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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 THE FIRST H SHAREHOLDERS CLASS MEETING OF 2023**

**NOTICE IS HEREBY GIVEN** that the First H Shareholders Class Meeting of 2023 (“**H Shareholders Class Meeting**”) 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 10:15 a.m. on Tuesday, 20 June 2023, or immediately after the conclusion of 2022 annual general meeting and the First Domestic Shareholders Class Meeting of 2023 to be held on the same day (whichever is later), to consider, and if thought fit, pass the following resolutions:

### **SPECIAL RESOLUTIONS**

1. To consider and individually approve the following items in respect of the proposal of the private placement of Domestic Shares under Specific Mandate:
  - 1.1 Type and par value of Shares to be issued;
  - 1.2 Number of Shares to be issued;
  - 1.3 Target places;
  - 1.4 Method of pricing;
  - 1.5 Method of issuance;
  - 1.6 Timing of issuance;
  - 1.7 Use of proceeds;
  - 1.8 Distribution of retained profit;

- 1.9 Lock-up arrangement;
- 1.10 Validity period;
- 2. 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:
  - 2.1 Type and par value of Shares to be issued;
  - 2.2 Number of Shares to be issued;
  - 2.3 Target placees;
  - 2.4 Method of pricing;
  - 2.5 Method of issuance;
  - 2.6 Timing of issuance;
  - 2.7 Use of proceeds;
  - 2.8 Distribution of retained profit;
  - 2.9 Validity period;
  - 2.10 Listing arrangement;

3. 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**”); and
4. 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.*

*Note:*

1. Pursuant to the Listing Rules, all resolutions proposed at the H Shareholders Class Meeting 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 Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.grcbank.com](http://www.grcbank.com)) in accordance with the Listing Rules.

2. **Closure of register of members and eligibility for voting at the H Shareholders Class Meeting**

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 H Shareholders Class Meeting, 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.

H 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 H Shareholders Class Meeting.

3. **Reply slip**

Holders of H Shares who intend to attend and vote at the H Shareholders Class Meeting must complete and lodge the accompanying reply slip and return it to the Bank's H Share Registrar 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 H shareholders to attend and vote at the H Shareholders Class Meeting.

However, failure to return the reply slip may result in an adjournment of the H Shareholders Class Meeting, if the number of Shares carrying the right to vote represented by H shareholders proposing to attend the H Shareholders Class Meeting 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 H Shareholders Class Meeting.

4. **Proxy**

Every H shareholders who has the right to attend and vote at the H Shareholders Class Meeting 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 H Shareholders Class Meeting.

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 H Shareholders Class Meeting 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 H Shareholders Class Meeting is expected to last for no more than half a working day. H shareholders and their proxies attending the H Shareholders Class Meeting 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