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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)

(Stock code: 1551)

ANNOUNCEMENT IN RELATION TO THE CHANGE OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

References are made to the announcements in relation to (i) the proposed amendments to the Articles of Association dated April 26, 2023; (ii) the poll results of the AGM and Class Meetings dated June 20, 2023; (iii) the completion of placing of new H shares under specific mandate dated December 29, 2023; (iv) the entering into the domestic shares subscription agreement and completion of issuance of domestic shares dated December 29, 2023 (collectively the "**Announcements**"); and (v) the circular dated May 31, 2023 (the "**Circular**") of Guangzhou Rural Commercial Bank Co., Ltd.* (the "**Bank**"). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the above Announcements and the Circular.

The Bank submitted an application to the Guangdong Bureau of the National Financial Regulatory Administration (the "**Guangdong Bureau**") in respect of the change of registered capital of the Bank upon completion of the non-public issuance. The Bank has recently received the "Approval from the Guangdong Bureau of the National Financial Regulatory Administration on the Change of Registered Capital of Guangzhou Rural Commercial Bank Co., Ltd." (Yue Jin Fu〔2025〕No. 254), the Guangdong Bureau has approved the change of registered capital of the Bank from RMB11,451,268,539 to RMB14,409,789,327.

Pursuant to the resolutions passed at the 2022 AGM and the 2023 Class Meetings, the Board was authorized, and delegated the authority to the senior management, to handle matters related to the amendments to the Articles of Association, including but not limited to adjustments to the Articles of Association in accordance with laws and regulations, the opinions of domestic and overseas regulatory authorities, and the actual circumstances of this issuance, and the handling of the necessary approvals, filings, and industrial and commercial changes registration required from regulators of the banking industry for such amendments to the Articles of Association. Pursuant to the aforementioned authorization, the Bank has amended the relevant articles of the Articles of Association to reflect the changes of registered capital and the total number of issued shares of the Bank.

The specific amendments to the Articles of Association are as follows:

Original Clause	New Clause
CHAPTER 3 SHARES AND REGISTERED CAPITAL	
Section 1 Issuance of Shares	
Article 26 As approved by the approval department authorized by the State Council, the Bank may issue a total of 11,451,268,539.00 ordinary shares. Upon its establishment, the Bank issued 6,873,418,539.00 ordinary shares to its promoters, of which 4,023,418,539.00 shares were subscribed for by the members of the former Guangzhou Rural Credit Cooperative by way of share exchange, and 2,850,000,000.00 shares were subscribed for by the promoters in monetary capital. The Bank issued 2,125,335,000.00 overseas listed foreign shares (H shares) upon approval by the approval departments as authorized by the State Council. The Bank's ordinary share capital consists of 11,451,268,539.00 ordinary shares, among which 9,325,933,539.00 are domestic shares, representing 81.44% of the total issuable ordinary shares of the Bank; and 2,125,335,000.00 H shares, representing 18.56% of the total issuable ordinary shares of the Bank. The Bank issued 71,500,000 overseas preference shares.	Article 26 As approved by the approval department authorized by the State Council, the Bank may issue a total of ~~11,451,268,539.00~~ 14,409,789,327.00 ordinary shares. Upon its establishment, the Bank issued 6,873,418,539.00 ordinary shares to its promoters, of which 4,023,418,539.00 shares were subscribed for by the members of the former Guangzhou Rural Credit Cooperative by way of share exchange, and 2,850,000,000.00 shares were subscribed for by the promoters in monetary capital. The Bank issued ~~2,125,335,000.00~~ 2,674,925,000.00 overseas listed foreign shares (H shares) upon approval by the approval departments as authorized by the State Council. The Bank's ordinary share capital consists of ~~11,451,268,539.00~~ 14,409,789,327.00 ordinary shares, among which ~~9,325,933,539.00~~ 11,734,864,327.00 are domestic shares, representing 81.44% of the total issuable ordinary shares of the Bank; and ~~2,125,335,000.00~~ 2,674,925,000.00 H shares, representing 18.56% of the total issuable ordinary shares of the Bank. The Bank issued 71,500,000 overseas preference shares.
Article 29 The registered capital of the Bank is RMB11,451,268,539.00, which is equal to its paid-up capital.	Article 29 The registered capital of the Bank is RMB~~11,451,268,539.00~~ 14,409,789,327.00, which is equal to its paid-up capital.

Save for the above-mentioned amendments, the other provisions of the Articles of Association remain unchanged. Subsequently, the Bank will complete the relevant procedures for industrial and commercial changes (filing) registration.

Please refer to the latest version of the full text of the amended Articles of Association published by the Bank on the HKEXnews website of The Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Bank (www.grcbank.com.cn).

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

Guangzhou, the PRC
July 30, 2025

As at the date of this announcement, the Board comprises two executive Directors, namely Mr.Cai Jian and Ms. Deng Xiaoyun; seven non-executive Directors, namely Mr. Ni Kai, Mr. Wang Xiaobin, Mr. Zuo Liang, Mr. Zhang Yan, Ms. Xing Qiuyu, Mr. Hu Geyou and Mr. Feng Yaoliang; and five independent non-executive Directors, namely Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Zheng Guojian, 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.*