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**BANK OF CHONGQING CO., LTD.\***  
**重慶銀行股份有限公司\***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1963)**

**POLL RESULTS OF THE SECOND EXTRAORDINARY  
GENERAL MEETING OF 2014 HELD ON MARCH 7, 2014**

The board of directors (the “**Board**”) of Bank of Chongqing Co., Ltd. (the “**Bank**”) is pleased to announce that all of the resolutions set out in the notice of the second extraordinary general meeting of 2014 (the “**EGM**”) were duly passed by way of poll at the EGM held on March 7, 2014.

Reference is made to the circular (the “**Circular**”) and the notice of the EGM of the Bank both dated January 21, 2014. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE EGM**

The Board is pleased to announce that the EGM had been held at The Multi-Function Hall, 19/F, No. 153 Zourong Road, Yuzhong District, Chongqing, the PRC on March 7, 2014 as scheduled. The EGM was convened by the Board and chaired by Mr. Gan Weimin, Chairman of the Board.

As at the date of the EGM, the total number of issued Shares of the Bank was 2,705,227,505, which was the total number of Shares entitling Shareholders to attend and vote for or against or abstain from voting on any of the resolutions proposed at the EGM. 21 Shareholders and authorized proxies holding an aggregate of 1,957,022,152 Shares, representing 72.34% of the total Shares carrying voting rights of the Bank were present at the EGM. No Shareholders are required to abstain from voting on the resolutions proposed at the EGM, and none of the Shareholders have stated their intention to abstain from voting or to vote against the resolutions proposed at the EGM. The convening and holding of the EGM meet the requirements of laws and regulations including the Company Law of the People's Republic of China, as well as the Articles of Association of the Bank.

The poll results of the resolutions at the EGM are as follows:

No.	Ordinary Resolutions	Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstained
1.	Approve the proposal in respect of re-election and appointment of Directors for the fifth session of the board of directors of the Bank:			
(a)	re-election of Mr. GAN Weimin as an executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(b)	re-election of Mr. RAN Hailing as an executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(c)	re-election of Ms. NI Yuemin as an executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(d)	re-election of Mr. ZHAN Wanghua as an executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(e)	re-election of Mr. XIANG Li as a non-executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(f)	re-election of Ms. LV Wei as a non-executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(g)	re-election of Mr. WONG Hon Hing as a non-executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(h)	re-election of Mr. QIN Wei as a non-executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(i)	re-election of Mr. DENG Yong as a non-executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(j)	appointment of Mr. YANG Jun as a non-executive Director of the Bank	1,957,021,152 (99.999949%)	0 (0.000000%)	1,000 (0.000051%)
(k)	re-election of Mr. LI He as an independent non-executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(l)	re-election of Mr. TO Koon Man Henry as an independent non-executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(m)	appointment of Mr. Kong Xiangbin as an independent non-executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(n)	appointment of Mr. WANG Pengguo as an independent non-executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
(o)	appointment of Dr. JIN Jingyu as an independent non-executive Director of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)

No.	Ordinary Resolutions	Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstained
As more than a half of the votes from the Shareholders (including proxies) attending and having the right to vote at the EGM were cast in favour of the resolution above, such resolution was duly passed as an ordinary resolution.				
2.	Approve the proposal in respect of re-election and appointment of Supervisors for the fifth session of the board of supervisors of the Bank (other than employee Supervisors):			
	(a) re-election of Mr. CHEN Zhengsheng as an external Supervisor of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(b) re-election of Mr. ZHOU Yongkang as an external Supervisor of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(c) appointment of Mr. YIN Xianglong as an external Supervisor of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(d) appointment of Mr. CHEN Yan as a shareholder Supervisor of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(e) appointment of Mr. TANG Jun as a shareholder Supervisor of the Bank	1,957,022,152 (100.000000%)	0 (0.000000%)	0 (0.000000%)
As more than a half of the votes from the Shareholders (including proxies) attending and having the right to vote at the EGM were cast in favour of the resolution above, such resolution was duly passed as an ordinary resolution.				
3.	Approve the appointment of PricewaterhouseCoopers (羅兵咸永道會計師事務所) and PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所有限責任公司(特殊普通合夥)) as the international and domestic auditors, respectively, of the Bank, with a term expiring upon the next annual general meeting, and to authorize the Board to determine their remunerations.	1,957,021,152 (99.999949%)	1,000 (0.000051%)	0 (0.000000%)
As more than a half of the votes from the Shareholders (including proxies) attending and having the right to vote at the EGM were cast in favour of the resolution above, such resolution was duly passed as an ordinary resolution.				
4.	Approve the proposal in respect of writing off the non-performing loans of Zarva Technology (Group) Co., Ltd. (朝華科技(集團)股份有限公司) in the amount of RMB38,597,061 as set out in the Letter from the Board in the Circular dispatched by the Bank on January 21, 2014.	1,957,020,152 (99.999898%)	2,000 (0.000102%)	0 (0.000000%)
As more than a half of the votes from the Shareholders (including proxies) attending and having the right to vote at the EGM were cast in favour of the resolution above, such resolution was duly passed as an ordinary resolution.				

Voting at the EGM was conducted by way of poll. The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM. Chongqing East Law Firm, the Bank's PRC legal advisor, 1 external Supervisor of the Bank and 2 representatives from the Shareholders were appointed as the scrutineers for the vote-taking and vote-tabulation at the EGM.

## **ELECTION OF THE BOARD OF DIRECTORS OF THE BANK**

The fifth session of the Board of the Bank as considered and approved at the EGM comprises the following 15 members:

Executive Directors: Mr. GAN Weimin, Mr. RAN Hailing, Ms. NI Yuemin and Mr. ZHAN Wanghua;

Non-executive Directors: Mr. WONG Hon Hing, Mr. XIANG Li, Mr. QIN Wei, Mr. DENG Yong, Ms. LV Wei and Mr. YANG Jun;

Independent non-executive Directors: Mr. LI He, Mr. TO Koon Man Henry, Mr. KONG Xiangbin, Mr. WANG Pengguo and Dr. JIN Jingyu.

Directors of the fifth session of the Board of the Bank are appointed for a term of three years, of which, the qualification of directorship of Mr. YANG Jun, Mr. KONG Xiangbin, Mr. WANG Pengguo and Dr. JIN Jingyu is subject to the approval by the CBRC Chongqing Bureau, and their terms of office shall become effective from the date of approval by the CBRC Chongqing Bureau. The Bank will then make further announcement. The terms of office of other Directors shall become effective from the date of approval by the EGM.

The aforementioned executive Directors of the Bank will not receive any director's fee during their terms as executive Directors except that they will receive remuneration from the Bank based on their positions with the Bank, including basic salary, bonus, allowance, subsidy, employee welfare and insurance, housing fund and annuity. Each of the aforementioned executive Directors has entered into a director service contract with the Bank.

The current remuneration of the aforementioned non-executive Directors and independent non-executive Directors is RMB37,500 and RMB75,000 per annum respectively. They are entitled to an attendance fee of RMB2,000 per meeting for Board meetings, physical meetings of Board committees and research events attended. If a non-executive Director or an independent non-executive Director is appointed to chair a Board committee, he or she is entitled to an additional fee of RMB10,000 per

annum for being the chairman of each of the committees respectively. Each of the aforementioned re-elected non-executive Directors and independent non-executive Directors has entered into a director service contract with the Bank, whereas each of the aforementioned newly appointed non-executive Directors and independent non-executive Directors will enter into a director service contract with the Bank upon their respective terms of office becoming effective.

The terms of office as Directors of Mr. YIN Mingshan, Dr. ZHANG Weiguo and Mr. HAN Deyun have expired. Pursuant to a directive issued by the Chongqing State-owned Assets Supervision and Administration Commission, in accordance with the spirit of the internal rules of the relevant Chinese central government authority, Dr. SUN Fangcheng (currently the president of Chongqing Three Gorges University) is a senior official of Chinese public institution and therefore should not hold concurrent corporate positions, including directorship in publicly listed companies. Accordingly, the abovementioned persons had not stood for re-election for the fifth session of the Board of the Bank. Mr. YIN Mingshan has officially retired as a Director of the Bank upon the conclusion of the EGM and ceased to be the member of the remuneration and appraisal committee, the nomination committee and the strategic committee. Mr. YIN Mingshan has no disagreement with the Board, and there is no matter relating to his retirement as Director that needs to be brought to the attention of the Shareholders. The Bank would like to express its sincere gratitude to Mr. YIN Mingshan for his positive contribution to the Board during his term of office.

In accordance with relevant PRC laws and regulations and the Articles of Association of the Bank, Dr. ZHANG Weiguo, Mr. HAN Deyun and Dr. SUN Fangcheng will continue to perform their duties as independent non-executive Directors until the CBRC Chongqing Bureau approves the qualifications of the newly appointed independent non-executive Directors. Upon the approval by the CBRC Chongqing Bureau of the qualifications of the newly appointed Directors, Dr. ZHANG Weiguo, Mr. HAN Deyun and Dr. SUN Fangcheng will no longer perform their duties as Directors. The Bank will then make further announcement in respect of the retirements of these Directors.

Please refer to the Circular for the profiles of the members of the fifth session of the Board, which remain accurate as at the date of this announcement.

## **ELECTION OF THE BOARD OF SUPERVISORS OF THE BANK (OTHER THAN EMPLOYEE SUPERVISORS)**

The fifth session of the board of supervisors of the Bank as considered and approved at the EGM comprises the following five shareholder Supervisors and external Supervisors:

Shareholder Supervisors: Mr. CHEN Yan and Mr. TANG Jun;

External Supervisors: Mr. CHEN Zhengsheng, Mr. ZHOU Yongkang and Mr. YIN Xianglong;

The employee Supervisors of the fifth session of the board of supervisors of the Bank will be elected by the Bank's employees. Further announcement in respect of the election of such employee Supervisors will be made in due course.

The aforesaid shareholder Supervisors and external Supervisors are appointed for a term of three years, effective from March 7, 2014.

The current remuneration of the aforementioned external Supervisors and shareholder Supervisors is RMB50,000 and RMB25,000 per annum, respectively. They are entitled to an attendance fee of RMB2,000 per meeting for meetings of the board of Supervisors and Board meetings attended and entitled to an attendance fee of RMB1,000 per meeting for meetings of committees under the board of Supervisors and physical meetings of Board committees attended. If an external Supervisor or shareholder Supervisor is appointed to chair a committee under the board of Supervisors, he or she will be entitled to an additional fee of RMB10,000 per annum for being the chairman of each of the committees respectively. Each of the aforementioned external Supervisors and shareholder Supervisors has entered into a supervisor service contract with the Bank.

Mr. SI Houchun and Mr. LIU Xingyu have officially retired as Supervisors of the Bank upon the conclusion of the EGM due to expiration of their terms of office. In addition, pursuant to a directive issued by the Chongqing State-owned Assets Supervision and Administration Commission, in accordance with the spirit of the internal rules of the relevant Chinese central government authority, Ms. WEN Yuping was a government official within the preceding three years and therefore should not hold any corporate positions, including directorship in publicly listed companies. Therefore, Ms. WEN had not stood for re-election for the fifth session of the board of supervisors of the Bank and has officially retired as the Supervisor of the Bank upon the conclusion of the EGM. Mr. SI Houchun, Mr. LIU Xingyu and Ms. WEN Yuping have no disagreement with the board of supervisors of the Bank, and there is no matter relating to their retirement as Supervisors that needs to be brought to the attention of the Shareholders. The Bank would like to express its sincere gratitude to Mr. SI Houchun, Mr. LIU Xingyu and Ms. WEN Yuping for their positive contributions to the board of supervisors of the Bank during their terms of office.

Please refer to the Circular for the profiles of the members of the fifth session of the board of supervisors of the Bank (other than employee Supervisors), which remain accurate as at the date of this announcement.

By order of the Board  
**Bank of Chongqing Co., Ltd.\***  
**GAN Weimin**  
*Chairman*

Chongqing, the PRC, March 7, 2014

*As at the date of this announcement, the executive Directors of the Bank are Mr. GAN Weimin, Mr. RAN Hailing, Ms. NI Yuemin and Mr. ZHAN Wanghua; the non-executive Directors are Mr. WONG Hon Hing, Mr. XIANG Li, Mr. QIN Wei, Mr. DENG Yong and Ms. LV Wei; and the independent non-executive Directors are Dr. ZHANG Weiguo, Dr. SUN Fangcheng, Mr. HAN Deyun, Mr. LI He and Mr. TO Koon Man Henry.*

\* Bank of Chongqing Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.