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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)**

## **POLL RESULTS OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING HELD ON FEBRUARY 23, 2021**

### **POLL RESULTS OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING**

Reference is made to the EGM Notice and the circular (the “**Circular**”) dated January 8, 2021 of Guangzhou Rural Commercial Bank Co., Ltd.\* (the “**Bank**”). Except as the context otherwise requires, capitalized terms used herein shall have the same meanings as ascribed to them in the EGM Notice and the Circular.

At the 2021 first extraordinary general meeting of the Bank held on February 23, 2021 (the “**EGM**”), all resolutions as set out in the EGM Notice were taken by poll. Shareholders holding an aggregate of 4,760,938,480 Shares (representing approximately 48.54% of the total number of issued Shares of the Bank as at the date of the EGM), among which 4,271,868,180 Shares are Shares carrying voting rights (representing approximately 43.55% of the total number of issued Shares of the Bank as at the date of the EGM), attended the EGM either in person or by proxy.

The poll results are as follows:

Ordinary Resolutions	Number of Votes Cast and Percentage of Total Number of Votes Cast		
	For	Against	Abstain
1. To consider and approve the resolution on election of Directors	/		
1.1 To elect Mr. Cai Jian as executive Director of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%
1.2 To elect Mr. Yi Xuefei as executive Director of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%

Ordinary Resolutions	Number of Votes Cast and Percentage of Total Number of Votes Cast		
	For	Against	Abstain
1.3 To elect Mr. Zhang Jian as executive Director of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%
1.4 To elect Mr. Yuan Xiaoyi as non-executive Director of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%
1.5 To elect Mr. Zuo Liang as non-executive Director of the Bank	4,271,468,180 99.99%	0 0.00%	400,000 0.01%
1.6 To elect Ms. Feng Kaiyun as non-executive Director of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%
1.7 To elect Mr. Zhuang Yuemin as non-executive Director of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%
1.8 To elect Mr. Feng Yaoliang as non-executive Director of the Bank	4,271,468,180 99.99%	0 0.00%	400,000 0.01%
1.9 To elect Mr. Lai Zhiguang as non-executive Director of the Bank	4,271,468,180 99.99%	0 0.00%	400,000 0.01%
1.10 To elect Mr. Zhang Junzhou as non-executive Director of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%
1.11 To elect Mr. Liao Wenyi as independent non-executive Director of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%
1.12 To elect Mr. Du Jinmin as independent non-executive Director of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%
1.13 To elect Mr. Zhang Hua as independent non-executive Director of the Bank	4,271,468,180 99.99%	0 0.00%	400,000 0.01%
1.14 To elect Mr. Ma Xueming as independent non-executive Director of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%
1.15 To elect Mr. Tan Jinsong as independent non-executive Director of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%

Ordinary Resolutions	Number of Votes Cast and Percentage of Total Number of Votes Cast		
	For	Against	Abstain
2 To consider and approve the resolution on election of shareholder Supervisors and external Supervisors	/		
2.1 To elect Mr. Zhang Gang as shareholder Supervisor of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%
2.2 To elect Mr. Feng Jintang as shareholder Supervisor of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%
2.3 To elect Mr. Liang Bingtian as shareholder Supervisor of the Bank	4,271,468,180 99.99%	0 0.00%	400,000 0.01%
2.4 To elect Mr. Zhan Liyuan as external Supervisor of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%
2.5 To elect Mr. Han Zhenping as external Supervisor of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%
2.6 To elect Mr. Shi Shuiping as external Supervisor of the Bank	4,271,868,180 100%	0 0.00%	0 0.00%

*Notes:*

1. As a majority of the votes were cast in favour of resolutions numbered 1 and numbered 2, such resolutions were duly passed as ordinary resolutions.
2. As at the date of the EGM, the total number of issued Shares of the Bank was 9,808,268,539 Shares, of which 7,987,933,539 Shares were Domestic Shares and 1,820,335,000 Shares were H Shares.
3. Pursuant to the Articles of Association of the Bank, the voting rights at the EGM of those Shareholders who have pledged 50% or more of its/his/her equity interests in the Bank or whose credit extended by the Bank is overdue shall be subject to restrictions. The total number of the Shares subject to restrictions amounted to 489,070,300 Shares.
4. There were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM under Rule 13.40 of the Listing Rules.
5. No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the EGM.

6. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the EGM.
7. The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM. Dentons Law Offices, LLP (Guangzhou) (北京大成(廣州)律師事務所), the Bank's PRC legal adviser, one supervisor of the Bank and two representatives from the Shareholders were also appointed as the scrutineers for the vote-taking and vote-tabulation at the EGM.

## **ELECTION OF MEMBERS OF THE THIRD SESSION OF THE BOARD**

The Bank is pleased to announce that at the 2021 first EGM, Mr. Cai Jian was elected as executive Director of the third session of the Board, and Mr. Yi Xuefei and Mr. Zhang Jian were re-elected as executive Directors of the third session of the Board; Mr. Yuan Xiaoyi, Mr. Zuo Liang, Ms. Feng Kaiyun, Mr. Zhuang Yuemin, Mr. Feng Yaoliang, Mr. Lai Zhiguang and Mr. Zhang Junzhou were elected as non-executive Directors of the third session of the Board; Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Zhang Hua, Mr. Ma Xueming and Mr. Tan Jinsong were elected as independent non-executive Directors of the third session of the Board.

Pursuant to the requirements of relevant laws and regulations and the Articles of Association, the term of each Director is three years. A Director may be re-elected upon the expiry of his term. The term of Mr. Yi Xuefei and Mr. Zhang Jian will be three years effective from the date of approval at the 2021 first EGM; the term of Mr. Cai Jian, Mr. Yuan Xiaoyi, Mr. Zuo Liang, Ms. Feng Kaiyun, Mr. Zhuang Yuemin, Mr. Feng Yaoliang, Mr. Lai Zhiguang, Mr. Zhang Junzhou, Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Zhang Hua, Mr. Ma Xueming and Mr. Tan Jinsong will be effective from the date of the approval by Guangdong Bureau of CBIRC until the expiration of the term of the current session of the Board. The Bank will publish a separate announcement in accordance with the requirements of the Listing Rules. The former Directors shall continue fulfilling their duties as Directors pursuant to laws and regulations and the Articles of Association until the newly-elected Directors assume their positions.

For details of the biographies and the appointments of the above members of the third session of the Board, Shareholders may refer to the Circular.

## **ELECTION OF MEMBERS OF SHAREHOLDER SUPERVISORS AND EXTERNAL SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS**

The Bank is pleased to announce that at the 2021 first EGM, Mr. Zhang Gang, Mr. Feng Jintang and Mr. Liang Bingtian were elected as shareholder Supervisors of the third session of the Board of Supervisors; Mr. Zhan Liyuan, Mr. Han Zhenping and Mr. Shi Shuiping were elected as external Supervisors of the third session of the Board of Supervisors.

Pursuant to the requirements of relevant laws and regulations and the Articles of Association, the term of each Supervisor is three years. A Supervisor may be re-elected upon the expiry of his term. The term of Mr. Zhang Gang, Mr. Feng Jintang, Mr. Liang Bingtian, Mr. Zhan Liyuan, Mr. Han Zhenping and Mr. Shi Shuiping will be three years effective from the date of approval at the 2021 first EGM.

For details of the biographies and the appointment of the above shareholder Supervisors and external Supervisors of the third session of the Board of Supervisors, Shareholders may refer to the Circular.

Mr. Mao Yunshi, Mr. Chen Dan, Mr. Shao Baohua and Mr. Huang Yong have confirmed that they have no disagreement with the Board of Supervisors of the Bank, and there are no matters relating to their retirement that need to be brought to the attention of the Stock Exchange of Hong Kong Limited or the Shareholders of the Bank.

In addition, the Bank will elect the employee Supervisors of the third session of the Board of Supervisors through democratic procedures. For details of the biographies and the appointment of the employee Supervisors of the third session of the Board of Supervisors, the Bank will publish a separate announcement in accordance with the requirements of the Listing Rules.

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

Guangzhou, the PRC, February 23, 2021

*As at the date of this announcement, 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.*

\* *Guangzhou Rural Commercial Bank 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 and/or deposit-taking business in Hong Kong.*