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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 2022 FIRST EXTRAORDINARY GENERAL MEETING HELD ON FEBRUARY 18, 2022**

Reference is made to the EGM Notice and the circular (the “**Circular**”) dated January 4, 2022 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.

The 2022 first extraordinary general meeting of the Bank (the “**EGM**”) held at 13F, No. 1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 9:30 a.m. on Friday, February 18, 2022. The directors of the Bank, namely Mr. Cai Jian, Mr. Yi Xuefei, Mr. Zhang Jian, Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Tan Jinsong, Mr. Zhang Hua, Mr. Zuo Liang, Mr. Zhang Junzhou, attended the EGM in person, and Mr. Ma Hok Ming and Mr. Zhuang Yuemin attended the EGM by way of video conferencing.

As at the date of the EGM, the total issued Shares of the Bank were 11,451,268,539 Shares, of which 9,325,933,539 Shares were domestic Shares and 2,125,335,000 Shares were H Shares. Shareholders holding an aggregate of 5,586,665,267 Shares (representing approximately 48.79% of the total number of issued Shares of the Bank as at the date of the EGM), among which 5,309,614,967 Shares are Shares carrying voting rights (representing approximately 46.37% 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 of the EGM are as follows:**

The resolution set out in the notice of the EGM was taken by poll. The following resolution was duly considered and approved at the EGM. Details of the poll results are set out below:

Ordinary Resolution	Number of Votes Cast and Percentage of Total Number of Votes Cast		
	For	Against	Abstain
To consider and approve the resolution in relation to the capital contribution to Beijing Mentougou Zhujiang County Bank Co., Ltd., a subsidiary of the Bank	5,159,604,967 97.18%	102,010,000 1.92%	48,000,000 0.90%

*Notes:*

1. As a majority of the votes were cast in favour of the resolution, such resolution was duly passed as an ordinary resolution.
2. 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 277,050,300 Shares.

3. 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.
4. No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the EGM.
5. 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.
6. 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.

By Order of the Board  
**Guangzhou Rural Commercial Bank Co., Ltd.\***  
**Cai Jian**  
*Chairman*

Guangzhou, the PRC  
February 18, 2022

*As at the date of this announcement, the Board comprises three executive directors, namely, Mr. Cai Jian, Mr. Yi Xuefei and Mr. Zhang Jian; six non-executive directors, namely, Ms. Feng Kaiyun, Mr. Zuo Liang, Mr. Zhang Junzhou, Mr. Zhuang Yuemin, Mr. Feng Yaoliang and Mr. Lai Zhiguang; and five independent non-executive directors, namely, Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Tan Jinsong, Mr. Zhang Hua and Mr. Ma Hok Ming.*

\* *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.*