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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.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

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) 2022 ANNUAL REPORT**
- (2) 2022 WORK REPORT OF THE BOARD OF DIRECTORS**
- (3) 2022 WORK REPORT OF THE BOARD OF SUPERVISORS**
- (4) 2022 EVALUATION REPORT ON THE PERFORMANCE OF DUTIES BY THE DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT**
- (5) 2022 FINAL FINANCIAL ACCOUNTS**
- (6) 2022 PROFIT DISTRIBUTION PLAN**
- (7) REPORT ON RELATED PARTY TRANSACTIONS FOR 2022**
- (8) 2023 FIXED ASSETS INVESTMENT PLAN**
- (9) 2023 FINANCIAL BUDGET PLAN**
- (10) ENGAGEMENT OF EXTERNAL AUDITORS FOR 2023**
- (11) CHANGE OF REGISTERED CAPITAL**
- (12) AMENDMENTS TO CERTAIN ARTICLES IN THE ARTICLES OF ASSOCIATION**
- (13) NOTICE OF 2022 ANNUAL GENERAL MEETING**
- (14) NOTICE OF 2023 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING;**
- AND**
- (15) NOTICE OF 2023 FIRST H SHAREHOLDERS' CLASS MEETING**

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Notices convening the 2022 Annual General Meeting to be held at 9:00 a.m. on Tuesday, May 30, 2023 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 2022 Annual General Meeting, 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 42 to 48 of this Circular.

If you intend to attend the 2022 Annual General Meeting 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 2022 Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting and/or any adjourned meetings thereof (i.e. no later than 9:00 a.m. on Monday, May 29, 2023, 9:30 a.m. on Monday, May 29, 2023, and 10:00 a.m. on Monday, May 29, 2023, respectively). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2022 Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, and/or any adjourned meetings thereof.

If you intend to attend the 2022 Annual General Meeting, the Domestic Shareholders' Class Meeting, and the H Shareholders' Class Meeting (or any adjourned meetings thereof) 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 Directors of the Bank (for Domestic Shareholders) on or before Tuesday, May 9, 2023.

In case of any discrepancy between the Chinese and English versions of this Circular (including all appendices), the Notice of 2022 Annual General Meeting, Notice of Domestic Shareholders' Class Meeting and Notice of H Shareholders' Class 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.*

April 14, 2023

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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:*

“2022 Annual General Meeting” or “2022 AGM”	2022 Annual General Meeting of the Bank proposed to be held at 9:00 a.m. on Tuesday, May 30, 2023 at Meeting Room 1101, 11th Floor, Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC
“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
“Board of Supervisors”	the board of supervisors of the Bank
“Bonus Domestic Share(s)”	new Domestic Share(s) to be allotted and issued under the Bonus Issue
“Bonus H Share(s)”	new H Share(s) to be allotted and issued under the Bonus Issue
“Bonus Issue”	the proposed issue of Bonus Shares to Shareholders whose names appeared on the register of members of the Bank on the Record Date on the basis of one (1) Bonus Share for every ten (10) existing Shares, subject to the terms set out in this Circular
“Bonus Share(s)”	Bonus Domestic Share(s) and Bonus H Share(s)
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會) or its local counterparts
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Class Meeting(s)”	collectively, the Domestic Shareholders’ Class Meeting and H Shareholders’ Class Meeting

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## DEFINITIONS

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“Company Law”	the Company Law of the People’s Republic of China
“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
“Domestic Shareholders”	the holder(s) of Domestic Shares
“Domestic Shareholders’ Class Meeting”	the 2023 first Domestic Shareholders’ class meeting of the Bank proposed to be held at 9:30 a.m. on Tuesday, May 30, 2023 or immediately following the conclusion of the 2022 Annual 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 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 Shareholders”	the holder(s) of H Shares
“H Shareholders’ Class Meeting”	the 2023 first H Shareholders’ class meeting of the Bank proposed to be held at 10:00 a.m. on Tuesday, May 30, 2023 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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$” or “HKD” or “Hong Kong Dollars”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“IFRS”	International Financial Reporting Standards
“Independent Director(s)” or “Independent Non-executive Director(s)”	the independent non-executive director(s) of the Bank
“Latest Practicable Date”	April 11, 2023, 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 2022 Annual General Meeting”	the notice convening the 2022 Annual General Meeting
“Notice of Domestic Shareholders’ Class Meeting”	the notice convening the Domestic Shareholders’ Class Meeting
“Notice of H Shareholders’ Class Meeting”	the notice convening the H Shareholders’ Class Meeting
“PBoC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“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
“Record Date”	Thursday, June 8, 2023, being the record date for determining the Shareholders’ entitlements to the Bonus Issue and 2022 final dividend
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the Shares
“Shares”	shares of the Bank, including Domestic Shares and/or H Shares
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent

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## EXPECTED TIMETABLE

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*The expected timetable for, inter alia, the Bonus Issue is set forth below. Such expected timetable is indicative only and has been prepared on the assumption that all conditions of the Bonus Issue will be fulfilled. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Bank as and when appropriate.*

Latest time for lodging transfer documents of H Shares  
for entitlement to attend the 2022 Annual General Meeting  
and the H Shareholders' Class Meeting. . . . . 4:30 p.m. on  
Friday, April 28, 2023

Closure of the H Share register of members for determining  
H Shareholders' entitlement to attend the  
2022 Annual General Meeting and  
the H Shareholders' Class Meeting. . . . . Saturday, April 29, 2023  
to Tuesday, May 30, 2023  
(both days inclusive)

Latest time for lodging reply slips for the  
2022 Annual General Meeting and the Class Meetings. . . . . Tuesday, May 9, 2023

Latest time for lodging proxy forms for the  
2022 Annual General Meeting. . . . . 9:00 a.m. on  
Monday, May 29, 2023

Latest time for lodging proxy forms for the  
Domestic Shareholders' Class Meeting . . . . . 9:30 a.m. on  
Monday, May 29, 2023

Latest time for lodging proxy forms for the  
H Shareholders' Class Meeting . . . . . 10:00 a.m. on  
Monday, May 29, 2023

2022 Annual General Meeting . . . . . 9:00 a.m. on  
Tuesday, May 30, 2023

Domestic Shareholders' Class Meeting . . . . . 9:30 a.m. on  
Tuesday, May 30, 2023  
or immediately following the conclusion of  
the 2022 Annual General Meeting  
(whichever is later)

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## EXPECTED TIMETABLE

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H Shareholders' Class Meeting . . . . .	10:00 a.m. on Tuesday, May 30, 2023 or immediately following the conclusion of the Domestic Shareholders' Class Meeting (whichever is later)
Publication of poll results announcement of the 2022 Annual General Meeting and the Class Meetings . . . . .	Tuesday, May 30, 2023
H Share register of members re-opens . . . . .	Wednesday, May 31, 2023
Last day of dealings in H Shares on a cum-entitlement basis relating to the Bonus Issue and 2022 final dividend . . . . .	Wednesday, May 31, 2023
First day of dealings in H Shares on an ex-entitlement basis relating to the Bonus Issue and 2022 final dividend . . . . .	Thursday, June 1, 2023
Latest time for lodging transfer documents of H Shares for entitlement to participate in the Bonus Issue and receive 2022 final dividend . . . . .	4:30 p.m. on Friday, June 2, 2023
Closure of the H Share register of members for determining H Shareholders' entitlement to participate in the Bonus Issue and receive 2022 final dividend . . . . .	Saturday, June 3, 2023 to Thursday, June 8, 2023 (both days inclusive)
Record Date . . . . .	Thursday, June 8, 2023
H Share register of members re-opens . . . . .	Friday, June 9, 2023
Expected date of dispatch of certificates for the Bonus H Shares and distribution of 2022 final dividend . . . . .	Thursday, June 29, 2023
Expected first day of listing of, and dealing in, the Bonus H Shares . . . . .	9:00 a.m. on Friday, June 30, 2023

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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)

*Non-executive Directors:*

Ms. PAN Lina (潘麗娜)  
Mr. XIONG Guoming (熊國銘)  
Mr. LUO Huoming (羅火明)  
Ms. CHEN Ping (陳萍)

*Independent non-executive Directors:*

Mr. HUANG Yongqing (黃永慶)  
Mr. TANG Baoqi (唐保祺)  
Mr. ZHONG Jin (鍾錦)  
Mr. GAO Jinkang (高晉康)  
Mr. CHING Yu Lung (程如龍)

*Registered address:*

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

*Principal place of business in Hong Kong:*

40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai, Hong Kong

April 14, 2023

*To the Shareholders*

Dear Sir or Madam,

- (1) 2022 ANNUAL REPORT
- (2) 2022 WORK REPORT OF THE BOARD OF DIRECTORS
- (3) 2022 WORK REPORT OF THE BOARD OF SUPERVISORS
- (4) 2022 EVALUATION REPORT ON THE PERFORMANCE OF DUTIES BY THE DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT
- (5) 2022 FINAL FINANCIAL ACCOUNTS
- (6) 2022 PROFIT DISTRIBUTION PLAN
- (7) REPORT ON RELATED PARTY TRANSACTIONS FOR 2022
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- (10) ENGAGEMENT OF EXTERNAL AUDITORS FOR 2023
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- (12) AMENDMENTS TO CERTAIN ARTICLES IN THE ARTICLES OF ASSOCIATION
- (13) NOTICE OF 2022 ANNUAL GENERAL MEETING
- (14) NOTICE OF 2023 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING;
- AND
- (15) NOTICE OF 2023 FIRST H SHAREHOLDERS' CLASS MEETING

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## LETTER FROM THE BOARD

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### **I. INTRODUCTION**

The Board of Directors hereby invites you to attend the 2022 Annual General Meeting and the subsequent Class Meetings to be held at 9:00 a.m. on Tuesday, May 30, 2023 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC.

This Circular aims to give you the Notice of 2022 Annual General Meeting, the Notice of Domestic Shareholders' Class Meeting and the Notice of 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 ordinary resolutions and/or special resolutions to be proposed at the 2022 Annual General Meeting and the Class Meetings relating to, among other things, the following matters.

### **II. MATTERS TO BE CONSIDERED AND APPROVED AT THE 2022 ANNUAL GENERAL MEETING AND/OR THE CLASS MEETINGS**

#### **1. 2022 Annual Report**

An ordinary resolution will be proposed at the 2022 Annual General Meeting to approve the 2022 Annual Report.

#### **2. 2022 Work Report of the Board of Directors**

An ordinary resolution will be proposed at the 2022 Annual General Meeting to approve the "2022 Work Report of the Board of Directors of Luzhou Bank Co., Ltd." of the Bank. The 2022 Work Report of the Board of Directors has been considered and approved by the Board of Directors. For the 2022 Work Report of the Board of Directors, please refer to Appendix I to this Circular.

#### **3. 2022 Work Report of the Board of Supervisors**

An ordinary resolution will be proposed at the 2022 Annual General Meeting to approve the "2022 Work Report of the Board of Supervisors of Luzhou Bank Co., Ltd." of the Bank. The 2022 Work Report of the Board of Supervisors has been considered and approved by the Board of Supervisors. For the 2022 Work Report of the Board of Supervisors, please refer to Appendix II to this Circular.

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## LETTER FROM THE BOARD

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#### **4. 2022 Evaluation Report on the Performance of Duties by the Directors, Supervisors, Senior Management**

Based on the relevant criteria for evaluation of performance of duties by the Directors, Supervisors and senior management, the Board of Supervisors conducted evaluation of the performance of duties by the Directors, Supervisors and senior management for 2022, and is of the view that the evaluation level of performance of duties by all Directors, Supervisors and senior management in 2022 is “competent”. It is proposed that the Bank shall settle and pay in full the annual performance remuneration (allowances) to its Directors, Supervisors and senior management pursuant to the remuneration packages of Directors and Supervisors considered and approved at the 2018 Annual General Meeting and the 2022 First Extraordinary General Meeting of the Bank, and the remuneration assessment measures for the management considered and approved by the Board. The evaluation report is summarized as follows:

##### ***I. Evaluation of performance of duties by Directors***

The Board of Supervisors is of the view that members of the Board of Directors constantly increased their decision-making proposals and enhanced their decision-making ability to effectively address various risks and challenges in 2022. Along with the steady growth of various indicators, the Bank’s robust business development was well-recognized in all sectors of the community, resulting in continued growth in our market recognition and brand influence.

##### ***II. Evaluation of performance of duties by Supervisors***

The Board of Supervisors is of the view that in 2022, members of the Board of Supervisors continuously innovated and enriched their means of supervision, improving and enhancing the quality and effectiveness of their supervision. This played a positive role in the steady development of the Bank’s business, strengthened risk control, and improved the corporate governance structure.

##### ***III. Evaluation of performance of duties by the senior management***

The Board of Supervisors is of the view that in 2022, the senior management of the Bank proactively adjusted their operational and management strategies amidst the impacts brought by the severe and volatile economic and financial situations, as well as other adverse factors such as recurrence of the COVID-19 pandemic, high temperatures, drought, and restricted electricity and limitation of production. They made every effort to mitigate the impact of the pandemic and manage risks effectively, while maintaining a stable operation and management. As a result, the Bank successfully achieved its operating goals assigned by the Board of Directors.

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## LETTER FROM THE BOARD

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The above-mentioned 2022 Evaluation Report on the Performance of Duties by the Directors, Supervisors, Senior Management has been considered and approved by the Board of Supervisors, and will be submitted to the 2022 Annual General Meeting for consideration and approval by way of ordinary resolution.

### **5. 2022 Final Financial Accounts**

The 2022 Final Financial Accounts of the Bank prepared in accordance with IFRS is summarized as follows:

In 2022, net profit of the Bank amounted to RMB808 million, representing an increase of RMB73 million or 9.98% as compared to the previous year. The basic earnings per share were RMB0.26; the average return on net assets was 8.13%; the return on average total assets was 0.57%.

As of the end of 2022, the non-performing loans (“NPLs”) amounted to RMB1,267 million, representing an increase of RMB209 million as compared to the end of 2021; the NPLs ratio was 1.53%, representing an increase of 0.11 percentage point as compared to the end of 2021. The allowance coverage ratio was 256.93%, representing a decrease of 5.56 percentage points as compared to the end of 2021; the allowance to gross loan ratio was 3.93%, representing an increase of 0.21 percentage point as compared to the end of 2021.

Please refer to the 2022 annual report and the financial statements included therein published by the Bank for details of the 2022 Final Financial Accounts of the Bank.

The 2022 Final Financial Accounts has been considered and approved by the Board, and will be submitted to the 2022 Annual General Meeting for consideration and approval by way of ordinary resolution.

### **6. 2022 Profit Distribution Plan**

According to the 2022 audit results and the requirements of relevant laws and regulations, the 2022 Profit Distribution Plan of the Bank is proposed as follows:

- (i) 10% of the net profit of the Bank shall be appropriated to statutory reserve, amounting to RMB80.75 million;
- (ii) 1.5% of the risk assets balance of the Bank at the end of 2022 shall be appropriated to general risk provisions, according to which an amount of RMB172.71 million shall be additionally appropriated;
- (iii) interests of RMB95.10 million shall be paid for the capital bonds without a fixed term issued by the Bank; and

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## LETTER FROM THE BOARD

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- (iv) Bonus Shares are to be issued to all the Shareholders whose names appear on the register of members of the Bank on the Record Date on the basis of one (1) Bonus Share for every ten (10) Shares, and cash dividends of RMB0.3 (tax inclusive) are to be distributed for every ten (10) Shares. Based on the total number of 2,717,752,062 Shares in issue of the Bank as at the Latest Practicable Date, the aggregate amount of the Bonus Shares and cash dividends proposed to distribute is RMB353.31 million (tax inclusive).

The 2022 Profit Distribution Plan mentioned above has been considered and approved by the Board, and will be submitted to the 2022 Annual General Meeting for consideration and approval by way of special resolution, and the Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting for consideration and approval.

Meanwhile, the Board of Directors proposes to the 2022 Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting to consider and approve the authorization to the Board of Directors to implement the above-mentioned Profit Distribution Plan, and the Board of Directors may further delegate such authorization to the Chairman, the President and the secretary to the Board, to individually or jointly implement all related matters related to the above-mentioned Profit Distribution Plan, including the determination of the Record Date and the specific date for the implementation of the profit distribution and so on.

### *I. Proposed Cash Dividends Distribution*

According to the 2022 Profit Distribution Plan mentioned above, the Board of Directors proposes to distribute cash dividends of RMB0.3 (tax inclusive) for every ten (10) Shares to all the Shareholders whose names appear on the register of members of the Bank on the Record Date. Based on the total number of 2,717,752,062 Shares in issue of the Bank as at the Latest Practicable Date, the aggregate amount of cash dividends proposed to distribute is RMB81.53 million (tax inclusive).

The above-mentioned proposed dividends are denominated in Renminbi and will be distributed to the Domestic Shareholders and H Shareholders in Renminbi and Hong Kong dollars, respectively. The applicable exchange rate for calculating dividends to be distributed in Hong Kong dollars shall be the average of the central parity rates of RMB to Hong Kong dollars used by the interbank foreign exchange market as published by the PBoC of the five working days preceding and inclusive of the date of declaration of such dividends at the 2022 Annual General Meeting.

The proposed final dividends are subject to the consideration and approval by the Shareholders at the 2022 Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting. The dividends will be distributed to the Domestic Shareholders and H Shareholders whose names appear on the register of members of the Bank on Thursday, June 8, 2023. In order to determine the entitlement to the final dividend, the register of members for Domestic Shares and H Shares will be closed from Saturday, June 3,

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## LETTER FROM THE BOARD

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2023 to Thursday, June 8, 2023 (both days inclusive). H Shareholders who wish to receive the final dividend shall lodge all transfer documents accompanied by the relevant H Share certificates with the H Share Registrar, Computershare Hong Kong Investor Services Limited (Address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) no later than 4:30 p.m. on Friday, June 2, 2023 to register the transfer of shares. It is expected that the dividend distribution date will be on Thursday, June 29, 2023. If there is any change to the expected distribution date, an announcement regarding such change will be published by the Bank.

### *II. Proposed Bonus Issue*

According to the 2022 Profit Distribution Plan mentioned above, the Board of Directors also proposes to issue Bonus Shares to the Shareholders whose names appear on the register of members of the Bank on the Record Date on the basis of one (1) Bonus Share for every ten (10) Shares. Based on the total number of 2,717,752,062 Shares in issue of the Bank as at the Latest Practicable Date, the total number of Bonus Shares to be issued is 271,775,206 Shares, including 196,463,206 Bonus Domestic Shares to be issued to Domestic Shareholders and 75,312,000 Bonus H Shares to be issued to H Shareholders. Immediately upon completion of the Bonus Issue, the total number of Shares in issue of the Bank will increase to 2,989,527,268 Shares, including 2,161,095,268 Domestic Shares and 828,432,000 H Shares. The total actual number of Bonus Shares issued will be determined by the total number of shares registered on the Record Date.

#### *(I) Conditions of the Bonus Issue*

Completion of the Bonus Issue is conditional upon:

- (a) the Bonus Issue having been approved by the Shareholders at the 2022 Annual General Meeting by way of special resolution, and approved by Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting;
- (b) the Hong Kong Stock Exchange having granted the listing of, and the permission to deal in, the Bonus H Shares; and
- (c) the compliance with the relevant legal procedures and requirements under the Company Law to effect the Bonus Issue.

As at the Latest Practicable Date, none of the above conditions have been satisfied.

#### *(II) Status of the Bonus Shares*

The Bonus Shares will rank *pari passu* in all respects with the Shares in issue on the date of issue of the Bonus Shares. Holders of the Bonus Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date on which the Bonus Shares are allotted and issued, but will not be entitled to the dividends declared by the Bank before the date of allotment and issuance of the Bonus Shares.

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## LETTER FROM THE BOARD

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### *(III) Fractional entitlements and odd lots arrangement*

Fractional Domestic Shares arising from the Bonus Issue will be arranged and one Bonus Domestic Share will be issued to each of the Domestic Shareholders in descending order based on the decimal number of their fractional Domestic Shares, until the actual number of Bonus Domestic Shares issued equals to the total number of Bonus Domestic Shares to be issued under the Bonus Issue. If the number of Domestic Shareholders with the same decimal number of fractional Domestic Shares exceeds the number of remaining Domestic Shares, such remaining Domestic Shares will be randomly allotted by computer, which will be conclusively evidenced by the result announced by China Securities Depository and Clearing Corporation Limited.

The Bonus H Shares under the Bonus Issue will be issued on a pro rata basis and any fractional H Shares (if any) will be rounded down to the nearest whole number. Fractional H Shares will not be issued and allotted, but will be aggregated and sold for the benefit of the Bank.

In order to alleviate the problems in trading odd lots of H Shares arising from the Bonus Issue, the Bank has appointed Computershare Hong Kong Investor Services Limited as an agent to provide matching services on a best effort basis to the H Shareholders who wish to top up or sell their holdings of odd lots of the H Shares during the period from Friday, June 30, 2023 to Thursday, July 20, 2023, both days inclusive. H Shareholders in odd lots who wish to utilize this facility to dispose of or top up their odd lots of the H Shares may contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or at telephone number (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) within the above period. Shareholders who would like to match odd lots are recommended to make an appointment in advance by dialing the telephone number of Computershare Hong Kong Investor Services Limited set out above. H Shareholders in odd lots should note that successful matching of the sale and purchase of odd lots of the H Shares is not guaranteed. If H Shareholders are in any doubt as to the above facility, they should consult their professional advisers.

### *(IV) Overseas Shareholders*

As at the Latest Practicable Date, according to the latest register of members available to the Bank, the Bank had no H Shareholders with registered addresses outside Hong Kong.

If there are relevant overseas Shareholders on the Record Date, the Bank will make enquiries regarding the legal restrictions (if any) under the laws of the relevant region and the requirements of the relevant regulatory body or stock exchange as to determine the eligibility of the relevant overseas Shareholders to participate in the Bonus Issue.

If, after making such enquiries, the Board is of the view that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant region or the requirements of the relevant regulatory body or stock exchange in that place, not to issue the Bonus H Shares to such overseas Shareholders, arrangements will be made for the Bonus H Shares which would otherwise be issued to such overseas Shareholders to be sold in the market as soon as practicable after dealings in the Bonus H Shares commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each of the overseas Shareholders, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant overseas Shareholders, by ordinary post at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100, in which case it will be retained for the benefit of the Bank.

## LETTER FROM THE BOARD

(V) *Effects on the shareholding structure upon completion of the Bonus Issue*

Set out below is the shareholding structure of the Bank as at the Latest Practicable Date and immediately upon completion of the Bonus Issue (assuming that no other Shares are allotted or issued and no existing Shares are repurchased prior to the Record Date):

	As at the Latest Practicable Date		Immediately after the completion of the Bonus Issue	
	Number of Shares	Approximate percentage of the total number of Shares in issue (%)	Number of Shares <sup>(9)</sup>	Approximate percentage of the total number of Shares in issue <sup>(9)</sup> (%)
<b>Total Domestic Shares Including</b>				
Luzhou Laojiao Group Co., Ltd. <sup>(1)</sup>	390,528,000	14.37	429,580,800	14.37
Luzhou Laojiao Co., Ltd. <sup>(1)</sup>	43,392,000	1.60	47,731,200	1.60
Sichuan Jiale Enterprise Group Co., Ltd. <sup>(2)</sup>	325,440,000	11.97	357,984,000	11.97
Sichuan Luzhou Jiale Real Estate Co., Ltd. <sup>(2)</sup>	8,678,400	0.32	9,546,240	0.32
Luzhou Xinfu Mining Industry Group Co., Ltd. <sup>(3)</sup>	325,440,000	11.97	357,984,000	11.97
LIU Shirong <sup>(4)</sup>	13,018	0.0005	14,319	0.0005
LAN Ying <sup>(5)</sup>	19,527	0.0007	21,479	0.0007
Other Domestic Shareholders	871,121,117	32.05	958,233,228	32.05
<b>Total H Shares</b>				
H Shareholders <sup>(6)</sup>	753,120,000	27.71	828,432,000	27.71
<b>Total</b>	<u>2,717,752,062</u>	<u>100.00</u>	<u>2,989,527,268</u>	<u>100.00</u>

*Notes:*

- (1) As at the Latest Practicable Date, Luzhou Laojiao Group Co., Ltd. directly held 390,528,000 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 43,392,000 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.

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## LETTER FROM THE BOARD

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- (2) As at the Latest Practicable Date, Sichuan Jiale Enterprise Group Co., Ltd. directly held 325,440,000 Domestic Shares, was one of the Bank's substantial shareholders and was beneficially owned by Mr. XIONG Guoming, a director of the Bank, as to 80% equity interest. To the best of the Bank's knowledge, as at the Latest Practicable Date, Sichuan Luzhou Jiale Real Estate Co., Ltd. directly held 8,678,400 Domestic Shares, and was owned as to approximately 92.68% equity interest by Luzhou Yijia Real Estate Development Co., Ltd., which was owned as to approximately 70.44% equity interest by Sichuan Jiale Yijia Industrial Co., Ltd. Sichuan Jiale Yijia Industrial Co., Ltd. was beneficially owned by Mr. XIONG Guoming, a director of the Bank, as to 80% equity interest. Accordingly, Mr. XIONG Guoming is deemed to be interested in the Domestic Shares held by Sichuan Jiale Enterprise Group Co., Ltd. and Sichuan Luzhou Jiale Real Estate Co., Ltd., and the Domestic Shares held by Sichuan Jiale Enterprise Group Co., Ltd. and Sichuan Luzhou Jiale Real Estate Co., Ltd. are not counted as Shares held by public as defined in Rule 8.24 of the Listing Rules.
- (3) As at the Latest Practicable Date, Luzhou Xinfu Mining Industry Group Co., Ltd. directly held 325,440,000 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.
- (4) 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.
- (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 Bonus H Shares to be issued under the Bonus Issue are held by public as defined in Rule 8.24 of the Listing Rules.
- (7) To the knowledge of the Directors and save as disclosed herein, the Domestic Shares held by other Domestic Shareholders and all the H Shares are held by the public as defined in Rule 8.24 of the Listing Rules.
- (8) Percentages are rounded to two or four decimal places.
- (9) The sum of the number of Shares and the shareholding percentage may not be equal to the total number or percentage due to rounding. The final actual number of Shares shall be subject to the handling of the fractional Shares.

### *(VI) Reasons for Bonus Issue*

The Bank is of the view that the profit distribution through the combination of distributing Bonus Shares and cash dividends will achieve a balance between the capital needs for the Bank's business expansion and regulatory compliance and the sharing of the Bank's operating results with its Shareholders, and is in the best interests of the Bank and its Shareholders as a whole, for the following reasons:

- (a) In 2022, the Bank took the initiative to keep abreast of changes in the economic and financial situation and actively changed business philosophy to make strategic planning more scientific, rational and implementable. The Bank, based on its actual situation and external conditions, gave greater importance to improving the quality and efficiency of development to steadily promote the comprehensive business transformation. As a result of its persistent efforts, the Bank achieved reasonable growth in scale, continuous optimization of business structure and stable profitability, thereby realizing coordinated development of efficiency, quality and

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## LETTER FROM THE BOARD

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scale. The Bank further optimized its capital structure and improved its ability to withstand risks through replenishment of capital of all tiers by issuing perpetual bonds and tier-2 capital bonds.

The Bank has to rely on the profit accumulation and retention to replenish core tier-one capital in the short term. Therefore, the endogenous capital of the Bank has become the material supplementary channel to meet the capital needs of business development of the Bank in the short term. With the continuous development of the Bank's business, the Bank shall continue to actively replenish capital and ensure reasonable profit retention. Accordingly, the Bank proposes to adopt a profit distribution plan combining the distribution of Bonus Shares and cash dividends, to share operating results with Shareholders while maintaining the adequacy of the Bank's core tier-one capital.

- (b) The share price per H Share on an ex-entitlement basis may decrease, and the Bonus Issue is not expected to result in an increase in the shareholding percentage of H Shareholders in the Bank. The Bonus Issue can increase the number of Shares held by Domestic Shareholders and H Shareholders, making Shareholders more flexible in managing their own investment portfolios, e.g. Shareholders may sell some of their Shares for cash returns more easily as they wish or keep their Shares for any cash dividends which may be declared and distributed by the Bank in the future. The decrease in the price will reduce the per lot transaction costs incurred by the Shareholders and potential investors of the Bank in acquiring each lot of Shares in the future, and in case there is an increase in share price, Shareholders may also enjoy a capital gain in their investment in the Bank's Shares.

### *(VII) Application for listing*

The Shares of the Bank are not listed nor dealt in on any stock exchange other than the Hong Kong Stock Exchange. An application will be made by the Bank to the Listing Committee of the Hong Kong Stock Exchange for the approval for the listing of, and permission to deal in, the Bonus H Shares. Subject to the satisfaction of the conditions as set out in this Circular (including but not limited to the granting of the listing approval by the Hong Kong Stock Exchange), the Bonus H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS. All necessary arrangements will be made by the Bank for the Bonus H Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Subject to the Bonus Issue becoming unconditional, the certificates for the Bonus H Shares will be dispatched by ordinary post to the H Shareholders who are entitled thereto at their own risk. In case of joint shareholding, the certificates for the Bonus H Shares will be posted to the first named person on the H Share register of members in respect of such joint shareholding. For the date of dispatch of the certificates for the Bonus H Shares and the date

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## LETTER FROM THE BOARD

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of the commencement of dealings in the Bonus H Shares, please refer to the section headed “Expected Timetable” to this Circular. The expected timetable is subject to change, and any relevant change to the expected timetable will be announced separately by the Bank as and when appropriate.

*(VIII) Statement on acquisition of Shares*

The Bank shall ensure that all its listing document(s) and share certificates include the statements stipulated below and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its Shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such Shares bearing statements to the following effect:

- (a) the acquirer of Shares agrees with the Bank and each of the Shareholders, and the Bank agrees with each of the Shareholders, to observe and comply with the Company Law and the Articles of Association;
- (b) the acquirer of Shares agrees with the Bank, each of the Shareholders, Directors, Supervisors, managers and officers, and the Bank acting for itself and for each of its Directors, Supervisors, managers and officers agrees with each of the Shareholders to refer all differences and claims arising from the Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the Bank’s affairs to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its award. Such arbitration shall be final and conclusive;
- (c) the acquirer of Shares agrees with the Bank and each of the Shareholders that the H Shares are freely transferable by the holders thereof; and
- (d) the acquirer of Shares authorizes the Bank to enter into a contract on his or her behalf with each of the Directors and officers whereby such Directors and officers undertake to observe and comply with their obligations to the Shareholders as stipulated in the Articles of Association.

*Warning of risks of dealing in the H Shares*

**H Shareholders should note that the existing H Shares are expected to be dealt in on an ex-entitlement basis for entitlement to the Bonus H Shares from Thursday, June 1, 2023. If the conditions of the Bonus Issue (as set out above under the paragraph headed “Conditions of the Bonus Issue”) are not fulfilled, the Bonus Issue will not proceed. If in any doubt, Shareholders and investors are recommended to consult their professional advisers.**

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## LETTER FROM THE BOARD

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### *III. Taxes*

#### *(I) Domestic Shareholders*

##### 1. Individual shareholders

Pursuant to the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》) and the Regulation on the Implementation of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法實施條例》), the Bank shall withhold and pay individual income tax at the rate of 20% for resident individual shareholders who are listed in the register of Domestic Shareholders of the Bank on the equity record date.

##### 2. Enterprise shareholders

Pursuant to the relevant provisions of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and the Regulation on the Implementation of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》), the Bank will not withhold income tax on dividends and bonuses received by resident enterprise shareholders listed in the register of Domestic Shareholders of the Bank, and the tax payable shall be declared and paid by the enterprises themselves.

#### *(II) H Shareholders*

##### 1. Non-resident enterprise shareholders

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and the Regulation on the Implementation of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》), the Bank shall withhold and pay enterprise income tax at the rate of 10% for non-resident enterprise shareholders who are listed on the register of H Shareholders of the Bank on the equity record date.

##### 2. Non-resident individual shareholders

Pursuant to the Notice on Matters Concerning the Administration of Individual Income Tax Collection after the Annulment of Document Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《關於國稅發 [1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), the Bank shall withhold and pay individual income tax for non-resident individual shareholders.

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## LETTER FROM THE BOARD

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For non-resident individual shareholders who are Hong Kong and Macau residents and whose country (region) of domicile is a country (region) which has entered into a tax treaty stipulating a dividend tax rate of 10% with the PRC, the Bank will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders.

The Bank will withhold and pay individual income tax at the rate of 10% for non-resident individual shareholders of countries or regions that have entered into tax treaties stipulating a tax rate of less than 10% with the PRC. If such shareholders request a refund of the amount in excess of the amount of individual income tax payable under the tax treaty, the Bank will apply to the relevant tax bureau for a refund, provided that such shareholders submit the required documents in accordance with the Administrative Measures on Preferential Treatment entitled by Non-residents under Tax Treaties (Announcement 2019 No. 35 of the State Administration of Taxation) (《非居民納稅人享受協定待遇管理辦法》(國家稅務總局公告2019年第35號)) within the prescribed time limit.

For non-resident individual shareholders of countries or regions that have entered into tax treaties stipulating tax rates higher than 10% but lower than 20% with the PRC, the Bank will withhold and pay individual income tax for such shareholders at the applicable tax rates stipulated in such tax treaties.

The Bank will withhold and pay individual income tax at the rate of 20% for non-resident individual shareholders of countries or regions that have entered into tax treaties stipulating a tax rate higher than 20% with the PRC and of countries or regions that have not entered into any tax treaties with the PRC and in other circumstances.

### **7. Report on Related Party Transactions for 2022**

In 2022, the Bank followed the requirements of the CBIRC's Measures for the Administration of Connected Transactions of Banking and Insurance Institutions (《銀行保險機構關聯交易管理辦法》), the Interim Measures for the Administration of Equity of Commercial Banks (《商業銀行股權管理暫行辦法》), the Listing Rules, the Measures for the Administration of Connected Transactions of Luzhou Bank Co., Ltd. (Revised) (《瀘州銀行股份有限公司關聯交易管理辦法(修訂)》) and the special inspection requirements for related party transactions of the regulatory authorities, continuously standardizing the management of related party transactions, ensuring the effective operation of the Bank's mechanism of related party transactions and effectively protecting the interests of the Bank and its Shareholders. The summaries of report on related party transactions are presented as follows:

#### ***I. MANAGEMENT OF RELATED PARTY TRANSACTIONS***

##### *(I) Continuous standardization of management of related party transactions*

In 2022, the Bank continued to standardize the management of related party transactions. Firstly, it continued to optimize the reporting mechanism of the list of intra-Bank related parties to achieve the regular update of the list of related parties. Secondly, it further

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## LETTER FROM THE BOARD

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standardized the regulatory statements and system data reporting of related party transactions to improve the quality of reporting related party transaction data. Thirdly, it optimized and standardized the approval process for related party transactions throughout the Bank, further controlling the control and management of related party transactions throughout the Bank from a systematic perspective.

*(II) Continuous standardization of the intra-Bank approval process for related party transactions*

The Board of Directors established the Related Party (Connected) Transactions Control Committee, with Independent Directors serving as the chairman. On September 20, 2022, the Bank held the General Meeting to elect the eighth session of the Board of Directors, and held the 2022 first extraordinary general meeting of the eighth session of the Board of Directors on the same day to elect the Chairman of the new Board of Directors and members of each specialized committees under the Board of Directors. The Related Party (Connected) Transactions Control Committee currently consists of five Directors, and the number of members meets the system requirements. The general and major related party transactions of the Bank are reviewed and approved in line with the Bank's internal authorization and approval procedures. Independent Directors of the Bank have all expressed independent opinions on significant related party transactions.

*(III) Pricing of related party transactions*

Various types of related party transactions between the Bank and its related parties are priced on the basis of market price in accordance with the provisions of the Measures for the Administration of Connected Transactions of Luzhou Bank Co., Ltd. (Revised) (《泸州银行股份有限公司關聯交易管理辦法(修訂)》) and normal commercial terms, in light of the credit rating and risk profile of the related party customers and the form of guarantee, etc., and on terms no favorable than those for similar transactions with non-related parties, without causing damage to the Bank and stakeholders including other Shareholders, so as to ensure that the Bank's related party transactions are priced legally, fairly and reasonably.

## **II. OPERATION OF THE RELATED PARTY (CONNECTED) TRANSACTIONS CONTROL COMMITTEE UNDER THE BOARD OF DIRECTORS**

The Related Party (Connected) Transactions Control Committee under the Board of Directors of the Bank conscientiously performed its duties in accordance with the regulatory documents such as the Measures for the Administration of Connected Transactions of Banking and Insurance Institutions and the Measures for the Administration of Connected Transactions of Luzhou Bank Co., Ltd. (Revised), Rules of Procedures for the Related Party (Connected) Transaction Control Committee under the Board of Directors of Luzhou City Commercial Bank Co., Ltd. (applicable upon H Share Listing), the Articles of Association and other documents of the Bank. In 2022, the Bank convened 19 meetings of the Related Party (Connected) Transactions Control Committee under the Board of Directors, reviewing and approving 27 resolutions.

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## LETTER FROM THE BOARD

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### **III. CREDIT RELATED PARTY TRANSACTIONS**

As of the end of 2022, the Bank's net capital was RMB13,623,503,000, and the credit balance to the largest related party was RMB460,000,000, accounting for 3.38% of the Bank's net capital; the credit balance to the group customers of the largest related legal person or other organizations was RMB1,687,640,900, accounting for 12.39% of the Bank's net capital; the credit balance to all related parties was RMB4,513,083,300, accounting for 33.13% of the Bank's net capital. The Bank's credit balance to a related party did not exceed 10% of the Bank's net capital, the credit balance to the group customers of a related legal person or other organizations did not exceed 15% of the Bank's net capital, and the credit balance to all related parties did not exceed 50% of the Bank's net capital, which were in line with the regulatory requirements.

#### *(I) Credit Situation of General Related Party Transactions*

As of the end of 2022, the Bank's credit balance of the general related party transactions was RMB54,604,600.

#### *(II) Credit Situation of Significant Related Party Transactions*

As of the end of 2022, the Bank's credit balance of the significant related party transactions amounted to RMB4,458,478,700.

#### *(III) Asset Quality of Related Party Transactions*

According to the classification of five levels, there is no non-performing assets in the related party transactions credit at the end of 2022.

### **IV. RELATED PARTY TRANSACTIONS IN SERVICES**

In 2022, the Bank's related party transactions in services had a total amount incurred of RMB6,231,900.

The above-mentioned Report on Related Party Transactions for 2022 has been considered and approved by the Board, and will be submitted to the 2022 Annual General Meeting for consideration and approval by way of ordinary resolution.

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### **8. 2023 Fixed Assets Investment Plan**

In accordance with the needs of business development of the Bank, the Bank plans to increase the fix assets investment amounting to approximately RMB94.93 million in 2023, details of which are set out as follows:

- (i) approximately RMB53.83 million for hardware procurement for information technology projects (including purchase of hardware equipment, intelligent products and basic office IT equipment necessary for the construction of various information systems);
- (ii) approximately RMB39.38 million for various investments in newly-established and renovated institutions (including commercial properties of branches);
- (iii) approximately RMB0.36 million for purchase of business vehicles; and
- (iv) approximately RMB1.36 million for other equipment and facilities.

The above-mentioned 2023 Fixed Assets Investment Plan has been considered and approved by the Board, and will be submitted to the 2022 Annual General Meeting for consideration and approval by way of ordinary resolution.

### **9. 2023 Financial Budget Plan**

According to the Bank's strategic development and business expansion needs, the 2023 total budget for operating expenses will be controlled within approximately RMB1,693 million, and such amount represents an increase of RMB130 million as compared to the operating expenses incurred by the Bank in 2022. The increase of the expenses for operating budget is primarily due to an increase in taxable income, resulting in a corresponding increase in surcharges of value-added tax and an increase in business and administrative expenses (including the fixed cost expense, employee's salary and business expenses).

The above-mentioned 2023 Financial Budget Plan has been considered and approved by the Board, and will be submitted to the 2022 Annual General Meeting for consideration and approval by way of ordinary resolution.

### **10. Engagement of External Auditors for 2023**

The Board of Directors proposed and submitted to the 2022 Annual General Meeting for consideration and approval by way of ordinary resolution to reappoint PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the auditor of the financial statements in respect of China Accounting Standards for Business Enterprises for the year of 2023; and PricewaterhouseCoopers as the auditor of the financial statements in respect of IFRS for the year of 2023, the terms of which shall expire upon the conclusion of the 2023 annual general meeting of the Bank, and to authorize the Board to determine their remuneration.

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## LETTER FROM THE BOARD

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The above proposal on the appointment of external auditors in 2023 has been considered and approved by the Board of Directors, and will be submitted to the 2022 Annual General Meeting for consideration and approval by way of ordinary resolution.

### 11. The Change of Registered Capital

Upon completion of the Bonus Issue, the registered capital of the Bank will change from the existing RMB2,717,752,062 to RMB2,989,527,268. The Bank will report the information relating to the application for such changes of registered capital to the regulatory authorities according to the laws, regulations and regulatory documents of the PRC and overseas. Upon the approval of the regulatory authorities, the Bank will amend the relevant articles of the Articles of Association, and register the change of particulars with the Administration for Market Regulation.

The proposal concerning the change of registered capital mentioned above has been considered and approved by the Board, and will be submitted to the 2022 Annual General Meeting for consideration and approval by way of special resolution, and the Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting for consideration and approval.

Meanwhile, the Board proposes at the 2022 AGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting for consideration and approval to authorize the Board who may delegate the chairman, the president and the secretary to the Board, individually or collectively, to handle the approval or filing procedures relating to the change of the registered capital of the Bank according to the laws, regulations and other regulatory documents of the PRC and overseas, as well as the requirements and suggestions from the relevant local and overseas regulatory authorities and stock exchange of the place where the Shares are listed, and to register the change of particulars with the Administration for Market Regulation, the Companies Registry of Hong Kong and other relevant governmental authorities.

### 12. The Amendments to Certain Articles in the Articles of Association

Upon completion of the Bonus Issue, the registered capital and the share capital structure of the Bank will be changed. Upon obtaining the approval of the regulatory authority with respect to the change of registered capital, the Bank proposes to make amendments (the "Amendments") to certain articles in the Articles of Association. Details are set forth as follows:

#### Articles of Association

##### Article 6

The registered capital of the Bank is RMB2,717,752,062.

#### Amended Articles of Association

##### Article 6

The registered capital of the Bank is RMB2,989,527,268.

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## LETTER FROM THE BOARD

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### Articles of Association

#### Article 24

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.

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.

The equity structure of the Bank is: 2,717,752,062 ordinary shares, including 1,964,632,062 domestic shares, accounting for 72.29% of the total ordinary shares that the Bank can issue; 753,120,000 H Shares, accounting for 27.71% of the total ordinary shares that the Bank can issue.

The proposal concerning the amendments to certain articles in the Articles of Association mentioned above has been considered and approved by the Board, and will be submitted to the 2022 Annual General Meeting for consideration and approval by way of special resolution, and the Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting for consideration and approval.

Meanwhile, the Board of Directors proposes at the 2022 Annual General Meeting, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting for consideration and approval to authorize the Board of Directors who may delegate the chairman, the president and the secretary to the Board, individually or collectively, to amend the articles in the Articles of Association which have been approved by the Amendments and handle the approval or filing procedures relating to the Amendments according to the requirements of the laws, regulations and other regulatory documents of the PRC and overseas, as well as the requirements and

### Amended Articles of Association

#### Article 24

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.

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.

The equity structure of the Bank is: 2,989,527,268 ordinary shares, including 2,161,095,268 domestic shares, accounting for 72.29% of the total ordinary shares that the Bank can issue; 828,432,000 H Shares, accounting for 27.71% of the total ordinary shares that the Bank can issue.

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## LETTER FROM THE BOARD

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suggestions from the relevant domestic and overseas regulatory authorities and stock exchange where the Shares are listed, and to register the change of particulars with the Administration for Market Regulation, the Companies Registry of Hong Kong and other relevant governmental authorities.

Subject to the approval by the Shareholders at the 2022 AGM and Class Meetings, the Amendments will take effect upon the completion of the Bonus Issue and the approval of the change of registered capital of the Bank by the banking and insurance regulatory authority, prior to which the existing Articles of Association will remain in effect.

### **III. 2022 ANNUAL GENERAL MEETING AND THE CLASS MEETINGS**

The Bank intends to convene the 2022 Annual General Meeting and the subsequent Class Meetings at 9:00 a.m. on Tuesday, May 30, 2023 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 2022 Annual General Meeting, the Notice of Domestic Shareholders' Class Meeting and the Notice of H Shareholders' Class Meeting. The notice of convening the 2022 Annual General Meeting, the Notice of Domestic Shareholders' Class Meeting and the Notice of H Shareholders' Class Meeting dated April 14, 2023 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 2022 Annual General Meeting, the Notice of Domestic Shareholders' Class Meeting and the Notice of H Shareholders' Class Meeting are also set out on pages 42 to 48 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 2022 Annual General Meeting and the Class Meetings, the H Share register of members of the Bank will be closed from Saturday, April 29, 2023 to Tuesday, May 30, 2023 (both days inclusive). Shareholders who intend to attend and vote at the 2022 Annual General Meeting 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 (address: 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, Postcode: 646000) (for Domestic Shareholders) no later than 4:30 p.m. on Friday, April 28, 2023.

#### **Reply Slip and Form of Proxy**

Shareholders who intend to appoint a proxy to attend the 2022 Annual General Meeting and the Class Meetings 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 (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) (for H Shareholders)

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## LETTER FROM THE BOARD

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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 Domestic Shareholders) in any event no later than 24 hours before the time fixed for holding the 2022 Annual General Meeting, the Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting or any adjourned meeting thereof (i.e. no later than 9:00 a.m. on Monday, May 29, 2023; 9:30 a.m. on Monday, May 29, 2023; and 10:00 a.m. on Monday, May 29, 2023).

Shareholders who intend to attend the 2022 Annual General Meeting and the Class Meetings (or any adjourned meeting thereof) in person or by proxy shall complete and return the reply slip for attending the 2022 Annual General Meeting and the Class Meetings (or any adjourned meeting thereof) by hand, by fax or by post to the 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 of Directors (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), such that the reply slip shall be received by the Bank 20 days before the 2022 Annual General Meeting and the Class Meetings (i.e. on or before Tuesday, May 9, 2023).

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 2022 Annual General Meeting and the Class Meetings (or any adjourned meeting thereof) on his or her behalf. A proxy does not need 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 2022 Annual General Meeting and the Class Meetings (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 2022 Annual General Meeting and the Class Meetings.

### **Voting by Poll at the 2022 Annual General Meeting and the 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 2022 Annual General Meeting and the Class Meetings will therefore demand a poll for every resolution at the 2022 Annual General Meeting and the Class Meetings pursuant to the Articles of Association. On a poll, each Shareholder who attends the 2022 Annual General Meeting and the Class Meetings 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.

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## LETTER FROM THE BOARD

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### IV. RECOMMENDATION

The Board of Directors (including Independent Non-executive Directors) considers that all the resolutions set out in the Notices of 2022 Annual General Meeting, the Domestic Shareholders' Class Meeting and 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 2022 Annual General Meeting and the Class Meetings which are to be proposed at the 2022 Annual General Meeting and the 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.*

**2022 WORK REPORT OF THE BOARD OF DIRECTORS**

2022 is the year when the 20th National Congress of the Communist Party of China was successfully held, and it is also the 25th anniversary of the establishment of the Bank. With the strong support and guidance from the municipal Party committee, the municipal government and regulatory authorities, as well as the concern and support from all shareholders and all walks of life, the Board of Directors of the Bank actively faced the complicated economic and financial situation and increasingly fierce industry competition, conscientiously implemented the national, provincial and municipal strategic deployments and work requirements, comprehensively strengthened the Party's construction and leadership, adhered to the general keynote of seeking progress while maintaining stability, and focused on the three key tasks of "guarding against financial risk, serving the real economy and deepening financial reform" to carry out various tasks in a steady and orderly manner. The major work of the Board of Directors during the year is reported as follows.

**I. Overall operation in 2022**

As of the end of 2022, the Bank's total assets amounted to RMB148,630 million, representing an increase of RMB14,120 million or 10.50% as compared to the beginning of the year; the Bank's balance of various customer deposits amounted to RMB109,446 million, representing an increase of RMB14,677 million or 15.49% as compared to the beginning of the year; the Bank's balance of various loans amounted to RMB83,181 million, representing an increase of RMB8,308 million or 11.10% as compared to the beginning of the year; the Bank's operating revenue amounted to RMB3,902 million, representing a year-on-year increase of RMB126 million or 3.33%; the Bank's net profit amounted to RMB808 million, representing an increase of 9.98% as compared to the previous year; the Bank's NPLs ratio was 1.53% at the end of the year. In 2022, with the steady growth of all indicators, the Bank's sound and sustainable business development was recognized by all circles of society, and its market recognition and brand influence continued to improve. The Bank was awarded the "Inclusive Finance Pioneer Bank of 2022" (2022年度普惠金融先鋒銀行) in the 20th China's Financial Annual Champion Awards Selection and the "Outstanding Contribution Award for Social Poverty Alleviation" (社會扶貧突出貢獻獎) by Sichuan Poverty Alleviation Foundation; the Bank ranked 23rd among city commercial banks in the "GYROSCOPE" evaluation of stable development of commercial banks released by China Banking Association in 2022 and was awarded the "2022 China Digital Finance Golden Award List (2022中國數字金融金榜獎)- Best Diversified Innovation Award for Mobile Banking (手機銀行最佳多元創新獎)" by China Financial Certification Authority (CFCA), Digital Finance Joint Publicity Year and [www.cebnet.com.cn](http://www.cebnet.com.cn).

## II. Major Work in 2022

### (I) Effectively strengthen Party building and leadership, and improve the corporate governance structures

1. **Strengthen the leadership of Party and continuously improve the corporate governance capability.** We always adhere to the Party's leadership over financial work, promoting the organic integration of Party leadership and corporate governance. **Firstly**, the Board of Directors thoroughly implemented the relevant provisions of the Measures for the Implementation of the "3-Vital-1-Major" Decision-making System and insisted the pre-procedures for study and discussion by the Party committee. In 2022, the Bank convened 63 meetings of the Party committee, conducting study and discussing more than 400 important events; the Bank has formulated a list of studying and discussion and matters of pre-procedures for study and discussion by the Party committee, being in the course of formulating the Measures for the Implementation of the "3-Vital-1-Major" Decision-making System and amending the Rules of Procedures for the Meeting of the Party committee, so as to further clarify the authority and responsibility of governance bodies such as Party committee and the Board of Directors, senior management. **Secondly**, the Board of Directors thoroughly implemented the leadership mechanism of "Dual Entry and Cross Appointment". The secretary to the Party Committee and the Chairman of the Board of Directors shall be the same person. In 2022, the Board of Directors successfully carried out the general election of the Party Committee, which further optimized the Party Committee's membership structure and constantly enhanced the decision-making capability. Currently, the Party Committee of the Bank consists of 9 members, including 2 members of the Board of Directors, 1 member of the Board of Supervisors and 5 members of the senior management, giving full play to the important role of the Party Committee in setting the overall direction, keeping in mind the big picture and promoting the implementation of Party policies and principles.
2. **Enhance the construction of capabilities of duties performance and give full play to decision-making functions.** In 2022, the Board of Directors actively overcame the impact of the epidemic and convened various corporate governance meetings through video conferencing, communication voting and on-site meetings in accordance with the laws and regulations, to achieve timely and efficient decision-making. In the whole year, the Board of Directors held two general meetings to consider and approve 14 proposals, relating to material aspects, such as the annual fixed asset investment plans, financial budget plan and profit distribution plan, "14th Five-Year" Development Strategic Plan, and the election of Directors and Supervisors. All proposals were adopted with an overwhelming majority of votes. The Board of Directors organized and convened 13 Board meetings, to deliberate and listen to 65 proposals and reports, and to make decisions on significant matters such as appointment of senior management, improvement of risk management system and review of periodic reports. The Board has six special committees to give full play to their professional advantages. In the whole year, the Board of Directors held 38 meetings in total, deliberated and listened to 55 proposals and reports, providing strong support for the decision-making of the Board.

All Directors performed their duties diligently, and continued to enhance the effectiveness in discharging their duties by attending meetings, reviewing financial statements regularly, consulting relevant information, receiving training and others. In 2022, the Directors of the Bank participated in trainings on shareholders' rights and obligations, directors' responsibilities of listed companies, information disclosure responsibilities, regulatory summaries of Hong Kong regulatory authorities, and the identification and recognition of green credit. The independent Directors highlighted their professional characteristics, strengthened their review for the matters such as the Bank's strategic development, risk management, internal control and related party transactions. During the year, the special exchange meeting of independent Directors was held, to fully discuss the Bank's 2022 business development and 2023 development plan, actively offer suggestions and express objective and prudent independent opinions, effectively safeguarding the legitimate rights and interests of the Bank and small and medium shareholders. Upon the review conducted by the Bank on the corporate governance polices and their implementation such as the Board's existing diversity policy, independent opinion mechanism, shareholder communication policy, whistle-blowing policy, anti-corruption policy, code of conduct, training for Directors and senior management, the Bank's corporate governance policies and their implementation in 2022 were adequately effective and in compliance with governance requirements for listed companies.

- 3. Complete the smooth re-election of the Board of Directors and senior management, and continue to optimize the corporate governance structure.** The Bank carried out corporate governance procedures such as the general election of the Board of Directors and the appointment of senior management in an orderly manner, which was in accordance with the laws and regulations, including Company Law, the Corporate Governance Standards for Banking and Insurance Institutions, the Basic Procedures for Re-election of City Commercial Banks in Sichuan (《四川法人城市商業銀行換屆工作基本流程》), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and the relevant provisions of the Articles of Association of the Bank. The Bank elected the members of eighth session of the Board of Directors in accordance with the law and regulations, introduced Mr. GAO Jinkang (former dean of the School of Law of Southwestern University of Finance and Economics) and Mr. CHING Yu Lung (an international certified public accountant) as independent Directors of the Bank, further optimizing the structure of Board of Directors; successfully completed the establishment of each special committees under the eighth session of the Board of Directors and effectively promoted the effective role of special committees in supporting decision-making; completed the recruitment of senior management personnel, further enhanced the professionalism of the senior management members and improved their decision-making ability. The smooth re-election and effective connection of the Board of Directors and senior management has laid a solid foundation for the sustainable and stable development of the whole Bank.

**(II) Actively promote capital replenishment and continue to improve the level of capital management**

**Firstly**, the Board of Directors actively performed its capital management duties. The Board of Directors strengthened capital constraints, optimized capital allocation and promoted the allocation of resources to key areas and customers; meanwhile, actively adjusted the business structure, implemented refined management, increased the proportion of light capital business such as Pre-ABS business and wealth management business, strengthened the capital measurement, monitoring, adjustment and control, maximized the value of existing capital and enhanced the level of capital gain. **Secondly**, the Board of Directors actively promoted capital replenishment. On the one hand, the Board of Directors insisted on the endogenous accumulation, enhanced profitability, rationally formulated bonus policies and improved capital retention. On the other hand, the Board of Directors continued to make achievements in the replenishment of external capital. On November 1, 2022, the Bank successfully issued RMB0.8 billion tier-2 capital bonds in the national interbank bond market to further replenish its tier-2 capital, improved the whole Bank's risk resistance ability and provided capital protection for the sustainable and steady development of the Bank.

**(III) Optimize the internal control and compliance management, and enhance risk management capability**

- 1. Continue to deepen the internal control and compliance management.** In 2022, the Bank continued to adhere to the development concept of "operation in compliance with regulations, internal control first", and took internal control and compliance management as the main line of work throughout the year. The Bank tracked and supervised the rectification of problems through the risk management and internal control effectiveness self-inspection, special inspection and investigations, and strengthened a strong compliance risk "firewall". It optimized the work ideas of internal control and compliance management, subdivided the work areas of internal control compliance management, revised the basic system of internal control compliance management, took multiple measures including mechanism construction, system construction, compliance culture construction, compliance rectification and accountability to strengthen the foundation of compliance and improve the quality and effectiveness of management. During the year, a total of 84 authorization documents were sorted out, more than 520 system reviews were carried out, the implementation of 14 key systems were inspected, and the deviations from the system were discovered and corrected in a timely manner. At the same time, the Bank strengthened the implementation of responsibilities and promoted the construction of standards to ensure that the Bank operated safely and there was no case accident throughout the year.

2. **Continue to enhance the comprehensive risk management.** In 2022, macro-economic pressures were increasing and financial market volatility increased. **Firstly**, continue to optimize the comprehensive risk management system. In accordance with the idea of comprehensive supervision and scientific control, the Bank has steadily promoted the prevention and control of financial risks, adhered to the comprehensive, balanced, centralized and compliant risk management concept, and moved the risk management forward to build a “three-line defense” with business, risk and supervision connecting with each other and balancing each other. It established a management system with “sound systems, clear rules, proper enforcement and effective supervision” to improve the awareness of risk checks and balances and internal control compliance of all employees, and to fully realize effective supervision and checks and balances at all levels. **Secondly**, focus on risk prevention and control. The Board of Directors strengthened the monitoring and management of risk appetite implementation and risk limit control in accordance with the annual risk appetite and risk limit, strengthened the management of hidden debt and real estate concentration, and reduced the scale of hidden debt and real estate loans in an orderly manner. We regularly listened to senior management’s operations report, risk profile analysis report, evaluation report of internal control, supervisory opinion letter and rectification report, continued to pay attention to the progress of risk screening and properly coped with credit risk, liquidity risk, market risk, operational risk, reputation risk, legal risk and other risks. **Thirdly**, continue to improve the institutional management system. The Board of Directors actively adapted to the new situation and requirements by revising the Basic System of Compliance Management (《合規管理基本制度》) and the Basic System of Accounting (《會計基本制度》), and establishing systems and measures including the Basic System of Liability Quality Management (《負債質量管理基本制度》) and the Administrative Measures for Implementation of Expected Credit Loss Approach (《預期信用損失法實施管理辦法》). **Fourthly**, increase our efforts to collect and dispose of non-performing assets. The Bank took multiple measures to collect and dispose of non-performing assets by flexibly using litigation, enforcement of notarization, arbitration, non-litigation, assignment of creditor’s rights and write-offs, achieving breakthrough in collection of major and large-amount non-performing assets.

**(IV) Standardize the management of shareholders’ equity and carry out related party transactions in compliance with regulations**

In 2022, for shareholder governance, **firstly**, the Board of Directors actively assumed the ultimate responsibility for shareholding management and further standardized the shareholders’ equity governance structure of the Bank. The Board of Directors has continued to promote the confirmation of existing shareholders’ equity and the standardization of shareholders information, and the total number of shareholders with affirmed ownership reached 1,429, with a total confirmation ratio of 99.46%. **Secondly**, the Board of Directors standardized the behavior of shareholders. The Board of Directors conducted annual evaluation of substantial shareholders and major shareholders, strengthened substantial shareholders’ and major shareholders’ awareness of performing their duties and contracts, and strictly prevented the transfer of shareholders’ interests. **Thirdly**, the Board of Directors strengthened communication with all parties and actively promoted the review of qualifications of

shareholders. The shareholder qualification of Luzhou Industrial Development Investment Group Co., Ltd. (瀘州產業發展投資集團有限公司) and its associated companies have been granted by China Banking and Insurance Regulatory Commission Sichuan Office on December 27, 2022, therefore, Luzhou Industrial Development Investment Group Co., Ltd. and its associated companies meet the Bank's substantial shareholder qualification requirements.

For related party transactions, **firstly**, the Board of Directors strictly implemented the related party transaction approval system and information disclosure system. The Board of Directors considered the special report on annual related party transactions, authorized the related party transactions control committee to hold 19 meetings during the year, deliberated on matters such as the quarterly list of related parties and the grant of working capital loans and the provision of leasing services, reported related party transactions to the regulatory authorities and the Board of Supervisors in a timely manner and made information disclosure in accordance with the regulations. **Secondly**, the Board of Directors continued to standardize the management of related party transactions and carried out related party transactions in compliance with regulations. The Board of Directors updated the list of related parties regularly to further standardize regulatory data of related party transactions and the work of system data reporting, and to improve the quality of related party transaction data reporting. The Board of Directors ensured the effective operation of the Bank's mechanism of related party transactions and effectively protected the interests of the Bank and its Shareholders.

**(V) Actively fulfill the obligation of information disclosure and effectively manage investor relations**

**Firstly**, the Board of Directors made information disclosure in accordance with the laws and regulations. The Board of Directors strictly followed the relevant requirements of domestic and foreign information disclosures, adhered to the principles of truthfulness, accuracy, timeliness and completeness, and actively made information disclosure. The Board of Directors has disclosed more than 30 corporate governance documents and various regular and temporary announcements, such as the annual results announcement, annual report, ESG report, report of environmental information disclosure, election of Directors and Supervisors for the eighth session of the Board of Directors and the Board of Supervisors, appointment of senior management and completion of bond issuance, which protected investors' right to know and improved the transparency of the Bank. **Secondly**, the Board of Directors actively strengthened interaction with investors. The Board of Directors set up shareholder service line, telephone for investors inquiries and mailboxes of the secretary to the Board, established a register of shareholders' questions, timely answered inquiries from shareholders, news media and various investors, and showed the Bank's investment value objectively and comprehensively.

**(VI) Spare no effort to serve the real economy and earnestly fulfill social responsibilities**

**Firstly**, the Board of Directors practice the concept of green finance and strengthen green financial services. The Bank actively responded to the national “dual carbon” policy, focusing on industries and projects with green environmental protection, circular economy, and low-carbon economic development as key areas of credit funds, establishing access standards and overall credit strategy for green credit project, increasing green credit investment, and continuously promoting the development of green credit of the Bank. **Secondly**, the Board of Directors put more effort into financial service innovation and focus on supporting the development of small and micro enterprises. Throughout the year, the Bank launched small micro loan products, including “Fang Hao Dai”, “Fang Man Dai”, and “Tian Tian Dai”, to further accurately meet the diversified financing needs of small and micro enterprises. The Bank adhered to the business strategy of “centered on the big enterprises and support the small enterprises (圍大做小)”, actively promoted business transformation, centralized on the large-scale central enterprises, local state-owned enterprises, and leading private enterprises that have already cooperated with us, increased support to the upstream and downstream small and micro enterprises, and successively launched supply chain loan products such as “Leye Loan” and “Supply Warehouse”, and established supply chain finance cooperation with nearly 20 high-quality large-scale enterprises. **Thirdly**, the Board of Directors actively assume social responsibility. The Bank stick together with the real economy and took the initiative in key areas such as post-disaster reconstruction, epidemic prevention and control, and rural revitalization to overcome difficulties with enterprises. The Bank continued to provide financial services for post-earthquake reconstruction in Lu County, providing loans for rural housing reconstruction to affected residents; For small and medium-sized enterprises and individual businesses severely affected by the epidemic, the Bank adopted measures such as extension, emergency loan transfers, and deferred repayment of principal and interest to help customers overcome difficulties. The Bank increased the intensity for fee reduction and profit sharing, and expanded the scope of payment and settlement reduction and exemption to all accounts to achieve “zero fee” for payment and settlement. The Bank vigorously supported rural revitalization, actively connected with the provincial key project – Luohanlin Rural Revitalization Industrial Poverty Alleviation Project (羅漢林鄉村振興產業扶貧項目), to solidly consolidating the achievements of poverty alleviation.

**III. Prospects for the Bank’s work in 2023**

In 2023, the Bank will comprehensively implement the spirit of the 20th National Congress of the Communist Party of China by upholding the general principle of making progress while ensuring stability, implement new concept for development, serve the new pattern of development, adhere to the origin of finance, strictly abide to the bottom line of risks, focus on improving quality and efficiency, and comprehensively promote various work such as strengthening governance, preventing risks, promoting reform, and seeking development. The Bank provides flexible, efficient, and high-quality financial services to assist regional economic development and achieve simultaneous growth and prosperity of regional economy and enterprise development.

**(I) Improve the corporate governance mechanism and continuously enhance the quality and efficiency of corporate governance**

The Board of Directors will consistently adhere to the leadership of the Party, continuously improve the means and path for the organic integration of the Party leadership and corporate governance, continue to implement the leadership system of “Dual Entry and Cross Appointment”, and improve the corporate governance system of “the general meeting, the Board, the Board of Supervisors and the senior management”. In accordance with domestic and overseas regulatory requirements such as the Corporate Governance Standards for Banking and Insurance Institutions (《銀行保險機構公司治理準則》), the Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (Trial) (《銀行保險機構董事監事履職評價辦法(試行)》), the Measures for the Administration of Connected Transactions of Banking and Insurance Institutions (《銀行保險機構關聯交易管理辦法》), the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial) (《銀行保險機構大股東行為監管辦法(試行)》) and the Listing Rules of the Hong Kong Stock Exchange, the Bank revised and improved basic systems of corporate governance of the Articles of Association and the Rules of Procedure of the Nomination and Remuneration Committee of the Board of Directors of the Bank, and improved the long-term mechanism for corporate governance. The Bank strictly followed the requirements of the Measures for the Supervision and Rating of Commercial Banks (《商業銀行監管評級辦法》) and the Measures for the Corporate Governance Supervision and Evaluation of Banking and Insurance Institutions (《銀行保險機構公司治理監管評估辦法》) to conduct the annual regulatory rating and corporate governance evaluation work and provide guarantee for the Bank’s compliant operation and steady development.

**(II) Optimize capital structure and continuously promote business transformation**

Anchoring to the long-term sustainable development, the Board of Directors adhered to the concept of refined capital management and capital-light development strategy, strengthened the sense of capital restraint, guided and promoted the transformation of operation and optimization of business structure, vigorously consolidated customer base, reduced the cost of liabilities in an orderly manner, and improved the competitiveness of the asset businesses. The Board of Directors strived to improve the mechanism of capital management, strengthened the forward-looking management of asset and the evaluation and monitoring of capital adequacy, maintained a reasonable match between capital level and risk level, and ensured the sound business development of the whole Bank. In light of regulatory requirements and the needs for business development, the Board of Directors adhered to the capital replenishment mechanism of internal accumulation and external supplement, seized all favorable opportunities to actively replenish capital in accordance with the factors such as market environment, financing efficiency and financing cost, so as to enhance the risk resistance and business development ability.

**(III) Adhered to the bottom line of risk and continued to make achievements in risk prevention and control**

**Firstly**, the Board of Directors continuously deepened the construction of the internal control and compliance management system to further enhance the quality and effectiveness of internal control and compliance management, highlighted the guidance and motivation of internal control and compliance in the performance appraisal, consolidated the effective implementation and rectification of investigation opinions and compliance issues, and strengthened case prevention and staff behavior management to further enhance the concept of compliance operations throughout the Bank. **Secondly**, the Board of Directors strengthened comprehensive risk management, paid close attention to risk prevention and control in key areas, and continued to implement a prudent risk management philosophy. The Board of Directors deepened the special reform of “Project 0927”, refined the standards of Three Investigation in the industry, promoted the implementation of the check and balance mechanism for risk management, strengthened the post balance and post-loan supervision and inspection, and consolidated management responsibilities at all levels. The Board of Directors slowed down the pace of the input of credit and loan gradually, closely monitored regional risks and industry risks, and took full advantage of risk officers, independent approvers and other professional teams to carry out loan access in a prudent manner. The Board of Directors hold quarterly meetings of special groups in key industries to analyze the potential impact of policy and market changes on the Bank’s operations, put forward the measures to control risks and guided the business development of the whole Bank. The Board of Directors established a stratified and categorized management system of credit risk monitoring and early warning, strengthened monitoring of customer risk early warning signals, closely monitored the quality of loans with deferment of repayment of the principal and interest, implemented a risk resolution plan of one policy for one household and strengthened potential risk prevention and control. The Board of Directors made more efforts to collect and dispose of non-performing assets. The Board of Directors flexibly adopted methods such as judicial measures, transfer of debts and write-offs to increase the efforts to collect and disposal of risk loans, and made reasonable provision to strengthen the basis of risk cushion.

**(IV) Continued to consolidate the foundation of development and better served the real economy**

**Firstly**, the Board of Directors comprehensively promoted the transformation of business, actively adapted to the economic development trend, slowed down the speed of development, reduced the cost of liabilities in an orderly manner, promoted the decline of loan interest rates, and improved the ability of serving real economy. **Secondly**, the Board of Directors continued to carry on technological construction, actively responded to the trend of digital transformation, strengthened the development of technology-enabled operations, and improved customer experience and marketing efficiency. **Thirdly**, the Board of Directors advanced the construction of talent team, strived to establish a bank team with profession, rejuvenation and marketization. **Fourthly**, the Board of Directors continuously optimized the credit structure, vigorously developed supply chain and industry chain finance, intensified support for advanced manufacturing industries, key local industries, infrastructure construction and other key areas.

**Fifthly**, the Board of Directors strengthened the financial services of small and micro enterprises, focused on the financial demand of characteristic industries development in different counties and districts of Luzhou, increased the supply of loans to small, medium and micro enterprises, facilitated the development of supply chain finance, and earnestly executed “two increases” objectives of inclusive small and micro enterprises.

**2022 WORK REPORT OF THE BOARD OF SUPERVISORS**

In 2022, the Board of Supervisors strictly adhered to the relevant regulations and requirements of the Company Law, the Corporate Governance Standards for Banking and Insurance Institutions, the Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (Trial) and the Guidelines on the Work of the Board of Supervisors of Commercial Banks, as well as the Articles of Association of the Bank. Under the adamant leadership of the Party committee and with the support and cooperation of the Board of Directors and senior management, the Board of Supervisors safeguarded the interests of the Shareholders and employees, ensuring the long-term robust development of Luzhou Bank as the core goal. It “centered around effective supervision as a means to promote and improve our overall work”, closely integrating transformation strategies with key work tasks of the Bank, improving the operation mechanism and the supervision system, strengthening risk controls in key areas, effectively fulfilling its supervisory role and making great contributes to promoting transformation, enhancing internal controls, preventing risks, and enhancing the standard of corporate governance.

**I. Major Work of the Board of Supervisors in 2022****(I) Adhered to the Party’s Leadership and Strengthened Top-level Designs**

In 2022, the Board of Supervisors comprehensively implemented the decisions and deployments of the Party Central Committee, and continuously strengthened the Party’s leadership in corporate governance. The Board of Supervisors promoted the Party’s leadership in its daily supervision and management, earnestly adhered to regulatory requirements, carried out supervision work in a standardized manner, enhanced rectification of problems and constantly strengthened supervision in key areas, such as the performance of the Board of Directors and senior management, financial activities, risk management, internal control and strategic development. These efforts promoted the constant and steady development of the Bank and strictly safeguarded the legal interest of the Shareholders and other stakeholders.

**(II) Strengthened Performance Supervision to Promote Effective Improvement of Corporate Governance**

- 1. Implementing supervision over the meetings and effectively performing the function of daily supervision.** The supervisors considered various resolutions and reports conscientiously, voiced opinions in an objective and impartial manner and exercised voting rights cautiously, properly fulfilling their supervisory function. In 2022, the Board of Supervisors convened nine meetings of the Board of Supervisors in total, during which it considered and approved 34 matters, and listened to 11 reports; the Board of Supervisors convened three meetings of nomination committee and four meetings of the audit and supervision committee, during which it considered and approved nine resolutions. The matters under consideration involved operational decision-making, internal control, financial budgets, risk management, evaluation of duty performance of the directors, supervisors and senior management,

reelection of the Board of Directors and the Board of Supervisors, and audit plan. The supervisors oversaw the decision-making of major matters and the Bank's operating activities by attending the meetings of the Board of Supervisors, attending the meetings of the Board of Directors as observers, attending the Shareholders' general meetings, and via the attendance of the chairman of the Board of Supervisors at the meetings of the party committee, and pursuant to the law, they supervised whether the meeting agendas and resolutions were in compliance with the laws and regulations or not, effectively performing their function of daily supervision. During the year, the chairman of the Board of Directors, together with the relevant departments, attended the meeting where the Board of Supervisors made a work report.

- 2. Fulfilling supervisory responsibilities by evaluating the performance of duties by the Board of Directors, Board of Supervisors and the senior management.** In 2022, the Board of Supervisors continued to improve the mechanism for performance evaluation of Directors, Supervisors and senior management and their performance related archives, and organized the performance evaluation of the Board of Directors and Board of Supervisors and their members as well as senior management members in 2021, focusing on their performance of duties and responsibilities and diligence. During the evaluation process, the Board of Supervisors paid attention to communication and coordination with all parties, fully listened to the internal and external evaluation opinions, and focused on the Board of Directors' performance in business operations, risk management, consumer rights protection, financial activities, internal control and compliance, rectification measures in response to the problems identified by regulators and other aspects. Performance evaluation makes for effective checks and balances of corporate governance and increased performance efficiency of the Board of Directors, Board of Supervisors and the senior management. The annual performance evaluation results are reported to the regulatory authorities and the Shareholders' general meetings as required.
- 3. Strengthened financial supervision to safeguard Shareholders' rights and interests.** Firstly, the Board of Supervisors supervised budgeting preparation, budget implementation, profit distribution plan, connected transaction, and deliberated and reviewed relevant proposals and reports. Secondly, the Board of Supervisors paid attention to the decision-making and implementation of important financial matters, deliberated on the 2022 Final Financial Accounts report, 2023 Financial Budget Plan, and the renewal of employment of the accounting firm. Third, the Board of Supervisors kept abreast of the financial operations, regularly listened to reports on operations, monitored changes in financial indicators in a timely manner, and practically furthered its efforts in financial supervision.

- 4. Strengthened supervision on risk and internal control to improve the quality and efficiency of duty performance by supervisors.** In 2022, the Board of Supervisors prioritized internal control and risk supervision. Firstly, the Board of Supervisors engaged auditors to conduct 17 special audits on comprehensive risk management, capital management, anti-money laundering, consumer rights protection, related party transactions, etc. Secondly, the Board of Supervisors organized and carried out a special supervisory inspection on reputation risk and operational risk associated with business operations, and sent two reminder letters to the Board of Directors and the senior management on the problems identified in the inspection, and put forward recommendations and rectification requirements in six aspects. Thirdly, the Board of Supervisors continued to improve the comprehensive risk management system, and introduced “eight rules for strict supervision” for the credit sector for the first time, and distributed “credit asset risk management alert card” to credit practitioners. By effectively spreading the message of supervision, these measures helped to increase the quality and effectiveness of supervision and inspection by the Board of Supervisors.
- 5. Successfully completed the election for a new session of the Board of Supervisors and ensured the normal performance of the Board of Supervisors.** In accordance with the regulatory requirements and the Bank’s Articles of Association, the election for the eighth session of the Board of Supervisors was successfully completed. The Board of Supervisors has optimized the selection of candidates for Supervisors, adjusted the personnel composition of special committees under the Board of Supervisors, elected a new external Supervisor and chairman of the Board of Supervisors, with an aim to ensure that the Board of Supervisors can properly perform its supervisory functions.
- 6. Opened up communication channels and established a risk check and balance system.** Firstly, the Board of Supervisors enhanced the feedback mechanism for supervision and inspection results. This includes providing timely feedback on inspection and supervision to the Board of Directors and the management, and putting forward opinions and suggestions for improvement. Secondly, the Board of Supervisors strengthened supervision on the risk management department, internal control and compliance department, internal audit department and other departments that serve as the second and third lines of defense. This can be accomplished by improving understanding of risk management measures and specific measures, and by forming a risk check and balance mechanism with clear workflows, defined departmental roles and effective coordination.

## **II. The Performance of Duties by Members of the Board of Supervisors**

In 2022, according to the laws and regulations, regulatory requirements and Articles of Association of the Bank, all members of the Board of Supervisors performed supervision duties conscientiously, diligently and faithfully in compliance with the laws and regulations. Throughout the year, Supervisors attended meetings of the Board of Supervisors and special committees in accordance with regulations, with the attendance rate of 93%. All Supervisors worked in the Bank for more than 15 days, which was in line with the performance requirements. All Supervisors gave full play to their professional knowledge and working experience, and put forward comments and suggestions on the Bank's business development and risk control, which played an important role to promote the development of the Bank, improve corporate governance, and enhance the supervisory level of the Board of Supervisors.

## **III. The Board of Supervisors' Independent Opinions on the Relevant Matters**

### **(I) Operation in accordance with the law**

During the Reporting Period, the Board of Directors and senior management, in the face of the increasingly complicated external financial situation and complex and changing pandemic of COVID-19, led the employees of the Bank to work diligently and hard to overcome various difficulties, make real efforts and achieve the continuous development of the businesses across the board, made operating indicators to meet expectations and business products continue to innovate and achieved further enhancement in sci-tech finance and continuous deepening of internal reform. The senior management could actively implement the resolutions approved by the Board of Directors, without the situation of not executing or execution without results. The Board of Supervisors has not found that the Board of Directors or senior management has damaged the interests of Shareholders.

### **(II) Internal control**

During the Reporting Period, the Board of Directors and senior management continued to improve the construction of the internal control system, continued to strengthen the implementation of internal control systems and optimization of internal control evaluation methods, as well as strengthened internal control supervision and inspection. The internal control measures were generally effective.

### **(III) Risk management**

During the Reporting Period, under the high attention paid by the Board of Directors and senior management, the Board of Supervisors continued to improve the comprehensive risk management system. With continuously strengthening risk management and control measures and optimizing the effectiveness and efficiency of risk identification, analysis, assessment and mitigation, there were no risk cases or significant risk incidents occurred throughout the year. The overall risk was effectively under control.

**(IV) Truthfulness of financial report**

During the Reporting Period, PricewaterhouseCoopers Zhong Tian LLP has issued 2021 Annual Audit Report, 2022 Interim Review Report and the execution of agreed-upon procedures for the first and third quarters of 2022 financial report to the Bank. After careful review, the Board of Supervisors considers that the financial report truly reflects the financial situation and operation results of the Bank.

**(V) Implementation of information disclosure**

During the Reporting Period, the Bank had taken the initiative to accept public supervision and made announcements on sensitive information such as corporate governance, senior management changes and major investments in addition to regular performance disclosure according to laws. No false records, misleading statements or major omissions in the disclosed information were found.

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## NOTICE OF 2022 ANNUAL 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 2022 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that 2022 Annual General Meeting (the “**2022 Annual General Meeting**”) of Luzhou Bank Co., Ltd. (the “**Bank**”) will be held at 9:00 a.m. on Tuesday, May 30, 2023 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 are marked by \*):

1. to consider and approve the 2022 annual report of the Bank;
2. to consider and approve the 2022 work report of the board of directors of the Bank;
3. to consider and approve the 2022 work report of the board of supervisors of the Bank;
4. to consider and approve the 2022 evaluation report on the performance of duties by the directors, supervisors, senior management of the Bank;
5. to consider and approve the final financial accounts of the Bank for 2022;
- 6.\* to consider and approve the 2022 profit distribution plan of the Bank;
7. to consider and approve the report on related party transactions of the Bank for 2022;
8. to consider and approve the 2023 fixed assets investment plan of the Bank;
9. to consider and approve the 2023 financial budget plan of the Bank;
10. to consider and approve the engagement of domestic and foreign auditors of the Bank and the authorization to the Board to determine their remuneration for 2023;

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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11.\* to consider and approve the change of registered capital of the Bank; and

12.\* to consider and approve the amendments to certain articles in the articles of association of the Bank.

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

Luzhou, the PRC  
April 14, 2023

*Notes:*

1. The register of members of the Bank will be closed from Saturday, April 29, 2023 to Tuesday, May 30, 2023, (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 2022 Annual General Meeting, all transfer documents 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 Friday, April 28, 2023.
2. A shareholder of the Bank (the “Shareholder”) who is entitled to attend and vote at the 2022 Annual 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 2022 Annual General Meeting (i.e. not later than 9:00 a.m. on Monday, May 29, 2023). 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 2022 Annual General Meeting or any adjourned meetings thereof should he/she so wishes.
5. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the 2022 Annual General Meeting. If a corporate Shareholder appoints an authorized representative to attend the 2022 Annual 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 2022 Annual General Meeting.

\* *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 2022 ANNUAL GENERAL MEETING

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6. Shareholders who intend to attend and vote at the 2022 Annual 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: +852-2865 0990) (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 Tuesday, May 9, 2023.
7. The 2022 Annual General Meeting is expected to be held for less than half a day. Shareholders who intend to attend the 2022 Annual General Meeting shall arrange and bear their own transportation and accommodation expenses.

8. The name and address of the Bank's H Share Registrar 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  
Fax: +86-830-3100625

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## NOTICE OF 2023 FIRST DOMESTIC SHAREHOLDERS' CLASS 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 2023 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 Tuesday, May 30, 2023, or immediately after the conclusion of the 2022 annual 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 approve the 2022 profit distribution plan of the Bank;
2. To consider and approve the change of registered capital of the Bank; and
3. To consider and approve the amendments to certain articles in the articles of association of the Bank.

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

Luzhou, the PRC  
April 14, 2023

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## NOTICE OF 2023 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

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*Notes:*

1. The register of members of the Bank will be closed from Saturday, April 29, 2023 to Tuesday, May 30, 2023, (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 transfer documents 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 Friday, April 28, 2023.
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 Monday, May 29, 2023). 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 Tuesday, May 9, 2023.
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 City  
Sichuan Province  
the PRC  
Contact person: Office of the Board of Directors  
Tel: +86-830-2362606

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## NOTICE OF 2023 FIRST H SHAREHOLDERS' CLASS 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 2023 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 Tuesday, May 30, 2023 or immediately after the conclusion of 2023 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 approve the 2022 profit distribution plan of the Bank;
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By order of the Board  
**Luzhou Bank Co., Ltd.\***  
**YOU Jiang**  
*Chairman*

Luzhou, the PRC  
April 14, 2023

\* *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 2023 FIRST H SHAREHOLDERS' CLASS MEETING

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*Notes:*

1. The register of members of the Bank will be closed from Saturday, April 29, 2023 to Tuesday, May 30, 2023 (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 Friday, April 28, 2023.
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 Monday, May 29, 2023). 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 Tuesday, May 9, 2023.
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