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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)

**POLL RESULTS OF THE 2023 ANNUAL GENERAL MEETING
HELD ON 13 JUNE 2024;
ELECTION OF DIRECTORS OF THE FOURTH SESSION OF THE
BOARD OF DIRECTORS;
ELECTION OF SHAREHOLDER SUPERVISORS AND EXTERNAL
SUPERVISORS OF THE FOURTH SESSION OF THE BOARD OF
SUPERVISORS;
AND
PAYMENT OF THE FINAL DIVIDENDS**

The board (the “**Board**”) of directors (the “**Directors**”) of Guangzhou Rural Commercial Bank Co., Ltd.* (the “**Bank**”) hereby announces that the 2023 annual general meeting (the “**AGM**”) was held at 13F, No. 1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC on Thursday, 13 June 2024. References are made to the notice (the “**Notice**”) and the circular (the “**Circular**”) of the AGM published on 22 May 2024 by the Bank. Unless the context otherwise defines, capitalized terms used herein shall have the same meanings as ascribed to them in the Notice and the Circular.

CONVENING AND ATTENDANCE OF THE AGM

The AGM was convened by the Board and chaired by Mr. Cai Jian, the chairman of the Bank, and was held in accordance with the provisions of the Company Law of the People's Republic of China and the Articles of Association. The Directors namely Mr. Cai Jian, Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Zhang Weiguo, Mr. Zhang Hua, Mr. Ma Hok Ming, Mr. Wang Xiaobin, Mr. Zuo Liang, Mr. Da Hengcheng, Mr. Zhang Junzhou and Mr. Feng Yaoliang attended the AGM. The Bank's PRC legal adviser, GUANGDONG J&J LAW FIRM (廣東君信經綸君厚律師事務所), Computershare Hong Kong Investor Services Limited (the Bank's H Share Registrar), two shareholder representatives and one supervisor acted as the vote counters and scrutineers for the votes cast at the AGM.

As at the date of the AGM, the total number of issued Shares was 14,409,789,327 Shares, of which 11,734,864,327 Shares were Domestic Shares and 2,674,925,000 Shares were H Shares, which was also the total number of Shares entitling the holders thereof (and their proxies) to attend the AGM. As at the date of the AGM, the Shareholders in attendance either in person or by proxy at the AGM held a total of 10,141,970,317 Shares (representing approximately 70.38% of the total issued Shares as at the date of the AGM), of which 9,968,930,317 Shares are Shares carrying voting rights (representing approximately 69.18% of the total issued Shares as at the date of the AGM).

POLL RESULTS OF THE AGM

All resolutions at the AGM were voted by way of poll on a one-share-one-vote basis. The poll results are as follows:

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
1	To consider and approve the proposal of the 2023 Board of Directors' Report	9,936,885,317 99.6786%	32,045,000 0.3214%	0 0%
2	To consider and approve the proposal of the 2023 Board of Supervisors' Report	9,936,885,317 99.6786%	10,000,000 0.1003%	22,045,000 0.2211%
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	9,936,885,317 99.6786%	10,000,000 0.1003%	22,045,000 0.2211%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,936,885,317 99.6786%	32,045,000 0.3214%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,936,885,317 99.6786%	32,045,000 0.3214%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
5	To consider and approve the proposal of the 2023 Annual Report	9,936,885,317 99.6786%	10,000,000 0.1003%	22,045,000 0.2211%
6	To consider and approve the proposal of the 2023 Annual Financial Statements	9,936,885,317 99.6786%	10,000,000 0.1003%	22,045,000 0.2211%
7	To consider and approve the proposal of the 2023 Profit Distribution Plan	9,953,600,237 99.8462%	10,330,080 0.1036%	5,000,000 0.0502%
8	To consider and approve the proposal of the 2024 Financial Budget	9,416,865,317 94.4621%	552,065,000 5.5379%	0 0%
9	To consider and approve the proposal of the 2023 Report on Sannong Financial Services	9,958,930,317 99.8997%	10,000,000 0.1003%	0 0%
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	9,811,345,995 98.4192%	157,584,322 1.5808%	0 0%
11	To consider and approve the proposal of estimated annual caps for material related party transactions with major shareholders in 2024	3,975,135,762 99.7491%	10,000,000 0.2509%	0 0%

Notes:

1. As a majority of the votes were cast in favour of the resolutions numbered 1 to 11, all such ordinary resolutions were duly passed.
2. Pursuant to the Articles of Association, the voting rights of Shareholders who have pledged 50% or more of its/his/her equity interests in the Bank, or whose credit extended by the Bank is overdue, shall be subject to restrictions at the AGM. The total number of the Shares subject to restrictions amounted to 173,040,000 Shares.
3. Save as disclosed herein, there were no holders of Shares entitled to attend but required to abstain from voting in favour of the resolutions at the AGM under Rule 13.40 of the Listing Rules.
4. 5,389,617,555 Domestic Shares in aggregate held by Guangzhou Finance Holdings Group Co., Ltd. (廣州金融控股集團有限公司), Guangzhou Guangyong State-owned Assets Management Co., Ltd. (廣州市廣永國有資產經營有限公司), Guangzhou Metro Group Co., Ltd. (廣州地鐵集團有限公司), Guangzhou Gongkong Capital Management Co., Ltd. (廣州工控資本管理有限公司), Guangzhou Vanlead Group Co., Ltd. (廣州萬力集團有限公司), Guangzhou Industrial Investment Holding Group Co., Ltd. (廣州工業投資控股集團有限公司), Guangzhou City Renewal Group Co., Ltd. (廣州城市更新集團有限公司), Guangdong Zhujiang Roads & Bridges Investment Co., Ltd. (廣東珠江公路橋樑投資有限公司), Guangdong Yingxin Information Investment Co., Ltd. (廣東盈信信息投資有限公司), Fengchi Investment Co., Ltd. (豐馳投資有限公司), Shanghai Dazhan Investment Management Co., Ltd. (上海大展投資管理有限公司), Zhongxian International Holdings Co., Ltd. (中先國際控股有限公司), Guangzhou Digital Technology Group Co., Ltd. (廣州數字科技集團有限公司), Guangzhou Lingnan Business Travel Investment Group Co., Ltd. (廣州嶺南商旅投資集團有限公司), Guangzhou Lingnan International Enterprise Group Co., Ltd. (廣州嶺南國際企業集團有限公司), Aeon Life Insurance Company Limited (百年人壽保險股份有限公司), Longdong Economic Development Company, Tianhe District, Guangzhou City (廣州市天河區龍洞經濟發展公司), Foshan Dongjian Group Co., Ltd. (佛山市東建集團有限公司), Guangzhou Huaxin Group Co., Ltd. (廣州華新集團有限公司), and Guangdong Dongsheng Industrial Co., Ltd. (廣東東昇實業有限公司) and 594,177,000 H Shares in aggregate held by Aeon Life Insurance Company Limited (百年人壽保險股份有限公司), Lead Straight Limited (威卓有限公司) and Guangyong Finance Co., Ltd. (廣永財務有限公司), materially interested in the ordinary resolution numbered 11, shall have therefore abstained from voting on the resolution.
5. Guangyong Finance Co., Ltd. (廣永財務有限公司), the Shareholder who was required to abstain from voting on the ordinary resolution numbered 11, has voted abstain on the resolution numbered 11 in respect of 103,719,000 H Shares held by it due to technical issue caused by its securities agent broker and thereby counted towards the initial record of votes. In accordance with the Articles of Association, when considering matters in relation to the related party transactions at a shareholders' general meeting, related shareholders shall abstain from voting, and the number of voting shares held by them shall not be counted into the total number of valid votes. As such, the votes of 103,719,000 H Shares held by Guangyong Finance Co., Ltd. were not included in the poll results as set out above.
6. Save as disclosed above, no Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM.
7. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

ELECTION OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD

The Bank is pleased to announce that at the AGM, Mr. Cai Jian and Ms. Deng Xiaoyun were elected as executive Directors of the fourth session of the Board, Mr. Ni Kai, Mr. Wang Xiaobin, Mr. Zuo Liang, Mr. Zhang Yan, Ms. Xing Qiuyu, Mr. Qin Min'an, Mr. Hu Geyou and Mr. Feng Yaoliang were elected as non-executive Directors of the fourth session of the Board, and Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Zheng Guojian, Mr. Xu Zhi, Mr. Zhang Hua and Mr. Ma Hok Ming were elected as independent non-executive Directors of the fourth session of the Board.

According to the requirements of relevant laws, regulations and the Articles of Association, the Directors shall serve a term of three years and may be re-elected upon expiry of their term of office. Mr. Cai Jian, Mr. Wang Xiaobin, Mr. Zuo Liang, Mr. Feng Yaoliang, Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Zhang Hua and Mr. Ma Hok Ming shall serve a term of three years with effect from the date of approval at the AGM. Ms. Deng Xiaoyun, Mr. Ni Kai, Mr. Zhang Yan, Ms. Xing Qiuyu, Mr. Qin Min'an, Mr. Hu Geyou, Mr. Zheng Guojian and Mr. Xu Zhi shall serve a term with effect from the approval date of their eligibilities as Directors by the Guangdong Bureau of the National Financial Regulatory Administration to the expiry of the fourth session of the Board. The Bank will publish a separate announcement in accordance with the requirements of the Listing Rules. The original Directors shall continue to perform their duties as Directors pursuant to laws, regulations and the Articles of Association until the newly-elected Directors take office.

For biographical details of the above Directors of the fourth session of the Board and the details related to their appointment, Shareholders may refer to the Circular.

ELECTION OF SHAREHOLDER SUPERVISORS AND EXTERNAL SUPERVISORS OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS

The Bank is pleased to announce that at the AGM, Ms. Yu Qing, Mr. Liang Bingtian and Mr. Li Zhiquan were elected as shareholder Supervisors of the fourth session of the Board of Supervisors, and Mr. Han Zhenping, Mr. Shi Shuiping and Mr. Huang Tianshun were elected as external Supervisors of the fourth session of the Board of Supervisors.

According to the requirements of relevant laws, regulations and the Articles of Association, the Supervisors shall serve a term of three years and may be re-elected upon expiry of their term of office. Ms. Yu Qing, Mr. Liang Bingtian, Mr. Li Zhiquan, Mr. Han Zhenping, Mr. Shi Shuiping and Mr. Huang Tianshun shall serve a term of three years with effect from the date of approval at the AGM.

For biographical details of the above shareholder Supervisors and external Supervisors of the fourth session of the Board of Supervisors and the details related to their appointment, Shareholders may refer to the Circular.

Mr. Chen Jianliang and Mr. Feng Jintang have confirmed that they have no disagreements with the Board of Supervisors, and there are no other matters related to their retirement that need to be notified to the Hong Kong Stock Exchange or the Shareholders.

PAYMENT OF THE FINAL DIVIDENDS

The payment of cash dividends for the year ended 31 December 2023 of RMB0.40 (tax inclusive) per 10 Shares (the “**Final Dividends**”) was approved at the AGM. The Bank is expected to distribute the Final Dividends on Friday, 26 July 2024 to the holders of Domestic Shares and the holders of H Shares whose names appear on the register of members on Tuesday, 25 June 2024.

The Final Dividends are denominated in RMB. Dividends payable to the holders of Domestic Shares will be paid in RMB, while dividends payable to the holders of H Shares will be paid in Hong Kong dollars. The exchange rate for dividends paid in Hong Kong dollars shall be the average middle rate (i.e. HK\$1.00 to RMB0.91064) for the five business days prior to the AGM (i.e. 13 June 2024, inclusive) as announced by the People's Bank of China. As such, the Final Dividends for every 10 H Shares are HK\$0.43925 (tax inclusive).

For matters concerning taxation relating to the Final Dividends and the closure of register of members, please refer to the Circular.

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

Guangzhou, the PRC
13 June 2024

As at the date of this announcement, 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.

* *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.*