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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Bank of Guizhou Co., Ltd.\***, you should at once hand this circular, together with the form(s) of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**Bank of Guizhou Co., Ltd. \***  
**貴州銀行股份有限公司 \***

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

**(Stock Code: 6199)**

**(1) APPOINTMENT OF MS. WU FAN AS AN EXECUTIVE DIRECTOR OF THE  
THIRD SESSION OF THE BOARD OF THE BANK**  
**(2) APPOINTMENT OF MR. CHEN DUOHANG AS A NON-EXECUTIVE  
DIRECTOR OF THE THIRD SESSION OF THE BOARD OF THE BANK**  
**(3) 2023–2025 CAPITAL PLANNING OF BANK OF GUIZHOU CO., LTD.**  
**AND**  
**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024**

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A letter from the Board is set out on pages 1 to 7 of this circular.

The 2024 First EGM will be held at 2:30 p.m. on Wednesday, 27 March 2024 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC. The notice of the 2024 First EGM is set out on pages 22 to 25 of this circular. A form of proxy for use at the 2024 First EGM was published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.bgzchina.com](http://www.bgzchina.com)) on 11 March 2024.

Whether or not you intend to attend and vote at the 2024 First EGM, you are required to complete the form of proxy in accordance with the instructions printed thereon and deliver the form of proxy to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for the Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the 2024 First EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending in person or voting at the 2024 First EGM or any adjournment thereof should you so wish.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

11 March 2024

\* *Bank of Guizhou 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.*

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## CONTENT

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<b>DEFINITIONS .....</b>	<b>ii</b>
<b>LETTER FROM THE BOARD .....</b>	<b>1</b>
<b>APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES.....</b>	<b>8</b>
<b>APPENDIX II 2023-2025 CAPITAL PLANNING OF BANK OF GUIZHOU CO., LTD. ....</b>	<b>10</b>
<b>NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024.....</b>	<b>22</b>

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:*

“2024 First EGM”	The 2024 first extraordinary general meeting of the Bank to be held at 2:30 p.m. on Wednesday, 27 March 2024 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC
“Articles of Association”	the articles of association of the Bank, which may be amended, supplemented or otherwise amended from time to time
“Bank” or “Bank of Guizhou”	Bank of Guizhou Co., Ltd. (貴州銀行股份有限公司), a joint stock company incorporated on 28 September 2012 in Guizhou Province, the PRC with limited liability in accordance with PRC laws and regulations and, if the context requires, includes its predecessors, branches and sub-branches
“Board” or “Board of Directors”	the board of directors of the Bank
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular only, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan region
“Director(s)”	the director(s) of the Bank
“Domestic Shareholder(s)”	the holder(s) of the Domestic Shares
“H Shares(s)”	the overseas listed foreign Share(s) of par value RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars
“H Shareholder(s)”	the holder(s) of the H Shares
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	the holder(s) of the ordinary Share(s)
“%”	per cent



**Bank of Guizhou Co., Ltd. \***  
**貴州銀行股份有限公司 \***

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

**(Stock Code: 6199)**

*Executive Directors:*

Mr. YANG Mingshang (*Chairman*)  
Mr. CAI Dong

*Non-executive Director:*

Mr. CHEN Jingde  
Mr. CHEN Hanqing  
Ms. GONG Taotao  
Mr. ZHAO Yong  
Mr. SUN Junwei  
Ms. YE Jiangmei

*Independent non-executive Directors:*

Mr. WANG Gefan  
Mr. TANG Xin  
Mr. SONG Ke  
Mr. LEE Hoey Simon  
Ms. SUN Li

*Registered office in the PRC:*

No. 9, Yongchang Road  
Guanshanhu District, Guiyang  
Guizhou Province, PRC

*Principal place of business in Hong Kong:*

40/F, Dah Sing Financial Centre  
No. 248, Queen's Road East  
Wanchai, Hong Kong

*To the Shareholders*

Dear Sir or Madam,

**(1) APPOINTMENT OF MS. WU FAN AS AN EXECUTIVE DIRECTOR OF THE  
THIRD SESSION OF THE BOARD OF THE BANK**  
**(2) APPOINTMENT OF MR. CHEN DUOHANG AS A NON-EXECUTIVE  
DIRECTOR OF THE THIRD SESSION OF THE BOARD OF THE BANK**  
**(3) 2023–2025 CAPITAL PLANNING OF BANK OF GUIZHOU CO., LTD.**  
**AND**  
**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024**

**I. INTRODUCTION**

The 2024 First EGM of the Bank will be held at 2:30 p.m. on Wednesday, 27 March 2024. Three ordinary resolutions will be proposed at the 2024 First EGM for the consideration and approval, as appropriate, of the Shareholders:

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## LETTER FROM THE BOARD

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### ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Ms. Wu Fan as an executive Director of the third session of the Board of the Bank
2. To consider and approve the appointment of Mr. Chen Duohang as a non-executive Director of the third session of the Board of the Bank
3. To consider and approve the 2023-2025 Capital Planning of Bank of Guizhou Co., Ltd.

The purpose of this circular is to provide you with details of the aforementioned resolutions to be considered at the 2024 First EGM. The notice of the 2024 First EGM is set out on pages 22 to 25 of this circular.

## II. MATTERS TO BE CONSIDERED AT THE 2024 FIRST EGM

### 1. Appointment of Ms. Wu Fan as an Executive Director of the Third Session of the Board of the Bank

An ordinary resolution will be proposed at the 2024 First EGM to consider and approve the appointment of Ms. Wu Fan (“**Ms. Wu**”) as an executive Director of the third session of the Board of the Bank. Details are as follows:

Reference is made to the announcement of the Bank dated 7 March 2024 in relation to, among others, the proposed appointment of executive Director. An ordinary resolution will be proposed at the 2024 First EGM to consider and approve the appointment of Ms. Wu as an executive Director of the third session of the Board of the Bank, with the term of office commencing from the date of consideration and approval of her appointment by the 2024 First EGM and the approval of her directorship qualification by the National Administration of Financial Regulation Guizhou Office until the expiry of the term of the third session of the Board of the Bank.

Biographical details of Ms. Wu are set out in the appendix I to this circular.

Ms. Wu was selected as the candidate for executive Director after the Bank has considered the diversity of the members of the Board from multiple aspects, including but not limited to age, cultural and educational background, professional skills and knowledge as well as the experience and contribution that can be provided to the Board of Directors. The above resolution has been considered and approved by the Board of Directors on 7 March 2024 and is hereby presented at the 2024 First EGM for consideration and approval by way of an ordinary resolution.

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## LETTER FROM THE BOARD

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To the best of the knowledge of the Board, save as disclosed in this circular: (a) Ms. Wu has not held any directorship in public companies which are listed on any other securities market in the past three years; (b) Ms. Wu is the holder of 500,000 domestic shares in the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (c) there are no other matters that need to be brought to the attention of the shareholders of the Bank nor are there any other information that needs to be disclosed (as required under Rules 13.51(2) (a) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

The Bank will enter into a service contract with Ms. Wu (if appointed) and her remuneration during her tenure of office will be calculated and implemented as per the remuneration settlement plan of the Bank.

### **2. Appointment of Mr. Chen Duohang as a Non-executive Director of the Third Session of the Board of the Bank**

An ordinary resolution will be proposed at the 2024 First EGM to consider and approve the appointment of Mr. Chen Duohang (“**Mr. Chen**”) as a non-executive Director of the third session of the Board of the Bank. Details are as follows:

Reference is made to the announcement of the Bank dated 26 December 2023 in relation to, among others, the proposed appointment of non-executive Director. An ordinary resolution will be proposed at the 2024 First EGM to consider and approve the appointment of Mr. Chen as a non-executive Director of the third session of the Board of the Bank, with the term of office commencing from the date of consideration and approval of his appointment by the 2024 First EGM and the approval of his directorship qualification by the National Administration of Financial Regulation Guizhou Office until the expiry of the term of the third session of the Board of the Bank.

Biographical details of Mr. Chen are set out in the appendix I to this circular.

Mr. Chen was nominated by China Kweichow Moutai Distillery (Group) Co., Ltd., a shareholder of the Bank, as a candidate for non-executive Director. The Bank has considered the diversity of the members of the Board from multiple aspects, including but not limited to age, cultural and educational background, professional skills and knowledge as well as the experience and contribution that can be provided to the Board of Directors and proposed to appoint Mr. Chen as a non-executive Director of the Bank. The above resolution has been considered and approved by the Board of Directors on 26 December 2023 and is hereby presented at the 2024 First EGM for consideration and approval by way of ordinary resolutions.

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## LETTER FROM THE BOARD

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To the best of the knowledge of the Board, save as disclosed in this circular: (a) Mr. Chen has not held any directorship in public companies which are listed on any other securities market in the past three years; (b) Mr. Chen does not have any interest in the shares of the Bank or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (c) there are no other matters that need to be brought to the attention of the shareholders of the Bank nor are there any other information that needs to be disclosed (as required under Rules 13.51(2) (a) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

The Bank will enter into a service contract with Mr. Chen (if appointed) and Mr. Chan will not receive any remuneration from the Bank during his tenure of office.

### 3. **Formulation of 2023–2025 Capital Planning of Bank of Guizhou Co., Ltd.**

An ordinary resolution will be proposed at the 2024 First EGM to consider and approve the 2023–2025 Capital Planning of Bank of Guizhou Co., Ltd. Details are as follows:

According to the requirements of the Measures for the Capital Management of Commercial Banks (“**Capital Measures**”), commercial banks should formulate capital planning to ensure that it is in line with the Bank’s operating conditions, risk trends and long-term development strategies. The Bank has successfully accomplished the objectives set out in the capital planning for 2020–2022 and is required to prepare a new round of capital planning for 2023–2025 to provide strong safeguard for the Bank’s support in the development of real economy and strategic transformation.

On the basis of comprehensive consideration of the macroeconomic situation, the Bank’s operation and development strategy, and the experience gained from the formulation and implementation of capital planning in previous periods, the Bank prepared the 2023–2025 capital planning of Bank of Guizhou Co., Ltd. (the “**Capital Planning**”) in accordance with the relevant requirements of the Capital Measures to further enhance the capital management of the Bank, strengthen its risk resistance ability, maintain reasonable capital returns, and ensure that the Capital Planning for 2023–2025 is in line with, and serves, the Bank’s strategic development plan.



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## LETTER FROM THE BOARD

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The Capital Planning consists of six main parts, namely, formulation principles of Capital Planning, internal and external factors of the Capital Planning, major objectives of capital management, Capital Planning objectives, capital replenishment plan and capital management measures. According to the Capital Planning, the Bank's minimum capital adequacy ratio targets for 2023-2025 shall be: core tier 1 capital adequacy ratio not less than 7.5%, tier 1 capital adequacy ratio not less than 8.5%, capital adequacy ratio not less than 10.5%. At the same time, in order to ensure the continuous and stable development of the business and to maintain the Bank's favorable image as a well-capitalized bank, the Bank maintains a buffer space of 1–1.5 percentage points on top of the minimum targets. For details, please refer to Appendix II.

In order to ensure the smooth realization of the Capital Planning objectives, the Bank will, as a next step, proactively advance the implementation of new capital regulations, improve the capital allocation mechanism, perfect the internal capital adequacy assessment mechanism, optimize the capital assessment, improve the stress testing, and establish a diversified capital replenishment mechanism, etc., so as to ensure that the Bank's capital management efforts continue to improve and that capital adequacy levels remain stable and progressive, which will further promote the "light capital" transformation and achieve high-quality development.

The aforesaid resolution has been considered and approved by the Board on 27 November 2023 and is hereby submitted to the 2024 First EGM for consideration and approval by way of an ordinary resolution.

### III. 2024 FIRST EGM

The 2024 First EGM will be held at 2:30 p.m. on Wednesday, 27 March 2024 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC to consider and, if thought fit, to approve the proposed matters as set out in the relevant notice.

Whether or not you intend to attend and vote at the 2024 First EGM, you are required to complete the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending in person or voting at the 2024 First EGM or any adjournment thereof should you so wish. The form of proxy for the 2024 First EGM was published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.bgzchina.com](http://www.bgzchina.com)) on 11 March 2024.

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## LETTER FROM THE BOARD

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### **IV. VOTING BY WAY OF POLL**

Pursuant to the Rule 13.39(4) of the Listing Rules, all voting by the Shareholders at the general meeting shall be taken by the way of poll. As such, the chairman of the meeting will request a poll for each resolution proposed at the 2024 First EGM.

As far as the Directors are aware, no Shareholder or its associate (as defined in the Listing Rules) is deemed to have a material interest in any of the resolutions to be proposed at the 2024 First EGM, and accordingly, no Shareholder is required to abstain from voting on any resolutions at the 2024 First EGM.

The voting results of the 2024 First EGM will be published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank in accordance with the Listing Rules.

### **V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE 2024 FIRST EGM**

The register of members of the Bank will be closed from Tuesday, 26 March 2024 to Wednesday, 27 March 2024 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Bank on Wednesday, 27 March 2024 are entitled to attend and vote at the 2024 First EGM.

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## LETTER FROM THE BOARD

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For a holder of the Shares of the Bank to be eligible for attending and voting at the 2024 First EGM, all transfer documents together with the relevant share certificates and other appropriate documents of the holders of the Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the holders of the H Shares) or the office of the Board of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for the holders of the Domestic Shares) not later than 4:30 p.m. on Monday, 25 March 2024 for registration.

Pursuant to the requirement of the Articles of Association, if any Shareholder pledges over 50% (inclusive) of his/her/its equity in the Bank, in the duration of pledge, he/she/it shall not exercise voting right over the pledged equity at the 2024 First EGM.

### VI. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that all resolutions to be proposed at the 2024 First EGM are in the interests of the Bank and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the 2024 First EGM.

### VII. OTHER INFORMATION

Please pay attention to the information as set out in Appendix I and Appendix II in this circular.

By Order of the Board  
**Bank of Guizhou Co., Ltd.\***  
**YANG Mingshang**  
*Chairman*

Guiyang, the PRC, 11 March 2024

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## APPENDIX I      BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES

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**Ms. WU Fan (吳帆)**, born in August 1968. Ms. Wu Fan worked in China Construction Bank (中國建設銀行) (“CCB”) from July 1992 to March 2013. In particular, she held a post in relation to international settlement and credit in the international business department of CCB Guizhou Branch from July 1992 to December 1994; and served as deputy manager of credit department of the international business department of CCB Guizhou Branch from December 1994 to December 1995; general manager assistant of the international business department and manager of the credit department of CCB Guizhou Branch from December 1995 to November 1996; deputy general manager of the international business department of CCB Guizhou Branch from November 1996 to May 1998; vice president of Chengbei Sub-branch directly under CCB Guizhou Branch from May 1998 to July 1999; deputy general manager of the international business department and vice president of Guiyang Jinyang Sub-branch of CCB Guizhou Branch from July 1999 to July 2001; deputy general manager of the international business department of CCB Guizhou Branch from July 2001 to February 2006; general manager of the international business department of CCB Guizhou Branch from February 2006 to June 2006; general manager of the international business department, and general manager of the corporate business department of CCB Guizhou Branch from June 2006 to January 2007; general manager of the corporate business department of CCB Guizhou Branch from January 2007 to July 2012; temporary head and secretary of Party general branch of Guiyang Chengbei sub-branch of CCB Guizhou Branch from July 2012 to August 2012; president and secretary of Party general branch of Guiyang Chengbei sub-branch of CCB Guizhou Branch from August 2012 to March 2013; marketing director of the Bank from March 2013 to January 2014; assistant to the president of the Bank from January 2014 to March 2014; assistant to the president of the Bank, and concurrently deputy secretary of the Party committee of Guiyang Management Department and general manager of the Bank from March 2014 to November 2014; assistant to the president of the Bank, and concurrently executive deputy secretary of the Party committee of Guiyang Management Department of the Bank from November 2014 to March 2016; assistant to the president of the Bank from March 2016 to March 2019; a member of the Party Committee of the Bank from March 2019 to May 2019; a member of the Party Committee and the vice president of the Bank from May 2019 to June 2021; a member of the Party Committee, Chairlady of the Board of Supervisors (the level of president) of the Bank from June 2021 to February 2024; deputy secretary of the Party Committee, Chairlady of the Board of Supervisors (the level of president) of the Bank from February 2024 to March 2024; and has been the deputy secretary of the Party Committee of the Bank since March 2024.

Ms. Wu Fan graduated with a bachelor’s degree majoring in systems engineering from Shanghai Institute of Mechanical Engineering (上海機械學院) (currently known as University of Shanghai for Science and Technology (上海理工大學)) in July 1989 and a master’s degree majoring in systems engineering from Shanghai Institute of Mechanical Engineering (currently known as University of Shanghai for Science and Technology) in June 1992. Ms. Wu Fan has a title of senior economist.

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## APPENDIX I      BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES

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**Mr. Chen Duohang** (陳多航), born in December 1981. Mr. Chen worked in the finance office of China Kweichow Moutai Distillery (Group) Co., Ltd. from September 2006 to September 2018 (during which he took a temporary post in the Financial Supervision and Revenue Management Division under Guizhou SASAC from March 2015 to January 2016); served as a trainee assistant in the finance office of China Kweichow Moutai Distillery (Group) Co., Ltd. from September 2018 to November 2019; served as the deputy chief of accounting section in the finance office of China Kweichow Moutai Distillery (Group) Co., Ltd. from November 2019 to September 2021; on-the-job studied in the Statistical Evaluation and State-owned Capital Operation Budget Division under State-owned Assets Supervision and Administration Commission of the State Council of Guizhou Province from November 2018 to January 2020; served as the deputy head of accounting office in the financial department of China Kweichow Moutai Distillery (Group) Co., Ltd. from September 2021 to January 2022; served as the head of accounting office in the financial department of China Kweichow Moutai Distillery (Group) Co., Ltd., as well as a director and member of the investment decision committee of Moutai Jianxin (Guizhou) Investment Fund Management Co., Ltd. (茅台建信(貴州)投資基金管理有限公司) from January 2022 to April 2022; served as the head of accounting office in the financial department of China Kweichow Moutai Distillery (Group) Co., Ltd., as well as a director, the convenor of external directors and a member of the investment decision committee of Moutai Jianxin (Guizhou) Investment Fund Management Co., Ltd. from April 2022 to November 2022; served as the head of accounting office in the financial management department of China Kweichow Moutai Distillery (Group) Co., Ltd., as well as a director, the convenor of external directors and a member of the investment decision committee of Moutai Jianxin (Guizhou) Investment Fund Management Co., Ltd. from November 2022 to January 2023; served as the head of accounting office in the financial management department of China Kweichow Moutai Distillery (Group) Co., Ltd., a director, the convenor of external directors and a member of the investment decision committee of Moutai (Guizhou) Private Equity Fund Management Co., Ltd. (茅台(貴州)私募基金管理有限公司), as well as a director and the convenor of external directors of Kweichow Moutai Distillery (Group) Health Liquor Co., Ltd. (貴州茅台酒廠(集團)保健酒業有限公司) from January 2023 to October 2023; he has been the head of accounting office in the financial management department of China Kweichow Moutai Distillery (Group) Co., Ltd., as well as a director and the convenor of external directors of Kweichow Moutai Distillery (Group) Health Liquor Co., Ltd. since October 2023.

From September 2002 to July 2004, Mr. Chen studied at Commercial College of Guizhou majoring in financial accounting; from September 2004 to July 2006, he studied at Guizhou Vocational Technology Institute majoring in financial management.

**2023-2025 CAPITAL PLANNING OF BANK OF GUIZHOU CO., LTD.**

The year 2023 is the first year to fully implement the spirit of the 20th National Congress of the Communist Party of China, and is also a key nexus for the implementation of the “14th Five-Year Plan”. The Bank has always insisted on high quality development, adhered to the service concept of “Serving with Heart”, consolidated and strengthened urban business, extended the rural market with great efforts, and strived to become the most dedicated first-class regional bank in China. Based on the objectives set out in the Strategic Plan for the Development of Bank of Guizhou for 2022-2024 (“**Strategic Plan**”), the Bank will continue to strengthen capital management, meet regulatory requirements, firmly maintain the bottom line of risk management and control, and give full play to the leading role of capital in business transformation and development. In accordance with the Administrative Measures for the Capital of Commercial Banks (“**Capital Measures**”) and relevant regulatory requirements, the 2023-2025 Capital Planning of Bank of Guizhou Co., Ltd. (“**Capital Planning**”) is hereby formulated.

**I. FORMULATION PRINCIPLES OF CAPITAL PLANNING**

- (i) Prudence. The Bank takes full into account the current and future changes in capital regulatory policies, the uncertainties in the external operating environment, and assesses the possible adverse impacts on the Bank’s capital adequacy ratio arising from various major risks and shock of stress test, etc., and prudently maintains appropriate capital buffer range on the basis of the minimum regulatory requirements, so as to ensure that the capital level adequately covers major risks and maintains reasonable margin of safety.
- (ii) Adequacy. The Bank sets reasonable capital adequacy targets in strict accordance with regulatory requirements, which are in line with the Bank’s business development plan, risk preference, risk management level and external operating environment to ensure capital adequacy.
- (iii) Forward-looking. The Bank actively plays the guiding and constraining role of capital and promotes capital-intensive operations and refined capital management to ensure that the capital level meets the long-term capital needs of business operations, thereby effectively supporting the achievement of the Bank’s strategic objectives and steady business growth.
- (iv) Feasibility. The objectives of the Bank’s Capital Planning and capital replenishment measures are in line with external supervision, economic situation and actual situation of the Bank’s Strategic Plan, and are feasible.

## **II. INTERNAL AND EXTERNAL FACTORS IN CAPITAL PLANNING**

In recent years, the international, domestic and regional economic situation has become increasingly complex, and the overall risk resistance ability of banking financial institutions is facing challenges; the regulatory authorities have comprehensively improved regulatory standards and strengthened capital adequacy requirements, and the capital constraints on banking business development have become increasingly evident. In addition, the National “14th Five-Year Plan” has also clearly defined the direction of financial market system reform, which has put pressure on banks to transform their business development model. The main factors considered in this Planning are as follows:

### **(I) Macroeconomic situation**

Internationally, the current global economic situation continues to be complex and volatile, with an overall unstable and unbalanced development pattern. Although the inflation situation has improved recently, the general monetary tightening policy is still in progress, the volatility of commodity market and financial market has increased, and disturbances such as geopolitical conflicts, energy and food crises, and trade restrictive measures are still present, resulting in significant increase in unstable, uncertain and insecure factors. Domestically, the economy is faced with the triple pressure of shrinking demand, supply shock and weakening expectation. However, the factors caused by pandemic are gradually subsiding, the economic support policies have been strengthened, and the economy showed signs of steady upturn. The growth center is expected to experience an uplift, with supply and demand improving in an orderly manner, and the resilience of economic development will be evident, resulting in an overall improvement in macroeconomic operations. In addition, the report of the 20th National Congress of the Communist Party of China clearly stated that high-quality development is the primary task of building a modern socialist country in a comprehensive manner. In order to achieve this goal, commercial banks should focus on serving the real economy, continuously optimise the credit structure, and provide targeted support for key areas and weak links of the real economy, including strengthening support for small and micro enterprises, scientific and technological innovation, green development and other policy-oriented sectors. In addition, under the background of interest rate liberalisation and surrendering benefits to the real economy, interest spread of banks has become narrower, and the internal capital replenishment capabilities have been challenged. Commercial banks need to adapt to the new situation and challenges, improve capital management capabilities, keep the bottom line of risks, constantly adjust and optimise business structure, maintain balanced growth of capital and business so as to achieve quality development. Comprehensively, the external operating environment facing commercial banks is becoming increasingly complex and severe, with both development opportunities and risks and challenges. Against this background, in order to maintain steady growth, commercial banks need to further consolidate the foundation for capital and enhance risk resistance ability to ensure stable capital adequacy level, proactively adapt to changes in the macroeconomic and operating environment and effectively cope with various risks and challenges.

**(II) Capital regulatory environments**

In recent years, the regulatory authorities have deepened the rectification of disorders in the banking market, maintained a trend of stringent regulatory requirements, severely punished violations of laws and regulations, urged banks to return to origins and focus on main businesses, and enhance overall ability of the financial system to serve the real economy. In accordance with the spirit of capital regulation identified in Basel III: Final Plan for Post-crisis Reform, the former CBRC took the lead in revising the Administrative Measures for the Capital of Commercial Banks (Trial), and officially issued the Administrative Measures for the Capital of Commercial Banks on 1 November 2023, which is scheduled to come into effect on 1 January 2024. The revised Capital Measures have become more stringent in terms of regulatory standards and measurement rules, and the degree of measurement refinement has been significantly increased, which will have a profound impact on the operation model, business structure, risk management, internal control and corporate governance and system data of the commercial banks. The Capital Measures imposes higher capital adequacy requirements on banks, and the Bank needs to plan in advance.

**(III) Strategic development needs**

In January 2022, the State Council issued “Opinions on Supporting Guizhou in Breaking a New Path in the Development of the Western Regions in the New Era” (Guo Fa [2022] No.2), giving Guizhou the strategic positioning of “Four Regions and One Highland”, determining the new objectives of Guizhou, clarifying the new role of Guizhou, and pointing out the direction for the high-quality development of Guizhou Province. Against this background, the Bank compiled the Strategic Plan, which provides guidance for achieving high-quality development of the Bank from four aspects: diagnostic assessment of current situation, vision and objectives, development strategies for three major business segments, and eight major support systems. In order to implement the strategic development needs of the Bank, firmly shoulder the financial responsibility of serving “National Priorities (國之大者)” and “Provincial Plans (省之大計)”, practice “Two Safeguards”, always adhere to nature of financial work for the people, solidly provide financial services to the real economy, provide better support for the construction of modernized industrial system in the province, and effectively enhance the quality and efficiency of its business development, the Bank needs to further consolidate the foundation for capital, strengthen capital management, enhance risk resistance capacity, actively optimise credit structure, increase capital allocation and credit extension in key areas such as inclusive finance, science and innovation finance and private enterprises, strength ability to serve the real economy, and allocate more financial resources to key areas and weak links of economic and social development, so as to better meet the diversified financial needs of the public and the real economy and to serve the Bank’s strategic development needs.



**(IV) Supply and demand for capital**

In terms of capital supply, with the deepening of interest rate marketization and increased policy support for the real economy, the Bank's overall interest rate spread is expected to be narrowed gradually, and its ability to replenish capital from internal earnings will be further declined. In addition, in the face of economic downward pressure, the Bank's overall credit asset quality is under pressure, which will pose higher challenges to profit generation. In terms of capital demand, according to the Bank's development strategy, it is expected that the Bank's total assets will maintain a steady growth in the future, and capital consumption will increase accordingly. Overall, with the decline in profitability of traditional deposit and loan business and the general trend of accelerating the integrated layout, the Bank needs to adapt to the new situation and challenges, make capital reserves in advance, improve asset and liability management capabilities, keep the bottom line of risks, adjust and optimise business structure, maintain balanced growth of capital and business so as to achieve quality development.

**III. MAJOR OBJECTIVES OF CAPITAL MANAGEMENT**

The Bank's capital management work will always revolve around the overall strategic framework of "1-2-3-4-8" as proposed in the Bank's Strategic Plan, adhere to the function positioning of "Three Services" of urban commercial banks, focus on the main strategy of "Four-zations" around the "Four News" and the main positioning of "Four Regions and One Highland", and set capital management objectives by comprehensively considering actual conditions such as the results of risk assessment, future capital demand and capital availability on the basis of regulatory requirements, to ensure that the capital level will continue to meet regulatory requirements, realize the Bank's capital management objectives, follow the path of "light capital" transformation, and strive to become a leading regional bank with recognition from the Party and the government, trust from the regulatory authorities and its shareholders, support for rural revitalization, offering satisfactory services to customers and creating happiness to employees.

- (i) To promote business transformation and development. The Bank will adhere to the overall high-quality development strategy, closely focus on the strategic development direction of the Bank, highlight the business positioning of "fully advancing transformation of corporate businesses, deepening retail businesses, and strengthening the foundation of financial market", and guide the capital to support the agriculture, rural areas and farmers, universal small and micro businesses, green ecology, strategic emerging industries and other key areas through the establishment and improvement of institutional systems such as capital planning, capital measurement, capital allocation and performance assessment, to further strengthen the ability of capital to serve the real economy, thus boosting the transformation and development of the Bank's business.

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**APPENDIX II 2023-2025 CAPITAL PLANNING OF BANK OF GUIZHOU CO., LTD.**

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- (ii) To maintain the robust and reasonable level of capital adequacy ratio. The Bank shall meet the requirements of various kinds of regulations and policies, fully cover various kinds of risks, and support the effective implementation of the Bank's strategy, business development and business transformation. It shall maintain a reasonable capital buffer range, and emphasize on balancing the relationship between capital adequacy and returns on capital.
- (iii) To constantly promote the implementation of the Capital Measures. In accordance with the relevant requirements of the Capital Measures, the Bank shall further optimise the measurement model and deepen the application of the results of risk and capital measurement, improve the internal capital adequacy assessment procedure on the basis of the original institutional framework and measurement system, and disclose information about capital management in a timely, accurate and complete manner according to the regulatory requirements.
- (iv) To gradually establish a management and constraint mechanism centered on economic capital. The Bank will gradually establish dynamic capital management and capital value realization mechanism that integrates strategy, capital, business and risk in a holistic and full-process manner. It will steadily improve data foundation, risk measurement methods, business operation models, various risks and changes in business models, refined cost apportionments, etc. related to capital management, so as to clarify the capital accounts of each institution, line, and major product. The Bank will build capital management information system that is integrated with business system and management system, connecting business operation, risk management and capital management, realizing the integration and connection of business data, financial data and risk data, and connecting the front-, middle- and back-office data and system networks around capital value-added data, so as to realize the intelligence and onlineization of capital allocation, capital assessment, risk management and business continuity, and to enhance the level of informatization, digitization and automation of capital management work.
- (v) To improve the mechanism of capital replenishment. The Bank shall utilize the fundamental role of profit retention in capital replenishment, plan and use various kinds of capital instruments as a whole, reinforce the strength of capital, optimise capital structure, and control the cost of capital.

#### **IV. CAPITAL PLANNING OBJECTIVES**

The major objectives of the Bank's Capital Planning include: first, to ensure that capital adequacy-related indicators consistently meet regulatory requirements. Based on the bottom line of capital regulation, the minimum supervision targets for core tier 1 capital adequacy ratio, tier 1 capital adequacy ratio and capital adequacy ratio shall be no less than 7.5%, 8.5% and 10.5%, respectively; second, to set capital buffer range to cover any additional capital requirements that may arise. In other words, the Bank will fully consider the additional capital requirements for second pillar key risk-based capital in the internal capital adequacy assessment procedure and the proposal in the Capital Measures to convert the capital gap under the mild stress test into capital surcharge, regard it as the second pillar capital requirement, and reserve capital buffer space to ensure that the capital adequacy level continues to meet regulatory requirements, support the sustainable development of various businesses, and have stronger risk resistance capacity; third, to set reasonable capital targets in light of its own development and strategic needs, maintain stable market value and sustained improvement in capital strength, so as to keep the capital adequacy ratio at a level commensurate with the business cycle and the Bank's supervision rating.

Taking into account the above factors, the Bank's minimum capital adequacy ratio targets for 2023-2025 shall be: core tier 1 capital adequacy ratio not less than 7.5%, tier 1 capital adequacy ratio not less than 8.5%, capital adequacy ratio not less than 10.5%, and, based on the Bank's Strategic Plan, combined with the additional second pillar capital requirements stipulated by the regulators and the capital gap under the mild stress test, a buffer space of 1-1.5 percentage points will be maintained over the minimum target of capital adequacy ratios at all levels in order to consolidate the foundation for capital, ensure sustained and stable business development, and maintain good market image of the Bank with adequate capital.

In light of future changes in macroeconomic environment and the Bank's internal management requirements, the Bank may adjust its capital adequacy ratio target accordingly on the basis of meeting the minimum regulatory requirements. After that, the Bank will also conduct retrospective testing and dynamic assessment on the impact of the risk situation, model adjustment or regulatory policies when preparing Capital Planning on a rolling basis, and adjust measurement standards and planning targets when necessary. In the event of major fluctuations in the economic and financial situation, the regulatory authorities will adjust the minimum capital adequacy ratio requirements for commercial banks, and the Bank will actively take corresponding measures to fulfill regulatory standard requirements. In the event that the capital adequacy ratio continues to decline or there are potential factors for decline, the Bank will also initiate capital replenishment plan as and when appropriate in accordance with market conditions in order to safeguard capital adequacy level.

**V. CAPITAL REPLENISHMENT PLAN**

During the planning period, the Bank will adhere to the principle of accumulation of internal capital and replenishment of external capital, and make overall arrangements for internal and external capital replenishment.

**(I) Accumulation of internal capital**

The Bank will adhere to the fundamental role of internal capital accumulation in capital replenishment, actively respond to changes in the external operating environment, adhere to the main line of “light capital” transformation, and improve internal capital replenishment capacity by strengthening operation and management, so as to consolidate the foundation for sustainable operation and build the foundation for high-quality development. Firstly, enhancing profitability and increasing capital returns. The Bank will formulate scientific business development plans, optimise business structure, income structure and customer structure, and promote the front-end penetration business of capital in terms of resource allocation, cost pricing and budget assessment. The Bank will accelerate digital transformation, promote financial innovation through “digital + technology”, enhance technological empowerment in digital customer acquisition and data management, accelerate the process of digitalization of service channels, and strengthen the joint marketing mechanism among business lines and institutions to promote business development, expand intermediary business income, and continuously improve the return on assets. The Bank will focus on cost of debt control, further strengthen active liability management, effectively control the growth of cost expenditures, and enhance its refined management of costs. Through reasonable profit retention, the Bank will maintain adequate provisions and enhance capital strength, so as to promote high-quality development through organic growth. Secondly, maintaining reasonable and stable dividend policy. The Bank will formulate scientific and reasonable dividend policies to practically enhance the reasonable investment returns of shareholders, balance the relationship between dividend and long-term return to shareholders, and keep the consistency and stability of the dividend distribution policy. On the premise of ensuring shareholders’ interests, the Bank will properly enhance capital accumulation to ensure the continuous replenishment of internal capital and promote the long-term sustainable development of the Company. Thirdly, sufficient provision for losses. The Bank will defend the bottom line for risk management, continue to enhance the ability for risk resistance, maintain stable and controllable asset quality, make full provision for various reserves to meet regulatory standard requirements, and further consolidate capital and improve capital adequacy level in the meantime of enhancing risk resistance ability.

**(II) Replenishment of external capital**

Based on the accumulation of internal capital, the Bank will take into account the market environment, financing efficiency, financing costs and other factors, and implement the plan of external capital replenishment at the right time. At the same time, the Bank will, subject to the approval of the regulatory authorities, fully utilize various new tools and channels permitted under the regulatory framework for capital, continuously explore and innovate capital replenishment instruments, broaden the channels of capital replenishment, enhance the initiative and flexibility of capital replenishment, and form a diversified and dynamic capital replenishment mechanism in order to satisfy the needs of the Bank's business development. Firstly, timely replenishment of tier 1 capital. In accordance with regulatory requirements and capital market conditions, the Bank will issue capital instruments in compliance with the Capital Measures to supplement tier 1 capital in a timely manner, including but not limited to ordinary shares, convertible bonds, preferred shares and undated capital bonds, in order to further improve loss absorption capacity of capital and enhance risk resistance ability. Secondly, supplementing tier 2 capital as and when appropriate. Within the scope permitted by the regulatory authorities, the Bank will, taking into account the capital, costs, business needs and operational management practices and feasibility, consider replenishing tier 2 capital through the issuance of tier 2 capital bonds in order to form a diversified capital replenishment mechanism, to further improve capital adequacy level while lowering financing cost of capital replenishment, perfect financing structure and maintain reasonable capital structure. Thirdly, innovation of capital supplementation instruments. The Bank will continue to closely keep abreast of the regulatory policies and market updates of innovative capital instruments, and actively conduct research and launch issuance of other innovative instruments, so as to further improve the diversified capital replenishment mechanism. Fourthly, provision of commitment and support for capital replenishment by major shareholders. The Bank's major shareholders have committed to replenish capital when necessary by signing commitment letter.

**2023-2025 Capital Replenishment Plan of Bank of Guizhou**

<b>Time</b>	<b>Capital instrument</b>	<b>Term</b>	<b>Issuance amount</b>	<b>Remark</b>
2023	Undated capital bonds	Non-fixed term	RMB1 billion	Supplement other tier 1 capital
2024	Tier 2 capital bonds	5+5	RMB3 billion	Supplement tier 2 capital
2025	Tier 2 capital bonds	5+5	RMB2 billion	Supplement tier 2 capital

**VI. CAPITAL MANAGEMENT MEASURES**

During the planning period, the Bank will actively implement relevant policies and regulatory requirements in terms of financial support for the real economy, and capital management measures will serve the Bank's strategic positioning of building a first-class regional commercial bank in the PRC, proactively adapt to changes in the Capital Measures, comprehensively cover all major types of risks, take multiple measures to improve the level of capital management, continuously improve the whole chain management system of capital, establish a remuneration allocation system that is linked to risk and capital, give full play to the role of the capital assessment baton, and reinforce the concepts of capital adequacy, return on capital and value creation, in order to safeguard the smooth implementation of Capital Planning.

**(I) Advancing the implementation of new capital regulations, promoting the integration of business and regulatory guidance**

The Capital Measures will come into effect on 1 January 2024. In order to ensure the smooth implementation of the Capital Measures, the Bank has further adjusted downward the risk weightings of SMEs and retail business, which objectively reflects the guidance of regulatory policies, i.e., to guide the transformation and development of commercial banks' business from the perspective of capital constraints. In line with the Capital Measures, the Bank will promote the transformation towards capital-saving operation with the upgrading of capital management, lead the continuous improvement of business structure, customer structure and product structure, streamline risk structure, income structure and regional structure to scale down the capital occupation, improve the efficiency of capital utilization, and reduce the reliance on high capital consumption for profitability. The Bank will unswervingly promote the transformation of the business model from "doing business first and then calculating the capital account" to "calculating the capital account first and then doing the business", and expand and optimise the capital-light and asset-light businesses of small and micro-sized enterprises and retailers, so as to achieve the integration of business development and regulatory guidance.

**(II) Improving capital allocation management mechanism, implementing capital management objectives**

Firstly, the Bank will continuously optimise the economic capital allocation mechanism based on risk-adjusted return on capital (RAROC). Based on the strategic objectives and risk preferences, the annual capital allocation guidelines and the minimum capital return rate are determined, the annual capital allocation plan is formulated, and on the premise of completing the construction of the capital allocation system, the annual credit scale and total capital consumption control and management is implemented on the basis of economic

capital and RAROC to direct each business line to operate in a capital-intensive model, with a focus on priority allocation of inclusive finance loans to micro and small enterprises, agricultural business loans, green financial loans, medium, small and micro enterprises and personal retail consumption loans with less capital consumption and other key industries and fields, utilize capital resources to the fullest extent, and actively prevent and reduce the ineffective capital occupancy. Secondly, the Bank will strengthen the asset-liability portfolio management, and use the combination optimisation strategy to promote business structure adjustment. Under the premise of aggregate constraints, combined with data from the capital allocation system, the Bank will implement priority queuing management according to the risk level and value contribution, give full play to the management role of risk assets in various business lines and institutions, and guide the business departments and institutions to adjust the asset structure through capital allocation, so as to constrain the growth of assets with capital and improve the efficiency of capital utilization. Thirdly, the Bank will conduct regular monitoring and analysis of capital utilization and capital adequacy to dynamically balance the supply and demand of capital, with a view to realizing optimised capital allocation through capital management to guide, regulate and restrain the allocation of assets and liabilities, take full advantage of the critical role of capital management in strategy implementation, and ensure the realization of annual capital management objectives.

**(III) Perfecting internal capital adequacy assessment mechanism, enhancing capital management levels**

The Bank will optimise internal capital adequacy assessment procedures, fully identify, measure, monitor and report on the material risk faced by the Bank, to ensure that Capital Planning is commensurate with operating conditions, changes in risks and development strategies. The Bank will regularly conduct relevant work to prudently assess the impact of various material risks on capital adequacy ratio in accordance with regulatory requirements, monitor the risk, capital and liquidity conditions in a timely manner, establish a capital emergency planning mechanism, enhance the Bank's forward-looking risk management capabilities, to ensure that the capital level of the Bank is commensurate with the level of material risks faced and the level of risk management. The Bank will use the internal capital adequacy assessment procedures as an integral part of the Bank's internal management and decision-making process, and apply the results of the assessment to the capital budgeting and allocation, credit and strategic decision-making, so as to ensure that the capital of the Bank is sufficiently able to withstand risks and satisfy business development needs.

**(IV) Optimising capital assessment, improving capital utilization efficiency and capital return level**

Firstly, the Bank will implement differentiated internal capital transfer price assessment. For light capital-occupied capital-intensive businesses such as inclusive small and micro businesses, agricultural loans business, medium, small and micro enterprises, retail consumption loans, the FTP for the same period will be adjusted downward accordingly, so as to continuously enhance the enthusiasm of branches in expanding the capital-intensive business market. Secondly, the Bank will implement differentiated coefficient management for economic capital measurement. For less-capital-occupied businesses such as inclusive small and micro businesses, agricultural loans and personal retail, the Bank will appropriately lower the economic capital occupancy on the premise of controllable risks; for high-capital-occupied constrained assets, the Bank will appropriately adjust up the economic capital occupancy on the basis of the original economic capital measurement in the light of the Bank's restricted business development in accordance with the management and business development requirements, so as to effectively restrain and control the expansion of high-capital-occupied businesses. Thirdly, the Bank will strengthen the capital management constraints assessment, give full play to the "baton" role of assessment, focus on the economic value-added assessment indicator system based on capital cost, adhere to the linkage assessment of performance-based indicators and EVA and the performance-based wages and EVA, and appropriately adjust the weighting of the assessment indicators for less-capital-occupied businesses such as inclusive small and micro businesses, agricultural loans business and personal retail consumption loans, and encourage and guide banks to take the initiative to expand less-capital-occupied businesses to transform into light-capital businesses.



**(V) Improving stress testing system, optimising capital emergency replenishment plan**

The Bank will set a reasonable management target for capital adequacy ratio, with certain margin of safety and a buffer range to ensure the robust level of capital adequacy ratio for the Bank. On this basis, the Bank will conduct regular stress tests to fully consider changes in capital requirements and availability under various stress scenarios, and establish capital emergency replenishment plan to ensure that the Bank's capital is able to respond to unfavorable market changes and meet unplanned capital adequacy requirements. If the external commercial environment severely deteriorates or there are other adverse circumstances, the Bank will take appropriate measures based on the extent of impact of the emergency incident. In addition to taking such management measures as controlling the growth rate of risk-weighted assets, carrying out asset securitization and issuing capital instruments, the Bank may also activate the emergency capital replenishment mechanism, and replenish the capital by selling assets, limiting dividend distribution, writing down or converting eligible capital instruments, emergency capital injection and other means, so as to maintain the stability and compliance of capital adequacy ratio and achieve the objectives of Capital Planning.

**(VI) Reinforcing internal capital accumulation capability, establishing diversified capital replenishment mechanism**

The Bank adheres to the principle of accumulation of internal capital and replenishment of external capital, and replenishes capital through multi-channels in multiple ways. The Bank will focus on improving the efficiency of capital utilization, complete the cross-product, cross-line and cross-institutional development planning and top-level design, and optimise the business structure through the capital management. The Bank will take profit retention as the primary source of capital replenishment, and by implementing the operation transformation and structural adjustment, maintain a reasonable profit retention ratio, constantly increase the Bank's capital accumulation capability and enhance the long-term sustainability of capital sources. At the same time, the Bank will actively carry out research on innovative capital instruments, broaden diversified financing channels, and appropriately use various capital instruments such as bonds and equity, to enhance capital strength and optimise capital structure, so as to satisfy business development and promote the realization of strategic objectives.



**Bank of Guizhou Co., Ltd. \***  
**貴州銀行股份有限公司 \***

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

**(Stock Code: 6199)**

**NOTICE OF THE FIRST  
EXTRAORDINARY GENERAL MEETING OF 2024**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2024 (the “EGM”) of the Bank of Guizhou Co., Ltd. (the “**Bank**”) will be held at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC, at 2:30 p.m. on Wednesday, 27 March 2024, for the Shareholders to consider and, if thought fit, to approve the following resolutions:

**ORDINARY RESOLUTIONS**

1. To consider and approve the appointment of Ms. Wu Fan as an executive Director of the third session of the Board of the Bank
2. To consider and approve the appointment of Mr. Chen Duohang as a non-executive Director of the third session of the Board of the Bank

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

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3. To consider and approve the 2023–2025 Capital Planning of Bank of Guizhou Co., Ltd.

By order of the Board  
**Bank of Guizhou Co., Ltd.\***  
**YANG Mingshang**  
*Chairman*

Guiyang, the PRC, 11 March 2024

*As of the date of this announcement, the Board of the Bank comprises Mr. YANG Mingshang and Mr. CAI Dong as executive Directors; Mr. CHEN Jingde, Mr. CHEN Hanqing, Ms. GONG Taotao, Mr. ZHAO Yong, Mr. SUN Junwei and Ms. YE Jiangmei as non-executive Directors; and Mr. WANG Gefan, Mr. TANG Xin, Mr. SONG Ke, Mr. LEE Hoey Simon and Ms. SUN Li as independent non-executive Directors.*

\* *Bank of Guizhou 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.*

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of resolutions at the EGM will be taken by poll except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The voting results will be published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.bgzchina.com](http://www.bgzchina.com)) in accordance with the Listing Rules.
2. Closure of register of members, eligibility for attending and voting at the EGM

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of members of the Bank will be closed from Tuesday, 26 March 2024 to Wednesday, 27 March 2024 (both days inclusive), during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Bank on Wednesday, 27 March 2024 are entitled to attend and vote at the EGM.

For a holder of the shares of the Bank to be eligible for attending and voting at the EGM, all transfer documents together with the relevant share certificates and other appropriate documents of the holders of the shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders) or the office of the board of directors of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for Domestic Shareholders) not later than 4:30 p.m. on Monday, 25 March 2024 for registration.

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

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Pursuant to the requirement of the Articles of Association of the Bank, if any Shareholder pledges over 50% (inclusive) of his/her/its equity in the Bank, in the duration of pledge, he/she/it shall not exercise voting right over the pledged equity at the EGM.

### 3. Proxy

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued shares), whether (each of) such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the person duly authorized in writing by the principal. If the principal is a corporation, the power of attorney shall be affixed with the common seal or signed by its director or other representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal, such power of attorney or other authorization documents shall be notarized and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authority must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the office of the board of directors of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for Domestic Shareholders) no later than 24 hours before the scheduled time for the holding of the EGM (i.e. Tuesday, 26 March 2024 at 2:30 p.m.) or no later than 24 hours before the convening of any adjournment thereof (as the case may be).

After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In the event that you attend the EGM and vote on the meeting, the authority of your proxy will be deemed to have been revoked.

In the case of joint holders of the shares of the Bank, any one of such holders may vote at the EGM either in person or by proxy in respect of such shares as if he/she/it was solely entitled thereto. However, if more than one of such joint registered holders be present at the EGM, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Bank in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

### 4. Miscellaneous

- (i) The Shareholders or their proxies shall present their identity documents when attending the EGM (or any adjournment thereof). The legal representative of or any other persons officially authorized by a Shareholder shall present his/her/its identity documents and the notarially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the EGM (or any adjournment thereof).

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

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- (ii) The EGM is expected to last for no more than half working day. Shareholders and their proxies attending the meeting shall arrange for their own traveling and accommodation at their own expenses.
- (iii) Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Tel: (852) 28628555  
Fax: (852) 28650990

Address of the office of the board of directors:

43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District,  
Guiyang, Guizhou Province, the PRC  
Tel: (86) 0851-86987798  
Fax: (86) 0851-86207999

- 5. The details about the aforesaid resolutions proposed for the consideration and approval at the EGM will be set out in the circular of the 2024 First EGM to be despatched by the Bank on Monday, 11 March 2024 .