

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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
- 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.

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.

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.*