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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 SECOND EXTRAORDINARY GENERAL MEETING HELD ON AUGUST 19, 2022

Reference is made to the EGM Notice and the circular (the “**Circular**”) dated August 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 second extraordinary general meeting of the Bank (the “**EGM**”) was 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, August 19, 2022. The directors of the Bank, namely Mr. Cai Jian, Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Tan Jinsong, Mr. Zhang Hua, Mr. Zuo Liang, attended the EGM in person, and Mr. Zhang Junzhou, 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 7,479,862,679 Shares (representing approximately 65.32% of the total number of issued Shares of the Bank as at the date of the EGM), among which 7,112,822,379 Shares are Shares carrying voting rights (representing approximately 62.11% 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:

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

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 Mr. Huang Tianshun to be an external supervisor of the third session of the Board of Supervisors of the Bank	7,112,822,379 100%	0 0%	0 0%
2	to consider and approve the proposal in relation to the transfer of equity in Zhujiang Financial Leasing Co., Ltd.	7,083,260,118 99.5844%	10,410,000 0.1464%	19,152,261 0.2692%
Special Resolution		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
3	to consider and approve the proposal of the extension of the validity period for the issuance of financial bonds	6,911,831,379 97.1742%	0 0%	200,991,000 2.8258%

Notes:

- As a majority of the votes were cast in favour of Resolution 1 and Resolution 2, such resolutions were duly passed as ordinary resolutions.
- As more than two-thirds of the votes were cast in favour of Resolution 3, such resolution was duly passed as a special resolution.
- 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 367,040,300 Shares.
- There were no Shares entitling the holder to attend but required to abstain from voting in favour of the resolutions at the EGM under Rule 13.40 of the Listing Rules.
- No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the EGM.
- 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.

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

Guangzhou, the PRC
August 19, 2022

As at the date of this announcement, the Board comprises two executive directors, namely, Mr. Cai Jian and Mr. Yi Xuefei; 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.*