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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 2021 ANNUAL GENERAL MEETING HELD  
ON JUNE 16, 2022;  
PAYMENT OF THE FINAL DIVIDENDS;  
APPOINTMENT OF DIRECTORS AND SUPERVISOR;  
AND  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Reference is made to the circular dated May 27, 2022 (the “**Circular**”) by 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 Circular.

The Board of the Bank announces that at the 2021 AGM held on June 16, 2022, all the resolutions proposed at the 2021 AGM as set out in the 2021 AGM Notice dated April 29, 2022 were duly passed by the shareholders of the Bank by way of poll.

**CONVENING AND ATTENDANCE OF THE 2021 AGM**

The 2021 AGM was convened by the Board and chaired by Mr. Cai Jian, the chairman of the Bank. Directors of the Bank, namely Mr. Cai Jian, Mr. Yi Xuefei, Mr. Zhang Junzhou, Mr. Zhuang Yuemin, Mr. Lai Zhiguang, Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Tan Jinsong, Mr. Zhang Hua and Mr. Ma Hok Ming attended the 2021 AGM.

As at the record date of the 2021 AGM (i.e., May 16, 2022), the total number of issued Shares of the Bank was 11,451,268,539 Shares (including 9,325,933,539 Domestic Shares and 2,125,335,000 H Shares), which was also the total number of Shares entitling the holders thereof (and their proxies) to attend the 2021 AGM. As at the date of the 2021 AGM, the Shareholders in attendance either in person or by proxy at the 2021 AGM held a total of 7,692,320,899 Shares (representing approximately 67.17% of the total issued Shares of the Bank as at the date of the AGM), of which 7,283,270,599 was the voting Shares (representing approximately 63.60% of the total issued Shares of the Bank as at the date of the AGM).

## POLL RESULTS OF 2021 ANNUAL GENERAL MEETING

All resolutions at the 2021 AGM were voted by way of poll. 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 proposal of the 2021 Board of Directors' Report;	7,282,870,599 99.9945%	0 0%	400,000 0.0055%
2	to consider and approve the proposal of the 2021 Board of Supervisors' Report;	7,282,870,599 99.9945%	0 0%	400,000 0.0055%
3	to consider and approve the proposal of the 2021 Annual Report;	7,282,870,599 99.9945%	0 0%	400,000 0.0055%
4	to consider and approve the proposal of the 2021 Annual Financial Accounts;	7,282,870,599 99.9945%	0 0%	400,000 0.0055%
5	to consider and approve the proposal of the 2022 Financial Budget;	7,282,870,599 99.9945%	400,000 0.0055%	0 0%
6	to consider and approve the proposal of the 2021 Profit Distribution Plan;	7,283,270,599 100%	0 0%	0 0%
7	to consider and approve the proposal of the appointment of auditors for 2022 annual audit and 2022 interim review and authorise the Board to determine their remunerations;	7,282,870,599 99.9945%	0 0%	400,000 0.0055%

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
8	to consider and approve the proposal of by-election of Directors of the third session of the Board of the Bank:			
8.1	to consider and approve the proposal of Ms. Wang Ping to be the non-executive director of the third session of the Board of the Bank;	7,283,270,599 100%	0 0%	0 0%
8.2	to consider and approve the proposal of Mr. Da Hengcheng to be the non-executive director of the third session of the Board of the Bank;	7,282,870,599 99.9945%	0 0%	400,000 0.0055%
8.3	to consider and approve the proposal of Mr. Liang Yu to be the non-executive director of the third session of the Board of the Bank;	7,282,870,599 99.9945%	0 0%	400,000 0.0055%
8.4	to consider and approve the proposal of Mr. Zhang Weiguo to be the independent non-executive director of the third session of the Board of the Bank.	7,282,870,599 99.9945%	0 0%	400,000 0.0055%
9	to consider and approve the proposal of Mr. Chen Jianliang to be the shareholder supervisor of the third session of the Board of Supervisors of the Bank;	7,282,870,599 99.9945%	0 0%	400,000 0.0055%
10	to consider and approve the proposal of amendments to the Rules of Procedures for General Meetings;	7,283,270,599 100%	0 0%	0 0%
11	to consider and approve the proposal of amendments to the Rules of Procedures for the Board of Directors;	7,283,270,599 100%	0 0%	0 0%
12	to consider and approve the proposal of amendments to the Rules of Procedures for the Board of Supervisors;	7,283,270,599 100%	0 0%	0 0%
13	to consider and approve the proposal of the 2021 Report on Sannong Financial Services;	7,283,270,599 100%	0 0%	0 0%
14	to consider and approve the proposal of estimated annual caps for recurring related party transactions in 2022;	2,822,903,349 99.9858%	0 0%	400,000 0.0142%

Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
15	to consider and approve the proposal of issuance of tier 2 capital bonds;	7,282,870,599 99.9945%	0 0%	400,000 0.0055%
16	to consider and approve the proposal of amendments to the Articles of Association.	7,283,270,599 100%	0 0%	0 0%

*Notes:*

- As a majority of the votes were cast in favour of ordinary resolutions numbered 1 to 14, all such resolutions were duly passed as ordinary resolutions.
- As more than two-thirds of the votes were cast in favour of special resolutions numbered 15 and 16, all such resolutions were duly passed as special resolutions.
- Pursuant to the Articles of Association of the Bank, the voting rights of 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 at the 2021 AGM. The total number of the Shares subject to restrictions amounted to 409,050,300 Shares.
- There were no holders of Shares entitled to attend but required to abstain from voting in favour of the resolutions at the 2021 AGM under Rule 13.40 of the Listing Rules.
- Guangzhou CityRenewal Group Co., Ltd., Guangzhou Metro Group Co., Ltd., Guangzhou Industrial Investment Holdings Group Co., Ltd. (廣州工業投資控股集團有限公司), Shanghai Dazhan Investment Management Co., Ltd. (上海大展投資管理有限公司), Fengchi Investment Co., Ltd. (豐馳投資有限公司), Zhongxian International Holding Ltd. (中先國際控股有限公司), Guangdong Yingxin Information Investment Limited (廣東盈信信息投資有限公司), Guangzhou Finance Holdings Group Co., Ltd., Guangzhou Vanlead Group Co., Ltd., Guangzhou Guangyong State Owned Assets Management Co.,Ltd., AEON Life Insurance Co., Ltd., Guangzhou Huaxin Group Co., Ltd., Guangzhou Dongsheng Investment Co., Ltd., Guangzhou Business Investment Holding Group Co., Ltd., Longdong Economic Development Company, Tianhe District, Guangzhou City, Guangzhou Radio Group Co., Ltd., Guangzhou Gongkong Capital Management Co., Ltd., and Foshan Dongjian Group Co., Ltd., holding a total of 3,865,790,250 Shares, and Guang Rong Finance Company Limited, AEON Life Insurance Co., Ltd., and Weizhuo Company Limited (威卓有限公司), holding 594,177,000 H Shares, which are materially interested in the ordinary resolution numbered 14, shall have therefore abstained from voting on the resolution.
- Save as disclosed above, no Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the 2021 AGM.
- 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 2021 AGM.
- The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the 2021 AGM. Beijing Dentons (Guangzhou) Law Firm (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 2021 AGM.

## PAYMENT OF THE FINAL DIVIDENDS

The payment of cash dividends for the year ended December 31, 2021 of RMB1.05 (tax inclusive) per 10 Shares (the “**Final Dividends**”) was approved at the 2021 AGM. The Bank is expected to distribute the Final Dividends on Friday, July 15, 2022 to the holders of Domestic Shares and the holders of H Shares whose names appear on the register of members after the closing of market on Monday, June 27, 2022.

The Final Dividends are denominated in RMB. Dividends payable to the holders of Domestic Shares will be paid in RMB, while dividends payable to the holders of H Shares will be paid in Hong Kong dollars. The exchange rate for dividends paid in Hong Kong dollars shall be the average middle rate (i.e. HK\$1.00 to RMB0.85680) for the five business days preceding the date of declaration of such dividends at the 2021 AGM (i.e. June 16, 2022, inclusive) as announced by the People’s Bank of China. As such, the Final Dividends for every H Share are HK\$0.12255 (tax inclusive).

For matters concerning taxation relating to the Final Dividends and the closure of register of members, please refer to the Circular.

## APPOINTMENT OF DIRECTORS AND SUPERVISOR

Reference is made to the announcement of the Bank dated March 31, 2022 and the Circular in relation to (among other things) the proposed appointment of directors and supervisor at the 2021 AGM:

- (i) Ms. Wang Ping (“**Ms. Wang**”) was appointed as a non-executive Director of the Bank;
- (ii) Mr. Da Hengcheng (“**Mr. Da**”) was appointed as a non-executive Director of the Bank;
- (iii) Mr. Liang Yu (“**Mr. Liang**”) was appointed as a non-executive Director of the Bank;
- (iv) Mr. Zhang Weiguo (“**Mr. Zhang**”) was appointed as an independent non-executive Director of the Bank;
- (v) Mr. Chen Jianliang (“**Mr. Chen**”) was appointed as a shareholder supervisor of the Bank.

The terms of office of Ms. Wang, Mr. Da, Mr. Liang and Mr. Zhang will become effective upon the approval of Guangdong Bureau of CBIRC for their eligibility to hold office until the expiry of the third session of the Board of Directors. The term of office of Mr. Chen’s above-mentioned appointment will be effective from the date of approval at the 2021 AGM until the expiry of the third session of the Board of Supervisors.

## AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Bank dated March 31, 2022 and the Circular, in relation to (among other things) the proposed amendments to the Articles of Association. The proposal in relation to the amendments to the Articles of Association has been duly approved by Shareholders at the 2021 AGM by way of special resolution. The amended Articles of Association shall take effect from the date on which the Bank has obtained the approval of Guangdong Bureau of CBIRC.

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

Guangzhou, the PRC, June 16, 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.*