

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**POLL RESULTS OF THE 2021 FIRST EXTRAORDINARY
GENERAL MEETING**

**APPOINTMENT OF DIRECTORS AND SUPERVISORS
AND
STEPPING DOWN OF PRESIDENT**

The board of directors (the “**Board**”) of the Bank of Gansu Co., Ltd.* (the “**Bank**”) is pleased to announce that the Bank held its 2021 first extraordinary general meeting (the “**EGM**”), at the conference room at 4/F of Bank of Gansu Tower, No. 525-1 Donggang West Road, Chengguan District, Lanzhou, Gansu Province, the PRC at 9:00 a.m. on Friday, December 24, 2021.

References are made to the notice of EGM (the “**Notice**”) and the circular (the “**Circular**”) of the Bank dated December 6, 2021. Unless the context otherwise requires, all the terms used herein shall have the same meanings as defined in the Notice and the Circular.

I. ATTENDANCE AT THE EGM

The EGM was convened and held by the Board and was presided over by Mr. LIU Qing, the chairman of the Bank. Voting at the EGM was taken by poll. The convening and holding of the EGM complied with relevant PRC laws and regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and provisions of the Articles of Association of the Bank.

As at the day of the EGM, the Bank has issued a total of 15,069,791,330 Shares (comprising 11,275,991,330 Domestic Shares and 3,793,800,000 H Shares), holders of which were entitled with the right to attend the EGM and vote for or against the resolutions proposed at the EGM (the “**EGM Resolutions**”). Shareholders and their proxies who attended the EGM held a total of 11,621,523,976 Shares with voting rights, accounting for approximately 77.118015% of the total Shares issued by the Bank.

To the best of knowledge, information and belief of the Board and after making all reasonable inquiries, no Shareholder had material interests in the matters considered at the EGM and was required to abstain from voting at the EGM. There were no Shares of the Bank entitling holders to attend the EGM but requiring them to abstain from voting in favour of the resolutions at the EGM according to Rule 13.40 of the Listing Rules. No Shareholder was required to abstain from voting on the resolutions at the EGM according to the Listing Rules. No Shareholder expressed in the Circular that he/she/it intended to vote against or abstain from voting on the EGM Resolutions.

Computershare Hong Kong Investor Services Limited, the Bank’s H Share registrar in Hong Kong, served as the scrutineer at the EGM. Grandall Law Firm (Shanghai) (the Bank’s PRC legal adviser), one Supervisor and two Shareholder representatives of the Bank were also responsible for counting and calculation of votes at the EGM.

II. POLL RESULTS OF THE EGM

The poll results of various EGM Resolutions are as follows:

Ordinary Resolutions		Number of Votes (approximately %)		
		For	Against	Abstain
1.	To consider and approve the resolutions regarding the election of the non-employee representative Directors of the third session of the Board of the Bank			
1.1	To consider and approve the resolution regarding the election of Mr. LIU Qing as an executive Director of the third session of the Board of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%

Ordinary Resolutions		Number of Votes (approximately %)		
		For	Against	Abstain
1.2	To consider and approve the resolution regarding the election of Mr. WANG Wenyong as an executive Director of the third session of the Board of the Bank	/		
1.3	To consider and approve the resolution regarding the election of Ms. WU Changhong as a non-executive Director of the third session of the Board of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
1.4	To consider and approve the resolution regarding the election of Mr. SHI Guanglei as a non-executive Director of the third session of the Board of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
1.5	To consider and approve the resolution regarding the election of Mr. ZHAO Xingjun as a non-executive Director of the third session of the Board of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
1.6	To consider and approve the resolution regarding the election of Mr. ZHANG Youda as a non-executive Director of the third session of the Board of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
1.7	To consider and approve the resolution regarding the election of Mr. GUO Jirong as a non-executive Director of the third session of the Board of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
1.8	To consider and approve the resolution regarding the election of Ms. YANG Chunmei as a non-executive Director of the third session of the Board of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
1.9	To consider and approve the resolution regarding the election of Ms. LUO Mei as an independent non-executive Director of the third session of the Board of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
1.10	To consider and approve the resolution regarding the election of Mr. WONG Sincere as an independent non-executive Director of the third session of the Board of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%

Ordinary Resolutions		Number of Votes (approximately %)		
		For	Against	Abstain
1.11	To consider and approve the resolution regarding the election of Mr. DONG Ximiao as an independent non-executive Director of the third session of the Board of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
1.12	To consider and approve the resolution regarding the election of Mr. WANG Tingting as an independent non-executive Director of the third session of the Board of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
1.13	To consider and approve the resolution regarding the election of Mr. LIU Guanghua as an independent non-executive Director of the third session of the Board of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
2.	To consider and approve the resolutions regarding the election of the non-employee representative Supervisors of the third session of the Board of Supervisors of the Bank			
2.1.	To consider and approve the resolution regarding the election of Mr. ZHANG Yanlong as a Shareholder Supervisor of the third session of the Board of Supervisors of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
2.2.	To consider and approve the resolution regarding the election of Mr. HAN Zhenjiang as a Shareholder Supervisor of the third session of the Board of Supervisors of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
2.3.	To consider and approve the resolution regarding the election of Mr. ZENG Lehu as a Shareholder Supervisor of the third session of the Board of Supervisors of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
2.4.	To consider and approve the resolution regarding the election of Mr. LUO Yi as an external Supervisor of the third session of the Board of Supervisors of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%

Ordinary Resolutions		Number of Votes (approximately %)		
		For	Against	Abstain
2.5.	To consider and approve the resolution regarding the election of Mr. MA Runping as an external Supervisor of the third session of the Board of Supervisors of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
2.6.	To consider and approve the resolution regarding the election of Mr. LI Zongyi as an external Supervisor of the third session of the Board of Supervisors of the Bank	11,621,523,976 100.000000%	0 0.000000%	0 0.000000%
Special Resolution		Number of Votes (approximately %)		
		For	Against	Abstain
3	To consider and approve the resolution regarding the amendments to the Articles of Association	11,621,523,966 100.000000%	10 0.000000%	0 0.000000%

As more than one half of the votes by the Shareholders (including their proxies) who attended the EGM were cast in favour of each of the above Resolutions 1.1 and 1.3 to 2.6, these resolutions were duly passed as ordinary resolutions at the EGM. As more than two-thirds of the votes by the Shareholders (including their proxies) who attended the EGM were cast in favour of the above Resolution 3, this resolution was duly passed as a special resolution at the EGM.

Save for the above resolutions, the Bank has not received any proposed resolutions from the Shareholders holding 3% or more of the total number of voting Shares of the Bank.

III. ELECTION FOR THE NEW SESSION OF THE BOARD

Twelve candidates for the non-employee representative Directors of the third session of the Board of the Bank considered at the EGM were all duly approved by the Shareholders at the EGM. In addition, the Bank recently convened an employee representatives' meeting of the Bank, and elected Mr. MA Zhiqiang as the employee representative Director for the third session of the Board (a non-executive Director). Accordingly, the third session of the Board of the Bank was officially formed. The members of the third session of the Board are as follows:

- Executive Director** : Mr. LIU Qing
- Non-executive Directors** : Ms. WU Changhong, Mr. SHI Guanglei, Mr. ZHAO Xingjun, Mr. ZHANG Youda, Mr. GUO Jirong, Ms. YANG Chunmei, Mr. MA Zhiqiang
- Independent Non-executive Directors** : Ms. LUO Mei, Mr. WONG Sincere, Mr. DONG Ximiao, Mr. WANG Tingting, Mr. LIU Guanghua

As of the date of this announcement:

- (1) The qualification of each of Mr. SHI Guanglei, Mr. ZHAO Xingjun, Ms. YANG Chunmei, Mr. WANG Tingting, Mr. LIU Guanghua and Mr. MA Zhiqiang as a Director is subject to approval by the China Banking and Insurance Regulatory Commission Gansu Office, and their respective term shall take effect from the date on which such qualification is approved.
- (2) Other candidates for Directors have obtained qualifications of Directors in accordance with the relevant regulatory requirements.

The biographies of the non-employee representative Directors of the third session of the Board of the Bank and other information related to their appointments are set out in the Circular dated December 6, 2021.

The biography of Mr. MA Zhiqiang is set out in Appendix I to this announcement. To the knowledge of the Board and saved as disclosed in this announcement, Mr. MA Zhiqiang does not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. MA Zhiqiang does not have any other relationship with any Directors, Supervisors, senior management or substantial Shareholders of the Bank. As of the date of this announcement, Mr. MA Zhiqiang holds interests in 300,000 Domestic Shares of the Bank, representing approximately 0.0020% of the total share capital of the Bank in issue. Save for the above, Mr. MA Zhiqiang does not have any interest in the Shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, in respect of the appointment of Mr. MA Zhiqiang, there are no any other information and any other matters that are required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders of the Bank.

The Bank will enter into a service contract with each Director of the third session of the Board. The initial term of each such Director is from the date of the approval by relevant regulatory authorities or Shareholders at the EGM (as the case may be) and ends on the expiry of the term of the third session of the Board, and is three years. Each Director's remuneration will be determined based on the standards of the administrative measures on remuneration of the Bank, including the basic salary, performance-based bonus and other benefits. The basic salary will be determined according to the position of the employee representative Director in the Bank, the performance-based bonus will be determined based on the operating results of the Bank and other benefits include the statutory pension, medical benefits, housing provident fund and etc..

IV. STEPPING DOWN OF PRESIDENT

Mr. WANG Wenyong did not participate in the election of the third session of the Board due to work rearrangement. He will step down as an executive Director, the president of the Bank and a member of the Strategy and Development Committee, the Nomination and Remuneration Committee and the Related Party Transaction and Risk Management Committee and the chairman of the Consumer Rights Protection Committee of the Board, with effect from the date of this announcement.

Mr. WANG Wenyong has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders and creditors of the Bank in connection with his stepping down. The Bank would like to express its sincere gratitude to Mr. WANG Wenyong for his due diligence and outstanding contributions to the operation and development of the Bank during his tenure with the Bank. In view of the temporary vacancy in the office of president of the Bank, the Bank is in the process of identifying a suitable candidate to take up the office of president and will make a further announcement in due course.

V. ELECTION FOR THE NEW SESSION OF THE BOARD OF SUPERVISORS

Six candidates for the non-employee representative Supervisors of the third session of the Board of Supervisors of the Bank considered at the EGM were all duly approved by the Shareholders at the EGM. In addition, the Bank recently convened an employee representatives' meeting of the Bank, and elected Ms. TANG Lan, Mr. WANG Xiaopei and Mr. LIU Peixun as the employee representative Supervisors of the third session of the Board of Supervisors of the Bank, and these three employee representative Supervisors will perform their duties from the date of the EGM. Accordingly, the third session of the Board of Supervisors of the Bank was officially formed. The members of the third session of the Board of Supervisors are as follows:

Shareholder Supervisors	: Mr. ZHANG Yanlong, Mr. HAN Zhenjiang, Mr. ZENG Lehu
External Supervisors	: Mr. LUO Yi, Mr. MA Runping, Mr. LI Zongyi
Employee Representative Supervisors	: Ms. TANG Lan, Mr. WANG Xiaopei, Mr. LIU Peixun

The biographies of the non-employee representative Supervisors of the third session of the Board of Supervisors of the Bank and other information related to their appointments are set out in the Circular dated December 6, 2021.

The biographies of the employee representative Supervisors of the third session of the Board of Supervisors of the Bank, namely Ms. TANG Lan, Mr. WANG Xiaopei and Mr. LIU Peixun are set out in Appendix II to this announcement. To the knowledge of the Board and saved as disclosed in this announcement, Ms. TANG Lan, Mr. WANG Xiaopei and Mr. LIU Peixun do not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Ms. TANG Lan, Mr. WANG Xiaopei and Mr. LIU Peixun do not have other relationship with any Directors, Supervisors, senior management or substantial Shareholders of the Bank. As of the date of this announcement, Mr. WANG

Xiaopei and Mr. LIU Peixun each holds interests in 200,000 Domestic Shares of the Bank, each representing approximately 0.0013% of the total share capital of the Bank in issue. Save for the above, Ms. TANG Lan, Mr. WANG Xiaopei and Mr. LIU Peixun do not have any interest in the shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, in respect of the appointments of Ms. TANG Lan, Mr. WANG Xiaopei and Mr. LIU Peixun, there are no any other information and any other matters that are required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders of the Bank.

The Bank will enter into a service contract with each Supervisor of the third session of the Board of Supervisors. The initial term of each such Supervisor is from the date of the approval at the EGM or the election date of the employee representatives' meeting (as the case may be) and ends on the expiry of the term of the third session of the Board of Supervisors, and is three years. Each Supervisor's remuneration will be determined based on the standards of the administrative measures on remuneration of the Bank, including the basic salary, performance-based bonus and other benefits. The basic salary will be determined according to the position of each employee representative Supervisor in the Bank, the performance-based bonus will be determined based on the operating results of the Bank and other benefits include the statutory pension, medical benefits, housing provident fund and etc..

Mr. XU Yongfeng and Mr. LUO Zhenxia, the employee representative Supervisors who resigned from the second session of the Board of Supervisors on the date of the EGM, have confirmed that they have no disagreement with the Board of Supervisors, and there are no other matters in relation to their resignation that need to be brought to the attention of the Shareholders and creditors of the Bank. The Bank expresses its sincere gratitude to Mr. XU Yongfeng and Mr. LUO Zhenxia for their contributions to the Bank during their tenure of service.

VI. APPROVAL OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Amendments to the Articles of Association have been approved at the EGM. The proposed amendments to some of the provisions in the Articles of Association shall take effect from the date of approval by the China Banking and Insurance Regulatory Commission Gansu Office, prior to which, the existing Articles of Association continues to be effective.

By order of the Board
Bank of Gansu Co., Ltd.*
Chairman
Liu Qing

Lanzhou, Gansu
December 27, 2021

*As of the date of this announcement, the Board comprises Mr. LIU Qing as the executive Director; Ms. WU Changhong, Mr. SHI Guanglei**, Mr. ZHAO Xingjun**, Mr. ZHANG Youda, Mr. GUO Jirong, Ms. YANG Chunmei**, Mr. MA Zhiqiang** as non-executive Directors; and Ms. LUO Mei, Mr. WONG Sincere, Mr. DONG Ximiao, Mr. WANG Tingting**, Mr. LIU Guanghua** 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 qualifications of Mr. SHI Guanglei, Mr. ZHAO Xingjun, Ms. YANG Chunmei, Mr. MA Zhiqiang, Mr. WANG Tingting and Mr. LIU Guanghua as Directors are subject to approval of the competent regulatory authority.*

Appendix I

Biography of the Employee Representative Director of the Third Session of the Board of the Bank

Mr. MA Zhiqiang (馬志強), aged 51, successively served as an editor, reporter, associate senior editor, deputy director of the Administration and Management Department of Gansu Daily from July 1992 to March 2004. Mr. MA successively served as a deputy director and a researcher of the secretariat of the General Office of Gansu Provincial Government from March 2004 to June 2006, and the chief of the first finance division of the Financial Office of Gansu Provincial Government from June 2006 to September 2011. Mr. MA served as a deputy secretary of the Party Committee and secretary of the Discipline Inspection Committee of the Bank from September 2011 to June 2019, during which period he also served as a deputy secretary of the Party Committee of Qin'an County and deputy general manager of the Three Rural Policies and Business Innovation Department of the head office of Agricultural Bank of China. Mr. MA served as a deputy secretary of the Party Committee of the Bank from June 2019 to January 2021, during which period he also successively served as the chairman of the labor union, the secretary of the Discipline Inspection Committee, the secretary of the Department Party Committee, the head of the Organization Department of the Party Committee, the general manager of the Human Resources Department and the director of the Inspection Office of the Party Committee of the Bank. Mr. MA has been a deputy secretary of the Party Committee and the chairman of the labor union, the secretary of the Department Party Committee and the director of the Inspection Office of the Party Committee of the Bank since January 2021.

Mr. MA graduated from Shandong University in June 1992 with a bachelor's degree in law, majoring in political science, and from Lanzhou University with a master's degree in business administration in June 2013.

Appendix II

Biographies of the Employee Representative Supervisors of the Third Session of the Board of Supervisors of the Bank

Ms. TANG Lan (湯瀾), aged 58, was elected as an employee representative Supervisor on November 12, 2018 and was appointed as the chairman of the Board of Supervisors on December 3, 2018. Ms. TANG is responsible for overall work of the Board of Supervisors and supervising the work of the Board and management to ensure compliance with laws and regulations, and responsible for auditing, security, institutional construction and work concerning the logistics support. She is also in charge of the Office of the Board of Supervisors, Audit Department, Institutional Management Department, Security Department and Administration Affairs Department.

Ms. TANG was a staff member and a senior staff member of the budget division of the Bureau of Finance of Gansu Province from July 1984 to March 1991, a senior staff member and a principal staff member of the office of the Bureau of Finance of Gansu Province from March 1991 to November 1993 and temporarily served as the deputy director-general of the Finance Bureau of Chengguan District, Lanzhou City from March 1992 to October 1992. Ms. TANG served as a deputy director (deputy department-level) of farming support, compensation and financing office of the Bureau of Finance of Gansu Province from November 1993 to October 1995, a deputy director and director of the social security division of the Bureau of Finance of Gansu Province from October 1995 to December 2006 and temporarily served as a deputy director of the social security division of the Guangdong Provincial Bureau of Finance from July 2000 to February 2001 and concurrently served as the director of Social Security Fund Management Centre of Gansu Province from August 2003 to December 2006, the chief of the educational, scientific and cultural division of the Bureau of Finance of Gansu Province from December 2006 to December 2010 and a deputy director, member of the Party Committee, director and the secretary of the Party Committee of the Finance Office of Gansu Province from December 2010 to October 2018.

Ms. TANG obtained a bachelor's degree in economics from the department of finance of the Central University of Finance and Economics (formerly known as the Central Institute of Finance and Banking) located in Beijing, China in July 1984, majoring in finance.

Mr. WANG Xiaopei (王效沛), aged 49, worked in the lead-zinc mine in Huaniushan, Liuyuan, Gansu Province from December 1992 to April 1994; successively served as a clerk of Jiuquan Branch, the appointed head of accounting department of Suzhou Sub-branch, the head of institutional business department of the branch and the president of Suzhou Sub-branch of China Construction Bank Corporation (“CCB”) from April 1994 to June 2011; served as a member of Party Committee and a vice president of Jiuquan Branch of CCB from June 2011 to July 2012; served as the secretary of Party Committee and president of Jiuquan Branch of the Bank from July 2012 to September 2020. He has been the secretary of Party Committee and president of Wuwei Branch of the Bank since September 2020.

Mr. WANG obtained a bachelor’s degree from the Open University of China in January 2012, majoring in economics.

Mr. LIU Peixun (劉培訓), aged 54, successively served as a deputy chief of the accounting and settlement section, manager of the planning and finance department and manager of the financial accounting department of Jinchang Branch of Industrial and Commercial Bank of China Limited from October 1988 to August 2008. He successively served as an account manager of Lanzhou Branch, an assistant to the general manager of the second marketing department, and the person in charge of Qilihe Sub-branch of Shanghai Pudong Development Bank Co., Ltd. from August 2008 to March 2012. He successively served as a deputy general manager of the planning and finance department, the secretary of Party Committee and president of Lanzhou High-tech Sub-branch, the secretary of Party Committee and president of Lanzhou Chengguan Sub-branch of the Bank from March 2012 to August 2021. He has been the general manager of the corporate business department of the Bank from August 2021.

Mr. LIU obtained a bachelor’s degree from the Open University of China in July 2003, majoring in finance.