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**BANK OF GANSU CO., LTD.\***  
**甘肅銀行股份有限公司\***

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

**(Stock Code: 2139)**

**INSIDE INFORMATION**

- (1) PROPOSED NON-PUBLIC ISSUANCE OF DOMESTIC SHARES AND H SHARES UNDER SPECIFIC MANDATE;**  
**(2) POTENTIAL CONNECTED TRANSACTION OF PROPOSED SUBSCRIPTION OF DOMESTIC SHARES BY SUBSTANTIAL SHAREHOLDER SUBSCRIBER(S); AND**  
**(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**PROPOSED NON-PUBLIC ISSUANCE OF DOMESTIC SHARES AND H SHARES UNDER SPECIFIC MANDATE**

The Board is pleased to announce that, on March 30, 2020, the Board resolved to propose the issuance of not more than 3.75 billion Domestic Shares and not more than 1.25 billion H shares to eligible subscribers, so as to replenish Core Tier 1 Capital, continue to comply with regulatory requirements, enhance the Bank's resilience to shocks, shore up market confidence and optimize its equity structure. The net proceeds raised from the Issuance after deducting related issuance costs will be entirely used to replenish the Core Tier 1 Capital of the Bank. The Issuance will be conducted under Specific Mandate, and will constitute a variation of class rights of the Domestic Shareholders and H Shareholders of the Bank under the Articles of Association. Pursuant to the Articles of Association and Rule 19A.38 of the Listing Rules, the Bank will convene the EGM and Class Meetings to seek for approval from Shareholders in relation to the granting of the Specific Mandate to conduct the Issuance.

## **POTENTIAL CONNECTED TRANSACTION OF PROPOSED SUBSCRIPTION OF DOMESTIC SHARES BY SUBSTANTIAL SHAREHOLDER SUBSCRIBERS**

The target placees of the Issuance of Domestic Shares may include Substantial Shareholder Subscribers. The Bank is negotiating with these Substantial Shareholder Subscribers on the specific terms of the subscription of Domestic Shares. The subscription terms of the Substantial Shareholders' participation in the Issuance (including but not limited to the number of shares subscribed and the subscription price, etc.) will be finalized in accordance with the subscription agreement then signed. The Bank will issues a separate announcement with respect to the list of specific investors participating in the Issuance and the connection transactions in relation to the Substantial Shareholder Subscribers in compliance with the Listing Rules in due course.

As the Substantial Shareholders and their associates are connected persons of the Bank, the Substantial Shareholders' Subscription will constitute a connected transaction of the Bank pursuant to the Listing Rules and is subject to the announcement, reporting and Independent Shareholders' approval under Chapter 14A of the Listing Rules. The Bank will convene an EGM to seek Independent Shareholders' approval for the Substantial Shareholders' Subscription.

The Bank has established an Independent Board Committee comprising of all independent non-executive directors to advise Independent Shareholders on the Substantial Shareholders' Subscription pursuant to the Listing Rules. The Bank has appointed Caitong International Capital Co., Limited as the independent financial adviser to advise the Independent Board Committee and Independent Shareholders on the Substantial Shareholders' Subscription.

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Upon completion of the Issuance, the article regarding the Bank's registered capital, number of shares and shareholding structure in the Articles of Association will be required to be amended to reflect relevant changes made pursuant to the Issuance. After being considered and passed at the general meeting, the revised Articles of Association of the Bank will be effective from the date of approval by the China Banking and Insurance Regulatory Commission and the completion of the Issuance.

## **EGM, CLASS MEETINGS AND CIRCULAR**

The Bank will hold an EGM for the purpose of considering and if thought fit, approving, inter alia, the Issuance of Domestic Shares, the Issuance of H shares, Substantial Shareholders' Subscription and the proposed amendments to the Articles of Association. The Bank will also hold Class Meetings to seek the approval of holders of Domestic Shares and H shares respectively for the Issuance. The Bank will dispatch, where practicable, a circular containing, among other things, further information on the Issuance of Domestic Shares, the Issuance of H shares, Substantial Shareholders' Subscription, the proposed amendments to the Articles of Association and other related matters, together with the notice of the EGM and the Class Meetings in due course in accordance with the requirements of the Listing Rules.

**As the Issuance and Substantial Shareholders' Subscription are subject to the satisfaction of certain conditions, they may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Bank's securities.**

This announcement is made pursuant to Rule 13.09 of the Listing Rules and Part XIVA of the SFO.

### **I. THE ISSUANCE**

The Board is pleased to announce that, on March 30, 2020, the Board resolved to propose the issuance of not more than 3.75 billion Domestic Shares and not more than 1.25 billion H shares to eligible subscribers, so as to replenish Core Tier 1 Capital, continue to comply with regulatory requirements, enhance the resilience to shocks of the Bank, shore up market confidence and optimize its equity structure. The net proceeds raised from the Issuance after deducting related issuance costs will be entirely used to replenish the Core Tier 1 Capital of the Bank. The Issuance will be conducted under Specific Mandate.

**(I) PROPOSED ISSUANCE OF DOMESTIC SHARES UNDER SPECIFIC MANDATE**

On March 30, 2020, the Board approved the resolution on the Issuance of Domestic Shares and proposed to seek approval from Shareholders in relation to the granting of Specific Mandate at the EGM and the Class Meetings, to approve and authorize the Board to issue no more than 3.75 billion Domestic Shares to eligible subscribers (including the Substantial Shareholder Subscriber(s) of the Bank). The details of the Issuance of Domestic Shares are set out below:

- Type and par value of Shares to be issued** : The type of shares to be issued under the issuance is ordinary domestic shares, to be subscribed in RMB by domestic investors, with par value of RMB1.00 each.
- Number of Shares to be issued** : The aggregate number of Domestic Shares to be issued will not exceed 3.75 billion shares, the actual number of shares to be issued is to be determined by regulatory authorities.
- Target placees** : The target placees of the Issuance consist of not more than ten qualified domestic institutional investors, including the Substantial Shareholder Subscriber(s). The Board will be authorized to determine the placees and the number of shares to be subscribed by them after discussions with the placees and regulatory authorities. The actual placee(s) and the number of shares subscribed by them will be subject to the determination by regulatory authorities. The subscription terms of the Substantial Shareholder Subscriber(s) (including but not limited to the number of shares subscribed and the subscription price) will be finalised in accordance with the Subscription Agreement then signed.
- Method of pricing** : The issue price of the Issuance will be determined by reference to market practice and regulatory requirements in the market, the capital market condition and the price of the Bank's H Shares, with regard to factors such as interest of the Shareholders, acceptability to the investors and issuance risk. The exchange rate of the final issue price will be the exchange rate of Hong Kong dollars against Renminbi quoted by the People's Bank of China on the date when the issue price of the Issuance is determined.

- Method of Issuance** : The Issuance of Domestic Shares will be conducted by way of non-public issuance of shares to not more than ten selected placees under Specific Mandate.
- Use of proceeds** : The net proceeds raised from the Issuance of Domestic Shares after deducting related issuance costs will be entirely used to replenish Core Tier 1 Capital of the Bank.
- Distribution of retained profit** : The Bank will distribute the profit according to the resolution passed at relevant Shareholders general meetings before the completion of the Issuance of Domestic Shares; The retained profit accrued before the Issuance of Domestic Shares will be shared by existing and new Shareholders upon the Issuance in proportion to their respective shareholdings.
- Validity period** : The validity period of the Issuance shall remain valid for 12 months from the date on which resolutions are considered and approved at the First Extraordinary General Meeting of 2020, the First Domestic Shareholders Class Meeting of 2020 and the First H Shareholders Class Meeting of 2020. The Board may seek for the consideration and approval of the extension of the validity period for the plan of the Issuance of Domestic Shares at general meetings depending on the circumstances.

The plan for issuing Domestic Shares shall be submitted to the EGM and the Class Meetings respectively for consideration by way of special resolution, and will be implemented after obtaining the approval by or filing with relevant regulatory authorities.

## **(II) PROPOSED ISSUANCE OF H SHARES UNDER SPECIFIC MANDATE**

On March 30, 2020, the Board also approved the resolution on the Issuance of H Shares and proposed to seek approval from Shareholders in relation to the granting of Specific Mandate at the EGM and the Class Meetings, to approve and authorize the Board to issue no more than 1.25 billion H Shares to eligible subscribers. The details of the Issuance of H Shares are set out below:

- Type and par value of Shares to be issued** : The type of shares to be issued under the Issuance is ordinary H shares, with par value of RMB1.00 each.

**Number of Shares to be issued** : The aggregate number of H Shares to be issued will not exceed 1.25 billion shares, the actual issue number is to be determined with reference to the approval of the issuance plan by relevant regulatory authorities, market conditions and the actual situation of the Bank.

In addition, as the Bank will also issue Domestic Shares, the actual number of H Shares to be issued by the Bank will be determined with reference to the proposed number of Domestic Shares to be issued, so as to maintain the minimum public float imposed by the Stock Exchange on the Bank upon completion of the Issuance of H Shares and Domestic Shares.

**Target placees** : The target placees of the H Shares to be issued shall be not more than ten (inclusive) non-connected persons who are eligible for the subscription of H Shares of the Bank. The selection of placees is subject to market conditions and the situation of the Bank.

**Method of pricing** : The issue price of H Shares to be issued will be determined by reference to international market practice and regulatory requirements, the then capital market conditions and the pricing of Domestic Shares to be issued, with regard to factors such as interest of the Shareholders, acceptability to the investors and issuance risk. The exchange rate of the final issue price will be the exchange rate of Hong Kong dollars against Renminbi quoted by the People's Bank of China on the date when the issue price of H Shares to be issued is determined. The issue price shall not represent a discount of more than 20% to the benchmark price. The benchmark price refers to the prices below (whichever is higher):

(I) the closing price as of the date of execution of the H Shares placing and subscription agreement;

(II) the average closing price for the five trading days preceding the earliest of the following three dates;

1. the date when the H Shares placing transaction or arrangement is announced;

- 2 the date of execution of the H Shares placing and subscription agreement;
3. the price determination date of the placement or subscription of H Shares.

- Method of Issuance** : The Issuance of H Shares will be conducted by way of non-public issue of H Shares to not more than ten selected places under Specific Mandate.
- Use of proceeds** : The net proceeds raised from the Issuance of H Shares after deducting related issuance costs will be entirely used to replenish Core Tier 1 Capital of the Bank.
- Distribution of retained profit** : The Bank will distribute the profit according to the resolution passed at relevant Shareholders general meetings before the completion of the Issuance of H Shares. The retained profit accrued before the Issuance of H shares will be shared by existing and new shareholders after completion of the Issuance of H shares in proportion to their respective shareholding.
- Validity period** : The validity period of the Issuance of H Shares shall remain valid for 12 months from the date on which resolutions are considered and approved at the First Extraordinary General Meeting of 2020, the First Domestic Shareholders Class Meeting of 2020 and the First H Shareholders Class Meeting of 2020. The Board may seek for the consideration and approval of the extension of the validity period for the plan of the Issuance of H Shares at general meetings depending on the actual circumstances.
- Listing arrangement** : Application will be made by the Bank for the listing and permission to deal in the H Shares on the Stock Exchange.

The plan for issuing H Shares shall be submitted to the EGM and the Class Meetings respectively for consideration by way of special resolution, and will be implemented after obtaining the approval by or filing with competent regulatory authorities.



### **(III) ISSUE TIME**

Upon approval of the plan of the Issuance of Domestic Shares by the Shareholders and the review and approval of the issuance plan by relevant regulatory authorities, and during the validity period approved by Shareholders at the EGM and the Class Meetings, the Bank will select the appropriate window to complete the Issuance of Domestic Shares and H Shares depending on market conditions. To ensure that the minimum public float imposed by the Stock Exchange on the Bank will be maintained upon the Issuance of H Shares and Domestic Shares, the Board will ensure that the non-public Issuance of H Shares will be completed before the Issuance of Domestic Shares, or simultaneously. In the event the Issuance of H Shares is to be terminated due to disapproval of Shareholders or regulatory authorities or any other reason, the non-public Issuance of Domestic Shares shall also be terminated.

### **(IV) GRANT OF AUTHORITY TO THE BOARD TO HANDLE MATTERS IN RELATION TO THE ISSUANCE**

According to the need of the Issuance, a proposal is to be put forward at the EGM and the Class Meetings for the Shareholders to authorize the Board, who would in turn authorise the Chairman, the President and Secretary to the Board to severally or jointly handle matters in relation to the Issuance, including but not limited to:

- (1) Subject to the approval of the issuing plan at the EGM and the Class Meetings, to modify, improve and implement the issuance plan with reference to the opinions of domestic and overseas regulatory authorities and the Stock Exchange, taking into consideration the market environment and the actual situation of the Bank, including but not limited to determining the number of shares to be issued, the issue price, method of pricing, target places issue time, use of proceeds, lock-up period and other matters in relation to the Issuance; to make corresponding adjustments to matters in relation to the Issuance, such as details of the issuance plan (including suspending and terminating of the implementation of the issuance plan) in the event of any change in the relevant laws, regulations or rules, or in regulatory policies or market conditions, except for matters which require re-voting at the general meetings according to relevant laws, regulations, rules and the Articles of Association.



- (2) To negotiate with the subscriber(s) on the subscription of the shares (including the terms of the share subscription agreement(s)) according to the issuance plan, and to decide, execute, implement and complete the share subscription agreement (including supplementary agreement(s) as required).
- (3) To handle all matters related to the examination, registration, filing, approval and consent of the Issuance with domestic and overseas regulatory authorities and the Stock Exchange according to the issuance plan. To sign, implement, modify and submit to domestic and overseas institution, organization and individuals all necessary documents in relation to the Issuance; To do all necessary, expedient or desirable acts related to the Issuance.
- (4) To prepare, modify, execute, submit, publish, disclose, implement, suspend, terminate all agreements, contracts, announcement, circulars or other relevant legal documents in relation to the Issuance; To engage financial advisors, law firms, accountants, placement agency, assets evaluation agency and other intermediary agencies in relation to the Issuance, as well as determine and pay for the associated costs for the Issuance.
- (5) To amend the terms in relation to the registered capital, equity structure and other corresponding terms in the Articles of Association, and proceed with the modification, registration and filing with registration authorities and other relevant governmental authorities upon the completion of the Issuance.
- (6) To increase the registered capital of the Bank subject to the outcome of the Issuance, and to proceed with relevant registration and filing procedures (including application for change of company registration particulars and replacement of business license) with industrial and commercial registration authorities upon the completion of the Issuance.
- (7) To register the Domestic Shares with respect to the non-public Issuance of Domestic Shares with China Securities Depository and Clearing Company Limited. To proceed with the registration and listing of the shares upon the completion of the Issuance.
- (8) To take all necessary acts to handle other matters related to the Issuance within the scope permitted by relevant laws and regulations.

- (9) The authorizations under items 4 to 7 above will take effect from the dates on which they are considered and approved at the First EGM of 2020, the First Domestic Shareholders Class Meeting of 2020 and the First H Shareholders Class Meeting of 2020 and continue as long as the existence of the relevant matters, and other authorizations under the remaining items will be effective for 12 months from the dates on which they are considered and approved at the First EGM of 2020, the First Domestic Shareholders Class Meeting of 2020 and the First H Shareholders Class Meeting of 2020. The Board may put forward proposal to extend the validity period of the authorizations at the general meetings for consideration and approval according to actual situation.

#### **(V) SPECIFIC MANDATE FOR THE ISSUANCE**

The Issuance will be conducted under the Specific Mandate, and will constitute a variation of class rights of the Domestic Shareholders and H Shareholders of the Bank under the Articles of Association. Pursuant to the Articles of Association and Rule 19A.38 of the Listing Rules, the Bank will convene an EGM and Class Meetings to seek approval from Shareholders in relation to the granting of the Specific Mandate to conduct the Issuance.

#### **(VI) FUND-RAISING ACTIVITIES OF THE COMPANY FOR THE PAST TWELVE MONTHS**

At the Annual General Meeting of 2018, the First Domestic Shareholders Class Meeting of 2019 and the First H Shareholders Class Meeting of 2019 of the Bank convened on June 3, 2019, the issuance of offshore preference shares with a total amount not exceeding RMB10 billion was approved by the Shareholders. The issuance of Offshore Preference Shares has not been carried out yet. The validity period of the plan for issuing Preference Shares is 12 months and will expire on June 2, 2020. The Bank has no plan to issue offshore preference shares before the completion of the Issuance. Apart from the abovementioned, the Directors confirm that the Bank has not carried out any fund-raising activities in relation to the issuance of its equity securities within the 12 months immediately preceding the date of this announcement.

#### **(VII) EFFECT OF THE ISSUANCE ON THE SHAREHOLDING STRUCTURE OF THE BANK**

Once allotted, the new Domestic Shares and new H Shares to be issued under the Issuance will rank pari passu in all respect with those Domestic Shares and H Shares already issued when those new Domestic Shares and H Shares are issued and allotted.

Assuming that there are no other changes to the total issued share capital of the Bank other than the Issuance from the date of this announcement to the date of the completion of the Issuance, the shareholding structure of the Bank (1) as at the date of this announcement; (2) immediately after the completion of the Issuance of H Shares (assuming the number of H Shares to be issued is 1.25 billion shares, and the Issuance of Domestic Shares is not completed); (3) immediately after the completion of the Issuance (assuming the number of Domestic Shares to be issued is 3.75 billion shares and the number of H Shares to be issued is 1.25 billion shares during the Issuance) is set out as below:

	As at the date of this announcement		Immediately after the completion of the Issuance of H Shares (assuming only H Shares are issued)		Immediately after the completion of the Issuance of H Shares	
	Number of shares	Approximate percentage of total issued shares of the Bank	Number of shares	Approximate percentage of total issued shares of the Bank	Number of shares	Approximate percentage of total issued shares of the Bank
Domestic Shares	7,525,991,330	74.74%	7,525,991,330	66.49%	11,275,991,330	74.83%
H Shares	<u>2,543,800,000</u>	<u>25.26%</u>	<u>3,793,800,000</u>	<u>33.51%</u>	<u>3,793,800,000</u>	<u>25.17%</u>
Total	<u>10,069,791,330</u>	<u>100.00%</u>	<u>11,319,791,330</u>	<u>100.00%</u>	<u>15,069,791,330</u>	<u>100.00%</u>

*Note:* Certain amounts and percentage figures included in the table above have been subject to rounding adjustments, any discrepancy between the total amount and the arithmetical sum of the amounts listed is due to rounding.

## **2. POSSIBLE CONNECTED TRANSACTIONS OF SUBSTANTIAL SHAREHOLDERS' SUBSCRIPTION**

The target places of the Issuance of Domestic Shares may include Substantial Shareholders Subscriber(s). The Bank is negotiating with these Substantial Shareholders Subscribers on the specific terms of the subscription of Domestic Shares. The subscription terms of the Substantial Shareholders' participation in the Issuance (including but not limited to the number of shares subscribed and the subscription price, etc.) will be finalized in accordance with the signed subscription agreement then signed. The Bank will issue separate announcement with respect to the list of specific investors participating in the Issuance and the connection transactions in relation to the Substantial Shareholder Subscribers in compliance with the Listing Rules in due course.

As the Substantial Shareholders and their associates are connected persons of the Bank, the Substantial Shareholders' Subscription will constitute a connected transaction of the Bank pursuant to the Listing Rules and is subject to the announcement, reporting and Independent Shareholders' approval under Chapter 14A of the Listing Rules. The Bank will convene an EGM to seek Independent Shareholders' approval for the Substantial Shareholders' Subscription. Substantial Shareholders participating in the subscription and their respective associates shall abstain from voting on the proposals in relation to the Issuance and Substantial Shareholders' Subscription considered at the EGM and the Class Meetings.

The Bank has established an Independent Board Committee comprising of all independent non-executive directors to advise Independent Shareholders on the Substantial Shareholders' Subscription. The Bank has appointed Caitong International Capital Co., Limited as the Independent Financial Adviser (a licensed corporation to engage in Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activities under the SFO), advising the Independent Board Committee and Independent Shareholders on the Substantial Shareholders' Subscription.

### **3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Upon completion of the Issuance, the articles regarding the Bank's registered capital, number of shares and shareholding structure in the Articles of Association will be required to be amended to reflect relevant changes made pursuant to the Issuance. The Board intends to seek shareholders' approval at the EGM to authorize the Board or its authorized representatives to make corresponding amendments to the relevant Articles of Association in accordance with the results of the proposed share issuance. After being considered and passed at the general meeting, the revised Articles of Association of the Bank will be effective from the date of approval by the China Banking and Insurance Regulatory Commission and the completion of the Issuance.

### **4. EGM, CLASS MEETINGS AND CIRCULAR**

The Bank will hold an EGM and submit special resolutions for the purpose of considering and if thought fit, approving, inter alia, the Issuance of Domestic Shares, the Issuance of H shares, Substantial Shareholders' Subscription and the proposed amendments to the Articles of Association. The Bank will hold Class Meetings and propose special resolutions to seek the approval of holders of Domestic Shares and H shares respectively for the Issuance. Substantial Shareholders participating in the subscription and their respective associates shall abstain from voting on the proposals in relation to the Issuance and Substantial

Shareholders' Subscription considered at the EGM and the Class Meetings. Save as disclosed, to the best of the knowledge, information and belief of the Directors, no other shareholder has a material interest in the Issuance or the existing Substantial Shareholders' Subscription and shall abstain from voting on the proposals pertaining to the approval for relevant resolutions at the EGM and the Class Meetings.

The Bank expects to dispatch a circular containing, among other things, further information on the Issuance of Domestic Shares, the Issuance of H shares, Substantial Shareholders' Subscription, the proposed amendments to the Articles of Association and other related matters, together with the notice of the EGM and the Class Meetings in due course in accordance with the requirements of the Listing Rules and under practical circumstances.

## **5. GENERAL INFORMATION**

This announcement does not constitute any invitation or offer to acquire, purchase or subscribe for the Bank's securities.

As the Issuance and Substantial Shareholders' Subscription are subject to the satisfaction of certain conditions, they may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Bank's securities.

## **6. DEFINITIONS**

In this announcement, the following expressions shall have the following meanings, unless the context otherwise requires:

“Articles of Association” the articles of association of the Bank, as amended from time to time

“associate” has the meaning as ascribed to it in the Listing Rules

“Bank” Bank of Gansu Co., Ltd., a joint stock company incorporated in the PRC with limited liability and whose H Shares are listed on the Main Board of the Stock Exchange (Stock Code: 2139)

“Board” or “Board of Directors”	the board of directors of the Bank
“Class Meeting(s)”	The general designation for the First Domestic Shareholders Class Meeting of 2020 and the First H Shareholders Class Meeting of 2020 held immediately after the conclusion of the EGM, to approve the proposed Issuance and related authorization matters
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary shares issued by the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in Renminbi
“Extraordinary General Meeting” or “EGM”	The Bank will convene and hold the first Extraordinary General Meeting in 2020 to consider and if thought fit, to approve the Issuance and relevant authorization, the Substantial Shareholders’ Subscription and amendments to the Articles of Association of the Bank.
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“H Share(s)”	the overseas listed foreign shares of the Bank which are issued in Hong Kong, subscribed in Hong Kong dollars and listed on the Stock Exchange

“Independent Board Committee”	an independent board committee consisting of all independent non-executive Directors (namely Ms. Tang Xiuli, Ms. Luo Mei, Mr. Wong Sincere, Mr. Dong Ximiao)
“Independent Shareholders”	Shareholders other than the Substantial Shareholders and their associates
“Issuance”	the Issuance of Domestic Shares and the Issuance of H Shares
“Issuance of Domestic Share(s)”	The Bank intends to proceed a non-public issuance of not more than 3.75 billion domestic shares to eligible subscribers (including Substantial Shareholders subscribers) through the Specific Mandate.
“Issuance of H Share(s)”	The Bank intends to proceed a non-public issuance of not more than 1.25 billion H shares to eligible subscribers through the Specific Mandate.
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China, which for the purpose of this announcement only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Substantial Shareholder Subscriber(s)”	substantial shareholders or/and their associates of the Bank intending to subscribe for Domestic Shares of the Bank in the Issuance of Domestic Shares
“Substantial Shareholders’ Subscription”	Matters for subscription of Issuance of Domestic Shares by Substantial Shareholders Subscribers



“Share(s)”	the shares in the issued share capital of the Bank
“Shareholder(s)”	holder(s) of the Shares
“Specific Mandate”	a specific mandate for the issuance granted by the Shareholders at the EGM and the Class Meetings
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“%”	percent

By order of the Board  
**BANK OF GANSU CO., LTD.\***  
*Chairman*  
**Liu Qing**

Lanzhou, Gansu Province  
March 30, 2020

*As at the date of this announcement, the Board of Directors comprises Mr. LIU Qing and Mr. WANG Wenyong as executive Directors; Ms. WU Changhong, Ms. ZHANG Hongxia, Mr. GUO Jirong, Mr. ZHANG Youda and Mr. LIU Wanxiang \*\* as non-executive Directors; and Ms. TANG Xiuli, Ms. LUO Mei, Mr. WONG Sincere and Mr. DONG Ximiao as independent non-executive Directors.*

\* *Bank of Gansu 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/deposit-taking business in Hong Kong.*

\*\* *The qualification of Mr. Liu Wanxiang as Director is subject to approval of the competent regulatory authority.*