published by the Bank.

LETTER FROM THE BOARD

This proposal was considered and passed at the meeting of the Board held on March 26, 2021, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

4. 2021 Financial Budget Plan

The year 2021 marks the 100th anniversary of the founding of the Communist Party of China (CPC), the starting year of the "14th Five-Year Plan", and a crucial year and the "Year of Consolidation and Deepening" for the Bank to move toward high-quality development. Under the correct leadership of the Provincial Party Committee and Provincial Government, and under the guidance and assistance of the Provincial Department of Finance and the Provincial Bureau of Finance, the Bank actively adapted to the new development stage and actively integrated into the new development pattern according to the key tasks of the Province's 14th Five-Year Plan, and prepared the 2021 Annual Financial Budget of the Bank in accordance with the overall work requirements and business objectives of the Bank. The 2021 annual financial budget plan is reported as follows:

(1) The main situation faced by the Group in 2021

In 2021, the Group will face major domestic and international situations with the following characteristics: the international environment is becoming increasingly complex, and the global and domestic economic uncertainties increase significantly; the homogeneous competition in the banking industry intensifies, the policy of reducing fees and yielding profits continues, the credit rate of return continues to decline, and the cost of deposit remains high; the Bank is also facing a situation of narrowing interest margins and increasing volume without increasing revenue, and its profitability is also facing challenges. In the post-epidemic era of economic recovery and with an increase demand for credit, the Bank will return to its basics, expand credit supply, and support green finance, emerging industries and inclusive finance. The transformation and development brings new opportunities.

(2) The Group's overall business objectives and business strategy in 2021

(1) Overall business objectives

The overall business objectives in 2021: the operating income and net profit achieve a year-on-year increase of 10%. The Bank will keep the market share of deposits and loans from declining: the average daily increase in deposits will be RMB36 billion with a growth rate of 12%; the loan growth will be not less than RMB40 billion with a growth rate of not less than 17%; the Bank will focus on promoting green finance and emerging technology industry finance, and the growth rate of inclusive small and micro loans will be not lower than the growth rate of various loans; and the non-performing asset ratio and the non-performing loan ratio will achieve "double decline".

LETTER FROM THE BOARD

(II) Overall business strategy

The Bank will provide strong financial support to achieve the overall business objectives in 2021, improve the quality and efficiency of serving the real economy, and accelerate the construction of a new development pattern in Jiangxi Province. In 2021, the overall business strategy is to “stabilize growth, promote investment, reduce costs, and eliminate defects”.

(3) Financial budget of the Group in 2021

(I) Main business indicator plan of the Group in 2021

- ① The Bank will strive to achieve a total assets exceeding RMB500 billion, representing an increase of RMB41.3 billion, or 9.01%;
- ② The loan balance shall be RMB265.5 billion, representing an increase of RMB42.1 billion, or 18.84%;
- ③ The average daily balance of general deposits shall be RMB338.3 billion, representing an increase of RMB36 billion, or 11.92%;
- ④ The non-performing loan ratio shall not exceed 1.73%;
- ⑤ The provision coverage ratio shall not be lower than the regulatory standards (the write-off of non-performing assets shall not exceed RMB4 billion, and the specific write-off depends on the annual operating conditions);
- ⑥ The capital adequacy ratio shall be above 10.5%;
- ⑦ The net profit shall be RMB2.095 billion, representing an increase of 10% over the previous year.

(II) Financial revenue and expenditure plan of the Group in 2021

- ① Operating income: the operating income is projected to be RMB11.417 billion, representing an increase of RMB1.138 billion, or 11.07%, over the previous year. The Bank mainly relies on the continuous growth of the scale of deposits and loans to promote the increase of operating income.
- ② Operating expenditure: the operating expenditure is projected to be RMB8.61 billion, representing an increase of RMB802 million, or 10.27%, over the previous year. Including:

LETTER FROM THE BOARD

- (i) Business and management expenses shall be RMB3.565 billion, representing an increase of RMB187 million, or 5.52%, over the previous year. Among them, the total salary plan is projected to be RMB1.708 billion, representing an increase of RMB71 million, or 4.34%, over the previous year.
 - (ii) Asset impairment losses shall be RMB4.888 billion, representing an increase of RMB603 million, or 14.09%, over the previous year. The Bank plans to arrange a non-performing asset write-off quota of no more than RMB4 billion, and the specific write-off depends on the annual operating conditions.
- ③ Profit plan: the total profit shall be RMB2.8 billion, representing an increase of RMB316 million, or 12.71%, over the previous year; and the net profit shall be RMB2.095 billion, representing an increase of RMB190 million, or 10%, over the previous year.

This proposal was considered and passed at the meeting of the Board held on March 26, 2021, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

5. 2020 Profit Distribution Plan

The Bank (the parent company)'s audited net profit in 2020 was RMB1.786 billion. In order to further lay a solid foundation and improve our risk resistance capacity, the Bank proposed the following profit distribution plan according to the relevant requirements provided in the Accounting Standard for Business Enterprises and the Financial Rules for Financial Enterprises issued by the MOF, together with the requirements in regulatory and capital market aspects, and taking into account the return criteria of Shareholders.

(1) The Bank's audited profit and relevant indicators in 2020

The Bank (the parent company)'s audited net profit and relevant indicators are as follows:

The Bank's net profit realized in 2020 was RMB1.786 billion, representing a year-on-year decrease of RMB121 million, or 6.32%; the return on assets (ROA) was 0.40%; and the return on equity (ROE) was 5.17%.

As at the end of 2020, the non-performing loan ratio was 1.70%, the capital adequacy ratio was 12.39%, and the provision coverage ratio was 154.53%.

LETTER FROM THE BOARD

(2) 2020 profit distribution plan

In accordance with the profit distribution requirements of the Financial Rules for Financial Enterprises issued by the MOF and with reference to the dividends paid to shareholders by peers, the Bank's preliminary profit distribution plan for 2020 was as follows:

- ① the statutory surplus reserve fund will be appropriated as to 10% of the net profit in this year, amounting to RMB179 million;
- ② the general risk reserve will be appropriated as to 1.5% of the balance of risk assets as at the end of 2020, amounting to RMB225 million;
- ③ a cash dividend will be appropriated as to 5% of the share capital and distributed to all Shareholders, amounting to RMB301 million;
- ④ the residual profits of RMB1.081 billion will be reserved as "undistributed profits".

The Bank will distribute to the Shareholders whose names appear in the register of members of the Bank on June 1, 2021 (Tuesday) a final dividend in cash for the year ended December 31, 2020 in an aggregate amount of approximately RMB301 million, representing a dividend of RMB0.05 per Share (including tax). The final dividend of the Bank for the year ended December 31, 2020 will be denominated and declared in RMB. Distribution of the dividends to Domestic Shareholders will be paid in RMB, while dividends to H Shareholders will be paid in equivalent Hong Kong dollars. For the purpose of conversion, RMB will be converted into Hong Kong dollars based on the average middle exchange rate as announced by the People's Bank of China in five business days before May 21, 2021 (Friday) (inclusive), i.e. the date of the Bank's AGM. It is expected the dividend will be paid on July 21, 2021 (Wednesday).

The H Share register of members of the Bank will be closed from May 27, 2021 (Thursday) to June 1, 2021 (Tuesday), both days inclusive, during which period no transfer of H Shares will be effected. All transfers, accompanied by the relevant Share certificates, must be lodged for registration with the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on May 26, 2021 (Wednesday).

This proposal was considered and passed at the meeting of the Board held on March 26, 2021, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

LETTER FROM THE BOARD

6. 2021 Capital Expenditure Plan

According to the requirements of the Bank's strategic development plan, the Bank has prepared the 2021 capital expenditure plan based on the principle of prudence and rationality to better allocate reasonable financial resources and provide effective guarantees for business development. The full text of the plan is set out in Appendix I to this circular.

This proposal was considered and passed at the meeting of the Board held on March 26, 2021, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

7. Engagement of Audit Institutions for 2021

In 2016, the Bank appointed KPMG Huazhen (SGP) as the Bank's domestic auditor through tender invitation and re-appointed it in 2017, 2018, 2019 and 2020, respectively. The Bank appointed KPMG Certified Public Accountant as the international auditor since the Bank started preparing IPO of Hong Kong stocks in 2017, and re-appointed it in 2018, 2019 and 2020. KPMG Huazhen (SGP) and KPMG Certified Public Accountants have rich experience and professionalism in auditing for listed companies. In order to maintain the continuity and stability of the auditing work for the Bank's financial statements, the Bank plans to re-appoint KPMG Huazhen (SGP) and KPMG Certified Public Accountants as domestic and international auditors for 2021 respectively, until the conclusion of the 2021 Annual General Meeting of the Bank, and that the Board be authorized to fix their remuneration.

This proposal was considered and passed at the meeting of the Board held on March 26, 2021, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

8. Remuneration Package for Independent Directors

According to the relevant requirements provided in the Corporate Governance Guidelines for Commercial Banks (《商業銀行公司治理指引》) and the Articles of Association of the Bank, the Bank prepared the following remuneration package for independent Directors and linked it with the performance appraisals, to ensure the independent Directors perform their respective duties in an effective manner.

(1) Applicable target

The current independent Directors of the Bank.

LETTER FROM THE BOARD

(2) *Criterion for remuneration*

With reference to the average remunerations for independent directors of other urban commercial banks with business scale similar to the Bank, the total annual remuneration for domestic independent Directors of the Board of the Bank is determined to be RMB150,000 (pre-tax) and RMB200,000 (pre-tax) for overseas independent Directors. Except for the minimum time required for the performance of duties pursuant to regulatory requirements, the Bank issues an allowance of RMB1,000 per day per independent Director for his or her participation in working (including investigation, training and meeting) in the Bank.

(3) *Key Indicators of Performance Appraisals on the Independent Directors*

According to the requirements on the performance of independent directors by regulators and in light of the specific conditions of the Bank, the key indicators of performance appraisals on the independent Directors of the Board of the Bank were determined as:

- ① working days: each Independent Directors shall work at the Bank for no less than 15 working days a year, of which: working as a member of the Risk Management Committee, the Related-Party Transactions Control Committee and the Audit Committee for no less than 25 working days a year;
- ② meeting attendance: each Independent Director shall attend the Shareholders' general meetings, and the regular meetings of the Board and special committees for no less than 10 times a year;
- ③ investigation and training: each Independent Director shall participate in at least one investigation or training each year organized by the Bank.

(4) *Performance appraisals*

The Board of Supervisors shall conduct comprehensive performance appraisals on the Independent Directors annually based on the latest revised performance appraisal method. The performance appraisal results include being "competent", "basically competent" and "incompetent". An Independent Director who is appraised as being "basically competent" will be subject to a deduction of 20% from his/her remuneration. An Independent Director who is appraised as being "incompetent" will be subject to a deduction of 50% from his/her remuneration, at such case, the Shareholders' general meetings may recommend removing him/her from office.

(5) *Miscellaneous*

- ① The remuneration and allowances of Independent Directors shall be paid annually, and those of outgoing Independent Directors due to change of session, re-election, resignation during their terms, shall be paid based on their actual term of office and performance.
- ② The amounts above are pre-tax, and all of the personal income tax involved shall be withheld and paid by the Bank on their behalf.

This proposal was considered and passed at the meeting of the Board held on March 26, 2021, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

LETTER FROM THE BOARD

9. Remuneration Package for External Supervisors

According to the relevant requirements provided in the Corporate Governance Guidelines for Commercial Banks (《商業銀行公司治理指引》), the Guidelines on the Functioning of Supervisory Board of Commercial Banks (《商業銀行監事會工作指引》), and the Articles of Association of the Bank, taking into account the actual situation of the Bank, the Bank prepared the following remuneration package, to ensure that the external Supervisors perform their respective duties in an effective manner.

(1) *Applicable target*

The current external Supervisors of the Bank

(2) *Criterion for remuneration*

With reference to the average remunerations for external supervisors of other urban commercial banks with business scale similar to the Bank and the remunerations for the independent Directors of the Bank, the total annual remuneration for domestic external Supervisors of the Bank is determined to be RMB150,000 and RMB200,000 for overseas external Supervisors. Except for the minimum time required for the performance of duties pursuant to regulatory requirements, the Bank issues an allowance of RMB1,000 per day per external Supervisors for his or her participation in working (including investigation, training and meeting) in the Bank.

(3) *Performance indicators*

According to the laws and regulations as well as the Articles of Association of the Bank, the key indicators of performance appraisals on the external Supervisors of the Bank were determined as:

- ① Working days: each external Supervisor shall work at the Bank for no less than 15 working days a year.
- ② Meeting attendance: each external Supervisor shall attend at least two thirds of meetings of the Board of Supervisors in person each year.
- ③ Investigation and training: each external Supervisor shall participate in at least one investigation or training each year organized by the Bank.

LETTER FROM THE BOARD

(4) Performance appraisals

The Board of Supervisors shall conduct comprehensive performance appraisals on the external Supervisors annually based on the latest revised performance appraisal method. The performance appraisal results include being “competent”, “basically competent” and “incompetent”. An external Supervisor who is appraised as being “basically competent” will be subject to a deduction of 20% from his/her remuneration. An external Supervisor who is appraised as being “incompetent” will be subject to a deduction of 50% from his/her remuneration, at such case, the Shareholders’ general meetings may recommend removing him/her from office.

(5) Miscellaneous

- ① The remuneration and allowances of external Supervisors shall be paid annually, and those of outgoing external Supervisors due to change of session, re-election, resignation during their terms, shall be paid based on their actual term of office and performance.
- ② The amounts above are pre-tax, and all of the personal income tax involved shall be withheld and paid by the Bank on their behalf.

This proposal was considered and passed at the meeting of the Board held on March 26, 2021, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders’ consideration and approval.

10. Engagement of Convertible Negotiated Deposit Business to Replenish Additional Tier-one Capital and Issuance of Shares under a Special Mandate

The materials in relation to this resolution is still under preparation and will be set out in supplemental circular to be disclosed soon.

11. Election of Mr. YU Minxin as Non-Executive Director of the Bank

Reference is made to the announcement of the Bank dated March 26, 2021 in relation to proposed election of Mr. YU Minxin as a Non-executive Director. On March 26, 2021, the Board considered and approved the proposed election of Mr. YU Minxin (“**Mr. YU**”) as a non-executive Director of the Bank to fill the vacancy arising from the resignation of Mr. QUE Yong. Upon approval by the general meeting of the Bank, the term of office of Mr. YU shall commence from the date on which Mr. YU’s qualification as a director is approved by the China Banking and Insurance Regulatory Commission, and shall end upon the expiry of the term of office of the second session of the Board of the Bank.

LETTER FROM THE BOARD

Details of Mr. YU's biography, which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below:

Mr. YU Minxin, born in October 1977, holds a master's degree and is a registered accountant and a senior accountant. He currently serves as the chief financial officer of Jiangxi Expressway Investment Group Co., Ltd.. Mr. YU served as the deputy manager of the finance department (presiding over the work) and the manager of the finance department of Jiangxi Foreign Trade Asset Operation Co., Ltd., the manager of the financial audit department and the manager of the finance department of Jiangxi Provincial State-owned Enterprise Assets Operation (Holdings) Co., Ltd. (during which time, he also served as the chairman and legal representative of Nanchang Xinren Fuji Commercial Management Co., Ltd.).

Save as disclosed in the biographical details, Mr. YU has confirmed that (i) he has no other relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Bank; (ii) he does not have any interests in the Shares of the Bank within the meaning of Part XV of the SFO; (iii) he has not held any directorship in other listed companies or any other positions in any members of the Group in the past three years; and (iv) there is no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders of the Bank.

Mr. YU, as a non-executive director of the Bank, will not receive any remuneration from the Bank during his term of office.

This proposal was considered and passed at the meeting of the Board held on March 26, 2021, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

12. Special Report on Significant Related-party Transactions of the Bank in 2020

The Shareholders will debrief the special report on significant related-party transactions of the Bank in 2020 at the AGM, the full text of which is set out in Appendix II to this circular.

III THE AGM AND THE SHAREHOLDERS' CLASS MEETINGS

The Bank proposes to convene the AGM, the Class Meeting of Domestic Shareholders and the Class Meeting of H Shareholders respectively, at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on May 21, 2021 (Friday) to consider and, if thought fit, approve the matters set out in the Notice of AGM and the Notice of the Shareholders' Class Meetings. The form of proxy has been sent in accordance with the Listing Rules and the Articles of Association on April 21, 2021 (Wednesday). The Notice of AGM and the Notice of the Class Meeting of H Shareholders are set out in Appendix III and Appendix IV to this circular respectively.

LETTER FROM THE BOARD

Whether or not you intend to attend and/or vote at the AGM and/or the Shareholders' Class Meetings, you are requested to complete and return the form of proxy attached to this circular 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 AGM and/or the Shareholders' Class Meetings or any adjournment thereof should you so wish, and the completion and return of the reply slip will not preclude any Shareholder from attending and voting at the meeting.

IV METHODS OF VOTING AT THE AGM AND THE SHAREHOLDERS' CLASS MEETINGS

Pursuant to the requirements of Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the AGM and/or the Shareholders' Class Meetings shall be taken by the way of poll.

Please be advised that pursuant to Article 72 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/or Shareholder's class 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 REGISTER OF SHAREHOLDERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM AND THE SHAREHOLDERS' CLASS MEETINGS

In order to determine the list of Shareholders who are entitled to attend and vote at the AGM and the Shareholders' Class Meetings, the Bank's register of members will be closed from April 21, 2021 (Wednesday) to May 21, 2021 (Friday), both days inclusive, during which period no transfer of Shares will be effected. The Shareholders listed on the Bank's register of Shareholders on May 21, 2021 (Friday) shall be entitled to attend and vote at the AGM and the Shareholders' Class Meetings.

In order to be eligible for attending and voting at the AGM and the Shareholders' Class Meetings, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration 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) or to the Board office of the Bank at No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC (for Domestic Shareholders) before 4:30 p.m. on April 20, 2021 (Tuesday).

LETTER FROM THE BOARD

VI RECOMMENDATION

The Board (including the independent non-executive Directors) considers that each of the ordinary and special resolutions to be proposed at the AGM and the Shareholders' Class Meetings is 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 AGM and the Shareholders' Class Meetings.

VII OTHER INFORMATION

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

By Order of the Board
Jiangxi Bank Co., Ltd.*
CHEN Xiaoming
Chairman

Nanchang, China, April 30, 2021

* *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.*

2021 Capital Expenditure Plan

According to the requirements of Jiangxi Bank Co., Ltd. (the “Bank” or “Jiangxi Bank”) strategic development plan, the Bank has prepared the 2021 capital expenditure plan based on the principle of prudence and rationality to better allocate reasonable financial resources and provide effective guarantees for business development. The execution of the capital expenditure plan for the year 2020 and 2021 is reported as follows:

I. EXECUTION OF THE CAPITAL EXPENDITURE PLAN FOR THE YEAR 2020

(I) Overall capital expenditure

1. Expenditure of fixed assets and intangible assets. In 2020, through the effective divestiture and merger of inefficient outlets and based on effective clearance of non-interest-bearing assets, the Bank rationally arranged capital expenditure during the year. As of the end of December 2020, the net value of the capital expenditure of the Bank’s fixed assets and intangible assets totaled RMB3,562.81 million, representing a decrease of RMB113.18 million or 28% from the end of the previous year. The details are shown in the following table:

Overall Capital Expenditure of Fixed Assets and
Intangible Assets of Jiangxi Bank in 2020

Unit: RMB0’000

Asset Class	Original Value	Accumulated Depreciation of the Opening		Net Value	Original Value	Accumulated Depreciation of the Year-end Balance in 2020		Net Value	Increase in Net Value from Last Year	Rate of Increase (%) (on a Net Value Basis)	Percentage of Total
		Balance in 2020	Net Value			end Balance in 2020	Net Value				
Premises	343,725	67,701	276,024	353,118	80,603	272,516	-3,508	-1.27%	76.49%		
Electronic device	92,146	68,203	23,943	97,984	73,362	24,622	679	2.84%	6.91%		
Property renovation	39,772	13,015	26,757	37,247	17,303	19,944	-6,813	-25.46%	5.60%		
Others	63,445	22,570	40,875	65,939	26,739	39,200	-1,675	-4.10%	11.00%		
Total	539,088	171,489	367,599	554,288	198,007	356,281	-11,318	-28.00%	100%		

2. Long-term equity investment. The balance at the end of the year was RMB1,906.10 million, representing an increase of RMB51.395 million from the end of the previous year. Such increase was due to the transfer of 4.5 million shares in Jinxian Ruifeng County Bank from Nanchang Jinyoujin Stainless Steel Tube Products Co. Ltd. to the Bank at a total transfer price of RMB1.395 million in July 2020. In October 2020, the Bank made a targeted capital increase of RMB50 million to Jinxian Ruifeng County Bank.

(II) Execution of the capital expenditure plan for the year 2020

1. A proposed long-term equity investment of RMB1,000 million in a financial subsidiary was not carried out due to immature conditions.
2. The fixed assets and long-term deferred expenses were planned to be RMB669.89 million annually. Due to the impact of the COVID-19, certain projects were not implemented as planned. The actual investment was RMB243.65 million, and 36.37% of the annual plan was completed. The main differences from the plan were as follows:

First, the investment in properties and infrastructure was RMB242 million less than the plan, mainly due to the facts that: The investment for purchase of office premises for Pingxiang Branch was RMB50 million less for the purchase plan was not yet implemented; the investment in self-built business premises in Ganjiang New District was RMB39 million less for the project has not yet entered the construction period; the investment for the purchase of office buildings for Ji'an Branch was RMB27 million less than planned; the office building project of Shangrao Branch was RMB15 million less due to the implementation schedule; the renovation of outlets was RMB99 million less due to the progress.

Second, the investment in IT technology systems and equipment was RMB135 million less than the plan, mainly due to the fact that certain systems was not implemented as the project approachment had not been finished or due to the pandemic.

Third, the investment in monitoring equipment, office furniture and equipment was RMB48 million less due to the fact that relevant outlets were not yet decorated.

Execution of the Capital Expenditure Plan for the Year 2020 of Jiangxi Bank

Unit: RMB0'000, %

Class	Planned Expenditure	Actual Expenditure	Planned Completion Rate
I. Long-term equity investment	105,140	5,140	4.89%
Financial subsidiary	100,000		0.00%
Targeted capital increase to Jinxian Ruifeng County Bank	5,140	5,140	100.00%
II. Fixed assets and intangible assets	62,770	22,862	36.42%
(i) Premises	34,252	12,719	37.13%
Purchased and self-built properties	25,589	11,197	43.76%
Renovation of self-owned properties	8,663	1,522	17.57%
(ii) Information technology system construction and equipment, office equipment and others	28,518	10,143	35.57%
Information technology system construction and equipment	21,708	8,211	37.82%
Security equipment	1,694	695	41.01%
Air conditioning equipment	2,024	206	10.20%
Business hall facilities	1,057	555	52.52%
Office equipment and others	1,816	257	14.13%
Vehicles	219	219	100.00%
III. Long-term deferred expenses	4,219	1,503	35.62%
Decoration of rented outlets	2,261	209	9.24%
Continued construction of renovation projects in 2020	1,363	1,130	82.91%
Decoration of the Bank's archways	595	164	27.56%
Total	<u>172,129</u>	<u>29,505</u>	<u>17.14%</u>

II. CAPITAL EXPENDITURE PLAN FOR THE YEAR 2021

The total budget for the capital expenditure for the year 2021 is RMB794.10 million. Including: the expenditure of continued construction of projects is RMB251.57 million and that of new projects is RMB542.52 million.

Capital Expenditure Plan for the Year 2021 of Jiangxi Bank

Unit: RMB0'000

Class	New Project	Continued Construction of Project	Total	2020 Actual Expenditure
I. Property construction and renovation	30,345	19,804	50,149	14,222
(i) Self-owned properties	24,003	19,071	43,074	12,719
1. Purchased and self-built properties	19,849	13,823	33,672	11,197
2. Renovation of self-owned properties	4,154	5,248	9,402	1,522
(ii) Decoration of rented business premises	2,500	733	3,233	1,339
(iii) Decoration of the Bank's archways	1,073		1,073	164
(iv) Renovation of wall and cash counters in the Bank's outlets where security equipment is not up to standard	2,112		2,112	–
(v) Wiring of the Bank's decorated networks	657		657	
II. Information technology	16,207	5,354	21,561	8,211
(i) System construction	11,768	3,217	14,985	–
(ii) Regulatory and policy projects reserved	1,185		1,185	–
(iii) Renewal of IT and office equipment of the Bank	955		955	–
(iv) Business expansion cooperation project	2,299	2,137	4,435	–

Unit: RMB0'000

Class	New Project	Continued	Total	2020 Actual Expenditure
		Construction of Project		
III. Office equipment and others	7,700	–	7,700	1,932
(i) Security equipment	1,753		1,753	695
(ii) Air conditioning equipment	2,653		2,653	206
(iii) Business hall facilities	557		557	555
(iv) Office equipment and others	2,657		2,657	257
(v) Vehicles (excluding taxes)	80		80	219
IV. Equity investment	–	–	–	5,140
Total:	<u>54,252</u>	<u>25,157</u>	<u>79,410</u>	<u>29,505</u>

(I) Continued construction of projects

The budget for the expenditure of continued construction of projects of the Bank for the year 2021 is RMB251.57 million. Including: The expenditure of property construction and renovation is RMB198.04 million and that of information technology systems is RMB53.54 million.

1. The expenditure of the purchase and renovation of buildings is estimated to be RMB198.04 million in total. The expenditure of the purchase and renovation of self-owned properties is RMB190.71 million and that of the renovation of rented business premises is RMB7.33 million. Including:

- (1) The expenditure of self-owned properties is estimated to be RMB190.71 million. The details are as follows:

- ① The expenditure of four purchased and self-built properties is estimated to be RMB138.23 million. In particular: First, in respect of the Financial Service Center in Ganjiang New District, the total area of the project is 92,230m², and the total investment is estimated to be RMB775.75 million. Among the total investment, the total cost is estimated to be RMB719.00 million, the land acquisition cost is RMB47.15 million, and the installation cost of centralized cooling and heating units is RMB9.60 million. RMB47.15 million has been paid for land auction. It is estimated that RMB60.35 million will be spent in 2021, including RMB57.35 million for project design and construction commencement and RMB3.0 million for the installation of centralized energy supply. Second, the total investment

in the self-built financial service center of Ji'an Branch is estimated to be RMB113.00 million, and RMB27.44 million has been paid for land auction. The expenditure is estimated to be RMB67.00 million in 2021. Third, Shangrao Branch purchases business premises with a total investment budget of RMB34.17 million, and has invested RMB23.92 million. It is estimated that Shangrao Branch will spend RMB10.25 million in purchasing premises in 2021. Fourth, Ganzhou Nankang Branch purchases business premises with a total investment budget of RMB8.09 million, and has invested RMB7.46 million. It is estimated that Ganzhou Nankang Branch will spend RMB630,000 in purchasing premises in 2021.

- ② The expenditure of renovation of self-owned properties and continued construction of 11 renovation projects is estimated to be RMB52.48 million.
2. The expenditure of information technology systems is estimated to be RMB53.54 million. Including:
- ① The expenditure of 81 continued construction projects is estimated to be RMB32.17 million.
 - ② The expenditure of 17 continued business expansion cooperation projects is estimated to be RMB21.37 million.

(II) New Projects

The budget for the expenditure of new projects of the Bank for the year 2021 is RMB542.52 million. Including: The expenditure of property construction and renovation is RMB303.45 million, that of information technology systems is RMB162.07 million and that of office equipment and others is RMB77.00 million. Including:

1. The expenditure of property construction and renovation is estimated to be RMB303.45 million. Among which:
- (1) The expenditure of self-owned properties is estimated to be RMB240.03 million. The details are as follows:
- ① The expenditure of three purchased and self-built properties is estimated to be RMB198.49 million. In particular: First, it is planned to relocate Pingxiang Branch to Pingxiang Financial Center. It is required to repurchase and replace the existing branch building. The total investment is estimated to be RMB93.05 million. It is estimated that RMB93.05 million will be spent in 2021. Second, it is planned to purchase office buildings for Xinyu Branch, and it is estimated that RMB55.09 million

will be spent in 2021. Third, Jingdezhen Branch plans to build its branch building. The total investment is estimated to be RMB235.02 million. It is estimated that RMB50.35 million will be spent in 2021.

- ② The expenditure of renovation of 13 self-owned business premises is estimated to be RMB41.54 million.
- (2) The expenditure of renovation of 28 rented business premises is estimated to be RMB25.00 million;
- (3) The expenditure of renovation of the Bank's archways is estimated to be RMB10.55 million;
- (4) The expenditure of renovation of wall and cash counters in the Bank's outlets where security equipment is not up to standard is estimated to be RMB21.12 million;
- (5) The expenditure of wiring of the Bank's decorated networks is estimated to be RMB6.57 million.
2. The expenditure of information technology systems is estimated to be RMB162.07 million. Including:
- (1) The expenditure of construction of 70 new information technology system is estimated to be RMB117.68 million;
- (2) The expenditure of regulatory and policy projects reserved is estimated to be RMB11.85 million;

Expenditure plan for new information technology systems (regulatory and policy projects reserved) of Jiangxi Bank for 2021

Unit: RMB0'000

No.	Project	Content	Total Budget	Budget for 2021
1	Information technology application and innovation projects	Software and hardware	600	600
2	Regulatory project	Software	200	200
3	Network protection action	Safety evaluation, penetration testing	200	100
4	Network protection action	Team building, safety training	60	30

No.	Project	Content	Total Budget	Budget for 2021
5	Network protection action	Simulating and inviting one or two professional teams to perform exercises	100	50
6	Network protection action	Making practices, summary after practices	60	30
7	Network protection action	Launched by the First Research Institute (FRI) of the Ministry of Public Security (MPS) G01, D01, K01, E01 equipment	250	125
8	Network protection action	Honeypot system or abnormal behavior traceability system	100	50
Total of regulatory and policy projects reserved:			<u>1,570</u>	<u>1,185</u>

(3) Renewal of IT and office equipment of the Bank of RMB9.55 million;

Expenditure plan for new information technology systems (renewal of IT and office equipment) of Jiangxi Bank for 2021

Unit: RMB0'000

No.	Class	Number	Budget for 2021
1	ATM	2	15
2	UPS	97	360
3	Laptop computer	40	44
4	TV	14	12
6	Computer room renovation	23	230
7	Scanner	74	276
8	Projector	8	6
9	Routers in outlets	18	13
Total of IT and office equipment renewed:		<u>276</u>	<u>955</u>

- (4) The expenditure of 23 business expansion cooperation projects is estimated to be RMB22.99 million;
3. The expenditure of office equipment and others is estimated to be RMB77.00 million. Among which:
 - (1) Security equipment: The expenditure of security equipment is estimated to be RMB17.53 million. In particular: First, the total investment in new establishment of branches and subbranches and relocation of security equipment is RMB16.13 million; second, the total investment in the installation of protective cabins for ATMs at each outlet is RMB1.40 million;
 - (2) Air conditioning equipment: The expenditure is estimated to be RMB26.53 million;
 - (3) Business hall facilities: The expenditure for the purchase of calling machines, counter machines, coin exchange machines, etc. is estimated to be RMB5.57 million;
 - (4) Office equipment and others: The expenditure is estimated to be RMB26.57 million;
 - (5) Purchase of vehicles: One official vehicle will be purchased for each of Jingdezhen Branch and Yichun Branch with a total estimated amount of RMB0.8 million.

Special Report on Significant Related-Party Transactions in 2020

According to the relevant regulations of the Interim Measures for Management of Commercial Bank Equity and the Administrative Measures for the Related-Party Transactions between the Commercial Banks and their Insiders or Shareholders adopted by the China Banking and Insurance Regulatory Commission and the Administrative Measures for Related (Connected) Transactions of Jiangxi Bank Co., Ltd. issued by the Bank, significant related-party transactions of the Bank in 2020 are reported as follows:

I. BASIC INFORMATION

According to Article 19 of the Administrative Measures for Related (Connected) Transactions of Jiangxi Bank Co., Ltd., the related transactions of the Bank are classified into general related-party transactions and significant related-party transactions. General related-party transactions refer to a transaction between the Bank and a single related party with an amount of less than 1% of the net capital of the Bank and the balance of the transaction between the Bank and the related-party after such transaction amounts to less than 5% of the net capital of the Bank. Significant related party transactions refer to a transaction between the Bank and a single related party with an amount of more than 1% of the net capital of the Bank or the balance of the transaction between the Bank and the related party after such transaction amounts to more than 5% of the net capital of the Bank.

In 2020, the Bank considered and approved 19 significant related-party transactions, among which 18 were related to the legal person credit business involving RMB17.0906 billion, and one was related to the transfer of non-performing assets involving RMB3.0 billion. Eight general related-party transactions were related to the legal person credit business involving RMB78.76 million.

As of the end of 2020, the credit balance of the Bank's largest single legal person related party was RMB2.199 billion, accounting for 5.41% of the net capital of the Bank; the credit balance of the largest group related party and its affiliated enterprise was RMB3.62 billion, accounting for 8.9% of the net capital of the Bank; the credit balance of all related parties was RMB11.547 billion, accounting for 28.39% of the net capital of the Bank, with all of the percentage complying with regulatory requirements.

II. SIGNIFICANT RELATED-PARTY TRANSACTIONS

- (I) Jiangxi Provincial Expressway Investment Group Co., Ltd. holds 938 million shares of the Bank, accounting for 15.56% of the total. In 2020, there were three significant related-party transactions between Jiangxi Provincial Expressway Investment Group Co., Ltd. and its related parties in the Bank involving RMB5.5 billion.
1. The underwriting limit of bonds of Jiangxi Provincial Expressway Investment Group Co., Ltd. does not exceed RMB4 billion (the bond instruments include super & short-term commercial papers, short-term commercial papers, medium-term notes and PPN), and the underwriting rate was not less than 0.05% for registration and filing by the National Association of Financial Market Institutional Investors (NAFMII).
 2. Jiangxi Provincial Expressway Investment Group Co., Ltd. grants a RMB1.0 billion credit, and the credit instruments include but are not limited to working capital loans, medium-term notes, super & short-term commercial papers, and short-term commercial papers. The credit term is five years, which can be revolving and diverted. In case of a loan, the term of a single loan is not more than 1 year, which can be revolving, and the loan interest rate is 3.55% (the rate is subject to the approval of the Planning and Finance Department of the headquarters). The pricing of other credit instruments is subject to the approval of the Planning and Finance Department of the headquarters. The loan is used for road maintenance; other credit instruments shall not be used for equity and securities investment and real estate development (including replacing financing funds related to real estate projects), for high-polluting and energy-intensive industries and over capacity industries, and other areas and purposes where production and operation are prohibited by the state; Jiangxi Expressway Group Ning'an Expressway Co., Ltd.[^] (江西省高速集團寧安高速公路有限責任公司) secures the loan with guarantees, and other credit instruments can be secured as a credit.
 3. Jiangxi Provincial Expressway Investment Group Co., Ltd. grants a RMB500 million credit to Jiangxi Provincial Expressway Investment Group Materials Co., Ltd. for a term of three years, which can be revolving and diverted, and Jiangxi Expressway Material Co., Ltd. secures the credit with guarantees. The credit instruments include but are not limited to working capital loans, bank acceptances, guarantees, etc. In case of a loan, the term of a single loan is not more than 1 year, and the loan interest rate is one-year LPR+100BP at the time of issuance and currently is 4.85% (the rate is subject to the approval of the Planning and Finance Department of the headquarters); in case of a bank acceptance, a 15% deposit is required; in case of a guarantee, a 0% deposit is required. Guarantees are classified into bidding guarantee, performance

guarantee, advance payment guarantee, payment guarantee, etc. The issuance and charging of guarantees shall be carried out according to the measures for the management of the guarantee business and the charging standard of the Bank.

- (II) Jiangxi Financial Holding Group Co., Ltd. holds 348 million shares of the Bank, accounting for 5.77% of the total. In 2020, there were three significant related-party transactions in relation to credit extension between Jiangxi Financial Holding Group Co., Ltd. and its related parties in the Bank involving RMB3.3 billion.
1. Jiangxi Xingsen International Trade Co., Ltd.^ (江西星森國際貿易有限公司) renewed a loan of RMB50 million for a term of 1 year, with an interest rate of 7%, one-year LPR+295BP. Jiangxi Huazhang Hanchen Guarantee Group Limited secures the loan with guarantees, and Jiangxi Xingsen International Trade Co., Ltd.^ (江西星森國際貿易有限公司) secures the loan with the pledge guarantee via a special tax rebate account.
 2. Jiangxi Financial Holding Group Co., Ltd. grants a RMB2.75 billion credit to the following four units, among which: 1. Jiangxi Financial Holding Group Co., Ltd. grants a RMB100 million credit to Jiangxi Financial Holding Foreign Trade Group Co., Ltd. (江西省金控外貿集團股份有限公司) pledged with export rebates with a pledge rate of 80%, and with an interest rate of one-year LPR+315BP (7%), which can be revolving, for a term of one year. 2. Jiangxi Financial Holding Group Co., Ltd. grants a RMB2.0 billion (existing, guarantee-type) credit to Jiangxi Provincial Credit Guarantee Co., Ltd. (江西省信用擔保股份有限公司) (RMB1.9 billion is specially for the business of supervision and guarantee of pre-sale funds from separate commercial houses, and RMB100 million is specially for the separate bidding guarantee business), for a term of one year. The margin ratio is 10%, and the guarantee handling rate is subject to the cooperation agreement signed. 3. Jiangxi Financial Holding Group Co., Ltd. grants a RMB500 million credit to Jiangxi Financial Asset Management Co., Ltd. for a term of three years, with a loan interest rate of one-year LPR+65BP (4.5%), for replacing other bank loans and acquiring non-performing assets. Jiangxi Financial Holding and Commercial Factoring Co., Ltd. (江西金控商業保理有限公司) and Jiangxi Jinzi Supply Chain Financial Services Co., Ltd.^ (江西金資供應鏈金融服務有限公司) secure the loan with guarantees. 4. Jiangxi Financial Holding Group Co., Ltd. grants a RMB150 million credit to Jiangxi Jinzi Supply Chain Financial Services Co., Ltd.^ (江西金資供應鏈金融服務有限公司) for a term of three years, with a loan interest rate of one-year LPR+65BP (4.5%), for purchasing electrolytic copper and other commodities. Jiangxi Financial Asset Management Co., Ltd. secures the credit with guarantees.

3. Jiangxi Financial Holding Group Co., Ltd. grants a RMB500 million general credit, including a RMB300 million working capital loan, with a term of one year and an interest rate of one-year LPR, for replacing other bank loans. Jiangxi Financial Holding Investment Group Co., Ltd. (江西省金控投資集團有限公司) secures the loan with guarantees; and a RMB200 million renewable corporate bond, with a term of 5+N years and an interest rate of being not less than 4.2%, for repaying interest-bearing debts and supplementing the company's working capital, secured as a credit.
- (III) Pingxiang Huixiang Construction Development Co., Ltd. (a unit that dispatches directors) holds 241 million shares of the Bank, accounting for 4% of the total. Its related party Pingxiang Huifeng Investment Co., Ltd.^ (萍鄉市滙豐投資有限公司) is granted the access to the Bank's bond whitelist database, with an amount of RMB1.43 billion for a term of 1 year. Each bond investment shall be subject to the approval of the Bank's Related-Party Transactions Control Committee.
- (IV) Ganshang Union (Jiangxi) Co., Ltd. (a supervisor member of the Bank) holds 148 million shares of the Bank, accounting for 2.46% of the total. In 2020, there were four significant related-party transactions between Ganshang Union (Jiangxi) Co., Ltd. and its related parties in the Bank involving RMB1.0908 billion.
1. Jiangxi Electronic Group Corporation Ltd.^ (江西省電子集團有限公司) grants a RMB15.80 million credit to Jiangxi Kuncheng Investment Co., Ltd.^ (江西坤城投資有限公司), with a loan interest rate of one-year LPR+267.5BP for a term of one year, for purchasing electrolytic copper. The owner Hunan Jiurun Industrial Development Co., Ltd.^ (湖南九潤實業發展有限公司) secures the credit with the pledge guarantee of 19.80 million equities in Hengbang Property Insurance Co., Ltd.^ (恆邦財產保險股份有限公司). Hunan Jiurun Industrial Development Co., Ltd.^ (湖南九潤實業發展有限公司) also secures the credit with guarantees, and WU Rui (伍銳), LIN Yu (林宇), ZHU Weibin (朱衛斌) and HUANG Yan (黃艷) provide personal guarantees.
 2. Jiangxi Electronic Group Corporation Ltd.^ (江西省電子集團有限公司) grants a RMB195 million credit to Jiangxi Lianchuang Optoelectronic Science and Technology Co., Ltd.^ (江西聯創光電科技股份有限公司), which is a guarantee in nature, with the exposure credit of RMB156 million and the margin ratio of 20%, for a term of five years. The handling rate is 1.5% charged on a yearly basis. Jiangxi Electronic Group Corporation Ltd.^ (江西省電子集團有限公司) secures the credit with guarantees. This credit is used to provide a guarantee for Jiangxi Lianchuang Optoelectronic Science and Technology Co., Ltd.^ (江西聯創光電科技股份有限公司) to repay the RMB195 million to Nanchang Airport Industry Equity Investment Management Co., Ltd. (南昌臨空產業股權

投資管理有限公司). The RMB195 million is actually used by the subsidiaries of Jiangxi Lianchuang Optoelectronic Science and Technology Co., Ltd.^ (江西聯創光電科技股份有限公司) to purchase raw materials.

3. Jiangxi Electronic Group Corporation Ltd.^ (江西省電子集團有限公司) extends the payment of the RMB400 million loan in the Bank to March 31, 2021.
 4. Jiangxi Electronic Group Corporation Ltd.^ (江西省電子集團有限公司) renews the RMB480 million loan for a term of two years. The loan will be granted in two instalments on an annual basis, with the interest rate of 5.22%. Ganshang Union (Jiangxi) Co., Ltd. secures the loan with guarantees, and DENG Kaiyuan (鄧凱元), QIAN Jing (錢璟), WU Rui (伍銳) and LIN Yu (林宇) provide personal guarantees.
- (V) Jiangxi Copper Company Limited (a supervisor member of the Bank) holds RMB140 million shares of the Bank, accounting for 2.32% of the total. Its related party Jiangxi Copper Corporation Limited grants a RMB2.0 billion. The credit instruments include but are not limited to medium-term notes (with a term of being not more than three years), super & short-term commercial papers, short-term commercial papers and other special standardized products in open markets. The credit term is three years, which can be revolving and diverted. The interest rate is subject to the approval of the Planning and Finance Department of the headquarters. The guarantee method may be credit. Credit instruments shall not be used for equity and securities investment and real estate development (including replacing financing funds related to real estate projects), for high-polluting and energy-intensive industries and over capacity industries, and other areas and purposes where production and operation are prohibited by the state; in case the investment quota for the single bond type of credit debt exceeds 30% of the total quota of a single issuance, the investment quota shall be subject to the review and approval of the Bank's Financial Markets Business Committee.
- (VI) DENG Jianxin, the legal representative of Nanchang Municipal Public Investment Holding Co., Ltd.^ (南昌市政公用投資控股有限責任公司), is a Director of the Bank. Nanchang Municipal Public Investment Holding Co., Ltd.^ (南昌市政公用投資控股有限責任公司) holds 29.66 million shares of the Bank, accounting for 0.49% of the total. In 2020, there were four significant related-party transactions between Nanchang Municipal Public Investment Holding Co., Ltd.^ (南昌市政公用投資控股有限責任公司) and its related parties in the Bank involving RMB969.8 million.
1. Nanchang Municipal Public Investment Holding Co., Ltd.^ (南昌市政公用投資控股有限責任公司) is granted the access to the Bank's bond whitelist database, with an amount of RMB800 million for a term of two years. Financial Markets Department is responsible for conducting the credit bond investment business.

2. Nanchang Municipal Public Investment Holding Co., Ltd.[^] (南昌市政公用投資控股有限責任公司) grants a RMB50 million credit to Nanchang Municipal Construction Group Co., Ltd.[^] (南昌市政建設集團有限公司), which is a working capital loan in nature, with an interest rate of 5.22%, for a term of one year, for purchasing building materials. The credit line can be diverted. The margin ratio of bank acceptances is not less than 40% and that of non-financing guarantees is not less than 10% (for project bidding and performance guarantee). The guarantee methods are as follows: Jiangxi Weimeng Holdings Co., Ltd. (江西偉夢控股股份有限公司) provides a RMB12.50 million guarantee, and Nanchang Municipal Public Investment Holding Co., Ltd.[^] (南昌市政公用投資控股有限責任公司) provides a RMB37.50 million guarantee.
 3. Nanchang Municipal Public Investment Holding Co., Ltd.[^] (南昌市政公用投資控股有限責任公司) grants a RMB40 million credit to Nanchang Gas Group Co., Ltd.[^] (南昌市燃氣集團有限公司), which is a working capital loan in nature, with an interest rate of 4.05%, for a term of one year, for purchasing natural gas. Nanchang Xinjian District Gas Co., Ltd.[^] (南昌市新建區燃氣有限公司) secures the credit with guarantees.
 4. Nanchang Municipal Public Investment Holding Co., Ltd.[^] (南昌市政公用投資控股有限責任公司) grants a RMB79.80 million credit to Jiangxi Hongcheng Water Supply and Drainage Environmental Protection Equipment Technology Co., Ltd.[^] (江西洪城給排水環保設備技術有限責任公司), which is a bank acceptance in nature. The credit term is one year, which can be revolving. The margin ratio of 40%, and the face amount is RMB133 million. Nanchang Water Industry Group Limited[^] (南昌水業集團有限責任公司) secures the credit with guarantees.
- (VII) As the largest shareholder of Jiangxi Financial Leasing Co., Ltd., the Bank holds 1.53 billion shares in Jiangxi Financial Leasing Co., Ltd., accounting for 75.74% of the total. In 2020, Jiangxi Financial Leasing Co., Ltd. grants a RMB2.3 billion interbank general credit for a term of one year.
- (VIII) As the largest shareholder of Nanchang Dafeng County Bank Co., Ltd.[^] (南昌大豐村鎮銀行有限責任公司), the Bank holds 62 million shares in Nanchang Dafeng County Bank Co., Ltd.[^] (南昌大豐村鎮銀行有限責任公司), accounting for 28.18% of the total. In 2020, Nanchang Dafeng County Bank Co., Ltd.[^] (南昌大豐村鎮銀行有限責任公司) grants a RMB500 million interbank general credit for a term of one year.

(IX) The Bank transfers non-performing assets through open bidding on the Jiangxi Assets and Equity Exchange. The ultimate acquirer is Jiangxi Financial Asset Management Co., Ltd. that is also a related party of the Bank. Both parties enters into the Creditor's Rights Transfer Agreement on December 25, 2020 with the consideration of RMB3.0 billion, which is a significant related-party transaction. The Bank adopts the open bidding mode. The terms of the transfer agreement are formulated based on market practices, providing no preferential terms to the transferee.

III. ELEMENTS OF RELATED-PARTY TRANSACTIONS

In 2020, the related-party transactions of the Bank are the credit business, non-performing asset transfer business, and leasing business, including loans, bank acceptances, and bonds. The pricing method of the credit business is determined based on the customer rating and risk profiles and in light of the Bank's pricing management method. Trading gains include interest income, intermediary business income, etc. The pricing of related-party transactions is determined with reference to the fair market price, and the trading conditions are not more favorable than those of non-related party transactions.

IV. APPROVAL PROCEDURES OF RELATED-PARTY TRANSACTIONS

General related-party transactions will be reported to the Related-Party Transactions Control Committee under the Board of Directors after being summarized in writing on a quarterly basis.

The significant related-party transactions are subject to approval of the Board after review of the Related-Party Transactions Control Committee, and shall be reported to the Board of Supervisors and regulatory authorities at the same time within 10 working days from the date of approval.

The above related-party transactions comply with the relevant regulations and requirements of the Interim Measures for Management of Commercial Bank Equity and the Administrative Measures for the Related-Party Transactions between the Commercial Banks and their Insiders or Shareholders adopted by the China Banking and Insurance Regulatory Commission and the Administrative Measures for Related (Connected) Transactions of Jiangxi Bank Co., Ltd. issued by the Bank.



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 2020 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 Annual General Meeting (the “AGM”) of Jiangxi Bank Co., Ltd.* (the “Bank”) will be held at 9:30 a.m. on May 21, 2021 (Friday) at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC, to consider, and if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. to consider and approve the 2020 work report of the board of directors
2. to consider and approve the 2020 work report of the board of supervisors
3. to consider and approve the 2020 annual financial statements report
4. to consider and approve the 2021 financial budget plan
5. to consider and approve the 2020 profit distribution plan
6. to consider and approve the 2021 capital expenditure plan
7. to consider and approve the engagement of audit institutions for 2021
8. to consider and approve the remuneration package for independent directors
9. to consider and approve the remuneration package for external supervisors
10. to consider and approve the election of Mr. YU Minxin as non-executive director of the Bank

SPECIAL RESOLUTION

11. to consider and approve the engagement of convertible negotiated deposit business to replenish additional tier-one capital and issuance of shares under a special mandate

REPORTING MATTER

12. the special report on significant related-party transactions of the Bank in 2020

By Order of the Board of Directors
Jiangxi Bank Co., Ltd.*
CHEN Xiaoming
Chairman

Nanchang, the PRC, April 21, 2021

As of the date of this notice, the board of directors of the Bank comprises Mr. CHEN Xiaoming, Mr. LUO Yan and Mr. XU Jihong as executive directors; Mr. QUE Yong, Mr. LI Zhanrong, Mr. LIU Sanglin, Mr. DENG Jianxin and Ms. ZHUO Liping as non-executive directors; and Ms. ZHANG Rui, Ms. ZHANG Wangxia, Mr. WONG Hin Wing and Ms. WANG Yun 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 AGM 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) and the Bank (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 AGM**

In order to determine the list of Shareholders who are entitled to attend and vote at the AGM, the Bank’s register of members will be closed from April 21, 2021 (Wednesday) to May 21, 2021 (Friday), both days inclusive, during which period no transfer of the shares of the Bank will be effected. The Shareholders included in the Bank’s register of Shareholders on May 21, 2021 (Friday) shall be entitled to attend and vote at the AGM. In order to be eligible for attending and voting at the AGM, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the Board office of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New 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 April 20, 2021 (Tuesday).

3. **PROXY**

Any Shareholder entitled to attend and vote at the AGM 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 AGM.

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 Board office of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC (for holders of Domestic Shares) not less than 24 hours before the scheduled time for holding of the AGM (i.e. by 9:30 a.m. on May 20, 2021 (Thursday)) 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 AGM 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 AGM 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) The Shareholders or their proxies shall present their identity documents when attending the AGM (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 AGM (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).
- (ii) The AGM 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.
- (iii) 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 Board office of the Bank:

Jiangxi Bank Tower
No. 699 Financial Street, Honggutan New 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 AGM will be set out in the circular of the AGM and the 2021 First Class Meeting of H Shareholders of the Bank to be despatched in due course. Shareholders should also read the 2020 annual report to be published by the Bank in due course, where the 2020 work report of the board of directors, 2020 work report of the board of supervisors, audited 2020 financial statements and the 2020 profit distribution plan are set out.



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 2021 FIRST CLASS MEETING OF H SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2021 First Class Meeting of H Shareholders (the “**Class Meeting of H Shareholders**”) of Jiangxi Bank Co., Ltd.* (the “**Bank**”) will be held on May 21, 2021 (Friday) immediately following the completion of the 2020 Annual General Meeting and the 2021 First Class Meeting of Domestic Shareholders of the Bank or any adjournment thereof at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC, to consider, and if thought fit, pass the following resolution:

SPECIAL RESOLUTION

1. to consider and approve the engagement of convertible negotiated deposit business to replenish additional tier-one capital and issuance of shares under a special mandate

By Order of the Board
Jiangxi Bank Co., Ltd.*
CHEN Xiaoming
Chairman

Nanchang, the PRC, April 21, 2021

As of the date of this notice, the board of directors of the Bank comprises Mr. CHEN Xiaoming, Mr. LUO Yan and Mr. XU Jihong as executive directors; Mr. QUE Yong, Mr. LI Zhanrong, Mr. LIU Sanglin, Mr. DENG Jianxin and Ms. ZHUO Liping as non-executive directors; and Ms. ZHANG Rui, Ms. ZHANG Wangxia, Mr. WONG Hin Wing and Ms. WANG Yun as independent non-executive directors.

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 Class Meeting of H Shareholders 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) and the Bank (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 CLASS MEETING OF H SHAREHOLDERS**

In order to determine the list of Shareholders who are entitled to attend and vote at the Class Meeting of H Shareholders, the Bank’s register of members will be closed from April 21, 2021 (Wednesday) to May 21, 2021 (Friday), both days inclusive, during which period no transfer of the shares of the Bank will be effected. The H Shareholders included in the Bank’s register of Shareholders on May 21, 2021 (Friday) shall be entitled to attend and vote at the Class Meeting of H Shareholders. In order to be eligible for attending and voting at the Class Meeting of H Shareholders, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration 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 before 4:30 p.m. on April 20, 2021 (Tuesday).

* *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.*

3. PROXY

Any H Shareholder entitled to attend and vote at the Class Meeting of H Shareholders 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 Class Meeting of H Shareholders.

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 not less than 24 hours before the scheduled time for holding of the Class Meeting of H Shareholders (i.e. by 9:30 a.m. on May 20, 2021 (Thursday)) 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 Class Meeting of H Shareholders 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 Class Meeting of H Shareholders 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) The Shareholders or their proxies shall present their identity documents when attending the Class Meeting of H Shareholders (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 Class Meeting of H Shareholders (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).
- (ii) The Class Meeting of H Shareholders 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.
- (iii) 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

- 5. The details about the aforesaid resolution proposed for the consideration and approval of the Class Meeting of H Shareholders will be set out in the circular of the 2020 Annual General Meeting and the Class Meeting of H Shareholders of the Bank to be dispatched in due course.