

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

## **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to the announcements dated 20 November 2025 and 10 December 2025 and the circular dated 24 November 2025 (the “**Circular**”) of Chongqing Rural Commercial Bank Co., Ltd. 重慶農村商業銀行股份有限公司\* (the “**Bank**”) in relation to, among other things, proposed amendments to the articles of association of the Bank (the “**Articles of Association**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

The resolution on amendments to the Articles of Association was considered and approved by the shareholders of the Bank at the 2025 First EGM which was held on 10 December 2025. The Board also made further appropriate amendments to the Articles of Association (the “**Further Amendments**”) in accordance with guiding opinions of Chongqing State-owned Assets Supervision and Administration Commission and based on the actual circumstances of the Bank, within the authorisation scope of the 2025 First EGM. Details of the Further Amendments are set out in the Appendix to this announcement. Unless otherwise disclosed herein, all other proposed amendments to the Articles of Association as set out in the Circular remained unchanged. The amended Articles of Association shall take effect from the date of approval of Chongqing office of NFRA.

By order of the Board

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

**重慶農村商業銀行股份有限公司\***

**Sui Jun**

*Executive Director and President*

Chongqing, the PRC, 15 December 2025

*As at the date of this announcement, the executive director of the Bank is Mr. Sui Jun; the non-executive directors of the Bank are Mr. Ma Bao, Mr. Dong Bin, Mr. Yuan Gang and Mr. Peng Yulong; and the independent non-executive directors of the Bank are Mr. Lee Ming Hau, Mr. Li Jiaming and Ms. Bi Qian.*

*\* The Bank holds a financial licence number B0335H250000001 approved by the regulatory authority of the banking industry of the PRC and was authorised by the Administration for Market Regulation of Chongqing to obtain a corporate legal person business licence with a unified social credit code of 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.*

## Appendix

Details of the Further Amendments to the Articles of Association are as follows:

No.	No. of the Amended Articles	Articles of the Articles of Association Approved at the 2025 First EGM	Amended Articles of the Articles of Association
CHAPTER 1 GENERAL PROVISIONS			
1.	Article 1	<p>.....</p> <p>In accordance with the <i>Company Law</i>, the <i>Supervision Law</i> and the “<i>Constitution of the Communist Party of China</i>”, the Bank shall establish a committee for the Communist Party of China and a discipline inspection committee to carry out CPC activities, and the Chongqing Municipal Commission for Discipline Inspection in association with the Chongqing Municipal Supervisory Commission shall dispatch a discipline inspection and supervision team to the Bank to carry out supervision, accountability, investigation and process. Party organization is an organic composition of the corporate governance structure of the Bank, and plays a leading role. The Bank adheres to the integration of the works on strengthening the Party’s leadership enhancement and corporate governance improvement, so as to build a modern state-owned enterprise system with Chinese characteristics. The Bank insists on simultaneous planning of Party construction and enterprise reform, simultaneous establishment of party organizations and working organs, simultaneous allocation of person-in charge of the Party organization and staff for Party affairs as well as simultaneous proceeding of Party construction, so as to make clear the duties and manner of work of the Party organization in respect of decision-making, implementation and supervision, to allow docking between mechanisms, between systems, between regimes and between work, and to promote the Party organization to play a leading role in an organized, institutionalized and concrete way. The Bank adheres to managing enterprise in accordance with laws, and strives to build a law-abiding company with sound governance, operational compliance, management discipline, law-abiding and integrity.</p>	<p>.....</p> <p>In accordance with the <i>Company Law</i>, the <i>Supervision Law</i> and the “<i>Constitution of the Communist Party of China</i>”, the Bank shall establish a committee for the Communist Party of China <del>and a discipline inspection committee</del> to carry out CPC activities, and <u>accept the dispatch of the Chongqing Municipal Commission for Discipline Inspection in association with the Chongqing Municipal Supervisory Commission shall dispatch</u> a discipline inspection and supervision team <u>by the Chongqing Municipal Commission for Discipline Inspection in association with the Chongqing Municipal Supervisory Commission</u> to the Bank to carry out supervision, accountability, investigation and process. Party organization is an organic composition of the corporate governance structure of the Bank, and plays a leading role. The Bank adheres to the integration of the works on strengthening the Party’s leadership enhancement and corporate governance improvement, so as to build a modern state-owned enterprise system with Chinese characteristics. The Bank insists on simultaneous planning of Party construction and enterprise reform, simultaneous establishment of party organizations and working organs, simultaneous allocation of person-in charge of the Party organization and staff for Party affairs as well as simultaneous proceeding of Party construction, so as to make clear the duties and manner of work of the Party organization in respect of decision-making, implementation and supervision, to allow docking between mechanisms, between systems, between regimes and between work, and to promote the Party organization to play a leading role in an organized, institutionalized and concrete way. The Bank adheres to managing enterprise in accordance with laws, and strives to build a law-abiding company with sound governance, operational compliance, management discipline, law-abiding and integrity.</p>

No.	No. of the Amended Articles	Articles of the Articles of Association Approved at the 2025 First EGM	Amended Articles of the Articles of Association
2.	Article 13	<p>The decision-making level including the Party committee, the Board and senior management shall follow respective terms of reference and rules of procedures, adhere to the principle of collective decision-making for Major decision-making matters, Major recruitment or dismissal, Major project arrangement, and Significant capital operation (hereinafter referred to as “Three Major and One Significant” matters), collectively discuss and determine “Three Major and One Significant” matters to prevent individuals and a few persons from being arbitrary. They should adhere to being pragmatic and efficient, ensure the scientific nature of decision-making, and ensure legal compliance of decisions.</p> <p>The discipline inspection committee of the Bank shall comply with the requirements of the Articles of Association, supervise the implementation of “Three Major and One Significant” Decision-making System of the Bank and establish the effective supervision system.</p>	<p>The decision-making level including the Party committee, the Board and senior management shall follow respective terms of reference and rules of procedures, adhere to the principle of collective decision-making for Major decision-making matters, Major recruitment or dismissal, Major project arrangement, and Significant capital operation (hereinafter referred to as “Three Major and One Significant” matters), collectively discuss and determine “Three Major and One Significant” matters to prevent individuals and a few persons from being arbitrary. They should adhere to being pragmatic and efficient, ensure the scientific nature of decision-making, and ensure legal compliance of decisions.</p> <p>The <del>discipline inspection committee of the</del> Bank shall comply with the requirements of the Articles of Association, supervise the implementation of “Three Major and One Significant” Decision-making System <del>of the Bank</del> and establish the effective supervision system.</p>
Section 3 Board of Directors			
3.	Article 172	<p>The Board shall exercise the following powers:</p> <p>.....</p> <p>(d) to formulate the Bank’s investment plan and determine the business plan, the investment scheme and investment projects with the investment amount exceeding a certain amount;</p> <p>.....</p>	<p>The Board shall exercise the following powers:</p> <p>.....</p> <p>(d) to formulate <b>and adjust</b> the Bank’s investment plan <del>and</del>, determine the business plan, the investment scheme, <b>equity investments</b> and <b>fixed asset</b> investment projects with the investment amount exceeding a certain amount, <b>and consider the investment projects of the Bank included in the “Negative List of Investment Projects of Municipal State-owned Enterprises in Chongqing”</b>;</p> <p>.....</p>
4.	Article 184	<p>.....</p> <p>Chongqing Municipal SASAC may appoint representatives to attend the meetings of the Board and its special committees of the Bank without voting rights. The secretary of the discipline inspection committee (the head</p>	<p>.....</p> <p>Chongqing Municipal SASAC may appoint representatives to attend the meetings of the Board and its special committees of the Bank without voting rights. <del>The, and secretary of the discipline inspection committee (the head of</del></p>

No.	No. of the Amended Articles	Articles of the Articles of Association Approved at the 2025 First EGM	Amended Articles of the Articles of Association
		of the discipline inspection and supervision) of the Bank may attend the meetings of the Board and its special committees without voting rights.	the discipline inspection and supervision) <del>of</del> <b>dispatched to</b> the Bank may attend the meetings of the Board and its special committees without voting rights.
5.	Article 185	<p>The Board shall convene an interim meeting within ten (10) days, where any of the following situations occurs:</p> <p>.....</p> <p>(i) when Chongqing Municipal SASAC proposes the convening;</p> <p>(j) other situations stipulated by laws and regulations and regulatory provisions or the Articles of Association.</p>	<p>The Board shall convene an interim meeting within ten (10) days, where any of the following situations occurs:</p> <p>.....</p> <p><del>(i) when Chongqing Municipal SASAC proposes the convening;</del></p> <p>(i) other situations stipulated by laws and regulations and regulatory provisions or the Articles of Association.</p>