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If you have sold or transferred all your shares in Guangzhou Rural Commercial Bank Co., Ltd.*, you should at once hand this circular and the accompanying proxy form 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.

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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)

ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS AND NOTICE OF 2021 FIRST EGM

The Letter from the Board is set out on pages 1 to 5 of this circular.

Guangzhou Rural Commercial Bank Co., Ltd.* (the “Bank”) will convene the 2021 First Extraordinary General Meeting (“EGM”) at 13F, No. 1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, PRC at 9:30 a.m. on Tuesday, February 23, 2021. The notice of EGM is set out on pages 21 to 24 of this circular.

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 Wednesday, February 3, 2021 to the H Share Registrar; 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 (as the case may be) to the H Share Registrar.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

* *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.*

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DEFINITIONS

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

“EGM”	the 2021 first extraordinary general meeting of the Bank to 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, February 23, 2021
“Articles of Association”	the Articles of Association of the Bank
“Bank”	Guangzhou Rural Commercial Bank Co., Ltd.*, a joint stock company incorporated in the PRC with limited liability, whose H shares are listed on the Main Board of the Hong Kong Stock Exchange
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“Director(s)”	the director(s) of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank
“Non-overseas Listed Share(s)”	ordinary shares in the capital of the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in full in RMB
“H Share(s)”	overseas listed foreign shares in the capital of the Bank, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“Latest Practicable Date”	4 January 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank
“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 and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Non-overseas Listed Share(s) and the H Share(s)
“Shareholder(s)”	the shareholder(s) of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission and its local offices
“Guangdong Bureau of CBIRC”	Guangdong Bureau of China Banking and Insurance Regulatory Commission
“CSRC”	China Securities Regulatory Commission and its local offices

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LETTER FROM THE BOARD



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)

Executive Director:

Yi Xuefei

Zhang Jian

Registered office in the PRC:

No. 9, Yingri Road

Huangpu District

Guangzhou

PRC

Non-executive Directors:

Su Zhigang

Liu Guojie

Zhu Kelin

Principal place of business in Hong Kong:

40/F, Sunlight Tower

248 Queen's Road East

Independent Non-executive Directors:

Liu Shaobo

Liu Heng

Song Guanghui

Zheng Jianbiao

Wanchai

Hong Kong

Guangzhou, the PRC, January 8, 2021

Dear Sir or Madam,

ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS AND NOTICE OF 2021 FIRST EGM

I. INTRODUCTION

The purpose of this circular is to set out the notice of 2021 First EGM and provide you with information necessary in relation to the election of new session of the Board and the Board of Supervisors to enable you to make an informed decision on whether to vote for, against or abstain from voting on the resolutions to be proposed for consideration at the EGM.

LETTER FROM THE BOARD

II. ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS

A meeting of the Board was held to examine and approve unanimously, the Resolutions on Considering the List of Candidates for Directors of the Third Session of the Board on December 31, 2020.

The list of the candidates for the Directors of the third session of the Board (“**Candidates for Directors**”) examined and approved by the Board is as follows:

- (1) 3 candidates for executive Directors (“**Executive Directors**”): Cai Jian, Yi Xuefei, Zhang Jian
- (2) 7 candidates for non-executive Directors (“**Non-executive Directors**”): Yuan Xiaoyi, Zuo Liang, Feng Kaiyun, Zhuang Yuemin, Feng Yaoliang, Lai Zhiguang, Zhang Junzhou
- (3) 5 candidates for independent non-executive Directors (“**Independent Directors**”): Liao Wenyi, Du Jinmin, Zhang Hua, Ma Xueming, Tan Jinsong

The Board agreed to submit the aforesaid list of Candidates for Directors to the EGM for voting. The EGM will hold equal elections for the 3 candidates for executive directors, 7 candidates for non-executive directors and 5 candidates for Independent Directors. The newly elected directors will be reported to the Guangdong Bureau of China Banking and Insurance Regulatory Commission (the “**Guangdong Bureau CBIRC**”) to approve their qualifications for appointment, and their term of office will start from the date of approval by the Guangdong Bureau CBIRC until the expiry of the term of office of the third session of the Board. Prior to the formal performance of duties by the newly elected Directors, the original Directors shall continue to perform their duties in accordance with the laws, regulations and the Articles of Association. The Bank will enter into services contract with newly elected Directors. During their term of office, the Directors will be remunerated in accordance with the Implementation Measures for the Remuneration Standards of Directors and Supervisors of Guangzhou Rural Commercial Bank Co., Ltd.* 《廣州農村商業銀行股份有限公司董事、監事薪酬標準實施辦法》 approved by the annual general meeting of the Bank in 2014. The Bank will disclose the remuneration or allowance of the Directors in the annual report every year.

A meeting of the Board of Supervisors was held to examine and approve unanimously, the Resolutions on Considering the List of Candidates for External Supervisors and Shareholder Supervisors of the Third Session of the Board of Supervisors on December 31 2020.

LETTER FROM THE BOARD

The third session of the Board of Supervisors of the Bank consists of 9 Supervisors, including 3 shareholder Supervisors, 3 external Supervisors and 3 employee Supervisors. Shareholder Supervisors and external Supervisors will be elected at the EGM, and employee Supervisors will be elected at the employee representative meeting of the Bank and will be announced separately. The list of candidates for shareholder Supervisors and external Supervisors of the third session of the Board of Supervisors considered and approved by the Board of Supervisors is as follows:

- (1) 3 candidates for shareholder Supervisors: Zhang Gang, Feng Jintang, Liang Bingtian (collectively referred to as “**Candidates for Shareholder Supervisors**”)
- (2) 3 candidates for external Supervisors: Zhan Liyuan, Han Zhenping, Shi Shuiping (collectively referred to as “**Candidates for External Supervisors**”)

The term of office of shareholder Supervisors and external Supervisors shall take effect from the date of approval at the EGM until the expiry of the term of the third session of the Board of Supervisors. During their term of office, shareholder Supervisors and external Supervisors will be remunerated in accordance with the Implementation Measures for the Remuneration Standards of Directors and Supervisors of Guangzhou Rural Commercial Bank Co., Ltd.*《廣州農村商業銀行股份有限公司董事、監事薪酬標準實施辦法》 approved by the annual general meeting of the Bank in 2014. The Bank will enter into service contracts with the newly elected shareholder Supervisors and external Supervisors. The Bank will disclose the remuneration or allowance of the Supervisors in the annual report every year. The term of office of employee Supervisors shall be effective from the date of election of the employee representative meeting of the Bank until the expiry of the term of the third session of the Board of Supervisors.

The biographical details of the Candidates for Directors of the third session of the Board and the Candidates for Shareholder Supervisors and External Supervisors of the third session of the Board of Supervisors as at the Latest Practicable Date are set out in Appendix I to this circular.

III. THE EGM

The EGM will be held at 13F, No. 1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 9:30 a.m. on Tuesday, February 23, 2021 to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of EGM. A notice dated Friday, January 8, 2021 convening the EGM together with the relevant form of proxy and the reply slip have been despatched to the Shareholders in accordance with the Listing Rules.

LETTER FROM THE BOARD

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 accompanying reply slip to the H Share Registrar on or before Wednesday, February 3, 2021.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof (as the case may be) should you so wish, and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the meeting.

IV. METHODS OF VOTING AT THE EGM

Pursuant to the requirements of Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the EGM shall be taken by the way of poll.

Please be advised that pursuant to the Articles of Association, where a Shareholder has failed to repay a loan from or pledged 50% or more of his/her equity interests in the Bank, the voting rights of such Shareholder at the EGM shall be subject to restrictions.

V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM

Holders of H Shares of the Bank are advised that the register of members of the Bank will be closed from Saturday, January 23, 2021 to Tuesday, February 23, 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 EGM, 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, January 22, 2021.

Shareholders whose names appear on the register of members of the Bank at the close of business on Friday, January 22, 2021 are entitled to attend and vote at the EGM.

LETTER FROM THE BOARD

VI. RECOMMENDATION

The Board (including the independent non-executive directors) considers that the ordinary resolutions to be proposed at the EGM are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all resolutions to be proposed at the EGM.

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

* *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.*

Candidates for Executive Directors

- Mr. Cai Jian (蔡建), male, born in April 1973, Han nationality, member of Community Party of China, graduated from Sun Yat-sen University as a postgraduate with a master's degree, major in enterprise management, and is a senior economist. Mr. Cai currently serves as the Secretary of the Party Committee at Guangzhou Rural Commercial Bank Co., Ltd.*. From July 1994 to August 1998, Mr. Cai served as a member and deputy section chief of Guangzhou Huangpu Sub-branch of Construction Bank of China (中國建設銀行廣州黃埔支行). From August 1998 to October 2000, Mr. Cai served as deputy section chief and section chief of Guangzhou Economic Development Zone Sub-branch of Construction Bank of China (中國建設銀行廣州經濟開發區支行). From October 2000 to January 2003, Mr. Cai served as assistant to the president of Guangzhou Development Zone Sub-branch of Construction Bank of China (中國建設銀行廣州開發區支行). From January 2003 to August 2004, Mr. Cai served as vice president and member of the Party Committee of Guangzhou Haizhu Sub-branch of China Construction Bank (中國建設銀行廣州市海珠支行), (during February 2002 to December 2004, Mr. Cai had been studying for a master's degree in business administration at the School of Management, Sun Yat-sen University). From August 2004 to August 2006, Mr. Cai served as department deputy general manager of Guangdong Branch of Construction Bank of China (中國建設銀行廣東省分行). From August 2006 to November 2008, Mr. Cai served as senior deputy manager of the Strategic Assistance Project Office of Construction Bank of China (中國建設銀行戰略協助項目辦公室) (during the period from September 2005 to June 2008, he had been studying for a master's degree in administrative management at the School of Political and Public Affairs Management of Sun Yat-sen University). From November 2008 to November 2009, Mr. Cai served as deputy director of Financial Work Office of Guangzhou Municipal Government (廣州市政府金融服務辦公室). From November 2009 to October 2011, Mr. Cai served as deputy director and member of the Party Leadership Group of the Financial Work Office of Guangzhou Municipal Government. From October 2011 to November 2011, Mr. Cai served as the head of the discipline inspection team dispatched by the Guangzhou Municipal Commission for Discipline Inspection in the Financial Work Office of the Municipal Government, deputy director, head of the discipline inspection team and member of the Party Leadership Group of the Financial Work Office of the Municipal Government. From November 2011 to January 2015, Mr. Cai served as the head of the discipline inspection team dispatched by the Guangzhou Municipal Commission for Discipline Inspection in the Financial Work Office of the Municipal Government, and the head of the discipline inspection team and member of the Party Leadership Group of the Financial Work Office of the Municipal Government. From January 2015 to April 2016, Mr. Cai served as the head of the discipline inspection team dispatched by Guangzhou Municipal Commission for Discipline Inspection in the Municipal Financial Work Bureau and member of the Party Leadership Group of the Municipal Financial Work Bureau. From April 2016 to May 2016, Mr. Cai served as the head of the discipline inspection team dispatched by Guangzhou Municipal Commission for Discipline Inspection in the Municipal Financial Work Bureau, member of the Party Leadership Group of the Municipal Financial Work Bureau, and Secretary of the Disciplinary Committee of the Bank of Guangzhou (廣州銀行). From May 2016 to August 2016, Mr. Cai served as Secretary of the

Disciplinary Committee of Bank of Guangzhou. From August 2016 to September 2016, Mr. Cai served as member of the Standing Committee of Huadu District Committee of Guangzhou. From September 2016 to June 2020, Mr. Cai served as member of the Standing Committee of Huadu District Committee of Guangzhou and deputy secretary of the Party Leadership Group of Huadu District People's Government. From July 2020 to September 2020, Mr. Cai served as deputy secretary of the Party Committee of Bank of Guangzhou and performed the duties of president on his behalf. From September 2020 to November 2020, Mr. Cai served as deputy secretary of the Party Committee and president of Bank of Guangzhou. From November 2020 to December 2020, Mr. Cai served as deputy secretary of the Party Committee, vice chairman and president of Bank of Guangzhou.

- Mr. Yi Xuefei (易雪飛), male, born in November 1967, Han nationality, member of Communist Party of China, graduated from Jiangxi University of Finance and Economics and EMBA of Sun Yat-sen University as a postgraduate with a master's degree and obtained the qualification of economist. Mr. Yi currently serves as deputy secretary of the Party Committee, vice chairman and president of Guangzhou Rural Commercial Bank Co., Ltd.*. From July 1989 to September 1990, Mr. Yi served as a staff of Jiangxi Sanbo Electric Machinery Group (江西省三波電機集團). From September 1990 to July 1993, Mr. Yi studied in Jiangxi University of Finance and Economics as a postgraduate, major in economics. From July 1993 to August 1994, Mr. Yi served as a staff member of accounting division of second branch of Guangzhou branch of Construction Bank of China (中國建設銀行廣州市分行第二支行). From August 1994 to January 2000, he successively served as a staff member, deputy principal staff member, deputy section chief (responsible for overall work), assistant to director (section chief rank), deputy director and division director of Guangdong branch of Construction Bank of China (中國建設銀行廣東省分行). From January 2000 to December 2001, he served as vice president of Foshan branch of Construction Bank of China (中國建設銀行佛山市分行) and concurrently president of Nanhai branch (建設銀行南海市支行). From December 2001 to April 2002, Mr. Yi served as deputy secretary of the Party Committee and vice president of Dongguan sub-branch of Construction Bank of China (中國建設銀行東莞市支行). From April 2002 to December 2002, Mr. Yi served as deputy general manager (in charge of overall works) of financial planning department of Guangdong branch of Construction Bank of China. From December 2002 to July 2005, Mr. Yi served as general manager of financial planning department and director of assets and liabilities management department and office director of restructuring of Guangdong branch of Construction Bank of China. From July 2005 to March 2006, Mr. Yi served as secretary of the Party Committee and president of Shantou Branch of Construction Bank of China (中國建設銀行汕頭市分行). From March 2006 to December 2009, Mr. Yi served as a member of the Party Committee and deputy director of Guangzhou Rural Credit Cooperative Union (廣州市農村信用合作聯社). From December 2009 to June 2013, Mr. Yi served as a member of the Party Committee and vice president of Guangzhou Rural Commercial Bank (attended EMBA of Sun Yat-sen University during this period). From June 2013 to July 2013, Mr. Yi served as deputy secretary of the Party Committee and vice chairman of the board of Guangzhou Rural Commercial Bank.

As at the Latest Practicable Date, Mr. Yi Xuefei holds 500,000 domestic shares of the Bank.

- Mr. Zhang Jian (張健), male, born in June 1962, Han nationality, member of Communist Party of China, obtained an EMBA degree from Sun Yat-sen University. Mr. Zhang currently serves as deputy secretary of the Party Committee of Guangzhou Rural Commercial Bank Co., Ltd.. From August 1986 to December 1987, Mr. Zhang served as deputy department chief at the Credit Cooperative Department, Taobei sub-branch of Agricultural Bank of China Co., Ltd. in Baicheng, Jilin province (中國農業銀行股份有限公司吉林省白城市洮北支行信用合作科). From December 1987 to October 2002, Mr. Zhang successively served as a staff member of the comprehensive planning division of planning and statistics department, deputy section chief, section chief of the comprehensive planning division of statistics department and deputy director of the capital planning division of the Jilin Branch of Bank of China Co., Ltd. (中國銀行股份有限公司吉林省分行). From October 2002 to September 2009, Mr. Zhang served as deputy general manager and general manager, assistant to the president, secretary to the board of directors, deputy secretary of the discipline inspection commission of Guangzhou Commercial Bank Co., Ltd. (廣州市商業銀行股份有限公司), assistant to the president of the office of Guangzhou Commercial Bank Co., Ltd. as well as president and vice president of Zhujiang Sub-branch of Guangzhou Commercial Bank Co., Ltd. (廣州市商業銀行股份有限公司珠江支行). From September 2009 to December 2017, Mr. Zhang served as the vice president of Bank of Guangzhou Co., Ltd. (廣州銀行股份有限公司). From December 2017 to December 2019, he served as the deputy secretary of the Party Committee and director of Guangzhou State-owned Capital Operation Holdings Co., Ltd. (廣州國資發展控股有限公司).

Candidates for Non-executive Directors

- Mr. Yuan Xiaoyi (袁笑一), male, born in December 1980, Han nationality, member of the Communist Party of China, from Zhuji, Zhejiang province, graduated from the School of Environmental Science and Engineering of South China University of Technology with a master's degree in engineering. He currently serves as the deputy general manager of Guangzhou Financial Holding Group Co., Ltd. (廣州金融控股集團有限公司). From December 2005 to December 2006, he served as a trainee cadre of Guangzhou Municipal Government Information Center; from December 2006 to March 2007, he served as deputy chief staff of Guangzhou Municipal Government Information Center; from March 2007 to September 2007, he served as deputy chief staff of Reception Office of General Office of Guangzhou Municipal Government; from September 2007 to September 2009, he served as deputy chief staff of Secretariat of General Office of Guangzhou Municipal Government; from September 2009 to December 2011, he served as chief staff of Secretariat of General Office of Guangzhou Municipal Government; from December 2011 to September 2012, he served as secretary at section chief rank of Secretariat of General Office of Guangzhou Municipal Government; from September 2012 to November 2012, he served as chief staff of the Financial Work Office of Guangzhou Municipal Government; from November 2012 to February 2015, he served as deputy director of the Capital Market Section of the Financial Work Office of Guangzhou Municipal Government; from February 2015 to February 2016, he served as deputy director of the Capital

Market Section of Guangzhou Municipal Financial Work Bureau; from February 2016 to August 2016, he served as director of the Insurance Section of Guangzhou Municipal Financial Work Bureau; from August 2016 to April 2017, he served as the director of the Financing Guarantee Institutions Regulatory Section of Guangzhou Municipal Financial Work Bureau; from April 2017 to June 2017, he served as the director of the Local Financial Development Section of Guangzhou Municipal Financial Work Bureau; from June 2017 to July 2018, he served as the assistant to the general manager and secretary of the board of directors of Guangzhou Railway Investment and Construction Group Co., Ltd. (廣州鐵路投資建設集團有限公司); from July 2018 to October 2019, he served as the general counsel, secretary of the board of directors and assistant to the general manager of Guangzhou Railway Investment and Construction Group Co., Ltd.; from October 2019 to December 2019, he served as deputy secretary of the temporary general Party branch, general counsel, secretary of the board of directors and assistant to the general manager of Guangzhou Railway Investment and Construction Group Co., Ltd..

- Mr. Zuo Liang (左梁), male, born in October 1979, Han nationality, from Hengyang, Hunan province, member of the Communist Party of China, graduated from Sun Yat-sen University with a master's degree in Business Administration and obtained the qualification of economist. Mr. Zuo currently serves as the secretary of the Party Committee and chairman of Guangzhou Gongkong Capital Management Co., Ltd. (廣州工控資本管理有限公司), chairman of Guangzhou Huiyin Huiji Investment Fund Management Co., Ltd. (廣州滙垠滙吉投資基金管理有限公司), chairman of Guangzhou Wanbao Changrui Investment Co., Ltd. (廣州萬寶長睿投資有限公司), director of Guangzhou Tieke Intelligent Control Co., Ltd. (廣州鐵科智控有限公司), and director of Beijing Dinghan Technology Group Co., Ltd. (北京鼎漢技術集團股份有限公司). From July 2002 to December 2002, Mr. Zuo served as a staff of Shenzhen branch of Ming An Insurance Company (Hong Kong) Limited (香港民安保險公司深圳分公司). From January 2003 to February 2005, he served as a staff member of the Guangzhou Finance Bureau. From March 2005 to July 2014, he served as a staff member, senior staff member and deputy director of Guangzhou SASAC. From July 2014 to June 2020, Mr. Zuo served as the chief strategy officer of Guangzhou Industrial Investment Fund Management Co., Ltd. (廣州產業投資基金管理有限公司).
- Ms. Feng Kaiyun (馮凱蕓), female, born in February 1963, Han nationality, from Zhongshan, Guangdong province, member of the Communist Party of China, graduated from Jinan University, majoring in accounting, as a postgraduate with an MBA degree. Ms. Feng is an economist and senior international finance manager. Ms. Feng currently serves as a member of the Party Committee and deputy general manager of Guangzhou Business Investment Holding Group Co., Ltd. (廣州商貿投資控股集團有限公司), and a director of Guangzhou Grandbuy Co., Ltd. (廣州市廣百股份有限公司). From July 1984 to May 1986, Ms. Feng served as a staff member of the economics section of the Foshan Municipal Government Office. From May 1986 to February 1993, Ms. Feng served as the head of the credit division of Guangdong Branch of Bank of China (中國銀行廣州市分行). From February 1993 to February 1994, Ms. Feng served as deputy manager of investment department of Guangxin Industry Development Co., Ltd.

(廣新實業發展公司). From February 1994 to January 1997, Ms. Feng served as department manager, assistant to the general manager and deputy general manager of Guangzhou Development Investment and Consultation Company (廣州發展投資諮詢公司). From January 1997 to August 1997, Ms. Feng served as deputy manager of finance department of Guangzhou Development Group Co., Ltd. (廣州發展集團有限公司). From August 1997 to November 1997, Ms. Feng served as deputy manager of treasury department of Guangzhou Development Enterprises Holdings Group Co., Ltd. (廣州發展實業控股集團股份有限公司). From November 1997 to February 2002, Ms. Feng served as the manager of treasury department of Guangzhou Development Enterprises Holdings Group Co., Ltd. From February 2002 to December 2004, Ms. Feng served as general manager of finance department of Guangzhou Development Enterprises Holdings Group Co., Ltd.. From December 2004 to January 2007, Ms. Feng served as chief financial officer of Guangzhou Development Enterprises Holdings Group Co., Ltd.. From January 2007 to August 2012, Ms. Feng served as deputy chief executive and chief financial officer of Guangzhou Development Enterprises Holdings Group Co., Ltd.. From August 2012 to November 2013, Ms. Feng served as deputy chief executive of Guangzhou Development Group Incorporated. From November 2013 to February 2017, Ms. Feng served as deputy general manager of Guangzhou Development Group Co., Ltd., director and deputy chief executive of Guangzhou Development Group Incorporated (during the period from May 2016 to September 2016, Ms. Feng served as director of Guangzhou Development Group Finance Co., Ltd., (in the process of being incorporated) from September 2016 to June 2017, Ms. Feng served as director and chairman of Guangzhou Development Group Finance Co., Ltd.). From February 2017 to May 2017, Ms. Feng served as deputy general manager of Guangzhou General Merchandise Group Co., Ltd. (廣州百貨企業集團有限公司). From May 2017 to October 2019, Ms. Feng served as a member of the Party Committee and deputy general manager of Guangzhou General Merchandise Group Co., Ltd.. From October 2019 to August 2020, Ms. Feng served as a temporary member of the Party Committee and deputy general manager of Guangzhou Business Investment Holding Group Co., Ltd. (廣州商貿投資控股集團有限公司).

- Mr. Zhuang Yuemin (莊粵珉), male, born in November 1971, Han nationality, graduated from Wuhan University with a master's degree in economics, an intermediate economist. Mr. Zhuang currently serves as chairman of AEON Insurance Asset Management Co., Ltd (百年保險資產管理有限責任公司), and vice president of AEON Life Insurance Co., Ltd. (百年人壽保險股份有限公司) and non-executive director of Fosun International Limited (復星國際有限公司). From June 1993 to October 1996, Mr. Zhuang served as head of business unit of Shenzhen branch of China Securities Co., Ltd. (華夏證券股份有限公司). From October 1996 to June 2000, Mr. Zhuang served as general manager of business unit of Weishen Securities Co., Ltd. (蔚深證券有限責任公司). From June 2000 to March 2003, Mr. Zhuang served as deputy general manager of brokerage business management headquarter of China Southern Securities Co., Ltd. (南方證券有限公司). From March 2003 to May 2005, Mr. Zhuang served as general manager of south china business headquarter of Xiangcai Securities Co., Ltd. (湘財證券有限責任公司). From May 2005 to May 2011, Mr. Zhuang served as general manager of asset management headquarter of Huaxi Securities Co., Ltd. (華西證券有限責任公司). From May 2011 to June 2012, Mr. Zhuang served as vice

president of Goldstate Securities Co., Ltd. (金元證券股份有限公司). From June 2012 to August 2017, Mr. Zhuang served as deputy general manager of Minsheng Tonghui Asset Management Co., Ltd. (民生通惠資產管理有限公司).

- Mr. Feng Yaoliang (馮耀良), male, born in May 1961, Han nationality, from Shunde, Guangdong province, graduated from Guangdong Academy of Social Sciences with a postgraduate degree. Mr. Feng currently serves as chairman of Guangzhou Huaxin Enterprise Group Co., Ltd. (廣州華新企業集團有限公司), and chairman of Guangdong Cold Chain Association, chairman of Guangdong Federation of Social Organizations, chairman of Guangzhou Federation of Industry and Commerce, chairman of Guangzhou Logistics & Supply Chain Association, chairman of Guangzhou City Haizhu District Federation of Industry and Commerce, vice chairman of the Haizhu District of Guangzhou Committee of the Chinese People's Political Consultative Conference, vice chairman of Guangzhou Private Enterprise Association, Director of Jiangmen Rural Commercial Bank Co., Ltd.. From October 1979 to July 1990, Mr. Feng served as manager of Guangzhou Beishan Economic Development Company (廣州市北山經濟發展公司). Mr. Feng has been the chairman of Guangzhou Huaxin Group Co., Ltd. (廣州華新集團有限公司) since August 1990.
- Mr. Lai Zhiguang (賴志光), male, born in July 1985, Han nationality, from Guangzhou, Guangdong province, graduated from Guangdong University of Foreign Studies with a bachelor's degree. Mr. Lai is currently the president of Guangdong Dongsheng Industrial Group Co., Ltd. (廣東東升實業集團有限公司), president of Guangzhou Dongsheng Investment Co., Ltd. (廣州市東升投資有限公司), executive director of Guangzhou Huayi Micro-finance Co., Ltd. (廣州市華易小額貸款股份有限公司), member of the All-China Youth Federation, member of the standing committee of Guangdong Youth Federation, executive member of Guangdong Federation of Industry & Commerce, deputy to the People's Congress of Yuexiu District of Guangzhou, vice president of China Sandstone Association, President of Guangdong Provincial Sandstone Association, and chief supervisor of Guangdong Ecological Restoration Association President, vice standing president of Guangdong Federation of Young Entrepreneurs, vice president of Guangdong Young Entrepreneurs' Association. From 2008 to 2010, Mr. Lai served as the sales manager of Taisheng Mining Co., Ltd. (泰盛礦業有限公司) in Xinhui District, Jiangmen City; since 2010, he has been president of Guangdong Dongsheng Investment Co., Ltd. (廣東東升投資有限公司); since 2012, he has been president of Guangdong Dongsheng Industrial Group Co., Ltd. and an executive director of Guangzhou Huayi micro-finance Co., Ltd..

As at the Latest Practicable Date, Guangdong Dongsheng Industrial Group Co., Ltd., which is actually controlled by Mr. Lai Zhiguang, holds 62,500,000 domestic shares of the Bank through Guangzhou Dongsheng Investment Co., Ltd.

- Mr. Zhang Junzhou (張軍洲), male, born in August 1962, Han nationality, member of the Communist Party of China, from Pingdingshan, Henan province. Mr. Zhang obtained a doctoral degree of Economics and is a senior economist. Mr. Zhang currently serves as the executive director and vice president of Guangdong Zhujiang Investment Co., Ltd. (廣東珠江投資股份有限公司), and also the chairman of the board of Zhujiang Life Insurance Co., Ltd (珠江人壽保險股份有限公司). From March 1993 to December 1995, he served as assistant to the general manager, director and acting general manager of Hainan International Leasing Co., Ltd. (海南國際租賃有限公司); from February 1996 to December 1997, he served as assistant to the general manager of the Trust and Investment Company of Agricultural Bank of China (中國農業銀行信託投資公司); from December 1997 to February 1998, he served as deputy general manager of China Great Wall Trust and Investment Company (中國長城信託投資公司); from March 1998 to July 2008, he successively served as deputy general manager of Laws and Regulations Department, general manager of Legal Affairs Department, general manager of Fund Custody Department and general manager of Custody Business Department of Agricultural Bank of China ; from July 2008 to March 2014, he successively served as deputy secretary (in charge of the work), secretary of the Party Committee, president of the Guangxi Branch of Agricultural Bank of China (中國農業銀行廣西區分行), secretary of the Party Committee and president of the Sichuan Branch of Agricultural Bank of China (中國農業銀行四川省分行); from March 2014 to March 2017 he served as general manager of the Corporation and Investment Banking Business Department and Corporation Business Department of Agricultural Bank of China; from March 2017 to August 2018 he served as president of Guangdong Zhujiang Financial Investment Co., Ltd. (廣東珠江金融投資有限公司).

Candidates for Independent Non-Executive Directors

- Mr. Liao Wenyi (廖文義), male, born in November 1962, Han nationality, member of the Communist Party of China, graduated from Southwest University of Finance and economics with a master's degree in economics. Mr. Liao is an associate professor. He is currently executive president of Credit Life (Guangzhou) Intelligent Technology Co., Ltd.(信用生活(廣州)智能科技有限公司), and concurrently serves as the independent director of Guilin Bank (桂林銀行), external director of Guangdong HengJian Investment Holding Co., Ltd., independent director of Guanhao Biotechnology Co., Ltd. (冠昊生物科技股份有限公司), and independent director of Guizhou Tianhong Mining Co., Ltd. (貴州天弘礦業股份有限公司), Independent director of Daye Trust Co., Ltd. From July 1984 to September 1986, he served as an assistant lecturer in the Department of finance of Hunan University. From September 1986 to July 1988, he studied in Southwest University of Finance and economics for a master's degree in economics. From August 1988 to June 1994, he served as lecturer, section chief and deputy director of the Department of finance of Guangdong University of finance. From July 1994 to May 1995, he was director of scientific research department and associate professor of Guangdong University of finance. From June 1995 to May 1997, he was a member of the the CPC Committee and vice president of Guangdong University of Finance. From May 1997 to December 1998, he served as office director of the People's Bank of China Guangdong Branch (中國人民銀行廣東省分行辦公室主任). From January 1999 to December 2000, he served as member

of the CPC Committee and office director of the business management department of People's Bank of China Guangzhou branch (中國人民銀行廣州分行). From January 2001 to June 2002, he served as deputy secretary of the Party Committee and vice president of Dong Guan central branch of People's Bank of China (中國人民銀行東莞市中心支行). From June 2002 to November 2003, he served as secretary of the Party Committee, president and director of SAFE branch of People's Bank of China Yangjiang central branch (中國人民銀行陽江市中心支行). From December 2003 to March 2004, he served as the head of Preparatory Work Team for Yangjiang Regulatory Branch of CBIRC (formerly known as the "CBRC"). From April 2004 to November 2005, he served as director of city bank supervision department of Guangdong banking regulatory branch. From December 2005 to March 2010, he served as CPC committee member and deputy director of Guangxi banking regulatory branch. From April 2010 to January 2018, he served as executive director and vice president of Guangdong Nanyue Bank (廣東南粵銀行). From February 2018 to March 2020, he served as executive director of the Shenzhen Qianhai Dashu Financial Services Co., Ltd. (深圳前海大數新金融研究院). From December 2018 to December 2020, he concurrently served as independent director of Guangdong Heshan rural Independent Commercial Bank Co., Ltd. (廣東鶴山農村商業銀行股份有限公司).

As at the Latest Practicable Date, Mr. Liao Wenyi holds 1,103,000 domestic shares of the Bank.

- Mr. Du Jinmin (杜金岷), male, born in July 1963 in Yibin, Sichuan, Han nationality, member of the Communist Party of China, graduated from Nanjing Agricultural University with a doctoral degree. He is currently a professor (Grade II) of Jinan University and a doctoral supervisor, executive director of management committee of Jinan University Shenzhen Campus, director of research base of Guangzhou Nansha Pilot Free Trade Zone (Guangzhou key research base of Humanities and Social Sciences), member of Guangdong Philosophy and Social Sciences expert base, vice president of Guangdong South China Economic Development Research Association, managing director of Guangdong Economic Society and an executive of Guangdong Finance Society, a member of the external expert database of Guangdong Provincial Development and Reform Commission, an anonymous reviewer of National Natural Science Foundation of China, National Social Science Fund Project and provincial fund projects, and an anonymous reviewer of several journals and academic journals. From 1991 to 1995, he successively served as teaching officer of monetary banking, School of Economics and Management, Nanjing Agricultural University, deputy director of the department of finance, and a supervisor of master's degree candidates. From 1995 to 1996, he went to Kyoto University in Japan as a senior visiting scholar. From 1997 to 2011, he successively served as the teaching officer of monetary banking, department of finance of economics school, deputy director and secretary of the general Party branch of the department of finance, deputy secretary and secretary of the Party Committee and vice president of the school of economics of Jinan University (during which he visited Australia's Curtin University, Griffith University and other universities in Australia). From 2011 to 2015, he served as director of the Social Science Research Department of Jinan University. From 2015 to 2020, he served as director of the development planning department of Jinan University.

- Mr. Zhang Hua (張華), male, born in March 1965, Han nationality, graduated from Jiangxi University of Finance and Economics with a master's degree in economics. Mr. Zhang is an economist. He is currently the general manager of Shanghai Erluo Investment Management Service Center (General Partnership), and concurrently serves as an independent director of Zhuhai Taichuanyun Community Technology Co., Ltd. (珠海太川雲社區技術股份公司), Guangdong Expressway Development Co., Ltd. (廣東高速公路發展股份有限公司), and Guangzhou KingTeller Technology Co., Ltd. (廣州御銀科技股份有限公司). From July 1996 to August 2000, he served as the deputy director of Guangdong branch of China Development Bank (國家開發銀行廣東省分行). From September 2000 to November 2001, Mr. Zhang served as an analyst of Guangdong Golden Finger Investment Consulting Co., Ltd. (廣東金手指投資顧問有限公司). From January 2002 to November 2004, he served as director and deputy manager of investment banking department of Guangzhou Baoxin Holding Group Co., Ltd. (廣州市寶鑫控股集團有限公司). From July 2005 to April 2006, he served as assistant to president of Junhua Group Co., Ltd. (君華集團有限公司). From May 2006 to May 2012, he served as deputy general manager of Guangzhou Yingzhi Caihua Investment Co., Ltd. (廣州市英智財華投資有限公司). From June 2012 to September 2016, he served as deputy general manager of Guangzhou Driver Investment Co., Ltd. (廣州德瑞投資有限責任公司).
- Ma Hok Ming (馬學銘), male, Han nationality, born in 1975, has a bachelor's degree in accounting from the Hong Kong Polytechnic University, a bachelor's degree in Laws from the University of London, a fellow member of the Hong Kong Institute of Certified Public Accountants, and the signatory of the listing sponsor of the Hong Kong Securities and Futures Commission. He is currently the managing director, and head of investment banking business of ABCI Capital Limited (農銀國際融資有限公司), and is also a member of investment committee, credit committee and compliance committee of ABC International Holdings Limited. From September 1997 to January 2000, he served as an assistant senior auditor of Deloitte Touche Tohmatsu (德勤•關黃陳方會計師事務). From January 2000 to August 2000, he served as assistant manager of corporate finance department of South China Capital Limited (南華融資有限公司). From September 2000 to September 2001, he served as assistant manager of investment banking department of Core Pacific – Yamaichi Capital Limited (京華山一融資有限公司). From September 2001 to May 2004, he served as senior manager of corporate financing department of the KE Capital (Hong Kong) Limited (金英企業融資(香港)有限公司). From May 2004 to September 2004, he served as chief financial officer of Sungreen International Holdings Limited (綠陽國際控股有限公司). From September 2004 to September 2005, he successively served as assistant director of corporate financing department of the KE Capital (Hong Kong) Limited (金英企業融資(香港)有限公司). From September 2005 to July 2006, he was audit manager of Deloitte. From August 2006 to February 2011, he was an executive director of investment bank of ICBC International Capital Limited (工銀國際融資有限公司投資銀行). From March 2011 to November 2013, he served as managing director and joint director of investment banking business of ABCI Capital Limited (農銀國際融資有限公司). From December 2013 to April 2014, he served as assistant president of Zhuguang Holdings Group Company Limited (珠光控股集團有限公司).

- Mr. Tan Jinsong (譚勁松), male, born in January 1965 in Longhui, Hunan Province, is a member of the Communist Party of China, PhD, graduated from the Accounting Department of Renmin University of China, He is currently a professor of School of Management, director of Modern Accounting and Finance Research Center of Sun Yat-sen University, and is currently an independent director of E.sun Bank (China) Co., Ltd. (玉山銀行(中國)有限公司), China Southern Airlines Co., Ltd. (SH) (中國南方航空股份有限公司), COSCO Shipping Specialized Carriers Co., Ltd. (SH) (中遠海運特種運輸股份有限公司), Zhuhai Huafa Industrial Co., Ltd. (SH) (珠海華發實業股份有限公司), Guangzhou Hengyun Enterprises Holdings Ltd. (廣州恒運企業集團股份有限公司) (SZ, end of term and resignation submitted), Shanghai RAAS Blood Products Co., Ltd. (SZ) (上海萊士血液製品股份有限公司), Midea Real Estate Holding Limited (HK) (美的置業控股有限公司), E fund management Co., Ltd. (易方達基金管理有限公司), CITIC Securities South China Co., Ltd. (中信證券華南股份有限公司) and Guangdong Yuecai Financial Leasing Co., Ltd. (廣東粵財金融租賃股份有限公司) He is a senior member of the China Institute of Certified Public Accountants (Non-practice), committee member of the China National MPACC Education Steering Committee, committee member of Ministry of Education Business Administration Teaching Steering Committee Accounting Teaching Guidance Sub-Committee, director of the Accounting Society of China, Executive director of Education Branch, vice chairman of financial accounting professional committee, director of China Audit Society, vice president of education branch, director of China Institute of Internal Audit, consultant of Guangdong Accounting Society, vice president of Guangdong Certified Public Accountants Institute, president of Guangzhou Internal Audit Institute and vice president of Guangzhou Audit Society. In 2007, he was selected into the Ministry of Education's "Supported by Program for New Century Excellent Talents in University". In 2015, he was selected into the Ministry of Finance's "Accounting Master Training Project". From July 1985 to August 1987, he served as a teacher of Shaoyang Finance and Accounting Institute in Hunan Province. From September 1987 to March 1990, he studied for master's degree in accounting major of Renmin University of China. From March 1990 to September 1996, he was a lecturer and associate professor of School of Business in Sun Yat-sen University. From September 1996 to January 2000, he served as Head of accounting department and associate professor of School of management in Sun Yat-sen University. From January 2000 to October 2008, he served as associate professor, professor and vice president of School of management of Sun Yat-sen University (from September 2000 to July 2003, he studied for a doctor's degree in accounting major of Renmin University of China). From October 2008 to December 2008, he served as Professor of School of management of Sun Yat-sen University. From January 2009 to May 2015, he served as professor and Secretary of the CPC committee of School of management of Sun Yat-sen University (from March 2014 to November 2015, he served as chairman of Sun Yat-sen University industry group (Guangzhou Zhongda Holding Co., Ltd.)).

Save as disclosed in the circular, as at the Latest Practicable Date, the above Candidates for Directors have confirmed that they have not held any directorship, supervisorship or any other major appointment or qualification in other listed companies in the past three years, or any other position with the Bank or its subsidiaries. Save as disclosed above, the above Candidates for Directors have not have any relationship with any other Directors, Supervisors, senior management or substantial shareholders of the Bank, nor does he have any interests within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, the above Candidates for Directors do not have any relationship with the Bank or its controlling shareholders and actual controllers, nor have they been punished and disciplined by relevant regulatory authorities.

Save as disclosed in the circular, there are no other matters relating to above Candidates for Directors that need to be brought to the attention of the Shareholders nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.52(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Candidates for Shareholder Supervisors

- Mr. Zhang Gang (張綱), male, born in December 1970, Han nationality, member of the Communist Party of China, graduated from South China University of Technology with a master's degree, accountant and certified public accountant. He is currently the chief accountant of Guangzhou Zhujiang Industrial Group Co., Ltd. (廣州珠江實業集團有限公司), and concurrently serves as the director of Qingyuan Guangzhou Houhuayuan Co., Ltd. (清遠市廣州後花園有限公司), the chairman of Guangzhou Zhushi Investment Fund Management Co., Ltd. (廣州珠實投資基金管理有限公司) and the chairman of Zhongxing Investment (Swiss) Limited (瑞士中星投資有限公司). From July 1991 to October 1993, he served as auditor of the Hubei Audit Office. From November 1993 to June 1995, he served as auditor of Guangzhou Iron and Steel Group Co., Ltd. (廣州鋼鐵集團有限公司). From July 1995 to December 1999, he served as deputy manager of the finance department of Guangzhou Zhujiang Industrial Development Co., Ltd. (珠江實業開發股份有限公司). From January 2000 to November 2001, he served as deputy financial director of Guangdong Putai Communication Equipment Co., Ltd. (廣東普泰通信設備有限公司). From December 2001 to November 2003, he served as the chief financial officer of Guangzhou Gaoke Communication Equipment Co., Ltd. (廣州市高科通信設備有限公司). From December 2003 to September 2007, he served as deputy general manager of Guangzhou Pingtong Logistics Service Co., Ltd. (廣州市平通物流服務有限公司). From October 2007 to November 2008, he served as deputy general manager of the audit department of Guangzhou Zhujiang Industrial Group Co., Ltd.. From November 2008 to September 2009, he served as the general manager of the supervision and examination department of Guangzhou Zhujiang Industrial Group Co., Ltd.. From September 2009 to December 2016, he served as the general manager of the finance department of Guangzhou Zhujiang Industrial Group Co., Ltd. From December 2016 to March 2018, he served as deputy chief accountant of Guangzhou Zhujiang Industrial Group Co., Ltd.. Since March 2018, he has been the chief accountant of Guangzhou Zhujiang Industrial Group Co., Ltd.. From June 2017 to March 2019, he served as a director of Guangzhou Pearl River Industrial Development Co., Ltd. (廣州珠江實業開發股份有限公司).
- Mr. Feng Jintang (馮錦棠), male, born in November 1961, Han nationality, holds an MBA degree from the City University of Macau. He is currently the director and general manager of Foshan Dongjian Group Co., Ltd. (佛山市東建集團有限公司). He is also a shareholder supervisor of Foshan Rural Commercial Bank (佛山農村商業銀行股份有限公司). From December 1978 to August 1985, he worked in Foshan Medical Device Factory (佛山市醫療器械廠). From August 1985 to May 1990, he served as the plant director of Foshan Aesthetic Comprehensive Furniture Factory (佛山市審美綜合傢俱廠). From May 1990 to December 1993, he served as the plant director of Foshan Dongjian Aesthetic Furniture Factory (佛山市東建審美傢俱廠). From January 1994 to April 1997, he served as deputy section chief and section chief of Foshan Dongjian Co., Ltd. (佛山市東建集團公司). From April 1997 to December 1997, he served as assistant to the general manager of Foshan Dongjian Group Company. From January 1998 to June 2001, he served as deputy general manager of Foshan Dongjian Co., Ltd. From June 2001 to December 2004, he

served as director and deputy general manager of Foshan Dongjian Group Co., Ltd.. From January 2005 to December 2007, he served as director and executive deputy general manager of Foshan Dongjian Group Co., Ltd. Since January 2008, he has served as director and general manager of Foshan Dongjian Group Co., Ltd..

- Mr. Liang Bingtian (梁炳添), male, born in August 1973, Han nationality, member of the Communist Party of China, graduated from China Central Radio and TV University with a college degree. He is currently the deputy secretary of the Party branch and a director of Guangzhou Longdong Longhui Industrial Co., Ltd.(廣州市龍洞龍匯實業有限公司). From December 1994 to December 1995, he served in Unit 53311; from December 1995 to November 1998, he served in Unit 53320; from January 1999 to May 2011, he worked at Longdong Economic Development Company, Tianhe District, Guangzhou City (廣州市天河區龍洞經濟發展公司); from May 2011 to April 2017, he served as a member of the Party branch of Guangzhou Longdong Longhui Industrial Co., Ltd.; since May 2017, he has served as the deputy secretary of the Party branch and a director of Guangzhou Longdong Longhui Industrial Co., Ltd..

Candidates for External Supervisors

- Mr. Zhan Liyuan (詹禮願), male, born in July 1967, Han nationality, member of the Communist Party of China, graduated from Wuhan University with a doctoral degree, and is a first-class lawyer. He is currently the director and the Party branch secretary of Guangdong Bohou Law Firm (廣東博厚律師事務所), he is also the managing director of China Society of Private International Law, arbitrator of China International Economic and Trade Arbitration Commission, arbitrator of Shenzhen Court of International Arbitration, arbitrator of Guangzhou Arbitration Commission, managing director of Guangdong Lawyers Association, managing director of Guangzhou Real Estate Trade Association, managing director of Guangdong Province Law Society, vice president of International Law Research Association of Guangdong Law Society, vice president of Guangzhou Yuexiu Law Society, legal adviser of People's Government of Guangdong province, part-time legal adviser of Guangzhou Municipal People's Government, managing chairman of Guangzhou Neutral Legal Service and head of Guangzhou Consumer Rights Protection Lawyers Group. From July 1992 to May 1995, he served as Deputy Minister of Foreign Affairs of Guangzhou Law Firm (廣州市律師事務所). From May 1995 to January 2005, he served as deputy director and director of Guangdong Jinqiao Baixin Law Firm (東金橋百信律師事務所). Since February 2005, he has served as the director of Guangdong Bohou Law Firm (廣東博厚律師事務所) and concurrently served as the Party branch secretary of Guangdong Bohou Law Firm. He used to be a special lawyer of "Legal Advisory Group for Overseas Chinese Enterprises" of the Overseas Chinese Affairs Office of the State Council, an expert in legislative consultation and judicial supervision of the Standing Committee of Guangdong Provincial People's Congress, the head of the lawyer service group of overseas Chinese enterprises in Guangdong Province, and the vice president of the 9th Guangzhou Lawyers Association.

- Mr. Han Zhenping (韓振平), male, born in January 1973, Han nationality, member of the Communist Party of China, graduated from Sun Yat-sen University with a master's degree, certified public accountant and asset appraiser. He is currently a senior partner and director of Guangdong Branch of Mazars CPA Limited (Limited Liability Partnership (中審眾環會計師事務所(特殊普通合夥))), and concurrently serves as an external director of Guangdong GW Holding Group Co., Ltd. (廣東省廣物控股集團有限公司), an external director of Guangzhou Public Transport Group Co., Ltd. (廣州市公共交通集團有限公司), an independent director of Guangzhou Pearl River Beer Co., Ltd. (廣州珠江啤酒股份有限公司) (SZ), an independent director of China Southern Power Grid Co., Ltd. (南方電網綜合能源股份有限公司), and the vice president of Guangdong Bankruptcy Administrators Association. From March 1996 to January 2001, he served as the financial manager of Heilongjiang Jiamusi Fumin Agricultural Production Material Co., Ltd. (黑龍江省佳木斯富民農業生產資料有限公司). From January 2001 to November 2003, he served as the project manager of Beijing Tianhua Certified Public Accountants (北京天華會計師事務所). From November 2003 to September 2006, he served as senior manager, deputy chief accountant and director of Guangdong Branch of Mazars CPA Limited (Limited Liability Partnership) (中審會計師事務所). From September 2006 to December 2015, he served as a partner and director of Guangdong Branch of China Audit Asia Pacific Certified Public Accountants LLP (Limited Liability Partnership) (中審亞太會計師事務所(特殊普通合夥)). Since December 2015, he has served as Senior Partner and Director of Guangdong Branch of Mazars CPA Limited (Limited Liability Partnership) (中審眾環會計師事務所(特殊普通合夥)). From October 2010 to July 2015, he served as an independent director of Guangdong HuaSheng Electrical Appliances Co., Ltd. (廣東華聲電器股份有限公司) (SZ). From January 2011 to July 2015, he served as an independent director of Guangdong Jingyi Metal Co., Ltd. (廣東精藝金屬股份有限公司) (SZ). From January 2013 to September 2019, he served as an independent director of Guangdong Real-Design Intelligence Technology Co., Ltd. (廣東瑞德智能科技股份有限公司).
- Mr. Shi Shuiping (石水平), male, born in May 1975, Han nationality, member of the Communist Party of China, graduated from Sun Yat-sen University with a doctoral degree, and is an international Certified Anti-Fraud Professional. He is currently an associate professor and master supervisor in the Department of Accounting, School of Management, Jinan University, a senior member of Accounting Society of China, a senior member of China Auditing Society, a director of Guangdong Auditing Society, and an expert member of Guangdong Enterprise Institute for Internal Controls. He is also an independent director of Shenzhen Xintian Technology Co., Ltd. (深圳市欣天科技股份有限公司) (SZ), Yingfeng Environmental Technology Group Co., Ltd. (盈峰環境科技集團股份有限公司) (SZ), Guangdong Dinggu Jichuang Households Co., Ltd. (廣東頂固集創家居股份有限公司) (SZ) and Guangdong Yuanshang Logistics Co., Ltd. (廣東原尚物流股份有限公司) (SH). From January 2008 to September 2010, he served as a lecturer in the accounting department, Management School of Jinan University. Since October 2010, he has been an associate professor in the accounting department, Management School of Jinan University.

Save as disclosed in the circular, as at the Latest Practicable Date, the above Candidates for shareholder Supervisors and Candidates for external Supervisors confirmed that they have not held any directorship, supervisorship or any other major appointment or qualification in other listed companies in the past three years, or any other position with the Bank or its subsidiaries. Save as disclosed above, the above Candidates for shareholder Supervisors and Candidates for external Supervisors do not have any relationship with any other Directors, Supervisors, senior management or substantial shareholders of the Bank, nor do they have any interests within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, the above Candidates for shareholder Supervisors and Candidates for external Supervisors do not have any relationship with the Bank or its controlling shareholders and actual controllers, nor have they been punished and disciplined by relevant regulatory authorities.

Save as disclosed in the circular, there are no other matters relating to above Candidates for Shareholder Supervisors and Candidates for External Supervisors that need to be brought to the attention of the Shareholders nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.52(2) of the Listing Rules.

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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 2021 FIRST EGM

NOTICE IS HEREBY GIVEN that the 2021 first extraordinary general meeting (the “**EGM**”) 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, February 23, 2021, to consider, and if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. Resolutions on election of Directors of the third session of the Board of Guangzhou Rural Commercial Bank Co., Ltd.

- 1.1 To consider and approve Mr. Cai Jian as executive Director of the Bank
- 1.2 To consider and approve Mr. Yi Xuefei as executive Director of the Bank
- 1.3 To consider and approve Mr. Zhang Jian as executive Director of the Bank
- 1.4 To consider and approve Mr. Yuan Xiaoyi as non-executive Director of the Bank
- 1.5 To consider and approve Mr. Zuo Liang as non-executive director of the Bank
- 1.6 To consider and approve Ms. Feng Kaiyun as non-executive Director of the Bank
- 1.7 To consider and approve Mr. Zhuang Yuemin as non-executive Director of the Bank
- 1.8 To consider and approve Mr. Feng Yaoliang as non-executive Director of the Bank

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- 1.9 To consider and approve Mr. Lai Zhiguang as non-executive Director of the Bank
- 1.10 To consider and approve Mr. Zhang Junzhou as non-executive Director of the Bank
- 1.11 To consider and approve Mr. Liao Wenyi as independent non-executive Director of the Bank
- 1.12 To consider and approve Mr. Du Jinmin as independent non-executive Director of the Bank
- 1.13 To consider and approve Mr. Zhang Hua independent non-executive Director of the Bank
- 1.14 To consider and approve Mr. Ma Xueming as independent non-executive Director of the Bank
- 1.15 To consider and approve Mr. Tan Jinsong as independent non-executive Director of the Bank
- 2. Resolutions on election of shareholder Supervisors and external Supervisors of the third session of the Board of Supervisors of Guangzhou Rural Commercial Bank Co., Ltd.**
- 2.1 To consider and approve Mr. Zhang Gang as shareholder Supervisor of the Bank
- 2.2 To consider and approve Mr. Mr. Feng Jintang as shareholder Supervisor of the Bank
- 2.3 To consider and approve Mr. Liang Bingtian as shareholder Supervisor of the Bank
- 2.4 To consider and approve Mr. Zhan Liyuan as external Supervisor of the Bank
- 2.5 To consider and approve Mr. Han Zhenping as external Supervisor of the Bank
- 2.6 To consider and approve Mr. Shi Shuiping as external Supervisor of the Bank

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

Guangzhou, the PRC, January 8, 2021

As at the date of this notice, the Board comprises two executive directors, namely Mr. Yi Xuefei and Mr. Zhang Jian; three non-executive directors, namely, Mr. Su Zhigang, Mr. Liu Guojie and Mr. Zhu Kelin; and four independent non-executive directors, namely, Mr. Liu Shaobo, Mr. Liu Heng, Mr. Song Guanghui and Mr. Zheng Jianbiao.

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Notes:

1. Pursuant to the Listing Rules, all resolutions proposed at the EGM 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) and the Bank (www.grcbank.com) in accordance with the Listing Rules.

2. **Closure of register of members and eligibility for attending and voting at the EGM**

Holders of H Shares of the Bank are advised that the register of members of the Bank will be closed from Saturday, January 23, 2021 to Tuesday, February 23, 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 EGM, 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, January 22, 2021.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Friday, January 22, 2021 are entitled to attend and vote at the EGM.

3. **Reply slip**

Holders of H Shares who intend to attend and vote at the EGM must complete and return the accompanying reply slip to the Bank's H Share Registrar on or before Wednesday, February 3, 2021. The reply slip may be delivered by hand, by post or by fax to the Bank's H Share Registrar 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 EGM.

However, failure to return the reply slip may result in an adjournment of the EGM, if the number of Shares carrying the right to vote represented by the Shareholders proposing to attend the EGM 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 EGM.

4. **Proxy**

Every Shareholder who has the right to attend and vote at the EGM 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 EGM.

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 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 EGM 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.

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5. Other businesses

(i) The EGM is expected to last for no more than half a working day. Shareholders and their proxies attending the EGM 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 proxy form or reply slip)

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

* *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.*