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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 accompanying form of proxy for the AGM and the reply slip for the AGM, 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)

**2019 ANNUAL FINANCIAL STATEMENTS REPORT OF THE GROUP,  
2020 FINANCIAL BUDGET REPORT OF THE GROUP,  
2019 PROFIT DISTRIBUTION PLAN,  
EQUITY INVESTMENT AND CAPITAL EXPENDITURE PLAN  
FOR THE YEAR 2020,  
2019 BOARD OF DIRECTORS' REPORT,  
2019 BOARD OF SUPERVISORS' REPORT,  
APPOINTMENT OF AUDITOR FOR 2020,  
FORMULATION OF MANAGEMENT SYSTEM FOR THE REMUNERATION OF  
DIRECTORS AND SUPERVISORS OF JIANGXI BANK CO., LTD.,  
FORMULATION OF THE REMUNERATION PACKAGE FOR INDEPENDENT  
DIRECTORS OF JIANGXI BANK CO., LTD. AND  
THE REMUNERATION PACKAGE FOR  
EXTERNAL SUPERVISORS OF JIANGXI BANK CO., LTD.,  
ELECTION OF MR. LIU WEI AS A SHAREHOLDER  
REPRESENTATIVE SUPERVISOR OF  
THE SECOND SESSION OF THE BOARD OF SUPERVISORS,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF  
JIANGXI BANK CO., LTD.,  
AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF  
DIRECTORS OF JIANGXI BANK CO., LTD. AND THE RULES OF PROCEDURE  
OF THE BOARD OF SUPERVISORS OF JIANGXI BANK CO., LTD.,  
AMENDMENTS TO THE RULES OF PROCEDURE REGARDING  
GENERAL MEETING OF JIANGXI BANK CO., LTD.,  
REPORT ON SIGNIFICANT RELATED PARTY TRANSACTIONS IN 2019 AND  
REPORT ON THE INTERIM ADJUSTMENT OF  
THE 2017-2021 STRATEGIC PLANNING,  
NOTICE OF THE 2019 AGM AND  
NOTICE OF THE 2020 FIRST CLASS MEETING OF H SHAREHOLDERS**

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The Letter from the Board is set out on pages 3 to 15 of this circular.

The Bank will respectively convene the AGM, the Class Meeting of Domestic Shareholders and the Class Meeting of H Shareholders 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 29, 2020 (Friday). The notice of AGM and the notice of the Class Meeting of H Shareholders are respectively set out on pages 80 to 83 and pages 84 to 86 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 (i) complete the reply slips attached to this circular in accordance with the instructions printed thereon, and to return the reply slip to the H Share Registrar (for H Shareholders) or the office of the Board of the Bank (for Domestic Shareholders) on or before May 9, 2020 (Saturday); (ii) and 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 28, 2020 (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 14, 2020

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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:*

“AGM”, “Annual General Meeting”, “2019 AGM” or “2019 Annual General Meeting”	the 2019 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 29, 2020 (Friday)
“Class Meeting of H Shareholders” or “2020 First Class Meeting of H Shareholders”	the 2020 first class meeting of H Shareholders of the Bank to be held on May 29, 2020 (Friday) immediately following the completion of the Annual General Meeting and the 2020 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 “2020 First Class Meeting of Domestic Shareholders”	the 2020 first class meeting of Domestic Shareholders of the Bank to be held on May 29, 2020 (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

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## DEFINITIONS

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“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 6, 2020, 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
“RMB”	Renminbi, the lawful currency of the PRC
“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)
“Shareholder(s)”	the shareholder(s) of the Bank
“Supervisor(s)”	the supervisor(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:*

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

*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, Sunlight Tower  
No. 248 Queen's Road East  
Wanchai, Hong Kong

Dear Shareholders,

**2019 ANNUAL FINANCIAL STATEMENTS REPORT OF THE GROUP,  
2020 FINANCIAL BUDGET REPORT OF THE GROUP,  
2019 PROFIT DISTRIBUTION PLAN,  
EQUITY INVESTMENT AND CAPITAL EXPENDITURE PLAN  
FOR THE YEAR 2020,  
2019 BOARD OF DIRECTORS' REPORT,  
2019 BOARD OF SUPERVISORS' REPORT,  
APPOINTMENT OF AUDITOR FOR 2020,  
FORMULATION OF MANAGEMENT SYSTEM FOR THE REMUNERATION OF  
DIRECTORS AND SUPERVISORS OF JIANGXI BANK CO., LTD.,  
FORMULATION OF THE REMUNERATION PACKAGE FOR INDEPENDENT  
DIRECTORS OF JIANGXI BANK CO., LTD. AND  
THE REMUNERATION PACKAGE FOR  
EXTERNAL SUPERVISORS OF JIANGXI BANK CO., LTD.,  
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NOTICE OF THE 2019 AGM AND  
NOTICE OF THE 2020 FIRST CLASS MEETING OF H SHAREHOLDERS**

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## LETTER FROM THE BOARD

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### I INTRODUCTION

Reference is made to the announcement issued by the Bank dated March 27, 2020 in relation to the amendments to the Articles of Association. The proposal of amendments to the Articles of Association is subject to the AGM and the Shareholders' Class Meetings by way of special resolution for Shareholders' approval.

The Bank will convene the AGM and the Shareholders' Class Meetings on May 29, 2020 (Friday) and notices thereof are set out on pages 80 to 86 of this circular. At the AGM, resolutions will be proposed to approve, among other things, the followings: 2019 annual financial statements report of the Group, 2020 financial budget report of the Group, 2019 profit distribution plan, equity investment and capital expenditure plan for the year 2020, 2019 Board of Directors' report, 2019 Board of Supervisors' report, appointment of auditor for 2020, formulation of Management System for the Remuneration of Directors and Supervisors of Jiangxi Bank Co., Ltd., formulation of the Remuneration Package for Independent Directors of Jiangxi Bank Co., Ltd. and the Remuneration Package for External Supervisors of Jiangxi Bank Co., Ltd., election of Mr. Liu Wei as a Shareholder representative Supervisor of the second session of the Board of Supervisors, amendments to the Articles of Association of Jiangxi Bank Co., Ltd., amendments to the Rules of Procedure of the Board of Directors of Jiangxi Bank Co., Ltd. and the Rules of Procedure of the Board of Supervisors of Jiangxi Bank Co., Ltd., amendments to the Rules of Procedure regarding General Meeting of Jiangxi Bank Co., Ltd., and debriefing report on significant related party transactions in 2019 and report on the interim adjustment of the 2017-2021 strategic planning. Among other things, the proposal of amendments to the Articles of Association of Jiangxi Bank Co., Ltd. and the proposal of amendments to the Rules of Procedure regarding General Meeting of Jiangxi Bank Co., Ltd. are also subject to 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. 2019 Annual Financial Statements Report of the Group

For details of the audited financial statements of the Bank for the year ended December 31, 2019 prepared in accordance with the International Financial Reporting Standards, please refer to the financial statements in the 2019 Annual Report published by the Bank.

In 2019, guided by the Provincial Party Committee and Provincial Government, under the correct leadership of the Party Committee and the Board of Directors of the head office, under the scientific supervision of supervisory authorities, with the support of Shareholders and various sectors of the society, the Group worked together to overcome difficulties, kept steady while pursuing progress, and enabled each business to maintain steady development.

This proposal was considered and passed at the meeting of the Board held on March 27, 2020, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

*Note:* The financial information in this resolution is the financial information and statistics of the Group.

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## LETTER FROM THE BOARD

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### 2. 2020 Financial Budget Report of the Group

#### *(1) The main situation faced by the Group in 2020*

First, in 2020, the macro economy is under greater downward pressure, and the non-performing assets of urban commercial banks are on the rise. Second, interest rates become more market-oriented, and interest rate spreads narrow. Revenue may reach a turning point in 2020, presenting a situation of “business growth without revenue increase”. Third, in a normalized environment with strict regulation, the financial industry focuses more on prudent operation. Fourth, the Group is also faced with positive factors both internally and externally: three aspects remain unchanged, i.e. the long-term positive trend of China’s economic development, the high attention of the Provincial Party Committee and the Provincial Government to Jiangxi Bank and the support from substantial Shareholders, as well as the hard working spirit of cadres and employees of Jiangxi Bank; three aspects are enhanced, i.e. China’s supportive policies for small and medium-sized banks, the benefits brought by the high-quality leapfrog development of Jiangxi, and the brand effect of the Bank’s successful listing.

#### *(2) The Group’s overall objective and business strategy in 2020*

The overall business objective in 2020 is “two improvements and five enhancements”. In order to achieve the overall business objectives, the Bank adheres to the strategy of “speed down and quality up” to maintain a stable and moderate growth of asset scale at a slower rate; the Bank will strengthen credit risk management on and off balance sheets, maintain strict supervision over asset quality to keep non-performing risks under control, and continuously strengthen efforts to recover and write off non-performing assets; net profit for the year is targeted to remain the same as the actual level of the previous year.

#### *(3) The Group’s plan for main business indicators in 2020*

In 2020, the Group’s main business indicators are planned as follows: (i) total assets of RMB489.6 billion, an increase of RMB33.5 billion or 7.34%; (ii) daily average balance of deposits of RMB291.6 billion, an increase of RMB21 billion or 7.76%; (iii) loan balance of RMB230 billion, an increase of RMB20 billion or 9.52%; (iv) net profit of RMB2.154 billion, keeping the same as the actual level in 2019; non-performing loans written off during the year of no more than RMB3 billion; (v) non-performing loan ratio of no more than 2.50%; (vi) capital adequacy ratio of more than 10.5%; (vii) provision coverage ratio of no less than 150%.

This proposal was considered and passed at the meeting of the Board held on March 27, 2020, which is currently proposed to the AGM by way of ordinary resolution for Shareholders’ consideration and approval.

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## LETTER FROM THE BOARD

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### 3. 2019 Profit Distribution Plan

The Bank (the parent company)'s audited net profit in 2019 was RMB1.906 billion. In order to further lay a solid foundation and improve our risk resistance capacity, the Board 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 Ministry of Finance of the People's Republic of China, together with the requirements in regulatory and capital market aspects, and taking into accounts the return criteria of Shareholders.

- (1) For statutory profit distribution items, the distribution plan with respect to the Bank's net profits of RMB1.906 billion realized in 2019 was proposed as following according to the financial and regulatory policies mentioned above, and with reference to dividends paid to shareholders by peers: (i) the statutory surplus reserve fund will be appropriated as to 10% of the net profit in this year, amounting to RMB190.6 million; (ii) the general risk reserve will be appropriated as to 1.5% of the balance of assets as at the end of 2019 which were exposed to risks and losses, amounting to RMB292 million;
- (2) The profits proposed to be distributed to Shareholders will be appropriated as to 5% of the share capital of the Bank. Given the rising ratio of distressed assets and the decreasing profit indexes in 2019, the Bank, as an H-share listed bank, proposed to moderately reduce the dividend distribution proportion over that of last year as allowed by the regulatory requirements and dividend distribution policy, to maintain the confidence of Shareholders and a stable market capitalization, and safeguard the image and reputation of the Bank in the capital market. Based on this proposal, a dividend of RMB301.2 million is intended to be distributed at an amount of RMB0.05 (including tax) per Share. The amount of proposed dividend accounts for 15.80% of the net profit for this year, representing a decrease of 2.38 percent points from the corresponding percentage of 18.18% in last year. The effect of dividend distribution to Shareholders on capital adequacy: after dividend distribution of RMB301.2 million in cash, the CAR of the Bank will decrease by 0.09 percent point as compared with that as at the end of 2019, representing a minimal effect on the CAR of the Bank.
- (3) The balance of net profit for this year after the distribution of the above three items 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 9, 2020 (Tuesday) a final dividend in cash for the year ended December 31, 2019 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, 2019 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 29, 2020 (Friday) (inclusive), i.e. the date of the Bank's AGM. It is expected the dividend will be paid on July 28, 2020 (Tuesday).

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## LETTER FROM THE BOARD

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The H Share register of members of the Bank will be closed from June 4, 2020 (Thursday) to June 9, 2020 (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 June 3, 2020 (Wednesday).

This proposal was considered and passed at the meeting of the Board held on March 27, 2020, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

#### **4. Equity Investment and Capital Expenditure Plan for the Year 2020**

According to the requirements of the Bank's strategic development plan, the Bank has prepared the Equity Investment and Capital Expenditure Plan for the year 2020 based on the principle of prudence and rationality to 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 27, 2020, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

#### **5. 2019 Board of Directors' Report**

For details of the Report of the Board of Directors for the year ended December 31, 2019, please refer to the chapter of "Report of the Board of Directors" included in the 2019 Annual Report published by the Bank.

#### **6. 2019 Board of Supervisors' Report**

For details of the Report of the Board of Supervisors for the year ended December 31, 2019, please refer to the chapter of "Report of the Board of Supervisors" included in the 2019 Annual Report published by the Bank.

#### **7. Appointment of Auditor for 2020**

In 2016, the Bank appointed KPMG Huazhen (SGP) as the Bank's domestic auditor through tender invitation and re-appointed it in 2017, 2018 and 2019, 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 and 2019. 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 2020 respectively, until the conclusion of the 2020 Annual General Meeting of the Bank, and that the Board be authorized to fix their remuneration.

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## LETTER FROM THE BOARD

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This proposal was considered and passed at the meeting of the Board held on March 27, 2020, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approve.

### **8. Formulation of Management System for the Remuneration of Directors and Supervisors of Jiangxi Bank Co., Ltd.**

In order to further improve the remuneration management of the Directors and Supervisors of the Bank, effectively ensure the performance of duties and powers by the Bank's Directors and Supervisors in accordance with laws, and promote the healthy, sustainable and stable development of the Bank, Jiangxi Bank has formulated Management System for the Remuneration of Directors and Supervisors of Jiangxi Bank Co., Ltd. pursuant to the Company Law of the People's Republic of China, the Guidelines on the Corporate Governance of Commercial Banks and other relevant laws and regulations as well as the Articles of Association and in combination with the actual situation of the Bank. For details, please refer to the Appendix II to this circular.

This proposal was considered and passed at the meeting of the Board held on March 27, 2020, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approve.

### **9. Formulation of the Remuneration Package for Independent Directors of Jiangxi Bank Co., Ltd.**

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) Total annual remuneration for Independent Directors**

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, with additional allowance of RMB1,000 per day per Independent Director for his or her participation in working, investigation or training in the Bank.

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## LETTER FROM THE BOARD

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### (2) 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: (i) 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; (ii) meeting attendance : each Independent Director shall attend the shareholders' general meetings, the regular meetings of the Board and special committees for no less than 10 times a year; (iii) investigation and training: each Independent Director shall participate in at least one investigation or training each year organized by the Bank.

### (3) Performance appraisals

- (i) For working days at the Bank less than the requirements mentioned above, RMB1,000 will be deducted for one day absence from duty.
- (ii) The Board of Supervisors shall conduct annual performance appraisals on the Independent Directors. The amount of RMB5,000 and RMB20,000 shall be deducted from an Independent Director' remuneration if she or he receives a performance appraisal of basically competent and incompetent, respectively.

This proposal was considered and passed at the meeting of the Board held on March 27, 2020, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

## **10. Formulation of the Remuneration Package for External Supervisors of Jiangxi Bank Co., Ltd.**

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, and with reference to the remunerations of other urban commercial banks with business scale similar to 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 to: the current External Supervisors of the Bank.
- (2) Criterion for remuneration: the total annual remuneration for External Supervisors of the Bank is determined to be RMB150,000, with additional allowance of RMB1,000 per day per External Supervisor for his or her participation in working (including training, investigation and meeting) in the Bank.

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## LETTER FROM THE BOARD

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(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:

- (i) Working days: each External Supervisor shall work at the Bank for no less than 15 working days a year;
- (ii) Meeting attendance: each External Supervisor shall attend at least two thirds of meetings of the Board of Supervisors in person each year;
- (iii) Investigation and training: each External Supervisor shall participate in at least one investigation or training each year organized by the Bank.

(4) Performance appraisals

- (i) For working days at the Bank less than the requirements mentioned above, RMB1,000 will be deducted for one day absence from duty.
- (ii) The amount of RMB5,000 and RMB20,000 shall be deducted from an External Supervisor' remuneration if she or he receives an appraisal of basically competent and incompetent, respectively, from the annual performance appraisal of the Board of Supervisors.

(5) Miscellaneous

- (i) 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;
- (ii) 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 of Supervisors held on March 27, 2020, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

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## LETTER FROM THE BOARD

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### **11. Election of Mr. Liu Wei as a Shareholder Representative Supervisor of the Second Session of the Board of Supervisors**

Reference is made to the announcement of the Bank dated March 27, 2020 in relation to, among others, proposed appointment of Mr. Liu Wei as a Shareholder representative Supervisor.

Pursuant to the provisions of laws, regulations and the Articles of Association, Mr. Liu Wei was nominated as a candidate of Shareholder representative Supervisor of the second session of the Board of Supervisors of the Bank at the meeting of the Board of Supervisors of the Bank held on March 27, 2020. The proposed appointment of Mr. Liu Wei as a Shareholder representative Supervisor of the Bank's second session of the Board of Supervisors will be submitted to the Annual General Meeting for Shareholders' approval. According to the Articles of Association, the term of office of the Board of Supervisors is three years. The term of office of Mr. Liu Wei will start upon approval of Shareholders till the expiry of term of the second session of the Board of Supervisors.

Details of Mr. Liu Wei's biography are set out below:

**Mr. Liu Wei (劉巍)**, born in October 1971, has been the special assistant to the chairman and an executive director of AMTD Group since 2016. From 2013 to 2016, he served as the director of Greater China, World Economic Forum; from 2007 to 2012, he served as the director of strategy and market development of Corning Inc. in the United States; from 1997 to 2005, he served as the chief representative of Arcelor in France; from 1994 to 1997, he served as the director of Marubeni Corporation in Japan. Mr. Liu Wei received his master's degree in Business Administration from Tuck School of Business, Dartmouth College in June 2007.

As at the Latest Practicable Date, save as disclosed above, Mr. Liu Wei has confirmed that: (i) he has no relationship with any director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank or its subsidiaries; (ii) he holds no other position in the Bank or any of its subsidiaries, nor has he served as a director or supervisor in any other public companies listed in Hong Kong or overseas in the past three years; (iii) he does not, nor is deemed to, have any interest in any shares, underlying shares or bonds of the Bank or any of its associated corporations (within the meaning of Part XV of the SFO); and (iv) there are no other matters in relation to his appointment required to be brought to the attention of the Shareholders of the Bank or the Hong Kong Stock Exchange, and no other matters fall to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Mr. Liu Wei will not receive any remuneration in respect of his position as a Supervisor of the Bank.

This proposal was considered and passed at the meeting of the Board of Supervisors held on March 27, 2020, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

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## LETTER FROM THE BOARD

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### **12. Amendments to the Articles of Association of Jiangxi Bank Co., Ltd.**

In order to improve the accuracy and completeness of the Articles of Association of the Bank, the Board of Directors of the Bank proposed to amend the Articles of Association of the Bank pursuant to the Notice of the Jiangxi Office of China Banking and Insurance Regulatory Commission on Carrying out the Amendment and Improvement of the Articles of Association of Legal Person Banking Institutions Within Its Jurisdiction, in accordance with the requirements of the latest laws, regulations and regulatory policies, and based on the actual requirements of the Bank. For details, please refer to the Appendix III to this circular.

The Bank will submit the aforesaid resolution to the Annual General Meeting and the Shareholders' Class Meetings for Shareholders' consideration. The proposed amendments to the Articles of Association are subject to passing of a special resolution at the Annual General Meeting and the Shareholders' Class Meetings respectively and the approval of relevant PRC banking regulatory authority.

This proposal was considered and passed at the meeting of the Board held on March 27, 2020, which is currently proposed to the AGM and the Shareholders' Class Meetings by way of special resolution for Shareholders' consideration and approval.

### **13. Amendments to the Rules of Procedure of the Board of Directors of Jiangxi Bank Co., Ltd.**

The Bank proposes to amend the Rules of Procedure of the Board of Directors of Jiangxi Bank Co., Ltd. to put the implementation measures and regulatory requirements of "Three Importance and One Greatness", the collective decision-making system, into effect. For details, please refer to Appendix IV of this circular.

This proposal was considered and passed at the meeting of the Board held on March 27, 2020, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

### **14. Amendments to the Rules of Procedure of the Board of Supervisors of Jiangxi Bank Co., Ltd.**

In accordance with the policies and deployment of the central government on improving Party building in state-owned enterprises and requirements of inspection and rectification of the Bank, with relevant requirements of regulatory guidelines, the Bank proposes to amend the Rules of Procedure of the Board of Supervisors of Jiangxi Bank Co., Ltd. For details, please refer to the Appendix V to this circular.

This proposal was considered and passed at the meeting of the Board of Supervisors held on March 27, 2020, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

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## LETTER FROM THE BOARD

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### **15. Amendments to the Rules of Procedure Regarding General Meeting of Jiangxi Bank Co., Ltd.**

According to the Official Reply of the State Council on the Adjustment of the Notice Period for the General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Company Law of the People's Republic of China, and Listing Rules, the Bank proposes to amend the Rules of Procedure Regarding General Meeting of Jiangxi Bank Co., Ltd. based on its own realities. For details, please refer to the Appendix VI to this circular.

This proposal was considered and passed at the meeting of the Board held on March 27, 2020, which is currently proposed to the AGM and the Shareholders' Class Meetings by way of special resolution for Shareholders' consideration and approval.

### **16. Debriefing Report on Significant Related Party Transactions in 2019**

The Shareholders will debrief the Bank's Special Report on Significant Related Party Transactions of Jiangxi Bank in 2019 at the AGM, the full text of which is set out in Appendix VII to this circular.

### **17. Debriefing Report on the Interim Adjustment of the 2017-2021 Strategic Planning**

The Shareholders will debrief the Bank's Report on the Interim Adjustment of the 2017-2021 Strategic Planning at the AGM, the full text of which is set out in Appendix VIII 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 29, 2020 (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 and the reply slip have been sent in accordance with the Listing Rules and the Articles of Association on April 14, 2020 (Tuesday). The Notice of AGM and the Notice of the Class Meeting of H Shareholders are set out in Appendix IX and Appendix X to this circular respectively.

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. If you are attending the AGM and/or the Shareholders' Class Meetings (in person or by a proxy), you are requested to complete the reply slip attached to this circular, and return it to the H Share Registrar (for H Shareholders) or to the Board office of the Bank (for Domestic Shareholders) on or before May 9, 2020 (Saturday).

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## LETTER FROM THE BOARD

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Completion and return of the form of proxy will not preclude you from attending or 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 29, 2020 (Wednesday) to May 29, 2020 (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 29, 2020 (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 28, 2020 (Tuesday).

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## LETTER FROM THE BOARD

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### 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 X to this circular.

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

Nanchang, China, April 14, 2020

\* *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.*

**2020 Equity Investment and  
Capital Expenditure Plan**

In accordance with the requirements of the Bank's strategic development plan, in order to better allocate reasonable financial resources and provide effective guarantees for business development, the Bank formulated the 2020 equity investment and capital expenditure plan. The execution of investment in 2019 and the 2020 investment plan are reported as follows:

**I. EXECUTION OF THE 2019 INVESTMENT PLAN****(I) Overall capital investment**

1. Investment in fixed assets and intangible assets. In 2019, through the effective divestiture and merger of inefficient outlets and based on effective clearance of non-interest-bearing assets, the Bank rationally arranged capital investment during the year. As of the end of December 2019, the net value of capital expenditure of the Bank totaled RMB3,675.99 million, representing an increase of RMB34.74 million or 0.96% from the end of the previous year. In particular:

The net value of premises was RMB2,760.24 million (including: original value of RMB3,437.25 million and accumulated depreciation of RMB677.01 million), representing an increase of RMB100.82 million or 3.79% from the end of the previous year.

The net value of IT technology systems and equipment was RMB239.43 million (including: original value of RMB921.46 million and accumulated depreciation of RMB682.03 million), representing a decrease of RMB16.26 million or 6.36% from the end of the previous year.

The net value of property decoration costs was RMB267.57 million (including: original value of RMB397.72 million and accumulated depreciation of RMB130.15 million), representing a decrease of RMB42.14 million or 13.61% from the end of the previous year.

The net value of other equipment assets was RMB408.75 million (including: original value of RMB634.45 million and accumulated depreciation of RMB225.7 million), representing a decrease of RMB7.68 million or 1.84% from the end of the previous year.

2. Long-term equity investment. The balance at the end of the year was RMB1,852.82 million, representing an increase of RMB5 million from the end of the previous year. Such increase was due to the transfer of 5 million shares in Nanfeng Judu County Bank Co., Ltd. from ZhengBang Group Co., Ltd. to the Bank at a total transfer price of RMB5 million in January 2019.

**(II) Execution of the 2019 Equity Investment and Capital Expenditure Plan**

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 RMB523.88 million; the actual investment in 2019 was RMB413.41 million; and 78.91% of the annual plan was completed. The main differences from the plan are as follows:

First, the investment in properties and infrastructure was RMB48 million more than the plan, mainly due to the facts that: Guangzhou Branch incurred unplanned purchase of office premises of RMB216 million (approved at the third meeting of the second session of the Board of Directors); the investment in self-built business premises in Ganjiang New District was RMB41 million less for the project has not yet entered the construction period; the investment for purchase of office premises for Pingxiang Branch was RMB59 million less; the payment for Shangrao Branch was RMB23 million less due to payment ratio arrangements; the payment for decoration of outlets was RMB45 million less for it was not yet implemented and due to payment ratio arrangements;

Second, the investment in IT technology systems and equipment was RMB114 million less than the plan, mainly due to the fact that some systems have not been implemented due to the project approachment was not finished or the upstream system was not ready.

Third, the investment in monitoring equipment, office furniture and equipment was RMB44 million less due to the fact that relevant outlets were not yet decorated.

**II. THE 2020 EQUITY INVESTMENT AND CAPITAL EXPENDITURE PLAN**

The total budget for 2020 equity investment and capital expenditure is RMB1,668.9 million (see Appendix I and Appendix II). In particular: the investment in long-term equity is up by RMB1,000 million; the investment in fixed assets and intangible assets is RMB626.71 million; and the capital expenditure of long-term deferred expenses is RMB42.19 million.

**(I) Long-term equity investments**

Considering the development trend and regulatory environment of banking wealth management business, this year, the Bank continues to apply for the establishment of a financial subsidiary, in which RMB1,000 million is expected to be invested.

**(II) Fixed assets and intangible assets**

In 2020, it is estimated that the investment in fixed assets and intangible assets of the Bank is RMB626.71 million. In particular: the investment in building and infrastructure is RMB342.52 million; the investment in information technology system construction and equipment, office equipment and others is RMB284.19 million.

1. Purchase and renovation of buildings. In 2020, it is estimated that the total investment in properties is RMB342.52 million. In particular:

- (1) Purchased and self-built properties: it is estimated that the infrastructure funds to be spent in 2020 will be RMB255.89 million. Mainly including:

- ① New projects with an estimated investment of RMB110 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 RMB50 million. It is estimated that RMB50 million will be spent in 2020. Second, it is planned to purchase office buildings for Ji'an Branch, and it is estimated that RMB60 million will be spent in 2020.
    - ② Continued construction of projects already started with an estimated investment of RMB145.89 million: First, in respect of Financial Service Center in Ganjiang New District, the total area of the project is 92,230 m<sup>2</sup> and the total cost is RMB678 million. In 2019, RMB47.15 million has been paid for land auction. It is estimated that RMB40 million will be spent in 2020 to start construction. Second, Guangzhou Branch purchases business premises with a total investment of RMB299 million, and has invested RMB216 million. There is still a need to spend RMB83 million in 2020. Third, Shangrao Branch purchases business premises with a total investment of RMB39.18 million, and has invested RMB17.09 million. There is still a need to spend RMB22.09 million to purchase premises in 2020. Fourth, Ganzhou Nankang Branch purchases business premises with a total investment budget of RMB8.27 million, and has invested RMB7.47 million. There is still a need to spend RMB0.8 million to purchase premises in 2020.

- (2) Renovation of self-owned properties. Renovation of self-owned properties in 2020 includes renovation of new outlets and final payment for implemented but unfinished projects with a total investment of RMB86.63 million, including:
- ① Renovation of 13 new outlets in 2020 with an estimated amount of RMB58.82 million. In particular: First, the total investment in renovation of Pingxiang Branch will be RMB20.51 million and it is estimated that RMB16.4 million will be spent in 2020. Second, the total budget for renovation of office premises of Bayi Sub-Branch will be RMB4.41 million and it is estimated that RMB3.53 million will be spent in 2020. Third, the total budget for renovation of Xiangnan Chuanshan Road Sub-Branch will be RMB0.73 million and it is estimated that RMB0.58 million will be spent in 2020. Fourth, the total budget for renovation of Tielu Yongshu Road Sub-Branch will be RMB0.72 million and it is estimated that RMB0.57 million will be spent in 2020. Fifth, the total budget for renovation of Binjiang Sub-Branch will be RMB3.06 million and it is estimated that RMB2.45 million will be spent in 2020. Sixth, the total budget for renovation of Binjiang Jingwei Sub-Branch will be RMB2.77 million and it is estimated that RMB2.22 million will be spent in 2020. Seventh, the total budget for renovation of Anyi Sub-Branch will be RMB4 million and it is estimated that RMB3.21 million will be spent in 2020. Eighth, the total budget for renovation of Jingdezhen Changnan Sub-Branch will be RMB0.64 million and it is estimated that RMB0.51 million will be spent in 2020. Ninth, the total budget for renovation of Honggutan Sub-Branch will be RMB1.35 million and it is estimated that RMB1.35 million will be spent in 2020. Tenth, the total budget for renovation of Hongcheng Hongda Sub-Branch will be RMB0.67 million and it is estimated that RMB0.67 million will be spent in 2020. Eleventh, the total budget for renovation of Ganzhou Nankang Sub-Branch will be RMB3.69 million and it is estimated that RMB2.95 million will be spent in 2020. Twelfth, the total budget for renovation of Guangzhou Branch will be RMB19.41 million and it is estimated that RMB15.52 million will be spent in 2020. Thirteenth, the total budget for renovation of buildings on Zhongshan Road will be RMB11.08 million and it is estimated that RMB8.86 million will be spent in 2020.
- ② Continued construction and renovation of 6 outlets with a budget expenditure of RMB27.81 million. In particular: First, the total budget for renovation of Shangrao Branch will be RMB13.38 million; RMB2.68 million has been invested and it is estimated that RMB10.7 million will be spent in 2020. Second, the total budget for renovation of Ganzhou Branch will be RMB20.47 million; RMB16.23 million has been invested and it is estimated that RMB4.24 million will be spent in 2020. Third, the

total budget for renovation of Suzhou Branch will be RMB18.39 million; RMB12.2 million has been invested and it is estimated that RMB6.19 million will be spent in 2020. Fourth, the total budget for renovation of Yingtan Branch will be RMB16.47 million; RMB11.52 million has been invested and it is estimated that RMB4.95 million will be spent in 2020. Fifth, the total investment for renovation of the second and third floor of Gaoxin Sub-Branch will be RMB2.07 million; RMB0.45 million has been invested and it is estimated that RMB1.52 million will be spent in 2020. Sixth, the total investment for renovation of Tielu Xinhua Sub-Branch will be RMB0.7 million; RMB0.49 million has been invested and it is estimated that RMB0.21 million will be spent in 2020.

2. Information technology system construction and equipment, office equipment and others. The Bank's investment in information technology system construction and equipment, office equipment and others is estimated to be RMB284.19 million in 2020.
  - (1) The Bank's investment in information technology system construction and equipment is estimated to be RMB217.08 million (see Appendix III). ① There are 62 projects for construction of new information technology system with a total investment of RMB253.02 million and RMB176.15 million is planned to be invested; ② It is estimated that RMB2 million will be invested in regulatory reserved projects; the estimated investment in new and updated electronic devices of various organizations is RMB25 million; ③ The final payment for the technology projects that have been contracted and implemented in the previous year is RMB13.93 million.
  - (2) Other equipment. In 2020, the Bank is expected to invest RMB67.11 million, including: ① Security equipment: in 2020, the investment in security equipment of the Bank is expected to be RMB16.94 million. In particular: First, the total investment in new establishment of branches and subbranches and relocation of security equipment is RMB12.26 million; second, the total investment in the installation of protective cabin for ATM machines at each outlet is RMB4.68 million. ② Air conditioning equipment: the Bank's investment in air conditioning equipment for new establishment of sub-branches, relocation of outlets or renovation is expected to be RMB20.24 million in 2020. ③ Business hall facilities: the total investment in purchase of calling machine, counter machine, coin exchange machine, etc. is expected to be RMB10.57 million in 2020. ④ Office equipment and others: the Bank's investment in office furniture, office equipment and other equipment for new establishment of sub-branches, relocation of outlets or renovation is expected to be RMB18.16 million in 2020. ⑤ Purchase of vehicles: one official vehicle will be purchased for each of the branch in Jiujiang, Shangrao and Suzhou with a total estimated amount of RMB1.2 million.

**(III) Capital expenditure of long-term deferred expenses.**

In 2020, it is estimated that the total capital expenditure of long-term deferred expenses of the Bank is RMB42.19 million. In particular:

1. Renovation of leased outlets. In 2020, it is planned to renovate 16 outlets across the Bank, and the workplaces of 2 marketing teams in the small business credit centers in Ganzhou and Shangrao together with intelligent outlet renovation with an estimated amount of RMB22.61 million.
  - (1) Nanchang area: renovation of 1 new outlet, 5 relocations or original locations, including: Xiangnan Sub-Branch, Yingbin Avenue Sub-Branch, Honggutan Fenghe Sub-Branch, Gaoxin Yudaihe Sub-Branch, Nanchang County Xinhongda Sub-Branch and Zhongshan Road Fusheng Road Sub-Branch, with an estimated amount of RMB10.39 million; (2) Branches in the province: 2 new sub-branches (Shangrao Xinzhou Sub-Branch and Yichun Urban Sub-Branch); renovation of 8 relocations or original locations, with a total amount of RMB8.27 million; (3) The workplaces in the small business credit centers in Ganzhou and Shangrao are expected to be relocated and renovated due to the relocation of the branches' sales departments; the renovation amount is RMB2.44 million and it is estimated that RMB1.95 million will be spent in 2020; (4) The amount for infrastructure renovation due to the construction of intelligent outlets across the Bank is estimated to be RMB2 million in 2020.
2. There are 30 projects which were already started and under construction before 2019 with an estimated unpaid amount of RMB13.63 million.
3. The renovation of the Bank's archway is expected to cost RMB5.95 million.

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## **APPENDIX II                    MANAGEMENT SYSTEM FOR THE REMUNERATION OF DIRECTORS AND SUPERVISORS OF JIANGXI BANK CO., LTD.**

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### **Jiangxi Bank Co., Ltd. Management System for the Remuneration of Directors and Supervisors**

#### **CHAPTER I GENERAL PROVISIONS**

Article 1 In order to further improve the remuneration management of the Directors and Supervisors of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Bank”), effectively ensure the performance of duties and powers by the Bank’s Directors and Supervisors in accordance with laws, and promote the healthy, sustainable and stable development of the Bank, Jiangxi Bank has formulated this system pursuant to the Company Law of the People’s Republic of China, the Guidelines on the Corporate Governance of Commercial Banks and other relevant laws and regulations as well as the Articles of Association of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Articles”) and in combination with the actual situation of the Bank.

Article 2 This system is applicable to all Directors and Supervisors of the Bank. The Directors referred to herein include executive directors, shareholder representative directors and independent directors; the Supervisors referred to herein include employee representative supervisors, shareholder representative supervisors and external supervisors.

Article 3 The remuneration level of Directors and Supervisors of the Bank is determined by reference to the remuneration level in the banking industry and in combination with the actual situation of the Bank. The remuneration system observes the following major principles:

- (I) The principle of distribution according to one’s performance combined with responsibility, right and interest;
- (II) The principle of adapting to the Bank’s benefits and combining with the Bank’s long-term interests;
- (III) The principle of openness, fairness and transparency.

#### **CHAPTER II REMUNERATION AND ADJUSTMENT**

Article 4 The Bank formulates different remuneration policies according to the nature of the work of the Directors and Supervisors as well as the responsibilities and risks they undertake:

- (I) The remuneration of executive directors and employee representative supervisors is determined mainly according to the relevant policies and opinions of Jiangxi Provincial Department of Finance and the Bank’s internal remuneration policy.
- (II) Non-executive directors and shareholder representative supervisors do not receive remuneration from the Bank.

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## **APPENDIX II                      MANAGEMENT SYSTEM FOR THE REMUNERATION OF DIRECTORS AND SUPERVISORS OF JIANGXI BANK CO., LTD.**

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- (III) The remuneration of independent directors and external supervisors is determined by the Bank with reference to banking standards and in combination with regulatory requirements and the actual situation of the Bank, and submitted to the general meeting for review and approval.

Article 5 In the event that the Directors and Supervisors of the Bank leave office due to such reasons as replacement, re-election, resignation during their term of office, the Bank shall pay remuneration according to their actual term of office and performance of their duties.

Article 6 The remuneration of the Directors and Supervisors of the Bank may be adjusted appropriately according to the changes in the market environment and the development of the Bank.

### **CHAPTER III REMUNERATION MANAGEMENT BODIES**

Article 7 The Remuneration and Nomination Committee under the Board of the Bank is responsible for formulating the remuneration composition, standards and plans of Directors which are subject to the consideration of the Board.

Article 8 The Nomination Committee under the Board of Supervisors of the Bank is responsible for formulating the remuneration composition, standards and plans of Supervisors which are subject to the consideration of the Board of Supervisors.

Article 9 The remuneration policies and plans of Directors and Supervisors reviewed and approved by the Board and the Board of Supervisors are subject to the review and approval by the general meeting of the Bank.

### **CHAPTER IV SUPPLEMENTARY PROVISIONS**

Article 10 The travel expenses incurred by Directors and Supervisors attending the Board meetings, meetings of the Board of Supervisors and the general meetings of the Bank as well as the reasonable expenses required for exercising their duties and powers in accordance with the Articles shall be reimbursed by the Bank after verification.

Article 11 Unless otherwise stated, the terms used herein shall have the same meaning as those defined in the Articles.

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**APPENDIX II                      MANAGEMENT SYSTEM FOR THE REMUNERATION OF  
DIRECTORS AND SUPERVISORS OF JIANGXI BANK CO., LTD.**

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Article 12 In case of any matters not covered herein or any conflict with the laws, regulations, departmental rules promulgated or amended from time to time after this system comes into effect, the provisions of the securities regulatory authority at the place where the Bank's shares are listed, the relevant provisions of the the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the provisions of the Articles, such laws, regulations, departmental rules, the provisions of the securities regulatory authority at the place where the Bank's shares are listed, the the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles shall prevail.

Article 13 The Bank reserves the right of interpretation of this system.

Article 14 This system shall become effective from the date when it is approved by the general meeting.

**Comparison Table of the Amendments to the  
Articles of Association of Jiangxi Bank Co., Ltd.**

No.	Original Clause	Amended Clause
1.	<p>Article 29 The Bank may repurchase its issued Shares in any of the following circumstances:</p> <p>(I) reducing the registered capital of the Bank;</p> <p>(II) merging with other companies holding Shares in the Bank;</p> <p>(III) <u>granting Shares to employees of the Bank as a reward;</u></p> <p>(IV) any requests for the Bank to repurchase Shares from the Shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank;</p> <p>(V) <u>any such other circumstance as required by the laws and regulations.</u></p> <p>The Bank may not trade its own Shares except in the circumstances stated in the preceding article.</p>	<p>Article 29 The Bank may repurchase its issued Shares in any of the following circumstances:</p> <p>(I) reducing the registered capital of the Bank;</p> <p>(II) merging with other companies holding Shares in the Bank;</p> <p>(III) <b><u>for use in employee stock ownership plan or as equity incentive;</u></b></p> <p>(IV) any requests for the Bank to repurchase Shares from the Shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank;</p> <p>(V) <b><u>using such shares for conversion of the convertible corporate bonds issued by the Bank;</u></b></p> <p>(VI) <b><u>as the Bank considers necessary to safeguard the Company's value and shareholders' rights and interests;</u></b></p> <p>(VII) any such other circumstance as required by the laws and regulations.</p> <p>The Bank may not trade its own Shares except in the circumstances stated in the preceding article.</p>

No.	Original Clause	Amended Clause
2.	<p>Article 30 Purchase of the shares of the Bank for the reasons provided in the above-said items (I) <u>to (III)</u> shall be permitted by resolution at the shareholders' general meeting. Shares repurchased by the Bank in accordance with the provision in <del>the above-said item (I)</del> shall be cancelled within 10 days from the date of repurchase, and shares repurchased by the Bank in accordance with the provision in the above-said items (II) and (IV) shall be transferred or cancelled within 6 months.</p> <p><del>The number of shares in the Bank to be purchased under the circumstance set out in the above-said item (III) shall not exceed 5% of the total number of shares in issue of the Bank. The purchase of such shares shall be funded by after-tax profits of the Bank and the shares so purchased shall be transferred to the employees within 1 year.</del></p>	<p>Article 30 Purchase of the shares of the Bank for the reasons provided in the above-said items (I) <b><u>and (II)</u></b> shall be permitted by resolution at the shareholders' general meeting. <b><u>The Bank's repurchase of its shares due to the circumstances specified in items (III), (V) and (VI) in the first paragraph of the preceding article is, pursuant to the provisions of the Articles or the authorization of a general meeting, subject to the resolution of a Board meeting attended by more than two-thirds of the Directors.</u></b></p> <p>Shares repurchased by the Bank in accordance with the provision in item (I) <b><u>in the first paragraph of the preceding article</u></b> shall be cancelled within 10 days from the date of repurchase, and shares repurchased by the Bank in accordance with the provision in the above-said items (II) and (IV) shall be transferred or cancelled within 6 months. <b><u>Where shares are repurchased by the Bank in accordance with items (III), (V) and (VI), the total number of shares held by the Bank shall not exceed 10% of its total shares in issue, and the shares so repurchased shall be transferred or cancelled within 3 years.</u></b></p> <p><b><u>Where the Bank repurchases its shares, it shall perform the obligation to disclose information in accordance with the requirements of the Securities Law of the People's Republic of China and the securities regulatory authority in the place where its shares are listed. Where the Bank repurchases its shares due to the circumstances specified in items (III), (V) and (VI) in the first paragraph of the preceding article, it shall do so through public and centralized transactions.</u></b></p> <p><b><u>Where laws, regulations and the securities regulatory authority in the place where the Bank's shares are listed have other provisions on the relevant matters involved in the aforesaid share repurchase, such provisions shall prevail.</u></b></p>

No.	Original Clause	Amended Clause
3.	<p>Article 70 Shareholders of the Bank shall have the following obligations:</p> <p>(I) To abide by the laws and regulations, regulatory requirements and the Articles;</p> <p>(II) To contribute to the share capital as determined by the number of shares subscribed for by them and the method of capital contribution;</p> <p>(III) Not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations;</p> <p>(IV) To comply with the resolutions of the shareholders' general meeting;</p> <p>(V) To support the reasonable capital plans formulated by the Board of Directors, and in the case that the capital adequacy ratio is lower than the legal requirements, shall support the measures of increasing the capital adequacy ratio which shall be proposed by the Board of Directors, including the development of reasonable capital supplement plans, the increase in core capital and so on; Substantial shareholders shall replenish the Bank with capital when necessary and make long-term commitments of the capital supplement to the Bank in writing and those commitments shall become a part of the capital planning of the Bank; Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the entry of new qualified shareholders;</p>	<p>Article 70 Shareholders of the Bank shall have the following obligations:</p> <p>(I) To abide by the laws and regulations, regulatory requirements and the Articles;</p> <p>(II) To contribute to the share capital as determined by the number of shares subscribed for by them and the method of capital contribution;</p> <p>(III) Not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations;</p> <p>(IV) To comply with the resolutions of the shareholders' general meeting;</p> <p>(V) To support the reasonable capital plans formulated by the Board of Directors, and in the case that the capital adequacy ratio is lower than the legal requirements, shall support the measures of increasing the capital adequacy ratio which shall be proposed by the Board of Directors, including the development of reasonable capital supplement plans, the increase in core capital and so on; Substantial shareholders shall replenish the Bank with capital when necessary and make long-term commitments of the capital supplement to the Bank in writing and those commitments shall become a part of the capital planning of the Bank; Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the entry of new qualified shareholders;</p>

No.	Original Clause	Amended Clause
	<p>(VI) To fulfill their obligations of integrity to the Bank in accordance with the laws and ensure that the shareholders' qualification information submitted by them is true, complete and effective. Substantial shareholders shall disclose the information of related parties truthfully, accurately and completely to the Board of Directors, and undertake to report any change of association relationship to the Board of Directors in a timely manner whenever it occurs;</p> <p>(VII) Shareholders being directors or supervisors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, shall in advance apply for approval and filing with the Board of Directors of the Bank to provide the information including the reasons for pledge, equity amount, term of pledge and pledger. The shareholder's application shall not be kept in archives if the Board of Directors identifies that the pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related (connected) transactions. Directors nominated by the shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing;</p>	<p>(VI) To fulfill their obligations of integrity to the Bank in accordance with the laws and ensure that the shareholders' qualification information submitted by them is true, complete and effective. Substantial shareholders shall disclose the information of related parties truthfully, accurately and completely to the Board of Directors, and undertake to report any change of association relationship to the Board of Directors in a timely manner whenever it occurs;</p> <p>(VII) Shareholders being directors or supervisors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, shall in advance apply for approval and filing with the Board of Directors of the Bank to provide the information including the reasons for pledge, equity amount, term of pledge and pledger. The shareholder's application shall not be kept in archives if the Board of Directors identifies that the pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related (connected) transactions. Directors nominated by the shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing;</p>

No.	Original Clause	Amended Clause
	<p>(VIII) After the completion of the registration of equity pledge, the Shareholders shall provide the Bank with the information on equity pledge in a timely manner as required by the Bank for risk management and information disclosure;</p> <p>(IX) If the possibility that we will encounter liquidity squeeze arises, all shareholders that have taken out loans from the Bank shall repay the loans that are due immediately and undue loans shall be prepaid;</p> <p>(X) Except for the obligations as required by the laws and administrative regulations, when exercising voting rights, the shareholders shall not make resolutions that harm the legitimate interests of other shareholders;</p> <p>(XI) Not to abuse their rights in harming the interests of the Bank or other shareholders; not to abuse the Bank's status as an independent legal entity and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/her/its rights and causes loss to the Bank or other shareholders, he/she/it will be held liable for compensation in accordance with the laws. If a shareholder abuses the Bank's status as an independent legal entity and the limited liability of shareholders and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p>	<p>(VIII) After the completion of the registration of equity pledge, the Shareholders shall provide the Bank with the information on equity pledge in a timely manner as required by the Bank for risk management and information disclosure;</p> <p>(IX) If the possibility that we will encounter liquidity squeeze arises, all shareholders that have taken out loans from the Bank shall repay the loans that are due immediately and undue loans shall be prepaid;</p> <p>(X) Except for the obligations as required by the laws and administrative regulations, when exercising voting rights, the shareholders shall not make resolutions that harm the legitimate interests of other shareholders;</p> <p>(XI) Not to abuse their rights in harming the interests of the Bank or other shareholders; not to abuse the Bank's status as an independent legal entity and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/her/its rights and causes loss to the Bank or other shareholders, he/she/it will be held liable for compensation in accordance with the laws. If a shareholder abuses the Bank's status as an independent legal entity and the limited liability of shareholders and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p>

No.	Original Clause	Amended Clause
	<p>(XII) The controlling shareholders and de facto controllers of the Bank owe a fiduciary duty to the Bank and its other shareholders, and they shall not exploit their related relationship to harm the legitimate interests of the Bank and other shareholders;</p> <p>(XIII) The substantial shareholders of the Bank shall not transfer their shares within five years from the closing date; the transfer of shares on maturity and the qualifications for shareholders as transferees shall obtain the approval of banking regulatory authorities;</p> <p>(XIV) The substantial shareholders of the Bank shall not impose inappropriate pressure to the Bank for meeting targets or intervene in the Bank's daily business operation. The substantial shareholders shall exercise their rights as capital contributors strictly in compliance with the laws, regulations and the Articles. They shall not seek inappropriate interests, intervene in the decision-making rights and management rights of the Board of Directors and senior management under the Articles of the Bank, bypass the Board of Directors and senior management to directly intervene in the operations and management of the Bank, and damage the interests of the Bank and the legitimate rights and interests of other stakeholders;</p>	<p>(XII) The controlling shareholders and de facto controllers of the Bank owe a fiduciary duty to the Bank and its other shareholders, and they shall not exploit their related relationship to harm the legitimate interests of the Bank and other shareholders;</p> <p>(XIII) The substantial shareholders of the Bank shall not transfer their shares within five years from the closing date; the transfer of shares on maturity and the qualifications for shareholders as transferees shall obtain the approval of banking regulatory authorities;</p> <p>(XIV) The substantial shareholders of the Bank shall not impose inappropriate pressure to the Bank for meeting targets or intervene in the Bank's daily business operation. The substantial shareholders shall exercise their rights as capital contributors strictly in compliance with the laws, regulations and the Articles. They shall not seek inappropriate interests, intervene in the decision-making rights and management rights of the Board of Directors and senior management under the Articles of the Bank, bypass the Board of Directors and senior management to directly intervene in the operations and management of the Bank, and damage the interests of the Bank and the legitimate rights and interests of other stakeholders;</p>

No.	Original Clause	Amended Clause
	<p>(XV) The application for change of shareholder holding over 5% of total capital or share capital shall get prior confirmation of the Board of Directors of the Bank, and then be reported to the banking regulatory authorities for approval. <del>If the shareholders hold 5% or more of the total number of issued shares of the Bank (hereinafter referred to as “Excess Shares”) without prior approval from the banking regulatory authorities, the shareholders shall, before getting the approval from the banking regulatory authorities, be subject to necessary restrictions when exercising the rights conferred by excess shares under the Articles, including but not limited to:</del></p> <ol style="list-style-type: none"> <li><del>1. excess shares shall not carry the right to vote at the shareholders’ general meeting of our Bank (including voting by class shareholders);</del></li> <li><del>2. excess shares shall not carry the right to nominate candidates for directors and supervisors as provided in the Articles.</del></li> </ol> <p><del>Should shareholders holding excess shares obtain the approval from the banking regulatory authorities, such shareholders shall hold excess shares according to the approval of the banking regulatory authorities. Should shareholders holding excess shares fail to obtain the approval from the banking regulatory authorities, such shareholders shall complete the transfer of such excess shares within the period required by the banking regulatory authorities.</del></p>	<p>(XV) The application for change of shareholder holding over 5% of total capital or share capital shall get prior confirmation of the Board of Directors of the Bank, and then be reported to the banking regulatory authorities for approval. <u><b>In case the investor intends to hold or accumulate more than 5% of the total capital or shares of the Bank for the first time individually or jointly with the related parties thereof and persons acting in concert, such matter shall be reported to the banking regulatory authority for approval after deliberation by the Board of Directors of the Bank. In case the investor holds more than 1% but less than 5% of the total capital or shares of the Bank individually or jointly with the related parties thereof and persons acting in concert, they shall report to the banking regulatory authority within 10 working days after acquiring such equity.</b></u></p>

No.	Original Clause	Amended Clause
	<p>(XVI) The substantial shareholders of the Bank shall notify equity management department of the Bank and submit it to the Board of Directors for filing within five working days after any of the following events occurs:</p> <ol style="list-style-type: none"> <li>1. material matters such as transfer of shares of the Bank, change of de facto controller, name, legal representative, business scope, registered capital, domicile or contact information;</li> <li>2. merger, split, or imposition of regulatory measures such as suspension of business for rectification, appointment of trustee, takeover or revocation, or entering into dissolution, bankruptcy or liquidation procedures;</li> <li>3. subject to administrative penalties or criminal liabilities due to material breach of laws and regulations;</li> <li>4. other circumstances that may result in transfer of the shares of the Bank they held, or that may affect the operations of the Bank.</li> </ol> <p>If Shareholders fail to fulfill their obligations to notify such events and lead to consequences, they shall bear liabilities accordingly.</p>	<p>(XVI) The substantial shareholders of the Bank shall notify equity management department of the Bank and submit it to the Board of Directors for filing within five working days after any of the following events occurs:</p> <ol style="list-style-type: none"> <li>1. material matters such as transfer of shares of the Bank, change of de facto controller, name, legal representative, business scope, registered capital, domicile or contact information;</li> <li>2. merger, split, or imposition of regulatory measures such as suspension of business for rectification, appointment of trustee, takeover or revocation, or entering into dissolution, bankruptcy or liquidation procedures;</li> <li>3. subject to administrative penalties or criminal liabilities due to material breach of laws and regulations;</li> <li>4. other circumstances that may result in transfer of the shares of the Bank they held, or that may affect the operations of the Bank.</li> </ol> <p>If Shareholders fail to fulfill their obligations to notify such events and lead to consequences, they shall bear liabilities accordingly.</p>

No.	Original Clause	Amended Clause
	<p>(XVII) Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.;</p> <p>(XVIII) For a shareholder that makes any false statement, abuses shareholders' rights or otherwise harms the interests of the Bank, the banking regulatory authorities or its local offices may restrict or prohibit related party transactions between the Bank and the shareholder, restrict his/her limit of equity held in the Bank and equity pledge ratio, etc., and restrict his/her right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.;</p> <p>(XIX) Other obligations as required by the laws, regulations and the Articles.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription.</p>	<p>(XVII) Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.;</p> <p>(XVIII) For a shareholder that makes any false statement, abuses shareholders' rights or otherwise harms the interests of the Bank, the banking regulatory authorities or its local offices may restrict or prohibit related party transactions between the Bank and the shareholder, restrict his/her limit of equity held in the Bank and equity pledge ratio, etc., and restrict his/her right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.;</p> <p>(XIX) Other obligations as required by the laws, regulations and the Articles.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription.</p>

No.	Original Clause	Amended Clause
4.	<p>Article 95 When the Bank is to convene a shareholders' general meeting, <u>the convener shall issue a written notice, forty-five (45) days prior to the date of the meeting, to all the Shareholders whose names appear on the register of Shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting. Shareholders who wish to attend the shareholders' general meeting shall provide a written reply of attendance to the Bank twenty (20) days before the meeting is convened.</u></p>	<p>Article 95 When the Bank is to convene a shareholders' general meeting, a written notice <b><u>at least 20 full business days in advance for an annual general meeting or a written notice at least 10 full business days or 15 days (whichever is the earlier) for an extraordinary general meeting shall be dispatched</u></b> to all the Shareholders whose names appear on the register of Shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting.</p>
5.	<p><del>Article 96 The Bank shall calculate the proportion of voting shares held by Shareholders who wish to attend the meeting based on the written replies received twenty (20) days before the shareholders' general meeting that is convened by the Bank. Where the proportion of voting shares held by Shareholders who wish to attend the meeting reaches more than a half of the total number of voting shares of the Bank, the Bank will convene the shareholders' general meeting. If this threshold is not met, the Bank shall inform the Shareholders within five (5) days via an announcement stipulating the matters to be considered and the date and venue of the meeting. Once this announcement is made, the Bank may then proceed to convene the shareholders' general meeting.</del></p>	<p>–</p>

No.	Original Clause	Amended Clause
6.	<p>Article 99 The notice of the general meeting shall be served on shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of the shareholders' general meeting may be published by way of an announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in newspapers and websites specified by the laws and regulations or relevant domestic regulatory authorities <u>between 45 days to 50 days</u> prior to the meeting. Once the announcement has been made, all the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Subject to the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed, the Articles and the regulations of the relevant regulatory authorities, the Bank may also send the notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange.</p>	<p>Article 98 The notice of the general meeting shall be served on shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of the shareholders' general meeting may be published by way of an announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in newspapers and websites specified by the laws and regulations or relevant domestic regulatory authorities <b><u>at least 20 full business days</u></b> prior to <b><u>an annual general meeting or at least 10 full business days or 15 days (whichever is the earlier)</u></b> prior to <b><u>an extraordinary general meeting</u></b>. Once the announcement has been made, all the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Subject to the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed, the Articles and the regulations of the relevant regulatory authorities, the Bank may also send the notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange.</p>

No.	Original Clause	Amended Clause
7.	<p>Article 148 When convening a meeting for a certain class of shareholders, the Bank shall issue a written notice, <u>forty-five (45) days prior to the date of the meeting</u>, to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting. <del>Shareholders who intend to attend the meeting shall deliver a written response to the Bank twenty (20) days before the meeting is convened.</del></p> <p><del>The Bank may convene a meeting for a certain class of shareholders if the number of shareholders intending to attend the meeting represent above half of the total number of shares with voting rights in that class. If this requirement is not met, the Bank shall, within five (5) days, issue another announcement informing the shareholders of the matters to be considered at the meeting and the date and venue of the meeting. Once this announcement is made, the Bank may convene the meeting for that class of shareholders.</del></p>	<p>Article 147 When convening a meeting for a certain class of shareholders, the Bank shall issue a written notice, <u>with reference to the requirement on the notice period for convening a general meeting set out in the Articles</u>, to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting.</p>
8.	<p>Article 190 The chairman shall not be the legal representative or main person in charge of the controlling shareholder. When the chairman leaves office, the <u>Board of Supervisors</u> shall engage an external auditor recognized by the banking regulatory authority to conduct off-office auditing.</p>	<p>Article 189 The chairman shall not be the legal representative or main person in charge of the controlling shareholder. When the chairman leaves office, the <u>competent authorities</u> shall engage an external auditor recognized by the banking regulatory authority to conduct off-office auditing.</p>

No.	Original Clause	Amended Clause
9.	<p>Article 213 The Board of Directors of the Bank shall set up Strategic Committee, Risk Management Committee, Remuneration and Nomination Committee, Related Party Transactions Control Committee, Audit Committee, Information Technology Management Committee and Consumer Protection Committee, and may also establish other special committees if necessary. All special committees shall comprise directors and each committee shall have at least three (3) members; the charger of each special committee shall not be concurrent in principle.</p> <p>The majority of the members of the Related Party Transactions Control Committee, Remuneration and Nomination Committee and Audit Committee shall be independent directors, and the independent directors shall act as persons in charge. Directors nominated by the controlling shareholders shall not serve as members of the Related Party Transactions Control Committee and the Remuneration and Nomination Committee. All members of the Audit Committee shall be non-executive directors, with at least one member having the appropriate qualifications as specified in the Hong Kong Listing Rules or an independent director having the appropriate accounting or relevant financial management expertise.</p>	<p>Article 212 The Board of Directors of the Bank shall set up Strategic Committee, Risk Management Committee, Remuneration and Nomination Committee, Related Party Transactions Control Committee, Audit Committee, Information Technology Management Committee, Consumer Protection Committee <b>and Compliance Management Committee. The Board of Directors may establish other special committees and adjust the existing special committees.</b> All special committees shall comprise directors and each committee shall have at least three (3) members; the charger of each special committee shall not be concurrent in principle.</p> <p>The majority of the members of the Related Party Transactions Control Committee, Remuneration and Nomination Committee and Audit Committee shall be independent directors, and the independent directors shall act as persons in charge. Directors nominated by the controlling shareholders shall not serve as members of the Related Party Transactions Control Committee and the Remuneration and Nomination Committee. All members of the Audit Committee shall be non-executive directors, with at least one member having the appropriate qualifications as specified in the Hong Kong Listing Rules or an independent director having the appropriate accounting or relevant financial management expertise.</p>

No.	Original Clause	Amended Clause
10.	Article 216 The Risk Management Committee is responsible for: supervising the senior management's control of credit risk, liquidity risk, market risk, operational risk, <del>compliance risk</del> , reputation risk and <del>case risk</del> ; regularly evaluating the risk policies, management conditions and risk tolerance capacity of the Bank and presenting proposals on improvement of risk management <del>and internal control</del> of the Bank; conducting standard management and evaluation on the data of the Bank; establishing an accountability system for data quality; and ensuring that the Bank complies with the requirements on risk management and internal control in the Hong Kong Listing Rules.	Article 215 The Risk Management Committee is responsible for: supervising the senior management's control of credit risk, liquidity risk, market risk, operational risk <u>and</u> reputation risk; regularly evaluating the risk policies, management conditions and risk tolerance capacity of the Bank and presenting proposals on improvement of risk management of the Bank; conducting standard management and evaluation on the data of the Bank; establishing an accountability system for data quality; and ensuring that the Bank complies with the requirements on risk management and internal control in the Hong Kong Listing Rules.
11.	–	Article 220 <u><b>The Compliance Management Committee is responsible for reviewing the strategies, policies and procedures of the Bank's compliance risk management, internal control management and case prevention and control, supervising the senior management to perform the responsibilities of compliance risk management, internal control management and case prevention and control, and providing sound opinions and suggestions for the Board of Directors, so as to ensure the establishment of a compliance risk management system compatible with the Bank's business scope, organizational structure and business scale.</b></u>
12.	Article 254 The Board of Supervisors shall comprise <u>nine (9)</u> supervisors.	Article 254 The Board of Supervisors shall comprise <u>three (3) to thirteen (13)</u> supervisors.

No.	Original Clause	Amended Clause
13.	<p>Article 258 The Board of Supervisors shall exercise the following functions and powers:</p> <p>(I) to examine the regular reports of the Bank prepared by the Board of Directors and provide written opinions thereon;</p> <p>(II) to examine the financial position of the Bank, examine and approve the Bank's plans for profit distribution and make comments on its compliance and reasonability;</p> <p>(III) to supervise the compliance of the engagement, dismissal and reappointment of external auditing organ, as well as the fairness of terms of appointment and remuneration and the independence and effectiveness of external audit work;</p> <p>(IV) to take charge of the comprehensive evaluation of the performance of the <u>directors, supervisors and senior management personnel</u>, and report the final evaluation results to the banking regulatory authorities and notify the shareholders' general meetings;</p> <p>(V) to inquire directors and senior management personnel;</p> <p>(VI) to require directors and senior management personnel to rectify their acts that harm the Bank's interest, and propose dismissal or bring a lawsuit against directors and senior management personnel who have violated laws and regulations, the Articles or the resolutions of shareholders' general meetings;</p>	<p>Article 258 The Board of Supervisors shall exercise the following functions and powers:</p> <p>(I) to examine the regular reports of the Bank prepared by the Board of Directors and provide written opinions thereon;</p> <p>(II) to examine the financial position of the Bank, examine and approve the Bank's plans for profit distribution and make comments on its compliance and reasonability;</p> <p>(III) to supervise the compliance of the engagement, dismissal and reappointment of external auditing organ, as well as the fairness of terms of appointment and remuneration and the independence and effectiveness of external audit work;</p> <p>(IV) to take charge of the comprehensive evaluation of the performance of the <b><u>Board of Directors, Board of Supervisors, senior management and their members</u></b>, and report the final evaluation results to the banking regulatory authorities and notify the shareholders' general meetings;</p> <p>(V) to inquire directors and senior management personnel;</p> <p>(VI) to require directors and senior management personnel to rectify their acts that harm the Bank's interest, and propose dismissal or bring a lawsuit against directors and senior management personnel who have violated laws and regulations, the Articles or the resolutions of shareholders' general meetings;</p>

No.	Original Clause	Amended Clause
	<p>(VII) to supervise the performance of duties concerning information disclosure of the Board of Directors and senior management personnel; to pay attention to the Bank's information disclosure, and if problems like violation of laws and rules are found, to investigate and put forward treatment proposals and report relevant information to the banking regulatory authorities in time;</p> <p>(VIII) to conduct audit on resignation of directors and senior management personnel as required;</p> <p>(IX) to supervise and require for rectification regarding the Bank's risk management and internal control; to supervise the Board of Directors and senior management in improving the internal control system; to supervise the Board and senior management in material financial decisions and the implementation thereof and in their performance of case prevention; to supervise the Board, senior management and their members in performing the duties of internal control;</p> <p>(X) to examine financial information such as financial reports, business reports and profit distribution plans as proposed by the Board of Directors to the shareholders' general meeting, and if there are any queries, to engage any certified public accountant or practicing auditor in the name of the Bank to assist in the examination;</p>	<p>(VII) to supervise the performance of duties concerning information disclosure of the Board of Directors and senior management personnel; to pay attention to the Bank's information disclosure, and if problems like violation of laws and rules are found, to investigate and put forward treatment proposals and report relevant information to the banking regulatory authorities in time;</p> <p>(VIII) to conduct audit on resignation of directors and senior management personnel as required;</p> <p>(IX) to supervise and require for rectification regarding the Bank's risk management and internal control; to supervise the Board of Directors and senior management in improving the internal control system; to supervise the Board and senior management in material financial decisions and the implementation thereof and in their performance of case prevention; to supervise the Board, senior management and their members in performing the duties of internal control;</p> <p>(X) to examine financial information such as financial reports, business reports and profit distribution plans as proposed by the Board of Directors to the shareholders' general meeting, and if there are any queries, to engage any certified public accountant or practicing auditor in the name of the Bank to assist in the examination;</p>

No.	Original Clause	Amended Clause
	<p>(XI) if there are any unusual circumstances in the Bank's operations, to conduct investigation, and if necessary, to engage such professionals as accounting firms and law firms to assist in the work, at the expenses of the Bank;</p> <p>(XII) to propose motions to the shareholders' general meeting;</p> <p>(XIII) to propose the convening of extraordinary shareholders' general meetings and to convene and preside over the extraordinary shareholders' general meetings when the Board of Directors fails to perform the duty of convening and presiding over the shareholders' general meetings;</p> <p>(XIV) to propose to convene a provisional meeting of the Board of Directors;</p> <p>(XV) to supervise the formulation and implementation of the business development strategies of the Bank; to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; to regularly evaluate the scientificity, reasonability and effectiveness of development strategies and form evaluation reports;</p>	<p>(XI) if there are any unusual circumstances in the Bank's operations, to conduct investigation, and if necessary, to engage such professionals as accounting firms and law firms to assist in the work, at the expenses of the Bank;</p> <p>(XII) to propose motions to the shareholders' general meeting;</p> <p>(XIII) to propose the convening of extraordinary shareholders' general meetings and to convene and preside over the extraordinary shareholders' general meetings when the Board of Directors fails to perform the duty of convening and presiding over the shareholders' general meetings;</p> <p>(XIV) to propose to convene a provisional meeting of the Board of Directors;</p> <p>(XV) to supervise the formulation and implementation of the business development strategies of the Bank; to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; to regularly evaluate the scientificity, reasonability and effectiveness of development strategies and form evaluation reports;</p>

No.	Original Clause	Amended Clause
	<p>(XVI) to supervise the construction and effectiveness of the Bank's consolidated management mechanism; to supervise the duty performance of the Board of Directors and senior management in relation to consolidated management and make comprehensive evaluation based on such performance; to urge the Board of Directors to supervise the governance and operational management of the Bank and its subsidiary companies, and to urge them to make rectifications;</p> <p>(XVII) to oversee the comprehensive risk management by supervising and examining the Board's and senior management members' performance of their respective risk management responsibilities and requiring for rectification thereupon, and include their findings in the work reports of the Board of Supervisors;</p> <p>(XVIII) to regularly communicate with the banking regulatory authorities about relevant information of the Bank;</p> <p>(XIX) to instruct the internal audit department of the Bank to independently perform the auditing and supervision function, and effectively implement the business management and work evaluation of the internal audit department;</p>	<p>(XVI) to supervise the construction and effectiveness of the Bank's consolidated management mechanism; to supervise the duty performance of the Board of Directors and senior management in relation to consolidated management and make comprehensive evaluation based on such performance; to urge the Board of Directors to supervise the governance and operational management of the Bank and its subsidiary companies, and to urge them to make rectifications;</p> <p>(XVII) to oversee the comprehensive risk management by supervising and examining the Board's and senior management members' performance of their respective risk management responsibilities and requiring for rectification thereupon, and include their findings in the work reports of the Board of Supervisors;</p> <p>(XVIII) to regularly communicate with the banking regulatory authorities about relevant information of the Bank;</p> <p>(XIX) to instruct the internal audit department of the Bank to independently perform the auditing and supervision function, and effectively implement the business management and work evaluation of the internal audit department;</p>

No.	Original Clause	Amended Clause
	<p>(XX) to train supervisors regularly so as to enhance their ability of execution of duty;</p> <p>(XXI) to supervise over the procedure for election of directors;</p> <p>(XXII) to supervise the scientificity and rationality of the Bank's remuneration management systems and policies and the remuneration proposals for the senior management members, and to urge prompt rectification;</p> <p>(XXIII) to oversee and evaluate the performance of duties by the Board and senior management in their capital management, and at least once annually to report such performance of duties to the shareholders' general meeting;</p> <p>(XXIV) to exercise other functions and powers as stipulated by laws and regulations or the Articles and granted by the shareholders' general meeting.</p> <p>The Board of Supervisors shall have its own independent expense budget. The Board of Supervisors shall have the right to administrate its budget independently according to its business needs. The expenses needed for the Board of Supervisors to carry out its duties shall be borne by the Bank.</p>	<p>(XX) to train supervisors regularly so as to enhance their ability of execution of duty;</p> <p>(XXI) to supervise over the procedure for election of directors;</p> <p>(XXII) to supervise the scientificity and rationality of the Bank's remuneration management systems and policies and the remuneration proposals for the senior management members, and to urge prompt rectification;</p> <p>(XXIII) to oversee and evaluate the performance of duties by the Board and senior management in their capital management, and at least once annually to report such performance of duties to the shareholders' general meeting;</p> <p>(XXIV) to exercise other functions and powers as stipulated by laws and regulations or the Articles and granted by the shareholders' general meeting.</p> <p>The Board of Supervisors shall have its own independent expense budget. The Board of Supervisors shall have the right to administrate its budget independently according to its business needs. The expenses needed for the Board of Supervisors to carry out its duties shall be borne by the Bank.</p>

No.	Original Clause	Amended Clause
14.	<p>Article 266 The Board of Supervisors establish a nomination committee, which is responsible for: drafting the election procedures and standards for supervisors; conducting preliminary examination in relation to the qualifications of candidates for supervisors; offering proposals to the Board of Supervisors; supervising the procedure for election of directors; comprehensively evaluating the duty performance of <u>directors, supervisors and senior management personnel</u> and reporting to the Board of Supervisors; and supervising over the scientificity and reasonability of the remuneration management system and policies of the Bank as well as the remuneration plan for senior management members.</p> <p>The nomination committee shall be headed by external supervisors.</p>	<p>Article 266 The Board of Supervisors establish a nomination committee, which is responsible for: drafting the election procedures and standards for supervisors; conducting preliminary examination in relation to the qualifications of candidates for supervisors; offering proposals to the Board of Supervisors; supervising the procedure for election of directors; comprehensively evaluating the duty performance of <b><u>the Board of Directors, Board of Supervisors,</u></b> senior management <b><u>and their members</u></b> and reporting to the Board of Supervisors; and supervising over the scientificity and reasonability of the remuneration management system and policies of the Bank as well as the remuneration plan for senior management members.</p> <p>The nomination committee shall be headed by external supervisors.</p>
15.	<p>Article 350 After consideration and approval by the shareholders' general meeting <del>and approval by the banking regulatory authorities</del>, the Articles shall become effective from the date of <u>public offering of the H shares of the Bank on the Hong Kong Stock Exchange</u>.</p>	<p>Article 350 After consideration and approval by the shareholders' general meeting, the Articles shall become effective from the date of approval by the banking regulatory authorities.</p>

**Comparison Table of the Amendments to the Rules of Procedure of the  
Board of Directors of Jiangxi Bank Co., Ltd.**

No.	Original Clause	Amended Clause
1.	(Nil)	Article 6 The Board of Directors shall consult the party committee of the Bank before considering matters of “major issue decision-making, important official appointment and removal, key project arrangement and large-value fund use” of the Bank.
2.	Article 11 The Board of Directors shall set up Strategic Committee, Risk Management Committee, Related Party Transactions Control Committee, Audit Committee, Remuneration and Nomination Committee, Information Technology Management Committee and Consumer Protection Committee, and may also establish other special committees if necessary. All special committees shall comprise directors and each committee shall have at least three (3) members.	<del>Article 11</del> Article 12 The Board of Directors shall set up Strategic Committee, Risk Management Committee, Related Party Transactions Control Committee, Audit Committee, Remuneration and Nomination Committee, Information Technology Management Committee, Consumer Protection Committee <u>and Compliance Management Committee</u> . The Board of <u>Directors</u> may <del>also</del> establish other special committees <u>and adjust the existing committees</u> if necessary. All special committees shall comprise directors and each committee shall have at least three (3) members.

No.	Original Clause	Amended Clause
3.	<p>Article 14 Regular meetings of the Board of Directors include:</p> <p>(I) Annual meetings of the Board of Directors</p> <p>Annual meetings of the Board of Directors shall be convened after the end of each financial year, mainly to consider the annual report of the Bank and handle the annual summary, performance appraisal, determination of remuneration, preparation for the general meeting and other related matters. Annual meetings of the Board of Directors shall be convened at a time which can ensure that the annual report of the Bank can be dispatched to the shareholders within the time specified in relevant laws and regulations, the Hong Kong Listing Rules and the Articles, and that the annual general meeting can be held within six (6) months after the end of each financial year.</p> <p>(II) Quarterly meetings of the Board of Directors</p> <p>Quarterly meetings of the Board of Directors shall be convened within two (2) months after the end of each quarter, mainly to consider the quarterly report of the Bank and handle other related matters.</p>	<p><del>Article 14</del>Article 15 Regular meetings of the Board of Directors include:</p> <p>(I) Annual meetings of the Board of Directors</p> <p>Annual meetings of the Board of Directors shall be convened after the end of each financial year, mainly to consider the annual report of the Bank and handle the annual summary, performance appraisal, determination of remuneration, preparation for the general meeting and other related matters. Annual meetings of the Board of Directors shall be convened at a time which can ensure that the annual report of the Bank can be dispatched to the shareholders within the time specified in relevant laws and regulations, the Hong Kong Listing Rules and the Articles, and that the annual general meeting can be held within six (6) months after the end of each financial year.</p> <p>(II) Quarterly meetings of the Board of Directors</p> <p>Quarterly meetings of the Board of Directors <del>shall be convened within three (3) months after the end of each quarter,</del> mainly to consider the quarterly report of the Bank and handle other related matters.</p>
4.	<p>Article 58 The Rules shall come into force from the date of consideration and approval by the shareholders' general meeting of the Bank. The Rules shall come into force from the date of public offering of the H shares of the Bank on the Hong Kong Stock Exchange after consideration and approval by the shareholders' general meeting of the Bank.</p>	<p>Article 58 The Rules shall come into force from the date of consideration and approval by the shareholders' general meeting of the Bank. <del>The Rules shall come into force from the date of public offering of the H shares of the Bank on the Hong Kong Stock Exchange after consideration and approval by the shareholders' general meeting of the Bank.</del></p>

**Comparison Table of the Amendments to the Rules of Procedure of the  
Board of Supervisors of Jiangxi Bank Co., Ltd.**

No.	Original Clause	Amended Clause
1.		<u>Article 4 Matters of “major issue decision-making, important official appointment and removal, key project arrangement and large-value fund use” to be submitted to the Board of Supervisors for consideration shall be reported to the party committee of the Bank for study and discussion before submission.</u>
2.	Article 4 The Board of Supervisors shall comprise nine (9) supervisors. The proportion of employee representative supervisors and external supervisors shall not be less than one third. Supervisors should possess relevant expertise to fully ensure the performance of the supervisory functions of the Board of Supervisors.	<u>Article 5 The Board of Supervisors shall comprise three (3) to thirteen (13) supervisors.</u> The proportion of employee representative supervisors and external supervisors shall not be less than one third. Supervisors should possess relevant expertise to fully ensure the performance of the supervisory functions of the Board of Supervisors.
3.	Article 16 The Board of Supervisors shall exercise the following functions and powers according to laws: ... (IX) to supervise the Board and senior management in material financial decisions and the implementation thereof and in their performance of case prevention;	Article <u>17</u> The Board of Supervisors shall exercise the following functions and powers according to laws:  <u>(I) to supervise the Board and senior management in material financial decisions and the implementation thereof, and should misconducts be found in material financial decisions and the implementation of the Board, senior management and their members, to order them to make corrections. Reports shall be made to the regulatory authority where necessary.</u>

No.	Original Clause	Amended Clause
4.	<p>Article 16 The Board of Supervisors shall exercise the following functions and powers according to laws:</p> <p>(IV) to take charge of the comprehensive evaluation of the performance of the directors, supervisors and senior management personnel, and report the final evaluation results to the banking regulatory authorities and notify the shareholders' general meetings;</p>	<p><u>Article 17</u> The Board of Supervisors shall exercise the following functions and powers according to laws:</p> <p><u>(V) to make comprehensive evaluation of the performance of the Board of Directors, Board of Supervisors, senior management and their members,</u> and report the final evaluation results to the banking regulatory authorities and notify the shareholders' general meetings.</p>
5.		<p><u>Article 17</u> The Board of Supervisors shall exercise the following functions and powers according to laws:</p> <p><u>(VI) to supervise the Board and senior management in performing the duties of compliance management.</u></p>
6.	<p>Article 16 The Board of Supervisors shall exercise the following functions and powers according to laws:</p> <p>(X) to supervise and require for rectification regarding the Bank's risk management and internal control; to supervise the Board of Directors and senior management in improving the internal control system;</p>	<p><u>Article 17</u> The Board of Supervisors shall exercise the following functions and powers according to laws:</p> <p><u>(VII) to supervise the establishment and improvement of the Bank's governance structure for internal control, as well as the division of responsibilities among and the performance of relevant parties.</u></p>
7.	<p>Article 16 The Board of Supervisors shall exercise the following functions and powers according to laws:</p> <p>(X) to supervise and require for rectification regarding the Bank's risk management and internal control; to supervise the Board of Directors and senior management in improving the internal control system;</p>	<p><u>Article 17</u> The Board of Supervisors shall exercise the following functions and powers according to laws:</p> <p><u>(VIII) to supervise the establishment and improvement of the Bank's governance structure for comprehensive risk management, as well as the division of responsibilities and the performance of relevant parties.</u></p>

No.	Original Clause	Amended Clause
8.		<p>Article 17 The Board of Supervisors shall exercise the following functions and powers according to laws:</p> <p><u>(IX) to oversee and evaluate the performance of duties by the Board and senior management in their management of liquidity risk, and at least once annually to report to the shareholders' general meeting (shareholders).</u></p>
9.		<p>Article 17 The Board of Supervisors shall exercise the following functions and powers according to laws:</p> <p><u>(XI) to oversee and evaluate the performance of duties by the Board and senior management in their capital management and management of advanced methods for capital measurement, and at least once annually to report such performance of duties to the shareholders' general meeting.</u></p>
10.		<p>Article 17 The Board of Supervisors shall exercise the following functions and powers according to laws:</p> <p><u>(XIV) to supervise and evaluate the performance of duties by the Board and senior management in data governance.</u></p>

No.	Original Clause	Amended Clause
11.	Article 25 The Board of Supervisors establishes a nomination committee, which is responsible for: drafting the election procedures and standards for supervisors; nominating candidates for supervisors; conducting preliminary examination in relation to the qualifications of candidates for supervisors; offering proposals to the Board of Supervisors; supervising the procedure for election of directors; comprehensively evaluating the duty performance of directors, supervisors and senior management personnel and reporting to the Board of Supervisors; and supervising over the scientificity and reasonability of the remuneration management system and policies of the Bank as well as the remuneration plan for senior management members.	Article 25 The Board of Supervisors establishes a nomination committee, which is responsible for: drafting the election procedures and standards for supervisors; nominating candidates for supervisors; conducting preliminary examination in relation to the qualifications of candidates for supervisors; offering proposals to the Board of Supervisors; supervising the procedure for election of directors; comprehensively evaluating the duty performance of <u>the Board of Directors, Board of Supervisors, senior management and their members</u> and reporting to the Board of Supervisors; and supervising over the scientificity and reasonability of the remuneration management system and policies of the Bank as well as the remuneration plan for senior management members.
12.	Article 58 The Rules shall come into force from the date of public offering of the H shares of the Bank on the Hong Kong Stock Exchange after consideration and approval by the shareholders' general meeting.	Article 58 <u>The Rules shall come into force from the date of issuance by the Bank after consideration and approval by the shareholders' general meeting, and the former Rules of Procedure of the Board of Supervisors of Jiangxi Bank Co., Ltd. (JYGZ [2018] No. 14) shall be concurrently repealed.</u>

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**APPENDIX VI      AMENDMENTS TO THE RULES OF PROCEDURE REGARDING  
GENERAL MEETING OF JIANGXI BANK CO., LTD.**

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**Comparison Table of the Rules of Procedure Regarding  
General Meeting of Jiangxi Bank Co., Ltd.**

<b>No.</b>	<b>Original Clause</b>	<b>Amended Clause</b>
1.	Article 1 In order to ensure the legitimate exercise of rights by the shareholders of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Bank”), the standardized operation of the general meeting, and the improvement of the governance structure of the Bank, Jiangxi Bank has formulated the Rules pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), the Guidelines on the Corporate Governance of Commercial Banks, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other regulatory documents as well as the Articles of Association of Jiangxi Bank Co., Ltd. <del>(draft)</del> (hereinafter referred to as the “Articles”) and in combination with the actual situation of the Bank.	Article 1 In order to ensure the legitimate exercise of rights by the shareholders of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Bank”), the standardized operation of the general meeting, and the improvement of the governance structure of the Bank, Jiangxi Bank has formulated the Rules pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), the Guidelines on the Corporate Governance of Commercial Banks, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other regulatory documents as well as the Articles of Association of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Articles”) and in combination with the actual situation of the Bank.

**APPENDIX VI      AMENDMENTS TO THE RULES OF PROCEDURE REGARDING  
GENERAL MEETING OF JIANGXI BANK CO., LTD.**

<b>No.</b>	<b>Original Clause</b>	<b>Amended Clause</b>
2.	Article 23 When the Bank is to convene a shareholders' general meeting, the convener shall issue a written notice, <u>forty-five (45) days prior to the date of the meeting</u> , to all the Shareholders whose names appear on the register of Shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting. <del>Shareholders who wish to attend the shareholders' general meeting shall provide a written reply of attendance to the Bank twenty (20) days before the meeting is convened.</del>	Article 23 When the Bank is to convene a shareholders' general meeting, <u>a written notice at least 20 full business days in advance for an annual general meeting or a written notice at least 10 full business days or 15 days (whichever is the earlier) for an extraordinary general meeting shall be dispatched</u> to all the Shareholders whose names appear on the register of Shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting.
3.	<del>Article 24 The Bank shall calculate the proportion of voting shares held by Shareholders who wish to attend the meeting based on the written replies received twenty (20) days before the shareholders' general meeting that is convened by the Bank. Where the proportion of voting shares held by Shareholders who wish to attend the meeting reaches more than a half of the total number of voting shares of the Bank, the Bank will convene the shareholders' general meeting. If this threshold is not met, the Bank shall inform the Shareholders within five (5) days via an announcement stipulating the matters to be considered and the date and venue of the meeting. Once this announcement is made, the Bank may then proceed to convene the shareholders' general meeting.</del>	–

**APPENDIX VI      AMENDMENTS TO THE RULES OF PROCEDURE REGARDING  
GENERAL MEETING OF JIANGXI BANK CO., LTD.**

No.	Original Clause	Amended Clause
4.	<p>Article 27 The notice of the general meeting shall be served on shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of the shareholders' general meeting may be published by way of an announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in newspapers and websites specified by the laws and regulations or relevant domestic regulatory authorities <u>between 45 days to 50 days</u> prior to the meeting. Once the announcement has been made, all the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Notices, materials or written statements of the general meeting shall be dispatched to holders of overseas listed foreign shares <u>forty-five (45) days prior to the date of the meeting</u> in any of the following ways:</p>	<p>Article <del>27</del><u>6</u> The notice of the general meeting shall be served on shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of the shareholders' general meeting may be published by way of an announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in newspapers and websites specified by the laws and regulations or relevant domestic regulatory authorities <u>at least 20 full business days prior to an annual general meeting or at least 10 full business days or 15 days (whichever is the earlier) prior to an extraordinary general meeting</u>. Once the announcement has been made, all the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Notices, materials or written statements of the general meeting shall be dispatched to holders of overseas listed foreign shares <u>with reference to the requirement on the notice period for convening a general meeting set out in the Articles</u> in any of the following ways:</p>

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GENERAL MEETING OF JIANGXI BANK CO., LTD.**

<b>No.</b>	<b>Original Clause</b>	<b>Amended Clause</b>
	<p>(I) Such documents shall be delivered to each holder of overseas listed foreign share by hand or by post at their registered address, and notices to H shareholders shall be sent in Hong Kong as far as possible;</p> <p>(II) In compliance with applicable laws, administrative regulations and the listing rules of the stock exchange where the Bank's shares are listed, such documents shall be published on the website of the Company or the website designated by the stock exchange where the Bank's shares are listed;</p> <p>(III) Such documents shall be delivered in accordance with other requirements of the stock exchange where the Bank's shares are listed and the Listing Rules.</p>	<p>(I) Such documents shall be delivered to each holder of overseas listed foreign share by hand or by post at their registered address, and notices to H shareholders shall be sent in Hong Kong as far as possible;</p> <p>(II) In compliance with applicable laws, administrative regulations and the listing rules of the stock exchange where the Bank's shares are listed, such documents shall be published on the website of the Company or the website designated by the stock exchange where the Bank's shares are listed;</p> <p>(III) Such documents shall be delivered in accordance with other requirements of the stock exchange where the Bank's shares are listed and the Listing Rules.</p>
5.	Article <u>72</u> The Bank's proposal to amend or abrogate the rights of class shareholders shall be subject to approval by way of a special resolution at a general meeting and approval by the shareholders of the class so affected at a class meeting convened in accordance with the requirements of Article <u>74</u> to Article <u>78</u> respectively.	Article <u>71</u> The Bank's proposal to amend or abrogate the rights of class shareholders shall be subject to approval by way of a special resolution at a general meeting and approval by the shareholders of the class so affected at a class meeting convened in accordance with the requirements of Article <u>73</u> to Article <u>77</u> respectively.

**APPENDIX VI      AMENDMENTS TO THE RULES OF PROCEDURE REGARDING  
GENERAL MEETING OF JIANGXI BANK CO., LTD.**

<b>No.</b>	<b>Original Clause</b>	<b>Amended Clause</b>
6.	<p>Article 74 The shareholders of a class of share that are affected, whether they originally have voting rights at former shareholders' general meeting, shall be entitled to vote on the matters concerning items (II) to (VIII), (XI) to (XII) of Article 73 at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflicts of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) If the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 31 of the Articles or has repurchased its own shares through public transaction on a stock exchange, "shareholders with conflicts of interests" shall mean the controlling shareholders defined in Article 338 of the Articles;</p> <p>(II) If the Bank has repurchased shares under an off-market agreement in accordance with Article 31 of the Articles, "shareholders with conflicts of interests" shall mean shareholders who are connected with the aforementioned agreement;</p>	<p>Article 73 The shareholders of a class of share that are affected, whether they originally have voting rights at former shareholders' general meeting, shall be entitled to vote on the matters concerning items (II) to (VIII), (XI) to (XII) of Article 72 at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflicts of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) If the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 31 of the Articles or has repurchased its own shares through public transaction on a stock exchange, "shareholders with conflicts of interests" shall mean the controlling shareholders defined in Article 346 of the Articles;</p> <p>(II) If the Bank has repurchased shares under an off-market agreement in accordance with Article 31 of the Articles, "shareholders with conflicts of interests" shall mean shareholders who are connected with the aforementioned agreement;</p>

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**APPENDIX VI      AMENDMENTS TO THE RULES OF PROCEDURE REGARDING  
GENERAL MEETING OF JIANGXI BANK CO., LTD.**

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No.	Original Clause	Amended Clause
	<p>(III) Under a restructuring scheme of the Bank, “shareholders with conflicts of interests” shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p> <p>(IV) A resolution of the meeting for a certain class of shareholders shall be adopted by above two thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 74.</p> <p>(V) When convening a meeting for a certain class of shareholders, the Bank shall issue a written notice, <u>forty-five (45) days prior to the date of the meeting</u>, to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting. <del>Shareholders who intend to attend the meeting shall deliver a written response to the Bank twenty (20) days before the meeting is convened.</del></p>	<p>(III) Under a restructuring scheme of the Bank, “shareholders with conflicts of interests” shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p> <p>(IV) A resolution of the meeting for a certain class of shareholders shall be adopted by above two thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 73.</p> <p>(V) When convening a meeting for a certain class of shareholders, the Bank shall issue a written notice, <u>with reference to the requirement on the notice period for convening a general meeting set out in the Rules</u>, to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting.</p>

**APPENDIX VI      AMENDMENTS TO THE RULES OF PROCEDURE REGARDING  
GENERAL MEETING OF JIANGXI BANK CO., LTD.**

No.	Original Clause	Amended Clause
	<p><del>(VI) The Bank may convene a meeting for a certain class of shareholders if the number of shareholders intending to attend the meeting represent above half of the total number of shares with voting rights in that class. If this requirement is not met, the Bank shall, within five (5) days, issue another announcement informing the shareholders of the matters to be considered at the meeting and the date and venue of the meeting. Once this announcement is made, the Bank may convene the meeting for that class of shareholders.</del></p> <p><u>(VII)</u> The notice of a meeting for a certain class of shareholders only needs to be delivered to the shareholders entitled to vote at that meeting.</p> <p><u>(VIII)</u> The procedures for convening a meeting for a certain class of shareholder shall be the same as the procedures for the shareholders' general meeting to the extent practical, and the provisions in the Articles relating to the procedure to convene a shareholders' general meeting shall apply to the meeting for class shareholders.</p> <p><u>(IX)</u> Apart from other classes of shareholders, the holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes.</p>	<p><u>(VI)</u> The notice of a meeting for a certain class of shareholders only needs to be delivered to the shareholders entitled to vote at that meeting.</p> <p><u>(VII)</u> The procedures for convening a meeting for a certain class of shareholder shall be the same as the procedures for the shareholders' general meeting to the extent practical, and the provisions in the Articles relating to the procedure to convene a shareholders' general meeting shall apply to the meeting for class shareholders.</p> <p><u>(VIII)</u> Apart from other classes of shareholders, the holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes.</p>

**APPENDIX VI      AMENDMENTS TO THE RULES OF PROCEDURE REGARDING  
GENERAL MEETING OF JIANGXI BANK CO., LTD.**

No.	Original Clause	Amended Clause
	<p>(X) The special voting procedure for class shareholders shall not apply for the following cases:</p> <p>(I) Upon the approval by way of a special resolution passed by a shareholders' general meeting, the Bank independently or simultaneously issues domestic shares and/or overseas listed foreign shares every twelve (12) months, provided that the amount of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;</p> <p>(II) The Bank's plan on issuing domestic shares and overseas listed foreign shares at the time of incorporation, which is completed within fifteen (15) months upon the date of approval from the securities regulatory authorities under the State Council;</p> <p>(III) The relevant regulatory authorities such as banking regulatory authorities and the securities regulatory authorities under the State Council have given approval for unlisted shares held by the holders of domestic shares of the Bank to be converted into overseas listed shares and be traded on overseas stock exchanges.</p>	<p>(IX) The special voting procedure for class shareholders shall not apply for the following cases:</p> <p>1. Upon the approval by way of a special resolution passed by a shareholders' general meeting, the Bank independently or simultaneously issues domestic shares and/or overseas listed foreign shares every twelve (12) months, provided that the amount of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;</p> <p>2. The Bank's plan on issuing domestic shares and overseas listed foreign shares at the time of incorporation, which is completed within fifteen (15) months upon the date of approval from the securities regulatory authorities under the State Council;</p> <p>3. The relevant regulatory authorities such as banking regulatory authorities and the securities regulatory authorities under the State Council have given approval for unlisted shares held by the holders of domestic shares of the Bank to be converted into overseas listed shares and be traded on overseas stock exchanges.</p>
7.	<p>Article 76 The Rules and the amendments thereto shall become effective <u>from the date of public offering of the H shares of the Bank on the Hong Kong Stock Exchange</u> after consideration and approval by the shareholders' general meeting.</p>	<p>Article 75 The Rules and the amendments thereto shall become effective <u>and come into force from the date when the Articles become effective</u> after consideration and approval by the shareholders' general meeting.</p>

**The Special Report on  
Significant Related Party Transactions in 2019**

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 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 2019 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 2019, the Bank considers 24 significant related party transactions, among which 23 are related to the legal person credit business involving RMB21.287 billion, and 1 significant related party transaction is related to the transfer of non-performing assets involving RMB1.193 billion.

## **II. SIGNIFICANT RELATED PARTY TRANSACTIONS**

(I) Nanchang Municipal Public Investment Holding Co., Ltd.<sup>^</sup> (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 2019, there are three 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 RMB2.68976 billion.

1. Nanchang Municipal Public Investment Holding Co., Ltd.<sup>^</sup> (南昌市政公用投資控股有限責任公司) grants a RMB600 million credit to Jiangxi Nanchang Mass Transportation Group Co., Ltd.<sup>^</sup> (江西南昌公共交通運輸集團有限責任公司). The credit instrument is a working capital loan with a limit (that can be revolving) of RMB600 million and with an interest rate of 4.785% (rising by 10% from the base interest rate), for purchasing natural gas, for a term of one year. Nanchang Municipal Public Investment Holding Co., Ltd.<sup>^</sup> (南昌市政公用投資控股有限責任公司) secures the credit with guarantees.

2. Nanchang Municipal Public Investment Holding Co., Ltd.^ (南昌市政公用投資控股有限責任公司) (as a group) grants a RMB89.76 million credit. Units using the credit: 1. The margin ratio of 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) is 40%, and the exposure credit of bank acceptances is RMB79.80 million for a term of one year. Nanchang Water Industry Group Limited^ (南昌水業集團有限責任公司) secures the credit with guarantees. 2. The margin ratio of Nanchang Water Industry Group Fuxing Energy Management Co., Ltd.^ (南昌水業集團福興能源管控有限公司) is 40%, and the exposure credit of bank acceptances is RMB9.96 million for a term of one year. Zhiheng Technology Co., Ltd.^ (智恆科技股份有限公司) secures the credit with guarantees, and LI Guisheng and CAI Xiuying are required to provide unlimited liability personal guarantees.
  3. Nanchang Municipal Public Investment Holding Co., Ltd.^ (南昌市政公用投資控股有限責任公司) (as a group) grants a RMB2 billion credit. Credit details are as follows: 1. Nanchang Municipal Public Investment Holding Co., Ltd.^ (南昌市政公用投資控股有限責任公司) makes a RMB1.5 billion working capital loan (existing renewed credit, which can be revolving) with the interest rate of 4.785% (rising by 10% from the base interest rate) for a term of 36 months (the maximum term of origination of a single loan is no more than 1 year) for replacing other bank loans (subject to the contract provided by the borrower for replacing other bank loans), and Nanchang Water Industry Group Limited^ (南昌水業集團有限責任公司) secures the loan with guarantees. 2. Jiangxi Nanchang Mass Transportation Group Co., Ltd.^ (江西南昌公共交通運輸集團有限責任公司) makes a RMB500 million working capital loan (that can be revolving) with an interest rate of 4.785% (rising by 10% from the base interest rate) and with a term of one year, for purchasing gasoline and diesel. Nanchang Municipal Public Investment Holding Co., Ltd.^ (南昌市政公用投資控股有限責任公司) secures the loan with guarantees.
- (II) Jiangxi Financial Holding Group Co., Ltd. holds 348 million shares of the Bank, accounting for 5.77% of the total. In 2019, there are five significant related party transactions between Jiangxi Financial Holding Group Co., Ltd. and its related parties in the Bank involving RMB4.45 billion.
1. The related party Jiangxi Re-guarantee Co., Ltd. provides a non-financing guarantee limit of RMB500 million with a term of two years for issuing a separate project performance guarantee. A fee of being not less than 0.5% of the amount of guarantee issued, at least RMB500 per transaction, shall be charged. The margin ratio is not less than 5%. The partner Jiangxi Huiying Non-financing Guarantee Co., Ltd.^ (江西匯贏非融資性擔保有限公司) designated by the applicant actually uses the re-guarantee limit of the performance guarantee.

2. The related party Jiangxi Financial Asset Management Co., Ltd. renews the credit of the working capital loan of RMB500 million (that can be revolving) with an annual interest rate of 5.655% for a term of three years (the maximum term of origination of a single loan is no more than 1 year), for replacing other bank loans. 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.
3. The related party Jiangxi Provincial Credit Guarantee Co., Ltd. (江西省信用擔保股份有限公司) has an additional RMB2 billion guarantee-type credit with a term of one year specially for the business of supervision and guarantee of pre-sale funds from separate commercial houses. The margin ratio is 10%, and a fee of being not less than 0.5% of the amount of guarantee issued, at least RMB2,000 per transaction, shall be charged.
4. Jiangxi Financial Holding Group Co., Ltd. grants a RMB0.9 billion credit. Credit details are as follows: 1. Jiangxi Financial Holding Group Co., Ltd. has an existing loan of RMB600 million (that can be revolving) with the interest rate rising by 10% from the base interest rate for a term of two years (the maximum term of origination of a single loan is no more than 1 year), for replacing other bank loans, and Jiangxi Financial Holding Investment & Development Group Co., Ltd.^ (江西省金控投資開發集團有限公司) and Jiangxi Jinkong Industrial Investment Co., Ltd.^ (江西省金控實業投資有限公司) secure the loan with guarantees; 2. Jiangxi Jinzi Supply Chain Financial Services Co., Ltd.^ (江西金資供應鏈金融服務有限公司) has an additional RMB100 million working capital loan with the interest rate rising by 50% from the base interest rate for a term of one year, for purchasing commodities, and Jiangxi Financial Asset Management Co., Ltd. secures the loan with guarantees; and 3. Quannan Hengbang Real Estate Co., Ltd.^ (全南縣恒邦置業有限公司) has an additional RMB200 million project loan with an interest rate of 8% for a term of five years, for rebuilding shantytowns in the Yuanshan residential quarters in Quannan County, and Jiangxi Provincial Credit Guarantee Co., Ltd. (江西省信用擔保股份有限公司) and Quannan Development Investment Group Co., Ltd.^ (全南縣發展投資集團有限公司) secure the loan with guarantees.
5. Jiangxi Financial Holding Group Co., Ltd. (as a group) grants a RMB0.55 billion credit. Credit details are as follows: (1) Jiangxi Financial Asset Management Co., Ltd. makes a RMB350 million working capital loan (that can be revolving) with the interest rate of 4.75% (also the base interest rate) for a term of three years, for replacing other bank loans and acquiring non-performing assets, and Jiangxi Provincial Credit Guarantee Co., Ltd. (江西省信用擔保股份有限公司) and Jiangxi Financial Control Supply Chain Service Co., Ltd.^ (江西金控供應鏈服務有限公司) secure the loan with a RMB200 million guarantee and a RMB150 million guarantee respectively; and (2) Jiangxi Jinzi Supply Chain Financial Services Co., Ltd.^ (江西金資供應鏈金融服務有限公司) makes a RMB200 million working capital loan (that

can be revolving) with the interest rate of 4.75% (also the base interest rate) for a term of three years, for purchasing commodities, and Jiangxi Financial Asset Management Co., Ltd. secures the loan with guarantees. Requirement: If the loan is used for replacing other bank loans, the interest rate after the replacement shall not be greater than the above loan interest rate of our bank.

(III) Jiangxi Provincial Expressway Investment Group Co., Ltd. holds 0.938 billion shares of the Bank, accounting for 15.56% of the total. In 2019, there are three significant related party transactions between Jiangxi Provincial Expressway Investment Group Co., Ltd. and its related parties in the Bank involving RMB3.45 billion.

1. The subscribed medium-term notes issued by Jiangxi Provincial Expressway Investment Group Co., Ltd. with a term of five years do not exceed RMB500 million, and the coupon rate is not less than 3.9%.
2. The subscribed medium-term notes issued by Jiangxi Provincial Expressway Investment Group Co., Ltd. with a term of five years do not exceed RMB750 million, and the coupon rate is not less than 3.9%.
3. Jiangxi Provincial Expressway Investment Group Co., Ltd. grants a RMB2.2 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. Among the total credit of RMB2.2 billion, the existing credit is RMB1.6 billion and the new credit is RMB600 million, with a credit term of five years, which can be revolving and diverted. (1) In case of a loan, the term of a single loan is not more than 1 year, the loan can be revolving, and the loan interest rate is 3.915%. The price 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; (2) 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; (3) Jiangxi Expressway Group Ning'an Expressway Co., Ltd.<sup>^</sup> (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; and (4) if the credit term exceeds five years, it shall be resubmitted to the credit department for consideration.

(IV) Pingxiang Huixiang Construction Development Co., Ltd. holds 241 million shares of the Bank, accounting for 4% of the total. In 2019, there are six significant related party transactions between Pingxiang Huixiang Construction Development Co., Ltd. and its related parties in the Bank involving RMB1.25 billion.

1. RMB150 million medium-term notes issued by Pingxiang Huifeng Investment Co., Ltd.^ (萍鄉市滙豐投資有限公司) are subscribed with a coupon rate of being not less than 6.5% for a term of 3+2 years. At the end of the third interest-bearing year, the coupon rate option and investors' put option are adjusted as required by HSBC in the form of credit.
2. The related party Pingxiang Huixiang Construction Development Co., Ltd. has an additional RMB300 million working capital loan with the interest rate of 6.65% for a term of three years, for purchasing building materials, and Pingxiang Huifeng Investment Co., Ltd.^ (萍鄉市滙豐投資有限公司) secures the loan with guarantees.
3. Pingxiang Huifeng Investment Co., Ltd.^ (萍鄉市滙豐投資有限公司) grants an additional RMB500 million credit to Jiangxi Xingxing Technology Co., Ltd. (江西星星科技有限責任公司). The credit instrument is a RMB90 million short-term working capital loan with an interest rate of 7.5255% (rising by 73% from the base interest rate in the same period). The exposure credit of bank acceptances is RMB150 million, the domestic credit exposure is RMB260 million, and the margin ratio of the bank acceptances and the domestic credit is 50%, with a term of one year. Zhejiang Xingxing Technology Co., Ltd. (浙江星星科技有限責任公司) and Pingxiang Huisheng Industrial Investment Management Co., Ltd.^ (萍鄉市滙盛工業投資管理有限公司) secure the loan with guarantees. In addition, Pingxiang Huifeng Investment Co., Ltd.^ (萍鄉市滙豐投資有限公司) secures the loan with guarantees for Jiangxi Xingxing Technology Co., Ltd. (江西星星科技有限責任公司).
4. RMB150 million medium-term notes issued by Pingxiang Huifeng Investment Co., Ltd.^ (萍鄉市滙豐投資有限公司) are subscribed with a coupon rate of being not less than 6.5% for a term of 3+2 years. At the end of the third interest-bearing year, the coupon rate option and investors' put option are adjusted as required by HSBC.
5. RMB150 million medium-term notes issued by Pingxiang Huifeng Investment Co., Ltd.^ (萍鄉市滙豐投資有限公司) are subscribed with a coupon rate of being not less than 6.5% for a term of 3 years. At the end of the third interest-bearing year, the put option is exercised.

6. The RMB140 million super & short-term commercial papers issued by Pingxiang Huifeng Investment Co., Ltd.<sup>^</sup> (萍鄉市滙豐投資有限公司) are underwritten, with a underwriting fee of being not less than 2‰ or RMB280,000. The funds are used to supplement working capital and return interest-bearing debts. When the balance is underwritten, the balance will be reported again according to the credit requirements of the Bank.
- (V) The legal representative of Jiangxi Financing Guarantee Co., Ltd.<sup>^</sup> (江西省融資擔保股份有限公司) is the former Supervisor of the Bank, and Jiangxi Financing Guarantee Co., Ltd.<sup>^</sup> (江西省融資擔保股份有限公司) is a related party of the Bank. The special credit limit of the separate bidding guarantee of Jiangxi Financing Guarantee Co., Ltd.<sup>^</sup> (江西省融資擔保股份有限公司) is RMB1,500 million with a term of one year, which can be revolving, among which, the limit of the bidding guarantee is RMB100 million with a margin ratio of 1%; the limit of the project performance guarantee is RMB400 million, with a margin ratio of 10%; and the limit of the bidding guarantee for the pre-sale of commercial houses is RMB1 billion, with a margin ratio of 10%.
- (VI) Jiangxi Province Investment Group Co., Ltd. holds 180 million shares of the Bank, accounting for 2.99% of the total. In 2019, there is one significant related party transaction between Jiangxi Province Investment Group Co., Ltd. and its related parties in the Bank involving RMB3 billion. Companies using the credit and the credit amount are as follows: (1) Jiangxi Province Investment Group Co., Ltd. uses the RMB1 billion credit; (2) Jiangxi Province Huagan Environment Group Co., Ltd. (江西華贛環境集團有限公司) uses the RMB1 billion credit; (3) Jiangxi Natural Gas Group Co., Ltd. (江西省天然氣集團有限公司) uses the RMB500 million credit; (4) Jiangxi Province Poyang Lake Financial Leasing Co., Ltd. uses the RMB300 million credit; (5) Jiangxi Provincial Jiangtuo Road & Bridge Investment Co., Ltd. uses the RMB100 million credit; and (6) Jiangxi Ganneng Co., Ltd. uses the RMB100 million credit. Jiangtuo Real Estate Development Co., Ltd.<sup>^</sup> (江西省投資房地產開發有限責任公司) secures the credit with guarantees.
- (VII) The Bank is the largest shareholder of Jiangxi Financial Leasing Co., Ltd., holding 1.53 billion shares of the latter and accounting for 75.74% of the total. In 2019, there is one significant related party transaction between Jiangxi Financial Leasing Co., Ltd. and its related parties in the Bank, with RMB3.6 billion interbank general credit granted, of which the exposure credit of bank acceptances is RMB600 million with the pledge of lease beneficiary rights and with a term of one year.
- (VIII) The bank is the largest shareholder of Nanchang Dafeng County Bank Co., Ltd.<sup>^</sup> (南昌大豐村鎮銀行有限責任公司), holding 62 million shares of the latter, accounting for 28.18% of the total. In 2019, there is one significant related party transaction of Nanchang Dafeng County Bank Co., Ltd.<sup>^</sup> (南昌大豐村鎮銀行有限責任公司) in the Bank, with RMB500 million interbank general credit granted and with a term of one year.

- (IX) Ganshang Union (Jiangxi) Co., Ltd. holds 148 million shares of the Bank, accounting for 2.46% of the total. In 2019, there are two significant related party transactions between Ganshang Union (Jiangxi) Co., Ltd. and its related parties in the Bank involving RMB847 million.
1. The related party Jiangxi Lianchuang Optoelectronic Science and Technology Co., Ltd.^ (江西聯創光電科技股份有限公司) grants a RMB827 million credit that can be revolving for a term of one year, among which, (1) Jiangxi Lianchuang Zhiguang Science & Technology Co., Ltd. ^ (江西聯創致光科技有限公司) is granted a RMB120 million credit; with a margin ratio of 30%, the exposure credit of bank acceptances is RMB70 million; and the new Cloud Enterprise Chain loan is RMB50 million (the credit is used in 360 days), with an interest rate of 5.655%; (2) the exposure credit of bank acceptances of Jiangxi Lianrong Xinguangyuan Collaborative Innovation Co., Ltd.^ (江西聯融新光源協同創新有限公司) is RMB7 million with the margin ratio of 30%; and Jiangxi Lianchuang Optoelectronic Science and Technology Co., Ltd.^ (江西聯創光電科技股份有限公司) secures the above two credit with guarantees; and (3) Jiangxi Lianchuang Optoelectronic Science and Technology Co., Ltd.^ (江西聯創光電科技股份有限公司) makes a RMB700 million working capital loan with the interest rate of 6.96%, and Jiangxi Electronic Group Corporation Ltd.^ (江西省電子集團有限公司) secures the loan with guarantees.
  2. The related party Jiangxi Electronic Group Corporation Ltd.^ (江西省電子集團有限公司) grants the RMB20 million credit that is one-time limit and with the interest rate of 5.8725% to Jiangxi Kuncheng Investment Co., Ltd.^ (江西坤城投資有限公司), for a term of one year, for returning lending funds, and Jiangxi Provincial Credit Guarantee Co., Ltd. secures the credit with guarantees.
- (X) The bank transfers non-performing assets totaling RMB1.694 billion through open bidding on the Jiangxi Assets and Equity Exchange, including RMB1.552 billion principal of creditor's rights and RMB142 million interest. 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 31, 2019 with the consideration of RMB1.193 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 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, and so on. 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 Regulatory Commission and the Administrative Measures for Related (Connected) Transactions of Jiangxi Bank Co., Ltd. issued by the Bank.

**Report on the Interim Adjustment of the 2017-2021 Strategic Planning  
– Focusing on Rectification, Strengthening Foundation, Starting Again**

After formulating the five-year strategic plan for 2017-2021, the Bank has maintained a stable operation and a good development momentum in the three years from 2017 to 2019, and has made a series of achievements such as the H-share listing and the significant promotion of the industry status. However, at the same time, the internal and external environment of the Bank has undergone a great change. As a result, the original strategic planning of some of the strategies and objectives are not applicable to the current situation. In order to implement the central and local major decisions and arrangements, implement the latest regulatory requirements, enhance the ability to prevent and defuse risks, and help Jiangxi achieve high-quality economic development, the Bank has made adjustments to the original strategic plan for 2017-2021, and formulated the Report on the Interim Adjustment of the 2017-2021 Strategic Planning of Jiangxi Bank to guide the Bank's work from 2020 to 2021.

**Chapter 1 Internal and External Environment Analysis****I. MACRO-ENVIRONMENT ANALYSIS**

2020 and 2021 are respectively the closing year of the 13th five-year plan and the opening year of the 14th five-year plan. It is a crucial period for the realization of the two centenary goals. In recent years, China's economy is shifting from high-speed growth to high-quality development. In the coming period, the macro policy environment will take on the following characteristics:

**First**, downward pressure on the economy remains considerable. Although the basic trend of China's steady and long-term economic growth remains unchanged, structural, institutional and cyclical problems are interwoven as China is in the crucial period of transforming the growth model, optimizing the economic structure and shifting growth drivers. At the same time, as the world economy continues to slow down and is still in a period of deep adjustment after the international financial crisis, the accelerated evolution of the global situation becomes more obvious, and the sources and risks of global turbulence have increased significantly.

**Second**, external sudden risks bring challenges. In late 2019, a sudden outbreak of novel coronary pneumonia first broke out in Wuhan, Hubei Province, then swept across the country and quickly spread around the world. The outbreak is likely to have a negative impact on China's economy in the first half of 2020. However, under the premise of strictly implementing the policy of "preventing spreading domestically and preventing imported cases from overseas", the domestic epidemic is expected to fade out.

**Third**, "stability" is emphasized in macro policy. China will improve and strengthen the measures for ensuring stability and improve the mechanism for coordinating and transmitting fiscal, monetary and employment policies. Fiscal and monetary policies will form a synergy with policies on consumption, investment, employment, industry and regions, and guide funds

to be invested in such areas as advanced manufacturing, improving people's livelihood, and infrastructure weaknesses that benefit both supply and demand and have a multiplier effect, so as to play the basic role of consumption and the key role of investment.

**Fourth**, counter-cyclical adjustment tools are more flexible. China will continue to implement a proactive fiscal policy and a stable monetary policy under the policy framework of ensuring that macro policies are stable, micro policies are flexible and social policies are supportive. The proactive fiscal policy will improve the quality and efficiency, focus more on structural adjustment, and provide support for key areas. The stable monetary policy will adopt flexible and appropriate design, help to keep liquidity reasonably ample, and ensure that the growth of money, credit and social financing is consistent with economic development.

**Fifth**, great efforts are made to promote high-quality development. We shall, taking supply-side structural reform as the main task, and innovation as the driving force and reform and opening up as two wheels, achieve precise poverty relief, prevent and control pollution, and guard against and defuse major risks, strike a balance between ensuring steady growth and preventing risks, comprehensively improve the overall competitiveness of the economy, and accelerate the development of a modern economic system.

## II. REGULATORY ENVIRONMENT ANALYSIS

In recent years, regulatory requirements and norms on risk compliance, corporate governance, financial inclusion and fintech have been further enhanced.

**First**, strengthen the “strict supervision” orientation. In late 2019, the CBIRC issued the Guidelines on Promoting High-quality Development of the Banking and Insurance Industries, reiterating the principle of “adhering to and strengthening supervision”. At the beginning of 2020, the annual work conference of the People's Bank of China also stressed that it would accelerate the improvement of the macro-prudential management framework and expand the coverage of policies.

**Second**, strengthen the supervision of corporate governance. On November 29, 2019, the CBIRC issued the Measures for the Assessment of Corporate Governance Supervision of Banking and Insurance Institutions (Trial), with an aim to strengthen the supervision and evaluation on the corporate governance of banking and insurance institutions from the aspects of party leadership, shareholder governance, board governance, board of supervisors and senior management governance, risk internal control, related transaction governance, market constraint and other stakeholder governance. The assessment is divided into five grades: A, B, C, D and E. Different regulatory measures will be taken on the banking and financial institutions based on the assessment results. Institutions with lower ratings will be subject to severe measures, such as suspension of some operations, disapproval of the establishment of new businesses, disapproval of the establishment of new branches, and punishment on the relevant institutions and responsible persons.

**Third**, strengthen financial inclusion. In December 2019, the CBIRC held a briefing on key work, saying that it would continue to promote the “volume increment, coverage expansion and cost reduction” of financial services for small and micro businesses. In terms of volume increment and coverage expansion, on the basis of the balance of RMB11.32 trillion, the state will strive to increase the loan of inclusive small and micro enterprises by RMB2 trillion in 2020, at a growth rate higher than the average growth rate of all loans, and further expand the credit service coverage of small and micro enterprises. In terms of cost reduction, the state will strive to reduce the comprehensive financing cost of small and micro enterprises by another 0.5%.

**Fourth**, promote and standardize fintech innovation. In August 2019, the People’s Bank of China issued the Fintech Development Plan (2019-2021), which proposed to “intensify the innovation of fintech products and services”, while stressing to “strengthen the standardized management of fintech innovative products”. In December 2019, Xicheng District of Beijing was approved to take the lead in piloting the “regulatory sandbox” model in China, with an aim to standardize and promote product innovation of financial institutions.

**Fifth**, support small and medium-sized banks to replenish capital. Since the fourth quarter of 2019, the Financial Stability and Development Committee under the State Council has held several meetings in succession, stressing that “we will focus on supporting small and medium-sized banks to replenish their capital”. The People’s Bank of China and the CBIRC have also repeatedly encouraged small and medium-sized banks to innovate capital replenishment tools and replenish capital through multiple channels. Since November 2019 alone, many urban commercial banks have been approved to issue perpetual bonds or preferred shares. The capital replenishment of small and medium-sized banks has accelerated significantly.

### III. REGIONAL ENVIRONMENT ANALYSIS

Jiangxi province is the cradle of the red revolution, a green homeland, a city with a long history, a treasure mine of resources, and a major traffic-carrying region. During his visit to Jiangxi in May 2019, General Secretary Xi Jinping proposed that Jiangxi should “strive to set an example in accelerating the high-quality development of the old revolutionary base areas and take the lead in promoting the rise of the Central China”. In recent years, Jiangxi’s economic development presents the following characteristics:

**First**, economic growth continued to be among the highest in the country. According to the unified calculation of the National Bureau of Statistics, the GDP of Jiangxi province in 2019 was RMB2,475.75 billion, an increase of 8.0% over the previous year in terms of comparable prices, 1.9% higher than the national average, ranking the fourth in China and the first in Central China. In 2019, Jiangxi achieved four breakthroughs, including per capita GDP growth, three industrial structure optimizations, fiscal revenue growth, and high-speed rail mileage growth. However, in terms of economic aggregate, Jiangxi’s ranking is still relatively low in Central China, it still needs to further accelerate the development.

**Second**, infrastructure construction is accelerating. In the process of industrial migration from East China to Central China, Jiangxi province did not form an industrial chain with its own comparative advantages due to its weak industrial foundation and weak regional advantages. However, with the completion and operation of the Chang-Gan high-speed railway at the end of 2019, the release of “five vertical and four horizontal” high-speed railway network and the “10 vertical, 10 horizontal and 21 interconnected” expressway network planning in Jiangxi province, and the accelerated construction of the general airport, Jiangxi’s transportation convenience has been continuously improved.

**Third**, the deployment of modern industries is improving day by day. By promoting the multiplication of new industries, developing aviation, electronic information, equipment manufacturing, traditional Chinese medicine, new energy, new materials and other competitive industrial clusters, accelerating the upgrade of traditional industries, and implementing the Action plan for leapfrog and high quality development of “2+6+N” industries, there will be two trillion industries of non-ferrous metals and electronic information, six 500 billion industries of equipment manufacturing, petrochemical, building materials, textile, food and automobile, and several hundred billion industries.

**Fourth**, great efforts have been made to vigorously develop characteristic industries such as green agriculture and new ceramics. Jiangxi is one of the first batch of ecological civilization pilot provinces and the only “green organic agricultural products demonstration base pilot province”, with a total of 5,009 agricultural products certified as “pollution-free agricultural products, green food, organic agricultural products and agricultural products with geographical indications”. Jingdezhen, the porcelain capital with the history of more than 1,000 years, enjoys unique brand advantages. The establishment of the national ceramic culture inheritance and innovation pilot zone will bring greater opportunities for the transformation and upgrading of the ceramic industry. Artistic ceramics, high-tech ceramics, ceramics for daily use will become the focus of development.

**Fifth**, the service industry represented by tourism is developing rapidly. The proportion of the service sector in GDP in Jiangxi province has increased rapidly in recent years, reaching 45% in 2019, up 0.2% from the previous year, and its growth rate was 0.1% higher than that of GDP. Among them, tourism is an important driving force for Jiangxi to continuously improve the added value of services. In recent years, the tourism industry in Jiangxi province has shown a trend of rapid cluster development, creating a tourism industry with distinctive characteristics of “red, green and ancient”.

**Sixth**, new prospects have emerged in regional development. At present, Jiangxi is taking the initiative to join in the strategy of constructing “One Belt And One Road”, the development of the Yangtze River economic belt and the rise of the central China. It will fully implement the regional development strategy of “one circle leading, two axes driving, and three regions coordinating”, accelerate the construction of the Nanchang metropolitan area, build the Shanghai-Kunming and Beijing-Kowloon high-speed rail economic belt, and deepen the revitalization and development of the former central Soviet region in southern Jiangxi, expand

the opening-up of the northeastern Jiangxi, and transform and upgrade the western Jiangxi. At the same time, it will speed up the building of the regional innovation system with “One corridor, two areas, five cities and multiple points”, focus on promoting the construction of the Poyang Lake National Independent Innovation Demonstration Zone, science and innovation corridor on both sides of Ganjiang river, five science and technology innovation cities (Nanchang aviation science and technology innovation city, Ganzhou rare earth metals science and technology innovation city, China (Nanchang) traditional Chinese medicine science and technology innovation city, Shangrao big data science and technology innovation city, Yingtan wisdom science and technology innovation city), college study with platform and six provincial innovative counties (cities, areas), and create Jinggangshan national agricultural high-tech industrial demonstration zone. A new pattern of dynamic and competitive regional development is taking shape.

**Seventh**, county and rural finance has become an area of high potential. In recent years, the growth rate of savings in county areas of Jiangxi province has been faster than that in cities, behind which is the huge rural population base of Jiangxi province. In addition, rural residents’ per capita disposable growth is also ahead of urban residents. With the deepening of the rural revitalization measures, rural residents’ consumption capacity is gradually enhanced, and various financial needs will be gradually released.

#### IV. Horizontal Benchmarking Analysis

At present, the banking industry’s overall dividend has ended, and it is at an important transition point. The challenges faced by banking institutions are increasing and the development direction and competitive strategies must be adjusted accordingly. Through the analysis of the development trajectory of benchmarking banks in recent years, the following important experiences for Jiangxi Bank to learn from can be found:

**First**, constantly strengthen the party’s leadership. Party building has become the top priority for the development of banks. The leadership of the party should be integrated with the corporate governance of state-owned commercial banks to promote the formation of a good modern corporate governance system. We shall strengthen party conduct and integrity, implement the requirements for comprehensively and strictly governing the party, strengthen the oversight of party committees over key positions and important personnel, and enhance the fine style of work and responsibility of officials and employees.

**Second**, place greater importance on compliance with the law, prudent operation, and prevention and resolution of financial risks. We shall foster a stronger awareness of risks and compliance, focus on preventing and defusing risks in key areas, and improve the financial security line and the risk emergency response mechanism. We shall make good use of scientific and technological means, and ensure early identification, early warning and early processing of risks.

**Third**, take the characteristic and differentiated development road. Benchmarking banks have put the concept of distinctive and differentiated development into practice. They adapted their measures to local conditions, gave full play to their comparative advantages, focusing on customer value and customer experience, and got rid of homogeneous competition by creating a characteristic and differentiated product and service system.

**Fourth**, remain committed to fintech by making constant investment. Technological leadership does not happen overnight. The achievements of benchmarking banks in science and technology cannot be made without long-term and sustained investment. Some benchmarking banks spent 1.5% of revenues on financial technology, and the share of technology staff continued to grow rapidly.

**Fifth**, introduce inclusive and open innovation mechanisms and a culture of trial and error. Benchmarking Banks are usually committed to creating a strong innovation atmosphere in the whole bank, encouraging innovative ideas of front-line employees, so that everyone has the opportunity to become a product officer. In addition, the application process and mechanism for innovation projects are simplified to allow quick trial and error.

**Sixth**, focus on promoting bank development by talents. In the annual recruitment requirements, benchmarking bank will recruit special talents separately, such as talents related to fintech and big data. Meanwhile, benchmarking banks also pay attention to external cooperation. They carry out talent training, project research and development, and jointly establish innovation practice base with universities and research institutes.

## V. STRENGTHS OF JIANGXI BANK

**First**, it is well-known in the province. As the first provincial-level corporate bank and “Jiangxi’s own bank”, as well as a listed bank in Hong Kong, Jiangxi Bank is well-known and influential in Jiangxi province, and has become an important force in the “financial Jiangxi army”.

**Second**, it has close relationship with the government. As a provincial-level corporate bank, Jiangxi Bank is resolute in implementing the major decisions and arrangements of the provincial party committee and the provincial government, constantly deepens and expands the contact with the provincial, municipal and county governments at all levels, and has certain advantages in the business development of government organs, enterprises and public institutions.

**Third**, it has the full support of shareholders. Jiangxi Bank has a sound shareholding structure. Most of the major shareholders are state-owned enterprises, and there is no such phenomenon that “one shareholder is dominant”. Major shareholders can take the overall situation into account and give a good understanding and support to Jiangxi Bank’s management and reform and development.

**Fourth**, it has a local customer base. Jiangxi Bank is rooted in Jiangxi and has developed this market for many years. It has completed the full coverage of county-level areas in Jiangxi province, with extensive outlets and a wide range of customers.

**Fifth**, it has obvious organization advantage. Compared with the large and medium-sized state-owned banks, the organizational structure of the head office departments and branches of Jiangxi Bank is relatively flat, with short decision-making chain and reporting path. In addition, with strong cohesion and executive force of employees and officers, the Bank has the organizational advantage of concentrating power to do big things.

**Sixth**, initial success has been achieved in brand building. In recent years, Jiangxi Bank's financial products and services, represented by "Shouji Miao Dai", "Micro Enterprise Loan", "Handheld Micro-loan", "Cloud Enterprise Chain" and "Yinyitong", have laid a good foundation for customer acquisition in retail finance, inclusive finance, transaction banking and smart finance.

## Chapter 2 General Strategy of Jiangxi Bank

From 2020 to 2021, the overall development path of Jiangxi Bank is: Focusing on one main line and five key tasks on the basis of adhering to strategic positioning, core values and promotion slogan.

One main line: Focusing on rectification, strengthening foundation, starting again.

Five key tasks: implementing rectification, strengthening party building, preventing risks, serving entities, and deepening reform.

### I. STRATEGIC POSITIONING

To become a collaborative and efficient national first-class urban commercial bank with standardized management, distinctive characteristics and public recognition.

### II. CORE VALUES

Serve the local economy, serve small and micro enterprises and serve community residents wholeheartedly, enthusiastically and with best efforts, focusing on "customers".

### III. PROMOTIONAL SLOGAN

Starting Journey to Creation, Embracing the Future.

#### IV. ONE MAIN LINE: FOCUSING ON RECTIFICATION, STRENGTHENING FOUNDATION, STARTING AGAIN

The main line for the interim strategic adjustment of Jiangxi Bank from 2020 to 2021 is: Focusing on rectification, strengthening foundation, starting again.

**Focusing on rectification:** We will improve our stance, focus on cohesion, and work in unity and cooperation. We will continue to take rectification work as the leading task. We will make the patrol inspection, bank supervision inspection and special audit inspection as the top priority for the whole bank in the next two years, and promote the improvement of work style of the Bank.

**Strengthening foundation:** We will, based on the problems detected in the patrol and inspection, and considering the relationship between “development and prevention”, “incentive and constraint”, “innovation and stability”, make up for Jiangxi Bank’s shortcomings in party building, risk prevention, serving entities and internal management, and lay a solid foundation for development, in order to achieve greater growth space for Jiangxi Bank in the future by making adjustments in two years.

**Starting again:** We will work hard in 2 years to defuse risks, lay a solid foundation and make up for shortcomings, in order to accumulate strength and potential energy for Jiangxi Bank to strengthen the capital strength, refresh the brand image, and march into the new era of “more standardized management, more powerful risk control, more robust development”.

#### V. FIVE KEY TASKS: IMPLEMENTING RECTIFICATION, STRENGTHENING PARTY BUILDING, PREVENTING RISKS, SERVING ENTITIES, AND DEEPENING REFORM

##### 1. Implementing rectification

We will make the implementation of patrol inspection, bank supervision inspections and special audits the top priority in 2020, in order to promote the in-depth and practical implementation of rectification and achieve desired results. We will strengthen the “look back” inspection in 2021, and continue to consolidate and improve the rectification results.

##### 2. Strengthening party building

We will steadily promote the party building work of Jiangxi Bank, and effectively transform the party’s political advantages into its competitive and development advantages, forming a high-quality party building work pattern featuring “high political standing, outstanding organizational capacity, strong team capacity, solid basic work, good results of party building” through two years of efforts.

**3. Preventing risk**

In the next two years, Jiangxi Bank will actively respond to the central government's call to win the three major battles, and the top priority is to hold the bottom line against major financial risks. We shall strengthen the risk management of all aspects, enhance the active risk management, increase the use of financial technology, and improve the management and control ability of all kinds of risks in accordance with the working idea of "strictly controlling the increase of new risks, reducing the existing risks, and seeking benefits from the distressed assets". We shall strengthen internal control compliance and auditing, and firmly establish "three lines of defense"; enhance the efforts to dispose of risk assets, and achieve the goal of "seeking benefits from the distressed assets".

**4. Serving entities**

In the next two years, we shall further deepen and implement the positioning of "Jiangxi's own bank", and practice the regulatory requirements of "not forgetting the original intention and returning to the roots". We shall help achieve high-quality development, taking supporting Jiangxi's local economic construction as our own responsibility. First, unswervingly support the province's major key projects. Second, unswervingly support the real economy. Third, unswervingly develop inclusive finance. Fourth, actively support the construction of smart cities in the province. Fifth, deeply engage in and improve retail business.

**5. Deepening Reform**

We shall deepen the reform of internal management system and mechanism, guide and promote Jiangxi Bank to accelerate the business transformation and move towards high-quality development, focusing on accelerating the innovation of science and technology system and mechanism, improving the professional management of human resources and strengthening the fine management of finance.

**Chapter 3 Business Sector Development Strategy**

We shall vigorously promote the transformation of big retail businesses, and form a pattern in which corporate businesses are the foundation, retail businesses are the focus of the transformation, and public and private businesses are interconnected. We will downplay the scale and profit growth targets of financial market and network financial business, and focus on the role of service hub and channel carrier respectively, so as to promote the overall business transformation of the whole bank.

**I. BIG RETAIL BUSINESS DEVELOPMENT STRATEGY**

Strategic vision: To create a comprehensive, warmhearted big retail business with experience excellent, and become a bank which Jiangxi people cannot become inseparable from.

Business positioning: we will comprehensively penetrate into the life and production of retail customers, establish a close relationship with customers, and help urban and rural residents to realize a better life in accordance with the overall idea of systematic retail management, digital retail operations and scenario-based retail services.

First, expand the customer base focusing on the three business categories of basic retail, consumer finance and personal finance;

Second, increase retail credit, provide consumer finance and inclusive finance, increase the proportion of retail assets;

Third, deeply explore the value of public-private linkage, rely on the corporate sector to improve the development speed and quality of big retail business, and deeply explore the value of comprehensive financial services;

Fourth, innovate the retail service model and create an integrated online and offline operation and service mode.

## **II. FINANCIAL DEVELOPMENT STRATEGY OF THE COMPANY**

Strategic vision: To continue to shoulder the task of ensuring size and profitability, drive the development of the retail business, and create a smart corporate bank image through a variety of innovative products.

Business positioning: With asset-light as the goal, we will adjust the business structure, asset structure and customer structure to stabilize asset quality, optimize profitability, and increase the proportion of modern financial business.

First, we will carefully design the product portfolio according to the latest regulatory requirements and “13th five-year plan” of the central government and Jiangxi province, focusing on policy-oriented, weak cyclical, high value-added industries, with an aim to create high-quality basic assets.

Second, in order to respond to the call of the central and provincial party committees and governments and actively support the fight against COVID-19 epidemic, we shall implement the special refinancing requirements in the first half of 2020 and increase the credit supply, accurately and actively cooperate with key enterprises in the production, transportation and sales of medical prevention and control materials and daily necessities.

Third, we shall give full play to the leading role of the Company’s businesses, vigorously promote the public-private linkage, and drive the rapid development of the retail business by offering mechanism guarantee and performance incentives.

Fourth, we shall focus on developing small and micro customers and expand the small and micro customer bases by means of park association, chamber of commerce, supply chain finance, under the support of government resources and leading enterprises.

Fifth, we increase low-cost liabilities and increase the proportion of intermediate business income by developing investment banking, transaction banking and other modern corporate financial services.

### **III. STRATEGIES FOR OTHER BUSINESS SECTORS**

#### **(I) Overall objectives and strategies for financial market sector**

Strategic vision: To transform from profit hub to dual hub of service and profit, and provide multi-dimensional and comprehensive services for peers, corporate customers and individual customers.

Business positioning: Under the premise of serving entities and controlling risks, we shall accelerate the adjustment and transformation of investment trading, inter-bank financial business and asset management business, highlight the service and intellectual support for corporate and retail business, and shoulder the important responsibility of liquidity management of the whole bank.

#### **(II) Overall objectives and strategies for network financial business**

Strategic vision: To create efficient and convenient mobile business channels and platforms.

Business positioning: While strengthening our service capability and providing a good channel and platform for operating products and customers, we are actively exploring to become a pioneer in Jiangxi Bank's digitalization, mobile Internet and financial technology research and application.

### **Chapter 4 Strategic Support System**

From 2020 to 2021, while carrying out business transformation, network construction, operation management and other continuous optimization, we will focus on the Group management, information technology, organizational HR, capital and finance and other basic support systems, in order to provide strong support for the high-quality development of Jiangxi Bank.

**I. GROUP MANAGEMENT**

With an aim to enhance financial stability and prevent systemic financial risks, Jiangxi Bank will further strengthen and improve the management of its financial leasing and village banks in Jiangxi province from 2020 to 2021, so as to exert synergies and better serve the real economy.

**II. FINTECH**

The core of technology leadership is to promote the organic integration of fintech and banking business, and improve the understanding and application level of fintech among the staff of the Bank. From 2020 to 2021, the strategic positioning of Jiangxi Bank's fintech will gradually change from merely "technology guarantee" to "promoting and leading", with an aim to deepen the integration of technology and business, and comprehensively improve the financial product innovation ability of Jiangxi Bank.

**III. ORGANIZATIONAL HR**

From 2020 to 2021, while ensuring the continuous improvement of the HR management capacity, we shall form centripetal force and combat effectiveness by consolidating the strength of all employees of the Bank, in order to build a professional bank talent gathering highland in the province.

**IV. CAPITAL AND FINANCE**

From 2020 to 2021, while ensuring that the capital adequacy ratio effectively meets the standards, we shall play the role of "baton", taking performance appraisal and financial management as guidance. We shall highlight "high-quality development", strengthen the Bank's awareness of risk prevention, financial cost and capital constraint, improve the efficiency of capital allocation, and promote the transition to "capital-light".

**Chapter 5 Strategy Implementation****2020: "THE YEAR OF RECTIFICATION AND IMPROVEMENT"**

First, we shall improve our thinking, make rectification the top priority in our work, and fully carry out the rectification works of inspection tours, supervision and inspection, and special audits.

Second, we shall strengthen the party building guidance, comprehensively strengthen the central leadership of party committees, make solid progress in party building throughout the Bank, and improve party conduct and integrity.

Third, we shall make every effort to prevent and defuse risks, strengthen the organization and leadership for the distressed asset collection of the Bank, enrich and strengthen the collection force at all levels; strengthen the disposal of distressed assets and the relevant assessment to ensure stable asset quality and guide the whole bank to “seek benefits from distressed assets”; improve the overall risk management structure, carry out proactive risk management, further strengthen the “three lines of defense” and improve the system building of the Bank.

Fourth, we shall continue to serve the real economy, actively support the fight against COVID-19 epidemic, accurately and actively cooperate with key enterprises in the production, transportation and sales of medical prevention and control materials and daily necessities; support the construction of major provincial key projects, practice inclusive finance, continue to develop smart finance, and accelerate the transformation of retail business; optimize urban finance and deeply engage in county finance.

Fifth, we shall promote financial reform, strengthen internal management, explore innovation in scientific and technological systems and mechanisms, strengthen human resources management, improve the level of financial refinement, fully complete the transformation of intelligent outlets, and actively explore the establishment of financial management subsidiaries.

Sixth, we shall start the capital replenishment work under supervision and guidance.

#### **2021: “THE YEAR OF CONSOLIDATION AND DEEPENING”**

First, we shall comprehensively consolidate and deepen the achievements of the rectification, make solid progress in the rectification work of “looking back”, and ensure that problems will not reoccur.

Second, we shall improve the quality and efficiency of party building and promote the corporate governance capacity of the whole bank.

Third, we shall further intensify the collection of distressed assets; deepen the use of risk science and technology, explore innovations in risk management systems and mechanisms, and improve the whole-process, multi-dimensional risk monitoring system.

Fourth, we shall gradually establish the differentiation direction in the corporate, retail and small and micro businesses, focus on characteristic industries and customer groups, innovate and launch a series of influential characteristic brands.

Fifth, we shall promote and deepen financial reform in more fields across the Bank.

Sixth, we shall formulate a new five-year development plan for the Bank following the spirit of the “14th five-year plan”.



**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 2019 AGM**

**NOTICE IS HEREBY GIVEN** that the 2019 Annual General Meeting (the “**AGM**”) of Jiangxi Bank Co., Ltd.\* (the “**Bank**”) will be held at 9:30 a.m. on May 29, 2020 (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 2019 annual financial statements report of the Group;
2. to consider and approve the 2020 financial budget report of the Group;
3. to consider and approve the 2019 profit distribution plan;
4. to consider and approve the equity investment and capital expenditure plan for the year 2020;
5. to consider and approve the 2019 board of directors' report;
6. to consider and approve the 2019 board of supervisors' report;
7. to consider and approve the appointment of auditor for 2020;
8. to consider and approve the Management System for the Remuneration of Directors and Supervisors of Jiangxi Bank Co., Ltd.;
9. to consider and approve the Remuneration Package for Independent Directors of Jiangxi Bank Co., Ltd.;
10. to consider and approve the Remuneration Package for External Supervisors of Jiangxi Bank Co., Ltd.;
11. to consider and approve the election of Mr. Liu Wei as a shareholder representative supervisor of the second session of the board of supervisors ;

12. to consider and approve the amendments to the Rules of Procedure of the Board of Directors of Jiangxi Bank Co., Ltd;
13. to consider and approve the amendments to the Rules of Procedure of the Board of Supervisors of Jiangxi Bank Co., Ltd;
14. to consider and approve the amendments to the Rules of Procedure Regarding General Meetings of Jiangxi Bank Co., Ltd;

#### **SPECIAL RESOLUTIONS**

15. to consider and approve the amendments to the Articles of Association of Jiangxi Bank Co., Ltd.

#### **REPORTABLE MATTERS**

16. Report on significant related party transactions in 2019;
17. Report on the Interim Adjustment of the 2017-2021 Strategic Planning.

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

Nanchang, the PRC, April 14, 2020

*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 and Mr. DENG Jianxin as non-executive directors, 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 Listing Rules, all resolutions proposed at the meeting 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 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 29, 2020 (Wednesday) to May 29, 2020 (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 29, 2020 (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 28, 2020 (Tuesday).

3. **REPLY SLIP**

The Shareholders who intend to attend and vote at the AGM (in person or by proxy) shall complete the reply slip, and return it by hand, by email or by fax on or before May 9, 2020 (Saturday) 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), so that the Bank can receive such reply slip 20 days before the AGM is convened. Completion and return of the reply slip will not preclude you from attending or voting at the AGM.

However, in the event that the number of Shares with voting rights represented by those Shareholders intending to attend the AGM fails to reach more than a half of the total number of Shares with rights to vote of the Bank, the AGM may be postponed.

4. **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 28, 2020 (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.

**5. 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

- 6. The details about the aforesaid resolutions proposed for the consideration and approval of the AGM are set out in the circular of the AGM of the Bank dated April 14, 2020. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the AGM of the Bank dated April 14, 2020. Shareholders should also read the 2019 annual report published by the Bank, where the Bank's 2019 Board of Directors' report, 2019 Board of Supervisors' report, audited 2019 financial statements and the 2019 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)*

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## **THE 2020 FIRST CLASS MEETING OF H SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the 2020 first class meeting of H Shareholders (the “**Class Meeting of H Shareholders**”) of Jiangxi Bank Co., Ltd.\* (the “**Bank**”) will be held on May 29, 2020 (Friday) immediately following the completion of the 2019 annual general meeting and the 2020 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 resolutions:

### **SPECIAL RESOLUTIONS**

1. to consider and approve the amendments to the Articles of Association of Jiangxi Bank Co., Ltd.;
2. to consider and approve the amendments to the Rules of Procedure Regarding General Meetings of Jiangxi Bank Co., Ltd.

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

Nanchang, the PRC, April 14, 2020

*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 and Mr. DENG Jianxin as non-executive Directors, 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 Listing Rules, all resolutions proposed at the meeting 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 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 29, 2020 (Wednesday) to May 29, 2020 (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 29, 2020 (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 28, 2020 (Tuesday).

3. **REPLY SLIP**

The Shareholders who intend to attend and vote at the Class Meeting of H Shareholders (in person or by proxy) shall complete the reply slip, and return it by hand, by email or by fax on or before May 9, 2020 (Saturday) 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, so that the Bank can receive such reply slip 20 days before the Class Meeting of H Shareholders is convened. Completion and return of the reply slip will not preclude you from attending or voting at the Class Meeting of H Shareholders.

However, in the event that the number of Shares with voting rights represented by those Shareholders intending to attend the Class Meeting of H Shareholders fails to reach more than a half of the total number of Shares with rights to vote of the Bank, the Class Meeting of H Shareholders may be postponed.

4. **PROXY**

Any 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 28, 2020 (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.

**5. 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

- 6. The details about the aforesaid resolutions proposed for the consideration and approval of the Class Meeting of H Shareholders are set out in the circular of the AGM of the Bank dated April 14, 2020. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the AGM of the Bank dated April 14, 2020.