
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 **Luzhou Bank Co., Ltd.***, you should at once pass this Circular and the enclosed form of proxy and reply slip to the purchaser or the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was affected for transmission to the purchaser or the transferee.

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This Circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities or an invitation to enter into an agreement to do so, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.



泸州银行股份有限公司*
LUZHOU BANK CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1983)

**(1) PROPOSAL ON THE PURCHASE OF THE BUSINESS BUILDING
OF CHENGDU BRANCH OF THE BANK**
**(2) PROPOSED APPOINTMENT OF DIRECTORS FOR
THE EIGHTH SESSION OF THE BOARD OF DIRECTORS
(EXCLUDING EMPLOYEE REPRESENTATIVE DIRECTOR)**
**(3) PROPOSED APPOINTMENT OF SUPERVISORS FOR
THE EIGHTH SESSION OF THE BOARD OF SUPERVISORS
(EXCLUDING EMPLOYEE REPRESENTATIVE SUPERVISORS)**
AND
(4) NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of the Bank to be held at 9:00 a.m. on Tuesday, September 20, 2022 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC is set out on pages 26 to 28 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 Holders of H Shares, the form of proxy should be returned to the Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong). For Holders of Domestic Shares, the form of proxy should be returned to the office of the Board of Directors of the Bank (Address: Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000). In any event, the form of proxy should be returned not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof (i.e. no later than 9:00 a.m. on Monday, September 19, 2022). 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.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the Computershare Hong Kong Investor Services Limited (for Holders of H Shares) or the office of the Board of Directors of the Bank (for Holders of Domestic Shares) on or before Tuesday, August 30, 2022.

In case of any discrepancy between the Chinese and English versions of this Circular and the Notice of the EGM, the Chinese version shall prevail.

* *Luzhou 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.*

August 5, 2022

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DEFINITIONS

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)
“Bank”	Luzhou Bank Co., Ltd. (泸州银行股份有限公司), a joint stock company in the PRC with limited liability and its H Shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 1983)
“Board” or “Board of Directors”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“Director(s)”	the director(s) of the Bank
“Domestic Shares”	ordinary shares issued by the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“EGM”	the 2022 first extraordinary general meeting of the Bank proposed to be held at 9:00 a.m. on Tuesday, September 20, 2022 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC
“Holder(s) of Domestic Shares”	the holder(s) of Domestic Shares
“Holder(s) of H Shares”	the holder(s) of H Shares
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank

DEFINITIONS

“H Shares”	overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Bank and traded in Hong Kong dollars
“Latest Practicable Date”	August 3, 2022, being the latest practicable date for ascertaining certain information contained in this Circular prior to its printing
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Notice of the EGM”	the notice convening the EGM
“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
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	the holder(s) of the Shares
“Shares”	shares of the Bank, including Domestic Shares and H Shares
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent

LETTER FROM THE BOARD



泸州银行股份有限公司*
LUZHOU BANK CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1983)

Executive Directors:

Mr. YOU Jiang (游江) (Chairman)
Mr. LIU Shirong (劉仕榮)

Non-executive Directors:

Ms. PAN Lina (潘麗娜)
Mr. XIONG Guoming (熊國銘)
Mr. LIU Qi (劉奇)
Mr. DAI Zhiwei (代志偉)

Independent non-executive Directors:

Mr. GU Mingan (辜明安)
Mr. HUANG Yongqing (黃永慶)
Mr. YE Changqing (葉長青)
Mr. TANG Baoqi (唐保祺)
Mr. ZHONG Jin (鍾錦)

Registered address:

Building 1, No. 18,
Section 3, Jiucheng Avenue,
Jiangyang District, Luzhou,
Sichuan Province, the PRC

Principal place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

August 5, 2022

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSAL ON THE PURCHASE OF THE BUSINESS BUILDING
OF CHENGDU BRANCH OF THE BANK**
**(2) PROPOSED APPOINTMENT OF DIRECTORS FOR
THE EIGHTH SESSION OF THE BOARD OF DIRECTORS
(EXCLUDING EMPLOYEE REPRESENTATIVE DIRECTOR)**
**(3) PROPOSED APPOINTMENT OF SUPERVISORS FOR
THE EIGHTH SESSION OF THE BOARD OF SUPERVISORS
(EXCLUDING EMPLOYEE REPRESENTATIVE SUPERVISORS)**
AND
(4) NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The Board of Directors hereby invites you to attend the EGM to be held at 9:00 a.m. on Tuesday, September 20, 2022 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC.

LETTER FROM THE BOARD

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 resolution to be proposed at the EGM relating to, among other things, the following matters.

II. MATTERS TO BE CONSIDERED AT THE EGM

1. Proposal on the Purchase of the Business Building of Chengdu Branch

In order to seize the opportunity of the construction of the Chengdu-Chongqing Economic Circle, continue to expand and strengthen the Chengdu market, and promote the greater development of the Bank, the Bank plans to purchase a business building for Chengdu Branch in the “Jiaozhi Park Business District” of Chengdu Hi-tech Zone. The details are as follows.

I. Necessity and Feasibility Analysis

Chengdu is the city with the largest economic size, the fastest development speed and the best development potential in the central and western regions. The purchase of a business building for Chengdu Branch is the inevitable choice and the best path to solve the serious shortage of existing office buildings, seize the economic development opportunities of Chengdu, consolidate the existing development achievements and continue to become stronger and bigger.

(I) Benefit to the Bank’s further expansion of Chengdu market

In 2021, the Chinese government successively issued policy documents such as the Outline of the Construction Plan for the Chengdu-Chongqing Economic Circle and the Planning of the Chengdu-Chongqing Joint Construction of the Western Financial Center, promoting the Chengdu-Chongqing region to accelerate its progress towards the goal of “being an important growth pole and a new source of power for high-quality national development in China”, so Chengdu ushered in major development opportunities. After five years of efforts, Chengdu Branch of the Bank has achieved excellent results. In 2021, its development speed far exceeded the average level of the whole Bank and the provincial banking industry. At the same time, Chengdu Branch also took the lead in setting up two branches in Meishan and Suining and five sub-branches such as Jinjiang sub-branch and Wuhou sub-branch, forming a business development pattern covering the main urban areas of Chengdu and major cities in Chengdu Plain Economic Region, laying a solid foundation for the long-term steady development of the Bank. In view of the current economic development situation and future development momentum of Chengdu, the key for the Bank to continue to grow stronger and bigger lies in accelerating the expansion of the provincial market dominated by Chengdu. Therefore, it is very necessary to purchase a business building for Chengdu Branch.

LETTER FROM THE BOARD

(II) Benefit to enhancing the Bank's market influence in Sichuan Province

The “Jiaozi Park Business District” of Chengdu Hi-tech Zone is located in the core area of the southern downtown of Chengdu. It is the core area of Chengdu's southward development and the new center of the city in the future. At present, more than 2,700 enterprises have settled in “Jiaozi Park Business District”, including more than 2,200 financial enterprises, ranking first in the central and western regions. Its commercial facilities are beginning to take shape, financial services are relatively developed, and the transportation infrastructure is good, so settling in this area has become the best choice for financial enterprises. At present, the staff in Chengdu Branch of the Bank and that work in the head office department in Chengdu reach nearly 500. In view of the serious shortage of existing office buildings, crowded office space, and the extreme lack of necessary facilities such as meeting rooms and business negotiation rooms, the scattered office environment makes the daily management and communication of Chengdu Branch very inconvenient, seriously affecting business efficiency and customer experience. The purchase of the business building in “Jiaozi Park Business District” will greatly improve the office conditions of Chengdu Branch, enhance the customer experience, further enhance the Bank's listed bank influence and market influence, help the Bank attract more excellent financial talents and establish cooperation with more financial institutions and enterprises.

(III) More beneficial for the Bank to purchase the business building of Chengdu Branch

From the comparative analysis of the five dimensions of economy, enterprise development and management, asset management, property operation mode in the proposed region, and lease and purchase of other bank outlets, it is found that the purchase is more beneficial to the Bank. On the one hand, according to the preliminary calculation of Shenzhen Guoce Real Estate Land Valuation Co., Ltd. (深圳市國策房地產土地資產評估有限公司), the 10-year internal rate of return of the business building purchased in the “Jiaozi Park Business District” of Chengdu Hi-tech Zone is better than the benchmark interest rate of loans with a term of more than five years. According to the current annual rent of Chengdu Branch, Science and Innovation Center, Huirongtong Small Micro Loan Center and Financial Markets Department and the trend of its annual increase, with the increase of staff in Chengdu Branch and that work in Chengdu, it is estimated that the cost of leasing property will reach about RMB150 million from 2022 to 2031 if we continue to adopt leasing to meet the actual needs of business development of Chengdu Branch. At the same time, the leased office space may also be unable to be renewed after the lease expires, or the rent increase of the subsequent renewal and the newly leased space may be far away from the market price, resulting in huge expenses such as forced relocation and redecoration. On the other hand, Chengdu is a new first tier city. With the continuous inflow of population and policy support, the house price in Chengdu will be stable in the future, and there is a great possibility of increase. The maturity of the “Jiaozi Park Business District” where the Bank plans to purchase the business building is increasing, the housing price is more stable, and the prospect of value preservation and appreciation is broader.

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II. Specific Use Demands for Purchasing the Business Building

According to the future development plan, staff in Chengdu Branch of the Bank and office staff in Chengdu are expected to increase to 1,000 by 2025.

In combination with customer needs, technical specifications, industrial regulatory requirements and business development needs, the specific use demand planning of the proposed business building includes (1) the business hall and reception hall of the business department (with a floor area of about 2,500 m²); (2) customer marketing and service center (with a floor area of about 14,500 m²); and (3) other office functional areas of Chengdu Branch (with a floor area of about 8,000 m²).

III. Expenses for Purchasing the Business Building

(I) Market price of commercial housing in the area where the business building is to be purchased

According to the market survey of Chengdu Branch, referring to the transaction prices of office buildings in the area collected by Shenzhen Guoce Real Estate Land Valuation Co., Ltd. (深圳市國策房地產土地資產評估有限公司), and the price inquiry result of the Bank's internal price inquiry group, the sale price of commercial housing on the ground floor stores of "Jiaozi Park Business District" is about RMB55,000/m². The sales price of office space at the second floor and above is around RMB13,000/m² to RMB21,000/m².

According to the proposed building area of approximately 25,000 m², the initial calculation of the purchase cost of the business building is about RMB580 million. Among them, the estimated purchase cost for the building and the purchase cost of less than 500 parking spaces are RMB560 million, and the tax incurred due to the purchase is RMB20 million.

(II) Budget for decoration of the business building

According to the preliminary budget for the proposed building area of approximately 25,000 m², the relevant decoration costs of the business building are about RMB200 million, mainly including the following types of costs:

1. Professional service fee: RMB11 million.
2. With reference to the decoration cost of Meishan Branch and Suining Branch of the Bank, the latest project cost information released by Sichuan Province in March 2022 and the market price in Chengdu, and in combination with the relatively complete functional configuration of the business building, it is estimated that the decoration cost standard of the business building of Chengdu Branch is RMB4,500/m², with the decoration cost budget of RMB115 million.
3. The cost budget for ancillary equipment and supporting facilities of the business building is RMB72 million.

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To sum up, the Bank plans to purchase a building area of about 25,000 m² in the “Jiaozi Park Business District” of Chengdu Hi-tech Zone through public bidding. The building that meets the sale conditions will be used as the business building of Chengdu Branch, and the total budget price is less than RMB780 million (including the purchase cost of the business building, the purchase cost of less than 500 parking spaces, the relevant decoration cost of the business building and taxes).

If the procurement process is terminated due to failed bid or bid rejection through public bidding twice, the procurement method shall be changed, including: if there are two qualified suppliers involved, the comprehensive scoring method shall be used to confirm the bid winner among the two suppliers; if there is only one, single source procurement will be adopted.

In accordance with the relevant requirements of the People’s Government of Luzhou Municipality on Printing and Distributing the Measures on Luzhou Municipality for the Administration of Investment in Municipal State Owned Enterprises (Lu Shi Fu Fa [2019] No. 32) (《瀘州市人民政府關於印發<瀘州市市屬國有企業投資管理辦法>(瀘市府發[2019]32號)》), the Bank shall not purchase the business building of Chengdu Branch until it is reviewed by Luzhou Municipal Finance Bureau and submitted to the People’s Government of Luzhou Municipality for decision.

The above proposal to purchase the business building of Chengdu Branch has been deliberated and approved by the Board of Directors and will be submitted to the EGM for deliberation and approval with an ordinary resolution.

If the Bank successfully purchases the business building of Chengdu Branch, the Bank will make disclosure, where applicable, as required by the Listing Rules.

2. Proposed Re-election/Election of Directors for the Eighth Session of the Board of Directors (Excluding Employee Representative Director) and Approval of Their Remuneration

According to article 146 of the Articles of Association, the term of office of the Directors shall be three years. Directors may seek re-election upon expiry of the said term. The term of office of the seventh session of the Board has expired on May 27, 2022, the former Directors of the Board shall continue fulfilling the duties as Director pursuant to the laws, administrative regulations, other rules and the Articles of Associations until being re-elected or new replacing Directors are elected. The eighth session of the Board is proposed to consist of 11 Directors, including 2 executive Directors (among them there shall be 1 employee representative Director who is elected by the employee representative meeting), 4 non-executive Directors, and 5 independent non-executive Directors. Each of the following incumbent Directors will retire and is eligible for re-election at the EGM, and will be proposed at the EGM for approval by way of a special resolution (including their remuneration):

- (i) Candidate for executive Directors: Mr. YOU Jiang;
- (ii) Candidates for non-executive Directors: Ms. PAN Lina and Mr. XIONG Guoming;

LETTER FROM THE BOARD

- (iii) Candidates for independent non-executive Directors: Mr. HUANG Yongqing, Mr. TANG Baoqi and Mr. ZHONG Jin.

The Board also proposed the following candidates to be elected for approval by way of a special resolution by the Shareholders at the EGM (including their remuneration):

- (i) Candidates for non-executive Directors: Mr. LUO Huoming and Ms. CHEN Ping;
- (ii) Candidates for independent non-executive Directors: Mr. GAO Jinkang and Mr. CHING Yu Lung.

The term of office of the eighth session of the Board will be three years. The term of office of the Directors to be re-elected will commence upon the approval of their appointment at the EGM until the expiration of the term of office of the eighth session of the Board. The term of office of the proposed new Directors will commence upon the approval by the CBIRC Sichuan Office for their qualifications until expiration of the term of office of the eighth session of the Board.

For the biographies of the candidates for the eighth session of the Board and each Director's proposed remuneration, please see appendix I to this circular.

The nomination and remuneration committee of the Bank recommends candidates for independent non-executive Directors to the Board in accordance with the following selecting criteria and nomination procedures:

- identifying qualified individuals as independent non-executive Directors and selecting or making recommendations to the Board of Directors on selection of individuals nominated for independent non-executive directorships after due consideration of the requirements of the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Commercial Banking Law of the People's Republic of China (《中華人民共和國商業銀行法》), the Securities Law of the People's Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions of the CBIRC, the Measures for Implementation of Administrative Licensing Matters Concerning Chinese-Funded Commercial Banks, the Listing Rules, the Basic Procedures for Reelection of City Commercial Banks in Sichuan (《四川法人城市商業銀行換屆工作基本流程》) and the Articles of Association, the Rules of Procedure for Shareholders' General Meetings (Applicable after listing of H Shares), the Rules of Procedure for Board Meetings (Applicable after listing of H Shares) of the Bank and other laws and regulations, normative documents and documents in relation to internal governance with combination of the actual situation of the Bank's work and the contributions that such candidates may make to the Board with respect to the qualification, skills, experience, independence, gender diversity and other aspects; and

LETTER FROM THE BOARD

- assessing the independence of independent non-executive Directors with reference to the factors as set out in Rule 3.13 of the Listing Rules and any other factors the nomination and remuneration committee or the Board deems appropriate to determine their qualifications; assessing the sufficiency of time commitment of an independent non-executive Director to affairs of the Board in the event that the proposed independent non-executive Director shall hold his/her position as a director in seven (or more) listed companies.

When nominating Mr. HUANG Yongqing, Mr. TANG Baoqi, Mr. ZHONG Jin, Mr. GAO Jinkang and Mr. CHING Yu Lung as independent non-executive Directors, the nomination and remuneration committee of the Bank has considered their rich experience and biographies in their areas of expertise (such as law, economics, finance and management) and other experience, and satisfied that each of candidates for independent non-executive Directors possesses requisite quality, integrity and experience to perform his duties as independent non-executive Director in a continuous and effective manner. Contributions of the above-mentioned candidates for independent non-executive Directors to the diversity of the Board of the Bank are set forth in the biographies of the independent non-executive Directors in appendix I to this circular. In addition, each of candidates for independent non-executive Directors has confirmed to the Bank his compliance with the requirements regarding independence under Rule 3.13 of the Listing Rules in his election, therefore, the Board considers that the above-mentioned candidates for independent non-executive Directors are independent.

In addition, Mr. LIU Shirong has been re-elected as the employee representative Director of the Bank by the employee representative meeting of the Bank with a term of office commencing from the date of approval of his appointment at the employee representative meeting until the expiry of the eighth session of the Board. For further details, please refer to the announcement of the Bank dated August 3, 2022.

3. Proposed Re-election/Election of Supervisors for the Eighth Session of Board of Supervisors (Excluding Employee Representative Supervisors) and Approval of Their Remuneration

According to article 210 of the Articles of Association, the term of office of the Supervisors shall be three years. Supervisors may seek re-election upon expiry of the said term. The term of office of the seventh session of the Board of Supervisors has expired on May 27, 2022, Supervisors shall continue fulfilling the duties as Supervisor pursuant to laws, regulations and the Articles of Associations until being re-elected or new replacing Supervisors are elected. The eighth session of the Board of Supervisors shall comprise 5 Supervisors, including 1 Shareholder Supervisor, 2 external Supervisors and 2 employee representative Supervisors. Employee representative Supervisors are elected democratically through the employee representative meeting by the employees of the Bank. The following incumbent Supervisor will retire and is eligible for re-election at the EGM, and will be proposed at the EGM for approval by way of a special resolution (including their remuneration):

- (i) Candidate for external Supervisor: Mr. GUO Bing.

LETTER FROM THE BOARD

The Board of Supervisors also proposed the following candidates to be elected for approval by way of a special resolution by the Shareholders at the EGM (including their remuneration):

- (i) Candidate for Shareholder Supervisor: Mr. WU Wei;
- (ii) Candidate for external Supervisor: Mr. LYU Hong.

The term of office of the eighth session of the Board of Supervisors will be three years, starting from the date of approval of the appointment at the EGM.

For the biographies of the Shareholder Supervisor and external Supervisors for the eighth session of Board of Supervisors and each Supervisor's proposed remuneration, please see appendix II to this circular.

In addition, Ms. LIU Yongli and Mr. CHEN Yong have been re-elected as the employee representative Supervisors at the employee representative meeting, the terms of which will commence from the date of approval of their appointment at the employee representative meeting to the respective expiry date of the term of office of the eighth session of the Board of Supervisors. For further details, please refer to the announcement of the Bank dated August 3, 2022.

III. EGM

The Bank intends to convene the EGM at 9:00 a.m. on Tuesday, September 20, 2022 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, 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 convening the EGM dated August 5, 2022 together with a form of proxy and a reply slip have been dispatched to the Shareholders in accordance with the Listing Rules. The Notice of the EGM is also set out on pages 26 to 28 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 Saturday, August 20, 2022 to Tuesday, September 20, 2022 (both days inclusive). 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 Holders of H Shares) or the Bank's office of the Board of Directors (address: Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000) (for Holders of Domestic Shares) no later than 4:30 p.m. on Friday, August 19, 2022.

LETTER FROM THE BOARD

Reply Slip and Form of Proxy

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the accompanying form of proxy in accordance with the instructions printed thereon. The form of proxy should be returned, in person or by post, to Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) (for Holders of H Shares) or the Bank's office of the Board of Directors (Address: Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000) (for Holders of Domestic Shares) in any event no later than 24 hours before the time fixed for holding the EGM or any adjourned meeting thereof (i.e. no later than 9:00 a.m. on Monday, September 19, 2022).

Shareholders who intend to attend the EGM (or any adjourned meeting thereof) in person or by proxy shall complete and return the reply slip for attending the EGM (or any adjourned meeting thereof) by hand, by fax or by post to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; fax number: +852-28650990) (for Holders of H Shares) or the Bank's office of the Board of Directors (Address: Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000; fax number: +86-830-3100625) (for Holders of Domestic Shares), such that the reply slip shall be received by the Bank 20 days before the EGM (i.e. on or before Tuesday, August 30, 2022).

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 needs not to 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) and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the EGM.

Voting by Poll at the EGM

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. The chairman of the EGM will therefore demand a poll for every resolution at the EGM pursuant to the Articles of Associations. 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 needs not use all his/her/its votes or cast the votes he/she/it used in the same manner.

LETTER FROM THE BOARD

IV. RECOMMENDATION

The Board of Directors (including independent non-executive Directors) considers that all the resolutions set out in the Notice of the EGM for consideration and approval by the Shareholders are in the best interests of the Bank and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions set out in the Notice of the EGM which are to be proposed at the EGM.

Yours faithfully,
By order of the Board
Luzhou Bank Co., Ltd.*
YOU Jiang
Chairman

* *Luzhou 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.*

The biographies of the candidates for the eighth session of the Board and each Director's proposed remuneration are as below:

EXECUTIVE DIRECTOR

Mr. YOU Jiang (游江), aged 48, has been a Director since August 2014 and the chairman of the Board of Directors since December 2014. Mr. You is also a member of each of the development and strategy committee, the nomination and remuneration committee and the risk management committee of the Bank.

Prior to joining the Bank, Mr. You served as the division director (處長) of the First Division of Supervision and Regulation of Small and Medium Rural Financial Institutions of CBRC Sichuan Office (四川銀監局農村中小金融機構監管一處) from September 2013 to July 2014. He worked as the director-general (局長) of CBRC Nanchong Branch (中國銀監會南充監管分局) from May 2011 to September 2013. Mr. You worked as a deputy director-general (副局長) of CBRC Ziyang Branch (中國銀監會資陽監管分局) from December 2007 to April 2009 and then its director-general (局長) from April 2009 to May 2011. Mr. You served as a deputy division director (副處長) of the Division of Supervision and Regulation of Cooperative Financial Institutions of CBRC Sichuan Office (四川銀監局合作金融機構監管處) from January 2007 to December 2007, during which period he also worked on secondment as a vice general manager of the risk management department of the Sichuan Provincial Branch of Industrial and Commercial Bank of China Limited (“ICBC”) (中國工商銀行股份有限公司四川省分行) and a vice president of the Chunxi sub-branch of ICBC (中國工商銀行股份有限公司春熙支行) from May 2007 to December 2007. Mr. You worked at CBRC Sichuan Office as a vice office director (辦公室副主任) from January 2005 to January 2007. He worked as a member of the planning group of CBRC Ya'an Branch (中國銀監會雅安監管分局) from November 2003 to February 2004 and then a deputy director general (副局長) of the CBRC Ya'an Branch from February 2004 to January 2005. Mr. You worked at PBoC Ziyang Central sub-branch (中國人民銀行資陽市中心支行) as the assistant to president from July 2002 to November 2003. Prior to that, Mr. You worked at the secretarial division of the CPC committee office of PBoC Chengdu Branch (中國人民銀行成都分行) as a staff member from December 1998 to January 2000 and then the section chief (科長) from January 2000 to July 2002. He worked at PBoC Sichuan Branch (中國人民銀行四川省分行) as a cadre of the business department from July 1995 to July 1996 and a staff member of the secretarial division of the general office from July 1996 to December 1998.

Mr. You obtained a bachelor's degree in economics, a master's degree in economics and a doctoral degree in economics from Southwestern University of Finance and Economics (西南財經大學) in Sichuan Province, the PRC, in July 1995, December 2002 and July 2010, respectively. Mr. You is an economist.

The Bank will enter into a service contract with each executive Director (including Mr. LIU Shirong, the employee representative Director). The remuneration of each executive Director shall be determined in accordance with the remuneration standard for relevant senior management of the Bank. According to the requirements of Luzhou Bank Co., Ltd. Remuneration Assessment Measures for the Management 《(泸州银行股份有限公司經營層薪酬考核辦法)》 considered and approved by the Board of Directors, the remuneration of executive Directors mainly consists of basic remuneration and performance-based remuneration, and the assessment results are determined annually based on the completion of each target task and the remuneration coefficient, and will be distributed after approval in accordance with the procedures stipulated in the Remuneration Assessment Measures for the Management. Except that, each executive Director will not receive additional Director remuneration and subsidy from the Bank for attending meeting for his position as the executive Director of the Bank.

NON-EXECUTIVE DIRECTORS

Ms. PAN Lina (潘麗娜), aged 38, has been a Director since December 2019. She is mainly responsible for providing strategic advice on the corporate developments and making recommendations on major operational and managerial decisions of the Bank. Ms. Pan is also the chairperson of the development and strategy committee and a member of the audit committee of the Bank.

Ms. Pan has been the chairman and general manager of Sichuan Yuanjingda Food Company Limited* (四川元景達食品有限公司) since October 2021. Ms. Pan has been working at Luzhou Laojiao Group Co., Ltd. since November 2015. She served as the deputy group leader and CEO office director of Luzhou East Wing project promotion group of Luzhou Laojiao Group (瀘州老窖集團瀘州東翼項目推進組), head of “One Corridor, One Belt” working group of Luzhou Laojiao Group since August 2021, the executive director and general manager of Zizi Sichuan Food Co., Ltd. (滋滋川味食品有限公司), being the wholly-owned subsidiary of Luzhou Laojiao Group Co., Ltd., since April 2021, the CEO of Luzhou Laojiao Group’s food industry promotion project group (瀘州老窖集團食品產業推進項目組) from April 2020 to October 2021, and the CEO of the group party of Luzhou Laojiao Group’s COSCO strategic cooperation project group (瀘州老窖集團中遠戰略合作項目組) from January to April 2020, and served as general manager of the party and government management center, general manager of the human resources center, assistant to president, director of the group office, and general manager of the planning and publicity center of Luzhou Laojiao Group Co., Ltd. from November 2015 to January 2020. Prior to this, Ms. Pan worked at Luzhou Liquor Concentrated Development Zone Co., Ltd.* (瀘州酒業集中發展區有限公司) (renamed Luzhou Laojiao Industrial Investment Management Co., Ltd.* (瀘州老窖實業投資管理有限公司) since January 2016) from August 2010 to January 2016, and her last position was the general manager. In addition, Ms. Pan served as the full-time deputy secretary (temporary) of the Hejiang County Party Committee for Poverty Alleviation from April 2016 to August 2018. Ms. Pan was the deputy director of the Group Office of Luzhou Laojiao Group Co., Ltd. and the deputy director of the party committee office and general manager office of Luzhou Laojiao Co., Ltd. from August 2009 to August 2010, and served as the secretary of the president of Guangzhou Textile Industry and Trade Enterprise Group from July 2006 to August 2009.

Ms. Pan received a bachelor's degree of arts from the Department of Chinese Language and Literature of Peking University in July 2006, a bachelor's degree of economics from the China Economic Research Center (National Institute of Economic Development) of Peking University in July 2006, and in June 2017, she obtained a master's degree in business administration from the School of Economics and Management of the University of Electronic Science and Technology of China, majoring in senior business administration. Ms. Pan was certified as Intermediate Economist (Business Administration) by the Ministry of Human Resources and Social Security of Sichuan Province in November 2016.

Mr. XIONG Guoming (熊國銘), aged 59, has been a Director since February 2010. He is primarily responsible for providing strategic advice on corporate developments and making recommendations on major operational and managerial decisions of the Bank. Mr. Xiong is also the chairperson of the risk management committee and a member of each of the development and strategy committee and the nomination and remuneration committee of the Bank.

Mr. Xiong has been the chairman of the board of directors of Sichuan Jiale Enterprise Group Limited (四川省佳樂企業集團有限公司) and held positions at several subsidiaries of Sichuan Jiale Enterprise Group Limited since September 1998, including chairman of the board of directors of Sichuan Jiale Yijia Industry Co., Ltd. (四川佳樂益佳實業有限公司) since August 2018, a director of Luzhou Jiaxi Industrial Co., Ltd. (瀘州佳希實業有限公司) since October 2017, the chairman of the board of directors of Luzhou Jiale Assets Management Co., Ltd. (瀘州市佳樂資產管理股份有限公司) since September 2017, the chairman of the board of directors of Hainan Wanjia Culture and Tourism Development Co., Ltd. (海南萬佳文旅發展有限公司) since May 2017, a director of Luzhou Jiarun Industrial Development Co., Ltd. (瀘州佳潤實業發展有限公司) (formerly known as Luzhou Jiarun Real Estate Development Co., Ltd. (瀘州佳潤房地產開發有限公司)) since March 2014, the chairman of the board of directors of Luzhou Yijia Investment Co., Ltd. (瀘州益佳投資有限公司) since July 2012, the chairman of the board of directors and general manager of Luzhou Yijia Real Estate Development Co., Ltd. (瀘州益佳房地產開發有限公司) since January 2011, a director of Chongqing Centennial Jiale Properties Co., Ltd. (重慶百年佳樂置業有限公司) since November 2004, a director of Luzhou Nanyuan Taxi Co., Ltd. (瀘州南苑出租汽車有限公司) since January 2003 and a director of Luzhou Nanyuan Hotel Co., Ltd. (瀘州南苑賓館有限公司) since December 2002. In addition, Mr. Xiong also served as a director of Luzhou Rural Commercial Bank Co., Ltd. (瀘州農村商業銀行股份有限公司) since July 2017. Before that, Mr. Xiong served as a director of Luzhou Longmatan Rural Commercial Bank Co., Ltd. (瀘州龍馬潭農村商業銀行股份有限公司) (one of the predecessors of Luzhou Rural Commercial Bank Co., Ltd.) from October 2013 to July 2017. Mr. Xiong was the general manager of Sichuan Luzhou Jiale Real Estate Co., Ltd. (四川省瀘州市佳樂房地產有限責任公司) from September 1994 to September 1998 and the branch manager and deputy general manager of Sichuan Luxian Second Construction Company* (四川省瀘縣二建司) from September 1984 to September 1994.

Mr. Xiong obtained an executive master's degree in business administration from Tsinghua University (清華大學) in Beijing, the PRC, in July 2010 and another executive master's degree in business administration from Tsinghua University in Beijing, the PRC, in January 2015. Mr. Xiong was approved as a senior engineer by Sichuan Title Reform Leading Group (四川省職改領導小組) in June 1999.

Mr. Xiong holds 334,118,400 domestic shares of the Bank through interest in controlled corporations, representing approximately 12.29% interest in the Bank and approximately 17.01% of the relevant class of shares of the Bank.

Mr. LUO Huoming (羅火明), aged 45, has been the general manager of Luzhou Industrial Development Investment Group Co., Ltd.* (瀘州產業發展投資集團有限公司) since December 2021. Prior to that and from May 2019 to December 2021, Mr. Luo served as the general manager of Luzhou High-tech Investment Group Co., Ltd.; from March 2016 to May 2019, the chairman of Luzhou Xinglu Sewage Treatment Co., Ltd.* (瀘州市興瀘污水處理有限公司); from April 2015 to March 2016, he served as the deputy director of Luzhou Economic and Information Technology Committee* (瀘州市經濟和信息化委員會); from October 2012 to April 2015, he served as the deputy general manager of Sichuan New Torch Chemical Co., Ltd.* (四川新火炬化工有限責任公司); from July 2001 to October 2012, he successively served as a clerk of the government of Xinle Town, Naxi District, Luzhou, an assistant to the town mayor and the director of the party and government office of Mianhuapo Town, Naxi District, Luzhou, deputy director of the Economic and Commercial Bureau of Naxi District, Luzhou* (瀘州市納溪區經商局), deputy director of the party committee office and director of the supervision office of Naxi District, Luzhou, town mayor of Huguo Town, Naxi District, Luzhou, and director of the Economic and Commercial Bureau of Naxi District, Luzhou.

Mr. Luo obtained a bachelor's degree in Food Science and Engineering from Sichuan Technological University in July 2001 and a master's degree in Economics from the Party School of Sichuan Provincial Committee of the Communist Party of China in June 2007.

Ms. CHEN Ping (陳萍), aged 49, has been the chief financial officer of Luzhou Xinglu Investment Group Co., Ltd. since January 2019. Prior to that, Ms. Chen served as the deputy manager and manager of the finance department of Luzhou Xinglu Investment Group Co., Ltd. from July 2003 to January 2019, during which she served as the chief financial officer of Luzhou Xinglu Investment Group Co., Ltd. from March 2018 to January 2019, and the chief financial officer of Luzhou Jiangyang Xinglu Hongyang Small Loan Co., Ltd.* (瀘州市江陽區興瀘鴻陽小額貸款有限公司) from April 2014 to July 2016. Ms. Chen served as a deputy manager of the finance department of Luzhou Fundamental Infrastructure Construction Investment Co., Ltd.* (瀘州市基礎建設投資有限公司) from July 2001 to July 2003, a staff of Sichuan Luzhou Investment Co., Ltd.* (四川省瀘州投資公司) from April 1995 to July 2001, a staff of Luzhou Mineral Resources Development Corporation* (瀘州市礦產資源開發總公司) from May 1994 to April 1995, and a staff of Luzhou Economic Accounting Firm* (瀘州市經濟會計事務所) from October 1993 to May 1994.

Ms. Chen graduated from Southwestern University of Finance And Economics majoring in Accounting in October 1993 and obtained a bachelor's degree in Economic Management from the Correspondence College of the Party School of Sichuan Provincial Committee* (四川省委黨校函授學院) in December 1998. Ms. Chen is a senior accountant and an economist.

The Bank will enter into a service contract with each non-executive Director. During his/her tenure as a non-executive Director, he/she will receive non-executive Director remuneration of RMB20,000 per year and a subsidy of RMB1,000 for each meeting attended. These remuneration and subsidy are determined in accordance with applicable laws, regulations and relevant remuneration policy of the Bank. Apart from the aforesaid remuneration and subsidy, each non-executive Director will not receive any other remuneration from the Bank.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. HUANG Yongqing (黃永慶), aged 60, has been an independent non-executive Director since November 2017. He is primarily responsible for supervising and providing independent advice on the operation and management of the Bank. Mr. Huang is also the chairperson of the consumer rights protection committee and a member of the related party (connected) transactions control committee of the Bank.

Mr. Huang has been the head of Beijing Long'an (Chengdu) Law Firm (北京隆安(成都)律師事務所) since July 2016 and a senior partner of Beijing Long'an Law Firm (北京隆安律師事務所) since September 1999. Mr. Huang has been a part-time external director of Sichuan Development Holding Co., Ltd. (四川發展(控股)有限責任公司) since December 2021, and an independent director of Luzhou Laojiao Group Co., Ltd. since January 2022. Mr. Huang has been a member of the legal advisory board for the overseas Chinese (為僑服務法律顧問團) of the Overseas Chinese Affairs Office of the State Council (國務院僑務辦公室) since December 2017, a vice president of China Trademark Association (中華商標協會) since October 2016, an external lecturer of Tianjin Prosecutors College (天津市檢察官學院) since October 2015, an executive council member of the investment association of the CCTV- Securities News Channel (CCTV 證券資訊頻道) of Central Xinying Digital Media Co., Ltd. (中央新影數字傳媒有限公司) since June 2014, a council member of the Sichuan Enterprise Confederation (四川省企業聯合會) and the Sichuan Enterprise Directors Association (四川省企業家協會) since January 2014, a council member of the council of Jurist magazine of Law School of Renmin University of China (中國人民大學法學院《法學家》雜誌) since May 2009, and the director (所長) of the Futures Law Research Institute of China University of Political Science and Law (中國政法大學期貨法律研究所) since December 1995.

Mr. Huang obtained a bachelor of laws from Renmin University of China (中國人民大學) in Beijing, the PRC, in July 1983 and a master of laws degree from China University of Political Science and Law (中國政法大學) in Beijing, the PRC, in July 1986. Mr. Huang obtained the lawyer's qualification certificate of the PRC in January 1999.

Mr. TANG Baoqi (唐保祺), aged 62, has been an independent non-executive Director since December 2018. He is primarily responsible for supervising and providing independent advice on the operation and management of the Bank. Mr. Tang is also the chairperson of the nomination and remuneration committee and a member of the audit committee of the Bank.

Mr. Tang once worked at China CINDA (HK) Holdings Company Limited as a senior manager, the general manager of risk management department and the chief risk officer since February 2000 and was a director when he left China CINDA (HK) Holdings Company Limited in March 2018. He was an independent non-executive director of Newlink Technology Inc. (a company listed on the Stock Exchange, stock code: 9600) since December 2020. Mr. Tang was a non-executive director of China Fortune Financial Group Limited (中國富強金融集團有限公司) (a company listed on the Stock Exchange, stock code: 290) from March 2016 to April 2018, a non-executive director of China National Materials Company Limited (中國中材股份有限公司) from July 2011 to July 2016, and an executive director of Silver Grant International Industries Limited (銀建國際實業有限公司) (a company listed on the Stock Exchange, stock code: 00171) from March 2008 to July 2011. Mr. Tang worked at the creditors' rights department (債權部) of China CINDA Asset Management Co., Ltd. (中國信達資產管理股份有限公司) (a company listed on the Stock Exchange, stock code: 01359; preference share stock code: 04607) from June 1999 to February 2000.

Mr. Tang obtained a bachelor's degree in economics from Hubei Institute of Finance and Economics (湖北財經學院) (currently known as Zhongnan University of Economics and Law (中南財經政法大學)) in Hubei Province, the PRC, in July 1983. Mr. Tang was certified as a senior economist by China People's Construction Bank (中國人民建設銀行) (currently known as China Construction Bank Corporation (中國建設銀行股份有限公司)) in December 1995.

Mr. ZHONG Jin (鍾錦), aged 61, has been an independent non-executive Director since November 2020. He is primarily responsible for supervising and providing independent advice on the operation and management of the Bank. Mr. Zhong is also a member of the nomination and remuneration committee, the related party (connected) transactions control committee and the risk management committee of the Bank.

Mr. Zhong has been approved by China CINDA Asset Management Co., Ltd. (中國信達資產管理股份有限公司) (formerly known as China CINDA Asset Management Corporation (中國信達資產管理公司)) (a company listed on the Stock Exchange, stock code: 01359; preference share stock code: 04607) to resign his position since July 2020. Prior to this, Mr. Zhong served as a counsel (巡視員) of China CINDA Asset Management Co., Ltd. since June 2019 and the chairman of China CINDA (Hong Kong) Holdings Company Limited (中國信達(香港)控股有限公司) from October 2014 to June 2019, and served as the managing director of Well Kent International Investment Company Limited (華建國際投資有限公司) (now known as China CINDA (Hong Kong) Holdings Company Limited) from March 2011 to October 2014. From February 2005 to March 2011, he served as the director of the Chengdu Office of China CINDA Asset Management Co., Ltd., and from February 2002 to February 2005, he served as

the deputy director (副主任) of the Guiyang Office of China CINDA Asset Management Co., Ltd. From February 1985 to February 2002, he successively served as a loan officer (信貸員) of the Sichuan Branch of China Construction Bank Co., Ltd. (CCB), deputy division head and vice president (副科長及副行長) of the Directly-affiliated Branch (直屬支行) of the Sichuan Branch of CCB, vice president and president (副行長及行長) of the Railway Sub-branch (鐵道支行) of the Sichuan Branch of CCB, president and the general manager of International Business Department (行長兼國際業務部總經理) of the Minjiang Sub-branch (岷江支行) of Sichuan Branch of CCB, and director (處長) of Information Statistics Division (信息統計處) of the Sichuan Branch of CCB, and he also served as a teacher at East China Jiaotong University (華東交通大學) from February 1982 to February 1985.

Mr. Zhong obtained a doctoral degree in finance from Southwestern University of Finance and Economics (西南財經大學) in Chengdu, the PRC in June 2006. Mr. Zhong was certified as a senior economist by the Sichuan Branch of CCB in March 1994.

Mr. GAO Jinkang (高晉康), aged 59, has successively served as a teaching assistant, lecturer, deputy director, director and dean of the School of Law of Southwestern University of Finance and Economics since July 1985, during which he served as the assistant to the general manager (temporary training) of Shimian County Mining and Metallurgy Company* (石棉縣礦冶公司) from August 1990 to August 1991; from November 1995 to November 2000, he was promoted to associated professor of the School of Law, Southwestern University of Finance and Economics; he has been a professor of the School of Law, Southwestern University of Finance and Economics since November 2000. Since April 2011, he has been the director (non-executive) of the China Financial Law Research Center of Sichuan Philosophy and Social Science Key Research Base of Southwestern University of Finance and Economics. Mr. Gao has been an independent director of Suzhou Fresh Drinks Co., Ltd.* (蘇州鮮活飲品股份有限公司) since March 2022, an independent director of Pangang Group Vanadium & Titanium Resources Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000629) and an independent director of Mianyang Rural Commercial Bank Co., Ltd.* (綿陽農村商業銀行股份有限公司) since July 2021, an independent director of Houpu Clean Energy Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300471) since May 2021. Mr. Gao was a part-time external director of Shudao Investment Group Co., Ltd. from May 2021 to July 2022, an independent director of Chengdu Huge Construction Material Co., Ltd. from September 2020 to December 2021, and an independent director of Sichuan Expressway Company Limited (a company listed on the Shanghai Stock Exchange, stock code: 601107; and listed on the Stock Exchange, stock code: 00107) from September 2019 to March 2021; independent director of GSN Corporations Limited (a company listed on the Stock Exchange, stock code: 08242) from May 2019 to March 2021, independent director of Leshan Commercial Bank Co., Ltd. from April 2019 to April 2022.

Mr. Gao obtained a master's degree in Political Economics from Southwestern University of Finance and Economics in June 1995 and a doctoral degree in Political Economics from Southwestern University of Finance and Economics in September 2002.

Mr. CHING Yu Lung (程如龍), aged 52, is currently the chief financial officer of Hong Kong Shanghai Alliance Holdings Limited (a company listed on the Stock Exchange, stock code: 01001) since November 2018, an independent non-executive director of Shenzhen Investment Holdings Bay Area Development Company Limited (a company listed on the Stock Exchange, stock code: 00737) since April 2018, an independent non-executive director of Termbray Industries International (Holdings) Limited (a company listed on the Stock Exchange, stock code: 00093) since November 2016, an independent non-executive director of Hopson Development Holdings Limited (a company listed on the Stock Exchange, stock code: 00754) since July 2015, and an independent non-executive director of Ngai Hing Hong Company Limited (a company listed on the Stock Exchange, stock code: 01047) since February 2009. Prior to that, Mr. Ching served as an independent non-executive director of AMVIG Holdings Limited (澳科控股有限公司) (a company previously listed on the Stock Exchange, stock code: 02300 and currently delisted) from March 2020 to April 2021, an assistant to the chairman of Rongying Capital Management Limited* (熔盈資本管理有限公司) from May 2011 to July 2016, the chief financial officer and company secretary of Glorious Property Holdings Limited (a company listed on the Stock Exchange, stock code: 00845) from February 2008 to May 2011, the deputy chief financial officer of Hong Kong & China Gas Investment Limited from June 2007 to February 2008, the chief financial officer of Evergrande Real Estate Group Limited from December 2006 to June 2007, an executive director, the finance director and company secretary of Ngai Hing Hong Company Limited from August 2000 to December 2006, the chief financial officer of Liaoning Panpan Group from September 1999 to August 2000, and the manager of the audit department of Arthur Andersen from September 1992 to September 1999.

Mr. Ching obtained a bachelor's degree in Business Administration from The Chinese University of Hong Kong in September 1992 and an executive master's degree in Business Administration from the School of Economics and Management, Tsinghua University in June 2006. Mr. Ching is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and a member of the American Institute of Certified Public Accountants.

The Bank will enter into a service contract with each independent non-executive Director. During his tenure as an independent non-executive Director of the Bank, he will receive independent non-executive Director remuneration of HK\$350,000 per year and a subsidy of RMB1,000 from the Bank for each meeting attended. These remuneration and subsidy are determined in accordance with applicable laws, regulations and relevant remuneration policy of the Bank. Apart from the aforesaid remuneration and subsidy, each independent non-executive Director will not receive any other remuneration from the Bank.

Save as disclosed above, as at the Latest Practicable Date, the aforesaid Director candidates did not hold any directorship in any other listed companies or take up any post in any group members of the Bank in the past three years, nor have any relationship with any other Director, Supervisor, senior management, substantial Shareholder or controlling Shareholder of the Bank.

Furthermore, save as disclosed above, as at the Latest Practicable Date, the aforesaid Director candidates did not have any equity interest in the Bank within the meaning of Part XV of the SFO. Save as disclosed herein, there is no matter relating to the appointment of the aforesaid Director candidates that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters which need to be brought to the attention of the Shareholders.

The biographies of the external Supervisor and shareholder Supervisor candidates for the eighth session of Board of Supervisors and each Supervisor's proposed remuneration are as below:

SHAREHOLDER SUPERVISOR

Mr. WU Wei (吳偉), aged 52, has been the deputy minister (副部長) of the Organization Department of the CPC Luzhou Municipal Committee (中共瀘州市委組織部) and the director (主任) of the Commission Office of Public Sectors Reform of the CPC Luzhou Municipal Committee (市委編辦) since August 2017, and served as a first-class researcher since September 2020. Prior to that, Mr. Wu served as the deputy secretary (副書記) of the CPC Luzhou Municipal Commission for Discipline Inspection (中共瀘州市紀委) from April 2016 to August 2017, the deputy secretary of the CPC Luzhou Municipal Commission for Political and Legal Affairs (中共瀘州市政法委) and the director of the Luzhou Public Security Comprehensive Management Office (市綜治辦) from August 2014 to April 2016, and the member of the Standing Committee of Luzhou Longmatan District of the CPC (中共瀘州市龍馬潭區常委) and the secretary (書記) of the Political and Legal Affairs Committee of Luzhou Longmatan District of the CPC (中共瀘州市龍馬潭區委政法委) from October 2009 to August 2014. During this period, Mr. Wu served on a temporary basis as the deputy secretary of the Xiangcheng County Party Committee (鄉城縣委) from May 2010 to June 2012; he served as the member of the Standing Committee of Luzhou Longmatan District of the CPC, the head of the District Party Committee Office (區委辦公室), and the chairman of the District Federation of Trade Unions (區總工會) from October 2006 to October 2009; he served as the deputy district head (副區長) of the Luzhou Longmatan District Government (瀘州市龍馬潭區政府) from July 2003 to October 2006; he served as the deputy secretary of the Political and Legal Affairs Committee of Luzhou Longmatan District of the CPC from February 2003 to July 2003; and he served as the deputy secretary of the Party Committee of Anning Town, Longmatan District, Luzhou (瀘州市龍馬潭區安寧鎮黨委) and the town mayor (鎮長) of Anning Town, Longmatan District, Luzhou from February 2001 to February 2003. During that time, he worked in the Luzhou Municipal Committee Office of the CPC (中共瀘州市委辦公室) from June 2002 to December 2002; he worked in the Luzhou Procuratorate (瀘州市檢察院) from March 2002 to June 2002; he served as the deputy secretary of the Party Committee and the secretary of the Discipline Inspection Commission of Anning Town, Longmatan District, Luzhou of the CPC (中共瀘州市龍馬潭區安寧鎮紀委) from June 2000 to February 2001; he successively served as the clerk (書記員), assistant procurator (助理檢察員), deputy section chief (副科長) and section chief (科長) of the Political Engineering Department (政工科), and member of the Party Leadership Group (黨組) of the People's Procuratorate of Luzhou Longmatan District (瀘州市龍馬潭區人民檢察院) from January 1997 to June 2000; he served as the deputy director (副主任) and the Party branch secretary (黨支部書記) of the 95th grade office of the Second Department of Medicine (醫學二系九五級辦公室) of Luzhou Medical College (瀘州醫學院) from June 1995 to January 1997; and he served as a teacher in the anesthesiology office (麻醉辦公室) of Luzhou Medical College from July 1992 to June 1995.

Mr. Wu obtained a bachelor's degree in clinical medicine from Luzhou Medical College (瀘州醫學院) in July 1992 and a master's degree in public administration from Southwestern University of Finance and Economics (西南財經大學) in January 2009.

The Bank will enter into a service contract with the Shareholder Supervisor Mr. WU Wei. The remuneration of the Shareholder Supervisor Mr. WU Wei shall be determined in accordance with the relevant provisions of the Management Measures on the Remuneration of Person-in-charge of Municipal State-owned Enterprises in Luzhou 《(瀘州市市屬國有企業負責人薪酬管理辦法)》 and the Management Measures on the Remuneration for Full-time External Directors and Supervisors of Municipal State-owned Enterprises in Luzhou 《(瀘州市市屬國有企業專職外部董事、監事薪酬管理辦法)》. The remuneration of Mr. WU is mainly composed of basic annual salary, performance-based annual salary and tenure incentive income. The assessment results will be determined annually based on the completion of each indicator task, and the remuneration will be distributed after approval in accordance with the procedures stipulated in the Remuneration Assessment Measures. Except that, Mr. WU will not receive any Supervisor allowance and subsidy for his position as Shareholder Supervisor.

EXTERNAL SUPERVISORS

Mr. GUO Bing (郭兵), aged 53, has been an external Supervisor and the chairman of the audit and supervision committee under the Board of Supervisors since May 2019. He is primarily responsible for supervising the performance of duties by the Directors and the senior management of the Bank, convening and presiding over the meetings of the audit and supervision committee of the Board of Supervisors, organizing the performance of duties of the audit and supervision committee of the Board of Supervisors and organizing audit work within the work scope of the Board of Supervisors.

Mr. Guo is a head of Sichuan Liguang Law Firm (四川理光律師事務所) and joined the firm in August 1996. Mr. Guo worked at the Sichuan Petroleum Administration Logging Company (四川石油管理局測井公司) as an engineer from July 1991 to May 2000. Mr. Guo worked at Luzhou Foreign-related Law Firm (瀘州涉外律師事務所) as a part-time job from August 1996 to May 2000 and as a full-time lawyer from May 2000 to May 2005. Mr. Guo worked at Sichuan Liguang Law Firm (四川理光律師事務所) as a deputy head from May 2005 to January 2009 and as a head since January 2009.

Mr. Guo obtained his undergraduate degree in field geophysics specialization from Southwest Petroleum University (西南石油學院) in June 1991, the lawyer's qualification certificate in the PRC in August 1996, and a lawyer's license in the PRC in 1997.

Mr. LYU Hong (呂紅), aged 61, worked in the risk management department of Luzhou Branch of Agricultural Bank of China (中國農業銀行瀘州分行) (retired from the bank to enjoy the treatment of general manager) from November 2011 to November 2020; he served as the division director (處長) of credit division and the general manager of the risk management department of Luzhou Branch of Agricultural Bank of China from August 2002 to October 2011; he served as the Party committee secretary and president (行長) of Xuyong Sub-branch of Luzhou Branch of Agricultural Bank of China (中國農業銀行瀘州分行敘永支行) from August 2000 to July 2002; he served as the deputy secretary of Party committee and vice president of Xuyong Sub-branch of Luzhou Branch of Agricultural Bank of China from March 1999 to July 2000; he was the head (負責人) of Luzhou Branch Railway Station Office of Agricultural Bank of China (中國農業銀行瀘州分行火車站分理處) from March 1998 to February 1999; he served as the cadre (幹部) of Jiangyang Sub-branch of Luzhou Branch of Agricultural Bank of China (中國農業銀行瀘州分行江陽支行) from March 1995 to February 1997; and he served as the cadre in the credit cooperation department of Luzhou Branch of Agricultural Bank of China from April 1986 to February 1995, during which time he served as the deputy section level auditor (副科級稽核員) of Luzhou Branch of Agricultural Bank of China in 1989. Mr. Lyu served as the cadre of credit cooperation department of Gulin Sub-branch of Agricultural Bank of China (中國農業銀行古蔺支行) from September 1981 to March 1986.

Mr. Lyu graduated from Luzhou School of Finance and Trade (瀘州財貿學校) in July 1981, and graduated from Chongqing Normal University (重慶師範大學) with a major in financial securities in July 1996. Mr. Lyu is an intermediate economist.

The Bank will also enter into service contracts with the external Supervisors Mr. GUO Bing and Mr. LYU Hong. During their tenure as an External Supervisor, they will receive External Supervisor allowance of RMB80,000 per year and a subsidy of RMB1,000 for each meeting attended. These allowance and subsidy are determined in accordance with relevant remuneration policy of the Bank. Apart from the aforesaid allowance and subsidy, Mr. GUO Bing and Mr. LYU Hong will not receive any other remuneration from the Bank.

The Bank will also enter into service contracts with the employee representative Supervisors Ms. LIU Yongli and Mr. CHEN Yong. The remuneration of the employee representative Supervisors Ms. LIU Yongli and Mr. CHEN Yong shall be determined in accordance with the remuneration standards for relevant personnel formulated by the Bank, which will be determined in accordance with Luzhou Bank Co., Ltd. Remuneration Management Measures as approved by the nomination and remuneration committee of the Board of the Bank. The remuneration shall mainly consist of post salary, seniority salary and performance salary. The assessment results will be determined annually based on the completion of each indicator task, and the remuneration will be distributed after approval in accordance with the procedures stipulated in the Remuneration Assessment Measures. Except that, each employee representative Supervisor will not receive additional Supervisor allowance and subsidy for attending meeting for his/her position as the employee representative Supervisor of the Bank.

Save as disclosed above, as at the Latest Practicable Date, the aforesaid Supervisor candidates did not hold any directorship in any other listed companies or take up any post in any group members of the Bank in the past three years, nor have any relationship with any other Director, Supervisor, senior management, substantial Shareholder or controlling Shareholder of the Bank.

Furthermore, as at the Latest Practicable Date, the aforesaid Supervisor candidates did not have any equity interest in the Bank within the meaning of Part XV of the SFO. Save as disclosed herein, there is no other information relating to the appointment of the aforesaid Supervisor candidates that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING



泸州银行股份有限公司*
LUZHOU BANK CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1983)

NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2022 first extraordinary general meeting (the “**EGM**”) of Luzhou Bank Co., Ltd. (the “**Bank**”) will be held at 9:00 a.m. on Tuesday, September 20, 2022 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the People’s Republic of China (the “**PRC**”) to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTION

1. To consider and approve the resolution on the purchase of the business building of Chengdu Branch of the Bank.

SPECIAL RESOLUTIONS

2. To consider and approve the re-election/election of directors for the eighth session of the board of directors of the Bank, including:
 - 2.1. to consider and approve the re-election of Mr. YOU Jiang as an executive director for the eighth session of the board of directors of the Bank;
 - 2.2. to consider and approve the re-election of Ms. PAN Lina as a non-executive director for the eighth session of the board of directors of the Bank;
 - 2.3. to consider and approve the re-election of Mr. XIONG Guoming as a non-executive director for the eighth session of the board of directors of the Bank;
 - 2.4. to consider and approve the election of Mr. LUO Huoming as a non-executive director for the eighth session of the board of directors of the Bank;
 - 2.5. to consider and approve the election of Ms. CHEN Ping as a non-executive director for the eighth session of the board of directors of the Bank;

* *Luzhou 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.*

NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

- 2.6. to consider and approve the re-election of Mr. HUANG Yongqing as an independent non-executive director for the eighth session of the board of directors of the Bank;
 - 2.7. to consider and approve the re-election of Mr. TANG Baoqi as an independent non-executive director for the eighth session of the board of directors of the Bank;
 - 2.8. to consider and approve the re-election of Mr. ZHONG Jin as an independent non-executive director for the eighth session of the board of directors of the Bank;
 - 2.9. to consider and approve the election of Mr. GAO Jinkang as an independent non-executive director for the eighth session of the board of directors of the Bank;
 - 2.10. to consider and approve the election of Mr. CHING Yu Lung as an independent non-executive director for the eighth session of the board of directors of the Bank;
and
 - 2.11. to consider and approve the remuneration of the directors.
3. to consider and approve the re-election/election of supervisors for the eighth session of the board of supervisors of the Bank, including:
 - 3.1. to consider and approve the election of Mr. WU Wei as a shareholder supervisor for the eighth session of the board of supervisors of the Bank;
 - 3.2. to consider and approve the re-election of Mr. GUO Bing as an external supervisor for the eighth session of the board of supervisors of the Bank;
 - 3.3. to consider and approve the election of Mr. LYU Hong as an external supervisor for the eighth session of the board of supervisors of the Bank; and
 - 3.4. to consider and approve the remuneration of the supervisors.

By order of the Board
Luzhou Bank Co., Ltd.*
YOU Jiang
Chairman

Luzhou, the PRC, August 5, 2022

NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of the Bank will be closed from Saturday, August 20, 2022 to Tuesday, September 20, 2022 (both dates inclusive), during which period no transfer of shares of the Bank (“**Shares**”) will be registered. 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, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for Holders of H Shares) or the Bank’s office of the Board of Directors (Address: Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC) (for Holders of Domestic Shares) for registration by no later than 4:30 p.m. on Friday, August 19, 2022.
2. A shareholder of the Bank (the “**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 needs 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 director or other attorney duly authorized to sign the same.
4. In order to be valid, the form of proxy must be deposited to the Bank’s H share registrar, Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong) (for Holders of H Shares) or the office of the Board of Directors of the Bank (Address: Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000) (for Holders of Domestic Shares), not less than 24 hours before the time for holding the EGM (i.e. not later than 9:00 a.m. on Monday, September 19, 2022). 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 wishes.
5. Shareholders shall produce their identity documents and supporting documents in respect of the shares held when attending the EGM. If corporate Shareholders appoints authorized representative to attend the EGM, the authorized representative shall produce their identity documents and a notarial certified copy of the relevant authorization instrument signed by the board of directors 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. Shareholders who intend to attend and vote at the EGM should complete and return the reply slip in writing by hand, by fax or by post to the Bank’s H share registrar, Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong; fax number: +852-28650990) (for Holders of H Shares) or the office of the Board of Directors of the Bank (Address: Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000; fax number: +86-830-3100625) (for Holders of Domestic Shares) on or before Tuesday, August 30, 2022.
7. 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.
8. 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
9. The registered address of the Bank in the PRC is as follows:

Building 1, No.18, Section 3, Jiucheng Avenue
Jiangyang District, Luzhou
Sichuan Province
the PRC
Contact person: office of the Board of Directors
Tel: +86-830-2362606