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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 2011 AGM

NOTICE IS HEREBY GIVEN that the 2011 AGM of Chongqing Rural Commercial Bank Co., Ltd. 重慶農村商業銀行股份有限公司* (the “**Bank**”) (the “**Meeting**”) will be held at the Conference Room at 26th Floor of the Bank (No. 10 East Yanghe Road, Jiangbei District, Chongqing, the PRC on Monday, May 7, 2012 at 10:00 a.m. Details of the Meeting are as follows:

A. GENERAL INFORMATION OF THE MEETING

(I) Convenor

The Board of Directors of the Bank

(II) Date and Time

Monday, May 7, 2012 at 10:00 a.m. The Meeting is expected to last for half day

(III) Venue

The Conference Room at 26th Floor of the Bank (No. 10 East Yanghe Road, Jiangbei District, Chongqing, PRC)

(IV) Way of Conducting the Meeting

On site voting

B. AGENDA OF THE MEETING

(I) The following resolutions will be considered and approved at the Meeting:

Ordinary Resolutions

1. To consider and approve the work report of the Board of Directors of the Bank for 2011.
2. To consider and approve the work report of the Board of Supervisors of the Bank for 2011.
3. To consider and approve the 2011 annual report of the Bank.
4. To consider and approve the audited financial statements of the Bank for 2011.
5. To consider and approve the proposed profit distribution plan of the Bank for 2011.
6. To consider and approve the 2012 financial budget proposal of the Bank.
7. To consider and approve the re-appointment of auditing firm of the Bank for 2012 and to fix their remuneration.

Special Resolution

8. To consider and approve the proposed issue of financial bonds specialised for loans for small and miniature enterprises within the PRC (發行中國境內小型微型企業貸款專項金融債券) (for details, please refer to the circular dispatched to the shareholders issued by the Bank) as follows:
- (i) to consider and approve the proposed issue of financial bonds specialised for loans for small and miniature enterprises within the PRC (發行中國境內小型微型企業貸款專項金融債券);
 - (ii) to authorise the Board to handle relevant affairs regarding the issue, including but not limited to, application and reporting formalities to relevant regulatory authorities, determination on specified offering batch and size, offering timing, issue targets, offering method, places of offering, offering terms, maturity of the bonds, interest rates, price and denomination of the bonds, listing application for the bonds, arrangement of redemption of the bond principal and interests, signing related legal documents and applicable adjustments to the offering plan pursuant to the requirement of relevant regulatory authorities; and
 - (iii) to authorise the Board for the above matters to delegate senior management to decide and handle relevant affairs regarding the issue according to the specific circumstances.

(II) Matters to be reported at the Meeting

To listen to the report of Independent Non-Executive Directors of the Bank for 2011.

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, March 22, 2012

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), all votes of resolutions at the Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the voting results will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.cqrcb.com) in accordance with the Listing Rules.
2. In order to qualify as Shareholders to attend and vote at the Meeting, unregistered holders of H shares 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 Thursday, April 5, 2012. The register of members of the Bank will be closed from Saturday, April 7, 2012 to Monday, May 7, 2012 (both days inclusive), during which period no transfer of shares will be registered.
3. The Board of the Bank recommends a distribution of cash dividend of RMB1,302 million (tax inclusive) for 2011 to all the shareholders at a par value of RMB0.14 per share (tax inclusive). Such dividend distribution plan will be submitted to the Meeting for consideration. Provided such proposal is approved at the Meeting, the dividend will be distributed to holders of domestic shares and holders of H shares whose names appear on the register of members of the Bank on May 18, 2012. Such proposed dividends will be denominated in RMB. Dividend payable to holders of domestic shares shall be paid in RMB, whereas dividend payable to holders of H shares shall be paid in HKD. The exchange rate of RMB to HKD to be adopted shall be the average closing rates of the five business days preceding the date of declaration of such dividend at the 2011 AGM of the Bank (May 7, 2012) as announced by the People’s Bank of China.

(1) Holders of domestic shares

The register of members in respect of the domestic shares of the Bank will be closed from Saturday, May 12, 2012 to Friday, May 18, 2012 (both days inclusive).

According to the relevant regulations of the Individual Income Tax Law of the People’s Republic of China, the Bank will withhold an individual income tax at the rate of 20% for natural person shareholders whose names appear on the register of members for holders of domestic shares on May 18, 2012. Holders of domestic shares who are legal persons shall declare tax payment on their own.

The dividend for holders of domestic shares without affirmed ownership will be kept temporarily by the Bank and distributed upon the confirmation of the ownership.

(2) Holders of H shares

The register of members in respect of the H shares of the Bank will be closed from Saturday, May 12, 2012 to Friday, May 18, 2012 (both days inclusive). In order to qualify for the entitlement of the proposed cash dividend, holders of H shares of the Bank shall lodge their 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, prior to 4:30 p.m. on Friday, May 11, 2012.

Matters in relation to the proposed final dividend and income tax withheld in respect of dividends to be received by overseas non-resident individual/enterprise shareholders:

Non-resident Enterprise Shareholders

Pursuant to the Enterprise Income Tax Law of the People's Republic of China and its relevant implementation rules which came into effect on January 1, 2008, the Bank will withhold the enterprise income tax at the rate of 10% for non-resident enterprise shareholders whose name appear on the register of members in respect of H shares of the Bank on May 18, 2012.

Non-resident Individual Shareholders

According to Guoshuihan [2001] No. 348 documents issued by the State Administration of Taxation, PRC, the Bank is required to withhold individual income tax for non-resident individual holders of H shares, who are entitled to relevant preferential tax arrangement pursuant to the taxation agreements between the countries where they are residing with China and the regulation on taxation arrangement between the Mainland and Hong Kong (Macau).

- (i) As for non-resident individual holders of H shares in countries which have entered into an agreement with China in respect of a tax rate lower than 10%, the Bank will apply for the relevant entitlements thereunder on their behalf, according to the provision under the "Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative)" (Guo Shui Fa [2009] No. 124) (國家稅務總局關於印發〈非居民享受稅收協議待遇管理辦法(試行)〉的通知)(國稅發[2009]124號).
- (ii) As for Hong Kong/Macau residents and other non-resident individual holders of H shares in countries and regions which have entered into an agreement with China in respect of a 10% tax rate, the Bank will withhold individual income tax at the rate of 10%.

- (iii) As for non-resident individual holders of H shares in countries which have entered into an agreement with China in respect of a tax rate between 10% and 20%, the Bank will withhold individual income tax at the actual rate agreed thereunder.
- (iv) As for non-resident individual holders of H shares in countries which have entered into a 20% tax agreement with China or have no tax agreement with China or are under any other circumstances, the Bank will withhold individual income tax at the tax rate of 20%.

The Bank will, based on the registered address of individual holders of H shares recorded in the register of members in respect of H shares of the Bank on May 18, 2012, determine their residency. Where the residency of any individual holders of H shares is inconsistent with the registered address, they shall notify, and submit the relevant proof to, the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at Floor 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Friday, May 11, 2012. The Bank disclaims any responsibility arising from any claims due to holders of H shares of the Bank whose residency are not confirmed timely or accurately or any disputes with regards to the tax withholding systems.

4. A shareholder 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 class and number of shares in respect of which each such proxy is so appointed.
5. 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, 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. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Meeting and any adjourned meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Shareholders who intend to attend the Meeting (in person or by proxy) shall return 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 before Tuesday, April 17, 2012.

7. The contact of the Secretariat of the Board of Directors is as follows:

Address: No. 10 East Yanghe Road, Jiangbei District, Chongqing, PRC
Postal Code: 400020
Contact Persons: Ms. Zhang, Mr. Liang
Telephone: (8623) 67637616, 67637933
Facsimile: (8623) 67637932

8. Shareholders or their proxies shall produce their identity proof when attending the Meeting.

9. The Meeting is expected to last for half 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 notice, the Executive Directors of the Bank are Mr. Liu Jianzhong, Mr. Tan Yuansheng and Mr. Sui Jun; the Non-Executive Directors are Mr. Tao Jun, Mr. Hua Yusheng, Mr. Tu Minghai, Mr. Wang Yongshu, Mr. Wen Honghai, Mr. Gao Xiaodong and Mr. Wu Xiufeng; and the Independent Non-Executive Directors are Mr. Sun Leland Li Hsun, Mr. Yin Mengbo, Mr. Wu Qing, Mr. Chen Zhengsheng and Mr. Liu Weili.

* *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.*