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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 2017 FIRST H SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the 2017 First H Shareholders' Class 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 the Conference Room at 4th Floor of the Bank (at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC) on Friday, May 5, 2017 after the conclusion of the 2016 annual general meeting ("2016 AGM") (or any adjournment thereof) and concurrently with the 2017 First Domestic Shareholders' Class Meeting. Details of the 2017 First H Shareholders' Class Meeting are as follows:

### **I. GENERAL INFORMATION OF THE 2017 FIRST H SHAREHOLDERS' CLASS MEETING**

#### **(I) Convenor**

The Board of Directors of the Bank

#### **(II) Date and Time**

Friday, May 5, 2017 after the conclusion of the 2016 AGM (or any adjournment thereof) and concurrently with the 2017 First Domestic Shareholders' Class Meeting. The 2017 First H Shareholders' Class Meeting, together with the 2016 AGM and the 2017 First Domestic Shareholders' Class Meeting, is expected to last for half day

#### **(III) Venue**

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

#### **(IV) Way of Conducting the 2017 First H Shareholders' Class Meeting**

On site conference and voting

## **II. RESOLUTIONS TO BE CONSIDERED AT THE 2017 FIRST H SHAREHOLDERS' CLASS MEETING**

### **Ordinary Resolution**

1. 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.

### **Special Resolutions**

2. To consider and approve the resolution of directional additional issuance of Domestic Shares:
  - 2.1. Class of Shares and nominal value
  - 2.2. Offering size
  - 2.3. Target subscribers
  - 2.4. Pricing methodology
  - 2.5. Method of offering
  - 2.6. Use of proceeds
  - 2.7. Distribution of undistributed accumulated profit
  - 2.8. Term of the offering plan
3. 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;
4. To consider and approve the resolution of proposed extension of the term of initial public offering and listing of RMB ordinary shares (A Shares);

5. 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.

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 and Executive Director*

Chongqing, the PRC, March 21, 2017

*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 2017 First H Shareholders’ Class 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 by show of hands. An announcement on the voting results will be published on the websites of the Hong Kong Exchanges and Clearing Limited (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 2017 First H Shareholders’ Class Meeting, the non-registered 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 Shops 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. A Shareholder entitled to attend and vote at the 2017 First H Shareholders’ Class Meeting 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 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.
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 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 2017 First H Shareholders’ Class Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2017 First H Shareholders’ Class Meeting and any adjourned meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Shareholders who intend to attend the 2017 First H Shareholders' Class Meeting (in person or by proxy) shall return the reply slip of the Meeting enclosed to H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) by hand, post or fax before Saturday, April 15, 2017.

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

Address: No. 36 Jinshamen Road, Jiangbei District, Chongqing City, 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

7. Shareholders or their proxies shall produce their identity proof when attending the 2017 First H Shareholders' Class Meeting.

8. The 2017 First H Shareholders' Class Meeting, together with the 2016 AGM and the 2017 First Domestic Shareholders' Class Meeting is expected to last for half a day. Shareholders who attend the 2017 First H Shareholders' Class 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 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.*