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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)

NOTICE OF 2023 AGM

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “**AGM**”) of Guangzhou Rural Commercial Bank Co., Ltd.* (the “**Bank**”) will be held at 13F, No. 1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 9:30 a.m. on Thursday, 13 June 2024, to consider, and if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the proposal of the 2023 Board of Directors' Report;
2. To consider and approve the proposal of the 2023 Board of Supervisors' Report;
3. To consider and approve the proposal of the directors of the fourth session of the Board of the Bank:
 - 3.1 To consider and approve the proposal of Mr. Cai Jian as executive Director of the fourth session of the Board of the Bank;
 - 3.2 To consider and approve the proposal of Ms. Deng Xiaoyun as executive Director of the fourth session of the Board of the Bank;
 - 3.3 To consider and approve the proposal of Mr. Ni Kai as non-executive Director of the fourth session of the Board of the Bank;

- 3.4 To consider and approve the proposal of Mr. Wang Xiaobin as non-executive Director of the fourth session of the Board of the Bank;
- 3.5 To consider and approve the proposal of Mr. Zuo Liang as non-executive Director of the fourth session of the Board of the Bank;
- 3.6 To consider and approve the proposal of Mr. Zhang Yan as non-executive Director of the fourth session of the Board of the Bank;
- 3.7 To consider and approve the proposal of Ms. Xing Qiuyu as non-executive Director of the fourth session of the Board of the Bank;
- 3.8 To consider and approve the proposal of Mr. Qin Min'an as non-executive Director of the fourth session of the Board of the Bank;
- 3.9 To consider and approve the proposal of Mr. Hu Geyou as non-executive Director of the fourth session of the Board of the Bank;
- 3.10 To consider and approve the proposal of Mr. Feng Yaoliang as non-executive Director of the fourth session of the Board of the Bank;
- 3.11 To consider and approve the proposal of Mr. Liao Wenyi as independent non-executive Director of the fourth session of the Board of the Bank;
- 3.12 To consider and approve the proposal of Mr. Du Jinmin as independent non-executive Director of the fourth session of the Board of the Bank;
- 3.13 To consider and approve the proposal of Mr. Zheng Guojian as independent non-executive Director of the fourth session of the Board of the Bank;
- 3.14 To consider and approve the proposal of Mr. Xu Zhi as independent non-executive Director of the fourth session of the Board of the Bank;
- 3.15 To consider and approve the proposal of Mr. Zhang Hua as independent non-executive Director of the fourth session of the Board of the Bank;
- 3.16 To consider and approve the proposal of Mr. Ma Hok Ming as independent non-executive Director of the fourth session of the Board of the Bank;

4. To consider and approve the proposal of the external Supervisors and shareholder Supervisors of the fourth session of the Board of Supervisors of the Bank:
 - 4.1 To consider and approve the proposal of Ms. Yu Qing as shareholder Supervisor of the fourth session of the Board of Supervisors of the Bank;
 - 4.2 To consider and approve the proposal of Mr. Liang Bingtian as shareholder Supervisor of the fourth session of the Board of Supervisors of the Bank;
 - 4.3 To consider and approve the proposal of Mr. Li Zhiquan as shareholder Supervisor of the fourth session of the Board of Supervisors of the Bank;
 - 4.4 To consider and approve the proposal of Mr. Han Zhenping as external Supervisor of the fourth session of the Board of Supervisors of the Bank;
 - 4.5 To consider and approve the proposal of Mr. Shi Shuiping as external Supervisor of the fourth session of the Board of Supervisors of the Bank;
 - 4.6 To consider and approve the proposal of Mr. Huang Tianshun as external Supervisor of the fourth session of the Board of Supervisors of the Bank;
5. To consider and approve the proposal of the 2023 Annual Report;
6. To consider and approve the proposal of the 2023 Annual Financial Statements;
7. To consider and approve the proposal of the 2023 Profit Distribution Plan;
8. To consider and approve the proposal of the 2024 Financial Budget;
9. To consider and approve the proposal of the 2023 Report on Sannong Financial Services;
10. To consider and approve the proposal of the appointment of auditors for 2024 annual audit and 2024 interim review and authorize the Board to determine their remunerations; and

11. To consider and approve the proposal of estimated annual caps for material related party transactions with major shareholders in 2024.

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

Guangzhou, the PRC
22 May 2024

As at the date of this notice, the Board comprises one executive Director, namely Mr. Cai Jian; eight non-executive Directors, namely Mr. Liu Wensheng, Mr. Wang Xiaobin, Mr. Zuo Liang, Mr. Da Hengcheng, Mr. Zhang Junzhou, Mr. Meng Sen, Mr. Feng Yaoliang and Mr. Lai Zhiguang; and five independent non-executive Directors, namely Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Zhang Weiguo, Mr. Zhang Hua and Mr. Ma Hok Ming.

* *The Bank 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 Listing Rules, all resolutions proposed at the AGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published on both the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.grcbank.com) in accordance with the Listing Rules.
2. **CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM**

Holders of H Shares of the Bank are advised that the register of members of the Bank will be closed from Thursday, 6 June 2024 to Thursday, 13 June 2024 (both days inclusive), during which time no transfer of H Shares of the Bank will be effected or registered.

In order to qualify for attending and voting at the AGM, instruments of transfer accompanied by share certificates and other appropriate 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, by 4:30 p.m. on Wednesday, 5 June 2024.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Wednesday, 5 June 2024 are entitled to attend and vote at the AGM.

3. PROXY

Every Shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether or not they are members of the Bank, to attend and vote on his/her behalf at the AGM.

A proxy must be appointed by an instrument in writing. Such instrument must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a legal person, then the instrument must be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing. The instrument appointing the proxy must be deposited at the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time specified for the holding of the AGM or any adjournment thereof (as the case may be).

If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other documents of authority under which the instrument is signed must be notarized.

The notarized power of attorney or other documents of authority must be deposited together and at the same time with the instrument appointing the proxy at the Bank's H Share Registrar.

4. OTHER BUSINESSES

- (i) The AGM is expected to last for no more than half a working day. Shareholders and their proxies attending the AGM shall be responsible for their own traveling and accommodation expenses.
- (ii) The address of Computershare Hong Kong Investor Services Limited:

Shops 1712–1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
(For lodging share transfer documents)

17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
(For deposit of proxy form)

Tel: +852 2862 8555
Fax: +852 2865 0990