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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)

NOTICE OF ANNUAL GENERAL MEETING FOR 2022

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Bank of Gansu Co., Ltd. (the “Bank”) for 2022 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 9:00 a.m. on Tuesday, June 27, 2023, to consider and, if thought fit, pass the following resolutions.

Ordinary Resolutions

- (1) To consider and approve the resolution on the work report of the Board of Directors for 2022
- (2) To consider and approve the resolution on the work report of the Board of Supervisors for 2022
- (3) To consider and approve the resolution on the final financial accounts and financial audit report for 2022
- (4) To consider and approve the resolution on the profit distribution plan for 2022
- (5) To consider and approve the resolution on the financial budget plan for 2023
- (6) To consider and approve the resolution on the annual report for 2022
- (7) To consider and approve the resolution on the engagement of external auditing firms for 2023
- (8) To consider and approve the resolution on the work report of Independent Non-executive Directors for 2022
- (9) To consider and approve the resolution on the report of the Board of Supervisors on the evaluation of duty performance by the Board of Directors, the Board of Supervisors, the senior management and their members in 2022

- (10) To consider and approve the resolution on the remuneration distribution and settlement results for Directors and Supervisors for 2022
- (11) To consider and approve the resolution on the report on related-party/connected transactions for 2022
- (12) To consider and approve the resolution on the report on the assessment of the basic information of substantial Shareholders for 2022
- (13) To consider and approve the resolution on the amendments to the plan on authorization of the Shareholders' general meeting to the Board
- (14) To consider and approve the resolutions regarding the election of certain Directors of the third session of the Board of Directors of the Bank
 - a. To consider and approve the resolution regarding the election of Mr. ZHANG Junping as a non-executive Director of the third session of the Board of Directors of the Bank
 - b. To consider and approve the resolution regarding the election of Ms. ZHANG Tingting as a non-executive Director of the third session of the Board of Directors of the Bank
 - c. To consider and approve the resolution regarding the election of Mr. HAU Pak Sun as an independent non-executive Director of the third session of the Board of Directors of the Bank
 - d. To consider and approve the resolution regarding the election of Mr. WANG Lei as an independent non-executive Director of the third session of the Board of Directors of the Bank

Special Resolutions

- (15) To consider and approve the resolution on the general mandate to issue Shares
- (16) To consider and approve the resolution on the amendments to the Articles of Association

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

Lanzhou, Gansu
June 7, 2023

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 Shareholders’ resolutions will be voted on by poll at the AGM (except where the chairman decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands). An announcement on the voting results will be published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Bank (www.gsbankchina.com) in accordance with the Listing Rules.

2. ELIGIBILITY FOR ATTENDING THE AGM AND CLOSURE OF REGISTER OF HOLDERS OF H SHARES

In order to determine the holders of H Shares who are eligible to attend the AGM, the H share register of the Bank will be closed from Wednesday, June 21, 2023 to Tuesday, June 27, 2023 (both days inclusive), during which period no transfer of H Shares will be registered.

In order to be eligible for attending the annual general meeting of the Bank, share certificates accompanied by transfer documents 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 no later than 4:30 p.m. on Tuesday, June 20, 2023. Holders of H Shares of the Bank who have been registered with Computershare Hong Kong Investor Services Limited on Tuesday, June 27, 2023 are entitled to attend the AGM.

A shareholder or his/her proxy should present proof of identity when attending the AGM. If a shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such shareholder may attend the AGM 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 AGM convened by the above notice is entitled to appoint one or more proxies in writing to attend and vote on his/her behalf at the AGM. A proxy need 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.

Holders of H shares shall lodge the proxy form, together with the notarized power of attorney or other authority, to 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 AGM.

- (3) Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the AGM 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 share register of the Bank in respect of the joint shareholding.

4. ARRANGEMENTS FOR BAD WEATHER AND OTHER FORCE MAJEURE EVENTS

The AGM may be postponed to a later date and/or time or cancelled (at the discretion of the Company) if the AGM cannot be held due to bad weather and other special reasons such as force majeure. The Company will publish an announcement on the website of the Hong Kong Stock Exchange at www.hkex.com.hk and the website of Company at www.gsbankchina.com, setting out the postponement or cancellation of the AGM (provided that the Company’s failure to publish such announcement in time for any reason will not affect the decision of postponement or cancellation of the AGM). Shareholders may also raise enquiries via calling the H share registrar or the office of the Board of the Company.

5. MISCELLANEOUS

- (1) The AGM 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.
- (2) For details of the resolutions submitted to the AGM for consideration and approval, please refer to the relevant content in the circular of the AGM to be dispatched by the Bank in due course.
- (3) None of the directors, supervisors, president and other senior management of the Bank has material interests in matters to be considered.

- (4) 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 forms)

Telephone: (852) 2862 8555

Facsimile: (852) 2865 0990

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

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

- (6) 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 of the Bank comprises Mr. LIU Qing and Mr. WANG Xizhen as executive directors; Mr. ZHAO Xingjun, Mr. ZHANG Youda, Mr. GUO Jirong, Ms. YANG Chunmei and Mr. CHEN Jinhui 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.

- * *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.*