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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)**

**POLL RESULTS OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING HELD ON 13 DECEMBER 2024**

The board (the “**Board**”) of directors (the “**Directors**”) of Guangzhou Rural Commercial Bank Co., Ltd.\* (the “**Bank**”) hereby announces that the 2024 first extraordinary general meeting (the “**EGM**”) was 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, 13 December 2024. References are made to the notice (the “**Notice**”) and the circular (the “**Circular**”) of the 2024 first extraordinary general meeting published on 28 November 2024 by the Bank. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as ascribed to them in the Notice and the Circular.

**CONVENING AND ATTENDANCE OF THE MEETING**

The EGM 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 (《中華人民共和國公司法》) and the Articles of Association. Mr. Cai Jian, Ms. Deng Xiaoyun, Mr. Ni Kai, Mr. Wang Xiaobin, Mr. Zuo Liang, Mr. Zhang Yan, Mr. Hu Geyou, Mr. Feng Yaoliang, Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Zheng Guojian, Mr. Zhang Hua and Mr. Ma Hok Ming, all being the Directors, attended the EGM in person or through video access. The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM. East & Concord Partners Guangzhou Office (北京天達共和(廣州)律師事務所), the Bank's PRC legal adviser, as well as two representatives from the Shareholders and one Supervisor were appointed as the vote counters and scrutineers for the votes cast at the EGM.

As at the date of the EGM, 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 EGM. As no Shareholder had material interest in the resolutions proposed at the EGM, no Shareholder had abstained from voting at the EGM.

As at the date of the EGM, the Shareholders in attendance either in person or by proxy at the EGM held a total of 9,437,698,738 Shares (representing approximately 65.50% of the total issued Shares as at the date of the EGM), among which 9,262,678,738 Shares were Shares carrying voting rights (representing approximately 64.28% of the total issued Shares as at the date of the EGM).

## POLL RESULTS OF THE EGM

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

Ordinary Resolutions		Number of Votes and Percentage of Total Number of Votes		
		For	Against	Abstain
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	9,262,678,738 100%	0 0%	0 0%
	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	9,262,678,738 100%	0 0%	0 0%
2	To consider and approve the proposal of change of external auditors for 2024 financial report	9,262,678,738 100%	0 0%	0 0%
3	To consider and approve the proposal of asset transfer in 2024	8,440,522,698 91.1240%	645,031,000 6.9638%	177,125,040 1.9122%
Special Resolutions		Number of Votes and Percentage of Total Number of Votes		
		For	Against	Abstain
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.	8,407,142,786 90.7636%	698,147,500 7.5372%	157,388,452 1.6992%
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.	8,407,142,786 90.7636%	698,147,500 7.5372%	157,388,452 1.6992%
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.	8,407,142,786 90.7636%	698,147,500 7.5372%	157,388,452 1.6992%
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.	8,407,142,786 90.7636%	698,147,500 7.5372%	157,388,452 1.6992%

*Notes:*

1. As a majority of the votes were cast in favour of Resolutions 1 to 3, all of such resolutions were duly passed as ordinary resolutions.
2. As more than two-thirds of the votes were cast in favour of Resolutions 4 to 7, all of such resolutions were duly passed as special resolutions.
3. Pursuant to the Articles of Association of the Bank, the voting rights at the EGM of those 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. The total number of the Shares subject to restrictions at this EGM amounted to 175,020,000 Shares.
4. There were no Shares entitling the holder to attend but required to abstain from voting in favour of the resolutions at the EGM under Rule 13.40 of the Listing Rules.
5. No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the EGM.
6. 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 EGM.

## **LAWYER'S CERTIFICATION**

Sun Feng (孫峰) and Mo Zijun (莫子君), lawyers from East & Concord Partners Guangzhou Office, the PRC legal advisor of the Bank, witnessed the EGM and issued a legal opinion certifying that the procedures to call and convene the EGM are in compliance with the requirements of laws, administrative regulations and the Articles of Association; the qualifications of the attendees and the convener of the EGM are lawful and valid; and the voting procedures and results of the EGM are both lawful and valid.

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

Guangzhou, the PRC  
13 December 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.*