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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 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 annual 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**”) (the “**2016 AGM**”) will be held at the Conference Room at 4th Floor of the Bank (at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the People’s Republic of China (the “**PRC**”)) on Friday, May 5, 2017 at 9:30 a.m. Details of the 2016 AGM are as follows:

I. GENERAL INFORMATION OF THE 2016 AGM

(I) Convenor

The Board of the Bank

(II) Date and Time

Friday, May 5, 2017 at 9:30 a.m. The meeting is expected to last for half day

(III) Venue

Conference Room at 4th Floor of the Bank (at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC)

(IV) Way of Conducting the 2016 AGM

On site conference and voting

II. AGENDA OF THE 2016 AGM

(I) The resolutions to be considered at the 2016 AGM

Ordinary Resolutions

1. To consider and approve the work report of the Board of the Bank for 2016;
2. To consider and approve the work report of the Board of Supervisors of the Bank for 2016;
3. To consider and approve the 2016 annual financial final proposal of the Bank;
4. To consider and approve the annual profit distribution plan of the Bank for 2016;
5. To consider and approve the financial budget of the Bank for 2017;
6. To consider and approve the annual report of the Bank for 2016;
7. To consider and approve the appointment of the external auditors of the Bank for 2017 and to fix their remuneration;
8. To consider and approve the resolution of electing Mr. Chen Jianwei as a non-executive Director of the Bank;
9. To consider and approve the resolution of electing Mr. Lai Shengping as a non-executive Director of the Bank;
10. To consider and approve the resolution of electing Mr. Luo Yuxing as a non-executive Director of the Bank;
11. To consider and approve the resolution of electing Mr. Song Qinghua as an independent non-executive Director of the Bank;
12. To consider and approve the resolution of proposed amendments to the Rules of Procedures for the General Meeting;
13. To consider and approve the resolution of proposed amendments to the Rules of Procedures for the Board;
14. To consider and approve the resolution of revision of dilution of current returns by initial public offering and listing of RMB ordinary shares (A shares) and remedial measures of the Bank;
15. To consider and approve the resolution of a sponsoring the establishment of direct-sale bank subsidiary.

Special Resolutions

16. To consider and approve the resolution of issuance of financial bonds;
17. To consider and approve the resolution of amendments to the Articles of Association of the Bank;
18. To consider and approve the resolution of directional additional issuance of Domestic Shares:
 - 18.1. Class of Shares and nominal value
 - 18.2. Offering size
 - 18.3. Target subscribers
 - 18.4. Pricing methodology
 - 18.5. Method of offering
 - 18.6. Use of proceeds
 - 18.7. Distribution of undistributed accumulated profit
 - 18.8. Term of the offering plan
19. To consider and approve the proposed resolution regarding the general meeting to confer full powers on the Board of Directors to handle relevant matters relating to the directional additional issuance of domestic shares;
20. To consider and approve the resolution of proposed extension of the term of initial public offering and listing of RMB ordinary shares (A Shares);
21. To consider and approve the resolution of proposed extension of the term of authorizing the Board to exercise its absolute discretion to deal with all matters relating to initial public offering and listing of RMB ordinary shares (A shares) at general meeting.

(II) Matters to be reported at the 2016 AGM

1. To listen to the report of the independent non-executive Directors of the Bank for 2016.
2. To listen to the report of the “three rural” financial services by the Bank in 2016.

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

Chongqing, the PRC, March 21, 2017

Notes:

1. Pursuant to the Listing Rules, all votes of resolutions at the 2016 AGM 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 by show of hands. An announcement on the voting results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.cqrcb.com) in accordance with the Listing Rules.
2. In order to determine the entitlement of Shareholders to attend and vote at the 2016 AGM, nonregistered holders of H shares must 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, April 3, 2017. The register of members of the Bank will be closed from Wednesday, April 5, 2017 to Friday, May 5, 2017 (both days inclusive).
3. The Board recommends a distribution of cash dividend of RMB1,860 million (tax inclusive) in total for 2016 to all the Shareholders at RMB0.20 per share (tax inclusive). Such dividend distribution plan will be submitted to the 2016 AGM for consideration. Provided such proposal is approved at the 2016 AGM, 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 Tuesday, May 16, 2017. 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 for HKD-denominated dividends shall be the average middle rate (if applicable) of the five business days preceding the date of declaration of such dividend at the 2016 AGM of the Bank (May 5, 2017, including the date thereof) 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 Thursday, May 11, 2017 to Tuesday, May 16, 2017 (both days inclusive).

According to the relevant regulations of the "Individual Income Tax Law of the People's Republic of China" (《中華人民共和國個人所得稅法》), 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 Tuesday, May 16, 2017. Holders of Domestic Shares who are legal persons shall report and pay their income tax.

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 Thursday, May 11, 2017 to Tuesday, May 16, 2017 (both days inclusive). In order to determine the entitlement of the proposed cash dividend, holders of H shares of the Bank shall deliver their transfer documents accompanied by the relevant share certificates with the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, prior to 4:30 p.m. on Wednesday, May 10, 2017.

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 relevant requirements of Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and related implementation rules, Notice of the State Administration of Taxation on Issues Relating to PRC Resident Enterprises' Withholding Enterprise Income Tax in Respect of Dividends to Be Received by Non-resident Enterprise Holders of H Shares (Guoshuihan [2008] No. 897), the Bank will withhold the enterprise income

tax at the rate of 10% for non-resident enterprise shareholders whose names appear on the register of members in respect of H shares of the Bank on Tuesday, May 16, 2017. The effective tax rate will be subjected to the tax treaty.

Non-resident Individual Shareholders

According to Guoshuihan [2011] No. 348 documents issued by the State Administration of Taxation, PRC, the Bank is required to withhold non-resident 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 and 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.
- (ii) As for 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 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 Tuesday, May 16, 2017, 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Wednesday, May 10, 2017. 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.

(3) Investors of Southbound Trading

For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H Shares of the Bank listed on the Stock Exchange (the “**Southbound Trading**”), the Bank has entered into the “Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading” (《港股通H股股票現金紅利派發協議》) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Bank and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. Pursuant to the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No. 81)” (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2014]81號)》), for dividends received by domestic investors from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock

Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date of equity interests, the date of distribution of cash dividends, the book closure date and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Bank.

4. A Shareholder entitled to attend and vote at the 2016 AGM is entitled to appoint one or more proxies (if he/she holds more than one share) to attend and vote in his/her stead. A proxy need not be a Shareholder. 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 proxy form must be signed by the Shareholder or its attorney duly authorised in writing. If the Shareholder is a legal person, the proxy form shall be affixed with the legal person's common seal or signed by its director, or its attorney duly authorised in writing. If the proxy form is signed by the attorney of the Shareholder, the power of attorney or other authorisation documents shall be notarised. For holders of Domestic Shares, the proxy form, 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 at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC (postal code: 400020) not less than 24 hours before the time appointed for holding the 2016 AGM. 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 2016 AGM. Completion and return of the proxy form shall not preclude you from attending and voting in person at the 2016 AGM and any adjourned meeting thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Shareholders who intend to attend the 2016 AGM (in person or by proxy) shall return the reply slip of the 2016 AGM enclosed to the Bank's Secretariat of the Board (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 Saturday, April 15, 2017.
7. The contact of the Secretariat of the Board is as follows:

Address:	No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC
Postal Code:	400020
Contact Persons:	Ms. Zhang, Ms. Zheng
Telephone:	(8623) 6763 7929, (8623) 6763 7766, (8623) 6111 0841
Facsimile:	(8623) 6763 7932, (8623) 6111 0844
8. Shareholders or their proxies shall produce their identity proof when attending the 2016 AGM.
9. The 2016 AGM is expected to last for half day. Shareholders who attend the 2016 AGM (in person or by proxy) shall bear their own expenses.

As at the date of this notice, the executive directors of the Bank are Mr. Liu Jianzhong and Mr. Xie Wenhui; the non-executive directors of the Bank are Mr. He Zhiming, Mr. Sun Lida, Mr. Duan Xiaohua, Ms. Chen Xiaoyan and Mr. Wen Honghai; and the independent non-executive directors of the Bank are Mr. Sun Leland Li Hsun, Mr. Yin Mengbo, Mr. Yuan Zengting and Mr. Cao Guohua.

* *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 unified social credit code 91500000676129728J. 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.*