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**BANK OF GANSU CO., LTD.\***  
**甘肅銀行股份有限公司\***

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

**(Stock Code: 2139)**

**NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2020**

**Notice is hereby given that** the First H Share Class Meeting for 2020 (“**2020 First H Share Class Meeting**”) of Bank of Gansu Co., Ltd. (“**the Bank**”) will be held at the conference room at 4/F of Bank of Gansu Tower, No.525 Donggang West Road, Chengguan District, Lanzhou, Gansu Province, the PRC at 11:20 a.m. on Wednesday, June 3, 2020 or immediately after the conclusion of the 2020 First Class Meeting for Domestic Shareholders to be held on the same day, whichever is later, to consider and, if thought fit, pass the following resolutions:

**SPECIAL RESOLUTIONS**

1. To consider and individually approve the following items in respect of the proposal regarding the non-public issuance of domestic shares by way of special mandate:
  - 1.1 Type and par value of shares to be issued
  - 1.2 Number of shares to be issued
  - 1.3 Target investors and the arrangement for existing shareholders to subscribe on pre-emptive basis
  - 1.4 Method of pricing
  - 1.5 Method of issuance
  - 1.6 Lock-up arrangement
  - 1.7 Use of proceeds

- 1.8 Distribution of retained profit
- 1.9 Validity period
- 2. To consider and individually approve the following items in respect of the proposal regarding the non-public issuance of H shares by way of special mandate:
  - 2.1 Type and par value of shares to be issued
  - 2.2 Number of shares to be issued
  - 2.3 Target investors
  - 2.4 Method of pricing
  - 2.5 Method of issuance
  - 2.6 Use of proceeds
  - 2.7 Distribution of retained profit
  - 2.8 Validity period
  - 2.9 Listing arrangement
- 3. To consider and approve the proposal regarding the authorization to the Board to complete matters related to the non-public issuance of domestic shares and non-public issuance of H shares

By order of the Board  
**Bank of Gansu Co., Ltd.\***  
**Liu Qing**  
*Chairman*

Lanzhou, Gansu Province  
April 17, 2020

*Notes:*

### **1. Voting by poll**

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all resolutions to be proposed at the H Share Class Meeting will be voted by poll except where the chairman decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. An announcement on the voting results will be published on the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.gsbankchina.com](http://www.gsbankchina.com)) in accordance with the Listing Rules.

### **2. Eligibility for attending the 2020 First H Share Class Meeting and closure of register of H Shareholders**

In order to determine the H Shareholders who are eligible to attend the 2020 First H Share Class Meeting, the register of H Shareholders of the Bank will be closed from Monday, May 4, 2020 to Wednesday, June 3, 2020 (both days inclusive), during which period no transfer of H shares will be registered.

In order to qualify for attending the 2020 First H Share Class Meeting, share certificates accompanied by instruments of transfer 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 not later than 4:30 p.m. on Wednesday, April 29, 2020. H Shareholders of the Bank who are registered with Computershare Hong Kong Investor Services Limited on Wednesday, June 3, 2020 are entitled to attend the 2020 First H Share Class Meeting.

A shareholder or his/her proxy should present proof of identity when attending the 2020 First H Share Class Meeting. If a shareholder is a legal person, its legal representative or other person authorised by the board of directors or other governing body of such shareholder may attend the 2020 First H Share Class Meeting by providing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

### **3. Reply slip**

Shareholders who intend to attend and vote (in person or by proxy) at the 2020 First H Share Class Meeting must complete and lodge the accompanying reply slip and return it to the Bank’s H share registrar on or before Thursday, May 14, 2020. For H Shareholders of the Bank, 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.

Completing and lodging the reply slip would not affect the right of a shareholder to attend and vote at the 2020 First H Share Class Meeting. However, if the shareholders fail to return the reply slip and the number of shares carrying the right to vote represented by the shareholders proposing to attend the 2020 First H Share Class Meeting 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 2020 First H Share Class Meeting, the Bank shall within five days notify the shareholders again, by way of public announcement, of the matters to be considered and the date and venue of the meeting. The Bank may hold the 2020 First H Share Class Meeting after publishing such notice.

#### **4. Proxy**

- (1) Each shareholder who has the right to attend and vote at the 2020 First H Share Class Meeting convened by the above notice is entitled to appoint one or more proxies in writing to attend and vote on his/her behalf at the meeting. A proxy needs not be a shareholder of the Bank.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.

H Shareholders shall lodge the proxy form, together with the notarized power of attorney or other authority, to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours (for the purpose of the 2020 First H Share Class Meeting, referring to on or before 11:20 a.m. on Tuesday, June 2, 2020) before the time specified for holding the 2020 First H Share Class Meeting or any adjournment thereof.

- (3) Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the 2020 First H Share Class Meeting or any adjournment thereof should he/she so wish.
- (4) In the case of joint shareholders and more than one of the shareholders attending the meeting, whether in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the share register of the Bank in respect of the joint shareholding.

#### **5. Miscellaneous**

- (1) The 2020 First H Share Class Meeting is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses. However, taking into account of the recent development of the epidemic caused by novel coronavirus pneumonia, in order to facilitate the prevention and control of the epidemic and to safeguard the health and safety of the Shareholders and investors, the Bank encourages the Shareholders to adopt the appropriate way to vote at the 2020 First H Share Class Meeting, such as appoint the Chairman of the 2020 First H Share Class Meeting as a proxy to vote on relevant resolution, instead of attending the 2020 First H Share Class Meeting in person.
- (2) For details of the proposals submitted to the 2020 First H Share Class Meeting for consideration and approval, please refer to the relevant content in the circular of the 2020 First H Share Class Meeting to be despatched by the Bank in due course.

(3) Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong  
Telephone: (852) 2862 8628  
Facsimile: (852) 2865 0990

(4) Registered Office of the Bank in the PRC:

No.122, Gannan Road, Chengguan District  
Lanzhou, Gansu Province  
The PRC

Principal Place of Business of the Bank in the PRC:

Bank of Gansu Tower  
No.525 Donggang West Road, Chengguan District  
Lanzhou, Gansu Province  
The PRC

Contact department: Office of the Board  
Telephone: 86 (931) 877 0491  
Facsimile: 86 (931) 877 1877  
Contact person: Mr. Zhang Kuixi (張奎喜)

*As of the date of this notice, the Board of Directors comprises Mr. LIU Qing and Mr. WANG Wenyong as executive Directors; Ms. WU Changhong, Ms. ZHANG Hongxia, Mr. GUO Jirong, Mr. ZHANG Youda and Mr. LIU Wanxiang\*\* as non-executive Directors; and Ms. TANG Xiuli, Ms. LUO Mei, Mr. WONG Sincere and Mr. DONG Ximiao as independent non-executive Directors.*

*\* Bank of Gansu 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/deposit-taking business in Hong Kong.*

*\*\* The qualification of Mr. Liu Wanxiang as a Director is subject to approval of the competent regulatory authority.*