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.



# 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)

(Stock Code of Preference Shares: 4616)

# POLL RESULTS OF THE 2017 ANNUAL GENERAL MEETING, DOMESTIC SHAREHOLDERS' CLASS MEETING AND H SHAREHOLDERS' CLASS MEETING HELD ON MAY 25, 2018

Reference is made to (i) the notice of the 2017 annual general meeting (the "AGM") dated April 10, 2018 and the supplemental notice of the AGM dated May 4, 2018; (ii) the notice of the H shareholders' class meeting (the "H Shareholders' Class Meeting") dated April 10, 2018, and (iii) the circular (the "Circular") of the AGM and the H Shareholders' Class Meeting dated May 4, 2018, of Bank of Chongqing Co., Ltd.\* (the "Bank"). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The board of directors of the Bank (the "Board") is pleased to announce that the AGM, the domestic shareholders' class meeting (the "Domestic Shareholders' Class Meeting", together with the AGM and the H Shareholders' Class Meeting, the "Meetings") and the H Shareholders' Class Meeting were held at the conference room of the Building of Bank of Chongqing, No. 6 Yongpingmen Street, Jiangbei District, Chongqing, the People's Republic of China (the "PRC") on Friday, May 25, 2018 and all the proposed resolutions as set out in the notices of the Meetings, respectively, were duly passed by the relevant Shareholders of the Bank by way of poll.

# I. POLL RESULTS OF THE 2017 ANNUAL GENERAL MEETING, DOMESTIC SHAREHOLDERS' CLASS MEETING AND H SHAREHOLDERS' CLASS MEETING

#### 1. Convening and attendance of the meetings

The Meetings were convened by the Board. The AGM and the H Shareholders' Class Meeting were chaired by Ms. LIN Jun, the chairman of the Board. The Domestic Shareholders' Class Meeting was chaired by Mr. YANG Xiaotao, the chairperson of the board of supervisors of the Bank.

## Attendance of the AGM

As at the date of the AGM, Shareholders and proxies representing 2,807,398,357 Shares of the Bank were entitled to attend and vote for or against all the resolutions at the AGM.

A total of 31 Shareholders and proxies, holding an aggregate of 2,347,551,430 Shares with voting rights entitling the holders thereof to vote, were present at the AGM.

## Attendance of the Domestic Shareholders' Class Meeting

As at the date of the Domestic Shareholders' Class Meeting, Shareholders and proxies representing 1,445,947,695 Domestic Shares of the Bank were entitled to attend and vote for or against all the resolutions at the Domestic Shareholders' Class Meeting.

A total of 20 Domestic Shareholders and proxies, holding an aggregate of 1,280,628,459 Domestic Shares with voting rights entitling the holders thereof to vote, were present at the Domestic Shareholders' Class Meeting.

## Attendance of the H Shareholders' Class Meeting

As at the date of the H Shareholders' Class Meeting, Shareholders and proxies representing 1,361,450,662 H Shares of the Bank were entitled to attend and vote for or against all the resolutions at the H Shareholders Class Meeting.

A total of 11 H Shareholders and proxies, holding an aggregate of 1,067,372,971 H Shares with voting rights entitling the holders thereof to vote, were present at the H Shareholders' Class Meeting.

Save for the above, there were no Shares entitling the holders to attend and abstain from voting in favor of the resolutions at the Meetings as set out in rule 13.40 of the Listing Rules, and no Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the Meetings.

# 2. Poll results of the AGM

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

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast			Voting
	•	For	Against	Abstain	Results
1.	To consider and approve the report of the board of directors of the Bank for 2017.	2,347,551,430 (100.000000%)	0 (0.00000%)	0 (0.000000%)	Passed
2.	To consider and approve the annual report of the Bank for 2017.	2,347,551,430 (100.000000%)	0 (0.00000%)	0 (0.000000%)	Passed
3.	To consider and approve the financial budget proposal of the Bank for 2018.	2,347,551,430 (100.000000%)	0 (0.00000%)	0 (0.000000%)	Passed
4.	To consider and approve the report of the board of supervisors of the Bank for 2017.	2,347,551,430 (100.000000%)	0 (0.00000%)	0 (0.000000%)	Passed
5.	To consider and approve the final financial accounts of the Bank for 2017.	2,347,551,430 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Passed
6.	To consider and approve the profit distribution plan of the Bank for 2017.	2,347,551,430 (100.000000%)	0 (0.00000%)	0 (0.000000%)	Passed
7.	To consider and approve the re-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(特殊普通合夥)) as external auditors of the Bank for 2018.	2,347,550,430 (99.999957%)	1,000 (0.000043%)	0 (0.000000%)	Passed
8.	To consider and approve the proposed amendments to Administrative Measures on Remuneration for Leading Team of Bank of Chongqing (for trial implementation).	2,347,551,430 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Passed
9.	To consider and approve the proposed appointment of Mr. PENG Daihui as external supervisor of the Bank.	2,347,551,430 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Passed
10.	To consider and approve the authorization of the shareholders' meeting to the board of the Bank.	2,345,330,930 (99.905412%)	2,220,500 (0.094588%)	0 (0.000000%)	Passed
11.	To consider and approve the proposed amendments to Feasibility Analysis Report on the Use of Proceeds from the Initial Public Offering of RMB-denominated Ordinary Shares (A Shares).	2,347,551,430 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Passed
12.	To consider and approve the status report on the use of previously raised funds.	2,347,551,430 (100.000000%)	0 (0.000000%)	0 (0.00000%)	Passed

As more than half of the votes from the Shareholders (including proxies) attending and having the rights to vote at the AGM were cast in favor of ordinary resolutions above, such resolutions were duly passed as ordinary resolutions of the AGM.

Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast			Voting
	-	For	Against	Abstain	Passed
1.	To consider and approve the extension of validity period of the resolution relating to proposed initial public offering of A shares and the authorization to the board of directors of the Bank.	2,343,896,630 (99.844314%)	3,654,800 (0.155686%)	0 (0.000000%)	
2.	To consider and approve the proposed amendments to the Articles of Association and formulation of the draft Articles of Association which shall be applicable and effective upon A Share Listing.	2,345,652,430 (99.919107%)	1,899,000 (0.080893%)	0 (0.000000%)	Passed
3.	To consider and approve the analysis on dilution of current returns as a result of the proposed initial public offering of A shares and remedial measures.	2,343,896,630 (99.844314%)	3,654,800 (0.155686%)	0 (0.000000%)	Passed
4.	To consider and approve the proposed amendments to the Procedural Rules for General Meetings of Bank of Chongqing.	2,347,550,930 (99.999979%)	500 (0.000021%)	0 (0.000000%)	Passed
5.	To consider and approve the proposed amendments to the Procedural Rules for the Board of Directors.	2,290,038,001 (97.550067%)	57,513,429 (2.449933%)	0 (0.000000%)	Passed
6.	To consider and approve the proposed amendments to the Procedural Rules for the Board of Supervisors.	2,347,550,930 (99.999979%)	500 (0.000021%)	0 (0.000000%)	Passed
7.	To consider and approve the general mandate relating to the issuance of H Shares.	2,302,903,205 (98.098094%)	44,648,225 (1.901906%)	0 (0.000000%)	Passed

As more than two-third of the votes from the Shareholders (including proxies) attending and having the rights to vote at the AGM were cast in favor of special resolutions above, such resolutions were duly passed as special resolutions of the AGM.

#### 3. Poll results of the Domestic Shareholders' Class Meeting

The poll results of the resolutions at the Domestic Shareholders' Class Meeting are as follows:

Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast			Voting
		For	Against	Abstain	Results
1.	To consider and approve the extension of validity period of the resolution relating to proposed initial public offering of A shares and the authorization to the board of directors of the Bank.	(100.000000%)	0 (0.000000%)	0 (0.000000%)	Passed
2.	To consider and approve the analysis on dilution of current returns as a result of the proposed initial public offering of A shares and remedial measures.	1,280,628,459 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Passed

As more than two-third of the votes from the Shareholders (including proxies) attending and having the rights to vote at the Domestic Shareholders' Class Meeting were cast in favor of special resolutions above, such resolutions were duly passed as special resolutions of the Domestic Shareholders' Class Meeting.

# 4. Poll results of the H Shareholders' Class Meeting

The poll results of the resolutions at the H Shareholders' Class Meeting are as follows:

Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast			Voting
		For	Against	Abstain	Results
1.	To consider and approve the extension of validity period of the resolution relating to proposed initial public offering of A shares and the authorization to the board of directors of the Bank.	(99.657636%)	3,654,300 (0.342364%)	0 (0.000000%)	Passed
2.	To consider and approve the analysis on dilution of current returns as a result of the proposed initial public offering of A shares and remedial measures.	1,063,718,171 (99.657589%)	3,654,800 (0.342411%)	0 (0.000000%)	Passed

As more than two-third of the votes from the Shareholders (including proxies) attending and having the rights to vote at the H Shareholders' Class Meeting were cast in favor of special resolutions above, such resolutions were duly passed as special resolutions of the H Shareholders' Class Meeting.

Please refer to the Circular for full text of the resolutions.

The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at each of the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting. Chongqing Jingsheng Law Firm, the Bank's PRC legal advisor, and an external Supervisor of the Bank also acted as the scrutineers for the vote-taking and vote-tabulation at each of the AGM, the Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting. In addition, two Domestic Shareholders of the Bank also acted as the scrutineers for the vote-taking and vote-tabulation at the AGM and the Domestic Shareholders' Class Meeting while two H Shareholders acted as the scrutineers for the vote-taking and vote-tabulation at the H Shareholders' Class Meeting.

#### II. APPOINTMENT OF SUPERVISOR

The Board is very pleased to announce that Mr. PENG Daihui ("Mr. PENG") has been appointed as an external supervisor, which shall take effect from May 25, 2018.

Mr. PENG's term of office shall be three years. The annual remuneration of Mr. PENG will include a fixed remuneration of RMB50,000 and a variable remuneration based on the number of on-site meetings and events attended in person (RMB2,000 each meeting/event) and the number of meetings attended by way of written resolutions and meetings of board of supervisors of the Bank and the Supervision and Nomination Committee by way of conference call (RMB1,000 each meeting). Mr. PENG's remuneration is determined in accordance with applicable laws, regulations and regulatory requirements and the relevant remuneration policies of the Bank.

Please refer to the Circular for the profile of Mr. PENG, which remains accurate as at the date of this announcement.

#### III. PAYMENT OF THE FINAL DIVIDEND

The payment of final dividend for the year ended December 31, 2017 of RMB0.118 per Share (tax inclusive) (the "Final Dividend") was approved by the Bank at the AGM. The Final Dividend will be distributed on July 20, 2018 to holders of Domestic Shares and H Shares whose names appear on the register of members of the Bank on June 30, 2018. The Final Dividend payable to holders of H Shares shall be paid in Hong Kong dollars. Calculation of the exchange rate will be based on the central parity rate of the average exchange rate of Renminbi to Hong Kong dollars of the five business days preceding the date of declaration of such dividend (May 25, 2018, including the date thereof) as announced by the People's Bank of China (i.e. HK\$1.00 to RMB0.813148). As such, the dividend per H Share is HK\$0.14511503 (tax inclusive).

The Bank has appointed Industrial and Commercial Bank of China (Asia) Limited as the receiving agent in Hong Kong (the "Receiving Agent") and will pay to the Receiving Agent the Final Dividend declared for payment to holders of H Shares. The Final Dividend is expected to be paid by the Receiving Agent on July 20, 2018 and the cheques for the Final Dividend will be dispatched to holders of H Shares entitled to receive such dividend by ordinary post at their own risk.

#### IV. TAXATION ON THE FINAL DIVIDEND

#### 1. Domestic Shareholders

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 holders of domestic shares whose name appear on the register of H Shareholders on June 30, 2018; holders of domestic shares who are legal persons shall report and pay the relevant tax themselves.

#### 2. H Shareholders

According to the Enterprise Income Tax Law of the PRC and the related provisions of implementation, both came into effective January 1, 2008, the Bank shall withhold the enterprise income tax at the rate of 10% for non-resident enterprise Shareholders whose name appear on the register of H Shareholders on June 30, 2018.

Pursuant to the Circular (Guo Shui Han [2011] No. 348) issued by the State Administration of Taxation of the PRC, the Bank shall withhold the non-resident individual income tax for the non-resident individual H Shareholders. Non-resident individual H Shareholders are entitled to enjoy relevant preferential tax treatment provided that the countries in which they reside in have entered into double taxation treaties with the PRC and there are relevant provisions of taxation arrangement between Mainland China and Hong Kong (Macau).

In accordance with the above tax regulations, the Bank shall generally withhold and pay individual income tax at the rate of 10% for individual H Shareholders of the Bank unless otherwise specified by the relevant tax regulations and tax agreements, in which case the Bank will conduct specific procedures according to the relevant regulatory requirements of tax authorities.

By order of the Board
Bank of Chongqing Co., Ltd.\*
WONG Wah Sing
Joint Company Secretary

Chongqing, the PRC, May 25, 2018

As at the date of this announcement, the executive directors of the Bank are Ms. LIN Jun, Mr. RAN Hailing, Mr. LIU Jianhua and Mr. WONG Wah Sing; the non-executive directors are Mr. WONG Hon Hing, Mr. DENG Yong, Ms. LV Wei and Mr. YANG Jun; and the independent non-executive directors are Mr. LI He, Mr. KONG Xiangbin, Mr. WANG Pengguo and Dr. JIN Jingyu.

\* Bank of Chongqing Co., Ltd. is not an authorized institution within the meaning of Hong Kong 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.