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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)**

**(Stock Code of Preference Shares: 4616)**

## **NOTICE OF THE 2019 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2019 annual general meeting (the “**Meeting**”) of Bank of Chongqing Co., Ltd. (the “**Bank**”) will be held at 9:00 a.m. on Wednesday, May 13, 2020 at Multi-Function Hall, 3/F of the Building of Bank of Chongqing, No. 6 Yongpingmen Street, Jiangbei District, Chongqing, the PRC to consider and, if thought fit, to pass the following resolutions.

### **Ordinary Resolutions**

1. To consider and approve the report of the board of directors of the Bank for 2019;
2. To consider and approve the report of the board of supervisors of the Bank for 2019;
3. To consider and approve the annual report of the Bank for 2019;
4. To consider and approve the final financial accounts of the Bank for 2019;
5. To consider and approve the profit distribution plan of the Bank for 2019;
6. To consider and approve the financial budget proposal of the Bank for 2020;
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 2020.

## Special Resolutions

1. To consider and approve the extension of validity period of the resolution relating to the A Share Offering and the authorization to the board of directors of the Bank;
2. To consider and approve the proposed amendments to the Articles of Association of Bank of Chongqing Co., Ltd. and the draft Articles of Association of Bank of Chongqing Co., Ltd. which shall be applicable and effective upon A Share Listing;
3. To consider and approve the proposed amendments to the Procedural Rules for General Meetings of Bank of Chongqing Co., Ltd.

“A Share Offering” refers to the Bank’s proposed initial public offering of not more than 781,000,000 A Shares (including A Shares to be issued pursuant to the over-allotment option), which are proposed to be listed on the Shanghai Stock Exchange; “A Shares” refers to ordinary share(s) proposed to be issued by the Bank pursuant to the A Share Offering; and “A Share Listing” refers to the listing of the A Shares on the Shanghai Stock Exchange.

By order of the Board  
**Bank of Chongqing Co., Ltd.\***  
**WONG Wah Sing**  
*Executive Director*

Chongqing, the PRC, March 27, 2020

*Notes:*

### **1. Voting by poll**

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 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 on by a show of hands. An announcement on the voting results will be published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.cqcbank.com](http://www.cqcbank.com)) in accordance with the Listing Rules.

### **2. Closure of register of members and eligibility for attending and voting at the Meeting**

Holders of H shares of the Bank are advised that the register of members of the Bank will be closed from Friday, April 10, 2020 to Wednesday, May 13, 2020 (both days inclusive), during which time no transfer of H shares of the Bank will be effected and registered. In order to qualify for attending and voting at the Meeting, instruments of transfer accompanied by relevant share certificates and other appropriate documents must be lodged with the Bank’s H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by 4:30 p.m. on Thursday, April 9, 2020.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Thursday, April 9, 2020 are entitled to attend and vote at the Meeting.

### **3. Dividend payment arrangement**

The board of directors of the Bank has recommended the payment of a final cash dividend of RMB0.236 (inclusive of tax) per share for the year ended December 31, 2019 to all shareholders, amounting to a total of RMB737,984,933.98 (inclusive of tax). The dividend distribution proposal will be submitted to the Meeting for consideration. Subject to approval of the proposal at the Meeting, the dividend will be paid to holders of domestic shares and H shares whose names appear on the register of members on May 24, 2020. The proposed dividends payable are denominated in Renminbi, and will be paid to holders of domestic shares in Renminbi and holders of H shares in Hong Kong dollars. Calculation of the exchange rate for dividends payable in Hong Kong dollars will be based on the central parity rate of the average exchange rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China on the five working days preceding the date of declaration of the dividend at the Meeting (May 13, 2020, inclusive). The register of members of the Bank will be closed from Tuesday, May 19, 2020 to Sunday, May 24, 2020 (both days inclusive), during such period no transfer of the Bank's H shares will be registered. In order to be entitled to the final dividend, holders of H shares of the Bank who have not registered the related transfer documents are required to lodge the transfer documents, together with the relevant share certificates, with the Bank's H share registrar, 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, May 18, 2020.

### **4. Reply slip**

Holders of H shares who intend to attend and vote at the Meeting should complete and lodge the accompanying reply slip and return it to the Bank's H share registrar on or before Wednesday, April 22, 2020. The reply slip may be delivered by hand, by post or by fax to the Bank's H share registrar. Completion and return of the reply slip do not affect the right of a shareholder to attend and vote at the Meeting. However, the failure to return the reply slip may result in an adjournment of the Meeting, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the Meeting by reply slip does not reach more than half of the total number of shares of the Bank carrying the right to vote at the Meeting.

### **5. Proxy**

Every shareholder who has the right to attend and vote at the Meeting is entitled to appoint one or more proxies, whether or not they are members of the Bank, to attend and vote on his/her behalf at the Meeting.

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his/her attorney duly authorized in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing. The instrument appointing the proxy shall be deposited at the Bank's H share registrar for holders of H shares not less than 24 hours before the time specified for holding the Meeting. If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other documents of authority under which the instrument is signed shall be notarized. The notarized power of attorney or other documents of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Bank's H share registrar.

**6. Other businesses**

- (i) The Meeting is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (ii) The address of Computershare Hong Kong Investor Services Limited is:

17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
Tel No.: (852) 2862 8628  
Fax No.: (852) 2865 0990

*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 of the Bank are Mr. WONG Hon Hing, Mr. DENG Yong, Mr. YANG Yusong, Mr. TANG Xiaodong, Mr. WU Heng and Ms. LIU Ying; and the independent non-executive directors of the Bank are Mr. LIU Xing, Mr. WANG Rong, Mr. KONG Xiangbin and Dr. JIN Jingyu.*

- \* *The Bank holds a financial licence number B0206H250000001 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 91500000202869177Y. The Bank is not an authorised institution within the meaning of the 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 and/or deposit-taking business in Hong Kong.*