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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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重慶農村商業銀行
CHONGQING RURAL COMMERCIAL BANK

重慶農村商業銀行股份有限公司*

Chongqing Rural Commercial Bank Co., Ltd.*

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

(Stock Code: 3618)

2020 THIRD EGM

(1) PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

(2) NOTICE OF THE 2020 THIRD EGM

The 2020 Third EGM of Chongqing Rural Commercial Bank Co., Ltd. 重慶農村商業銀行股份有限公司* (the “**Bank**”) will be held at the Conference Room 404 at 4th Floor of the Bank, No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC on Monday, 30 November 2020 at 10:00 a.m. The notice of the 2020 Third EGM has been dispatched to the Shareholders of the Bank on 16 October 2020, and the notice of the 2020 Third EGM is set out on pages 8 to 10 of this circular. The letter from the Board of the Bank is set out on pages 3 to 7 of this circular.

The proxy form for use at the 2020 Third EGM has been dispatched to the Shareholders of the Bank on 16 October 2020 and has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.cqrcb.com). Whether or not you intend to attend the 2020 Third EGM, you are requested to complete and return the proxy form in accordance with the respective instructions stated thereon 24 hours before the time appointed for holding the 2020 Third EGM or any adjournment thereof (as the case may be). Completion and return of the aforesaid proxy form will not preclude you from attending and voting at the 2020 Third EGM in person if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

13 November 2020

* The Bank holds a financial licence number B0335H250000001 approved by the regulatory authority of the banking industry of the PRC and was authorised by the Administration for Market Regulation of Chongqing to obtain a corporate legal person business licence with a unified social credit code 91500000676129728J. The Bank is not an authorised institution in accordance with the Hong Kong Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking/deposit-taking business in Hong Kong.

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DEFINITIONS

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

“2020 Third EGM”	the 2020 third extraordinary general meeting of the Bank to be held at the Conference Room 404 at 4th Floor of the Bank (at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC) on Monday, 30 November 2020 at 10:00 a.m. (or any adjournment thereof) to consider and, if thought fit, to approve the resolution contained in the notice of the 2020 Third EGM which is set out on pages 8 to 10 of this circular
“A Share(s)”	ordinary Share(s) of the Bank with a nominal value of RMB1.00 each, which are listed on the main board of the Shanghai Stock Exchange (stock code: 601077)
“Articles of Association”	the articles of association of the Bank currently in force, as amended from time to time
“Bank”	Chongqing Rural Commercial Bank Co., Ltd. 重慶農村商業銀行股份有限公司*, a joint stock limited company incorporated in the PRC with limited liability, the H Shares of which are listed on the main board of the Stock Exchange (stock code: 3618) and the A Shares of which are listed on the main board of the Shanghai Stock Exchange (stock code: 601077)
“Board”	the board of Directors of the Bank
“Director(s)”	the director(s) of the Bank
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the overseas-listed foreign Shares of the Bank with a nominal value of RMB1.00 each, which are listed on the main board of the Stock Exchange
“Latest Practicable Date”	9 November 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

DEFINITIONS

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

LETTER FROM THE BOARD



重慶農村商業銀行

CHONGQING RURAL COMMERCIAL BANK

重慶農村商業銀行股份有限公司*

Chongqing Rural Commercial Bank Co., Ltd.*

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

(Stock Code: 3618)

Executive Directors:

Mr. Liu Jianzhong (*Chairman*)

Mr. Xie Wenhui (*President*)

Mr. Zhang Peizong (*Vice President*)

Non-executive Directors:

Mr. Zhang Peng

Mr. Luo Yuxing

Mr. Wen Honghai

Independent non-executive Directors:

Mr. Yuan Zengting

Mr. Cao Guohua

Mr. Song Qinghua

Mr. Zhang Qiaoyun

Mr. Lee Ming Hau

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

No. 36 Jinshamen Road,

Jiangbei District,

Chongqing,

the PRC

400023

Principal place of business in Hong Kong:

31/F, Tower Two, Times Square,

1 Matheson Street,

Causeway Bay,

Hong Kong

13 November 2020

Dear Shareholders,

2020 THIRD EGM

(1) PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

(2) NOTICE OF THE 2020 THIRD EGM

1. INTRODUCTION

The purposes of this circular are to give you the notice of the 2020 Third EGM and to provide you with all reasonable and necessary information to enable you to make informed decisions on whether to vote for or against or abstain from voting on the resolution to be proposed at the 2020 Third EGM.

LETTER FROM THE BOARD

2. MATTER TO BE RESOLVED AT THE 2020 THIRD EGM

At the 2020 Third EGM, the ordinary resolution in relation to the election of Ms. Gu Xiaoxu as a non-executive Director of the Bank will be considered.

3. DETAILS OF THE MATTER TO BE RESOLVED AT THE 2020 THIRD EGM

Proposed Election of Non-executive Director

Reference is made to the announcement of the Bank dated 13 October 2020 in relation to, among other things, nomination of a non-executive Director.

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

The biographical details of Ms. Gu Xiaoxu are set out below:

Ms. Gu Xiaoxu (aged 50)

Ms. Gu Xiaoxu, born in September 1970, is a party member of the Communist Party of China, a postgraduate in corporate management and a mid-level economist. She is currently the vice president of Fosun International Limited (listed on the main board of The Stock Exchange of Hong Kong Limited, stock code: 656), the director of Zhejiang E-Commerce Bank Co., Ltd., the director of Banco Comercial Português, S.A. (listed on the Euronext Lisbon, stock code: BCP), the vice president of Shanghai Association of Women Entrepreneurs, and the executive vice president of the Women Entrepreneurs Association of the Zhejiang Chamber of Commerce in Shanghai.

Ms. Gu Xiaoxu served as a member of the Communist Youth League Committee of the Shanghai Railway University (deputy section head level in March 1996) from July 1992 to March 1996. She served as a member of the Communist Youth League Committee of the Shanghai Railway University (a lecturer in November 1996, and section head level in February 1997), and assistant to the director (temporary post for training, section head level) of Shanghai Putuo District Civil Affairs Bureau from March 1996 to the end of February 1997. From the beginning of March 1997 to November 1998, she served as the chief director of the Standing Committee Office of the People's Congress of Putuo District, Shanghai. From November 1998 to the end of February 2000, she served as the chief director and department head of the office/research department of the government office of Putuo District, Shanghai. From the beginning of March 2000 to October 2000, she served as the assistant to the director of Shanghai Branch Office of Huaxia Bank Co., Limited (listed on Shanghai Stock Exchange, stock code: 600015) ("**Huaxia Bank**"). From October 2000 to December 2002, she served as the deputy director of Huaxia Bank Shanghai Branch Office. From December 2002 to June 2004, she served as the deputy chief of the corporate finance division of Huaxia Bank Shanghai Branch. From June 2004 to February 2006, she served as the deputy general manager of the corporate business department of Huaxia Bank Shanghai Branch (concurrently served as the director of the fund custodian division since February 2005). From May 2005 to February 2006, she concurrently served as the deputy director of the bills center (affiliation financing plan department) of Huaxia Bank. From

LETTER FROM THE BOARD

February 2006 to August 2008, she served as the deputy general manager of the corporate business department and concurrently served as the director of the fund custodian division of Huaxia Bank Shanghai Branch (concurrently served as the director of the wealth management center and the general manager of the No. 3 marketing department division since March 2008). From August 2008 to the end of August 2009, she served as the deputy general manager of the interbank department (presiding over work) and concurrently served as the director of the fund custodian division of Huaxia Bank Shanghai Branch. From the beginning of September 2009 to March 2010, she served as the assistant director of the financial services division of Allinpay Network Services Co., Ltd. (通聯支付網路服務股份有限公司). From March 2010 to September 2011, she served as the managing director and general manager of marketing services division of Shanghai Tonglian Financial Services Co., Ltd. (上海通聯金融服務有限公司). From September 2011 to the end of December 2012, she was the assistant to the general manager of the finance division of Shanghai Fosun High Technology (Group) Co., Ltd. (上海復星高科技(集團)有限公司). From the beginning of January 2013 to September 2013, she was the deputy general manager of the financial group banking business of Shanghai Fosun High Technology (Group) Co., Ltd. From September 2013 to April 2014, she was the managing director of the financial group of Shanghai Fosun High Technology (Group) Co., Ltd. From April 2014 to March 2017, she served as the senior assistant to president of the group of Shanghai Fosun High Technology (Group) Co., Ltd. and the president of Bank Group. From March 2017 to July 2018, she served as the vice president of Shanghai Fosun High Technology (Group) Co., Ltd. and the president of Fosun Financial Services Group. From July 2018 to present, she has served as the vice president of Shanghai Fosun High Technology (Group) Co., Ltd. and the chairman of Fosun Financial Services Group. Ms. Gu Xiaoxu studied business administration at the East China Normal University from September 1997 to July 2000 and obtained a master's degree.

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

Save as disclosed herein, as at the Latest Practicable Date, there is no other information relating to the appointment of Ms. Gu Xiaoxu that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters which need to be brought to the attention of the Shareholders.

The term of office of Ms. Gu Xiaoxu shall be effective from the date of approval of the qualification as director by the China Banking and Insurance Regulatory Commission Chongqing Bureau to the expiry of the term of office of the current session of the Board. If Ms. Gu Xiaoxu is elected as a Director at the 2020 Third EGM, the Bank will enter into a service contract with her. During the term of office, Ms. Gu Xiaoxu will receive remuneration or allowances according to "The Remuneration Plan of Directors of Chongqing Rural Commercial Bank Co., Ltd." and "The Performance Evaluation Methods for Directors of the Board of Directors of Chongqing Rural Commercial Bank Co., Ltd.". The Bank will disclose Directors' remuneration or allowances in the annual report each year.

LETTER FROM THE BOARD

The resolution was considered and approved by the Board on 13 October 2020, and is now being submitted to the 2020 Third EGM for consideration as an ordinary resolution.

4. THE 2020 THIRD EGM

The notice convening the 2020 Third EGM, to be held at the Conference Room 404 at 4th Floor of the Bank (at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC) on Monday, 30 November 2020 at 10:00 a.m. has been dispatched to the Shareholders on 16 October 2020, and the notice of the 2020 Third EGM is set out on pages 8 to 10 of this circular.

The proxy form for use at the 2020 Third EGM has been dispatched to the Shareholders on 16 October 2020 and has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.cqrcb.com). Whether or not you intend to attend the 2020 Third EGM, you are requested to complete and return the proxy form in accordance with the respective instructions stated thereon 24 hours before the time appointed for holding the 2020 Third EGM or any adjournment thereof (as the case may be). Completion and return of the aforesaid proxy form will not preclude you from attending and voting at the 2020 Third EGM in person if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

In accordance with the relevant requirements of the rules of procedures for the Board of the Bank, when a Shareholder fails to repay their credit facilities with the Bank on time, or when the number of Shares of the Bank pledged by a Shareholder reaches or exceeds 50% of the total Shares of the Bank held by such Shareholder, the Directors nominated by such Shareholder shall not exercise the voting rights regarding matters to be considered by the Board, and shall abstain from voting when the Board considers and approves matters relating to the filing of application for pledge over Shares by the Shareholder. Since the number of Shares pledged by Beijing Jiuding Real Estate Co., Ltd. and Chongqing Casin Group Co., Ltd. reached or exceeded 50% of the total Shares of the Bank held by them, therefore, their respective nominated Directors Mr. Wen Honghai and Mr. Luo Yuxing have been restricted from voting on the above resolution at the Board meeting. Save as disclosed above, none of the other Directors is required to be restricted from voting on the resolution considered at the Board meeting.

In accordance with the relevant requirements of the Articles of Association and the rules of procedures for the general meeting of the Bank, when a Shareholder fails to repay their credit facilities with the Bank on time, or when the number of Shares of the Bank pledged by a Shareholder reaches or exceeds 50% of the total Shares of the Bank held by such Shareholder, such Shareholder shall not exercise the voting right regarding matters to be considered at the general meeting. After the Directors have made all reasonable enquiries, to the best of their knowledge, information and belief, as at the Latest Practicable Date, 55 Shareholders fail to repay their credit facilities with the Bank on time, the number of Shares of the Bank pledged by 34 Shareholders in total reaches or exceeds 50% of the total Shares of the Bank held by them, such Shareholders will be restricted from voting on the resolution at the 2020 Third EGM. The total number of Shares held by such Shareholders to be restricted from voting is 1,845,715,705 Shares.

After the Directors have made all reasonable enquiries, to the best of their knowledge, information and belief, none of the Shareholders has material interests in the resolution to be proposed at the 2020 Third EGM, and none of the Shareholders is required to abstain from voting on any resolution at the 2020 Third EGM.

LETTER FROM THE BOARD

5. VOTING PROCEDURES OF THE 2020 THIRD EGM

Pursuant to the requirements of the Listing Rules, all votes of resolution at the 2020 Third EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by show of hands. An announcement on the voting results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.cqrcb.com) in accordance with the requirements of the Listing Rules.

For determining the entitlement of Shareholders to attend and vote at the 2020 Third EGM, the register of members of the Bank will be closed from Saturday, 31 October 2020 to Monday, 30 November 2020 (both days inclusive). The non-registered holders of H Shares must lodge all transfer documents accompanied by the relevant Share certificates with the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not later than 4:30 p.m. on Friday, 30 October 2020.

6. RECOMMENDATION

The Board (including independent non-executive Directors) believes that the resolution to be proposed at the 2020 Third EGM for Shareholders' consideration and approval is in the best interests of the Bank and the Shareholders as a whole. The Board therefore recommends that all Shareholders should vote in favour of the resolution to be proposed at the 2020 Third EGM as set out in the notice of the 2020 Third EGM.

7. RESPONSIBILITY STATEMENT

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

Yours faithfully,

For and on behalf of the Board

Chongqing Rural Commercial Bank Co., Ltd.*

重慶農村商業銀行股份有限公司*

Liu Jianzhong

Chairman and Executive Director

NOTICE OF THE 2020 THIRD EXTRAORDINARY GENERAL MEETING



重慶農村商業銀行

CHONGQING RURAL COMMERCIAL BANK

重慶農村商業銀行股份有限公司*

Chongqing Rural Commercial Bank Co., Ltd.*

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

(Stock Code: 3618)

NOTICE OF THE 2020 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 third extraordinary general meeting of Chongqing Rural Commercial Bank Co., Ltd. 重慶農村商業銀行股份有限公司* (the “**Bank**”) (the “**2020 Third EGM**”) will be held at the 404 Conference Room at 4th Floor of the Bank (at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the People’s Republic of China (the “**PRC**”)) on Monday, 30 November 2020 at 10:00 a.m. Details of the 2020 Third EGM are as follows:

I. GENERAL INFORMATION OF THE 2020 THIRD EGM

(I) Convenor

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

(II) Date and Time

Monday, 30 November 2020 at 10:00 a.m.. The meeting is expected to last for half day

(III) Venue

404 Conference Room at 4th Floor of the Bank (at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC)

(IV) Way of Conducting the 2020 Third EGM

On-site conference and voting

NOTICE OF THE 2020 THIRD EXTRAORDINARY GENERAL MEETING

II. AGENDA OF THE 2020 THIRD EGM

Ordinary Resolution

1. To consider and approve the resolution in relation to the election of Ms. Gu Xiaoxu as a non-executive director of the Bank.

For and on behalf of the Board
Chongqing Rural Commercial Bank Co., Ltd.*
重慶農村商業銀行股份有限公司*
Chairman and Executive Director
Liu Jianzhong

Chongqing, the PRC, 16 October 2020

Notes:

1. Pursuant to the Listing Rules, all votes of resolution at the 2020 Third EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by show of hands. An announcement on the voting results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.cqrcb.com) in accordance with the Listing Rules.
2. In order to determine the entitlement of shareholders to attend and vote at the 2020 Third EGM, non-registered holders of H Shares must lodge their transfer documents accompanied by the relevant share certificates with the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 30 October 2020. The register of members of the Bank will be closed from Saturday, 31 October 2020 to Monday, 30 November 2020 (both days inclusive).
3. A shareholder entitled to attend and vote at the 2020 Third EGM is entitled to appoint one or more proxies (if he/she holds more than one share) to attend and vote in his/her stead. A proxy needs not be a shareholder. If more than one proxy is so appointed, the appointment shall specify the class and number of shares in respect of which each such proxy is so appointed.
4. Shareholders shall appoint their proxies in writing. The proxy form must be signed by the shareholder or its attorney duly authorised in writing. If the shareholder is a legal person, the proxy form shall be affixed with the legal person's common seal or signed by its director, or its attorney duly authorised in writing. If the proxy form is signed by the attorney of the shareholder, the power of attorney or other authorisation documents shall be notarised. For holders of H Shares, the aforementioned documents must be lodged with the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the 2020 Third EGM. Completion and return of the proxy form shall not preclude you from attending and voting in person at the 2020 Third EGM and any adjourned meeting thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF THE 2020 THIRD EXTRAORDINARY GENERAL MEETING

5. The contact of the Secretariat of the Board is as follows:

Address: No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC
Postal Code: 400023
Contact Persons: Ms. Zheng, Mr. Chen
Telephone: (8623) 6111 0841, (8623) 6111 0637
Facsimile: (8623) 6111 0844

6. Shareholders or their proxies shall produce their identity proof when attending the 2020 Third EGM.
7. The 2020 Third EGM is expected to last for half day. Shareholders who attend the 2020 Third EGM (in person or by proxy) shall bear their own expenses.

As at the date of this notice, the executive directors of the Bank are Mr. Liu Jianzhong, Mr. Xie Wenhui and Mr. Zhang Peizong; the non-executive directors of the Bank are Mr. Zhang Peng, Mr. Luo Yuxing and Mr. Wen Honghai; and the independent non-executive directors of the Bank are Mr. Yuan Zengting, Mr. Cao Guohua, Mr. Song Qinghua, Mr. Zhang Qiaoyun and Mr. Lee Ming Hau.

- * *The Bank holds a financial licence number B0335H250000001 approved by the regulatory authority of the banking industry of the PRC and was authorised by the Administration for Market Regulation of Chongqing to obtain a corporate legal person business licence with a unified social credit code 91500000676129728J. The Bank is not an authorised institution in accordance with the Hong Kong Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking/deposit-taking business in Hong Kong.*