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泸州银行股份有限公司

LUZHOU BANK CO., LTD.

Luzhou Bank Co., Ltd.*

泸州银行股份有限公司*

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

(Stock Code: 1983)

**ANNOUNCEMENT ON AMENDMENTS TO THE ARTICLES OF
ASSOCIATION, CHANGE OF REGISTERED CAPITAL,
APPOINTMENT OF DIRECTORS AND APPROVAL OF
ISSUANCE OF CAPITAL BONDS WITHOUT A FIXED TERM
BY RELEVANT REGULATORY AUTHORITIES**

References are made to the announcement dated March 26, 2019, the circular dated April 12, 2019, and the poll results announcement of the 2018 annual general meeting (the “**2018 Annual General Meeting**”) dated May 28, 2019 (the “**Annual General Meeting Announcement and Circular**”) of Luzhou Bank Co., Ltd. (the “**Bank**”). The resolutions relating to the amendments to the articles of association of the Bank (the “**Articles of Association**”), change of registered capital of the Bank and appointment of Ms. PAN Lina, Ms. LIU Anyuan and Mr. JIANG Bo as the non-executive Directors, among other things, were considered and approved at the 2018 Annual General Meeting held on May 28, 2019.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Bank received the Approval on Amendments to the Articles of Association of Luzhou Bank Co., Ltd. issued by the China Banking and Insurance Regulatory Commission Sichuan Office (Chuan Yin Bao Jian Fu [2019] No. 1159) (《中國銀保監會四川監管局關於同意泸州银行股份有限公司修改章程的批覆》(川銀保監覆[2019]1159號)) from the China Banking and Insurance Regulatory Commission Sichuan Office (the “**CBIRC Sichuan Office**”) on December 31, 2019, which approved the amended Articles of Association passed at the above 2018 Annual General Meeting. The amended Articles of Association comes into effect from the date of approval of the CBIRC Sichuan Office, for the full text of which, please refer to the website of the Bank (www.lzccb.cn) and the website of the Stock Exchange of Hong Kong Limited (www.hkxnews.hk).

CHANGE OF REGISTERED CAPITAL

The Bank received the Approval on Change of Registered Capital by Luzhou Bank Co., Ltd. issued by the China Banking and Insurance Regulatory Commission Sichuan Office (Chuan Yin Bao Jian Fu [2019] No. 1155) (《中國銀保監會四川監管局關於同意泸州银行股份有限公司變更註冊資本的批覆》(川銀保監覆[2019]1155號)) from the CBIRC Sichuan Office on December 31, 2019, which approved the change of registered capital of the Bank passed at the above 2018 Annual General Meeting. The CBIRC Sichuan Office approved the change of the Bank’s registered capital to RMB2,264,793,385.

APPOINTMENT OF DIRECTORS

The Bank received the Approval on the Qualification of Directorship of PAN Lina of Luzhou Bank Co., Ltd. issued by the China Banking and Insurance Regulatory Commission Sichuan Office (Chuan Yin Bao Jian Fu [2019] No. 1160) (《中國銀保監會四川監管局關於核准潘麗娜瀘州銀行股份有限公司董事任職資格的批覆》(川銀保監覆[2019]1160號)), Approval on the Qualification of Directorship of LIU Anyuan of Luzhou Bank Co., Ltd. issued by the China Banking and Insurance Regulatory Commission Sichuan Office (Chuan Yin Bao Jian Fu [2019] No. 1158) (《中國銀保監會四川監管局關於核准劉安媛瀘州銀行股份有限公司董事任職資格的批覆》(川銀保監覆[2019]1158號)) and Approval on the Qualification of Directorship of JIANG Bo of Luzhou Bank Co., Ltd. issued by the China Banking and Insurance Regulatory Commission Sichuan Office (Chuan Yin Bao Jian Fu [2019] No. 1151) (《中國銀保監會四川監管局關於核准江波瀘州銀行股份有限公司董事任職資格的批覆》(川銀保監覆[2019]1151號)) from the CBIRC Sichuan Office on December 31, 2019. Pursuant to the relevant requirements, the CBIRC Sichuan Office has approved the qualifications of directorship of the above-mentioned persons, whose term of office commenced from December 31, 2019. Since the same date, Ms. PAN Lina has served as the chairperson of the development and strategy committee and a member of the audit committee of the seventh session of the Board, Ms. LIU Anyuan has served as a member of each of the audit committee and consumer rights protection committee of the seventh session of the Board, and Mr. JIANG Bo has served as a member of the risk management committee of the seventh session of the Board.

Please refer to the circular of the Bank dated April 12, 2019 for the biographies of the above-mentioned Directors.

After the above appointment of Directors comes into effect, the Board is comprised of 13 Directors. Since Mr. ZHOU Kai (“**Mr. ZHOU**”), a proposed independent non-executive Director for the seventh session of the Board passed away, the appointment will not come into effect and the Bank will only have 4 independent non-executive Directors. Therefore, the Bank is unable to fully comply with the requirements of Rule 3.10A, Rule 3.25 and Rule A.5.1 of the Corporate Governance Code of Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including the requirement that independent non-executive Directors shall represent at least one-third of the Board and the requirement regarding the composition of the nomination and remuneration committee. The Bank is endeavoring to identify a suitable candidate to serve as an independent non-executive Director and as a member of the nomination and remuneration committee as soon as practicable, and will make further announcement(s) as and when appropriate. For details of passing away of Mr. ZHOU, a proposed independent non-executive Director for the seventh session of the Board, member of the nomination and remuneration committee and member of the related party (connected) transactions control committee by the Bank, please refer to the announcement of the Bank dated December 9, 2019.

ISSUANCE OF CAPITAL BONDS WITHOUT A FIXED TERM

The Bank is also pleased to announce that the Bank has recently received the Approval on Issuance of Capital Bonds without a Fixed Term by Luzhou Bank Co., Ltd. issued by the China Banking and Insurance Regulatory Commission Sichuan Office (Chuan Yin Bao Jian Fu [2019] No. 1013) (《中國銀保監會四川監管局關於瀘州銀行股份有限公司發行無固定期限資本債券的批覆》(川銀保監覆[2019]1013號)) and the Affirmative Decision of Administration License of the People's Bank of China (Yin Shi Chang Xu Zhun Yu Zi [2019] No. 257) (《中國人民銀行准予行政許可決定書》(銀市場許准予字[2019]第257號)), respectively, and has been approved to issue capital bonds without a fixed term in China's national inter-bank bond market of an amount no more than RMB1,700 million (the “**Approved Amount**”). The Approved Amount will be valid for two years from December 27, 2019.

The Bank will perform its obligation of information disclosure regarding the issuance of capital bonds without a fixed term in accordance with relevant regulatory requirements.

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

Luzhou, China, December 31, 2019

As at the date of this announcement, the Board comprises Mr. YOU Jiang, Mr. XU Xianzhong and Mr. LIU Shirong as executive Directors, Ms. PAN Lina, Mr. XIONG Guoming, Mr. LIU Qi, Mr. DAI Zhiwei, Ms. LIU Anyuan and Mr. JIANG Bo as non-executive Directors and Mr. GU Mingan, Mr. HUANG Yongqing, Mr. YE Changqing and Mr. TANG Baoqi as independent non-executive Directors.

* *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.*