
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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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)

- (1) PROPOSED ISSUE OF NEW H SHARES UNDER SPECIFIC MANDATE;**
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING;
(4) NOTICE OF 2020 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING;
AND
(5) NOTICE OF 2020 FIRST H SHAREHOLDERS' CLASS MEETING

Notices convening the EGM of the Bank to be held at 9:00 a.m. on Thursday, March 26, 2020 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, the Domestic Shareholders' Class Meeting to be held at 9:30 a.m. on the same day or immediately following the conclusion of the EGM, whichever is later, and the H Shareholders' Class Meeting to be held at 10:00 a.m. on the same day or immediately following the conclusion of the Domestic Shareholders' Class Meeting, whichever is later, are set out on pages 16 to 24 of this Circular.

If you intend to attend the EGM and/or the Class Meetings by proxy, you are required to complete and return the form of proxy in accordance with the instructions printed thereon. For H Shareholders, 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 Domestic Shareholders, 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, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting (i.e. no later than 9:00 a.m. on Wednesday, March 25, 2020; 9:30 a.m. on Wednesday, March 25, 2020; and 10:00 a.m. on Wednesday, March 25, 2020, respectively). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and/or the Class Meetings.

If you intend to attend the EGM and/or the Class Meetings in person or by proxy, you are required to complete and return the reply slip to the Computershare Hong Kong Investor Services Limited (for H Shareholders) or the office of the Board of the Bank (for Domestic Shareholders) on or before Thursday, March 5, 2020.

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

February 7, 2020

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DEFINITIONS

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

“Announcement”	the announcement of the Bank dated January 10, 2020, in relation to the proposed issue of New H Shares under specific mandate and proposed amendments to the Articles of Association
“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 incorporated in the PRC with limited liability, whose H shares are listed on the Main Board of the Stock Exchange (stock code: 1983)
“Board”	the board of directors of the Bank
“CBIRC Sichuan Office”	China Banking and Insurance Regulatory Commission Sichuan Office
“Class Meeting(s)”	collectively, the Domestic Shareholders’ Class Meeting and H Shareholders’ Class Meeting
“Class Shareholder(s)”	Domestic Shareholder(s) and/or H Shareholder(s), as the case may be
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	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
“Domestic Shareholder(s)”	holder(s) of Domestic Shares

DEFINITIONS

“Domestic Shareholders’ Class Meeting”	the 2020 first Domestic Shareholders’ class meeting of the Bank proposed to be held at 9:30 a.m. on Thursday, March 26, 2020 or immediately following the conclusion of the EGM, whichever is later, at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC
“EGM”	the 2020 first extraordinary general meeting of the Bank proposed to be held at 9:00 a.m. on Thursday, March 26, 2020 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC
“H Share(s)”	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
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank
“H Shareholder(s)”	holder(s) of H Shares
“H Shareholders’ Class Meeting”	the 2020 first H Shareholders’ class meeting of the Bank proposed to be held at 10:00 a.m. on Thursday, March 26, 2020 or immediately following the conclusion of the Domestic Shareholders’ Class Meeting, whichever is later, at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	February 3, 2020, 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 Stock Exchange

DEFINITIONS

“New H Share Issue”	the proposed issue of not more than 360,000,000 New H Shares (inclusive)
“New H Shares”	not more than 360,000,000 New H Shares (inclusive) proposed to be issued upon the exercise of a specific mandate to be granted to the Board by the Shareholders at the EGM, the Domestic Shareholders’ Class Meeting and H Shareholders’ Class Meeting
“Notice of Domestic Shareholders’ Class Meeting”	the notice convening the Domestic Shareholders’ Class Meeting
“Notice of EGM”	the notice convening the EGM
“Notice of H Shareholders’ Class Meeting”	the notice convening the H Shareholders’ Class Meeting
“PRC”	the People’s Republic of China, for the purpose of this Circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the Domestic Share(s) and/or the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreements”	collectively, the subscription agreements expected to be entered into by the Bank and potential investors for the subscription of the New H Shares
“%”	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.*

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. YOU Jiang (游江) (*Chairman*)
Mr. XU Xianzhong (徐先忠)
Mr. LIU Shirong (劉仕榮)

Registered address:

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

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)
Ms. LIU Anyuan (劉安媛)
Mr. JIANG Bo (江波)

Principal place of business in Hong Kong:

40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai, Hong Kong

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)

February 7, 2020

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED ISSUE OF NEW H SHARES UNDER SPECIFIC MANDATE;**
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING;
(4) NOTICE OF 2020 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING;
AND
(5) NOTICE OF 2020 FIRST H SHAREHOLDERS' CLASS MEETING

I. INTRODUCTION

The Board hereby invites you to attend the EGM to be held at 9:00 a.m. on Thursday, March 26, 2020 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC and subsequent Class Meetings.

LETTER FROM THE BOARD

This Circular aims to give you the notices of the EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting and to provide you with the information necessary to make an informed decision on whether to vote for or against certain resolutions to be proposed at the EGM and Class Meetings relating to, among other things, the following matters.

II. MATTERS TO BE CONSIDERED AND APPROVED AT THE EGM AND THE CLASS MEETINGS

1. Proposed issue of New H Shares under Specific Mandate

Reference is made to the Announcement in relation to the proposed issue of not more than 360,000,000 New H Shares, pursuant to a specific mandate to be sought at the EGM and the Class Meetings, representing approximately 15.90% of the total existing issued share capital of the Bank before the New H Share Issue, and approximately 13.72% of the total enlarged issued share capital of the Bank after the New H Share Issue; and representing approximately 57.36% of the existing issued H Shares of the Bank before the New H Share Issue, and approximately 36.45% of the enlarged issued H Shares of the Bank after the New H Share Issue.

The proposed issue of New H Shares under specific mandate and other related matters below are conditional and subject to (i) obtaining Shareholders' approval at the EGM by way of special resolutions and at the Class Meetings and necessary approvals from the CBIRC Sichuan Office, the CSRC and other relevant regulatory authorities; (ii) the entering into of Subscription Agreements between the Bank and the potential investors and such Subscription Agreements not being terminated in accordance with the terms therein; and (iii) the Listing Committee of the Stock Exchange granting listing of and permission to deal in all of the New H Shares to be issued and allotted pursuant to the proposed New H Share Issue.

Proposed plan for the New H Share Issue

Details of the New H Share Issue are as follows:

(1) Class and nominal value of Shares to be issued

Ordinary H Shares with a nominal value of RMB1.00 each. New H Shares will be listed on the Main Board of Stock Exchange after issuance. Unless otherwise required by the applicable PRC laws and regulations and the Articles of Association, the New H Shares shall rank *pari passu* with the issued Domestic Shares and H Shares.

(2) Method of issuance

Non-public offering, subject to the approval for the listing and trading of the New H Shares from relevant regulatory authorities (including but not limited to CBIRC Sichuan Office and CSRC) and the Stock Exchange.

LETTER FROM THE BOARD

(3) *Target placees*

The New H Shares will be placed to qualified investors (excluding those in respect of which subscription has been prohibited under relevant laws and regulations), who (together with their respective ultimate beneficial owners) are independent third parties and not connected persons of the Bank. The actual placee(s) is subject to the adjustment according to the prevailing marketing condition at the time of issue.

(4) *Method of subscription*

The New H Shares are to be subscribed by the investors in cash, and issued and allotted in accordance with the terms of the Subscription Agreements to be entered into between the Bank and the qualified investors.

(5) *Size of issuance*

The Bank will issue not more than 360,000,000 New H Shares, representing approximately 15.90% of the total existing issued share capital of the Bank before the New H Share Issue, and approximately 13.72% of the total enlarged issued share capital of the Bank after the New H Share Issue; and representing approximately 57.36% of the existing issued H Shares of the Bank before the New H Share Issue, and approximately 36.45% of the enlarged issued H Shares of the Bank after the New H Share Issue. The size of the New H Share Issue will be adjusted in case of ex-right events including bonus issue, rights issue, and transfer to share capital from capital reserve during the period from the date of the approval of the Board to the date of such New H Share Issue but in any event will not be more than the cap of 360,000,000 New H Shares. Within the limit of the cap of 360,000,000 New H Shares, the final issuance size shall be determined by the Board or the persons authorized by the Board with the underwriters of the New H Share Issue in accordance with the authorization of the EGM and the Class Meetings and in accordance with the requirements of laws, approvals of regulatory authorities and market conditions at the time of the New H Share Issue.

(6) *Pricing mechanism*

The New H Shares will be issued at a price determined after arm's length negotiation between the persons authorized by the Board and the lead underwriters with reference to the rule of fair trade, the capital market conditions and the stock price of the Bank. In any case, the issue price of the New H Shares shall not represent a discount of 20% or more to the average closing price of the H shares as quoted on the Stock Exchange over the last five trading days prior to the date of determination of the relevant issue price, and shall comply with market practices. As advised by the PRC legal advisers of the Bank, there is no mandatory legal requirement under the relevant PRC laws and regulations as to the mechanism in determining the issue price or price range of the New H Shares; and the Bank shall endeavor to comply with the applicable laws and regulations relating to the determination of the issue price of the New H Shares (if any).

LETTER FROM THE BOARD

(7) *Lock-up period*

The New H Shares will not be subject to any lock-up period.

(8) *Use of proceeds*

The proceeds of the New H Share Issue, after deducting relevant expenses, will all be used to replenish the core tier I capital of the Bank.

(9) *Accumulated profits*

Upon completion of the New H Share Issue, any accumulated profits of the Bank which remain undistributed before the New H Share Issue shall be for the benefit of all the Shareholders of the Bank (including Shareholders holding the New H Shares) as a whole.

(10) *Underwriting*

The underwriter will be determined by the Board or persons authorized by the Board within the Board's authorization and shall procure the subscriber(s) to subscribe for the New H Shares.

(11) *Time of issuance*

The Bank will select an appropriate time and market window within the validity period of the resolutions to be passed at the EGM and the Class Meetings to implement the New H Share Issue. The New H Share Issue is subject to approval by CBIRC Sichuan Office, CSRC and the Stock Exchange. The actual time of issuance shall be determined by the Board or persons authorized by the Board as authorized by the EGM and the Class Meetings, taking into account the overseas capital market conditions and the approval progress of both domestic and overseas competent and regulatory authorities.

(12) *Validity period of the resolutions*

The resolutions relating to the New H Share Issue will be valid for 12 months, commencing from the date of passing of the relevant special resolutions at the EGM and obtaining the approval from Class Shareholders at the Class Meetings. The Board shall propose at the general meeting to consider and approve the extension of the validity period if the New H Share Issue is not completed within such 12-month validity period.

LETTER FROM THE BOARD

2. Authorization to the Board and Authorized Person(s) to Implement the New H Share Issue

The Board will seek the Shareholders' authorization at the EGM and the Class Meetings respectively authorizing the Chairman of the Bank, the President of the Bank and the secretary of the Board of the Bank to separately or jointly deal with and complete all the matters in relation to the New H Share Issue in their sole discretion for a term of 12 months upon the passing of the relevant resolution(s) at the EGM and the Class Meetings. Such matters include but are not limited to:

- (a) pursuant to the plan for the New H Share Issue approved by the EGM and the Class Meetings, and based on the opinions of relevant domestic and overseas government authorities and regulatory authorities on the New H Share Issue, amending, improving and specifically implementing the plan for the New H Share Issue in accordance with the market environment, including but not limited to, determining the actual issue size, issue price, issue time, issue method, target placees, strategic placement, use of proceeds and other matters based on the situation at the time of the New H Share Issue;
- (b) subject to the compliance of the regulatory requirements of the CBIRC Sichuan Office, the CSRC, and the Stock Exchange, determining the issue price and the number of Shares to be issued to target placees within the scope of the plan for the New H Share Issue considered and approved by the EGM and the Class Meetings;
- (c) drafting, amending, supplementing, signing, submitting, reporting, executing all agreements or documents related to the New H Share Issue and Shares subscription, including but not limited to the Subscription Agreements and under which documents to be signed and required for the consummation of the closing, related/connected transaction agreement, investment agreement, underwriting agreement, all application documents submitted to the regulatory authorities, all application documents or forms and supporting documents submitted to the Stock Exchange in respect of the listing and trading of New H Shares, the communication (if required) with regulatory authorities, the CSRC and the Stock Exchange in respect of the New H Share Issue and Shares subscription, the forms, letters or documents submitted to Computershare Hong Kong Investor Services Limited, and dealing with relevant information disclosures regarding the New H Share Issue in accordance with the regulatory requirements;
- (d) dealing with all relevant approvals, registrations, filings, permits and permissions from relevant domestic and overseas government authorities, regulatory authorities, institutions including but not limited to: (1) approval of the CBIRC Sichuan Office on the New H Share Issue, the corresponding change in registered capital and the amendments to the Articles of Association; (2) approval of the CSRC on the New H Share Issue; and (3) obtaining the approval of Luzhou Administration Bureau for Market Regulation on the registration of the change in registered capital and

LETTER FROM THE BOARD

amendments to the Articles of Association, and obtaining the approval of the Stock Exchange; and the listing of and permission to deal in all New H Shares to be issued and allotted under the New H Share Issue on the Main Board of the Stock Exchange;

- (e) dealing with matters related to the appointment and engagement of relevant intermediaries;
- (f) approving and authorizing the Bank's H Share Registrar to, on behalf of itself or any other person/institution delegated by it, place, allot and issue the New H Shares, and register the placee(s) or HKSCC Nominees Limited as holder of the New H Shares in the H Share register of members of the Bank in Hong Kong;
- (g) making any amendments to the Articles of Association and other corporate governance documents pursuant to domestic or foreign laws, regulations and other regulatory documents due to the needs of the New H Share Issue which have been considered and approved at the general meetings and the Board meetings based on any changes in domestic or foreign laws, regulations and other regulatory documents, the requirements and advice of the relevant domestic and overseas government authorities and regulatory authorities, and the actual situation of the New H Share Issue; making corresponding amendments and supplements to the Articles of Association with respect to the registered capital, issuable overseas-listed foreign shares (H Shares) and equity structure of the Bank and proceeding the approval, registration of changes and filing procedures with banking and insurance regulatory authority and other relevant government departments in respect of change in registered capital and the Articles of Association upon the completion of the New H Share Issue;
- (h) making corresponding amendments to the resolutions regarding the New H Share Issue considered and approved by the general meetings according to the requirements of government authorities and regulatory authorities as well as relevant approval documents;
- (i) granting authorization to the Board to authorize relevant parties to deal with and handle matters related to the New H Share Issue, sign legal documents regarding the New H Share Issue and approve related matters as required; and
- (j) dealing with any other matters related to the New H Share Issue.

Depending on market conditions, the Board may or may not exercise the specific mandate, if granted, to issue the New H Shares. If the Board proceeds with the New H Share Issue pursuant to the specific mandate, separate announcement(s) will be made by the Bank.

LETTER FROM THE BOARD

3. General Information regarding the New H Share Issue

Reasons for and benefits of the New H Share Issue

In light of its business development and asset investment, the Bank has increased support for the real economy such as micro, small and private businesses, resulting in a decline in capital adequacy ratios of the Bank at different levels in 2019 which indicated an overall downward trend.

The Bank will make full use of the financing advantages of the Hong Kong capital market and intends to replenish the core capital by financing so as to further strengthen its comprehensive competitiveness. Upon completion of the New H Share Issue, the Bank's core capital, tier I capital and net capital could be replenished, which will effectively support the sustainable development of its operation in future to practically improve its ability to serve the real economy and also can enhance the safety margin of the capital adequacy ratio of the Bank at all levels so as to further enhance the Bank's ability to resist risks and promote sustainable development of the Bank.

Having considered, among other things, the foregoing reasons for and benefits of the New H Share Issue, the Directors are of the view that the specific mandate to issue New H Shares is in the interests of the Bank and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the New H Share Issue on the equity structure of the Bank

For reference and illustration purposes only, assuming that a total of 360,000,000 New H Shares under the New H Share Issue are permitted for issuance and all of the New H Shares are issued, and there are no changes to the issued share capital of the Bank prior to completion of the New H Share Issue, the equity structure of the Bank as at the Latest Practicable Date and immediately after the completion of the New H Share Issue is set out as follows:

	As at the Latest Practicable Date		Immediately after completion of the New H Share Issue	
	Number of Shares	As a percentage of total issued Shares ⁽⁷⁾ (%)	Number of Shares	As a percentage of total issued Shares ⁽⁷⁾ (%)
Total Domestic Shares				
<i>Including</i>				
Luzhou Laojiao Group Co., Ltd. ⁽¹⁾	325,440,000	14.37	325,440,000	12.40
Luzhou Laojiao Co., Ltd. ⁽¹⁾	36,160,000	1.60	36,160,000	1.38
Sichuan Jiale Enterprise Group Co., Ltd. ⁽²⁾	271,200,000	11.97	271,200,000	10.33
Jiale Real Estate Co., Ltd. ⁽²⁾	7,232,000	0.32	7,232,000	0.28
Luzhou Xinfu Mining Industry Group Co., Ltd. ⁽³⁾	271,200,000	11.97	271,200,000	10.33
LIU Shirong ⁽⁴⁾	10,848	0.0005	10,848	0.0004
LAN Ying ⁽⁵⁾	16,272	0.0007	16,272	0.0006
Other Domestic Shareholders	725,934,265	32.05	725,934,265	27.66
Total H Shares				
H Shareholders ⁽⁶⁾	627,600,000	27.71	627,600,000	23.90
New H Shares	–	–	360,000,000	13.72
Total	2,264,793,385	100.00	2,624,793,385	100.00

Notes:

- (1) As at the Latest Practicable Date, Luzhou Laojiao Group Co., Ltd. directly held 325,440,000 Domestic Shares, was one of the Bank's substantial shareholders. Luzhou Laojiao Co., Ltd. which, to the best knowledge of the Bank, was a subsidiary of Luzhou Laojiao Group Co., Ltd. as at the Latest Practicable Date and directly held 36,160,000 Domestic Shares, therefore the Domestic Shares held by Luzhou Laojiao Group Co., Ltd. and Luzhou Laojiao Co., Ltd. are not counted as Shares held by public as defined in Rule 8.24 of the Listing Rules.
- (2) As at the Latest Practicable Date, Sichuan Jiale Enterprise Group Co., Ltd. directly held 271,200,000 Domestic Shares, was one of the Bank's substantial shareholders and is beneficially owned by Mr. XIONG Guoming, a director of the Bank as to 80%. Jiale Real Estate Co., Ltd. which, to the best of the Bank's knowledge, is a subsidiary of Sichuan Jiale Enterprise Group Co., Ltd. as at the Latest Practicable Date and directly held 7,232,000 Domestic Shares, therefore, the Domestic Shares held by Sichuan Jiale Enterprise Group Co., Ltd. and Jiale Real Estate Co., Ltd. are not counted as Shares held by public as defined in Rule 8.24 of the Listing Rules.

LETTER FROM THE BOARD

- (3) Mr. LIU Shirong is a director of the Bank, therefore the Domestic Shares held by him are not counted as Shares held by public as defined in Rule 8.24 of the Listing Rules.
- (4) As at the Latest Practicable Date, Luzhou Xinfu Mining Industry Group Co., Ltd. directly held 271,200,000 Domestic Shares, was one of the substantial shareholders of the Bank, therefore the Domestic Shares held by it are not counted as Shares held by public as defined in Rule 8.24 of the Listing Rules.
- (5) Ms. LAN Ying is the spouse of Mr. CHEN Yong, a supervisor of the Bank, therefore the Domestic Shares held by her are not counted as Shares held by public as defined in Rule 8.24 of the Listing Rules.
- (6) To the best of the Directors' knowledge, all H Shares in issue and all New H Shares to be issued under the New H Share Issue will be held by public as defined in Rule 8.24 of the Listing Rules.
- (7) Percentage figures in this table are all rounded. Figures may not add up to the respective totals owing to rounding.

Application for listing

Application will be made by the Bank to the Listing Committee of the Stock Exchange for the listing of and permission to deal in all the New H Shares on the Stock Exchange, as and when appropriate.

Equity fund raising activities in the past twelve months

The Bank has not conducted any fund raising activities involving the issue of equity securities in the twelve months immediately prior to the Latest Practicable Date.

4. Proposed Amendments to the Articles of Association

Upon completion of the proposed New H Share Issue, the articles regarding registered capital, overseas-listed foreign shares (H Shares) which may be issued and the equity structure will change and therefore consequential amendments to the Articles of Association are necessary. The Board will seek the Shareholders' authorization at the EGM and the Class Meetings granted to the Board and the persons delegated by the Board to implement the proposed amendments to the Articles of Association upon the New H Share Issue and deal with the registration of changes and filing procedures with the relevant government authorities and other matters during the validity period of the resolutions relating to the New H Share Issue. The amendments shall be subject to the approval at the EGM, the Class Meetings and the CBIRC Sichuan Office, and shall be effective since the completion of the New H Share Issue.

LETTER FROM THE BOARD

The amendments will involve the following existing articles of the Articles of Association:

	Existing articles	Amended articles
Article 6	The registered capital of the Bank is RMB 2,264,793,385 .	The registered capital of the Bank is RMB[●].
Article 24	<p>The Bank is promoted by Luzhou Municipal Finance Bureau, the original shareholders of eight former urban credit cooperatives and two rural credit cooperatives in Luzhou and new Shareholders joining us as promoters. Upon approval by the examination and approval department authorized by the State Council, the Bank issued 100,763,700 ordinary shares to the promoters at the time of its establishment, accounting for 100% of the total ordinary shares that the Bank could issue then. The capital contribution was made in September 1997 by way of net assets and currency.</p> <p>The Bank may issue 627,600,000 ordinary shares upon approval by the securities regulatory authorities including the examination and approval department authorized by the State Council.</p> <p>The equity structure of the Bank is: 2,264,793,385 ordinary shares, including 1,637,193,385 domestic shares, accounting for 72.29% of the total ordinary shares that the Bank can issue; 627,600,000 H Shares, accounting for 27.71% of the total ordinary shares that the Bank can issue.</p>	<p>The Bank is promoted by Luzhou Municipal Finance Bureau, the original shareholders of eight former urban credit cooperatives and two rural credit cooperatives in Luzhou and new Shareholders joining us as promoters. Upon approval by the examination and approval department authorized by the State Council, the Bank issued 100,763,700 ordinary shares to the promoters at the time of its establishment, accounting for 100% of the total ordinary shares that the Bank could issue then. The capital contribution was made in September 1997 by way of net assets and currency.</p> <p>The Bank may issue [●] overseas-listed foreign shares (H Shares) upon approval by the securities regulatory authorities of the State Council.</p> <p>The equity structure of the Bank is: [●] ordinary shares, including 1,637,193,385 domestic shares, accounting for [●]% of the total ordinary shares that the Bank can issue; [●] H Shares, accounting for [●]% of the total ordinary shares that the Bank can issue.</p>

As at the Latest Practicable Date, the number of H Shares to be issued under the New H Share Issue has not been determined, subject to the completion of the New H Shares Issue, information in [●] above (i.e. amount of registered capital, number and percentage of shares) will be completed when they are confirmed. Further announcement(s) will be made as and when appropriate to keep Shareholders updated on the details and progress of the amendments.

LETTER FROM THE BOARD

III. EGM AND CLASS MEETINGS

The Bank intends to convene the EGM and subsequent Class Meetings at 9:00 a.m. on Thursday, March 26, 2020 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 notices of the EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting. Notices convening the EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting dated February 7, 2020, together with the relevant forms of proxy and reply slips have been dispatched to the Shareholders in accordance with the Listing Rules. Notices convening the EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting are also set out on pages 16 to 24 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 and the Class Meetings, the H Share register of members of the Bank will be closed from Tuesday, February 25, 2020 to Thursday, March 26, 2020 (both days inclusive). Shareholders who intend to attend and vote at the EGM and the Class Meetings 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 H Shareholders) or the Bank's office of the Board (Address: Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC) (for Domestic Shareholders) no later than 4:30 p.m. on Monday, February 24, 2020.

Reply Slip and Form of Proxy

Shareholders who intend to appoint a proxy to attend the EGM and the Class Meeting(s) 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 H Shareholders) or the Bank's office of the Board (Address: Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000) (for Domestic Shareholders) in any event not less than 24 hours before the time fixed for holding the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting (i.e. no later than 9:00 a.m. on Wednesday, March 25, 2020; 9:30 a.m. on Wednesday, March 25, 2020; and 10:00 a.m. on Wednesday, March 25, 2020, respectively).

Shareholders who intend to attend the EGM and the Class Meeting(s) in person or by proxy shall complete and return the reply slip for attending the EGM and the Class Meeting(s) (where applicable) 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 H Shareholders) or the Bank's office of the Board (Address: Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang

LETTER FROM THE BOARD

District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000; fax number: +86-830-3100625) (for Domestic Shareholders), such that the reply slip shall be received by the Bank 20 days before the EGM and the Class Meeting(s) (i.e. on or before Thursday, March 5, 2020).

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 and the Class Meeting(s) (where applicable) 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 and the Class Meeting(s), and completion and return of the reply slip does not affect the right of a Shareholder to attend and vote at the respective meetings.

Voting by Poll at the EGM and Class Meetings

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 and Class Meetings will therefore demand a poll for every resolution at the EGM and Class Meetings pursuant to the Articles of Association. On a poll, each Shareholder who attends the EGM and Class Meeting(s) 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.

IV. RECOMMENDATION

The Board (including independent non-executive Directors) considers that all the resolutions set out in the notices of the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class 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 notices of the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting which are to be proposed at the EGM and Class Meetings.

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 2020 FIRST EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2020 first extraordinary general meeting (the “**Extraordinary General Meeting**”) of Luzhou Bank Co., Ltd. (the “**Bank**”) will be held at 9:00 a.m. on Thursday, March 26, 2020 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:

SPECIAL RESOLUTIONS

1. To consider and individually approve each of the following items of the proposal on the issue of New H Shares by the Bank under specific mandate:
 - 1.1 Class and nominal value of Shares to be issued;
 - 1.2 Method of issuance;
 - 1.3 Target places;
 - 1.4 Method of subscription;
 - 1.5 Size of issuance;
 - 1.6 Pricing mechanism;
 - 1.7 Lock-up period;
 - 1.8 Use of proceeds;
 - 1.9 Accumulated profits;
 - 1.10 Underwriting;
 - 1.11 Time of issuance; and
 - 1.12 Validity period of the resolutions.
2. To authorize the Board and authorized person(s) to implement the New H Share Issue; and

NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING

3. To consider and approve amendments to certain articles in relation to the issue of New H Shares in the Articles of Association of the Bank.

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

Luzhou, the PRC

February 7, 2020

* *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.*

Notes:

1. The register of members of the Bank will be closed from Tuesday, February 25, 2020 to Thursday, March 26, 2020 (both dates inclusive), during which period no transfer of shares of the Bank (the “**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 to 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 H Shareholders) 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 Domestic Shareholders) for registration by no later than 4:30 p.m. on Monday, February 24, 2020.
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. 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 H Shareholders) 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 Domestic Shareholders), not less than 24 hours before the time for holding the Extraordinary General Meeting (i.e. not later than 9:00 a.m. on Wednesday, March 25, 2020). 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 thereof should he/she so wishes.
5. Shareholders shall produce identity documents and supporting documents in respect of the Shares held when attending the Extraordinary General Meeting. If a corporate Shareholder appoints its 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.

NOTICE OF 2020 FIRST 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 H Shareholders) 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 Domestic Shareholders) on or before Thursday, March 5, 2020.
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

NOTICE OF 2020 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING



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)

NOTICE OF 2020 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the domestic shareholders' class meeting (the **"Domestic Shareholders' Class Meeting"**) of Luzhou Bank Co., Ltd. (the **"Bank"**) will be held at 9:30 a.m. on Thursday, March 26, 2020 or immediately after the conclusion of 2020 first extraordinary general meeting, whichever is later, 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:

1. To consider and individually approve each of the following items of the proposal on the issue of New H Shares by the Bank under specific mandate:
 - 1.1 Class and nominal value of Shares to be issued;
 - 1.2 Method of issuance;
 - 1.3 Target places;
 - 1.4 Method of subscription;
 - 1.5 Size of issuance;
 - 1.6 Pricing mechanism;
 - 1.7 Lock-up period;
 - 1.8 Use of proceeds;
 - 1.9 Accumulated profits;
 - 1.10 Underwriting;
 - 1.11 Time of issuance; and
 - 1.12 Validity period of the resolutions.
2. To authorize the Board and authorized person(s) to implement the New H Share Issue; and

NOTICE OF 2020 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

3. To consider and approve amendments to certain articles in relation to the issue of New H Shares in the Articles of Association of the Bank.

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

Luzhou, the PRC

February 7, 2020

* *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.*

Notes:

1. The register of members of the Bank will be closed from Tuesday, February 25, 2020 to Thursday, March 26, 2020, (both dates inclusive), during which period no transfer of shares of the Bank (the “Shares”) will be registered. In order to be entitled to attend and vote at the Domestic Shareholders’ Class Meeting, all transfers together with the relevant share certificates must be deposited to 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 registration by no later than 4:30 p.m. on Monday, February 24, 2020.
2. A shareholder of the Bank (the “Shareholder”) who is entitled to attend and vote at the Domestic Shareholders’ Class 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 a Shareholder or 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 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), not less than 24 hours before the time for holding the Domestic Shareholders’ Class Meeting (i.e. not later than 9:30 a.m. on Wednesday, March 25, 2020). 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 Domestic Shareholders’ Class Meeting should he/she so wishes.
5. Shareholders shall produce identity documents and supporting documents in respect of the Shares held when attending the Domestic Shareholders’ Class Meeting. If a corporate Shareholder appoints its authorized representative to attend the Domestic Shareholders’ Class 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 Domestic Shareholders’ Class Meeting.
6. Shareholders who intend to attend and vote at the Domestic Shareholders’ Class Meeting should complete and return the reply slip in writing by hand, by fax or by post 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; fax number: +86-830-3100625) on or before Thursday, March 5, 2020.

NOTICE OF 2020 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

7. The Domestic Shareholders' Class Meeting is expected to be held for less than half a day. Shareholders who intend to attend the Domestic Shareholders' Class Meeting shall arrange and bear their own transportation and accommodation expenses.

8. 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

NOTICE OF 2020 FIRST H SHAREHOLDERS' CLASS MEETING



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)

NOTICE OF 2020 FIRST H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the H shareholders' class meeting (the "**H Shareholders' Class Meeting**") of Luzhou Bank Co., Ltd. (the "**Bank**") will be held at 10:00 a.m. on Thursday, March 26, 2020 or immediately after the conclusion of 2020 first domestic shareholders' class meeting, whichever is later, 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:

1. To consider and individually approve each of the following items of the proposal on the issue of New H Shares by the Bank under specific mandate:
 - 1.1 Class and nominal value of Shares to be issued;
 - 1.2 Method of issuance;
 - 1.3 Target places;
 - 1.4 Method of subscription;
 - 1.5 Size of issuance;
 - 1.6 Pricing mechanism;
 - 1.7 Lock-up period;
 - 1.8 Use of proceeds;
 - 1.9 Accumulated profits;
 - 1.10 Underwriting;
 - 1.11 Time of issuance; and
 - 1.12 Validity period of the resolutions.
2. To authorize the Board and authorized person(s) to implement the New H Share Issue; and

NOTICE OF 2020 FIRST H SHAREHOLDERS' CLASS MEETING

3. To consider and approve amendments to certain articles in relation to the issue of New H Shares in the Articles of Association of the Bank.

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

Luzhou, the PRC

February 7, 2020

* *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.*

Notes:

1. The register of members of the Bank will be closed from Tuesday, February 25, 2020 to Thursday, March 26, 2020 (both dates inclusive), during which period no transfer of shares of the Bank (the “**Shares**”) will be registered. In order to be entitled to attend and vote at the H Shareholders’ Class Meeting, all transfers together with the relevant share certificates must be deposited to 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 registration by no later than 4:30 p.m. on Monday, February 24, 2020.
2. A shareholder of the Bank (the “**Shareholder**”) who is entitled to attend and vote at the H Shareholders’ Class 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. 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 H Shareholders), not less than 24 hours before the time for holding the H Shareholders’ Class Meeting (i.e. not later than 10:00 a.m. on Wednesday, March 25, 2020). 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 H Shareholders’ Class Meeting should he/she so wishes.
5. Shareholders shall produce identity documents and supporting documents in respect of the Shares held when attending the H Shareholders’ Class Meeting. If a corporate Shareholder appoints its authorized representative to attend the H Shareholders’ Class 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 H Shareholders’ Class Meeting.
6. Shareholders who intend to attend and vote at the H Shareholders’ Class 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) on or before Thursday, March 5, 2020.

NOTICE OF 2020 FIRST H SHAREHOLDERS' CLASS MEETING

7. The H Shareholders' Class Meeting is expected to be held for less than half a day. Shareholders who intend to attend the H Shareholders' Class 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