

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Guangzhou Rural Commercial Bank Co., Ltd.* (the “**Bank**”) considered and approved the resolutions on nominating Ms. Huang Hongyan (“**Ms. Huang**”) as a candidate for non-executive director of the fourth session of the Board of the Bank and Mr. Zhu Guilong (“**Mr. Zhu**”) as a candidate for independent non-executive director of the fourth session of the Board of the Bank on November 22, 2024, respectively. The above resolutions have been reviewed and approved by the Nomination and Remuneration Committee of the Board of the Bank.

The biographical details of Ms. Huang and Mr. Zhu are set out below:

Ms. Huang Hongyan, born in August 1980, graduated from the Hong Kong University of Science and Technology with a master’s degree in business administration. She currently serves as the executive vice president and president of asset management business of Partners Capital Group Limited (博大資本金融集團有限公司), as well as the general manager and head of the compliance and risk control department of Shanghai Sunshine Partners Equity Investment Management Co., Ltd. (上海陽光博大股權投資管理有限公司). She previously served as the project accountant of Guangdong Huanan New City Real Estate Limited (廣東華南新城房地產有限公司), deputy general manager of the financial management center in Tianjin, deputy general manager of the financial management center in Beijing and deputy director of the group financial management center of Hopson Development Holdings, group financial advisor, group chief financial officer and general manager of financing of Partners Capital Group Limited (博大資本金融集團有限公司), and general manager, general manager and head of the finance department and investment department of Shanghai Sunshine Partners Equity Investment Management Co., Ltd.

Mr. Zhu Guilong, born in November 1964, a member of the Communist Party of China and a postgraduate, graduated from Sun Yat-Sen University with a doctorate degree in management. He is an expert enjoying the special allowance from the State Council and an outstanding social scientist in Guangdong Province. He is currently a second-level professor and doctoral supervisor of the School of Business Administration of South China University of Technology, the vice chairman of China High-tech Industry Promotion Society (中國高技術產業發展促進會), executive director of Chinese Association of Science of Science and S&T Policy Research (中國科學學與科技政策研究會), director of the Industry-University-Research Cooperation Professional Committee (產學研合作專業委員會), deputy director of Technology Management Professional Committee of Chinese Society of Technology Economics (中國技術經濟學會技術管理專業委員會), and an independent director of Guangzhou Port Company Limited (廣州港股份有限公司), Guangdong Xianle Health Co., Ltd. (廣東仙樂健康股份有限公司) and Bank of Guangzhou Co., Ltd. He previously served as a staff of Lujiang Alum Mine (廬江礬礦) in Anhui Province, an assistant researcher, associate researcher and researcher of the Forecast and Development Institute of Hefei University of Technology (合肥工業大學預測與發展研究所), a professor, deputy dean and dean of the School of Business Administration of South China University of Technology (華南理工大學工商管理學院), vice chairman of the 8th and 9th Councils of Systems Engineering Society of China (中國系統工程學會), a member of the Steering Committee of Innovation and Entrepreneurship Education of the Ministry of Education (教育部創新創業教育指導委員會), an independent director of Guangzhou KingMed Diagnostics Group Co., Ltd., CSG Holding Co., Ltd., GRG Banking Equipment Co., Ltd. (廣州廣電運通金融電子股份有限公司), Jiangxi Jovo Energy Company Limited (江西九豐能源股份有限公司) and Zhongke Richland Asset Management Co., Ltd. (中科沃土基金管理有限公司), and a director of Guangdong Yiji Network Co., Ltd. (廣東易積網絡股份有限公司).

Ms. Huang and Mr. Zhu have respectively confirmed that they have no disagreements with the nomination. The resolutions on their appointments as non-executive director and independent non-executive director of the Bank are subject to consideration at the general meeting of the Bank. After the resolutions are approved, the Bank will submit to the Guangdong Bureau of National Financial Regulatory Administration for approval of their qualifications for appointments, and their terms of office will commence from the date of approval by the Guangdong Bureau of National Financial Regulatory Administration until the expiry of the term of office of the fourth session of the Board.

If appointed, the Bank will enter into service contracts with them. During the term of office, they will be remunerated in accordance with the Implementation Measures for the Remuneration Standards of Directors and Supervisors of Guangzhou Rural Commercial Bank Co., Ltd.* (《廣州農村商業銀行股份有限公司董事、監事薪酬標準實施辦法》) approved by the annual general meeting in 2014, which mainly consists of basic remuneration and allowances. The annual basic remuneration is relatively fixed and the allowances are determined based on factors such as the meeting attendance and the service time in the Bank. The Bank will disclose the remuneration or allowance of directors in the annual report every year.

Save as disclosed in this announcement, as at the date of this announcement, the above candidates for directors have confirmed that they have not held any directorship, supervisorship in other listed companies in the past three years or any other major appointment or professional qualification, or any other position with the Bank or its subsidiaries. Save as disclosed above, the above candidates for directors have not had any other relationship with any other directors, supervisors, senior management or substantial shareholders of the Bank, nor do they have any interests in shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, the above candidates for directors have not been punished and disciplined by relevant regulatory authorities.

Save as disclosed in this announcement, there are no other matters relating to above candidates for directors that need to be brought to the attention of the shareholders of the Bank nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Mr. Zhu further confirmed that (i) he meets each of the relevant independent criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Bank or its subsidiaries, and does not have any connection with any of the Bank’s core connected persons (as defined under the Listing Rules); and (iii) there are no other factors that may affect his independence at the time of his nomination. The Board also considers that he meets the independence guideline under Rule 3.13 of the Listing Rules and is independent under the terms of the guideline.

A circular containing, among others, the information on candidates for directors, together with the notice convening the first extraordinary general meeting of 2024 will be published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.grcbank.com) in due course, and will be despatched to the H shareholders of the Bank in the manner in which the H shareholders of the Bank have elected to receive the corporate communication.

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

Guangzhou, the PRC
November 22, 2024

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.*