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**重慶農村商業銀行**

CHONGQING RURAL COMMERCIAL BANK

重慶農村商業銀行股份有限公司\*

**Chongqing Rural Commercial Bank Co., Ltd.\***

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

(Stock Code: 3618)

## **NOTICE OF THE 2011 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Chongqing Rural Commercial Bank Co., Ltd.\* 重慶農村商業銀行股份有限公司\* (the “Bank”) will be held at Empark Grand Hotel, Chongqing, No. 1, 2nd Branch, Jianxin North Road, Jiangbei District, Chongqing, the PRC at 10 a.m. on Monday, December 12, 2011 (the “Meeting”), for the purpose of considering the following matters:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the re-election of Mr. Liu Jianzhong as executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the board of directors (the “Board”) to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
2. To consider and approve the re-election of Mr. Tan Yuansheng as executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;

3. To consider and approve the election of Mr. Sui Jun as executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
4. To consider and approve the re-election of Mr. Tao Jun as non-executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
5. To consider and approve the re-election of Mr. Wang Yongshu as non-executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
6. To consider and approve the election of Mr. Hua Yusheng as non-executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
7. To consider and approve the re-election of Mr. Wu Xiufeng as non-executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;

8. To consider and approve the election of Mr. Tu Minghai as non-executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
9. To consider and approve the re-election of Mr. Wen Honghai as non-executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
10. To consider and approve the re-election of Mr. Gao Xiaodong as non-executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
11. To consider and approve the election of Mr. Sun Leland Li Hsun as independent non-executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
12. To consider and approve the election of Mr. Yin Mengbo as independent non-executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;

13. To consider and approve the election of Mr. Wu Qing as independent non-executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
14. To consider and approve the election of Mr. Chen Zhengsheng as independent non-executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
15. To consider and approve the election of Mr. Liu Weili as independent non-executive Director of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
16. To consider and approve the re-election of Mr. Zeng Jianwu as shareholder representative Supervisor of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
17. To consider and approve the re-election of Ms. Zuo Ruilan as shareholder representative Supervisor of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix her remuneration and to enter into a service agreement with her on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;

18. To consider and approve the re-election of Ms. Dong Yunling as external Supervisor of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix her remuneration and to enter into a service agreement with her on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
19. To consider and approve the re-election of Mr. Chen Huiming as external Supervisor of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
20. To consider and approve the election of Mr. Zhang Xinyu as external Supervisor of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
21. To consider and approve the election of Mr. Shi Bentong as external Supervisor of the Bank with a term of three years commencing from the date on which the resolution is passed at this Extraordinary General Meeting and to authorise the Board to fix his remuneration and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

## **SPECIAL RESOLUTION**

22. To consider and approve the amendment to the Articles of Association of the Bank in the following manner:

The existing article 174 of the Articles of Association:

“The Bank has a board of directors which shall be composed of 11 Directors, with one Chairman.”

be amended as:

“The Bank has a board of directors which shall be composed of 15 Directors, with one Chairman.”

Subject to the passing of the special resolution approving the amendment to the Articles of Association of the Bank at this Extraordinary General Meeting as well as the approval of relevant government authorities of the PRC (if necessary), the above amendment to the Articles of Association shall come into effect; and the board of directors be authorised to amend the wordings of the Articles of Association as necessary and handle all necessary matters in respect of such amendment in accordance with the requirements and opinions (if any) of relevant regulatory authorities.

## MATTERS TO BE REPORTED AT THE MEETING

23. To listen to work report of the first session of the Board of Directors of the Bank;
24. To listen to work report of the first session of the Board of Supervisors of the Bank.

For and on behalf of the Board  
**Chongqing Rural Commercial Bank Co., Ltd.\***  
**重慶農村商業銀行股份有限公司\***  
**Liu Jianzhong**  
*Chairman*

Chongqing, the PRC

October 26, 2011

\* *The Bank holds a financial licence number B0335H250000001 approved by China Banking Regulatory Commission and was authorised by the Administration for Industry and Commerce of Chongqing to obtain a corporate legal person business licence with a registration number 500000000001239. The Bank is not an authorised institution in accordance with the Hong Kong Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking/deposit-taking business in Hong Kong.*

*Notes:*

- (1) All votes of resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.cqrcb.com](http://www.cqrcb.com)) in accordance with the Listing Rules.
- (2) In order to determine the entitlement to attend and vote at the Meeting, the register of members of the Bank will be closed from Saturday, November 12, 2011 to Monday, December 12, 2011 (both days inclusive), during which period no transfer of Shares will be registered. Unregistered holders of H Shares who wish to attend and vote at the Meeting must lodge all transfer documents accompanied by the relevant share certificates 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, not later than 4:30 p.m. on Friday, November 11, 2011.

- (3) A shareholder of the Bank entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (if he holds more than one share) to attend and vote in his stead. A proxy need not be a shareholder of the Bank. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (4) Shareholders shall appoint their proxies in writing. The form of proxy must be signed by the shareholder or its attorney duly authorised in writing. If the shareholder is a legal person, the form of proxy shall be affixed with the legal person's common seal or signed by its director, or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the shareholder, the power of attorney or other authorisation document shall be notarised. For holders of Domestic Shares, this form of proxy, together with any power of attorney or other authority (if any), which is notarially certified, must be lodged with the Bank's Secretariat of the Board of Directors at No. 10 East Yanghe Road, Jiangbei District, Chongqing, the PRC (postal code: 400020) not less than 24 hours before the time appointed for holding the Meeting. For holders of H Shares, the aforementioned documents must be lodged with the H Share Registrar, 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 time appointed for holding the Meeting. Delivery of the form of proxy shall not preclude a member of the Bank from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Shareholders who intend to attend the Meeting (in person or by proxy) shall deliver the reply slip of the Meeting enclosed to the Bank's Secretariat of the Board of Directors (for holders of Domestic Shares) or H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) by hand, post or fax on or before Monday, November 21, 2011.
- (6) The contact of the Secretariat of the Board of Directors is as follows:
- Address: No. 10 East Yanghe Road, Jiangbei District, Chongqing, the PRC  
Postal Code: 400020  
Telephone: (8623) 67637718, 67637933  
Facsimile: (8623) 67637932
- (7) Shareholders or their proxies shall produce their identity documents when attending the Meeting.
- (8) The Meeting is expected to last for half a day. Shareholders who attend the Meeting (in person or by proxy) shall bear their own travelling, accommodation and other expenses.

*As at the date of this announcement, the Executive Directors are Mr. Liu Jianzhong and Mr. Tan Yuansheng; the Non-Executive Directors are Mr. Tao Jun, Mr. Tu Jianhua, Mr. Wen Honghai, Mr. Wang Yongshu, Mr. Gao Xiaodong and Mr. Wu Xiufeng; and the Independent Non-Executive Directors are Mr. Xu Bin, Mr. Pu Yongjian and Ms. Ran Hua.*