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重慶農村商業銀行

CHONGQING RURAL COMMERCIAL BANK

重慶農村商業銀行股份有限公司*

Chongqing Rural Commercial Bank Co., Ltd.*

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

(Stock Code: 3618)

PRELIMINARY PRICE CONSULTATION PERIOD OF A SHARE OFFERING AND SUMMARY OF PRINCIPAL PROVISIONS OF A SHARE PROSPECTUS

This announcement is made by Chongqing Rural Commercial Bank Co., Ltd. 重慶農村商業銀行股份有限公司* (the “**Bank**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Bank dated 28 April 2016, the supplemental circular dated 6 June 2016, the announcement dated 17 June 2016, the announcement dated 17 March 2017, the announcement dated 21 March 2017, the circular dated 12 April 2017, the announcement dated 5 May 2017, the announcement dated 12 March 2018, the announcement dated 13 March 2018, the announcement dated 29 March 2018, the circular dated 4 April 2018, the announcement dated 27 April 2018, the announcement dated 26 February 2019, the announcement dated 26 March 2019, the circular dated 4 April 2019, the announcement dated 26 April 2019, the announcement dated 15 August 2019 and the announcement dated 6 September 2019, in relation to the proposed initial public offering of not more than 1,357,000,000 A Shares by the Bank (the “**A Share Offering**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the above announcements and circulars.

(I) PRELIMINARY PRICE CONSULTATION PERIOD OF THE A SHARE OFFERING

As disclosed in the announcement of the Bank dated 6 September 2019, the Bank has received an official written notification from the China Securities Regulatory Commission (the “**CSRC**”) on 6 September 2019 that the A Share Offering has been approved. As required by the applicable PRC laws and regulations, the Bank and the joint lead underwriters of the A Share Offering will conduct preliminary price consultations among qualified participants in the PRC

who meet the requirements of the PRC laws and regulations on 17 September 2019 (from 9:30 a.m. to 15:00 p.m.) to determine the issue price. The Bank will make further announcement(s) once the final issue size and issue price of the A Share Offering have been determined.

(II) PRINCIPAL PROVISIONS OF THE A SHARE PROSPECTUS

The full text of the prospectus in Chinese only in relation to the A Share Offering (the “**A Share Prospectus**”), a summary of the A Share Prospectus and the relevant appendices were published by the Bank on the website of the Shanghai Stock Exchange (www.sse.com.cn), the website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Bank (www.cqrcb.com) on 10 September 2019. The summary of the A Share Prospectus was also published on various PRC newspapers including China Securities Journal, Shanghai Securities News, Securities Times and Securities Daily on 10 September 2019.

The summary of the principal provisions of the A Share Prospectus is as follows:

1. Summary of the A Share Offering

Class of shares:	Ordinary shares in RMB (A Shares)
Nominal value per share:	RMB1.00
Number of shares to be issued:	Up to 1,357,000,000 shares (representing 11.95% of the total share capital after the Offering)
Issue price per share:	RMB[]
Earnings per share before the Offering (calculated by dividing the Bank’s audited net profit attributable to the parent for 2018 before or after the deduction of the non-recurring profit or loss (whichever is lower) by the total share capital before the Offering):	RMB0.90

Earnings per share after the Offering (calculated by dividing the Bank's audited net profit attributable to the parent for 2018 before or after the deduction of the non-recurring profit or loss (whichever is lower) by the total share capital after the Offering):	RMB[]
Price-to-earnings (P/E) ratio of the Offering (based on earnings per share after the Offering):	[] times
Net asset value per share before the Offering (calculated by dividing the Bank's audited equity attributable to the shareholders of the parent as at 31 March 2019 by the total share capital before the Offering):	RMB7.37
Net asset value per share after the Offering (calculated by dividing the Bank's audited equity attributable to the shareholders of the parent as at 31 March 2019 and the net proceeds raised from the Offering by the total share capital after the Offering):	RMB[]
Price-to-book (P/B) ratio of the Offering (based on net asset value per share after the Offering):	[] times
Method of offering:	The offering will be conducted through a combination of offline book-building and placement to offline investors, and online offering to qualified public investors at a fixed price, or through any other methods of offering as permitted by the CSRC

Target subscribers of the Offering:	The qualified individuals and institutional investors (excluding those whose subscriptions are prohibited by the relevant PRC laws and regulations). If any of the above target subscribers of the A Share Offering is a connected person of the Bank, the Bank will take all reasonable measures to comply with the relevant listing rule requirements of the jurisdictions in which the shares are listed
Underwriting method:	The Offering is underwritten by an underwriting syndicate led by the lead underwriter(s) on a standby commitment basis
Estimated gross proceeds raised:	RMB[]; and after deduction of offering expenses, the estimated net proceeds raised are RMB[]
Estimated offering expenses:	The expenses occurred in connection with the Offering are RMB[], among which underwriting and sponsor fees are determined by the actual gross proceeds raised multiply 0.75%; accounting fees are RMB8.72 million; legal expenses are RMB5.26 million; handling fees for the Offering are RMB1.92 million; information disclosure expenses are RMB6.53 million; and stamp duty shall be determined by calculation based on 0.025% of the actual amount of the net proceeds raised (the above expenses do not contain value-added tax)
The stock exchange for the listing:	The Shanghai Stock Exchange

2. Use of proceeds

Approved by the annual general meeting for 2015 held on 17 June 2016, Friday, the proceeds raised by the A Shares Offering of the Bank, after deducting the offering expenses, will be used for replenishing the capital of the Bank to support the continuous business growth of the Bank. As for the details of use of proceeds, please refer to the supplemental circular of the Bank dated 6 June 2016.

3. Share capital before and after the A Share Offering

As at the signing date of the A Share Prospectus of the Bank, the Bank's share capital comprised a total of 10,000,000,000 shares, while the number of A Shares issued by the Offering does not exceed 1,357,000,000 shares, representing approximately 11.95% of the total share capital after the Offering. According to the register of members of the Bank as at 30 June 2019 provided by CSDCC, based on the maximum of the Offering of 1,357,000,000 shares, the shareholding structure of the Bank before and after the Offering is as follows:

Shareholders	Before the Offering		After the Offering	
	Number of shares held (Share)	Percentage of shareholding (%)	Number of shares held (Share)	Percentage of shareholding (%)
1. Domestic legal person shareholders	5,924,048,559	59.24	5,924,048,559	52.16
Of which: (1) State-owned legal person shares	2,811,862,459	28.12	2,811,862,459	24.76
(2) Private legal person shares	3,112,186,100	31.12	3,112,186,100	27.40
2. Domestic natural person shareholders	1,562,615,400	15.63	1,562,615,400	13.76
3. Shareholders of overseas-listed foreign shares (H Shares)	2,513,336,041	25.13	2,513,336,041	22.13
4. A Shareholders subscribed for the shares issued by the Offering	—	—	<u>1,357,000,000</u>	<u>11.95</u>
Total	<u>10,000,000,000</u>	<u>100.00</u>	<u>11,357,000,000</u>	<u>100.00</u>

The above English version of the summary of the principal provisions of the A Share Prospectus is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

The Bank will keep the Shareholders and potential investors informed of any further development in relation to the A Share Offering in accordance with the Listing Rules and applicable laws and regulations.

This announcement is for information purposes only and does not constitute any invitation or offer to acquire, purchase or subscribe for securities of the Bank.

For and on behalf of the Board
Chongqing Rural Commercial Bank Co., Ltd.*
重慶農村商業銀行股份有限公司*
Liu Jianzhong
Chairman and Executive Director

Chongqing, the PRC, 10 September 2019

As at the date of this announcement, the executive directors of the Bank are Mr. Liu Jianzhong, Mr. Xie Wenhui and Mr. Zhang Peizong; the non-executive directors of the Bank are Mr. Zhang Peng, Ms. Chen Xiaoyan, Mr. Luo Yuxing and Mr. Wen Honghai; and the independent non-executive directors of the Bank are Mr. Yuan Zengting, Mr. Cao Guohua, Mr. Song Qinghua, Mr. Zhang Qiaoyun and Mr. Lee Ming Hau.

* *The Bank holds a financial licence number B0335H250000001 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 91500000676129728J. The Bank is not an authorised institution in accordance with the 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/deposit-taking business in Hong Kong.*