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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)

NOTICE OF THE 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting of Chongqing Rural Commercial Bank Co., Ltd. 重慶農村商業銀行股份有限公司* (the “**Bank**”) (the “**2022 AGM**”) will be held at Conference Center, Building of Chongqing Rural Commercial Bank Co., Ltd. (at No. 36 Jinshamen Road, Jiangbei District, Chongqing, the People’s Republic of China (the “**PRC**”)) on Thursday, 25 May 2023 at 10:00 a.m. Details of the 2022 AGM are as follows:

I. GENERAL INFORMATION OF THE 2022 AGM

(I) Convenor

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

(II) Date and Time

Thursday, 25 May 2023 at 10:00 a.m. The meeting is expected to last for half a day

(III) Venue

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

(IV) Way of Conducting the 2022 AGM

On-site conference and voting by poll

II. AGENDA OF THE 2022 AGM

(I) The resolutions to be considered at the 2022 AGM

Ordinary Resolutions

1. To consider and approve the work report of the Board of the Bank for 2022;
2. To consider and approve the work report of the Board of Supervisors of the Bank for 2022;
3. To consider and approve the resolution in relation to the financial final proposal of the Bank for 2022;
4. To consider and approve the resolution in relation to the profit distribution plan of the Bank for 2022;
5. To consider and approve the resolution in relation to the financial budget proposal of the Bank for 2023;
6. To consider and approve the resolution in relation to the annual report of the Bank for 2022;
7. To consider and approve the appointment of the accounting firms of the Bank for 2023.

(II) Matters to be reported at the 2022 AGM

1. To listen to the report of the independent non-executive directors of the Bank for 2022;
2. To listen to the report of the rural revitalization financial services by the Bank in 2022;
3. To listen to the report of the related party transactions of the Bank for 2022.

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

Chongqing, the PRC, 25 April 2023

Notes:

1. Pursuant to the the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), all votes of resolutions at the 2022 AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by show of hands. An announcement on the voting results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.cqrcb.com) in accordance with the Listing Rules.
2. In order to determine the entitlement of shareholders to attend and vote at the 2022 AGM, the register of members of the Bank will be closed from Tuesday, 25 April 2023 to Thursday, 25 May 2023 (both days inclusive). 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 Monday, 24 April 2023. Pursuant to the requirements of the Articles of Association and the Rules of Procedures for the General Meeting of the Bank currently in effect, when the number of shares pledged by such a shareholder reaches or exceeds 50% of the total shares of the Bank held by such shareholder, the voting rights of such shareholder regarding matters to be considered at the 2022 AGM shall be restricted.
3. The Board recommends a distribution of cash dividend of RMB3,082 million (tax inclusive) in total for 2022 to all the shareholders at RMB2.714 per 10 shares (tax inclusive). Such dividend distribution plan will be submitted to the 2022 AGM for consideration. Provided such proposal is approved at the 2022 AGM, the dividend will be distributed to holders of H Shares whose names appear on the register of members of H Shares of the Bank on Tuesday, 6 June 2023. Such proposed dividends will be denominated in RMB. Dividend payable to holders of A Shares shall be paid in RMB, whereas dividend payable to holders of H Shares shall be paid in HKD. The applicable exchange rate for dividends payable in HKD shall be the average of the central parity rates of RMB to HKD of the five business days preceding the date of declaration of such dividend at the 2022 AGM of the Bank (25 May 2023, including the date thereof) as announced by the People’s Bank of China.

(1) Holders of H Shares

The register of members in respect of the H Shares of the Bank will be closed from Thursday, 1 June 2023 to Tuesday, 6 June 2023 (both days inclusive). In order to determine the entitlement of the proposed cash dividend, holders of H Shares of the Bank shall deliver 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, prior to 4:30 p.m. on Wednesday, 31 May 2023.

Matters in relation to the proposed final dividend and income tax withheld in respect of dividends to be received by overseas non-resident enterprise/individual shareholders:

Non-resident Enterprise Shareholders

Pursuant to the Enterprise Income Tax Law of the People’s Republic of China and related implementation rules, relevant requirements of the “Notice of the State Administration of Taxation on the Issues concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H-share Holders Which Are Overseas Non-resident Enterprises”

(Guo Shui Han [2008] No. 897), the “Notice of State Administration of Taxation on the List of Agreed Dividend Tax Rates” (Guo Shui Han [2008] No. 112) and relevant regulations, the Bank withholds the enterprise income tax at the rate of 10% for non-resident enterprise shareholders whose name appear on the register of members in respect of H shares of the Bank on Tuesday, 6 June 2023.

Non-resident Individual Shareholders

According to Guo Shui Han [2011] No. 348 documents issued by the State Administration of Taxation, PRC, the Bank is required to withhold individual income tax for non-resident individual holders of H Shares, who are entitled to relevant preferential tax arrangement pursuant to the taxation agreements between the countries where they are residing with China and the regulation on taxation arrangement between the Mainland and Hong Kong (Macau).

1. As for non-resident individual holders of H shares in countries which have entered into an agreement with China in respect of a tax rate lower than 10%, the Bank temporarily withholds individual income tax at the rate of 10%. Where non-resident individual holders of H shares need to enjoy the treatment under tax agreements (arrangements), it may file an application with the competent tax authority of the Bank in accordance with the requirements of the Measures for the Administration of Non-resident Taxpayers Enjoying the Treatment under Agreements (SAT Announcement [2019] No.35).
2. As for non-resident individual holders of H shares in countries and regions which have entered into an agreement with China in respect of a 10% tax rate, the Bank withholds individual income tax at the rate of 10%.
3. As for non-resident individual holders of H shares in countries which have entered into an agreement with China in respect of a tax rate between 10% and 20%, the Bank withholds individual income tax at the actual rate agreed thereunder.
4. As for non-resident individual holders of H shares in countries which have no tax agreement with China or are under any other circumstances, the Bank withholds individual income tax at the tax rate of 20%.

The Bank will, based on the registered address of individual holders of H Shares recorded in the register of members in respect of H Shares of the Bank on Tuesday, 6 June 2023, determine their residency. Where the residency of any individual holders of H Shares is inconsistent with the registered address, they shall notify, and submit the relevant proof to, 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, before 4:30 p.m. on Wednesday, 31 May 2023. The Bank disclaims any responsibility arising from any claims due to holders of H Shares of the Bank whose residency are not confirmed timely or accurately or any disputes with regards to the tax withholding systems.

(2) Investors of Southbound Trading

Individual shareholders in the Mainland of Southbound Trading

Shanghai-Hong Kong Stock Connect:	Pursuant to the Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No. 81), for the distribution of final dividends to mainland individual shareholders who invest in the H shares of the Bank through Shanghai-Hong Kong Stock Connect (these H shares are registered in the name of Hong Kong Securities Clearing Co., Ltd. (agent) and is held by China Securities Depository and Clearing Co., Ltd. as the nominal holder), the Bank will withhold the payment of personal income tax at the rate of 20%. For the distribution of final dividends to shareholders of mainland securities investment funds investing in the H shares of the Bank through Shanghai-Hong Kong Stock Connect (these H shares are registered in the name of Hong Kong Securities Clearing Company Limited and is held by China Securities Depository and Clearing Co., Ltd. as the nominal holder), the Bank will withhold the payment of personal income tax at the rate of 20%.
Shenzhen-Hong Kong Stock Connect:	Pursuant to the Circular on Taxation Policies concerning the Pilot Program of the Shenzhen-Hong Kong Stock Exchange Trading Interconnection Mechanism (Cai Shui [2016] No. 127), for the distribution of final dividends to mainland individual shareholders who invest in the H shares of the Bank through Shenzhen-Hong Kong Stock Connect (these H shares are registered in the name of Hong Kong Securities Clearing Co., Ltd. (agent) and is held by China Securities Depository and Clearing Co., Ltd. as the nominal holder), the Bank will withhold the payment of personal income tax at the rate of 20%. For the distribution of final dividends to shareholders of mainland securities investment funds investing in the H shares of the Bank through Shenzhen-Hong Kong Stock Connect (these H shares are registered in the name of Hong Kong Securities Clearing Company Limited and is held by China Securities Depository and Clearing Co., Ltd. as the nominal holder), the Bank will withhold the payment of personal income tax at the rate of 20%.

Shareholders of mainland enterprises of Southbound Trading

Shanghai-Hong Kong Stock Connect: Pursuant to the Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No.81), for the distribution of final dividends by mainland corporate shareholders investing in the H shares of the Bank through Shanghai-Hong Kong Stock Connect (these H shares are registered in the name of Hong Kong Securities Clearing Co., Ltd. (agent) and is held by China Securities Depository and Clearing Co., Ltd. as the nominal holder), the Bank will not withhold corporate income tax, and the tax payable shall be submitted and paid by the shareholders of the mainland enterprises themselves. Among them, dividends obtained by shareholders of mainland enterprises who hold H shares of the Bank for 12 consecutive months are exempt from corporate income tax.

Shenzhen-Hong Kong Stock Connect: Pursuant to the Circular on Taxation Policies concerning the Pilot Program of the Shenzhen-Hong Kong Stock Exchange Trading Interconnection Mechanism (Cai Shui [2016] No.127), for the distribution of final dividends by mainland corporate shareholders investing in the H shares of the Bank through Shenzhen-Hong Kong Stock Connect (these H shares are registered in the name of Hong Kong Securities Clearing Company Limited and is held by China Securities Depository and Clearing Co., Ltd. as the nominal holder) the Bank will not withhold corporate income tax, and the tax payable shall be submitted and paid by the shareholders of the mainland enterprises themselves. Among them, dividends obtained by shareholders of mainland enterprises who hold H shares of the Bank for 12 consecutive months are exempt from corporate income tax.

It is proposed that the shareholders of the Bank's H Shares consult with their tax advisors on the tax implications of the ownership and disposal of H Shares of the Company in China, Hong Kong and other countries (regions).

The time arrangement of the Hong Kong Stock Exchange investor equity registration day, the cash dividend distribution day and the date of suspension of the transfer of Shares are equal to those of the Bank's H Shares holders.

Details of final dividends payable to holders of A Shares and relevant matters will be announced when appropriate.

4. A shareholder entitled to attend and vote at the 2022 AGM is entitled to appoint one or more proxies (if he/she holds more than one share) to attend and vote in his/her stead. A proxy need not be a shareholder. If more than one proxy is so appointed, the appointment shall specify the class and number of shares in respect of which each such proxy is so appointed.

5. Shareholders shall appoint their proxies in writing. The proxy form must be signed by the shareholder or its attorney duly authorised in writing. If the shareholder is a legal person, the proxy form shall be affixed with the legal person's common seal or signed by its director, or its attorney duly authorised in writing. If the proxy form is signed by the attorney of the shareholder, the power of attorney or other authorisation documents shall be notarised. For holders of H Shares, the aforementioned documents must be lodged with the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the 2022 AGM. Completion and return of the proxy form shall not preclude you from attending and voting in person at the 2022 AGM and any adjourned meeting thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The contact of the office of the Board is as follows:

Address:	No. 36 Jinshamen Road, Jiangbei District, Chongqing, the PRC
Postal Code:	400023
Contact Persons:	Ms. Li
Telephone:	(8623) 6111 1524
Facsimile:	(8623) 6111 0844
7. Shareholders or their proxies shall produce their identity proof when attending the 2022 AGM.
8. The 2022 AGM is expected to last for half a day. Shareholders who attend the 2022 AGM (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. Xie Wenhui and Mr. Zhang Peizong; the non-executive directors of the Bank are Ms. Hu Chun, Mr. Zhang Peng, Mr. Yin Xianglin and Ms. Gu Xiaoxu; and the independent non-executive directors of the Bank are Mr. Song Qinghua, Mr. Zhang Qiaoyun, Mr. Lee Ming Hau, Mr. Li Jiaming and Ms. Bi Qian.

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