



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 30 June 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: GUANGZHOU RURAL COMMERCIAL BANK CO., LTD. (the "Bank")

Date Submitted: 03 July 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	H	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	01551	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	2,674,925,000	RMB	1	RMB	2,674,925,000	
Increase / decrease (-)	0			RMB	0	
Balance at close of the month	2,674,925,000	RMB	1	RMB	2,674,925,000	

2. Class of shares	Ordinary shares	Type of shares	Other type (specify in description)	Listed on the Exchange (Note 1)	No	
Stock code (if listed)	N/A	Description	Domestic Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	11,734,864,327	RMB	1	RMB	11,734,864,327	
Increase / decrease (-)	0			RMB	0	
Balance at close of the month	11,734,864,327	RMB	1	RMB	11,734,864,327	

3. Class of shares	Preference shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	No	
Stock code (if listed)	04618	Description	U.S.\$1,430,000,000 5.90% non-cumulative perpetual offshore preference shares ("Offshore Preference Shares")			

	Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month	71,500,000	RMB	100	USD	1,430,000,000
Increase / decrease (-)	-71,500,000			USD	-1,430,000,000
Balance at close of the month	0	RMB	0	USD	0

Total authorised/registered share capital at the end of the month: RMB 14,409,789,327

Remarks:

1. As the Bank is incorporated in the PRC with limited liability, the concept of "authorized share capital" is not applicable. The information contained in section I refers to the "issued share capital" of the Bank.
2. The issued share capital of preference shares is calculated by multiplying the total number of Offshore Preference Shares issued by the issuance price of each Offshore Preference Share, being U.S.\$20 each.
3. The total issued share capital is calculated based on the aggregate of ordinary share capital.

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	H	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	01551	Description				
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		2,674,925,000	0	2,674,925,000		
Increase / decrease (-)		0	0			
Balance at close of the month		2,674,925,000	0	2,674,925,000		

2. Class of shares	Ordinary shares	Type of shares	Other type(specify in description)	Listed on the Exchange (Note 1)	No	
Stock code (if listed)	N/A	Description	Domestic Shares			
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		11,734,864,327	0	11,734,864,327		
Increase / decrease (-)		0	0			
Balance at close of the month		11,734,864,327	0	11,734,864,327		

3. Class of shares	Preference shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	No	
Stock code (if listed)	04618	Description	U.S.\$1,430,000,000 5.90% non-cumulative perpetual offshore preference shares ("Offshore Preference Shares")			
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		71,500,000	0	71,500,000		
Increase / decrease (-)		-71,500,000	0			
Balance at close of the month		0	0	0		

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares	Ordinary shares	Type of shares	H		Listed on the Exchange (Note 1)	No		
Stock code (if listed)	01551	Description						
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1). Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the Offshore Preference Shares	USD	1,430,000,000	Redeemed	-1,430,000,000	0	0	0	0
Type of the Convertibles	Preference Shares							
Stock code of the Convertibles (if listed on the Exchange) (Note 1)	04618							
Subscription/Conversion price	HKD	5.49						
General Meeting approval date (if applicable)	06 September 2018							

Increase in issued shares (excluding treasury shares): 0 Ordinary shares H (CC1)

Decrease in treasury shares: 0 Ordinary shares H (CC2)

Remarks:

The initial conversion price, namely HK\$5.49 per H share, is equal to the average trading price of H shares of the Bank for the 20 trading days preceding 20 July 2018, the announcement date of the Board resolution approving the proposed issuance of the Offshore Preference Shares. The number of H shares issuable upon conversion of the Offshore Preference Shares is equal to the aggregate liquidation preference of all the Offshore Preference Shares (being U.S.\$20 each, as converted into Hong Kong dollars at the fixed exchange rate of U.S.\$1.00 to HK\$7.8489) divided by the initial conversion price rounded down to the nearest whole number of H shares.

The Bank redeemed and cancelled the Offshore Preference Shares on 20 June 2024. Please refer to the announcement of the Bank dated 21 June 2024 for more details on the completion of redemption of the Offshore Preference Shares.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares

Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	0	Ordinary shares H
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Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	Ordinary shares H
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 5);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with all other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue, sale or transfer;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: NGAI Wai Fung

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.