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If you are in 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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Chongqing Rural Commercial Bank Co., Ltd.***, you should at once hand this circular, together with the relevant proxy form, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

2022 FIRST EGM

- (1) PRE-RESTRUCTURING OF SUBSTANTIVE MERGER AND REORGANIZATION FOR 13 COMPANIES INCLUDING LONCIN GROUP CO., LTD.**
- (2) PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR**
- (3) NOTICE OF THE 2022 FIRST EGM**
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The 2022 First EGM of Chongqing Rural Commercial Bank Co., Ltd. 重慶農村商業銀行股份有限公司* (the “**Bank**”) will be held at Conference Center, Building of Chongqing Rural Commercial Bank Co., Ltd. at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC on Tuesday, 12 April 2022 at 10:00 a.m. The notice of the 2022 First EGM has been dispatched to the Shareholders of the Bank on 28 February 2022, and is set out in pages 15 to 17 of this circular. The letter from the Board is set out in pages 3 to 14 of this circular.

The proxy form for use at the 2022 First EGM has been dispatched to the Shareholders of the Bank on 28 February 2022, and is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.cqrcb.com). Whether or not you intend to attend the 2022 First EGM, you are requested to complete and return the proxy forms in accordance with the respective instructions stated in the proxy forms dispatched by the Bank on 28 February 2022 24 hours before the time appointed for holding the 2022 First EGM or any adjournment thereof (as the case may be). Completion and return of the aforesaid proxy forms will not preclude you from attending and voting at the 2022 First EGM in person if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

25 March 2022

* *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.*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

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| “2022 First EGM” | the 2022 first extraordinary general meeting to be held at Conference Center, Building of Chongqing Rural Commercial Bank Co., Ltd. (at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC) on Tuesday, 12 April 2022 at 10:00 a.m. (or any adjournment thereof) to consider and, if thought fit, to approve the resolutions contained in the notice of the 2022 First EGM which are set out on pages 15 to 17 of this circular |
| “A Share(s)” | ordinary share(s) of the Bank with a nominal value of RMB1.00 each, which are listed on the main board of the Shanghai Stock Exchange (stock code: 601077) |
| “Articles of Association” | the articles of association of the Bank currently in force, as amended from time to time |
| “Bank” | Chongqing Rural Commercial Bank Co., Ltd. 重慶農村商業銀行股份有限公司*, a joint stock limited company incorporated in the PRC with limited liability, the H Shares of which are listed on the main board of the Stock Exchange (stock code: 3618) and the A Shares of which are listed on the main board of the Shanghai Stock Exchange (stock code: 601077) |
| “Board” | the board of directors of the Bank |
| “CBIRC” | China Banking and Insurance Regulatory Commission |
| “Director(s)” | the director(s) of the Bank |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “H Share(s)” | the overseas-listed foreign shares of the Bank with a nominal value of RMB1.00 each, which are listed on the main board of the Stock Exchange |
| “Latest Practicable Date” | 21 March 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time |

DEFINITIONS

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| “PRC” | the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Shareholder(s)” | holder(s) of the Shares |
| “Share(s)” | the A Share(s) and/or the H Share(s) |
| “Shanghai Stock Exchange” | the Shanghai Stock Exchange |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Supervisor(s)” | the supervisor(s) of the Bank |

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Liu Jianzhong (*Chairman*)
Mr. Xie Wenhui (*President*)
Mr. Zhang Peizong (*Vice President*)

Non-executive Directors:

Mr. Zhang Peng
Mr. Yin Xianglin
Ms. Gu Xiaoxu

Independent non-executive Directors:

Mr. Song Qinghua
Mr. Zhang Qiaoyun
Mr. Lee Ming Hau
Mr. Li Jiaming
Ms. Bi Qian

*Registered office and principal place of
business in the PRC:*

No. 36 Jinshamen Road,
Jiangbei District,
Chongqing,
the PRC
400023

Principal place of business in Hong Kong:

31/F, Tower Two, Times Square,
1 Matheson Street,
Causeway Bay,
Hong Kong

25 March 2022

Dear Shareholders,

2022 FIRST EGM

**(1) PRE-RESTRUCTURING OF SUBSTANTIVE MERGER AND
REORGANIZATION FOR 13 COMPANIES INCLUDING
LONCIN GROUP CO., LTD.**

(2) PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

(3) NOTICE OF THE 2022 FIRST EGM

1. INTRODUCTION

The purposes of this circular are to give you the notice of the 2022 First EGM and to provide you with all reasonable and necessary information to enable you to make informed decisions on whether to vote for or against or abstain from voting on those resolutions to be proposed at the 2022 First EGM.

LETTER FROM THE BOARD

2. MATTERS TO BE RESOLVED AT THE 2022 FIRST EGM

At the 2022 First EGM, the ordinary resolutions set out in items (1) to (2) below will be considered and, if thought fit, approved:

As Ordinary Resolutions:

- (1) Pre-restructuring of substantive merger and reorganization for 13 companies including Loncin Group Co., Ltd. (隆鑫集團有限公司); and
- (2) Proposed election of Ms. Hu Chun as a non-executive Director of the Bank.

3. DETAILS OF THE MATTERS TO BE RESOLVED AT THE 2022 FIRST EGM

- (1) **Pre-restructuring of substantive merger and reorganization for 13 companies including Loncin Group Co., Ltd. (隆鑫集團有限公司)**

On 12 January 2022, the Bank received the Agreement on Pre-restructuring of Substantive Merger and Reorganization for 13 Companies including Loncin Group Co., Ltd. (隆鑫集團有限公司) (“**Reorganization Agreement**”), the details of which are disclosed as follows:

I. Information on the Reorganization Agreement

(I) Claim of creditor’s rights

The subjects of substantive merger and reorganization were 13 enterprises in total, all of which were Loncin group companies. Among them, the Bank was involved with 3 enterprises which were principal debtors, namely Loncin Holdings Limited (隆鑫控股有限公司) (“**Loncin Holdings**”), USUM Investment Group Limited (渝商投資集團股份有限公司), and Chongqing USUM Recycling Resources Developments Co., Ltd. (重慶渝商再生資源開發有限公司), and one guarantee debtor, namely Loncin Group Co., Ltd. (隆鑫集團有限公司) (“**Loncin Group**”), which provided guarantees for the loans of the Bank of 5 related parties including Chongqing Jinling Auto Group Co., Ltd. (重慶金菱汽車(集團)有限公司), for which the Bank also claimed creditor’s rights.

As at the benchmark date for pre-restructuring of the claim of creditor’s rights (being 30 September 2021), the Bank claimed creditor’s rights of RMB6,017 million against Loncin Holdings, RMB610 million against USUM Investment Group Limited (渝商投資集團股份有限公司), RMB94 million against Chongqing USUM Recycling Resources Developments Co., Ltd. (重慶渝商再生資源開發有限公司), and RMB541 million against Loncin Group, totaling creditor’s rights of RMB7,262 million.¹

¹ The specific amount of creditor’s rights shall be subject to calculation on the date when the court decides to accept the case which shall serve as the benchmark date.

LETTER FROM THE BOARD

(II) Overview of the debt repayment plan

The Reorganization Agreement is a restructuring plan made in the pre-restructuring stage. Chongqing No.5 Intermediate People's Court accepted the reorganization of 13 companies including Loncin Group on 30 January 2022. 13 companies including Loncin Group have entered the stage of reorganization, and the administrator is formulating a reorganization plan (draft) according to the Reorganization Agreement. If the contents of the restructuring plan (draft) have not deviated substantially from the Reorganization Agreement, the Bank's consent to the Reorganization Agreement will be regarded as consent to the restructuring plan (draft).

1. Reorganization mode

After social solicitation, strategic investment selection and multiple rounds of negotiations, it is determined that the consortium led by Shandong Jiuyang Group Limited (山東九羊集團有限公司) shall take over the equity and all assets of the restructuring entities as a whole. The restructured Loncin Group will retain core business for on-going operations.

2. Debt settlement plan

(1) Creditor's rights secured by properties

The secured creditor's rights shall be paid in priority to the extent of the appraised value of the collateralized properties and be repaid in full in cash within 9 months from the date when the court decides to approve the restructuring plan. The portion exceeding the appraised value of the collateralized properties shall be repaid as per repayment of ordinary creditor's rights.

(2) Ordinary creditor's rights

① The portion under RMB500,000 of creditors: fully settled in cash, and paid in cash within 9 months from the date when the court decides to approve the restructuring plan.

② The portion above RMB500,000 of creditors: the debt shall be settled with the shares of listed companies + trust benefit units. For the portion above RMB500,000, all ordinary creditors will receive on a pro rata basis 205 million shares of Loncin Motor Co., Ltd. (隆鑫通用動力股份有限公司), 241 million shares of Chiho Environmental Group Limited (齊合環保集團有限公司), 6.51 million shares of Shanghai Fenghua (Group) Co., Ltd. (上海豐華(集團)股份有限公司), 432 million shares of Hanhua Financial Holding Co., Ltd. (瀚華金控股份有限公司), and

LETTER FROM THE BOARD

trust benefit units. Specifically, the repayment assets used to set up a trust scheme included other non-cash assets other than the shares of listed companies reserved for operating assets and repayment of debt.

3. Calculation method for debt settlement

Each creditor will obtain the shares of the listed company used for debt repayment and the trust benefit units used for debt repayment in proportion of its creditor's rights of more than RMB500,000 to the total creditor's rights of more than RMB500,000 of all ordinary creditors.

Creditor's rights with Loncin group companies as the principal debtors and secured by properties of the wholly-owned subsidiary not included in the restructuring scope shall be repaid with reference to the method of repayment of the creditor's rights secured by the property to the extent of the appraised value of the collateralized property. The unpaid portion will be paid according to the repayment scheme of the ordinary creditor's rights.

II. Information on related party transactions

(I) Basic information about related parties

Loncin Group is a local comprehensive industrial group in Chongqing. Its main businesses cover industrial manufacturing, environmental protection and utilization of renewable resources, auto retail, and financial services. Affected by internal and external factors such as market fluctuations, industry fragmentation, and related-party guarantees, the company encountered operational difficulties and underwent a debt crisis. The related parties to this related transaction are Loncin Group, Loncin Holdings, USUM Investment Group Limited (渝商投資集團股份有限公司) and Chongqing USUM Recycling Resources Developments Co., Ltd. (重慶渝商再生資源開發有限公司). The details of the related parties are as follows:

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| Related party 1: | Loncin Group Co., Ltd. (隆鑫集團有限公司) |
| Unified social credit code: | 915001072031194311 |
| Type: | Limited liability company |
| Legal representative: | Tu Jianmin |
| Registered capital: | RMB160 million |
| Date of establishment: | 13 February 1996 |
| Domicile: | No.5, Shipingqiao Heng Street, Jiulongpo District, Chongqing |

LETTER FROM THE BOARD

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| Business scope: | Engaging in investment business (excluding items prohibited or restricted by the state); sales of: automobiles (including cars), clothing, shoes and hats, furniture, stationery and sporting goods, metal products, electrical machinery and equipment, electronic and communication equipment (excluding radio transmission and satellite ground receiving devices), instruments and meters; clothing design. |
| De facto controller: | Tu Jianhua |
| Substantial shareholder: | Tu Jianhua (holding 98% of the company's equity) |
| Related party 2: | Loncin Holdings Limited (隆鑫控股有限公司) |
| Unified social credit code: | 91500107745343366C |
| Type: | Limited liability company |
| Legal representative: | Tu Jianmin |
| Registered capital: | RMB1 billion |
| Date of establishment: | 22 January 2003 |
| Domicile: | No.5, Shipingqiao Heng Street, Jiulongpo District, Chongqing |
| Business scope: | Investment in industrial, real estate and high-tech projects (excluding financial business), investment consulting and management; manufacturing and sales of metal products (excluding precious metals), electrical machinery and equipment, instrumentation, electronic products (excluding electronic publications), communication equipment (excluding transmitting and receiving facilities); import and export of goods (excluding items prohibited or restricted by the state). |
| De facto controller: | Tu Jianhua |

LETTER FROM THE BOARD

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| Substantial shareholder: | Loncin Group Co., Ltd. (隆鑫集團有限公司) (holding 98% of the company's equity) |
| Related party 3: | USUM Investment Group Limited (渝商投資集團股份有限公司) |
| Unified social credit code: | 91500000060539403N |
| Type: | Joint stock company |
| Legal representative: | Miao Yu |
| Registered capital: | RMB3,420,666,667 |
| Date of establishment: | 27 February 2013 |
| Domicile: | No. 8 Fengqi Road, Caijiagang Town, Beibei District, Chongqing |
| Scope of business: | Engaging in investment business (may not engage in banking, securities, insurance and other financial businesses that require licenses or approvals), engaging in construction-related businesses (practice with qualification certificates), sales of hardware, electricity, building decoration materials and chemical products (not including hazardous chemicals), business information consulting services, import and export of goods and technologies. |
| De facto controller: | Tu Jianhua |
| Substantial shareholder: | Loncin Holdings Limited (隆鑫控股有限公司) (holding 53.29% of the company's equity) |
| Related party 4: | Chongqing USUM Recycling Resources Developments Co., Ltd. (重慶渝商再生資源開發有限公司) |
| Unified social credit code: | 91500115331567888W |
| Type: | Limited liability company |
| Legal representative: | Miao Yu |
| Registered capital: | RMB145 million |

LETTER FROM THE BOARD

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|--------------------------|---|
| Date of establishment: | 3 February 2015 |
| Domicile: | No. 42, Qixin Avenue, Economic and Technological Development Zone, Changshou District, Chongqing |
| Business scope: | Recycling, processing and sales of renewable resources and scrap metal; sales of: mineral products, metallurgical charge, building decoration materials, metal materials, non-ferrous metal products; metal processing; road freight; house demolition. |
| De facto controller: | Tu Jianhua |
| Substantial shareholder: | USUM Investment Group Limited (渝商投資集團股份有限公司) (holding 100% of the company's equity) |

(II) Determination of related relationship

Loncin Holdings holds 5.02% of the Bank's Shares and is a substantial Shareholder of the Bank. In accordance with relevant regulations such as the Measures for the Administration of Affiliated Transactions of Banking and Insurance Institutions, the Rules Governing Listing of Stocks on the Shanghai Stock Exchange and the Bank's Administrative Measures for Related Party Transactions, Loncin Holdings is a related party of the Bank as defined by the CBIRC and the Shanghai Stock Exchange, and other affiliated companies (other than Loncin Holdings) are related parties of the Bank as defined by the CBIRC. As such, this transaction constitutes a related party transaction.

(III) Nature of the related party transaction

This debt reorganization is a major related party transaction as defined by the CBIRC and the Shanghai Stock Exchange, and shall be submitted to the Board and Shareholders' general meeting for consideration.

1. According to the CBIRC, the transaction amount exceeded 1% of the Bank's net capital at the end of the previous quarter.
2. According to the Shanghai Stock Exchange, the transaction amount exceeded 5% of the Bank's latest audited net assets.

LETTER FROM THE BOARD

(IV) Pricing basis

The pricing basis for the participation in the pre-restructuring of substantive merger and reorganization related party transactions is the debt settlement plan proposed in the Reorganization Agreement. The final pricing is subject to the court ruling.

III. Other explanatory notes

Chongqing No.5 Intermediate People's Court ruled on January 30, 2022 to accept the reorganization application filed by 13 companies including Loncin Group. The administrator is formulating a restructuring plan (draft) according to the Reorganization Agreement. If the contents of the restructuring plan (draft) formulated by the administrator according to the Reorganization Agreement have not deviated substantially from the Reorganization Agreement, the Bank's consent to the Reorganization Agreement will be regarded as consent to the restructuring plan (draft).

If the Reorganization Agreement and the restructuring plan (draft) are successfully implemented, according to the settlement plan, the following can be achieved: First, the Bank's repayment under the above plan will be higher than the debt settlement rate obtained in the bankruptcy liquidation scenario simulated in the Reorganization Agreement. Second, according to the Reorganization Agreement, after the statutory restructuring, the capital structure and financial structure of Loncin group companies will be optimized, and the restructuring investors will leverage their respective industrial advantages and capital advantages to inject more funds and resources into the core business of Loncin group companies, which could improve their business performance.

In conclusion, the Bank proposes to approve the pre-restructuring of substantive merger and reorganization for 13 companies including Loncin Group.

This resolution has been considered and approved by the Board and is hereby submitted to the 2022 First EGM as ordinary resolution for consideration.

(2) Proposed election of Ms. Hu Chun as a non-executive Director of the Bank

Reference is made to the announcement of the Bank dated 24 February 2022, in relation to, among others, nomination of non-executive Director.

Pursuant to relevant laws and regulations and the Articles of Association, the Board proposed to nominate Ms. Hu Chun as a candidate for the non-executive Director of the Bank. Ms. Hu Chun has confirmed that she has no disagreement on the nomination.

Biographical details of Ms. Hu Chun are set out as follows:

LETTER FROM THE BOARD

Ms. Hu Chun (aged 50)

Ms. Hu Chun, born in January 1972, holds a master's degree and is a senior accountant. She currently serves as a member of the party committee and the chief financial officer of Chongqing Yufu Holding Group Co., Ltd. (重慶渝富控股集團有限公司).

Ms. Hu Chun served as a trainee accountant and an accountant of the finance department of Transportation Company of the Civil Aviation Administration of China Sichuan Bureau (民航四川省管理局) from July 1994 to September 1995. She served as an accountant of the accounting section of the finance department of the Civil Aviation Administration of China Sichuan Bureau from September 1995 to September 1998. She served as a deputy director of the accounting section of the finance department of the Civil Aviation Administration of China Chongqing Bureau (民航重慶市管理局) from September 1998 to March 2001 and the director of the accounting section of the finance department of the Civil Aviation Administration of China Chongqing Bureau from March 2001 to May 2003. She served as the deputy chief of the finance department of the Civil Aviation Administration of China Chongqing Bureau from May 2003 to December 2003. She also served as the deputy manager of the finance department of Chongqing Airport Group Co., Ltd. (重慶機場集團有限公司) from December 2003 to October 2004 and the manager assistant of the finance department of Chongqing Airport Group Co., Ltd. from October 2004 to April 2006. She served as the manager of the finance department of Beijing Airport Ground Services Co., Ltd. (北京空港航空地面服務有限公司) from April 2006 to July 2008, a member of the party committee and the chief financial officer of Zhong Hang Xin Gang Guarantee Co., Ltd. (中航鑫港擔保有限公司) from July 2008 to November 2013, an assistant to general manager of Chongqing Airport Group Co., Ltd. from November 2013 to October 2016, and a member of the party committee and the chief financial officer of Chongqing Airport Group Co., Ltd. from October 2016 to October 2020 (during which, from September 2019 to December 2019, she studied at the Party School of Chongqing Municipal Committee of the Communist Party of China (中共重慶市委黨校)). She has been a member of the party committee and the chief financial officer of Chongqing Yufu Holding Group Co., Ltd. since October 2020. Ms. Hu Chun studied at former Chongqing Business College (原重慶商學院), majoring in accounting from September 1990 to July 1994 and obtained a bachelor's degree in economics. From March 2010 to January 2013, she studied in the master of professional accounting program at Renmin University of China and obtained a master's degree in accounting.

Save as disclosed herein, as at the date of the Latest Practicable Date, Ms. Hu Chun does not hold any directorships or supervisory positions in any other listed companies or take up any posts in any affiliated companies of the Bank in the past three years. Ms. Hu Chun does not have any relationship with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Bank, nor has any interest in the shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

LETTER FROM THE BOARD

Save as disclosed herein, as at the date of the Latest Practicable Date, there are no matters relating to the appointment of Ms. Hu Chun that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

Ms. Hu Chun's term of office shall be effective from the date of approval of her qualification by the CBIRC Chongqing Bureau to the expiry of the term of office of the current session of the Board. If Ms. Hu Chun is elected as a Director at the 2022 first EGM, the Bank will enter into a service contract with her. During the term of office, Ms. Hu Chun will receive remuneration or allowances according to "The Remuneration Plan of Directors of Chongqing Rural Commercial Bank Co., Ltd." and "The Performance Evaluation Methods for the Board of Directors, Senior Management and its Members of Chongqing Rural Commercial Bank Co., Ltd.". In particular, Ms. Hu Chun will receive the Director's allowance of RMB90,000 (before tax) each year from the Bank during her term of office. The Bank will disclose Directors' remuneration or allowances in the annual report each year.

This resolution has been considered and approved by the Board and is hereby submitted to the 2022 First EGM as ordinary resolution for consideration.

4. THE 2022 FIRST EGM

The notice convening the 2022 First EGM, to be held at Conference Center, Building of Chongqing Rural Commercial Bank Co., Ltd. (at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC) on Tuesday, 12 April 2022 at 10:00 a.m. has been dispatched to the Shareholders on 28 February 2022, and is set out on pages 15 to 17 of this circular.

The proxy form for use at the 2022 First EGM has been dispatched to the Shareholders on 28 February 2022, which is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.cqrcb.com). Whether or not you intend to attend the 2022 First EGM, you are requested to complete and return the proxy form dispatched on 28 February 2022 by the Bank in accordance with the instructions stated thereon 24 hours before the time appointed for holding the 2022 First EGM or any adjournment thereof (as the case may be). Completion and return of the aforesaid proxy forms will not preclude you from attending and voting at the 2022 First EGM in person if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

In accordance with the relevant requirements of the rules of procedures for the Board of the Bank, when a Shareholder fails to repay their credit facilities with the Bank on time, or when the number of Shares pledged by a Shareholder reaches or exceeds 50% of the total Shares of the Bank held by such Shareholder, the Directors nominated by such Shareholder shall not exercise the voting rights regarding matters to be considered by the Board, and shall abstain from voting when the Board considers and approves matters relating to the filing of application for pledge over Shares. None of the Directors is required to be restricted from voting on the resolutions considered at the Board meetings.

LETTER FROM THE BOARD

In accordance with the relevant requirements of the Articles of Association and the Rules of Procedures for the General Meeting of the Bank, when a Shareholder fails to repay their credit facilities with the Bank on time, or when the number of Shares pledged by a Shareholder reaches or exceeds 50% of the total Shares of the Bank held by such Shareholder, the voting rights of such Shareholder regarding matters to be considered at the general meeting shall be restricted.

After the Directors have made all reasonable enquiries, to the best of their knowledge, information and belief, Loncin Holdings has material interests in resolution numbered 1 and shall abstain from voting thereon. As at the Latest Practicable Date, save as the disclosed above, there has been no any other Shareholders having material interests in the resolutions to be proposed at the 2022 First EGM, and no any other Shareholders is required to abstain from voting on any of the resolutions to be proposed at the 2022 First EGM.

5. VOTING PROCEDURES OF THE 2022 FIRST EGM

Pursuant to the requirements under the Listing Rules, all votes of resolutions at the 2022 First EGM will 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. An announcement on the voting results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.cqrcb.com) in accordance with the requirements under the Listing Rules.

For determining the entitlement of Shareholders to attend and vote at the 2022 First EGM, the register of members of the Bank will be closed from Sunday, 13 March 2022 to Tuesday, 12 April 2022 (both days inclusive), during which period no transfer of Shares will be registered. The non-registered holders of H Shares must lodge all transfer documents accompanied by the relevant Share certificates with the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not later than 4:30 p.m. on Friday 11 March 2022.

6. RECOMMENDATION

The Board (including independent non-executive Directors) believes that all the resolutions to be proposed at the 2022 First EGM for Shareholders' consideration and approval are in the best interests of the Bank and the Shareholders as a whole. The Board therefore recommends that all Shareholders should vote in favour of all the resolutions to be proposed at the 2022 First EGM as set out in the notice of the 2022 First EGM.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Bank. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts, the omission of which would make any statement herein misleading.

Yours faithfully,

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

NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 first extraordinary general meeting of Chongqing Rural Commercial Bank Co., Ltd. 重慶農村商業銀行股份有限公司* (the “**Bank**”) (the “**2022 First EGM**”) will be held at Conference Center, Building of Chongqing Rural Commercial Bank Co., Ltd. (at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the People’s Republic of China (the “**PRC**”)) on Tuesday, 12 April 2022 at 10:00 a.m. Details of the 2022 First EGM are as follows:

I. GENERAL INFORMATION OF THE 2022 FIRST EGM

(I) Convenor

The board of directors of the Bank (the “**Board**”)

(II) Date and Time

Tuesday, 12 April 2022 at 10:00 a.m. The meeting is expected to last for half day

(III) Venue

Conference Center, Building of Chongqing Rural Commercial Bank Co., Ltd. (at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC)

(IV) Way of Conducting the 2022 First EGM

On-site conference and voting

II. AGENDA OF THE 2022 FIRST EGM

Ordinary Resolutions

1. To consider and approve the resolution in relation to the pre-restructuring of substantive merger and reorganization for 13 companies including Loncin Group Co., Ltd. (隆鑫集團有限公司);

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2. To consider and approve the resolution in relation to the election of Ms. Hu Chun as a non-executive director 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*
Chairman and Executive Director
Liu Jianzhong

Chongqing, the PRC, 28 February 2022

Notes:

1. Pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), all votes of resolutions at the 2022 First EGM will 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 by show of hands. An announcement on the voting results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.cqrcb.com) in accordance with the Listing Rules.
2. In order to determine the entitlement of shareholders to attend and vote at the 2022 First EGM, the register of members of the Bank will be closed from Sunday, 13 March 2022 to Tuesday, 12 April 2022 (both days inclusive). The holders of H Shares who have not been registered must lodge their transfer documents accompanied by the relevant share certificates with the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 11 March 2022. Pursuant to the requirements of the Articles of Association and the Rules of Procedures for the General Meeting of the Bank currently in effect, when the number of shares pledged by such a shareholder reaches or exceeds 50% of the total shares of the Bank held by such shareholder, the voting rights of such shareholder regarding matters to be considered at the 2022 First EGM shall be restricted.
3. A shareholder entitled to attend and vote at the 2022 First EGM is entitled to appoint one or more proxies (if he/she holds more than one share) to attend and vote in his/her stead. A proxy need not be a shareholder. If more than one proxy is so appointed, the appointment shall specify the class and number of shares in respect of which each such proxy is so appointed.
4. Shareholders shall appoint their proxies in writing. The proxy form must be signed by the shareholder or its attorney duly authorised in writing. If the shareholder is a legal person, the proxy form shall be affixed with the legal person’s common seal or signed by its director, or its attorney duly authorised in writing. If the proxy form is signed by the attorney of the shareholder, the power of attorney or other authorisation documents shall be notarised. For holders of H Shares, the aforementioned documents must be lodged with the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the 2022 First EGM. Completion and return of the proxy form shall not preclude you from attending and voting in person at the 2022 First EGM and any adjourned meeting thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The contact of the office of the Board is as follows:

Address: No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC
Postal Code: 400023
Contact Persons: Ms. Zheng, Ms. Li
Telephone: (8623) 6111 0841, (8623) 6111 1524
Facsimile: (8623) 6111 0844

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6. Shareholders or their proxies shall produce their identity proof when attending the 2022 First EGM.
7. The 2022 First EGM is expected to last for half day. Shareholders who attend the 2022 First EGM (in person or by proxy) shall bear their own expenses.

As at the date of this notice, 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, Mr. Yin Xianglin and Ms. Gu Xiaoxu; and the independent non-executive directors of the Bank are Mr. Song Qinghua, Mr. Zhang Qiaoyun, Mr. Lee Ming Hau, Mr. Li Jiaming and Ms. Bi Qian.

- * *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.*