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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Bank of Guizhou Co., Ltd.\***, you should at once hand this circular, together with the form(s) of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**Bank of Guizhou Co., Ltd. \***  
**貴州銀行股份有限公司 \***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6199)**

**APPOINTMENT OF ACCOUNTING FIRMS  
AND  
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025**

A letter from the Board is set out on pages 1 to 4 of this circular.

The 2025 First EGM will be held at 2:30 p.m. on Wednesday, 15 January 2025 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC. The notice of the 2025 First EGM is set out on pages 5 to 7 of this circular. A form of proxy for use at the 2025 First EGM was published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.bgzchina.com](http://www.bgzchina.com)) on 24 December 2024.

Whether or not you intend to attend and vote at the 2025 First EGM, you are required to complete the form of proxy in accordance with the instructions printed thereon and deliver the form of proxy to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for the Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the 2025 First EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending in person or voting at the 2025 First EGM or any adjournment thereof should you so wish.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

24 December 2024

\* *Bank of Guizhou 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*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:*

|                                 |  |
|---------------------------------|--|
| “2025 First EGM”                | The first extraordinary general meeting of 2025 of the Bank to be held at 2:30 p.m. on Wednesday, 15 January 2025 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC                 |
| “Articles of Association”       | the articles of association of the Bank, which may be amended, supplemented or otherwise amended from time to time   |
| “Bank” or “Bank of Guizhou”     | Bank of Guizhou Co., Ltd. (貴州銀行股份有限公司), a joint stock company incorporated on 28 September 2012 in Guizhou Province, the PRC with limited liability in accordance with PRC laws and regulations and, if the context requires, includes its predecessors, branches and sub-branches |
| “Board” or “Board of Directors” | the board of directors of the Bank   |
| “China” or “PRC”                | the People’s Republic of China, for the purpose of this circular only, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan region  |
| “Director(s)”                   | the director(s) of the Bank  |
| “Domestic Share(s)”             | the ordinary Share(s) issued by the Bank in the PRC with a par value of RMB1.00 each, which are subscribed for or credited as paid up in RMB   |
| “Domestic Shareholder(s)”       | the holder(s) of the Domestic Shares   |
| “H Shares(s)”                   | the overseas listed foreign Share(s) of par value RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars   |
| “H Shareholder(s)”              | the holder(s) of the H Shares  |

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## DEFINITIONS

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| “HK\$” or “Hong Kong dollars” | Hong Kong dollars, the lawful currency of Hong Kong                                      |
| “Listing Rules”               | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “Hong Kong”                   | Hong Kong Special Administrative Region of the PRC                                       |
| “Hong Kong Stock Exchange”    | The Stock Exchange of Hong Kong Limited  |
| “RMB”                         | Renminbi, the lawful currency of the PRC   |
| “Share(s)”                    | Domestic Shares and H Shares   |
| “Shareholder(s)”              | the holder(s) of the ordinary Share(s)   |
| “%”                           | per cent   |

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LETTER FROM THE BOARD

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**Bank of Guizhou Co., Ltd. \***  
**貴州銀行股份有限公司 \***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6199)**

*Executive Directors:*

Mr. YANG Mingshang (*Chairman*)  
Mr. CAI Dong

*Non-executive Directors:*

Mr. CHEN Hanqing  
Mr. CHEN Duohang  
Ms. GONG Taotao

*Independent non-executive Directors:*

Mr. WANG Gefan  
Mr. TANG Xin  
Mr. SONG Ke  
Mr. LEE Hoey Simon  
Ms. SUN Li

*Registered office in the PRC:*

No. 9, Yongchang Road  
Guanshanhu District, Guiyang  
Guizhou Province, PRC

*Principal place of business in Hong Kong:*

40/F, Dah Sing Financial Centre  
No. 248, Queen's Road East  
Wanchai, Hong Kong

*To the Shareholders*

Dear Sir or Madam,

**APPOINTMENT OF ACCOUNTING FIRMS**

**AND**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025**

**I. INTRODUCTION**

The 2025 First EGM of the Bank will be held at 2:30 p.m. on Wednesday, 15 January 2025. One ordinary resolution will be proposed at the 2025 First EGM for the consideration and approval, as appropriate, of the Shareholders:

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# LETTER FROM THE BOARD

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## ORDINARY RESOLUTION

To consider and approve the appointment of accounting firms.

The purpose of this circular is to provide you with details of the aforementioned resolution to be considered at the 2025 First EGM. The notice of the 2025 First EGM is set out on pages 5 to 7 of this circular.

## II. MATTERS TO BE CONSIDERED AT THE 2025 FIRST EGM

### Appointment of Accounting Firms

Reference is made to the announcement of the Bank dated 20 December 2024, in relation to the change of auditors of the Bank.

BDO Limited, the international auditor of the Bank, and BDO China Shu Lun Pan Certified Public Accountants LLP, the domestic auditor of the Bank (collectively referred to as “**BDO**”), have resigned as the auditors of the Bank due to the fact that they did not reach a consensus with the Bank on the 2024 audit fees. The resignation will take effect from 20 December 2024.

In accordance with the Articles of Association and relevant requirements of the Bank, the Bank has conducted a bidding process for the appointment of auditors. According to the bidding results, the Board recommends the appointment of KPMG and KPMG Huazhen LLP (collectively referred to as “**KPMG**”) as the international and domestic auditors of the Bank for 2024, respectively, to fill the vacancies arising from the resignation of BDO. The term of office of the new auditors will expire at the end of the 2024 annual general meeting of the Bank. The audit fee for 2024 is RMB3 million.

The audit committee has considered various factors when evaluating the appointment of KPMG as the new auditors of the Bank, including but not limited to (i) the audit work plan for the year ending 31 December 2024; (ii) its experience and expertise in handling audit work for listed companies on The Stock Exchange of Hong Kong Limited; (iii) its independence and objectivity; (iv) its proposed audit fees; (v) its resources and capabilities; and (vi) guidelines issued by the Accounting and Financial Reporting Council.

Based on the above, the Board and the audit committee have evaluated and are of the view that: (i) KPMG is independent, qualified, and suitable to serve as the new auditors of the Bank; (ii) with reference to the business and asset scale of the Bank, the audit fees agreed upon with KPMG are commensurate with the scope of audit work required by the Bank; and (iii) the appointment of KPMG may ensure audit quality, and complies with the interests of the Bank and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### III. 2025 FIRST EGM

The 2025 First EGM will be held at 2:30 p.m. on Wednesday, 15 January 2025 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC to consider and, if thought fit, to approve the proposed matters as set out in the relevant notice.

Whether or not you intend to attend and vote at the 2025 First EGM, you are required to complete the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending in person or voting at the 2025 First EGM or any adjournment thereof should you so wish. The form of proxy for the 2025 First EGM was published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.bgzchina.com](http://www.bgzchina.com)) on 24 December 2024.

### IV. VOTING BY WAY OF POLL

Pursuant to the Rule 13.39(4) of the Listing Rules, all voting by the Shareholders at the general meeting shall be taken by the way of poll. As such, the chairman of the meeting will request a poll for a resolution proposed at the 2025 First EGM.

As far as the Directors are aware, no Shareholder or its associate (as defined in the Listing Rules) is deemed to have a material interest in the resolution to be proposed at the 2025 First EGM, and accordingly, no Shareholder is required to abstain from voting on the resolution at the 2025 First EGM.

The voting results of the 2025 First EGM will be published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank in accordance with the Listing Rules.

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## LETTER FROM THE BOARD

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### V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE 2025 FIRST EGM

The register of members of the Bank will be closed from Monday, 13 January 2025 to Wednesday, 15 January 2025 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Bank on Wednesday, 15 January 2025 are entitled to attend and vote at the 2025 First EGM.

For holders of the Shares of the Bank to be eligible for attending and voting at the 2025 First EGM, all transfer documents together with the relevant share certificates and other appropriate documents of the holders of the Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the holders of the H Shares) or the office of the Board of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for the holders of the Domestic Shares) not later than 4:30 p.m. on Friday, 10 January 2025 for registration.

Pursuant to the requirement of the Articles of Association, if any Shareholder pledges over 50% (inclusive) of his/her/its equity in the Bank, in the duration of pledge, he/she/it shall not exercise voting right over the pledged equity at the 2025 First EGM.

### VI. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the resolution to be proposed at the 2025 First EGM is in the interests of the Bank and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the 2025 First EGM.

By Order of the Board  
**Bank of Guizhou Co., Ltd.\***  
**YANG Mingshang**  
*Chairman*

Guiyang, the PRC, 24 December 2024

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**Bank of Guizhou Co., Ltd. \***  
**貴州銀行股份有限公司 \***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6199)**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2025 (the “EGM”) of Bank of Guizhou Co., Ltd. (the “Bank”) will be held at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC, at 2:30 p.m. on Wednesday, 15 January 2025, for the Shareholders to consider and, if thought fit, to approve the following resolution:

**ORDINARY RESOLUTION**

To consider and approve the appointment of accounting firms.

By order of the Board  
**Bank of Guizhou Co., Ltd.\***  
**YANG Mingshang**  
*Chairman*

Guiyang, the PRC, 24 December 2024

*As of the date of this announcement, the Board of the Bank comprises Mr. YANG Mingshang and Mr. CAI Dong as executive Directors; Mr. CHEN Hanqing, Mr. CHEN Duohang and Ms. GONG Taotao as non-executive Directors; and Mr. WANG Gefan, Mr. TANG Xin, Mr. SONG Ke, Mr. LEE Hoey Simon and Ms. SUN Li as independent non-executive Directors.*

\* *Bank of Guizhou 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*

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025

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*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of resolutions at the EGM will be taken by poll except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The voting results will be published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.bgzchina.com](http://www.bgzchina.com)) in accordance with the Listing Rules.
2. Closure of register of members, eligibility for attending and voting at the EGM

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of members of the Bank will be closed from Monday, 13 January 2025 to Wednesday, 15 January 2025 (both days inclusive), during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Bank on Wednesday, 15 January 2025 are entitled to attend and vote at the EGM.

For holders of the shares of the Bank to be eligible for attending and voting at the EGM, all transfer documents together with the relevant share certificates and other appropriate documents of the holders of the shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders) or the office of the board of directors of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for Domestic Shareholders) not later than 4:30 p.m. on Friday, 10 January 2025 for registration.

Pursuant to the requirement of the Articles of Association of the Bank, if any Shareholder pledges over 50% (inclusive) of his/her/its equity in the Bank, in the duration of pledge, he/she/it shall not exercise voting right over the pledged equity at the EGM.

3. Proxy

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued shares), whether (each of) such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the person duly authorized in writing by the principal. If the principal is a corporation, the power of attorney shall be affixed with the common seal or signed by its director or other representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal, such power of attorney or other authorization documents shall be notarized and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authority must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders) or the office of the board of directors of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for Domestic Shareholders) no later than 24 hours before the scheduled time for the holding of the EGM (i.e. Tuesday, 14 January 2025 at 2:30 p.m.) or no later than 24 hours before the convening of any adjournment thereof (as the case may be).

After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In the event that you attend the EGM and vote on the meeting, the authority of your proxy will be deemed to have been revoked.

In the case of joint holders of the shares of the Bank, any one of such holders may vote at the EGM either in person or by proxy in respect of such shares as if he/she/it was solely entitled thereto. However, if more than one of such joint registered holders be present at the EGM, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Bank in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025

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4. Miscellaneous

- (i) The Shareholders or their proxies shall present their identity documents when attending the EGM (or any adjournment thereof). The legal representative of or any other persons officially authorized by a Shareholder shall present his/her/its identity documents and the notarially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the EGM (or any adjournment thereof).
- (ii) The EGM is expected to last for no more than half working day. Shareholders and their proxies attending the meeting shall arrange for their own traveling and accommodation at their own expenses.
- (iii) Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre  
183 Queen's Road East Wanchai, Hong Kong  
Tel: (852) 2862 8555  
Fax: (852) 2865 0990

Address of the office of the board of directors:

43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District,  
Guiyang, Guizhou Province, the PRC  
Tel: (86) 0851-8698 7798  
Fax: (86) 0851-8620 7999

5. The details about the aforesaid resolution proposed for the consideration and approval at the EGM will be set out in the circular of the 2025 First EGM to be despatched by the Bank on Tuesday, 24 December 2024.