
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any 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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bank of Gansu Co., Ltd.**, you should at once pass this circular, together with the proxy form that has been despatched to you, to the purchaser or the transferee, or to the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**(1) PROPOSED ELECTION OF MR. WANG XIZHEN AS AN EXECUTIVE
DIRECTOR OF THE BANK
AND
(2) NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING**

The 2022 first extraordinary general meeting (the “EGM”) of Bank of Gansu Co., Ltd. will be held at 10:30 a.m. on Friday, June 24, 2022 or immediately after the conclusion of the 2021 AGM (whichever is later) 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. A notice of convening the EGM is set out on pages 6 to 8 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM carefully and to complete the proxy form that has been despatched to you in accordance with the instructions printed thereon and return 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, by hand or by post no later than 24 hours before the time appointed for convening the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting(s) thereof in person if you so wish.

June 2, 2022

* *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.*

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DEFINITIONS

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

“2021 AGM”	the 2021 annual general meeting of the Bank to be held at 9:00 a.m. on Friday, June 24, 2022
“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
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary shares in the share capital of the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“EGM” or “2022 First EGM”	the 2022 first extraordinary general meeting of the Bank to be held at 10:30 a.m. on Friday, June 24, 2022 or immediately after the conclusion of the 2021 AGM (whichever is later)
“H Share(s)”	the overseas listed foreign shares in the ordinary share capital of the Bank, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong in Hong Kong dollars (stock code: 2139)
“H Shareholder(s)”	holders of H Share(s)
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan region

DEFINITIONS

“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	shares of the Bank, including Domestic Shares and H Shares
“Shareholder(s)”	Shareholder(s) of the Bank
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Director:

Mr. LIU Qing (*Chairman*)

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

Registered office in the PRC:

No. 525-1 Donggang West Road,

Chengguan District

Lanzhou, Gansu Province, the PRC

Principal place of business in the PRC:

Bank of Gansu Tower

No. 525-1 Donggang West Road

Chengguan District

Lanzhou

Gansu Province, the PRC

Principal place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED ELECTION OF MR. WANG XIZHEN AS AN EXECUTIVE
DIRECTOR OF THE BANK
AND
(2) NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

On behalf of the Board, I would like to invite you to attend the EGM to be held at 10:30 a.m. on Friday, June 24, 2022 or immediately after the conclusion of the 2021 AGM (whichever is later) 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.

The purpose of this circular is to provide you with the notice of the EGM and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM.

At the EGM, the following ordinary resolution will be proposed for approval (if thought fit), i.e. the resolution regarding the proposed election of Mr. Wang Xizhen as an executive Director of the third session of the Board of Directors of the Bank.

Ordinary Resolution:

(1) Resolution Regarding the Proposed Election of Mr. Wang Xizhen as an Executive Director of the Bank

Reference is made to the announcement of the Bank dated June 1, 2022, in relation to the proposed appointment of Mr. Wang Xizhen (“**Mr. Wang**”) as an executive Director of the Bank. The biography of Mr. Wang is as follows:

Mr. Wang Xizhen, aged 48, joined Gansu Branch of China Construction Bank in July 1995, and successively served as a member of the Party general branch and deputy general manager of the business department, the secretary of the Party Committee and president of Lanzhou Xigu Sub-branch, the secretary of the Party Committee and general manager of the business department, general manager of the cooperate business department, and a member of the Party Committee of Gansu Branch from July 1995 to March 2019. Mr. Wang served as a member of the Party Committee and vice president of Gansu Branch of China Construction Bank from March 2019 to May 2022.

LETTER FROM THE BOARD

Mr. Wang obtained a master's degree in business administration from Lanzhou University in the PRC in December 2012.

The qualification of Mr. Wang shall be reported to the China Banking and Insurance Regulatory Commission Gansu Office for examination and approval, and the appointment shall be effective from the date of approval of his qualification. If appointed, Mr. Wang will enter into a director's service contract with the Bank. Unless adjustment is required by applicable laws and regulations, his term of office will commence on the date when the resolution in respect of his election as a Director of the Bank is approved at the EGM and end on the expiry of the term of the third session of the Board of Directors, and he will be eligible for re-election and re-appointment upon the expiry of the term. The remuneration of Mr. Wang shall be determined depending on the relevant policies of the Bank and his position and performance, and is mainly comprised of base salary, performance-based remuneration, corporate annuity, staff benefits, social insurance and housing provident fund.

To the best knowledge of the Directors of the Bank and save as disclosed in this circular, Mr. Wang did not hold any directorship in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Wang does not have any relationship with any Director, supervisor, senior management, substantial Shareholders of the Bank.

Save as disclosed in this circular, Mr. Wang does not have any interest in any shares of the Bank or any of its associated corporations within the meaning of Part XV of the SFO as at the date of this circular.

Save as disclosed in this circular, Mr. Wang has confirmed that he is not aware of any other information and any other matters in respect of his appointment that are required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders of the Bank.

Resolution on the election of Mr. Wang as an executive Director of the third session of the Board of Directors of the Bank is hereby submitted by the Board of Directors to the EGM for consideration and approval.

LETTER FROM THE BOARD

2. THE EGM

The EGM will be held at 10:30 a.m. on Friday, June 24, 2022 or immediately after the conclusion of the 2021 AGM (whichever is later) 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. The notice of EGM is set out on pages 6 to 8 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of EGM carefully and to complete the proxy form that has been despatched to you in accordance with the instructions printed thereon and return 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, by hand or by post no later than 24 hours before the time appointed for convening the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting thereof in person if you so wish.

3. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at an extraordinary general meeting must be taken by poll. Therefore, the resolution to be proposed at the EGM as set out in the notice of EGM will be voted by poll. The poll results will be published on the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Bank at www.gsbankchina.com upon the convening of the EGM.

To the best knowledge of the Bank, no Shareholder or its associate is deemed to have a material interest in the resolution to be proposed at the EGM, and therefore no Shareholder is required to abstain from voting on the resolution.

LETTER FROM THE BOARD

4. RECOMMENDATION

The Directors (including the independent non-executive Directors of the Bank) consider that the resolution set out in the notice of EGM is in the interests of the Bank and its Shareholders as a whole. Therefore, the Board recommends you to vote in favor of the proposed resolution mentioned above.

By Order of the Board
Bank of Gansu Co., Ltd.*

LIU Qing
Chairman

Lanzhou, Gansu Province
June 2, 2022

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NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 2022 first extraordinary general meeting (the “EGM”) of Bank of Gansu Co., Ltd. (the “Bank”) will be held 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 10:30 a.m. on Friday, June 24, 2022 or immediately after the conclusion of the 2021 annual general meeting (whichever is later), to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the resolution regarding the proposed election of Mr. Wang Xizhen as an executive Director of the third session of the Board of Directors of the Bank.

By Order of the Board
Bank of Gansu Co., Ltd.*
LIU Qing
Chairman

Lanzhou, Gansu
June 2, 2022

NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Voting by poll

Pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”), all votes of Shareholders at an extraordinary general meeting must be taken by poll. As such, the votes on the resolution set out in the notice of EGM will be taken by poll. An announcement on the voting results will be published on the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Bank at www.gsbankchina.com after the convening of the EGM.

2. Eligibility for attending the EGM and closure of register of H Shareholders

In order to determine the H Shareholders who are eligible to attend the EGM, the register of H Shareholders of the Bank will be closed from Friday, 17 June, 2022 to Friday, 24 June, 2022 (both days inclusive), during which period no transfer of H shares will be registered.

For H Shareholders who wish to attend the EGM, all share certificates accompanied by instruments of transfer must be lodged with the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 16 June, 2022. H Shareholders of the Bank who are registered with Computershare Hong Kong Investor Services Limited on Friday, 24 June, 2022 are entitled to attend the EGM.

A Shareholder or his/her/its proxy should present proof of identity when attending the EGM. If a Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing body of such Shareholder may attend the EGM by providing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such person to attend the meeting.

3. Proxy

- (1) Each Shareholder who has the right to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies in writing to attend and vote on his/her/its behalf at the EGM. A proxy needs not be a Shareholder of the Bank.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.

H Shareholders shall lodge the proxy form, together with the notarized power of attorney or other document of authorization, with Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time specified for holding the EGM.

- (3) Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she so wish.
- (4) In the case of joint Shareholders and more than one of the Shareholders attending the meeting, whether in person or by proxy, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Bank in respect of the joint shareholding.

NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

4. Miscellaneous

- (1) The EGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses. However, taking into account the recent development of the COVID-19 pandemic, in order to facilitate the prevention and control of the pandemic and to safeguard the health and safety of the Shareholders and investors, the Bank encourages Shareholders to adopt an appropriate way to vote, such as appointing the Chairman of the EGM as a proxy to vote by poll on relevant resolution, instead of attending the EGM in person.
- (2) For details of the resolution submitted to the EGM for consideration and approval, please refer to the relevant content in the circular of the EGM to be dispatched by the Bank in due course.
- (3) Address of Computershare Hong Kong Investor Services Limited:

Shops 1712–1716,
17 Floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong
(for lodging the instruments of transfer)

17M Floor, Hopewell Centre,
183 Queen's Road East, Wanchai
Hong Kong
(for lodging the proxy form)

Telephone: (852) 2862 8555
Facsimile: (852) 2865 0990

- (4) Registered Office of the Bank in the PRC:

No. 525-1 Donggang West Road, Chengguan District
Lanzhou, Gansu Province
The PRC

Principal Place of Business of the Bank in the PRC:

Bank of Gansu Tower
No. 525-1 Donggang West Road, Chengguan District
Lanzhou, Gansu Province
The PRC

Contact department: the Office of the Board
Telephone: 86 (931) 877 0491
Facsimile: 86 (931) 877 1877
Contact person: Mr. CHEN Yufeng (陳宇峰)

As of the date of this notice, 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 and Mr. MA Zhiqiang as non-executive directors; and Ms. LUO Mei, Mr. WONG Sincere, Mr. DONG Ximiao, Mr. WANG Tingting and Mr. LIU Guanghua as independent non-executive directors.

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