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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)**

#### **NOTICE OF 2024 FIRST EGM**

**NOTICE IS HEREBY GIVEN** that the 2024 first extraordinary general meeting (the “**EGM**”) 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 Friday, December 13, 2024, to consider, and if thought fit, pass the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the proposal of electing directors of the fourth session of the Board:
  - 1.1 To consider and approve the proposal of electing Ms. Huang Hongyan as non-executive Director of the fourth session of the Board;
  - 1.2 To consider and approve the proposal of electing Mr. Zhu Guilong as independent non-executive Director of the fourth session of the Board;
2. To consider and approve the proposal of change of external auditors for 2024 financial report;
3. To consider and approve the proposal of asset transfer in 2024;

#### **SPECIAL RESOLUTIONS**

4. To consider and approve the proposal of the merger by absorption of Dongguan Huangjiang Zhujiang Rural Bank Co., Ltd. by Guangzhou Rural Commercial Bank Co., Ltd.;

5. To consider and approve the proposal of the Implementation Plan for Merger by Absorption of Dongguan Huangjiang Zhujiang Rural Bank Co., Ltd. by Guangzhou Rural Commercial Bank Co., Ltd.;
6. To consider and approve the proposal of the merger by absorption of Zhongshan Dongfeng Zhujiang Rural Bank Co., Ltd. by Guangzhou Rural Commercial Bank Co., Ltd.;
7. To consider and approve the proposal of the Implementation Plan for Merger by Absorption of Zhongshan Dongfeng Zhujiang Rural Bank Co., Ltd. by Guangzhou Rural Commercial Bank Co., Ltd.

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

Guangzhou, the PRC  
November 28, 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.*

Notes:

1. Pursuant to the Listing Rules, all resolutions proposed at the EGM 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](http://www.hkexnews.hk)) and the Bank ([www.grcbank.com](http://www.grcbank.com)) in accordance with the Listing Rules.

2. **CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM**

Holders of H Shares of the Bank are advised that the register of members of the Bank will be closed from Tuesday, December 10, 2024 to Friday, December 13, 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 EGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the 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 Monday, December 9, 2024.

Shareholders whose names appear on the register of members of the Bank at the close of business on Monday, December 9, 2024 are entitled to attend and vote at the EGM.

3. **PROXY**

Every Shareholder who has the right to attend and vote at the EGM 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 EGM.

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 EGM 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 EGM is expected to last for no more than half a working day. Shareholders and their proxies attending the EGM 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)

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