**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in doubt** as to any aspect of this circular, 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 Bank of Chongqing Co., Ltd.*, you should at once hand this circular, together with the accompanying proxy form and the 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 or transferee.



重庆银行
BANK OF CHONGQING

# BANK OF CHONGQING CO., LTD.*

# 重慶銀行股份有限公司*

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

**(Stock Code: 1963)**

**(Stock Code of Preference Shares: 4616)**

# PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND PROPOSED APPOINTMENT OF SHAREHOLDER SUPERVISOR

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening the EGM to be held at Multi-Function Hall, 3/F, No. 6 Yongpingmen Street, Jiangbei District, Chongqing, the PRC at 9:00 a.m. on Friday, August 30, 2019 has been despatched to the Shareholders and have also been uploaded on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.cqcbank.com) on July 15, 2019.

The reply slip and the form of proxy for the EGM have been despatched and have also been uploaded on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.cqcbank.com) on July 15, 2019. Whether or not you are able to attend and/or vote at the EGM, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon on or before Friday, August 9, 2019. and (ii) the form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for convening the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment should you so wish.

* *Bank of Chongqing Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority,and not authorized to carry on banking and/or deposit-taking business in Hong Kong.*

July 23, 2019

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

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| "Bank" or "Bank of Chongqing" | Bank of Chongqing Co., Ltd. (重慶銀行股份有限公司), a joint stock company incorporated in the PRC, whose H Shares are listed on the main board of the Hong Kong Stock Exchange |
| "Board" | the board of Directors |
| "Board of Supervisors" | the board of supervisors of the Bank |
| "CBIRC Chongqing Bureau" or "Chongqing CBIRC" | Chongqing Bureau of China Banking and Insurance Regulatory Commission |
| "Director(s)" | the director(s) of the Bank |
| "EGM" | the first extraordinary general meeting of 2019 of the Bank to be held at Multi-Function Hall, 3/F, No. 6 Yongpingmen Street, Jiangbei District, Chongqing, the PRC at 9:00 a.m. on Friday, August 30, 2019 |
| "H Share(s)" | overseas-listed foreign shares in the share capital of the Bank which are listed on the main board of the Hong Kong Stock Exchange with a nominal value of RMB1.00 each |
| "H Share Registrar" | Computershare Hong Kong Investor Services Limited |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Hong Kong Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Listing Rules" | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| "PRC" | the People's Republic of China, and for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan |
| "Shareholder(s)" | the shareholder(s) of the Bank |

# BANK OF CHONGQING CO., LTD.*
# 重慶銀行股份有限公司*

*(A joint stock company incorporated in the People's Republic of China with limited liability)*
**(Stock Code: 1963)**
**(Stock Code of Preference Shares: 4616)**

*Executive Directors:*
Ms. LIN Jun
Mr. RAN Hailing
Mr. LIU Jianhua
Mr. WONG Wah Sing

*Non-executive Directors:*
Mr. WONG Hon Hing
Mr. DENG Yong
Ms. LV Wei
Mr. YANG Yusong
Mr. TANG Xiaodong
Mr. WU Heng

*Independent non-executive Directors:*
Mr. LI He
Mr. KONG Xiangbin
Mr. WANG Pengguo
Dr. JIN Jingyu

*Registered office*:
No. 6 Yongpingmen Street
Jiangbei District
Chongqing
the PRC, 400024

*Principal place of business in Hong Kong:*
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

July 23, 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND PROPOSED APPOINTMENT OF SHAREHOLDER SUPERVISOR**

## I. INTRODUCTION

The EGM of the Bank is proposed to be held on Friday, August 30, 2019, the notice of which has been despatched to the Shareholders and has also been uploaded on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.cqcbank.com) on July 15, 2019.

Ordinary resolutions to be proposed at the EGM for the Shareholders to approve include (1) the proposed appointment of an independent non-executive Director; and (2) the proposed appointment of a shareholder supervisor.

The purpose of this circular is to provide you with all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions set out in the notice of the EGM.

## II. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Bank dated June 20, 2019 in relation to, among others, the proposed appointment of Dr. ZOU Hong ("**Dr. ZOU**") as an independent non-executive Director. On June 20, 2019, the Board considered and approved the proposed appointment of Dr. ZOU as an independent non-executive Director and submitted such proposed appointment to the EGM for approval.

In the event that Dr. ZOU is appointed as an independent non-executive Director, his qualification of directorship shall be subject to the approval by the CBIRC Chongqing Bureau, and his term shall be effective from the date of approval by the CBIRC Chongqing Bureau to the expiry of the term of office of the fifth session of the Board. Upon the appointment of Dr. ZOU becoming effective, the Bank will meet the requirement under Rule 19A.18(1) of the Listing Rules that at least one of the independent non-executive directors of the Bank must be ordinarily resident in Hong Kong and the requirements under Rule 3.10A of the Listing Rules that the number of independent non-executive directors shall represent at least one-third of the board.

The annual remuneration of Dr. ZOU will include a fixed remuneration of RMB75,000 (fixed remuneration will increase by RMB10,000 if serving as the chairman of special committee of the Board) and a variable remuneration based on the number of on-site meetings and events organized by the Board attended in person (RMB3,000 each meeting/event) and the number of off-site meetings and meetings attended by way of conference call (RMB1,500 each meeting). Dr. ZOU's remuneration is determined in accordance with applicable laws, regulations and regulatory requirements and the relevant remuneration policies of the Bank.

Dr. ZOU's biographical details are set out in appendix I to this circular.

## III. PROPOSED APPOINTMENT OF SHAREHOLDER SUPERVISOR

Reference is made to the announcement of the Bank dated July 8, 2019 in relation to, among others, the proposed appointment of Mr. ZENG Xiangming ("**Mr. ZENG**") as a shareholder supervisor. On July 8, 2019, the Bank received a resolution submitted by the Board of Supervisors on the proposed appointment of Mr. ZENG as shareholder supervisor, and submitted such proposed appointment to the EGM for approval.

The annual remuneration of Mr. ZENG will include a fixed remuneration of RMB25,000 and a variable remuneration based on the number of on-site meetings and events attended in person (RMB2,000 each meeting/event) and the number of meetings attended by way of conference call and participation in the meetings of the Board of Supervisors and the Supervision and Nomination Committee through written resolution (RMB1,000 each meeting). Mr. ZENG's remuneration is determined in accordance with applicable laws, regulations and regulatory requirements and the relevant remuneration policies of the Bank.

Mr. ZENG's biographical details are set out in appendix II to this circular.

## IV. EGM

The Bank will convene the EGM at 9:00 a.m. on Friday, August 30, 2019 at Multi-Function Hall, 3/F, No. 6 Yongpingmen Street, Jiangbei District, Chongqing, the PRC to consider and, if thought fit, to pass resolutions in respect of (1) the proposed appointment of an independent non-executive Director; and (2) the proposed appointment of a shareholder supervisor. The notice of the EGM, the form of proxy and the reply slip have been despatched to the Shareholders and have also been uploaded on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.cqcbank.com) on July 15, 2019.

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. If you intend to attend the EGM, you are required to complete and return the reply slip to the H Share Registrar of the Bank on or before Friday, August 9, 2019.

Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meetings should you so wish and completion and return of the reply slip do not affect the right of a Shareholder to attend and/or vote at the respective meeting.

## V. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the resolutions relating to (1) the proposed appointment of an independent non-executive Director; and (2) the proposed appointment of a shareholder supervisor are in the interests of the Bank and the Shareholders as a whole and accordingly recommends that the Shareholders vote in favor of the aforesaid resolutions to be proposed at the EGM.

## VI. LISTING RULES REQUIREMENTS

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a shareholders' general meeting must be taken by poll. Therefore, the resolution at the EGM will be taken by way of a poll.

By order of the Board
**Bank of Chongqing Co., Ltd.***
**WONG Wah Sing**
*Joint Company Secretary*

Chongqing, the PRC

* *Bank of Chongqing Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.*

The following are the particulars of Dr. ZOU HONG as required to be disclosed under the Listing Rules:

**Dr. ZOU Hong**, aged 49, currently serves as an associate professor of finance at the Faculty of Business and Economics of the University of Hong Kong. Dr. ZOU worked in Chengdu Municipal People's Government Statistics Bureau from August 1991 to July 1995, and the investment banking department of Chengdu Securities Co., Ltd. (now known as Sinolink Securities Co., Ltd.) from May 1998 to January 2000. He was a lecturer of finance in the Department of Accounting and Finance at Cardiff University Business School, the United Kingdom from August 2002 to July 2003. From August 2003 to July 2007, he served as an assistant professor of finance and insurance at Lingnan University in Hong Kong. From August 2007 to July 2013, he worked as an associate professor of economics and finance at City University of Hong Kong. From August 2013 to present, he is an associate professor of finance at the Faculty of Business and Economics of the University of Hong Kong.

Dr. ZOU obtained a bachelor's degree in statistics from the School of Management of Fudan University in July 1991, a master's degree in currency banking from Southwestern University of Finance and Economics in June 1998, and a Ph.D. degree in Finance from the European Business Management School of the University of Wales (Swansea) in July 2003.

Dr. ZOU has confirmed that as at the date of this circular, he (1) has not held any other position in the Bank or any of its subsidiaries or any directorship in any other listed companies in the past three years; (2) does not have any relationship with any other directors, members of senior management, substantial shareholders or controlling Shareholders; and (3) does not have or is not deemed to have any interest in any shares, underlying shares or debentures of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters in respect of the proposed appointment of Dr. ZOU required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules, or any other matters that need to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.

The following are the particulars of Mr. ZENG Xiangming as required to be disclosed under the Listing Rules:

**Mr. ZENG Xiangming**, aged 44, currently serves as the deputy general manager of Chongqing Real Estate Equity Investment Fund Management Co., Ltd. Prior to that, from July 1997 to October 2011, Mr. ZENG served in the Chongqing Branch of the People's Bank of China as the officer of the Foreign Exchange Management Department, officer of the Foreign Exchange Management Department of the Business Administration Division, the deputy director of the Daily Operations Management Department, the deputy director of the International Balance of Payments Department, deputy director of the Foreign Capital Debt Section of the Capital Project Management Office, director of the Foreign Investment Management Section of the Capital Project Management Office, director of the Capital Flow Monitoring Section of the Capital Project Management Office, and the deputy director of the Capital Project Management Office. From November 2011 to December 2013, he served as the deputy director of the Financial Markets Department of the Chongqing Financial Work Office; In December 2013, he served as the compliance manager of the Chongqing Branch of Standard Chartered Bank; since January 2014, he has been serving as the deputy general manager of Chongqing Real Estate Equity Investment Fund Management Co., Ltd.

Mr. ZENG obtained a bachelor's degree in international finance from Zhejiang University in June 1997 and a master's degree in business administration from Chongqing University in June 2004.

Mr. ZENG has confirmed that, save as disclosed above, as at the date of this circular, he (1) has not held any other position in the Bank or any of its subsidiaries or any directorship in any other listed companies in the past three years; (2) does not have any relationship with any other directors, members of senior management, substantial shareholders or controlling Shareholders; and (3) does not have or is not deemed to have any interest in any shares, underlying shares or debentures of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters in respect of the proposed appointment of Mr. ZENG required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules, or any other matters that need to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.