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BANK OF GANSU CO., LTD.*
甘肅銀行股份有限公司*

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

(Stock Code: 2139)

NOTICE OF ANNUAL GENERAL MEETING FOR 2020

Notice is hereby given that the annual general meeting (the “**AGM**”) of Bank of Gansu Co., Ltd. (the “**Bank**”) for 2020 will be held at the conference room at 4/F of Bank of Gansu Tower, No. 525-1 Donggang West Road, Chengguan District, Lanzhou, Gansu Province, the PRC at 9:00 a.m. on Monday, May 24, 2021, to consider and, if thought fit, pass the following resolutions:

Ordinary Resolutions

1. To consider and approve the proposal regarding the work report of the Board of Directors for 2020;
2. To consider and approve the proposal regarding the financial audit report for 2020;
3. To consider and approve the proposal regarding the final financial accounts report for 2020;
4. To consider and approve the proposal regarding the profit distribution proposal for 2020;
5. To consider and approve the proposal regarding the annual financial budget for 2021;
6. To consider and approve the proposal regarding the annual report for 2020;
7. To consider and approve the proposal regarding the engagement of external auditing firms for 2021;
8. To consider and approve the proposal regarding the work report of Independent Non-executive Directors for 2020;

9. To consider and approve the proposal regarding the Board's evaluation results of the performance of duties by Directors and senior management for 2020;
10. To consider and approve the proposal regarding the remuneration distribution and settlement plan for Directors and Supervisors in 2020;
11. To consider and approve the proposal regarding the work report of the Board of Supervisors for 2020;
12. To consider and approve the proposal regarding the report on related-party/connected transactions for 2020;
13. To consider and approve the proposal regarding the estimated caps of related-party/connected transactions for 2021;
14. To consider and approve the proposal regarding the change of the domicile of the Bank;
15. To consider and approve the proposal regarding the election of Ms. Sun Yan as an external Supervisor of the Bank;
16. To consider and approve the proposal regarding the election of Mr. Wang Wenjian as a Shareholder Supervisor of the Bank;

Special Resolutions

17. To consider and approve the proposal regarding the amendments to the Articles of Association;
18. To consider and approve the proposal regarding the extension of the validity period of the authorization related to the public issuance of secondary capital bonds;
19. To consider and approve the proposal regarding the general mandate to issue Shares.

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

Lanzhou, Gansu Province
April 16, 2021

Notes:

1. Voting by poll

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

2. Eligibility for attending the AGM and closure of register of holders of H shares

In order to determine the holders of H shares who are eligible to attend the AGM, the register of holders of H shares of the Bank will be closed from Monday, May 17, 2021 to Monday, May 24, 2021 (both days inclusive), during which period no transfer of H shares will be registered.

In order to qualify for attending the AGM, share certificates accompanied by instruments of transfer must be lodged with the Bank’s H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, May 14, 2021. Holders of H shares of the Bank whose names appear on the register of members of the Bank on Monday, May 24, 2021 are entitled to attend the AGM.

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

3. Proxy

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

Holders of H shares shall lodge the proxy form, together with the notarized power of attorney or other authority, to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time specified for holding the AGM.

- (3) Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof should he/she so wish.

- (4) In the case of joint shareholders and more than one of the shareholders attending the meeting, whether in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the share register of the Bank in respect of the joint shareholding.

4. Miscellaneous

- (1) The AGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses. However, taking into account the recent development of the COVID-19 pandemic, in order to facilitate the prevention and control of the pandemic and to safeguard the health and safety of the Shareholders and investors, the Bank encourages Shareholders to adopt the appropriate way to vote, such as appointing the Chairman of the AGM as a proxy to vote by poll on relevant resolution, instead of attending the AGM in person.
- (2) For details of the proposals submitted to the AGM for consideration and approval, please refer to the relevant content in the circular of the AGM to be dispatched by the Bank in due course.
- (3) None of the directors, supervisors, presidents and other senior management of the Bank has material interests in matters to be considered.
- (4) Address of Computershare Hong Kong Investor Services Limited:

Shops 1712–1716,
17 Floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong
(for lodging the instruments of transfer)

17M Floor, Hopewell Centre,
183 Queen's Road East, Wanchai
Hong Kong
(for lodging the proxy form)

Telephone: (852) 2862 8555
Facsimile: (852) 2865 0990

- (5) Registered Office of the Bank in the PRC:

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

(6) Principal Place of Business of the Bank in the PRC:

Bank of Gansu Tower
No. 525-1 Donggang West Road, Chengguan District
Lanzhou, Gansu Province
The PRC

Contact department: the Office of the Board
Telephone: 86 (931) 877 0897
Facsimile: 86 (931) 877 1877
Contact person: Chen Yufeng (陳宇峰)

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

* *Bank of Gansu Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking/deposit-taking business in Hong Kong.*

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