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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)**

**NOTICE OF 2020 AGM**

**NOTICE IS HEREBY GIVEN** that the 2020 annual general meeting (the “**AGM**”) of Guangzhou Rural Commercial Bank Co., Ltd.\* (the “**Bank**”) will be held at 13F, No. 1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, PRC at 9:30 a.m. on Tuesday, 8 June, 2021, to consider, and if thought fit, pass the following resolutions:

**I. ORDINARY RESOLUTIONS**

1. to consider and approve the 2020 Board of Directors’ Report;
2. to consider and approve the 2020 Board of Supervisors’ Report;
3. to consider and approve the 2020 Annual Report;
4. to consider and approve the 2020 Annual Financial Accounts;
5. to consider and approve the 2021 Financial Budget;
6. to consider and approve the 2020 Profit Distribution Plan;
7. to consider and approve the 2020 Report on Sannong Financial Services;
8. to consider and approve the estimated annual caps for recurring related party transactions in 2021;
9. to consider and approve the proposal of amendments to the Rules of Procedures for General Meetings;

10. to consider and approve the proposal of amendments to the Rules of Procedures for the Board of Directors; and
11. to consider and approve the appointment of auditors for the year of 2021 and authorise the Board to determine their remunerations.

## **II. SPECIAL RESOLUTIONS**

1. to consider and approve the general mandate to issue new shares;
2. to consider and individually approve the following items in respect of the proposal of the non-public issuance of Domestic Shares under Specific Mandate:
  - 2.1. Type and par value of Shares to be issued;
  - 2.2. Number of Shares to be issued;
  - 2.3. Target places;
  - 2.4. Method of pricing;
  - 2.5. Method of issuance;
  - 2.6. Timing of issuance;
  - 2.7. Use of proceeds;
  - 2.8. Distribution of retained profit;
  - 2.9. Lock-up arrangement;
  - 2.10. Validity period;
3. to consider and individually approve the following items in respect of the proposal of the non-public issuance of H Shares under Specific Mandate:
  - 3.1. Type and par value of Shares to be issued;
  - 3.2. Number of Shares to be issued;
  - 3.3. Target places;
  - 3.4. Method of pricing;

- 3.5. Method of issuance;
- 3.6. Timing of issuance;
- 3.7. Use of proceeds;
- 3.8. Distribution of retained profit;
- 3.9. Validity period;
- 3.10. Listing arrangement;
4. to consider and approve the proposal of the authorization to the Board to complete matters related to the non-public issuance of Domestic Shares and non-public issuance of H Shares (collectively, the “**Issuance**”);
5. to consider and approve the proposal of the change of the registered capital of the Bank upon completion of the Issuance; and
6. to consider and approve the proposal of amendments to the Articles of Association.

By Order of the Board  
**Guangzhou Rural Commercial Bank Co., Ltd.\***  
**Cai Jian**  
*Chairman*

Guangzhou, the PRC  
23 April, 2021

*As at the date of this notice, the Board comprises three executive directors, namely Mr. Cai Jian, Mr. Yi Xuefei and Mr. Zhang Jian; seven non-executive directors, namely Mr. Yuan Xiaoyi, Ms. Feng Kaiyun, Mr. Zuo Liang, Mr. Zhang Junzhou, Mr. Zhuang Yuemin, Mr. Feng Yaoliang and Mr. Lai Zhiguang; and three independent non-executive directors, namely, Mr. Du Jinmin, Mr. Tan Jinsong and Mr. Zhang Hua.*

\* *The Bank 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.*

*Notes:*

1. Pursuant to the Listing Rules, all resolutions proposed at the AGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published on both the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.grcbank.com](http://www.grcbank.com)) in accordance with the Listing Rules.
2. **CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM**

Holders of H Shares of the Bank are advised that the register of members of the Bank will be closed from Saturday, 8 May, 2021 to Tuesday, 8 June, 2021 (both days inclusive), during which time no transfer of H Shares of the Bank will be effected or registered.

In order to qualify for attending and voting at the AGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with 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, by 4:30 p.m. on Friday, 7 May, 2021.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Friday, 7 May, 2021 are entitled to attend and vote at the AGM.

3. **REPLY SLIP**

Holders of H Shares who intend to attend and vote at the AGM must complete and return the accompanying reply slip to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, on or before Wednesday, 19 May, 2021. The reply slip may be delivered by hand, by post or by fax to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the AGM.

However, failure to return the reply slip may result in an adjournment of the AGM, if the number of Shares carrying the right to vote represented by the Shareholders proposing to attend the AGM by reply slip does not reach more than half of the total number of Shares of the Bank carrying the right to vote at the AGM.

4. **PROXY**

Every Shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether or not they are members of the Bank, to attend and vote on his/her behalf at the AGM.

A proxy must be appointed by an instrument in writing. Such instrument must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a legal person, then the instrument must be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing. The instrument appointing the proxy must be deposited at the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time specified for the holding of the AGM or any adjournment thereof (as the case may be).

If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other documents of authority under which the instrument is signed must be notarized.

The notarized power of attorney or other document of authority must be deposited together and at the same time with the instrument appointing the proxy at the Bank's H Share Registrar.

## **5. OTHER BUSINESSES**

(i) The AGM is expected to last for no more than half a working day. Shareholders and their proxies attending the AGM shall be responsible for their own traveling and accommodation expenses.

(ii) The address of Computershare Hong Kong Investor Services Limited:

Shops 1712–1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
(For lodging share transfer documents)

17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
(For deposit of reply slip or proxy form)

Tel: +852 2862 8555  
Fax: +852 2865 0990