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Guangzhou Rural Commercial Bank Co., Ltd.* 廣州農村商業銀行股份有限公司*

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

(H Share Stock Code: 1551)

(Preference Share Stock Code: 4618)

POLL RESULTS OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING HELD ON AUGUST 22, 2019

Reference is made to the notice (the “EGM Notice”) and the circular (the “Circular”) dated July 8, 2018 of Guangzhou Rural Commercial Bank Co., Ltd.* (the “Bank”). Except as the context otherwise requires, capitalized terms used herein shall have the same meanings as ascribed to them in the EGM Notice and the Circular.

At the 2019 second extraordinary general meeting of the Bank held on August 22, 2019 (the “EGM”), all the resolutions as set out in the EGM Notice was taken by poll. Shareholders holding an aggregate of 4,719,061,297 Shares (representing approximately 48.11% of the total number of issued Shares of the Bank as at the date of the EGM), among which 4,121,808,597 Shares are Shares carrying voting rights (representing approximately 42.02% of the total number of issued Shares of the Bank as at the date of the EGM), attended the EGM either in person or by proxy.

The poll results are as follows:

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
1.	To consider and approve the Status Report on Previously Raised Funds.	4,121,808,597 100%	0 0%	0 0%
2.	To consider and approve the amendments to the Procedures for Board of Supervisor Meetings.	4,118,808,597 99.93%	3,000,000 0.07%	0 0%
Special Resolution		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
3.	To consider and approve the issuance of financial bonds.	4,118,808,597 99.93%	0 0%	3,000,000 0.07%

附註：

1. As a majority of the votes were cast in favour of resolutions numbered 1 and 2, such resolutions were duly passed as ordinary resolutions.
2. As at least two-thirds of the votes were cast in favour of the resolution numbered 3, such resolution was duly passed as a special resolution.
3. As at the date of the EGM, the total number of issued Shares of the Bank was 9,808,268,539 Shares, of which 7,987,933,539 Shares were Domestic Shares and 1,820,335,000 Shares were H Shares.
4. Pursuant to the Articles of Association of the Bank, the voting rights at the EGM of those Shareholders who have pledged 50% or more of its/his/her equity interests in the Bank or whose credit extended by the Bank is overdue shall be subject to restrictions. Insofar as the Bank is aware, the total number of the Shares subject to restrictions amounted to 597,252,700 Shares.
5. There were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM under Rule 13.40 of the Listing Rules.
6. No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the EGM.
7. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the EGM.
8. The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM. Guangdong Qiyuan Law Firm (廣東啟源律師事務所), the Bank's PRC legal adviser, one supervisor of the Bank and two representatives from the Shareholders were also appointed as the scrutineers for the vote-taking and vote-tabulation at the EGM.

By order of the Board
Guangzhou Rural Commercial Bank Co., Ltd.*
Vice Chairman
Yi Xuefei

Guangzhou, the PRC, August 22, 2019

As at the date of this announcement, the Board comprises one executive director, namely Mr. Yi Xuefei; five non-executive directors, namely Mr. Li Fangjin, Mr. Su Zhigang, Mr. Zhang Yongming, Mr. Liu Guojie and Mr. Zhu Kelin; and five independent non-executive directors, namely Mr. Liu Shaobo, Mr. Liu Heng, Mr. Song Guanghui, Mr. Zheng Jianbiao and Mr. Yung Hin Man Raymond.

* *Guangzhou Rural Commercial 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 and/or deposit-taking business in Hong Kong.*