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.



Luzhou Bank Co., Ltd.* 泸州银行股份有限公司*

(Formerly known as Luzhou City Commercial Bank Co., Ltd.) (A joint stock company incorporated in the People's Republic of China with limited liability) (Stock Code: 1983)

(1) PROPOSED DISPOSAL OF CERTAIN COLLATERALS; (2) PROPOSED ISSUE OF THE SME BONDS; AND

(3) NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

A notice convening the Extraordinary General Meeting of the Bank to be held at 9:00 a.m. on Tuesday, August 27, 2019 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 9 to 10 of this Circular.

If you intend to attend the Extraordinary General Meeting 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 Extraordinary General Meeting or any adjourned meeting thereof (i.e. no later than 9:00 a.m. on Monday, August 26, 2019). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjourned meeting thereof.

If you intend to attend the Extraordinary General Meeting 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 6, 2019.

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

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

"Articles of Association"	the articles of association of the Bank (as amended, supplemented or otherwise modified 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
"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
"Extraordinary General Meeting"	2019 first extraordinary general meeting of the Bank proposed to be held at 9:00 a.m. on Tuesday, August 27, 2019 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"	The Stock Exchange of Hong Kong Limited
"H Share Registrar"	Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank
"H Shares"	overseas listed foreign shares with a par value of RMB1.00 each in the share capital of the Bank and traded in Hong Kong dollars

DEFINITIONS

"Latest Practicable Date"	July 9, 2019, 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 Extraordinary General Meeting"	the notice convening the Extraordinary General Meeting
"PBoC"	People's Bank of China (中國人民銀行), the central bank of the PRC
"PRC" or "China"	the People's Republic of China, but for the purpose of this Circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"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
"SME Bonds"	special financial bonds for loans to small and micro enterprises
"%"	per cent

^{*} 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.



Luzhou Bank Co., Ltd.* 泸州银行股份有限公司*

(Formerly known as Luzhou City Commercial 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. XU Xianzhong (徐先忠) Mr. LIU Shirong (劉仕榮)

Non-executive Directors: 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) 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, Sunlight Tower No. 248 Queen's Road East Wanchai, Hong Kong

July 12, 2019

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED DISPOSAL OF CERTAIN COLLATERALS; (2) PROPOSED ISSUE OF THE SME BONDS; AND (3) NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The Board of Directors hereby invites you to attend the Extraordinary General Meeting to be held at 9:00 a.m. on Tuesday, August 27, 2019 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC.

This Circular aims to give you the Notice of the Extraordinary General Meeting and to provide you with the information necessary to make an informed decision on whether to vote for or against certain ordinary resolution and special resolution to be proposed at the Extraordinary General Meeting relating to, among other things, the followings.

II. MATTERS TO BE CONSIDERED AT THE EXTRAORDINARY GENERAL MEETING

1. Proposed Disposal of Certain Collaterals

Reference is made to the announcement dated June 26, 2019 of the Bank in relation to, among other things, the proposed disposal of certain collaterals.

Prior to 2015, the Bank, during the course of business, provided three loans to the borrowers which were secured by their commercial properties as collateral (the "**Collaterals**"). After the borrowers defaulted, the relevant court in the PRC put the Collaterals up for auction but the auction failed, and the relevant Collaterals were then delivered to the Bank in 2016 and 2017, respectively. The then total carrying amounts of such Collaterals were approximately RMB100.78 million. In order to speed up the disposal and realization of the Collaterals, reduce the occupation of capital by inefficient assets, optimize the asset structure, and to build a modern financial enterprise with efficient capital operation and excellent asset quality, and in accordance with the relevant requirements of the Measures for the Administration of Debt-expired Assets in Banks of the Ministry of Finance of the PRC and the Administrative Measures for the Capital of Commercial Banks of the CBIRC, the Board proposes to dispose such Collaterals by way of public auctions.

Based on the recent reassessment by appraisal agency, the appraisal value of such Collaterals was approximately RMB38.4 million. It is expected that there would be a disposal loss of approximately RMB69.6 million together with the estimated disposal tax if the auction is to be completed at the appraisal price. According to the Bank's internal authorization, if the Bank's actual loss from the disposal of Collaterals, (i) exceeds the Bank's estimated loss, and the excess amount is within 10% of the estimated loss; and (ii) the actual loss amount is not more than RMB10 million, the chairman of the Bank will be fully authorized to handle the disposal, or when it is beyond the authority of the chairman of the Bank, such disposal shall be submitted to the general meeting for consideration.

Among the three Collaterals, as one of the commercial properties with a total area of approximately 7,128.99 square meters located in Yueliang Street, Dasi Lane, Hejiang Town, Hejiang County, Luzhou City, Sichuan Province, PRC is expected to incur a disposal loss of approximately RMB50.3 million, exceeding RMB10 million of the authority of the Board/the chairman of the Bank, the Board proposes to submit an ordinary resolution at the Extraordinary General Meeting to consider and approve the disposal of this collateral with an estimated loss exceeding RMB10 million.

According to the Bank's policy on asset impairment provision, the Bank made certain impairment provision for the Collaterals in 2018. As of the Latest Practicable Date, the Bank also proposed to make a further expected assets impairment provision of approximately RMB63 million for the Collaterals based on the appraisal value of the Collaterals, such further impairment provision would be reflected in the interim results of the Bank for the six months ended June 30, 2019 and would further offset some potential losses upon the actual completion of the disposal, while the remaining losses on disposal (if any) will affect the net profit after tax of the Bank upon the completion of actual disposal of the Collaterals. Reference is made to the positive profit alert dated July 8, 2019 of the Bank that based on a preliminary assessment on the unaudited management accounts of the Bank for the six months ended June 30, 2019 (taking into account, among others, the estimation of expected credit losses and impairment losses), as compared with that for the six months ended June 30, 2018.

As the disposal of the three Collaterals (one of which with an estimated loss exceeding RMB10 million and to be proposed at the Extraordinary General Meeting for the Shareholders to consider and approve its disposal) is yet to complete; the amount of above expected losses is calculated only based on current appraisal value; and the expected amount of taxes were estimated by tax agent and other factors, certain differences may exist between the actual losses arising from the actual disposal and the estimated losses, and the actual effect of the disposal losses of the three Collaterals on the annual profits in 2019 is still subject to further confirmation. The Bank will separately inform the Shareholders and the Bank's potential investors of any further material development of the disposal of the three Collaterals as and when appropriate and make appropriate disclosure according to the requirements of the Listing Rules if necessary.

2. Proposed Issue of the SME Bonds

Reference is made to the announcement published by the Bank on June 26, 2019 relating to, among others, the proposed issue of the SME Bonds.

In order to replenish the Bank's debt sources, optimize its medium- and long-term debt structure, and provide guarantee for its business development, the Board proposes a special resolution at the Extraordinary General Meeting to approve the public issue of the SME Bonds in the aggregate amount of not more than RMB2 billion with a maturity of not more than five years to all members in the national inter-bank bond market of the PRC by the Bank. The proceeds from the issuance will be earmarked for the issuance of loans of small and micro enterprises and personal business loans. The SME Bonds will not be listed on the Hong Kong Stock Exchange. The proposed issue of the SME Bonds is also subject to obtaining necessary approvals from the CBIRC's Sichuan office, the head office of the PBoC and other relevant regulatory authorities.

Size	:	not more than RMB2 billion (inclusive)
Term	:	not more than 5 years (inclusive)
Interest rate	:	a fixed interest rate to be determined by the Bank and the principal underwriter(s) based on the market conditions at the time of the issue
Use of proceeds	:	to be earmarked for the issuance of loans of small and micro enterprises and personal business loans
Target subscribers	:	all the members of the national inter-bank bond market of the PRC
Term of validity of the resolution	:	24 months, commencing on the date of passing of the relevant special resolution at the Extraordinary General Meeting
Whether listed on the Hong Kong Stock Exchange	:	will not be listed on the Hong Kong Stock Exchange

Particulars of the proposed issue of the SME Bonds are as follows:

The Bank will also propose at the Extraordinary General Meeting to authorize the Board to, and allow the Board to further delegate to the chairman, president and secretary to the Board of the Bank, for a period of 24 months, to handle all the matters related to the issue of the SME Bonds (including but not limited to the determination of size of issue, offering time, offering method, maturity of the bonds, target subscribers, face value, interest rate and other terms of the issue; applying to the relevant regulatory authorities for the issuance of the SME Bonds; executing relevant documents; appointing relevant professional institutions; and taking any other actions that he/she may deem necessary for the purposes of the issues of the SME Bonds).

III. EXTRAORDINARY GENERAL MEETING

The Bank intends to convene the Extraordinary General Meeting at 9:00 a.m. on Tuesday, August 27, 2019 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, to pass resolutions in respect of the matters set out in the Notice of the Extraordinary General Meeting. A notice of convening the Extraordinary General Meeting dated July 12, 2019, 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 Extraordinary General Meeting is also set out on pages 9 to 10 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 Extraordinary General Meeting, the H Share Register of Members will be closed from Saturday, July 27, 2019 to Tuesday, August 27, 2019 (both days inclusive). Shareholders who intend to attend and vote at the Extraordinary General Meeting shall lodge all the transfer documents together with the relevant share certificates with the 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, PRC) (for Holders of Domestic Shares) no later than 4:30 p.m. on Friday, July 26, 2019.

Reply Slip and Form of Proxy

Shareholders who intend to appoint a proxy to attend the Extraordinary General Meeting 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 at 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 not less than 24 hours before the time fixed for holding the Extraordinary General Meeting (i.e. no later than 9:00 a.m. on Monday, August 26, 2019) or any adjourned meeting.

Shareholders who intend to attend the Extraordinary General Meeting (or any adjourned meeting thereof) in person or by proxy shall complete and return the reply slip for attending the Extraordinary General Meeting (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 Extraordinary General Meeting (i.e. on or before Monday, August 6, 2019).

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

Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjourned meeting thereof should you so wish, and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the respective meeting.

Voting by Poll at the Extraordinary General Meeting

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders of a listed issuer at a general meeting of the issuer 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 Extraordinary General Meeting will therefore demand a poll for every resolution at the Extraordinary General Meeting pursuant to the Articles of Associations. On a poll, each Shareholder who attends the Extraordinary General Meeting in person or by proxy (or being 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 all the votes he/she/it used in the same manner.

IV. RECOMMENDATION

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

> 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.

NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING



Luzhou Bank Co., Ltd.* 泸州银行股份有限公司*

(Formerly known as Luzhou City Commercial Bank Co., Ltd.) (A joint stock company incorporated in the People's Republic of China with limited liability) (Stock Code: 1983)

NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2019 first extraordinary general meeting (the "**Extraordinary General Meeting**") of Luzhou Bank Co., Ltd. (the "**Bank**") will be held at 9:00 a.m. on Tuesday, August 27, 2019 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 disposal of certain collaterals by the Bank.

SPECIAL RESOLUTION

2. To consider and approve the issue of special financial bonds for loans to small and micro enterprises (the "SME Bonds"), and to authorize the Board (and allow the Board to further delegate) to issue the SME bonds.

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

Luzhou, the PRC

July 12, 2019

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NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

- The register of members of the Bank will be closed from Saturday, July 27, 2019 to Tuesday, August 27, 2019, (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 Extraordinary General Meeting, all transfers 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, July 26, 2019.
- 2. A shareholder of the Bank (the "**Shareholder**") who is entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxies (the "**Proxy**" or "**Proxies**") to attend and, in the event of a poll, vote on his or her behalf. A Proxy need not be a Shareholder.
- 3. The instrument appointing a proxy must be in writing under the hand of the attorney duly authorized by a Shareholder in writing. If the Shareholder is a corporate, 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 Extraordinary General Meeting (i.e. not later than 9:00 a.m. on Monday, August 26, 2019). 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 Extraordinary General Meeting or any adjourned meetings should he/she so wishes.
- 5. Shareholders shall produce their identity documents and supporting documents in respect of the shares held when attending the Extraordinary General Meeting. If corporate Shareholders appoints authorized representative to attend the Extraordinary General Meeting, the authorized representative shall produce his/her identity documents and a notarial certified copy of the relevant authorization instrument signed by the board of directors 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 Extraordinary General Meeting.
- 6. Shareholders who intend to attend and vote at the Extraordinary General Meeting 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 6, 2019.
- 7. The Extraordinary General Meeting is expected to be held for less than half a day. Shareholders who intend to attend the Extraordinary General Meeting shall arrange and bear their own transportation and accommodation expenses.
- 8. The name and address of the Bank's H share registrar and transfer office 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