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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)*

**(Stock code: 1551)**

## **CHANGE OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The board of directors (the “**Board**”) of Guangzhou Rural Commercial Bank Co., Ltd. (the “**Bank**”) announces that Ms. Hui Yin Shan (“**Ms. Hui**”) has tendered her resignation as the joint company secretary of the Bank (the “**Joint Company Secretary**”) and has ceased to act as an authorised representative of the Bank under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and an authorised representative of the Bank for accepting service of process or notice in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (collectively, the “**Authorised Representative**”) with effect from 28 February 2018.

Ms. Hui confirmed that she has no disagreement with the Board and there are no circumstances related to her resignation which need to be brought to the attention of the Stock Exchange and the shareholders of the Bank.

Reference is made to the appointment of Ms. Zheng Ying (“**Ms. Zheng**”) as one of the Joint Company Secretaries and the waiver (the “**Waiver**”) granted to the Bank by the Stock Exchange from strict compliance with Rules 3.28 and 8.17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) in relation to the eligibility of Ms. Zheng to act as the Joint Company Secretary of the Bank for the period from the appointment of Ms. Hui as the joint company secretary (i.e. 7 July 2017) till 19 June 2020 (the “**Waiver Period**”) on the conditions that (i) Ms. Hui, who meets the requirements under Rules 3.28 and 8.17, is engaged as a Joint Company Secretary to assist Ms. Zheng in discharging her functions as a Joint Company Secretary and in gaining the relevant experience as required under Rule 3.28; (ii) if Ms. Hui ceases to provide assistance to Ms. Zheng during the Waiver Period, the Waiver will be revoked immediately; and (iii) at the end of the Waiver Period, the Bank will notify the Stock Exchange to revisit the situation. The Stock Exchange expects that, after the end of the Waiver Period, the Bank will be able to demonstrate that Ms. Zheng would have acquired the relevant experience within the meaning of Rule 3.28 and 8.17 of the Listing Rules.

The Board is pleased to announce that Ms. Ko Nga Kit (“**Ms. Ko**”) has been appointed as the Joint Company Secretary and Authorised Representative in replacement of Ms. Hui with effect from 28 February 2018. The Stock Exchange has granted a new waiver (the “**New Waiver**”) to the Bank from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period from the date of the appointment of Ms. Ko as the Joint Company Secretary (i.e. 28 February 2018) to 19 June 2020 (i.e. the remaining period of the three year Waiver from the date of the Bank’s listing on 20 June 2020) (the “**Remaining Period**”) in relation to the eligibility of Ms. Zheng to act as the Joint Company Secretary on the condition that (i) Ms. Zheng will be assisted by Ms. Ko during the Remaining Period; (ii) the Bank will notify the Stock Exchange after the end of the Remaining Period for the Stock Exchange to revisit the situation. The Stock Exchange expects that after the end of the Remaining Period, the Bank will be able to demonstrate that Ms. Zheng satisfies Rules 3.28 and 8.17, having had the benefit of Ms. Ko’s assistance such that a further waiver will not be necessary; and (iii) the Bank will announce details of this waiver, including its reasons and conditions.

Ms. Ko is a vice president of SW Corporate Services Group Limited and has over 25 years of experience in the corporate services field. She is a fellow member of both The Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom. In addition, she holds a bachelor’s degree in laws and a post-graduate diploma in corporate compliance.

The Board would like to take this opportunity to thank Ms. Hui for her contribution to the Bank during her tenure of service and welcome Ms. Ko on her new appointment.

By Order of the Board  
**Guangzhou Rural Commercial Bank Co., Ltd.**  
**Wang Jikang**  
*Chairman*

Guangzhou, the PRC, 28 February 2018

*As at the date of this announcement, the Board comprises two executive directors, namely Mr. Wang Jikang, Mr. Yi Xuefei; seven non-executive directors, namely Mr. Su Zhigang, Mr. Shao Jianming, Mr. Li Fangjin, Mr. Zheng Shuping, Mr. Zhu Kelin, Mr. Zhang Yongming and Mr. Liu Guojie; and five independent non-executive directors, namely Mr. Song Guanghui, Mr. Liu Heng, Mr. Liu Shaobo, Mr. Zheng Jianbiao and Mr. Yung Hin Man Raymond.*

\* *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.*