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Guangzhou Rural Commercial Bank Co., Ltd.*

廣州農村商業銀行股份有限公司*

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

(H Share Stock code: 1551)

(Preference Share Stock code: 4618)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETINGS

This announcement is made by Guangzhou Rural Commercial Bank Co., Ltd.* (the “**Bank**”) pursuant to the Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the relevant requirements of the regulatory authorities, together with the actual situation of the Bank, the Board of Directors of the Bank (the “**Board**”) reviewed and approved certain proposed amendments to the existing Articles of Association of the Bank (the “**Articles of Association**”) (collectively the “**Proposed Amendments to the Articles of Association**”), aiming to, among other things, (i) ensure that the Articles of Association are in compliance with the core shareholder protection standards as set out in Appendix III to the Listing Rules; (ii) ensure that the amendments to the Articles of Association are in compliance with the relevant PRC laws and regulations; and (iii) ensure that the Articles of Association are consistent with the Bank’s actual situation.

The Proposed Amendments to the Articles of Association shall be subject to the approval by the upcoming annual general meeting (the “**AGM**”) and shareholders’ class meeting (the “**Shareholders’ Class Meeting**”) of the Bank and take effect from the date of approval by the Guangdong Bureau of China Banking and Insurance Regulatory Commission (the “**Guangdong Bureau CBIRC**”) (In particular, as the Bank intends to conduct an issuance of new shares (for details, please refer to the Bank’s announcement dated 26 April 2023 in relation to the the issuance of shares), the amendments to the articles of the Articles of Association in relation to the change of registered capital and the total number of shares (i.e. Articles 26 and 29) will take effect from the date of approval of the aforesaid issuance of shares by the relevant regulatory authorities and the completion of the issuance). The registered capital and the total number of shares of the Bank will be changed accordingly as a result of the aforesaid issuance of shares, and the Bank will subsequently perform its information disclosure obligations in accordance with the applicable laws and regulations in due course.

Details of the Proposed Amendments to the Articles of Association are set out in Appendix I.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETINGS

In view of the Proposed Amendments to the Articles of Association, the Board reviewed and approved the corresponding amendments to the existing rules of procedures of the Shareholders' General Meetings (the "**Rules of Procedures of the Shareholders' General Meetings**"). The proposed amendments to the Rules of Procedures of the Shareholders' General Meetings shall be approved by the AGM, and take effect from the date of approval of the relevant Proposed Amendments to the Articles of Association by the Guangdong Bureau CBIRC. Pending the approval of the relevant amendments to the Articles of Association by the AGM and Shareholders' Class Meeting and the Guangdong Bureau CBIRC, the existing Rules of Procedures of the Shareholders' General Meetings shall continue to be effective.

Details of the proposed amendments to the Rules of Procedures of the Shareholders' General Meetings are set out in Appendix II.

A circular containing (among others) details of the Proposed Amendments to the Articles of Association and proposed amendments to the Rules of Procedures of the Shareholders' General Meetings will be distributed to the shareholders of the Bank in due course.

By Order of the Board
Guangzhou Rural Commercial Bank Co., Ltd.*
Cai Jian
Chairman

Guangzhou, the PRC
26 April 2023

As at the date of this announcement, the Board comprises one executive director, namely Mr. Cai Jian; six non-executive directors, namely Mr. Da Hengcheng, Mr. Zuo Liang, Ms. Feng Kaiyun, Mr. Zhang Junzhou, Mr. Feng Yaoliang and Mr. Lai Zhiguang; and six independent non-executive directors, namely Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Tan Jinsong, Mr. Zhang Weiguo, Mr. Zhang Hua and Mr. Ma Hok Ming.

* *Guangzhou Rural Commercial Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit taking business in Hong Kong.*

APPENDIX I

Comparative Table of Amendments to the Articles of Association of Guangzhou Rural Commercial Bank Co., Ltd. (Amended in 2023)

No.	Original Articles	Amended Articles	Basis of Amendment
1	<p>Article 1 For the purpose of protecting the legitimate rights and interests of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Bank”), its shareholders and creditors, and of regulating the structure and acts of the Bank, the Articles of Association of the Bank (hereinafter referred to as the “Articles”) are hereby formulated in accordance with the Constitution of the Communist Party of China, the Working Rules of Primary-level Party Organizations of State-owned Enterprises (for trial implementation), the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Bank Law of the People’s Republic of China (hereinafter referred to as the “Commercial Bank Law”), the Banking Supervisory and Administrative Law of the People’s Republic of China (hereinafter referred to as the “Banking Supervisory and Administrative Law”), the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, (hereinafter referred to as the “Mandatory Provisions”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), “the State Council Guiding Opinions on the Experimental Development of Preference Shares”, “The Trial Administrative Measures on Preference Shares”, “the Guiding Opinions on Commercial Banks Offering Preferred Shares to Replenish Tier 1 Capital”, “Corporate Governance Guidelines for Banking and Insurance Institutions”, “the Interim Measures for Equity Management of Commercial Banks” as well as other relevant laws and regulations, departmental rules and regulatory documents.</p>	<p>Article 1 For the purpose of protecting the legitimate rights and interests of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Bank”), its shareholders and creditors, and of regulating the structure and acts of the Bank, the Articles of Association of the Bank (hereinafter referred to as the “Articles”) are hereby formulated in accordance with the Constitution of the Communist Party of China, the Working Rules of Primary-level Party Organizations of State-owned Enterprises (for trial implementation), the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Bank Law of the People’s Republic of China (hereinafter referred to as the “Commercial Bank Law”), the Banking Supervisory and Administrative Law of the People’s Republic of China (hereinafter referred to as the “Banking Supervisory and Administrative Law”), the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, (hereinafter referred to as the “Mandatory Provisions”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), “the State Council Guiding Opinions on the Experimental Development of Preference Shares”, “The Trial Administrative Measures on Preference Shares”, “the Guiding Opinions on Commercial Banks Offering Preferred Shares to Replenish Tier 1 Capital (2019 Revision)”, “Corporate Governance Guidelines for Banking and Insurance Institutions”, “the Interim Measures for Equity Management of Commercial Banks” as well as other relevant laws and regulations, departmental rules and regulatory documents.</p>	<ol style="list-style-type: none"> 1. Amendments have been made in accordance with the Decision of the State Council on Abolishing Some Administrative Regulations and Documents, Articles 34 and 35 of the Trial Measures for the Administration of Domestic Enterprises’ Overseas Issuance of Securities and Listing, and the Guiding Opinions on Commercial Banks Offering Preferred Shares to Replenish Tier 1 Capital jointly issued by the China Banking Regulatory Commission and the China Securities Regulatory Commission (2019 Revision) of the China Banking and Insurance Regulatory Commission and China Securities Regulatory Commission and other relevant provisions. 2. Standardised the use of punctuation.

No.	Original Articles	Amended Articles	Basis of Amendment
2	<p>Article 9 In accordance with the relevant regulations of the Constitution of the Communist Party of China, the Working Rules of Primary-level Party Organizations of State-owned Enterprises (for trial implementation) and the Company Law, establish the Committee of the Communist Party of China of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter the “Party Committee of the Bank”). The Party Committee of the Bank has established Party Committee Office, Party-Mass Relationship Work Department, Party Committee Organization Department, Party Committee Propaganda Department and other working organizations equipped with a certain number of full-time staff to deal with Party affairs and guarantee the working expense.</p> <p>In accordance with the requirements for the reform of the discipline inspection and supervision system of municipal financial enterprises, the Municipal Commission for Discipline Inspection has dispatched a discipline inspection and supervision team to Guangzhou Rural Commercial Bank to perform its supervisory responsibilities on the Bank. In accordance with the Party constitution and the decision of the Party Committee of the Bank, special discipline inspectors are dispatched to all operating institutions of the Bank to perform the functions of supervision within the Party.</p>	<p>Article 9 In accordance with the relevant regulations of the Constitution of the Communist Party of China, the Working Rules of Primary-level Party Organizations of State-owned Enterprises (for trial implementation) and the Company Law, establish the Committee of the Communist Party of China of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter the “Party Committee of the Bank”). The Party Committee of the Bank has established Party Committee Office, Party-Mass Relationship Work Department, Party Committee Organization Department, Party Committee Propaganda Department and other working organizations equipped with a certain number of full-time staff to deal with Party affairs and guarantee the working expense.</p> <p>In accordance with the requirements for the reform of the discipline inspection and supervision system of municipal financial enterprises, the Municipal Commission for Discipline Inspection has dispatched a discipline inspection and supervision team to Guangzhou Rural Commercial Bank to perform its supervisory responsibilities on the Bank. In accordance with the Party constitution and the decision of the Party Committee of the Bank, special discipline inspectors are dispatched to all operating institutions of the Bank to perform the functions of supervision within the Party.</p> <p><u>In accordance with the relevant provisions of the Constitution of the Communist Youth League of China and the Working Rules of Primary-level Party Organizations of State-Owned Enterprises of the Communist Youth League of China (for trial implementation)”, the Committee of the Communist Youth League of China of the Guangzhou Rural Commercial Bank Co., Ltd. was established, equipped with the cadres as required, guaranteed funding for the work of the League organization, and carried out a variety of Youth League activities.</u></p>	<p>Amended in accordance with the Notice on the Issuance of Several Measures on Further Strengthening the Work of Party Building Driving League Building in State-owned Enterprises in Guangzhou in the New Era and other relevant provisions of the Guangzhou Committee of the Communist Youth League and the State-owned Assets Supervision and Administration Commission of the Guangzhou Municipal People’s Government of the Communist Party of China.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
3	<p>Article 26 As approved by the approval department authorized by the State Council, the Bank may issue a total of 11,451,268,539.00 ordinary shares. Upon its establishment, the Bank issued 6,873,418,539.00 ordinary shares to its promoters, of which 4,023,418,539.00 shares were subscribed for by the members of the former Guangzhou Rural Credit Cooperative by way of share exchange, and 2,850,000,000.00 shares were subscribed for by the promoters in monetary capital.</p> <p>The Bank issued 2,125,335,000.00 overseas listed foreign shares (H shares) upon approval by the approval departments as authorized by the State Council.</p> <p>The Bank's ordinary share capital consists of 11,451,268,539.00 ordinary shares, among which 9,325,933,539.00 are domestic shares, representing 81.44% of the total issuable ordinary shares of the Bank; and 2,125,335,000.00 H shares, representing 18.56% of the total issuable ordinary shares of the Bank.</p> <p>The Bank issued 71,500,000 overseas preference shares.</p>	<p>Article 26 As approved by the approval department authorized by the State Council, the Bank may issue a total of 11,451,268,539.00 [•] ordinary shares. Upon its establishment, the Bank issued 6,873,418,539.00 ordinary shares to its promoters, of which 4,023,418,539.00 shares were subscribed for by the members of the former Guangzhou Rural Credit Cooperative by way of share exchange, and 2,850,000,000.00 shares were subscribed for by the promoters in monetary capital.</p> <p>The Bank issued 2,125,335,000.00 [•] overseas listed foreign shares (H shares) upon approval by the approval departments as authorized by the State Council.</p> <p>The Bank's ordinary share capital consists of 11,451,268,539.00 [•] ordinary shares, among which 9,325,933,539.00 [•] are domestic shares, representing 81.44[•]% of the total issuable ordinary shares of the Bank; and 2,125,335,000.00 [•] H shares, representing 18.56[•]% of the total issuable ordinary shares of the Bank.</p> <p>The Bank issued 71,500,000 overseas preference shares.</p>	<p>Amended in line with actual situation of the Bank.</p>
4	<p>Article 29 The registered capital of the Bank is RMB11,451,268,539.00, which is equal to its paid-up capital.</p>	<p>Article 29 The registered capital of the Bank is RMB11,451,268,539.00[•], which is equal to its paid-up capital.</p>	<p>Amended in line with actual situation of the Bank.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
5	<p>Article 49 Share certificates of the Bank shall be in registered form. Share certificates of the Bank must specify the following details:</p> <p>(1) the name of the Bank;</p> <p>(2) the incorporation date of the Bank;</p> <p>(3) the class, par value and number of shares that each share certificate represents;</p> <p>(4) the serial number of the share certificates;</p> <p>(5) other matters that must be specified according to the Company Law, the Special Regulations and the requirements of the securities regulatory authorities and the stock exchange of the place where the shares of the Bank are listed;</p> <p>(6) if shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase “no voting rights” in their title;</p> <p>(7) if shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase “restricted voting rights” or “limited voting rights” in their titles.</p> <p>The overseas listed foreign shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing in the jurisdiction the shares of the Bank are listed in.</p>	<p>Article 49 Share certificates of the Bank shall be in registered form. Share certificates of the Bank must specify the following details:</p> <p>(1) the name of the Bank;</p> <p>(2) the incorporation date of the Bank;</p> <p>(3) the class, par value and number of shares that each share certificate represents;</p> <p>(4) the serial number of the share certificates;</p> <p>(5) other matters that must be specified according to the Company Law; the Special Regulations and the requirements of the securities regulatory authorities and the stock exchange of the place where the shares of the Bank are listed;</p> <p>(6) if shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase “no voting rights” in their title;</p> <p>(7) if shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase “restricted voting rights” or “limited voting rights” in their titles.</p> <p>The overseas listed foreign shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing in the jurisdiction the shares of the Bank are listed in.</p>	<p>Amended in accordance with the Decision of the State Council on Abolishing Some Administrative Regulations and Documents and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
6	<p>Article 53 The Bank shall keep a complete register of members.</p> <p>The register of members shall comprise the following parts:</p> <p>(1) the register kept at the Bank’s domicile, apart from those mentioned under items (2) and (3);</p> <p>(2) the registers of members of the overseas listed foreign shares (excluding preference shares) of the Bank kept at the location(s) of the overseas stock exchange(s) on which the shares are listed;</p> <p>(3) any other register of members kept at such other places as the Board of Directors deems necessary for the purpose of listing the shares (including ordinary shares and preference shares) of the Bank.</p>	<p>Article 53 The Bank shall keep a complete register of members <u>and make it available for inspection by its shareholders.</u></p> <p>The register of members shall comprise the following parts:</p> <p>(1) the register kept at the Bank’s domicile, apart from those mentioned under items (2) and (3);</p> <p>(2) the registers of members of the overseas listed foreign shares (excluding preference shares) of the Bank kept at the location(s) of the overseas stock exchange(s) on which the shares are listed;</p> <p>(3) any other register of members kept at such other places as the Board of Directors deems necessary for the purpose of listing the shares (including ordinary shares and preference shares) of the Bank.</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>
7	<p>Article 55 If the laws, administrative regulations, departmental rules, normative documents, the requirements of the stock exchange where securities of the Bank are listed and the relevant regulatory authorities have provisions regarding the book closure period of share transfer registration before the Shareholders’ general meeting or the base date on which the Bank decides to distribute dividends, the provisions shall prevail.</p>	<p>Article 55 If the laws, administrative regulations, departmental rules, normative documents, the requirements of the stock exchange where securities of the Bank are listed and the relevant regulatory authorities have provisions regarding the book closure period of share transfer registration before the Shareholders’ general meeting or the base date on which the Bank decides to distribute dividends <u>(including but not limited to section 632 of the Hong Kong Companies Ordinance, etc.),</u> the provisions shall prevail.</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
8	<p>Article 62 A common shareholder of the Bank shall enjoy the following rights:</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to request for convention, convene, preside over, attend in person or by a proxy general meeting, and exercise voting rights based on the number of the shares held by him/her in accordance with the law;</p> <p>(3) to supervise the business operation of the Bank, and to make suggestions and enquires accordingly;</p> <p>(4) to transfer, bestow or pledge shares held by him/her in accordance with the laws, regulations, regulatory provisions and the provisions of the Articles of Association;</p> <p>(5) to obtain relevant information in accordance with the laws, regulations, regulatory provisions and the provisions of the Articles of Association, including:</p> <p>1) to obtain a copy of the Articles of Association after its cost has been paid;</p> <p>2) to inspect and copy the following documents after a reasonable fee has been paid:</p> <p>(i) all parts of the register of members;</p>	<p>Article 62 A common shareholder of the Bank shall enjoy the following rights:</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to request for convention, convene, preside over, attend in person or by a proxy general meeting, <u>speak at the shareholders' general meeting</u> and exercise voting rights based on the number of the shares held by him/her in accordance with the law (<u>unless individual shareholders are required to abstain from voting to approve the matter under consideration in accordance with applicable Rules Governing the Listing of Securities as amended from time to time</u>);</p> <p>(3) to supervise the business operation of the Bank, and to make suggestions and enquires accordingly;</p> <p>(4) to transfer, bestow or pledge shares held by him/her in accordance with the laws, regulations, regulatory provisions and the provisions of the Articles of Association;</p> <p>(5) to obtain relevant information in accordance with the laws, regulations, regulatory provisions and the provisions of the Articles of Association, including:</p> <p>1) to obtain a copy of the Articles of Association after its cost has been paid;</p> <p>2) to inspect and copy the following documents after a reasonable fee has been paid:</p> <p>(i) all parts of the register of members;</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
	<p>(ii) the personal information of directors, supervisors, and senior management of the Bank, including:</p> <p>(1) present and former names and alias;</p> <p>(2) main address (domicile);</p> <p>(3) nationality;</p> <p>(4) professional job and other part-time occupation and position;</p> <p>(5) identification documents and its number.</p> <p>(iii) status of the share capital of the Bank;</p> <p>(iv) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expense paid by the Bank in relation to such repurchases;</p> <p>(v) minutes of the general meetings;</p> <p>(vi) the latest audited financial statements and the reports of the Board of Directors, auditors and the Board of Supervisors;</p> <p>(vii) special resolutions;</p> <p>(viii) the copy of the latest corporate annual report submitted to the administrative authorities for industry and commerce or other competent authorities for filing;</p> <p>(ix) counterfoil of bonds, minutes of the meetings of the Board of Directors, and minutes of the meetings of the Board of Supervisors, and financial and accounting reports of the Bank;</p>	<p>(ii) the personal information of directors, supervisors, and senior management of the Bank, including:</p> <p>(1) present and former names and alias;</p> <p>(2) main address (domicile);</p> <p>(3) nationality;</p> <p>(4) professional job and other part-time occupation and position;</p> <p>(5) identification documents and its number.</p> <p>(iii) status of the share capital of the Bank;</p> <p>(iv) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expense paid by the Bank in relation to such repurchases;</p> <p>(v) minutes of the general meetings;</p> <p>(vi) the latest audited financial statements and the reports of the Board of Directors, auditors and the Board of Supervisors;</p> <p>(vii) special resolutions;</p> <p>(viii) the copy of the latest corporate annual report submitted to the administrative authorities for industry and commerce or other competent authorities for filing;</p> <p>(ix) counterfoil of bonds, minutes of the meetings of the Board of Directors, and minutes of the meetings of the Board of Supervisors, and financial and accounting reports of the Bank;</p>	

No.	Original Articles	Amended Articles	Basis of Amendment
	<p>Except for the documents mentioned in item (2) above, the Bank shall maintain all documents set out in items (1) to (8) above at its domicile in Hong Kong according to the Hong Kong Listing Rules to make them available for free inspection by the public and shareholders of its overseas listed shares. Documents mentioned in item (5) shall only be available for the shareholders with voting rights at relevant shareholder's general meetings.</p> <p>Copies of minutes of the shareholders' meetings are available for shareholders' inspection free of charge during working hours of the Bank. Upon request of any shareholder obtaining the copies of the relevant meeting minutes, the Bank shall dispatch the relevant copies within seven days after receipt of a reasonable fee.</p> <p>(6) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the dissolution or liquidation of the Bank;</p> <p>(7) to request the Bank to repurchase shares from such shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank;</p> <p>(8) to have other rights conferred in accordance with the laws, administrative regulations and the Articles of Association.</p>	<p>Except for the documents mentioned in item (2) above, the Bank shall maintain all documents set out in items (1) to (8) above at its domicile in Hong Kong according to the Hong Kong Listing Rules to make them available for free inspection by the public and shareholders of its overseas listed shares. Documents mentioned in item (5) shall only be available for the shareholders with voting rights at relevant shareholder's general meetings.</p> <p>Copies of minutes of the shareholders' meetings are available for shareholders' inspection free of charge during working hours of the Bank. Upon request of any shareholder obtaining the copies of the relevant meeting minutes, the Bank shall dispatch the relevant copies within seven days after receipt of a reasonable fee.</p> <p>(6) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the dissolution or liquidation of the Bank;</p> <p>(7) to request the Bank to repurchase shares from such shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank;</p> <p>(8) to have other rights conferred in accordance with the laws, administrative regulations and the Articles of Association.</p>	

No.	Original Articles	Amended Articles	Basis of Amendment
	<p>Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>For a shareholder that makes any false statement, abuses shareholders' rights or otherwise damages the interests of a commercial bank, the banking regulatory authority of the State Council or its local offices may restrict or prohibit connected transactions between the commercial bank and the shareholder, restrict the limit of equity held in the commercial bank, and equity pledge ratio, etc., and restrict its right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>If any person who has direct or indirect interest of the Bank does not disclose such interest to the Bank and exercises the rights of shares, the Bank shall not damage his/her rights based on shares of the Bank in freezing or other ways.</p>	<p>Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>For a shareholder that makes any false statement, abuses shareholders' rights or otherwise damages the interests of a commercial bank, the banking regulatory authority of the State Council or its local offices may restrict or prohibit connected transactions between the commercial bank and the shareholder, restrict the limit of equity held in the commercial bank, and equity pledge ratio, etc., and restrict its right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>If any person who has direct or indirect interest of the Bank does not disclose such interest to the Bank and exercises the rights of shares, the Bank shall not damage his/her rights based on shares of the Bank in freezing or other ways.</p>	

No.	Original Articles	Amended Articles	Basis of Amendment
9	<p>Article 74 The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(1) to decide on business policies and investment plans of the Bank;</p> <p>(2) to elect and replace non-employee directors and supervisors and decide the remuneration of relevant directors and supervisors;</p> <p>(3) to examine and approve reports prepared by the Board of Directors;</p> <p>(4) to examine and approve reports prepared by the Board of Supervisors;</p> <p>(5) to examine and approve annual budgets, final accounts, balance sheet, profit report and other financial reports;</p> <p>(6) to examine and approve profit distribution plans and plans for making up for losses of the Bank;</p> <p>(7) to adopt resolutions concerning the increase and reduction of the registered capital of the Bank;</p> <p>(8) to adopt resolutions on the issuance of bonds and other securities of the Bank and the listing thereof;</p> <p>(9) to adopt resolutions on the merger, division, dissolution, liquidation and change of the form of the Bank;</p> <p>(10) to amend the Articles of Association;</p>	<p>Article 74 The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(1) to decide on business policies and investment plans of the Bank;</p> <p>(2) to elect and replace non-employee directors and supervisors and decide the remuneration of relevant directors and supervisors;</p> <p>(3) to examine and approve reports prepared by the Board of Directors;</p> <p>(4) to examine and approve reports prepared by the Board of Supervisors;</p> <p>(5) to examine and approve annual budgets, final accounts, balance sheet, profit report and other financial reports;</p> <p>(6) to examine and approve profit distribution plans and plans for making up for losses of the Bank;</p> <p>(7) to adopt resolutions concerning the increase and reduction of the registered capital of the Bank;</p> <p>(8) to adopt resolutions on the issuance of bonds and other securities of the Bank and the listing thereof;</p> <p>(9) to adopt resolutions on the merger, division, dissolution, liquidation <u>(including voluntary winding-up)</u> and change of the form of the Bank;</p> <p>(10) to amend the Articles of Association;</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
	<p>(11) to resolve the appointment, re-appointment or removal of accounting firm that conducts regular audit of the Bank's financial reports;</p> <p>(12) to examine the single purchase or disposal of material assets (including but not limited to equity interest, fixed assets and other assets) or provision of any guarantee(s) in an amount exceeding 10% of the latest audited net assets;</p> <p>(13) to examine and approve any proposals submitted by any shareholder who individually or jointly hold more than three percent of the total voting rights shares of the Bank (including holders of preference shares with their voting rights restored);</p> <p>(14) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends;</p> <p>(15) to examine and approve the rules of procedures for shareholders' general meetings, the rules of procedures for the Board of Directors and the rules of procedures for the Board of Supervisors;</p> <p>(16) to examine and approve the share incentive schemes;</p> <p>(17) to resolve the acquisitions of the shares of the Bank in accordance with the provisions of the laws;</p> <p>(18) to examine and approve any other matters required by the laws, administrative regulations, regulatory provisions and the Articles of Association to be approved by a general meeting.</p> <p>The powers of the shareholders' general meeting as stipulated in the Company Law and Article 18 of the Corporate Governance Guidelines for Banking and Insurance Institutions shall not be authorized to the Board of Directors, other institutions or individuals to exercise.</p>	<p>(11) to resolve the appointment, re-appointment or removal of accounting firm that conducts regular audit of the Bank's financial reports <u>and its remuneration;</u></p> <p>(12) to examine the single purchase or disposal of material assets (including but not limited to equity interest, fixed assets and other assets) or provision of any guarantee(s) in an amount exceeding 10% of the latest audited net assets;</p> <p>(13) to examine and approve any proposals submitted by any shareholder who individually or jointly hold more than three percent of the total voting rights shares of the Bank (including holders of preference shares with their voting rights restored);</p> <p>(14) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends;</p> <p>(15) to examine and approve the rules of procedures for shareholders' general meetings, the rules of procedures for the Board of Directors and the rules of procedures for the Board of Supervisors;</p> <p>(16) to examine and approve the share incentive schemes;</p> <p>(17) to resolve the acquisitions of the shares of the Bank in accordance with the provisions of the laws;</p> <p>(18) to examine and approve any other matters required by the laws, administrative regulations, regulatory provisions and the Articles of Association to be approved by a general meeting.</p> <p>The powers of the shareholders' general meeting as stipulated in the Company Law and Article 18 of the Corporate Governance Guidelines for Banking and Insurance Institutions shall not be authorized to the Board of Directors, other institutions or individuals to exercise.</p>	

No.	Original Articles	Amended Articles	Basis of Amendment
10	<p>Article 82 The shareholders shall provide a written proposal to the Board of Directors when they make a request to convene an extraordinary general meeting or class meeting and shall act in compliance with the following procedures:</p> <p>(1) Two or more shareholders (including holders of preference shares with their voting rights restored) holding in aggregate ten percent or more of the shares carrying the right to vote at the meeting sought to be held shall sign one or more counterpart requisitions in writing requiring the Board of Directors to convene a shareholders' extraordinary general meeting or a class meeting and stating the objectives of the meeting. The abovementioned number of shares held shall be calculated as of the date of requisitions in writing made by the shareholders. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting or class meeting within ten days of receiving the proposal.</p> <p>(2) If the Board of Directors agrees to convene the extraordinary general meeting or class meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. Any changes to the proposal in the notice shall be agreed by relevant shareholders.</p>	<p>Article 82 The shareholders shall provide a written proposal to the Board of Directors when they make a request to convene an extraordinary general meeting or class meeting and shall act in compliance with the following procedures:</p> <p>(1) Two or more Shareholders (including holders of preference shares with their voting rights restored) individually or jointly holding in aggregate ten percent or more of the shares carrying the right to vote at the meeting sought to be held shall sign one or more counterpart requisitions in writing requiring the Board of Directors to convene a shareholders' extraordinary general meeting or a class meeting and stating the objectives of the meeting. The abovementioned number of shares held shall be calculated as of the date of requisitions in writing made by the shareholders. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting or class meeting within ten days of receiving the proposal.</p> <p>(2) If the Board of Directors agrees to convene the extraordinary general meeting or class meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. Any changes to the proposal in the notice shall be agreed by relevant shareholders.</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
	<p>(3) If the Board of Directors does not agree to convene the extraordinary general meeting or class meeting, or fails to give its response within ten days of receiving the proposal, the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold ten percent or more of the shares carrying the right to vote shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting or class meeting and this proposal shall be made to the Board of Supervisors in writing.</p> <p>(4) If the Board of Supervisors agrees to convene an extraordinary general meeting or class meeting, a notice for convening such meetings shall be issued within five days of receiving the proposal. If the proposal contained in the original request is changed, approval of the related shareholders shall be sought.</p> <p>(5) If the Board of Supervisors fails to issue notice of the shareholders' general meeting or class meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting. Shareholders (including holders of preference shares with their voting rights restored) individually or jointly holding ten percent or more of the shares carrying the right to vote at the meeting to be held for ninety days or more consecutively may unilaterally convene and preside over such meeting.</p>	<p>(3) If the Board of Directors does not agree to convene the extraordinary general meeting or class meeting, or fails to give its response within ten days of receiving the proposal, the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold ten percent or more of the shares carrying the right to vote shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting or class meeting and this proposal shall be made to the Board of Supervisors in writing.</p> <p>(4) If the Board of Supervisors agrees to convene an extraordinary general meeting or class meeting, a notice for convening such meetings shall be issued within five days of receiving the proposal. If the proposal contained in the original request is changed, approval of the related shareholders shall be sought.</p> <p>(5) If the Board of Supervisors fails to issue notice of the shareholders' general meeting or class meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting. Shareholders (including holders of preference shares with their voting rights restored) individually or jointly holding ten percent or more of the shares carrying the right to vote at the meeting to be held for ninety days or more consecutively may unilaterally convene and preside over such meeting.</p>	

No.	Original Articles	Amended Articles	Basis of Amendment
11	<p>Article 98 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid credentials or certificate providing proof of their identities and shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document, copy of shareholder's identity card, power of attorney and certificate providing proof of the shareholding of the appointing shareholder.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification documents, valid identification documents showing that he/she qualifies to serve as a legal representative and certificate providing proof of the corporate shareholder's shareholding. If a proxy attends the meeting, he/she shall produce his/her own identification documents, power of attorney granted by the legal representative of the corporate shareholder and certificate providing proof of the corporate shareholder's shareholding.</p> <p>Shareholders, who are qualified clearing companies or their nominees, may authorize one or more persons as their proxies as they deem fit to attend any shareholders general meetings or any class meetings on their behalf. In the event that more than one person is authorized, the proxy form shall contain the number and class of shares in relation to the appointment of each of the proxy. The proxy form shall be signed by the proxy as authorized by the qualified clearing company. Proxies may attend the shareholders' meeting on behalf of the qualified clearing companies (or its nominees), without showing the share certificates, notarized letter of authorization and/or other authorization documents and shall be deemed as the shareholder of the Bank.</p>	<p>Article 98 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid credentials or certificate providing proof of their identities and shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document, copy of shareholder's identity card, power of attorney and certificate providing proof of the shareholding of the appointing shareholder.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification documents, valid identification documents showing that he/she qualifies to serve as a legal representative and certificate providing proof of the corporate shareholder's shareholding. If a proxy attends the meeting, he/she shall produce his/her own identification documents, power of attorney granted by the legal representative of the corporate shareholder and certificate providing proof of the corporate shareholder's shareholding.</p> <p>Shareholders, who are qualified clearing companies or their nominees, may authorize one or more persons as their proxies as they deem fit or company's representatives to attend any shareholders general meetings or any class meetings or creditors meetings on their behalf. In the event that more than one person is authorized, the proxy form shall contain the number and class of shares in relation to the appointment of each of the proxy. The proxy form shall be signed by the proxy as authorized by the qualified clearing company. Proxies may attend the shareholders' meeting on behalf of the qualified clearing companies (or its nominees), without showing the share certificates, notarized letter of authorization and/or other authorization documents, speak and exercise rights, and shall be deemed as the shareholder of the Bank.</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
12	<p>Article 100 The proxy form shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least twenty-four hours prior to the meeting at which the proxy is authorized to vote or twenty-four hours before the scheduled voting time. Where such a proxy form is signed by a person authorized by the principal, the letter of authorization authorizing signature or other authorization documents shall be notarized. The notarized letter of authorization or other authorization documents shall, together with the proxy form for the voting proxy, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representatives or a person authorized by its board of directors or other decision making body upon resolution shall attend the general meeting of the Bank.</p>	<p>Article 100 The proxy form shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least twenty-four hours prior to the meeting at which the proxy is authorized to vote or twenty-four hours before the scheduled voting time. Where such a proxy form is signed by a person authorized by the principal, the letter of authorization authorizing signature or other authorization documents shall be notarized. The notarized letter of authorization or other authorization documents shall, together with the proxy form for the voting proxy, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representatives or a person authorized by its board of directors or other decision making body upon resolution shall attend the general meeting of the Bank (<u>such legal entity shall be treated as being present in person if it has appointed a proxy to attend any meeting</u>).</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
13	<p>Article 115 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(1) the work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) the profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(3) election and replacement of members of the Board of Directors and the Board of Supervisors, the remunerations of the relevant directors and supervisors and the payment thereof;</p> <p>(4) the annual financial budgets, final accounts, balance sheet, profit report and other financial reports of the Bank;</p> <p>(5) the annual report of the Bank;</p> <p>(6) reviewing and approving the Rules of Procedures for the shareholders' general meeting, the Board of Directors and the Board of Supervisors;</p> <p>(7) resolving on the appointment, re-appointment or removal of accounting firm that conducts regular statutory audit of the Bank's financial reports;</p> <p>(8) matters other than those required by the laws, regulations and the Articles of Association to be approved by special resolutions.</p>	<p>Article 115 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(1) the work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) the profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(3) election and replacement of members of the Board of Directors and the Board of Supervisors, the remunerations of the relevant directors and supervisors and the payment thereof;</p> <p>(4) the annual financial budgets, final accounts, balance sheet, profit report and other financial reports of the Bank;</p> <p>(5) the annual report of the Bank;</p> <p>(6) reviewing and approving the Rules of Procedures for the shareholders' general meeting, the Board of Directors and the Board of Supervisors;</p> <p>(7) resolving on the appointment, re-appointment or removal of accounting firm that conducts regular statutory audit of the Bank's financial reports <u>and its remuneration;</u></p> <p>(8) matters other than those required by the laws, regulations and the Articles of Association to be approved by special resolutions.</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
14	<p>Article 116 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(1) increase or decrease of the registered capital of the Bank or issuance of securities, certificate of contribution (認股證) and other similar types of securities of the Bank;</p> <p>(2) issuance of bonds or securities of the Bank and the listing thereof;</p> <p>(3) merger, division, dissolution and liquidation of the Bank or change of the form of the Bank;</p> <p>(4) amendment to the Articles of Association;</p> <p>(5) dismissal of an independent director;</p> <p>(6) examine and approve the share incentive schemes;</p> <p>(7) making resolutions on the acquisition of the Bank's shares in accordance with the law;</p> <p>(8) any other matters as required by the laws, regulations, regulatory provisions, the Article of Association or determined by an ordinary resolution at a general meeting that may have material effect on the Bank and must be approved by special resolutions.</p>	<p>Article 116 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(1) increase or decrease of the registered capital of the Bank or issuance of securities, certificate of contribution (認股證) and other similar types of securities of the Bank;</p> <p>(2) issuance of bonds or securities of the Bank and the listing thereof;</p> <p>(3) merger, division, dissolution and liquidation (including voluntary winding-up) of the Bank or change of the form of the Bank;</p> <p>(4) amendment to the Articles of Association;</p> <p>(5) dismissal of an independent director;</p> <p>(6) examine and approve the share incentive schemes;</p> <p>(7) making resolutions on the acquisition of the Bank's shares in accordance with the law;</p> <p>(8) any other matters as required by the laws, regulations, regulatory provisions, the Article of Association or determined by an ordinary resolution at a general meeting that may have material effect on the Bank and must be approved by special resolutions.</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
15	<p>Article 136 To hold a class meeting, a written notice shall be given 45 days before the date of the meeting, so as to notify all the Shareholders of the relevant class listed on the register of the matters to be considered at the meeting and the meeting date and place. Shareholders who intend to attend the meeting shall serve on the Bank written replies of their intention to attend 20 days before the meeting.</p> <p>Where the number of voting shares represented by the Shareholders to attend the meeting is more than 1/2 of the total number of voting shares of the class, the Bank may convene a class meeting. If not, the Bank shall, within 5 days, notify the Shareholders again of the matters to be considered at the meeting, the date and place of the meeting in the form of a public announcement. After the notification via announcement, the Bank may convene the class meeting.</p>	<p>Article 136 To hold a class meeting, a written notice shall be given 45 days before the date of the meeting with reference to the notice period requirement for convening a shareholders' general meeting in these Articles, so as to notify all the Shareholders of the relevant class listed on the register of the matters to be considered at the meeting and the meeting date and place. Shareholders who intend to attend the meeting shall serve on the Bank written replies of their intention to attend 20 days before the meeting.</p> <p>Where the number of voting shares represented by the Shareholders to attend the meeting is more than 1/2 of the total number of voting shares of the class, the Bank may convene a class meeting. If not, the Bank shall, within 5 days, notify the Shareholders again of the matters to be considered at the meeting, the date and place of the meeting in the form of a public announcement. After the notification via announcement, the Bank may convene the class meeting.</p>	<p>Amendments have been made in accordance with the Decision of the State Council on Abolishing Some Administrative Regulations and Documents, the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, Articles 20 and 22 of the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, Article 102 of the Company Law of the People's Republic of China (2018 Revision), and Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>
16	<p>Article 326 Any amendments to be made to the Articles of Association pursuant to a resolution of the shareholders' general meeting shall be subject to the approval of the banking regulatory authorities under the State Council. The amendments involving content of the Mandatory Provisions will only be effective upon approval of the department in charge of examination and approval and the securities regulatory department authorized by the State Council, while the amendment involving matters of company registration must be registered with the relevant authority in accordance with applicable laws.</p>	<p>Article 326 Any amendments to be made to the Articles of Association pursuant to a resolution of the shareholders' general meeting shall be subject to the approval of the banking regulatory authorities under the State Council. The amendments involving content of the Mandatory Provisions will only be effective upon approval of the department in charge of examination and approval and the securities regulatory department authorized by the State Council, while the amendment involving matters of company registration must be registered with the relevant authority in accordance with applicable laws.</p>	<p>Amendments have been made in accordance with Article 34 and Article 35 of the Trial Measures for the Administration of Domestic Enterprises' Overseas Issuance of Securities and Listing and Article 162 of the Circular of the Securities Commission of the State Council and the State Economic System Reform Commission on the Implementation of the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas and other relevant provisions.</p>

APPENDIX II

Comparative Table of Amendments to the Rules of Procedures of Shareholders' General Meetings of Guangzhou Rural Commercial Bank Co., Ltd. (Amended in 2023)

No.	Original Articles	Amended Articles	Basis of Amendment
1	<p>Article 1 To ensure that shareholders exercise their rights in accordance with the law, ensure the efficient and standardized operation of shareholders' general meeting, and improve the bank's governance structure, Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as "the Bank") formulated these rules, in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Banking Law of the People's Republic of China (hereinafter referred to as the "Commercial Banking Law"), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the "Special Regulations"), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas ("Mandatory Provisions"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, (hereinafter referred to as "Hong Kong Listing Rules"), the Corporate Governance Guidelines for Banking and Insurance Institutions, the Guiding Opinions of the State Council on the Pilot Implementation of Preferred Shares, the Administrative Measures for the Pilot Projects of Preferred Shares, Relevant laws, Administrative Regulations and Rules About the Guiding Opinions on Commercial Banks Offering Preferred Shares to Replenish Tier 1 Capital, the Provisions of the Securities Regulatory Authority at the Place where the Bank's Securities are Listed, and the Articles of Association of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as the "Articles of Association"), combined with the actual situation of the Bank.</p>	<p>Article 1 To ensure that shareholders exercise their rights in accordance with the law, ensure the efficient and standardized operation of shareholders' general meeting, and improve the bank's governance structure, Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as "the Bank") formulated these rules, in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Banking Law of the People's Republic of China (hereinafter referred to as the "Commercial Banking Law"), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the "Special Regulations"); the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas ("Mandatory Provisions"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, (hereinafter referred to as "Hong Kong Listing Rules"), the Corporate Governance Guidelines for Banking and Insurance Institutions, the Guiding Opinions of the State Council on the Pilot Implementation of Preferred Shares, the Administrative Measures for the Pilot Projects of Preferred Shares, Relevant laws, Administrative Regulations and Rules About the Guiding Opinions on Commercial Banks Offering Preferred Shares to Replenish Tier 1 Capital (2019 Revision), the Provisions of the Securities Regulatory Authority at the Place where the Bank's Securities are Listed, and the Articles of Association of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as the "Articles of Association"), combined with the actual situation of the Bank.</p>	<p>1. Amendments have been made in accordance with the Decision of the State Council on Abolishing Some Administrative Regulations and Documents, Articles 34 and 35 of the Trial Measures for the Administration of Domestic Enterprises' Overseas Issuance of Securities and Listing, and the Guiding Opinions on Commercial Banks Offering Preferred Shares to Replenish Tier 1 Capital jointly issued by the China Banking Regulatory Commission and the China Securities Regulatory Commission (2019 Revision) of the China Banking and Insurance Regulatory Commission and China Securities Regulatory Commission and other relevant provisions.</p> <p>2. Standardised the use of punctuation.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
2	<p>Article 7 The shareholders' general meeting is the authoritative body of the Bank and exercises the following functions and powers in accordance with law:</p> <p>(I) to decide on business policies and investment plans of the Bank;</p> <p>(II) to elect and replace non-employee directors and supervisors and decide the remuneration of relevant directors and supervisors;</p> <p>(III) to examine and approve reports prepared by the Board of Directors;</p> <p>(IV) to examine and approve reports prepared by the Board of Supervisors;</p> <p>(V) to examine and approve annual budgets, final accounts, balance sheet, profit report and other financial reports;</p> <p>(VI) to examine and approve profit distribution plans and plans for making up for losses of the Bank;</p> <p>(VII) to adopt resolutions concerning the increase and reduction of the registered capital of the Bank;</p>	<p>Article 7 The shareholders' general meeting is the authoritative body of the Bank and exercises the following functions and powers in accordance with law:</p> <p>(I) to decide on business policies and investment plans of the Bank;</p> <p>(II) to elect and replace non-employee directors and supervisors and decide the remuneration of relevant directors and supervisors;</p> <p>(III) to examine and approve reports prepared by the Board of Directors;</p> <p>(IV) to examine and approve reports prepared by the Board of Supervisors;</p> <p>(V) to examine and approve annual budgets, final accounts, balance sheet, profit report and other financial reports;</p> <p>(VI) to examine and approve profit distribution plans and plans for making up for losses of the Bank;</p> <p>(VII) to adopt resolutions concerning the increase and reduction of the registered capital of the Bank;</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
	(VIII) to adopt resolutions on the issuance of bonds and other securities of the Bank and the listing thereof;	(VIII) to adopt resolutions on the issuance of bonds and other securities of the Bank and the listing thereof;	
	(IX) to adopt resolutions on the merger, division, dissolution, liquidation and change of the form of the Bank;	(IX) to adopt resolutions on the merger, division, dissolution, liquidation (including voluntary winding-up) and change of the form of the Bank;	
	(X) to amend the Articles of Association;	(X) to amend the Articles of Association;	
	(XI) to resolve the appointment, reappointment or removal of accounting firm that conducts regular audit of the Bank's financial reports;	(XI) to resolve the appointment, reappointment or removal of accounting firm that conducts regular audit of the Bank's financial reports and its remuneration;	
	(XII) to review the single purchase or disposal of material assets (including but not limited to equity interest, fixed assets and other assets) or provision of any guarantee(s) in an amount exceeding ten percent of the latest audited net assets;	(XII) to review the single purchase or disposal of material assets (including but not limited to equity interest, fixed assets and other assets) or provision of any guarantee(s) in an amount exceeding ten percent of the latest audited net assets;	
	(XIII) to examine and approve any proposals submitted by any shareholder who individually or jointly hold more than three percent of the total voting rights shares of the Bank (including holders of preference shares with their voting rights restored);	(XIII) to examine and approve any proposals submitted by any shareholder who individually or jointly hold more than three percent of the total voting rights shares of the Bank (including holders of preference shares with their voting rights restored);	

No.	Original Articles	Amended Articles	Basis of Amendment
	<p>(XIV) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends; and</p> <p>(XV) to consider and approve the Rules of Procedures for Shareholders' General Meetings, the Board of Directors and the Board of Supervisors;</p> <p>(XVI) to consider and approve equity incentive schemes;</p> <p>(XVII) to resolve the acquisition of the Bank's shares in accordance with laws and regulations;</p> <p>(XVIII) to examine and approve any other matters required by the laws, administrative and regulations, regulatory requirements or the Articles of Association to be approved by a general meeting.</p> <p>The power of the shareholders' general meeting shall not be delegated to the Board of Directors, other institutions or individuals as stipulated in the Company Law and Article 18 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>	<p>(XIV) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends; and</p> <p>(XV) to consider and approve the Rules of Procedures for Shareholders' General Meetings, the Board of Directors and the Board of Supervisors;</p> <p>(XVI) to consider and approve equity incentive schemes;</p> <p>(XVII) to resolve the acquisition of the Bank's shares in accordance with laws and regulations;</p> <p>(XVIII) to examine and approve any other matters required by the laws, administrative and regulations, regulatory requirements or the Articles of Association to be approved by a general meeting.</p> <p>The power of the shareholders' general meeting shall not be delegated to the Board of Directors, other institutions or individuals as stipulated in the Company Law and Article 18 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>	

No.	Original Articles	Amended Articles	Basis of Amendment
3	<p>Article 14 The shareholders make a request to convene an extraordinary general meeting or class meeting and shall act in compliance with the following procedures:</p> <p>Two or more shareholders (including holders of preference shares with their voting rights restored) with in aggregate ten percent or more of the shares carrying the right to vote at the meeting sought to be held shall sign one or more counterpart requisitions in writing requiring the Board of Directors to convene a shareholders' extraordinary general meeting or a class meeting and stating the objectives of the meeting. The abovementioned number of shares held shall be calculated as of the date of requisitions in writing made by the shareholders. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting or class meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. Any changes to the proposal in the notice shall be agreed by relevant shareholders.</p>	<p>Article 14 The shareholders make a request to convene an extraordinary general meeting or class meeting and shall act in compliance with the following procedures:</p> <p>Two or more <u>Shareholders</u> (including holders of preference shares with their voting rights restored) with in aggregate ten percent or more, <u>individually or jointly</u>, of the shares carrying the right to vote at the meeting sought to be held shall sign one or more counterpart requisitions in writing requiring the Board of Directors to convene a shareholders' extraordinary general meeting or a class meeting and stating the objectives of the meeting. The abovementioned number of shares held shall be calculated as of the date of requisitions in writing made by the shareholders. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting or class meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. Any changes to the proposal in the notice shall be agreed by relevant shareholders.</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
	<p>If the Board of Directors does not agree to convene the extraordinary general meeting or class meeting, or fails to give its response within ten days of receiving the proposal, the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold ten percent or more of the shares carrying the right to vote shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting or class meeting and this proposal shall be made to the Board of Supervisors in writing.</p> <p>If the Board of Supervisors agrees to convene an extraordinary general meeting or class meeting, a notice for convening such meetings shall be issued within five days of receiving the proposal. If the proposal contained in the original request is changed, approval of the related shareholders shall be sought.</p> <p>If the Board of Supervisors fails to issue notice of the shareholders' general meeting or class meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting. Shareholders (including holders of preference shares with their voting rights restored) individually or jointly holding in aggregate ten percent or more of the shares carrying the right to vote of the Bank for ninety days or more consecutively may unilaterally convene and preside over such meeting.</p>	<p>If the Board of Directors does not agree to convene the extraordinary general meeting or class meeting, or fails to give its response within ten days of receiving the proposal, the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold ten percent or more of the shares carrying the right to vote shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting or class meeting and this proposal shall be made to the Board of Supervisors in writing.</p> <p>If the Board of Supervisors agrees to convene an extraordinary general meeting or class meeting, a notice for convening such meetings shall be issued within five days of receiving the proposal. If the proposal contained in the original request is changed, approval of the related shareholders shall be sought.</p> <p>If the Board of Supervisors fails to issue notice of the shareholders' general meeting or class meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting. Shareholders (including holders of preference shares with their voting rights restored) individually or jointly holding in aggregate ten percent or more of the shares carrying the right to vote of the Bank for ninety days or more consecutively may unilaterally convene and preside over such meeting.</p>	

No.	Original Articles	Amended Articles	Basis of Amendment
4	<p>Article 31 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid credentials or certificate providing proof of their identities and shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document, copy of shareholder's identity card, power of attorney and certificate providing proof of the shareholding of the appointing shareholder.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification documents, valid identification documents showing that he/she qualifies to serve as a legal representative and certificate providing proof of the corporate shareholder's shareholding. If a proxy attends the meeting, he/she shall produce his/her own identification documents, power of attorney granted by the legal representative of the corporate shareholder and certificate providing proof of the corporate shareholder's shareholding.</p>	<p>Article 31 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid credentials or certificate providing proof of their identities and shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document, copy of shareholder's identity card, power of attorney and certificate providing proof of the shareholding of the appointing shareholder.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification documents, valid identification documents showing that he/she qualifies to serve as a legal representative and certificate providing proof of the corporate shareholder's shareholding. If a proxy attends the meeting, he/she shall produce his/her own identification documents, power of attorney granted by the legal representative of the corporate shareholder and certificate providing proof of the corporate shareholder's shareholding.</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
	<p>Shareholders, who are qualified clearing companies or their nominees, may authorize one or more persons as their proxies as they deem fit to attend any shareholder’s general meetings or any class meetings on their behalf. In the event that more than one person is authorized, the proxy form shall contain the number and class of shares in relation to the appointment of each of the proxy. The proxy form shall be signed by the proxy as authorized by the qualified clearing company. Proxies may attend the shareholders’ meeting on behalf of the qualified clearing companies (or its nominees), without showing the share certificates, notarized letter of authorization and/or other authorization documents and shall be deemed as the shareholder of the Bank.</p>	<p>Shareholders, who are qualified clearing companies or their nominees, may authorize one or more persons as their proxies as they deem fit <u>or company’s representatives</u> to attend any shareholder’s general meetings or any class meetings <u>or creditors meetings</u> on their behalf. In the event that more than one person is authorized, the proxy form shall contain the number and class of shares in relation to the appointment of each of the proxy. The proxy form shall be signed by the proxy as authorized by the qualified clearing company. Proxies may attend the shareholders’ meeting on behalf of the qualified clearing companies (or its nominees), without showing the share certificates, notarized letter of authorization and/or other authorization documents, <u>speak and</u> exercise rights, and shall be deemed as the shareholder of the Bank.</p>	

No.	Original Articles	Amended Articles	Basis of Amendment
5	<p>Article 34 The proxy form shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least twenty-four hours prior to the meeting at which the proxy is authorized to vote or twenty-four hours before the scheduled voting time. Where such a proxy form is signed by a person authorized by the principal, the letter of authorization authorizing signature or other authorization documents shall be notarized. The notarized letter of authorization or other authorization documents shall, together with the proxy form for the voting proxy, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representatives or a person authorized by its board of directors or other decision making body upon resolution shall attend the general meeting of the Bank.</p>	<p>Article 34 The proxy form shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least twenty-four hours prior to the meeting at which the proxy is authorized to vote or twenty-four hours before the scheduled voting time. Where such a proxy form is signed by a person authorized by the principal, the letter of authorization authorizing signature or other authorization documents shall be notarized. The notarized letter of authorization or other authorization documents shall, together with the proxy form for the voting proxy, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representatives or a person authorized by its board of directors or other decision making body upon resolution shall attend the general meeting of the Bank <u>(such legal entity shall be treated as being present in person if it has appointed a proxy to attend any meeting)</u>.</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
6	<p>Article 45 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) the work reports of the Board of Directors and the Board of Supervisors;</p> <p>(II) the profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) election and replacement of members of the Board of Directors and the Board of Supervisors, the remunerations of the relevant directors and supervisors and the payment thereof;</p> <p>(IV) the annual financial budgets, final accounts, balance sheet, profit report and other financial reports of the Bank;</p> <p>(V) the annual report of the Bank;</p> <p>(VI) the consideration and approval of rules of procedure of general meeting, the Board of Directors and the Board of Supervisors;</p> <p>(VII) making resolutions on the appointment, reappointment or removal of the accounting firm that conducts regular statutory audits on the Bank's financial reports;</p> <p>(VIII) matters other than those required by the laws, regulations or the Articles of Association to be approved by special resolutions.</p>	<p>Article 45 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) the work reports of the Board of Directors and the Board of Supervisors;</p> <p>(II) the profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) election and replacement of members of the Board of Directors and the Board of Supervisors, the remunerations of the relevant directors and supervisors and the payment thereof;</p> <p>(IV) the annual financial budgets, final accounts, balance sheet, profit report and other financial reports of the Bank;</p> <p>(V) the annual report of the Bank;</p> <p>(VI) the consideration and approval of rules of procedure of general meeting, the Board of Directors and the Board of Supervisors;</p> <p>(VII) making resolutions on the appointment, reappointment or removal of the accounting firm that conducts regular statutory audits on the Bank's financial reports <u>and its remuneration;</u></p> <p>(VIII) matters other than those required by the laws, regulations or the Articles of Association to be approved by special resolutions.</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
7	<p>Article 46 The following matters shall be approved by a special resolution at a Shareholders' general meeting:</p> <p>(I) an increase or reduction in the registered capital and the issuance of any class of shares, warrants and other similar securities of the Bank issuance of bonds or securities of the Bank and the listing thereof;</p> <p>(II) issuance of bonds or securities of the Bank and the listing thereof;</p> <p>(III) merger, division, dissolution and liquidation of the Bank or change of the form of the Bank;</p> <p>(IV) amendment to the Articles of Association;</p> <p>(V) dismissal of independent directors;</p> <p>(VI) consideration and approval of the equity incentive schemes;</p> <p>(VII) resolution on the acquisition of shares of the Company in accordance with laws;</p> <p>(VIII) any other matters as required by the laws, regulations, regulatory requirements or the Article of Association and or determined by an ordinary resolution at a general meeting that may have material effect on the Bank and must be approved by special resolutions.</p>	<p>Article 46 The following matters shall be approved by a special resolution at a Shareholders' general meeting:</p> <p>(I) an increase or reduction in the registered capital and the issuance of any class of shares, warrants and other similar securities of the Bank issuance of bonds or securities of the Bank and the listing thereof;</p> <p>(II) issuance of bonds or securities of the Bank and the listing thereof;</p> <p>(III) merger, division, dissolution and liquidation (<u>including voluntary winding-up</u>) of the Bank or change of the form of the Bank;</p> <p>(IV) amendment to the Articles of Association;</p> <p>(V) dismissal of independent directors;</p> <p>(VI) consideration and approval of the equity incentive schemes;</p> <p>(VII) resolution on the acquisition of shares of the Company in accordance with laws;</p> <p>(VIII) any other matters as required by the laws, regulations, regulatory requirements or the Article of Association and or determined by an ordinary resolution at a general meeting that may have material effect on the Bank and must be approved by special resolutions.</p>	<p>Amendments have been made in accordance with Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>

No.	Original Articles	Amended Articles	Basis of Amendment
8	<p>Article 72 When convening a class meeting, the Bank shall give written notice to all shareholders whose names appear in the register of shareholders of such class forty-five days prior to the convening of the meeting to inform them of the matters proposed to be considered and the date and venue of the meeting. Any shareholders intending to attend shall deliver to the Bank a written reply indicating his intention to attend such meeting 20 days before the meeting.</p> <p>If the number of voting rights shares represented by the shareholders who intend to attend the meeting reaches more than 1/2 of the Bank's total number of shares of that class at the meeting, the Bank may hold the class meeting; if not, the Bank shall again notify the shareholders within five days by announcement of the matters to be transacted at and the date and venue for, the meeting. After making the related announcement, the class meeting may be held.</p>	<p>Article 72 When convening a class meeting, the Bank shall give written notice to all shareholders whose names appear in the register of shareholders of such class <u>with reference to the notice period requirement for convening a shareholders' general meeting in these Articles</u> forty-five days prior to the convening of the meeting to inform them of the matters proposed to be considered and the date and venue of the meeting. Any shareholders intending to attend shall deliver to the Bank a written reply indicating his intention to attend such meeting 20 days before the meeting.</p> <p>If the number of voting rights shares represented by the shareholders who intend to attend the meeting reaches more than 1/2 of the Bank's total number of shares of that class at the meeting, the Bank may hold the class meeting; if not, the Bank shall again notify the shareholders within five days by announcement of the matters to be transacted at and the date and venue for, the meeting. After making the related announcement, the class meeting may be held.</p>	<p>Amendments have been made in accordance with the Decision of the State Council on Abolishing Some Administrative Regulations and Documents, the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, Articles 20 and 22 of the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, Article 102 of the Company Law of the People's Republic of China (2018 Revision), and Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.</p>