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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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.

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**泸州银行股份有限公司\***  
LUZHOU BANK CO., LTD.

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1983)**

### **(1) PROPOSED ISSUE OF AND AUTHORIZATION TO THE BOARD TO ISSUE TIER 2 CAPITAL BONDS AND (2) NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING**

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A notice convening the Extraordinary General Meeting of the Bank to be held at 9:00 a.m. on Tuesday, November 16, 2021 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 7 to 8 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, November 15, 2021). 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, October 26, 2021.

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.

\* *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.*

September 30, 2021

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## DEFINITIONS

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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, 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 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”	the 2021 first extraordinary general meeting of the Bank proposed to be held at 9:00 a.m. on Tuesday, November 16, 2021 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 nominal value of RMB1.00 each in the share capital of the Bank and traded in Hong Kong dollars

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## DEFINITIONS

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“Latest Practicable Date”	September 27, 2021, 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
“PRC” or “China”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only, unless the context otherwise requires, excluding Hong Kong, the Macau Special Administrative Region and Taiwan of the PRC
“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
“%”	per cent

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## LETTER FROM THE BOARD

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**泸州银行股份有限公司\***  
LUZHOU 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. 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)

*Principal place of business in Hong Kong:*

40th Floor, Dah Sing Financial Centre  
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)  
Mr. ZHONG Jin (鍾錦)

September 30, 2021

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED ISSUE OF AND AUTHORIZATION TO THE BOARD TO  
ISSUE TIER 2 CAPITAL BONDS  
AND  
(2) NOTICE OF 2021 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, November 16, 2021 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC.

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## LETTER FROM THE BOARD

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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 the resolution to be proposed at the Extraordinary General Meeting relating to, among other things, the following.

### II. MATTERS TO BE CONSIDERED AT THE EXTRAORDINARY GENERAL MEETING

#### 1. Proposed Issue of and Authorization to the Board to Issue Tier 2 Capital Bonds

To further satisfy the tier 2 capital requirements in order to support the development of the Bank's various businesses, relieve the pressure on capital replenishment, and enhance risk resilience, a special resolution will be proposed at the Extraordinary General Meeting to approve the Bank's issue of tier 2 capital bonds with a total principal amount of no more than RMB2.5 billion and authorize the Board to, and allow the Board to further delegate to the chairman, president and secretary to the Board of the Bank to, jointly and severally, carry out the issue of tier 2 capital bonds within 24 months commencing from the date of approval by the Extraordinary General Meeting, including, but without limitation, to determine the size, time, methods, bonds period, terms of issue, target, face value, interest rate and other detailed terms of issue of the bonds, make necessary adjustments as required by the relevant regulatory authorities and handle all matters in relation to the issue of tier 2 capital bonds, execute relevant documents, appoint related professionals and take any other actions deemed to be necessary for the issue of tier 2 capital bonds.

The proposed issue of tier 2 capital bonds is conditional upon approval by the Shareholders at the Extraordinary General Meeting by means of a special resolution as well as the requisite approvals of the CBIRC and other relevant authorities.

Details of the proposed issue of tier 2 capital bonds are set out below:

1. Size: no more than RMB2.5 billion (inclusive)
2. Time of issue: within 24 months from the date when the relevant special resolution is adopted at the Extraordinary General Meeting
3. Terms of issue: no more than 10 years (inclusive)
4. Interest rate: a fixed interest rate to be determined by the Bank and the principal underwriter(s) based on the prevailing market conditions at the time of the issue
5. Target subscribers: national inter-bank bond market players
6. Use of proceeds: to supplement the tier 2 capital of the Bank
7. Whether listed on the Hong Kong Stock Exchange: not listed on the Hong Kong Stock Exchange

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## LETTER FROM THE BOARD

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### III. EXTRAORDINARY GENERAL MEETING

The Bank intends to convene the Extraordinary General Meeting at 9:00 a.m. on Tuesday, November 16, 2021 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 Notice of the Extraordinary General Meeting. A notice of convening the Extraordinary General Meeting dated September 30, 2021 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 7 to 8 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 register of members of the Bank will be closed from Saturday, October 16, 2021 to Tuesday, November 16, 2021 (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, the PRC) (for Holders of Domestic Shares) no later than 4:30 p.m. on Friday, October 15, 2021.

#### **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, November 15, 2021) 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

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## LETTER FROM THE BOARD

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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 Tuesday, October 26, 2021).

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 Shareholder 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, 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 the resolution set out in the Notice of the Extraordinary General Meeting for consideration and approval by the Shareholders is in the best interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution set out in the Notice of the Extraordinary General Meeting which is to be proposed at the Extraordinary General Meeting.

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.*



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## NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

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**泸州银行股份有限公司\***  
LUZHOU BANK CO., LTD.

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1983)**

### NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that 2021 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, November 16, 2021 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 resolution:

#### **SPECIAL RESOLUTION**

1. To consider and approve:
  - (a) The issue of tier 2 capital bonds; and
  - (b) The authorization to the Board to, and allow the Board to further delegate to the chairman, president and secretary to the Board of the Bank to, jointly and severally, carry out the issue of tier 2 capital bonds within 24 months commencing from the date of approval by the Extraordinary General Meeting, including, but without limitation, to determine the size, time, methods, bonds period, terms of issue, target, face value, interest rate and other detailed terms of issue of the bonds, make necessary adjustments as required by the relevant regulatory authorities and handle all matters in relation to the issue of tier 2 capital bonds, execute relevant documents, appoint related professionals and take any other actions deemed to be necessary for the issue of tier 2 capital bonds.

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

Luzhou, the PRC

September 30, 2021

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## NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. The register of members of the Bank will be closed from Saturday, October 16, 2021 to Tuesday, November 16, 2021, (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 transfer documents 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, October 15, 2021.
  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 needs 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, November 15, 2021). 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 they so wish.
  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 their 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, October 26, 2021.
  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 City  
Sichuan Province  
the PRC  
Contact person: office of the Board of Directors  
Tel: +86-830-2362606
- \* *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.*