



**Bank of Jiujiang Co., Ltd.\***  
**九江银行股份有限公司\***

(A joint stock company incorporated in the People's Republic of China with limited liability)  
 (Stock code: 6190)

**PROXY FORM FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF  
 2019 OR AT ANY ADJOURNMENT THEREOF TO BE HELD ON  
 7 MARCH 2019**

Number of Shares to which this proxy form relates <sup>(Note 1)</sup>	Domestic Shares
	H Shares

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the holder(s) of \_\_\_\_\_ Domestic Shares/H Shares<sup>(Note 3)</sup> of RMB1.00 each in the share capital of Bank of Jiujiang Co., Ltd\*., (the "Bank"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or \_\_\_\_\_<sup>(Note 4)</sup>  
 of \_\_\_\_\_  
 as my/our proxy(ies) to attend the 2019 first extraordinary general meeting of the Bank (the "EGM") to be held at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the People's Republic of China, at 10 a.m. on Thursday, 7 March 2019 or any adjournment thereof, and to vote at such meeting or any adjournment thereof in respect of the resolutions set out in the notice of EGM as indicated below on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	To consider and approve the proposal in relation to the proposed amendments to the Articles of Association for the purposes other than the issuance of Offshore Preference Shares of the Bank			
2.	To consider and approve the proposal in relation to the proposed amendments to the Rules of Procedures for the Shareholders' General Meeting of the Bank for the purposes other than the issuance of Offshore Preference Shares of the Bank			
3.	To consider and approve the proposal in relation to the proposed amendments to the Rules of Procedures for the Board of Directors of the Bank for the purposes other than the issuance of Offshore Preference Shares of the Bank			

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
4.	To consider and approve the proposal in relation to the plan for non-public issuance of Offshore Preference Shares of the Bank, including:			
	(a) Type of Preference Shares to be issued			
	(b) Number of Preference Shares to be issued and issue size			
	(c) Par value, issue currency and price			
	(d) Maturity			
	(e) Method of issuance and target subscribers			
	(f) Lock-up period			
	(g) Terms of dividend distribution			
	(h) Terms of mandatory conversion			
	(i) Terms of conditional redemption			
	(j) Restrictions on voting rights and terms of restoration of voting rights			
	(k) Order of distribution on liquidation and methods for liquidation			
	(l) Security arrangements			
	(m) Rating arrangements			
	(n) Use of proceeds			
	(o) Listing/trading arrangements			
	(p) Validity period of the resolution on the issuance			
5.	To consider and approve the proposal in relation to the authorization to the Board of Directors and its authorized persons to exercise full power to handle all matters relating to the non-public issuance of Offshore Preference Shares by the Shareholders' general meeting			
6.	To consider and approve the proposal in relation to the proposed amendments to the Articles of Association for the purpose of the issuance of Offshore Preference Shares of the Bank			
7.	To consider and approve the proposal in relation to the proposed amendments to the Rules of Procedures for the Shareholders' General Meeting of the Bank for the purpose of the issuance of Offshore Preference Shares of the Bank			
8.	To consider and approve the proposal in relation to the proposed amendments to the Rules of Procedures for the Board of Directors of the Bank for the purpose of the issuance of Offshore Preference Shares of the Bank			
9.	To consider and approve the proposal in relation to the change of the registered capital of the Bank			

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
10.	To consider and approve the proposal in relation to the newly constructed office building of Shangrao Branch of the Bank			
11.	To consider and approve the proposal in relation to the purchase of office building by Guangzhou Branch of the Bank			
12.	To consider and approve the proposal in relation to the proposed amendments to the administrative measures on related transactions of the Bank			

Date: \_\_\_\_\_ 2019

Signature<sup>(Note 6)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert the number of shares of the Bank registered in your name(s) to which this proxy relates. If a number is inserted, this proxy form will be deemed to relate only to those shares. If no number is inserted, this proxy form will be deemed to relate to all shares of the Bank registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) and address(es) as registered in the register of members of the Bank in **BLOCK LETTERS**.
3. Please insert the number of shares of the Bank registered in your name(s) and delete as appropriate.
4. If any proxy other than the Chairman of the meeting of the Bank is preferred, please strike out the words “**the Chairman of the meeting or**” and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend and vote on your behalf. A proxy need not be a Shareholder of the Bank. Any alteration made to this proxy form shall be initialed by the person who signs it.
5. **Important:** If you wish to vote for any resolution, please put a tick in the box marked “FOR” or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked “AGAINST” or insert the number of shares held by you. If you wish to abstain from voting on any resolution, please put a tick in the box marked “ABSTAIN” or insert the number of shares held by you. If no direction is given, your proxy will be entitled to vote at his/her own discretion.
6. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized in writing. In case of joint holders, this proxy form may be signed by any of such joint holders.
7. If the Shareholder or proxy attending the meeting votes for “ABSTAIN” or abstains from voting on the relevant resolutions, the shares represented by the Shareholder or proxy will be deemed to be valid votes when the Bank counts the votes with respect to that resolution.
8. For any votes for “ABSTAIN” or abstention from voting, the voting results of their shares shall be regarded as “ABSTAIN”. Where any votes are not filled in, wrongly filled in or illegible or not casted, the voters shall be regarded as having relinquished their voting rights and the voting results of their shares shall be regarded as “ABSTAIN”. Abstention votes are to be counted as votes with the right to vote and are taken into account for the Bank’s calculation of voting results in respect of the relevant matter.
9. To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board at Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, PRC (for the Domestic Shareholders) no later than 24 hours before the time for the holding of the EGM (i.e. Wednesday, 6 March 2019 at 10 a.m.) or no later than 24 hours before the convening of any adjournment thereof.
10. In the case of joint holders of the shares of the Bank, any one of such holders may vote at the EGM either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint registered holders be present at the EGM, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Bank in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
11. You are reminded that completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. In the event that you attend the EGM and vote on the meeting, the authority of your proxy will be deemed to have been revoked.
12. Unless otherwise defined, capitalized terms used in this proxy form shall have the same meanings as those defined in the announcement of the Bank dated 18 January 2019 in relation to, among others, the non-public issuance of Offshore Preference Shares of the Bank.

\* *Bank of Jiujiang 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 and/or deposit-taking business in Hong Kong.*