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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)

**ENTERING INTO OF THE DOMESTIC SHARE AND H SHARE
SUBSCRIPTION AGREEMENTS
CONNECTED TRANSACTION OF SUBSCRIPTION OF DOMESTIC
SHARES BY SUBSTANTIAL SHAREHOLDER SUBSCRIBERS
ISSUANCE OF SHARES UNDER SPECIFIC MANDATE
AND
APPOINTMENT OF PLACING AGENT**

Placing Agent



Guotai Junan Securities (Hong Kong) Limited

Reference is made to the announcements dated March 30, 2020 and April 17, 2020, the circular dated May 18, 2020 and the announcement on the poll results of 2020 first extraordinary general meeting and class meetings dated June 3, 2020 of the Bank in relation to, among other things, the proposed issuance of not more than 3.75 billion Domestic Shares and not more than 1.25 billion H Shares of the Bank to eligible subscribers, and the connected transaction in relation to subscription of Domestic Shares by substantial Shareholder.

**ENTERING INTO OF THE DOMESTIC SHARE AND H SHARE
SUBSCRIPTION AGREEMENTS**

The Board is pleased to announce that the Bank entered into the domestic share subscription agreement with the Substantial Shareholder Subscribers on December 11, 2020, pursuant to which, the Substantial Shareholder Subscribers have conditionally agreed to subscribe for, and the Bank has conditionally agreed to allot and issue a total of 3.75 billion Domestic Shares, at the subscription price of RMB1.26 per Domestic Share, with a total cash consideration of RMB4.725 billion (equivalent to HK\$5.6 billion). On the same day, the Bank entered into the H share subscription agreement with Gansu Financial Holding, pursuant to which, Gansu Financial Holding and/or its designated wholly-owned offshore subsidiary have/has conditionally agreed to subscribe for, and the Bank has conditionally agreed to allot and issue 1.25 billion H Shares, at the subscription price of HK\$1.49 (equivalent to RMB1.26) per H Share, with a total cash consideration of HK\$1.863 billion (equivalent to RMB1.572 billion).

The Issuance is based on the Specific Mandate granted by the Shareholders at the first extraordinary general meeting of 2020, the first domestic share class meeting of 2020 and the first H share class meeting of 2020 of the Bank held on June 3, 2020. The net proceeds to be raised from the Issuance after deducting related issuance costs will be entirely used to replenish core tier 1 capital of the Bank.

APPOINTMENT OF PLACING AGENT

The Bank and Guotai Junan have entered into a placing agent appointment letter, under which the Bank has agreed to appoint Guotai Junan as the placing agent for the Issuance of H Shares, it will assist in the completion of the transactions contemplated under the Issuance of H Shares, including the settlement and completion of allotment and issuance of H Shares to Gansu Financial Holding and/or its designated wholly-owned offshore subsidiary.

CONNECTED TRANSACTION OF SUBSCRIPTION OF DOMESTIC SHARES BY SUBSTANTIAL SHAREHOLDER SUBSCRIBERS

The target places of the Issuance of Domestic Shares are Substantial Shareholder Subscribers. As at the date of this announcement, Gansu State-owned Assets Investment and Gansu Highway Aviation Tourism are substantial Shareholders of the Bank. Gansu State-owned Assets Investment and its controlled corporations hold 1,627,195,578 Domestic Shares in total, representing approximately 16.16% of the total number of the Bank's issued Shares. Gansu State-owned Assets Investment holds 47.97% equity interests and 31.58% equity interests in Jinchuan Group and Jiuquan Iron & Steel, respectively. Therefore, Jinchuan Group and Jiuquan Iron & Steel are associates of Gansu State-owned Assets Investment. Gansu Highway Aviation Tourism and its controlled corporations hold 1,257,696,100 Domestic Shares in total, representing approximately 12.49% of the total number of the Bank's issued Shares. Accordingly, the Substantial Shareholder Subscribers are all connected persons of the Bank. The Substantial Shareholders' Subscription will constitute a connected transaction of the Bank under the Listing Rules and is subject to the announcement, reporting and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The Independent Shareholders have granted their approval for the Substantial Shareholders' Subscription at the first extraordinary general meeting of 2020 of the Bank held on June 3, 2020.

As the Issuance and the Substantial Shareholders' Subscription are subject to the satisfaction of certain conditions, they may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Bank.

Reference is made to the announcements dated March 30, 2020 and April 17, 2020, the circular dated May 18, 2020 and the announcement on the poll results of 2020 first extraordinary general meeting and class meetings dated June 3, 2020 of the Bank in relation to, among other things, the proposed issuance of not more than 3.75 billion Domestic Shares and not more than 1.25 billion H Shares of the Bank to eligible subscribers, and the connected transaction in relation to subscription of Domestic Shares by substantial Shareholder.

I. ENTERING INTO OF THE DOMESTIC SHARE AND H SHARE SUBSCRIPTION AGREEMENTS

The Board is pleased to announce that the Bank entered into the domestic share subscription agreement with the Substantial Shareholder Subscribers on December 11, 2020, pursuant to which, the Substantial Shareholder Subscribers have conditionally agreed to subscribe for, and the Bank has conditionally agreed to allot and issue a total of 3.75 billion Domestic Shares, at the subscription price of RMB1.26 per Domestic Share, with a total cash consideration of RMB4.725 billion (equivalent to HK\$5.6 billion). On the same day, the Bank entered into the H share subscription agreement with Gansu Financial Holding, pursuant to which, Gansu Financial Holding and/or its designated wholly-owned offshore subsidiary have/has conditionally agreed to subscribe for, and the Bank has conditionally agreed to allot and issue 1.25 billion H Shares, at the subscription price of HK\$1.49 (equivalent to RMB1.26) per H Share, with a total cash consideration of HK\$1.863 billion (equivalent to RMB1.572 billion).

(I) Domestic Share Subscription Agreement

Date	:	December 11, 2020
Parties	:	(i) the Bank (as the issuer) (ii) the Substantial Shareholder Subscribers (as the subscribers)
Type and par value of Shares to be issued	:	The type of Shares to be issued under the Issuance is ordinary Domestic Shares, with par value of RMB1.00 each.
Number of Shares to be issued	:	The aggregate number of the Issuance of Domestic Shares will be 3.75 billion Domestic Shares, including: (i) 1,550,000,000 Domestic Shares to be subscribed by Gansu State-owned Assets Investment;

- (ii) 1,500,000,000 Domestic Shares to be subscribed by Gansu Highway Aviation Tourism;
- (iii) 350,000,000 Domestic Shares to be subscribed by Jiuquan Iron & Steel; and
- (iv) 350,000,000 Domestic Shares to be subscribed by Jinchuan Group.

Subscription price and method of pricing : The subscription price of the Issuance of Domestic Shares is RMB1.26 per Domestic Share.

The issue price of the Issuance of Domestic Shares was determined by reference to market practice and regulatory requirements, the then capital market conditions and the price of the Bank's H Shares, with regard to factors such as interest of the Shareholders, acceptability to the investors and issuance risk.

Use of proceeds : The net proceeds to be raised from the Issuance of Domestic Shares after deducting related issuance costs will be entirely used to replenish core tier 1 capital of the Bank.

Distribution of retained profit : The Bank will distribute the profit according to the resolution passed at the annual general meeting of 2019 of the Bank before the completion of the Issuance of Domestic Shares; the retained profit accrued before the Issuance of Domestic Shares will be shared by existing and new Shareholders after completion of the Issuance of Domestic Shares in proportion to their respective shareholdings.

Conditions precedent and completion : The Issuance of Domestic Shares is conditional upon the fulfilment of the following conditions precedent:

- (i) the Bank has obtained the approval of the Board and the general meeting regarding the plan on the Issuance of Domestic Shares and the Issuance of H Shares, as well as the proposals related to the Issuance of Domestic Shares;

- (ii) the Bank has obtained the approval of the CSRC and the banking regulatory authorities for the matters related to the Issuance of Domestic Shares and the Issuance of H Shares as well as the Issuance of Domestic Shares; and
- (iii) the Bank has successfully implemented its plan on the Issuance of H Shares.

Substantial Shareholder Subscribers shall transfer the subscription payment into the account designated by the Bank in form of fund which is immediately available for transfer after the Bank has performed the above obligations. The transfer of payment into the designated account shall constitute the Substantial Shareholder Subscribers' completion of performance of all of its payment obligations.

- Lock-up period : Within five years following the completion of the Issuance of Domestic Shares, the Substantial Shareholder Subscribers will not:
- (i) transfer the Domestic Shares they have subscribed for in this transaction and any direct or indirect interests therein to any third parties;
 - (ii) enter into any equity swaps, derivative transactions and any other arrangements with others, and such transactions or arrangements would result in the transfer of all or part of the newly-subscribed Domestic Shares held by the Substantial Shareholder Subscribers;
 - (iii) transfer the interests of any entities that, directly or indirectly, hold the interest in the Domestic Shares subscribed for by the Substantial Shareholder Subscribers in this transaction; and

- (iv) declare any intention that they will enter into the above transactions with others.

However, the above lock-up period arrangement is not applicable to the transfer approved or ordered by the banking regulatory authorities or the transfer executed through judicial enforcement, provided that the transferee(s) shall comply with the relevant laws and regulations as well as the relevant requirements of the CBIRC.

(II) H Share Subscription Agreement

- Date : December 11, 2020
- Parties : (i) the Bank (as the issuer)
(ii) Gansu Financial Holding (as the subscriber)
(an independent third party)
- Type and par value of Shares to be issued : The Issuance of H Shares is conducted under the Specific Mandate, and the type of Shares to be issued is ordinary H Shares, with par value of RMB1.00 each. Once allotted, the new H Shares to be issued will rank pari passu in all respect with those H Shares already issued when those new H Shares are issued.
- Number of Shares to be issued : The aggregate number of the Issuance of H Shares will be 1.25 billion H Shares.
- Subscription price and method of pricing : The subscription price for the Issuance of H Shares is HK\$1.49 (equivalent to RMB1.26) per H Share:
- (i) representing a premium of approximately 15.50% to the average closing price of HK\$1.29 per Share as quoted on the Stock Exchange for the five trading days preceding the date (i.e. March 30, 2020) when the H Shares placing transaction or arrangement is announced;

- (ii) representing a premium of approximately 14.62% to the closing price of approximately HK\$1.30 per Share as quoted on the Stock Exchange as at the date of execution of H shares subscription agreement;
- (iii) representing a premium of approximately 15.50% to the average closing price of approximately HK\$1.29 per Share as quoted on the Stock Exchange for the five trading days preceding the date of execution of H shares subscription agreement; and
- (iv) representing a premium of approximately 15.50% to the average closing price of approximately HK\$1.29 per Share as quoted on the Stock Exchange for the five trading days preceding the price determination date of the subscription of H Shares.

The issue price of the Issuance of H Shares was determined by reference to international market practice and regulatory requirements, the then capital market conditions and the pricing of the Issuance of Domestic Shares, with regard to factors such as interest of the Shareholders, acceptability to the investors and issuance risk. The exchange rate of the issue price will be the exchange rate of Hong Kong dollars against Renminbi quoted by the People's Bank of China on the date of this announcement.

Use of proceeds : The net proceeds to be raised from the Issuance of H Shares after deducting related issuance costs will be entirely used to replenish core tier 1 capital of the Bank.

- Distribution of retained profit : The Bank will distribute the profit according to the resolution passed at 2019 annual general meeting of the Bank before the completion of the Issuance of H Shares. The retained profit accrued before the Issuance of H Shares will be shared by existing and new Shareholders after completion of the Issuance of H Shares in proportion to their respective shareholding.
- Conditions precedent and completion : The Issuance of H Shares is subject to satisfaction of the following conditions precedent:
- (i) the Bank has obtained the approval from its Board of Directors and from its Shareholders at its shareholders general meeting and class meetings for the plan on the Issuance of Domestic Shares and the Issuance of H Shares, as well as the resolutions in relation to the Issuance of H Shares;
 - (ii) the Bank has obtained the approval from the CSRC and the banking regulatory authorities for the matters related to the Issuance of Domestic Shares and the Issuance of H Shares as well as the Issuance of H Shares;
 - (iii) the Issuance of Domestic Shares has been completed; and
 - (iv) the Listing Committee of the Stock Exchange has granted the approval for the listing of, and permission to deal in the new H Shares on the Stock Exchange, which have not been revoked before completion.

The completion will take place at the place agreed between the parties on the second working day following the satisfaction or waiver of the above conditions precedent or other date as agreed between the Bank and Gansu Financial Holding.

Gansu Financial Holding or its designated broker shall transfer the subscription payment into the account designated by the Bank in form of fund which is immediately available for transfer after the Bank has performed its obligations under above conditions precedent. The transfer of payment into the designated account shall constitute Gansu Financial Holding's completion of performance of all of its payment obligations.

Listing arrangement : Application will be made by the Bank for the listing and permission to deal in the new H Shares on the Stock Exchange.

(III) Fund-Raising Activities of the Company for the Past Twelve Months

The Directors confirm that the Bank has not carried out any fund-raising activities in relation to the issuance of its equity securities within the 12 months immediately preceding the date of this announcement.

(IV) Effect of the Issuance on the Shareholding Structure of the Bank

Once allotted, the new Domestic Shares and new H Shares to be issued under the Issuance will rank pari passu in all respect with those Domestic Shares and H Shares already issued when those new Domestic Shares and H Shares are issued and allotted.

Subject to any change of the total issued share capital of the Bank other than the Issuance from the date of this announcement to the date of the completion of the Issuance, the shareholding structure of the Bank (1) as at the date of this announcement; (2) immediately after the completion of the Issuance is set out as below:

	As at the date of this announcement		Immediately after the completion of the Issuance	
	Number of Shares	Approximate percentage in total issued Shares of the Bank	Number of Shares	Approximate percentage in total issued Shares of the Bank
Domestic Shares	7,525,991,330	74.74%	11,275,991,330	74.83%
Including:				
Gansu State-owned Assets				
Investment ⁽²⁾	359,250,972	3.57%	1,909,250,972	12.67%
Jinchuan Group ⁽²⁾	633,972,303	6.30%	983,972,303	6.53%
Gansu Highway Aviation				
Tourism ⁽³⁾	1,257,696,100	12.49%	2,757,696,100	18.30%
Jiuquan Iron & Steel	633,972,303	6.30%	983,972,303	6.53%
H Shares	2,543,800,000	25.26%	3,793,800,000	25.17%
Including:				
Gansu Financial Holding and/ or its designated wholly- owned offshore subsidiary	—	—	1,250,000,000	8.29%
Total	<u>10,069,791,330</u>	<u>100.00%</u>	<u>15,069,791,330</u>	<u>100.00%</u>

Notes:

- (1) Certain amounts and percentage figures included in the table above have been subject to rounding adjustments, any discrepancy between the total amount and the arithmetical sum of the amounts listed is due to rounding.
- (2) Gansu State-owned Assets Investment directly holds 359,250,972 Domestic Shares of the Bank, representing approximately 3.57% of the total issued share capital of the Bank. Gansu State-owned Assets Investment also holds 100% equity interests and 47.97% equity interests in Gansu Province Electric Power Investment Group Co., Ltd. (甘肅省電力投資集團有限責任公司) and Jinchuan Group, respectively. Therefore, Gansu Province Electric Power Investment Group Co., Ltd. and Jinchuan Group are controlled corporations of Gansu State-owned Assets Investment. Pursuant to the Securities and Futures Ordinance, Gansu State-owned Assets Investment is deemed to be interested in the shares held by Gansu Province Electric Power Investment Group Co., Ltd. and Jinchuan Group.

- (3) Gansu Highway Aviation Tourism holds 1,157,154,433 Domestic Shares of the Bank, representing approximately 11.49% of the total issued share capital of the Bank; Gansu Highway Aviation Tourism holds 100% equity interests in Gansu Financial Capital Management Co., Ltd. (甘肅金融資本管理有限公司), and Gansu Financial Capital Management Co., Ltd. holds 100,541,667 Domestic Shares of the Bank, representing approximately 1% of the total issued share capital of the Bank. Therefore, Gansu Financial Capital Management Co., Ltd. is a controlled corporation of Gansu Highway Aviation Tourism. Pursuant to the Securities and Futures Ordinance, Gansu Highway Aviation Tourism is deemed to be interested in the shares held by Gansu Financial Capital Management Co., Ltd.

II. APPOINTMENT OF PLACING AGENT

The Bank and Guotai Junan have entered into a placing agent appointment letter, under which the Bank has agreed to appoint Guotai Junan as the placing agent for the Issuance of H Shares, it will assist in the completion of the transactions contemplated under the Issuance of H Shares, including the settlement and completion of allotment and issuance of H Shares to Gansu Financial Holding and/or its designated wholly-owned offshore subsidiary.

III. CONNECTED TRANSACTION IN RELATION TO SUBSTANTIAL SHAREHOLDERS' SUBSCRIPTION

The target places of the Issuance of Domestic Shares are Substantial Shareholder Subscribers. As at the date of this announcement, Gansu State-owned Assets Investment and Gansu Highway Aviation Tourism are substantial Shareholders of the Bank. Gansu State-owned Assets Investment and its controlled corporations hold 1,627,195,578 Domestic Shares in total, representing approximately 16.16% of the total number of the Bank's issued Shares. Gansu State-owned Assets Investment holds 47.97% equity interests and 31.58% equity interests in Jinchuan Group and Jiuquan Iron & Steel, respectively. Therefore, Jinchuan Group and Jiuquan Iron & Steel are associates of Gansu State-owned Assets Investment. Gansu Highway Aviation Tourism and its controlled corporations hold 1,257,696,100 Domestic Shares in total, representing approximately 12.49% of the total number of the Bank's issued Shares. Accordingly, the Substantial Shareholder Subscribers are all connected persons of the Bank. The Substantial Shareholders' Subscription will constitute a connected transaction of the Bank under the Listing Rules and is subject to the announcement, reporting and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The Independent Shareholders have granted their approval for the Substantial Shareholders' Subscription at the first extraordinary general meeting of 2020 of the Bank held on June 3, 2020.

IV. INFORMATION ON THE PARTIES TO THE DOMESTIC SHARES AND H SHARES SUBSCRIPTION AGREEMENTS

The Bank

The Bank is the only provincial city commercial bank in Gansu province of China, and has established a comprehensive business network across Gansu province. The Bank principally engages in corporate banking, retail banking and financial market businesses.

Gansu State-owned Assets Investment (甘肅省國投)

Gansu State-owned Assets Investment is a company established in the PRC on November 23, 2007, and is owned as to 84% and 16% by Gansu SASAC (甘肅省國資委) (as a beneficial owner) and Jiuquan Iron & Steel (酒鋼集團), respectively. It principally engages in state-owned capital (equity) management and financing business, industry consolidation and investment business, fund investment and venture capital business, listed equity management and operation business, wholesale and retail of non-ferrous materials, and other approved businesses (business activities requiring administrative licenses or qualifications shall be carried out under valid licenses or qualification certificates, except for those that are prohibited by national laws and regulations). As at the date of this announcement, Gansu State-owned Assets Investment directly holds approximately 3.57% equity interests in the Bank and indirectly holds approximately 12.59% equity interests in the Bank through its controlled corporations, Gansu Province Electric Power Investment Group Co., Ltd. (甘肅省電力投資集團有限責任公司) and Jinchuan Group (金川集團).

Gansu Highway Aviation (甘肅省公航旅)

Gansu Highway Aviation Tourism is a company incorporated in the PRC on December 24, 1999 and a wholly-owned subsidiary of Gansu SASAC (甘肅省國資委) (as a beneficial owner). Its principal business is the operation of high-grade highways and civil aviation airports of Gansu Province, development of major tourism resources, investment and financing of major tourism projects, financial insurance, trade, development, construction and operational management and construction and operation of transportation ancillary facilities. As at the date of this announcement, Gansu Highway Aviation Tourism directly holds approximately 11.49% equity interests in the Bank and indirectly holds approximately 1% equity interests in the Bank through its controlled corporation Gansu Financial Capital Management Co., Ltd.

Jiuquan Iron & Steel (酒鋼集團)

Jiuquan Iron & Steel is a company incorporated in the PRC on May 26, 1998, and is owned as to 68.42% by Gansu SASAC (as a beneficial owner) and 31.58% by Gansu State-owned Assets Investment. It principally engages in manufacturing, mining, agriculture, forestry, animal husbandry, fishery, production and supply of electricity, gas and water, construction, transportation, warehousing, information transmission, computer services and software, wholesale and retail, accommodation and catering, real estate, leasing and business services, scientific research, technical services and geological exploration, water conservancy, environmental and public facilities management, residential services and other services, education, healthcare, culture, sports and entertainment and others. As at the date of this announcement, Jiuquan Iron & Steel holds approximately 6.30% equity interests in the Bank.

Jinchuan Group (金川集團)

Jinchuan Group is a company incorporated in the PRC on September 28, 2001 and is principally engaged in the production and sale of nickel, copper, cobalt, platinum precious metals and sulfuric acid and other chemical products. Jinchuan Group has a total of 20 direct shareholders, and Gansu State-owned Assets Investments is the largest shareholder of Jinchuan Group, which holds 47.97% of its equity interests. The second largest shareholder of Jinchuan Group is CDB Capital Co., Ltd. (國開金融有限責任公司) which holds 13.53% equity interests in Jinchuan Group and is wholly-owned by China Development Bank (國家開發銀行), which in turn has 4 direct shareholders, among which: (i) the Ministry of Finance of the People's Republic of China (中華人民共和國財政部), as a beneficial owner, holds 36.54% equity interests in China Development Bank; (ii) Central Huijin Investment Ltd. (中央匯金投資有限責任公司), whose beneficial owner is the State Council of the PRC (中華人民共和國國務院), holds 34.68% equity interests in China Development Bank; (iii) Buttonwood Investment Holding Company Ltd. (梧桐樹投資平台有限責任公司), whose beneficial owner is the State Administration of Foreign Exchange (國家外匯管理局), holds 27.19% equity interests in China Development Bank; and (iv) National Council for Social Security Fund, the People's Republic of China (全國社會保障基金理事會), as a beneficial owner, holds 1.59% equity interests in China Development Bank; the third largest shareholder of Jinchuan Group is Gansu SASAC, which, as a beneficial owner, holds 12.89% equity interests in Jinchuan Group; the percentage of shareholding held by each of the remaining shareholders in Jinchuan Group is below 5%. As at the date of this announcement, Jinchuan Group holds approximately 6.30% equity interests in the Bank.

Gansu Financial Holding (甘肅金控)

Gansu Financial Holding is a company established in the PRC on April 26, 2016 and its principal business includes financial businesses such as investment in and management of bank, securities and others and investment management, as well as non-financial businesses such as strategic emerging industries and modern service industries. Gansu Financial Holding has 3 direct shareholders, among which: (i) the Department of Finance of Gansu Province (甘肅省財政廳), as a beneficial owner, holds 46.58% equity interests in Gansu Financial Holding; (ii) Gansu Highway Aviation Tourism holds 28.12% equity interests in Gansu Financial Holding; and (iii) Gansu SASAC, as a beneficial owner, holds 25.30% equity interests in Gansu Financial Holding. As at the date of this announcement, Gansu Financial Holding is an independent third party of the Bank.

V. GENERAL INFORMATION

This announcement does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Bank.

As the Issuance and the Substantial Shareholders' Subscription are subject to the satisfaction of certain conditions, they may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Bank.

VI. DEFINITIONS

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

“associate”	has the meaning as ascribed to it in the Listing Rules
“Bank”	Bank of Gansu Co., Ltd., a joint stock company incorporated in the PRC with limited liability and whose H Shares are listed on the main board of the Stock Exchange (Stock Code: 2139)
“Board” or “Board of Directors”	the board of directors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission
“connected person(s)”	has the meaning as ascribed to it in the Listing Rules
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary shares issued by the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in Renminbi
“Gansu Financial Holding”	Gansu Financial Holding Group Co., Ltd. (甘肅金融控股集團有限公司), a company incorporated in the PRC on April 26, 2016, and the subscriber of the Issuance of H Shares and an independent third party
“Gansu Highway Aviation Tourism”	Gansu Provincial Highway Aviation Tourism Investment Group Co., Ltd. (甘肅省公路航空旅遊投資集團有限公司), a company incorporated in the PRC on December 24, 1999, and a subscriber under the Issuance of Domestic Share(s) and a substantial Shareholder and a connected person of the Bank

“Gansu SASAC”	the State-owned Assets Supervision and Administration Commission of Gansu Provincial People’s Government
“Gansu State-owned Assets Investment”	Gansu Provincial State-owned Asset Investment Group Co., Ltd. (甘肅省國有資產投資集團有限公司), a company incorporated in the PRC on November 23, 2007, and a subscriber under the Issuance of Domestic Share(s) and a substantial Shareholder and a connected person of the Bank
“Guotai Junan”	Guotai Junan Securities (Hong Kong) Limited (國泰君安證券(香港)有限公司). As at the date of this announcement, Guotai Junan is a third party independent of the Bank and Gansu Financial Holding
“H Share(s)”	the overseas listed foreign shares of the Bank which are issued in Hong Kong, subscribed for in Hong Kong dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Shareholders”	Shareholders other than the substantial Shareholders and their associates
“independent third party(ies)”	a person(s) or an entity(ies) not considered a connected person(s) or an associate(s) of a connected person(s) of the Bank under the Listing Rules
“Issuance”	the Issuance of Domestic Shares and the Issuance of H Shares
“Issuance of Domestic Share(s)”	the proposed non-public issuance of 3.75 billion Domestic Shares to Substantial Shareholder Subscribers through the Specific Mandate by the Bank

“Issuance of H Share(s)”	the proposed non-public issuance of 1.25 billion H Shares to Gansu Financial Holding and/or its designated wholly-owned subsidiary through the Specific Mandate by the Bank
“Jinchuan Group”	Jinchuan Group Co., Ltd. (金川集團股份有限公司), a company incorporated in the PRC on September 28, 2001, and a subscriber under the Issuance of Domestic Share(s) and a connected person of the Bank
“Jiuquan Iron & Steel”	Jiuquan Iron & Steel (Group) Co., Ltd. (酒泉鋼鐵(集團)有限責任公司), a company incorporated in the PRC on May 26, 1998, and a subscriber under the Issuance of Domestic Share(s) and a connected person of the Bank
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China, which for the purpose of this announcement only excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the shares in the issued share capital of the Bank
“Shareholder(s)”	holder(s) of the Shares
“Specific Mandate”	a specific mandate for the Issuance granted by the Shareholders at the 2020 first extraordinary general meeting, the 2020 first domestic share class meeting and the 2020 first H share class meeting of the Bank convened on June 3, 2020
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder Subscriber(s)”	Gansu State-owned Assets Investment, Gansu Highway Aviation Tourism, Jiuquan Iron & Steel and Jinchuan Group and/or their respective designated subsidiaries participating in the subscription of Domestic Shares to be issued

“Substantial Shareholders’ Subscription” the subscription of Domestic Shares to be issued pursuant to the Issuance by Substantial Shareholders Subscribers

“%” percent

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

Lanzhou, Gansu Province
December 11, 2020

*As at the date of this announcement, the Board of Directors of the Bank 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.*