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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in 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, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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# BANK OF CHONGQING CO., LTD.\*

## 重慶銀行股份有限公司\*

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

**(Stock Code: 1963)**

### 2022 ANNUAL GENERAL MEETING

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The AGM of the Bank is proposed to be held at 9:30 a.m. on Wednesday, June 21, 2023.

Notice of the AGM setting out the resolutions to be approved at the AGM, together with the relevant forms of proxy, have been despatched by the Bank to the Shareholders on May 19, 2023.

Whether or not you are able to attend the AGM, you are requested to complete the relevant form of proxy in accordance with the instructions printed thereon and return the same to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time specified for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

\* *The Bank holds a financial licence number B0206H250000001 approved by the regulatory authority of the banking industry of the PRC and was authorised by the Administration for Market Regulation of Chongqing to obtain a corporate legal person business licence with a unified social credit code 91500000202869177Y. The Bank is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking and/or deposit-taking business in Hong Kong.*

May 19, 2023

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## DEFINITIONS

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the 2022 annual general meeting of the Bank to be held at Multi-Function Conference Hall, 3/F of the Building of the Head Office of Bank of Chongqing, No. 6 Yongpingmen Street, Jiangbei District, Chongqing, the PRC at 9:30 a.m. on Wednesday, June 21, 2023
“Articles of Association”	the articles of association of the Bank as amended, modified or otherwise supplemented from time to time
“A Share(s)”	ordinary share(s) in the share capital of the Bank with a nominal value of RMB1.00 each, which are listed on the Main Board of the Shanghai Stock Exchange and traded in RMB
“A Shareholder(s)”	holder(s) of A Shares
“Bank” or “Bank of Chongqing”	Bank of Chongqing Co., Ltd. (重慶銀行股份有限公司), a joint stock company incorporated in the PRC, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 01963) and whose A Shares are listed on the Main Board of the Shanghai Stock Exchange (Stock Code: 601963)
“Board”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“Chongqing CBIRC”	Chongqing Bureau of China Banking and Insurance Regulatory Commission of the PRC
“Convertible Bonds”	convertible corporate bonds which can be converted into new A Shares publicly issued by the Bank on the Shanghai Stock Exchange in March 2022 with an aggregate amount of RMB13 billion
“Director(s)”	the director(s) of the Bank
“H Share(s)”	overseas-listed foreign shares in the share capital of the Bank with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Shares
“H Share Registrar”	Computershare Hong Kong Investor Services Limited

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	May 15, 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining information for inclusion herein
“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
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Procedural Rules for the Board of Directors”	the Procedural Rules for the Board of Directors of Bank of Chongqing Co., Ltd. as amended, modified or otherwise supplemented from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Share(s) of the Bank
“Share(s)”	A Share(s) and H Share(s) of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank

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LETTER FROM THE BOARD

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

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

**(Stock Code: 1963)**

*Executive Directors:*

Ms. LIN Jun  
Mr. RAN Hailing  
Mr. LIU Jianhua  
Mr. WONG Wah Sing

*Registered address:*

No. 6 Yongpingmen Street  
Jiangbei District  
Chongqing  
PRC

*Non-executive Directors:*

Mr. WONG Hon Hing  
Mr. YANG Yusong  
Mr. WU Heng  
Ms. YOU Lili  
Ms. WANG Fengyan

*Principal place of business in Hong Kong:*

5/F, Manulife Place  
348 Kwun Tong Road, Kowloon  
Hong Kong

*Independent non-executive Directors:*

Dr. LIU Xing  
Mr. WANG Rong  
Dr. ZOU Hong  
Dr. FUNG Don Hau  
Mr. YUAN Xiaobin

May 19, 2023

*To the Shareholders*

Dear Sir or Madam,

**2022 ANNUAL GENERAL MEETING**

**I. INTRODUCTION**

The AGM of the Bank is proposed to be held at 9:30 a.m. on Wednesday, June 21, 2023. The resolutions to be submitted to the AGM are set out in the notice of the AGM which was despatched by the Bank to the Shareholders on May 19, 2023.

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## LETTER FROM THE BOARD

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Ordinary resolutions to be proposed at the AGM for the Shareholders to approve include: (1) the work report of the Board of Directors of the Bank for 2022; (2) the work report of the Board of Supervisors of the Bank for 2022; (3) the final financial accounts of the Bank for 2022; (4) the profit distribution plan of the Bank for 2022; (5) the annual report of the Bank for 2022 and highlights thereof; (6) the financial budget proposal of the Bank for 2023; (7) the investment plan of the Bank for 2023; (8) estimated annual caps for daily related transactions of the Bank for 2023; (9) the appointment and remuneration of external auditors of the Bank for 2023; and (10) proposed election of Mr. ZHOU Qiang as a non-executive Director of Bank of Chongqing.

A special resolution to be proposed at the AGM for the Shareholders to approve includes: the proposed amendments to the Procedural Rules for the Board of Directors.

Besides, the following matters shall be reported at the AGM: (1) Evaluation Report by the Board of Directors on the Performance of Duties of Directors for 2022; (2) Evaluation Report by the Board of Supervisors on the Performance of Duties of Supervisors for 2022; (3) Performance of Duties and Mutual Evaluation Report of Independent Directors for 2022; (4) Mutual Evaluation Report of External Supervisors for 2022; (5) Report on Execution of Remuneration of Non-executive Directors for 2022; (6) Report on Execution of Remuneration of Non-employee Supervisors for 2022; and (7) Report on Related Transactions for 2022.

The purpose of this circular is to provide you with all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions set out in the notice of the AGM.

## II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

On February 27, 2023, the Board has considered and approved the proposed appointment of Mr. ZHOU Qiang (“**Mr. ZHOU**”) as a non-executive Director of the Bank. The above proposed appointment shall be subject to the approval by the Shareholders at the AGM. Upon the approval of the above proposed appointment by the Shareholders, Mr. ZHOU’s qualification of directorship shall be subject to the approval by Chongqing CBIRC, and his term shall be effective from the date of approval by Chongqing CBIRC for his qualification of directorship to the expiry of the term of office of the sixth session of the Board of the Bank.

Upon approval of the appointment of Mr. ZHOU at the AGM and approval by Chongqing CBIRC, the Bank will officially appoint Mr. ZHOU as a non-executive Director of Bank. The annual remuneration of Mr. ZHOU will include a fixed remuneration of RMB37,500 (fixed remuneration will increase by RMB10,000 if serving as the chairman of a special committee of the Board) and a variable remuneration based on the number of on-site meetings and events organized by the Board attended in person (RMB3,000 each meeting/event) and the number of off-site meetings and meetings attended by way of conference call (RMB1,500 each meeting). Mr. ZHOU’s remuneration is determined in accordance with applicable laws, regulations, regulatory requirements and the relevant remuneration policies of the Bank.

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## LETTER FROM THE BOARD

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For the biographical details of Mr. ZHOU, please refer to Appendix I to this circular.

Save as disclosed above, as of the Latest Practicable Date, the Board is not aware of any other matters in respect of the proposed appointment of Mr. ZHOU required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules, or any other matters that need to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.

### **III. PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE BOARD OF DIRECTORS**

Pursuant to the requirements of relative rules of Chongqing State-owned Assets Supervision and Administration Commission and taking into account the actual situation of the Bank, the Bank proposed to make relevant amendments to the Procedural Rules for the Board of Directors to further regulate the discussion and decision-making procedures of the Board and to ensure the standard operation and scientific decision-making level of the Board.

The proposed amendments to the Procedural Rules for the Board of Directors are subject to and shall take effect upon the approval of Shareholders at the AGM by way of a special resolution.

For details of the proposed amendments to the Procedural Rules for the Board of Directors, please refer to Appendix II to this circular.

### **IV. OTHER MATTERS TO BE CONSIDERED AT THE AGM**

#### **1. Work Report of the Board of the Directors of the Bank for 2022**

Please refer to the 2022 annual report of the Bank published on April 18, 2023 for the work report of the Board of Directors of the Bank.

#### **2. Work Report of the Board of Supervisors of the Bank for 2022**

Please refer to the 2022 annual report of the Bank published on April 18, 2023 for the work report of the Board of Supervisors of the Bank.

#### **3. Final Financial Accounts of the Bank for 2022**

Please refer to the financial statements in the 2022 annual report of the Bank published on April 18, 2023 for details of the final financial accounts for the year ended December 31, 2022.

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## LETTER FROM THE BOARD

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#### **4. Profit Distribution Plan of the Bank for 2022**

On March 30, 2023, the Board considered and approved the resolution on the Profit Distribution Plan for 2022. According to the financial report audited by Ernst & Young Hua Ming LLP, the Bank achieved a net profit of RMB4,686,632,862.27 in 2022, and the balance of accumulated profit available for distribution as of the end of 2022 amounted to RMB21,450,767,924.65. Pursuant to the relevant provisions of the Articles of Association, the proposed profit distribution plan for 2022 is as follows:

- (i) 10% of the net profit for 2022 (i.e. RMB468,663,286.23) will be appropriated to the statutory surplus reserve;
- (ii) 1.5% of the risk-bearing assets (i.e. RMB444,898,511.65) will be appropriated to the general reserve;
- (iii) a cash dividend of RMB3.95 (tax inclusive) per 10 shares of the ordinary Shares will be distributed, totaling RMB1,372,443,238.38 (tax inclusive) if calculated based on the total share capital of ordinary Shares of 3,474,539,844 shares as of December 31, 2022.

Since the Convertible Bonds issued by the Bank are in the conversion period, the total cash dividends actually distributed will be determined based on the total share number registered on the record date for implementing profit distribution, and the cash dividends distributed per share will remain unchanged.

The profit distribution plan will become effective upon approval by the Shareholders at the AGM.

If the profit distribution plan of the Bank for 2022 is approved by the Shareholders, H Shareholders whose names appear on the H Share register of members of the Bank on Monday, July 3, 2023 will be entitled to receive the aforesaid cash dividends. In order to determine the list of H Shareholders who are entitled to the aforesaid cash dividends, the register of members of H shares of the Bank will be closed from Wednesday, June 28, 2023 to Monday, July 3, 2023 (both days inclusive), during such period no transfer of the Bank's H Shares will be effected and registered. In order to be entitled to the final dividend, holders of H Shares who have not registered the related transfer documents are required to lodge the transfer documents, together with the relevant share certificates, with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, June 27, 2023.

#### **5. Annual Report of the Bank for 2022 and highlights thereof**

Please refer to the 2022 annual report of the Bank and highlights thereof published on March 30, 2023 and April 18, 2023.



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## LETTER FROM THE BOARD

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### **6. Financial Budget Proposal of the Bank for 2023**

According to the Bank's needs of outlets construction, business expansion and risk management, the capital expenditure budget of the Bank for 2023 amounts to RMB1,239 million, mainly including RMB493 million for purchase, construction and renovation of buildings, RMB412 million for intangible asset investments, RMB243 million for procurement of electronic equipment and RMB90 million for other investments.

### **7. Investment Plan of the Bank for 2023**

Pursuant to the Proposal on the Investment Plan for 2023, which was considered and approved by the Board, the total investment plan of the Bank for 2023 amounts to RMB2,238 million, including RMB736 million for fixed asset investment projects, RMB1,000 million for equity investment projects and RMB502 million for other investment projects. Specifically, the fixed assets investment projects are mainly for production and operation, including outlets housing purchase and decoration investment, information technology fixed assets investment, common office equipment fixed assets investment, etc.; equity investment projects are mainly for the establishment of wealth management subsidiaries; and the investment objects of other investment projects are mainly intangible assets such as information systems and software.

The above investment projects are financed by the Bank's own funds. The Investment Plan of the Bank for 2023 will be effective upon approval by the Shareholders at the AGM.

### **8. Estimated Annual Caps for Daily Related Transactions of the Bank for 2023**

On March 30, 2023, the Board considered and approved the resolution on the Estimated Annual Caps for Daily Related Transactions for 2023. The relevant daily related transactions include credit business granted by the Bank or its holding subsidiaries to related parties, interbank borrowings provided by related parties to the Bank or its holding subsidiaries and joint and several liability guarantees provided by related parties to the Bank's credit customers, which are regular businesses within the scope of the Bank's operation and will be conducted in accordance with market-based pricing principles and on terms no better than those for similar transactions with non-related parties. The relevant annual caps for daily related transactions shall take effect until the date of approval of the new estimated annual caps for daily related transactions at the Bank's next shareholders' annual general meeting. These related transactions either do not constitute connected transactions or are fully exempted connected transactions under the Listing Rules.

Please refer to the Bank's overseas regulatory announcement dated March 30, 2023 for details of the estimated annual caps for daily related transactions of the Bank for 2023.

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## LETTER FROM THE BOARD

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### 9. Appointment and Remuneration of External Auditors of the Bank for 2023

On March 30, 2023, the Board considered and approved the resolution on the Appointment and Remuneration of External Auditors for 2023. The Board proposed to re-appoint Ernst & Young Hua Ming LLP (安永華明會計師事務所(特殊普通合夥)) and Ernst & Young (安永會計師事務所) (collectively, “EY”) as the external auditors of the Bank for 2023, responsible for providing relevant services in accordance with the China Accounting Standards for Business Enterprises and the International Financial Reporting Standards, respectively. The Board has considered the quality of services provided by EY and the audit fees, including EY’s performance experience, team size, influence in the industry, compliance with the regulatory rules relating to qualifications and years of employment, and the performance of EY since its appointment as the Bank’s external auditors in 2021. The remuneration of EY as external auditors for the Bank of 2023 shall be RMB5 million. The above re-appointment of external auditors and their remuneration will take effect upon the approval by the Shareholders at the AGM by way of an ordinary resolution.

### V. AGM

The AGM will be held at 9:30 a.m. on Wednesday, June 21, 2023 at the Multi-Function Conference Hall, 3/F of the Building of the Head Office of Bank of Chongqing, No. 6 Yongpingmen Street, Jiangbei District, Chongqing, the PRC to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the AGM. The notice of AGM has been despatched to the Shareholders on May 19, 2023.

The register of members of H Shares of the Bank will be closed from Thursday, June 15, 2023 to Wednesday, June 21, 2023 (both days inclusive), during which time no transfer of H Shares of the Bank will be effected and registered. Holders of H Shares who have registered as Shareholders on the H Share register of members of the Bank on Thursday, June 15, 2023 are entitled to attend and vote in respect of all resolutions to be proposed at the AGM. In order to attend the AGM, holders of H Share should ensure that all transfer documents, accompanied by the relevant H Share certificates, are lodged with the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on Wednesday, June 14, 2023 (being the last registration date).

Proxy forms for the AGM have been despatched to the Shareholders on May 19, 2023 and have also been published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

To be valid, for holders of H Shares, the form of proxy and notarized power of attorney or other document of authorization must be delivered to the Bank’s H Share Registrar not less than 24 hours before the time appointed for the AGM. Completion and return of the proxy form will not preclude you from attending and voting at the AGM in person if you so wish.

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## LETTER FROM THE BOARD

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### VI. LISTING RULES REQUIREMENTS

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a shareholders' general meeting must be taken by poll. Therefore, all resolutions at the AGM will be taken by way of a poll.

Pursuant to Rule 2.15 of the Listing Rules, where shareholders' approval is required with regard to a transaction or arrangement, any shareholder that has a material interest in such transaction or arrangement shall abstain from voting on the resolution(s) approving such transaction or arrangement at the general meeting.

Chongqing Yufu Capital Operation Group Co., Ltd., Chongqing Yufu (Hong Kong) Limited, Chongqing Chuanyi Microcircuit Co., Ltd., Chongqing Chuanyi Automation Co., Ltd., Chongqing Silian Investment Management Co., Ltd., Chongqing Hotel Co., Ltd., Mr. Yang Yusong, Chongqing Land Group Co., Ltd., Chongqing Fangzong Real Estate Co., Ltd., Chongqing Kangju Property Development Co., Ltd., Chongqing Urban Pest Control Institute Co., Ltd., Chongqing Water Conservancy Investment Group Co., Ltd., Southwest Securities Co., Ltd. and Chongqing Rural Commercial Bank Co., Ltd. are deemed to have material interests in the resolution on the Estimated Annual Caps for Daily Related Transactions for 2023 and are required to abstain from voting on this resolution.

Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, no Shareholder is considered to have a material interest in the transactions and arrangements contemplated under the resolutions to be considered and approved at the AGM, therefore none of the Shareholders has to abstain from voting at the AGM.

### VII. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the proposed resolutions set out in the notice of the AGM are in the best interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of the relevant resolutions at the AGM.

For and on behalf of the Board  
**Bank of Chongqing Co., Ltd.\***  
*Chairman*  
**LIN Jun**

Chongqing, the PRC

\* *The Bank holds a financial licence number B0206H250000001 approved by the regulatory authority of the banking industry of the PRC and was authorised by the Administration for Market Regulation of Chongqing to obtain a corporate legal person business licence with a unified social credit code 91500000202869177Y. The Bank is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking and/or deposit-taking business in Hong Kong.*

The details of Mr. ZHOU Qiang required to be disclosed under the Listing Rules are as follows:

**ZHOU Qiang**, aged 48, is currently the vice president and the chief financial officer of Lifan Technology (Group) Co., Ltd. and the chief financial officer of Chongqing Livan Automotive Technology Company Limited (重慶睿藍汽車科技有限公司). Prior to that, he served as the director of financial department of Zhejiang Haoqing Automobile Manufacturing Company Limited (浙江豪情汽車製造有限公司) from August 1997 to December 2004, the senior director of Zhejiang Geely Holding Group Company Limited (浙江吉利控股集團有限公司) from January 2005 to August 2021, and the chief financial officer of Fengsheng Automobile Technology Group Co., Ltd. (楓盛汽車科技集團有限公司) from September 2021 to December 2021.

Mr. ZHOU graduated from Zhejiang Banking School in July 1997, majoring in finance and accounting.

Mr. ZHOU has confirmed that, save as disclosed above, as of the Latest Practicable Date, he (1) has not held any other position in the Bank or any of its subsidiaries or any directorship in any other listed companies in the past three years; (2) does not have any relationship with any other Directors, members of senior management, substantial Shareholders or controlling Shareholders of the Bank; and (3) does not have and is not deemed to have any interest in any Shares, underlying Shares or debentures of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

No.	Before amendments	After amendments
1.	<p>Article 1 Objectives</p> <p>In order to further standardize the procedural methods and decision – making procedures of the Board of Directors of the Bank, promote the directors and the Board of Directors to effectively perform their duties, and improve the standardized operation and scientific decision-making level of the Board of Directors, these Rules are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Guidelines for Corporate Governance of Banking and Insurance Institutions, the Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (hereinafter referred to collectively as the “Listing Rules”) and other laws and regulations, departmental rules and the Articles of Association of the Bank, taking into account the actual situation of the Bank.</p>	<p>Article 1 Objectives</p> <p>In order to further standardize the procedural methods and decision – making procedures of the Board of Directors of the Bank, promote the directors and the Board of Directors to effectively perform their duties, and improve the standardized operation and scientific decision-making level of the Board of Directors, these Rules are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Guidelines for Corporate Governance of Banking and Insurance Institutions, the Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》), <del>the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas,</del> the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (hereinafter referred to collectively as the “Listing Rules”) and other laws and regulations, departmental rules and the Articles of Association of the Bank, taking into account the actual situation of the Bank.</p>
2.	<p>Article 3 Office of the Board</p> <p>An office of the Board is established under the Board of Directors to handle the daily routine of the Board of Directors.</p> <p>The secretary to the Board of Directors shall serve concurrently as the officer in charge of the office of the Board and keep the seals of the Board and of the office of the Board.</p>	<p>Article 3 Office of the Board</p> <p>An office of the Board is established under the Board of Directors to handle the daily routine of the Board of Directors.</p> <p><del>The secretary to the Board of Directors shall serve concurrently as the officer in charge of the office of the Board and keep the seals of the Board and of the office of the Board.</del></p>

No.	Before amendments	After amendments
3.	<p>Article 12 Convening a meeting</p> <p>A Board meeting shall not be held unless over half of the directors are present in person (or by appointing other directors as proxies). Where the requirement of the minimum number of participants to be met due to relevant director's refusal or failure to attend the meeting, the chairman and the secretary to the Board of Directors shall report it to the regulatory authorities in a timely manner.</p> <p>...</p>	<p>Article 12 Convening a meeting</p> <p>A Board meeting shall not be held unless over half of the directors <b>as well as more than half of the external directors</b> are present in person (or by appointing other directors as proxies). Where the requirement of the minimum number of participants fails to be met due to relevant director's refusal or failure to attend the meeting, the chairman and the secretary to the Board of Directors shall report it to the regulatory authorities in a timely manner.</p> <p>...</p>
4.	<p>Article 15 Method of convening a meeting</p> <p>In principle, the Board meeting shall be held as on-site conference ("on-site conference" refers to a meeting that is held by means of on-site, video streaming, telephone, etc. to ensure that participants can communicate and discuss in real time). In addition to regular meetings, when necessary, the Board meeting may also be held by written circulation such as fax or e-mail upon consent of the convener (presider) and the person proposing the meeting so long as the directors are able to fully express their opinions. However, the following material matters shall not adopt written circulation ("written circulation" refers to the means of convening a meeting to resolve a resolution by serving the resolutions separately or by circulating the resolutions to be considered): profit distribution proposals, remuneration proposals, capital budget proposals, material investments, material asset disposals, engagement or dismissal of senior management personnel, proposal to replenish capital, significant change in shareholdings, financial restructuring, and matters involving conflict of interest with substantial shareholders or directors.</p> <p>...</p>	<p>Article 15 Method of convening a meeting</p> <p>In principle, the Board meeting shall be held as on-site conference ("on-site conference" refers to a meeting that is held by means of on-site, video streaming, telephone, etc. to ensure that participants can communicate and discuss in real time). In addition to regular meetings, when necessary, the Board meeting may also be held by written circulation such as fax or e-mail upon consent of the convener (presider) and the person proposing the meeting so long as the directors are able to fully express their opinions. However, the following material matters shall not adopt written circulation ("written circulation" refers to the means of convening a meeting to resolve a resolution by serving the resolutions separately or by circulating the resolutions to be considered): profit distribution proposals, remuneration proposals, capital budget proposals, material investments, material asset disposals, engagement or dismissal of senior management personnel, proposal to replenish capital, significant change in shareholdings, financial restructuring, <b>"Three Importance and One Large" matters requiring decisions to be made by the Board of Directors</b>, and matters <b>involving with</b> conflict of interest with substantial shareholders or directors.</p> <p>...</p>

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## NOTICE OF THE 2022 ANNUAL GENERAL MEETING

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*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



# **BANK OF CHONGQING CO., LTD.\***

## **重慶銀行股份有限公司\***

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

**(Stock Code: 1963)**

### **NOTICE OF THE 2022 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 annual general meeting (the “**AGM**”) of Bank of Chongqing Co., Ltd.\* (the “**Bank**”) will be held at 9:30 a.m. on Wednesday, June 21, 2023 at Multi-Function Conference Hall, 3/F of the Building of the Head Office of Bank of Chongqing, No. 6 Yongpingmen Street, Jiangbei District, Chongqing, the PRC to consider and, if thought fit, to pass the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. Proposal on the Work Report of the Board of Directors for 2022;
2. Proposal on the Work Report of the Board of Supervisors for 2022;
3. Proposal on the Final Financial Accounts for 2022;
4. Proposal on the Profit Distribution Plan for 2022;
5. Proposal on the 2022 Annual Report of Bank of Chongqing Co., Ltd. and Highlights thereof;
6. Proposal on the Financial Budget Proposal of Bank of Chongqing for 2023;
7. Proposal on the Investment Plan for 2023;
8. Proposal on the Estimated Annual Caps for Daily Related Transactions for 2023;

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9. Proposal on the Appointment and Remuneration of External Auditors for 2023;
10. Proposal on the Election of Mr. ZHOU Qiang as a Non-executive Director of Bank of Chongqing;

### SPECIAL RESOLUTION

11. Proposal on the amendments to the Procedural Rules for Board of Directors of Bank of Chongqing Co., Ltd..

For and on behalf of the Board  
**Bank of Chongqing Co., Ltd.\***  
*Chairman*  
**LIN Jun**

Chongqing, the PRC,  
May 19, 2023

*Notes:*

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

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of resolutions at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the voting results will be published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.cqcbank.com](http://www.cqcbank.com)) in accordance with the Listing Rules.

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

Holders of H shares of the Bank are advised that the register of members of H shares of the Bank will be closed from Thursday, June 15, 2023 to Wednesday, June 21, 2023 (both days inclusive), during which time no transfer of H shares of the Bank will be effected and registered. In order to qualify for attending and voting at the AGM, instruments of transfer accompanied by relevant share certificates and other appropriate documents must be lodged with the Bank’s H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, by 4:30 p.m. on Wednesday, June 14, 2023.

Holders of H Shares who have registered as Shareholders on the H Share register of members of the Bank on Thursday, June 15, 2023 are entitled to attend and vote at the AGM.



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### 3. Dividend payment arrangement

The board of directors of the Bank has recommended the payment of a final cash dividend of RMB3.95 (tax inclusive) per 10 shares for the year ended December 31, 2022 to all shareholders of the Bank. If calculated based on the total share capital of ordinary Shares of 3,474,539,844 shares as of December 31, 2022, the Bank will pay a cash dividend of RMB1,372,443,238.38 (tax inclusive) in total. Since the Convertible Bonds issued by the Bank are in the conversion period, the total cash dividends actually distributed will be determined based on the total share number registered on the record date for implementing profit distribution, and the cash dividends distributed per share will remain unchanged. The dividend distribution plan will be submitted to the AGM for consideration. Subject to approval of the profit distribution plan of the Bank for 2022 (i.e. resolution No. 4), the dividend will be paid to holders of H shares whose names appear on the register of members of H shares of the Bank on Monday, July 3, 2023. The proposed dividends payable is denominated and declared in Renminbi, and will be paid to holders of A shares in Renminbi and holders of H shares in Hong Kong dollars. The actual amount declared in Hong Kong dollar shall be calculated at the average benchmark exchange rate for Renminbi against Hong Kong dollar published by the People's Bank of China five working days prior to and including the date of the AGM. In order to determine the register of members of H shares of the Bank entitled to the above cash dividend, the register of members of H shares of the Bank will be closed from Wednesday, June 28, 2023 to Monday, July 3, 2023 (both days inclusive). In order to be entitled to the final dividend, holders of H shares of the Bank who have not registered the related transfer documents are required to lodge the transfer documents, together with the relevant share certificates, with the Bank's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, June 27, 2023.

### 4. Proxy

Every shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether or not they are members of the Bank, to attend and vote on his/her behalf at the AGM. A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his/her attorney duly authorized in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing. The instrument appointing the proxy shall be deposited at the Bank's H share registrar for holders of H shares not less than 24 hours before the time specified for holding the AGM. If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other documents of authority under which the instrument is signed shall be notarized. The notarized power of attorney or other documents of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Bank's H share registrar.

### 5. Other businesses

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

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

*As at the date of this notice, the executive directors of the Bank are Ms. LIN Jun, Mr. RAN Hailing, Mr. LIU Jianhua and Mr. WONG Wah Sing; the non-executive directors of the Bank are Mr. WONG Hon Hing, Mr. YANG Yusong, Mr. WU Heng, Ms. YOU Lili and Ms. WANG Fengyan; and the independent non-executive directors of the Bank are Dr. LIU Xing, Mr. WANG Rong, Dr. ZOU Hong, Dr. FUNG Don Hau and Mr. YUAN Xiaobin.*

\* *The Bank holds a financial licence number B0206H250000001 approved by the regulatory authority of the banking industry of the PRC and was authorised by the Administration for Market Regulation of Chongqing to obtain a corporate legal person business licence with a unified social credit code 91500000202869177Y. The Bank is not an authorised institution within the meaning of Hong Kong Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking and/or deposit-taking business in Hong Kong.*