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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yibin City Commercial Bank Co., Ltd\*, you should at once pass this circular and the form of proxy to the purchaser or the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**宜宾市商业银行**  
Yibin City Commercial Bank

**YIBIN CITY COMMERCIAL BANK CO., LTD\***  
**宜賓市商業銀行股份有限公司\***

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

**(Stock Code: 2596)**

**(1) RE-APPOINTMENT OF DOMESTIC AUDITOR FOR THE  
YEAR 2024**

**(2) APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE  
YEAR 2024**

**AND**

**(3) NOTICE OF 2025 FIRST EXTRAORDINARY  
GENERAL MEETING**

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A notice convening the EGM of the Bank to be held at 3 p.m. on Thursday, March 6, 2025 at 3rd floor Conference Room, Kelton Hotel (凱爾頓豪庭酒店), Rongzhou Road East Section, Xuzhou District, Yibin, Sichuan Province, the PRC is set out on pages 7 to 8 of this circular.

If you intend to attend the EGM by proxy, you are required to complete and return the form of proxy in accordance with the instructions printed thereon. For H Shareholders, the form of proxy should be returned to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong). For Domestic Shareholders, the form of proxy may be returned to the Office of the Board of Directors of the Bank (Address: No. 9 Jinshajiang Avenue, Xuzhou District, Yibin, Sichuan Province, the PRC, Postcode: 644000). In any event, the form of proxy should be returned by H Shareholders not less than 24 hours before the time designated for convening the EGM or any adjourned meeting thereof (i.e. no later than 3 p.m. on Wednesday, March 5, 2025). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof.

\* *Yibin City Commercial Bank Co., Ltd is not an authorized 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 authorized to carry on banking and/or deposit-taking business in Hong Kong.*

February 18, 2025

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:*

“Articles of Association”	the articles of association of the Bank (as amended, modified or otherwise supplemented from time to time)
“Audit Committee”	the audit committee of the Board of Directors of the Bank
“Bank”	Yibin City Commercial Bank Co., Ltd* (宜賓市商業銀行股份有限公司*), a joint stock company established on December 27, 2006 in the PRC with limited liability pursuant to the relevant PRC laws and regulations, its H Shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2596) on January 13, 2025
“Board” or “Board of Directors”	the board of Directors of the Bank
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	ordinary shares issued by the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	the holder(s) of Domestic Shares
“EGM”	the 2025 first extraordinary general meeting of the Bank to be held on March 6, 2025
“H Share(s)”	overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Bank, which are listed on the Main Board of the Hong Kong Stock Exchange on January 13, 2025 and subscribed for and traded in Hong Kong dollars
“H Shareholder(s)”	the holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

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## DEFINITIONS

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“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular and for geographical reference only, unless the context otherwise requires, excluding Hong Kong, the Macau Special Administrative Region and Taiwan of the PRC
“Prospectus”	the Prospectus of the Bank dated December 30, 2024
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	shares of the Bank, including Domestic Shares and/or H Shares
“Shareholder(s)”	the holder(s) of the Shares
“Year 2024”	the year ended December 31, 2024

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LETTER FROM THE BOARD

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**宜宾市商业银行**  
Yibin City Commercial Bank

**YIBIN CITY COMMERCIAL BANK CO., LTD\***  
**宜賓市商業銀行股份有限公司\***

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

**(Stock Code: 2596)**

*Executive Directors:*

Mr. XUE Feng (*Chairman*)  
Mr. YANG Xingwang  
Mr. XU Yong

*Non-executive Directors:*

Ms. JIANG Lin  
Ms. XIAO Yufeng  
Ms. TIAN Tian  
Mr. ZHAO Gen

*Independent Non-executive Directors:*

Mr. YAO Liming  
Ms. YU Xiaoran  
Mr. XING Huayu  
Ms. ZHAO Jingmei

*Registered address:*

No. 1 Nuxue Street  
Cuiping District  
Yibin, Sichuan Province  
the PRC

*Principal Place of*

*Business in Hong Kong:*  
40/F, Dah Sing Financial Centre  
248 Queen's Road East  
Wanchai, Hong Kong

February 18, 2025

*To the Shareholders*

Dear Sir or Madam,

**(1) RE-APPOINTMENT OF DOMESTIC AUDITOR FOR THE  
YEAR 2024**  
**(2) APPOINTMENT OF INTERNATIONAL AUDITOR FOR  
THE YEAR 2024**  
**AND**  
**(3) NOTICE OF 2025 FIRST EXTRAORDINARY  
GENERAL MEETING**

**I. INTRODUCTION**

The Board of Directors hereby invites you to attend the EGM to be held at 3 p.m. on Thursday, March 6, 2025 at 3rd floor Conference Room, Kelton Hotel (凱爾頓豪庭酒店), Rongzhou Road East Section, Xuzhou District, Yibin, Sichuan Province, the PRC.

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## LETTER FROM THE BOARD

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This circular aims to give you the notice of the EGM and to provide you with the information necessary to make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM relating to the following matters.

### II. MATTERS TO BE CONSIDERED AT THE EGM

#### 1. Re-appointment of Domestic Auditor for the Year 2024

An ordinary resolution will be proposed at the EGM to approve the re-appointment of Pan-China Certified Public Accountants as the Bank's domestic auditor for the Year 2024, the term of appointment will commence from the date of approval at the EGM until the conclusion of the Bank's next annual general meeting. The service fee of the domestic auditor for the Year 2024 shall not exceed RMB600,000.

This proposal has been reviewed and approved by the Board on December 16, 2024 and it is hereby submitted to the EGM for consideration as an ordinary resolution.

#### 2. Appointment of International Auditor for the Year 2024

Taking into account the Bank's demand for audit services and in accordance with the relevant regulations on the selection and appointment of accounting firms, following the fulfillment of the open selection procedures and based on the results of the evaluation and with reference to the recommendations by the Audit Committee, the Board has resolved to propose the appointment of Confucius International CPA Limited as the international auditor of the Bank for the Year 2024 to provide the Bank with financial report audit, performance evaluation and internal control audit services for the Year 2024, the term of service will commence from the date of approval at the EGM until the conclusion of the next annual general meeting of the Bank. The service fee of the international auditor for the Year 2024 is RMB1,550,000 (including the internal control special audit fee of RMB300,000 and performance evaluation fee of RMB150,000).

Reference is made to the Prospectus of the Bank. PricewaterhouseCoopers was the auditor and reporting accountant of the Bank for the preparation of the Bank's listing and for the preparation of the financial statements in the Prospectus, and its term of appointment expired upon the successful listing of the Bank. The Bank did not appoint any international auditor prior to the appointment of Confucius International CPA Limited as the international auditor of the Bank. The Bank has communicated with PricewaterhouseCoopers on the change of auditor, and has been informed that it has no disagreement on the change of auditor. The Board and the Audit Committee have confirmed that there is no disagreement between PricewaterhouseCoopers and the Bank, and there are no matters relating to the proposed change of auditor and PricewaterhouseCoopers's retirement that need to be brought to the attention of the Shareholders. PricewaterhouseCoopers has also confirmed that there are no matters relating to its retirement that need to be brought to the attention of the Shareholders.

This proposal has been reviewed and approved by the Board on February 10, 2025 and it is hereby submitted to the EGM for consideration as an ordinary resolution.

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## LETTER FROM THE BOARD

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### III. EXTRAORDINARY GENERAL MEETING

The EGM of the Bank will be held at 3 p.m. on Thursday, March 6, 2025 at 3rd floor Conference Room, Kelton Hotel (凱爾頓豪庭酒店), Rongzhou Road East Section, Xuzhou District, Yibin, Sichuan Province, the PRC to consider and, if thought fit, pass resolutions in respect of the matters set out in the notice of the EGM. The notice of the EGM is set out on pages 7 to 8 of this circular.

#### **Closure of Register of Members**

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the H Share register of members of the Bank will be closed from Tuesday, March 4, 2025 to Thursday, March 6, 2025 (both days inclusive). Shareholders whose names appear on the register of members of H Shares of the Bank on Thursday, March 6, 2025 are entitled to attend and vote at the EGM. Shareholders who intend to attend and vote at the EGM shall lodge all the transfer documents together with the relevant share certificates with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (Address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) (for H Shareholders) or the Office of the Board of Directors of the Bank (Address: No. 9 Jinshajiang Avenue, Xuzhou District, Yibin, Sichuan Province, the PRC; Postal code: 644000) (for Domestic Shareholders) no later than 4:30 p.m. on Monday, March 3, 2025.

#### **Form of Proxy**

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the form of proxy in accordance with the instructions printed thereon. For H Shareholders, the form of proxy should be returned, in person or by post, to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong). For Domestic Shareholders, the form of proxy may be returned to the Office of the Board of Directors of the Bank (Address: No. 9 Jinshajiang Avenue, Xuzhou District, Yibin, Sichuan Province, the PRC, Postcode: 644000); in any event, the form of proxy should be returned by H Shareholders, by hand or by post, not less than 24 hours before the time designated for convening the EGM (or any adjourned meeting thereof) (i.e. no later than 3 p.m. on Wednesday, March 5, 2025).

A Shareholder may complete the form of proxy of the Bank to appoint one or more persons (regardless of whether he/she is a Shareholder) to attend and vote at the EGM (or any adjourned meeting thereof) on his or her behalf. A proxy need not be a Shareholder of the Bank.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof, but in any such event the instrument appointing a proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### Voting by Poll

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must 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. Therefore, the resolutions to be proposed at the EGM will be voted by poll. On a poll, each Shareholder who attends the EGM in person or by proxy (or where the Shareholder is a corporation, by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members of the Bank. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast the votes he/she/it used in the same manner.

Please be advised that pursuant to the Articles of Association, where a Shareholder has pledged 50% or more of his/her equity interests in the Bank, the voting rights of such Shareholder at the general meetings shall be subject to restrictions.

### IV. RECOMMENDATION

The Board of Directors (including independent non-executive Directors) considers that all the aforementioned resolutions are in the best interests of the Bank and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolutions at the EGM.

By order of the Board  
**Yibin City Commercial Bank Co., Ltd\***  
**Xue Feng**  
*Chairman*

\* *Yibin City Commercial Bank Co., Ltd is not an authorized 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 authorized to carry on banking/deposit-taking business in Hong Kong.*

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## NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

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**宜賓市商業銀行**  
Yibin City Commercial Bank

**YIBIN CITY COMMERCIAL BANK CO., LTD\***  
**宜賓市商業銀行股份有限公司\***

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

**(Stock Code: 2596)**

### NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that 2025 first extraordinary general meeting (the “**EGM**”) of Yibin City Commercial Bank Co., Ltd\* (the “**Bank**”) will be held at 3 p.m. on Thursday, March 6, 2025 at 3rd floor Conference Room, Kelton Hotel (凱爾頓豪庭酒店), Rongzhou Road East Section, Xuzhou District, Yibin, Sichuan Province, the People’s Republic of China (the “**PRC**”) to consider and, if thought fit, pass the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the re-appointment of the domestic auditor for the Year 2024; and
2. To consider and approve the appointment of the international auditor for the Year 2024.

By order of the Board  
**Yibin City Commercial Bank Co., Ltd\***  
**Xue Feng**  
*Chairman*

Sichuan, the PRC  
February 18, 2025

*As at the date of this notice, the Board of Directors of the Bank comprises Mr. XUE Feng, Mr. YANG Xingwang and Mr. XU Yong as executive Directors, Ms. JIANG Lin, Ms. XIAO Yufeng, Ms. TIAN Tian and Mr. ZHAO Gen as non-executive Directors, and Mr. YAO Liming, Ms. YU Xiaoran, Mr. XING Huayu and Ms. ZHAO Jingmei as independent non-executive Directors.*

\* *Yibin City Commercial Bank Co., Ltd is not an authorized 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 authorized to carry on banking/deposit-taking business in Hong Kong.*

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## NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. The register of members of the Bank will be closed from Tuesday, March 4, 2025 to Thursday, March 6, 2025 (both days inclusive), during which period no transfer of shares of the Bank (“**Shares**”) will be registered. Shareholders of the Bank (the “**Shareholder(s)**”) whose names appear on the register of members of the Bank on Thursday, March 6, 2025 are entitled to attend and vote at the EGM. In order to be entitled to attend and vote at the EGM, all transfer documents together with the relevant share certificates must be deposited at the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited (Address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong) (for H Shareholders) or the Office of the Board of Directors of the Bank (Address: No. 9 Jinshajiang Avenue, Xuzhou District, Yibin, Sichuan Province) (for Domestic Shareholders) for registration by no later than 4:30 p.m. on Monday, March 3, 2025.
2. A Shareholder who is entitled to attend and vote at the EGM may appoint one or more proxies (the “**Proxy**” or “**Proxies**”) to attend and, in the event of a poll, vote on his or her behalf. A Proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of the attorney duly authorized by a Shareholder in writing. In the case of a corporate Shareholder, that instrument must be executed either under its seal or under the hand of its board of directors, director, legal representative or other attorney duly authorized to sign the same.
4. For H Shareholders, the form of proxy should be returned to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong). For Domestic Shareholders, the form of proxy may be returned to the Office of the Board of Directors of the Bank (Address: No. 9 Jinshajiang Avenue, Xuzhou District, Yibin, Sichuan Province, the PRC, Postcode: 644000); in any event, the form of proxy should be returned by H Shareholders in person or by post not less than 24 hours before the time designated for convening the EGM (or any adjourned meeting thereof) (i.e. no later than 3 p.m. on Wednesday, March 5, 2025). If the form of proxy is signed by a person under a power of attorney or other authority, a notarial certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the EGM. If a corporate Shareholder appoints an authorized representative to attend the EGM, the authorized representative shall produce his/her identity documents and a notarial certified copy of the relevant authorization instrument signed by the board of directors, director, legal representative or other authorized parties of the corporate Shareholders or other notarial certified documents allowed by the Bank. Proxies shall produce their identity documents and the form of proxy signed by the Shareholders or their attorney when attending the EGM.
6. The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM shall arrange and bear their own transportation and accommodation expenses.
7. The name and address of the Bank’s H Share Registrar are as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor,  
Hopewell Centre  
183 Queen’s Road East  
Wanchai  
Hong Kong  
Tel: +852-2862 8555  
Fax: +852-2865 0990
8. The business address of the Bank in the PRC is as follows:

No. 9 Jinshajiang Avenue  
Xuzhou District  
Yibin  
Sichuan Province  
the PRC  
Contact person: The Office of the Board of Directors  
Tel: +0831-5103546