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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)

NOTICE OF 2022 AGM

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “**AGM**”) of Guangzhou Rural Commercial Bank Co., Ltd.* (the “**Bank**”) will be held at 13F, No. 1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, PRC at 9:30 a.m. on Tuesday, 20 June 2023, to consider, and if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the proposal of the 2022 Board of Directors' Report;
2. To consider and approve the proposal of the 2022 Board of Supervisors' Report;
3. To consider and approve the proposal of electing directors of the third session of the Bank:
 - 3.1 To consider and approve the proposal of electing Mr. Wang Xiaobin as a non-executive director of the third session of the Bank;
 - 3.2 To consider and approve the proposal of electing Mr. Liu Wensheng as a non-executive director of the third session of the Bank;
 - 3.3 To consider and approve the proposal of electing Mr. Meng Sen as a non-executive director of the third session of the Bank;
4. To consider and approve the proposal of the 2022 Annual Report;
5. To consider and approve the proposal of the 2022 Annual Financial Accounts;

6. To consider and approve the proposal of the 2022 Profit Distribution Plan;
7. To consider and approve the proposal of the 2022 Report on Sannong Financial Services;
8. To consider and approve the proposal of the 2023 Financial Budget;
9. To consider and approve the proposal of estimated annual caps for material related party transactions with major shareholders in 2023;
10. To consider and approve the proposal of the appointment of auditors for 2023 annual audit and 2023 interim review and authorize the Board to determine their remunerations;
11. To consider and approve the proposal of amendments to the Rules of Procedures for General Meetings;
12. To consider and approve the proposal of work measures related to high-quality development in 2023;

SPECIAL RESOLUTIONS

13. To consider and individually approve the following items in respect of the proposal of the private placement of Domestic Shares under Specific Mandate:
 - 13.1 Type and par value of Shares to be issued;
 - 13.2 Number of Shares to be issued;
 - 13.3 Target placees;
 - 13.4 Method of pricing;
 - 13.5 Method of issuance;
 - 13.6 Timing of issuance;
 - 13.7 Use of proceeds;
 - 13.8 Distribution of retained profit;

- 13.9 Lock-up arrangement;
- 13.10 Validity period;
- 14. To consider and individually approve the following items in respect of the proposal of the non-public issuance of overseas listed Foreign Shares (H Shares) under Specific Mandate:
 - 14.1 Type and par value of Shares to be issued;
 - 14.2 Number of Shares to be issued;
 - 14.3 Target places;
 - 14.4 Method of pricing;
 - 14.5 Method of issuance;
 - 14.6 Timing of issuance;
 - 14.7 Use of proceeds;
 - 14.8 Distribution of retained profit;
 - 14.9 Validity period;
 - 14.10 Listing arrangement;

15. To consider and approve the proposal of the authorization to the Board and its authorized persons to deal with matters related to private placement of Domestic Shares and non-public issuance of Foreign Shares (H Shares) (collectively, the “**Issuance**”);
16. To consider and approve the proposal of changing the Bank’s registered capital upon completion of the Issuance;
17. To consider and approve the proposal of issuance of undated capital bonds; and
18. To consider and approve the proposal of amendments to the Articles of Association.

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

Guangzhou, the PRC
4 May 2023

As at the date of this notice, the Board comprises one executive director, namely Mr. Cai Jian; six non-executive directors, namely Mr. Da Hengcheng, Mr. Zuo Liang, Ms. Feng Kaiyun, Mr. Zhang Junzhou, Mr. Feng Yaoliang and Mr. Lai Zhiguang; and six independent non-executive directors, namely Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Tan Jinsong, Mr. Zhang Weiguo, Mr. Zhang Hua and Mr. Ma Hok Ming.

* *The Bank 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.*

Notes:

1. Pursuant to the Listing Rules, all resolutions proposed at the AGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published on both the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.grcbank.com) in accordance with the Listing Rules.

2. **CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM**

Holders of H Shares of the Bank are advised that the register of members of the Bank will be closed from Thursday, 15 June 2023 to Tuesday, 20 June 2023 (both days inclusive), during which time no transfer of H Shares of the Bank will be effected or registered.

In order to qualify for attending and voting at the AGM, instruments of transfer accompanied by share certificates and other appropriate documents 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, by 4:30 p.m. on Wednesday, 14 June 2023.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Wednesday, 14 June 2023 are entitled to attend and vote at the AGM.

3. **REPLY SLIP**

Holders of H Shares who intend to attend and vote at the AGM must complete and return the accompanying reply slip to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, on or before Wednesday, 31 May 2023. The reply slip may be delivered by hand, by post or by fax to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the AGM.

However, failure to return the reply slip may result in an adjournment of the AGM, if the number of Shares carrying the right to vote represented by the Shareholders proposing to attend the AGM by reply slip does not reach more than half of the total number of Shares of the Bank carrying the right to vote at the AGM.

4. PROXY

Every Shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether or not they are members of the Bank, to attend and vote on his/her behalf at the AGM.

A proxy must be appointed by an instrument in writing. Such instrument must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a legal person, then the instrument must be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing. The instrument appointing the proxy must be deposited at the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time specified for the holding of the AGM or any adjournment thereof (as the case may be).

If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other documents of authority under which the instrument is signed must be notarized.

The notarized power of attorney or other document of authority must be deposited together and at the same time with the instrument appointing the proxy at the Bank's H Share Registrar.

5. OTHER BUSINESSES

- (i) The AGM is expected to last for no more than half a working day. Shareholders and their proxies attending the AGM shall be responsible for their own traveling and accommodation expenses.
- (ii) The address of Computershare Hong Kong Investor Services Limited:

Shops 1712–1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
(For lodging share transfer documents)

17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
(For deposit of reply slip or proxy form)

Tel: +852 2862 8555
Fax: +852 2865 0990