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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 AGM

NOTICE IS HEREBY GIVEN that the 2024 annual general meeting (the “AGM”) 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, 13 June 2025, to consider, and if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the proposal of the 2024 Board of Directors’ Work Report;
2. To consider and approve the proposal of the 2024 Board of Supervisors’ Work Report;
3. To consider and approve the proposal of by-election of director of the fourth session of the Board of Directors;
4. To consider and approve the proposal of the 2024 Annual Report;
5. To consider and approve the proposal of the 2024 Annual Financial Statements;
6. To consider and approve the proposal of the 2024 Profit Distribution Plan;
7. To consider and approve the proposal of the 2025 Financial Budget;
8. To consider and approve the proposal of the 2024 Report on Sannong Financial Services;
9. To consider and approve the proposal of the estimated annual caps for material related party transactions involving major shareholders and their controlling shareholders, de facto controllers in 2025;

10. To consider and approve the proposal to engage an accounting firm to conduct the external audit of the Bank's 2025 Financial Report;

SPECIAL RESOLUTIONS

11. To consider and approve the proposal of the issuance of ordinary financial bonds;
12. To consider and approve the proposal of the merger by absorption of Xingning Zhujiang County Bank Co., Ltd. by Guangzhou Rural Commercial Bank Co., Ltd.;
13. To consider and approve the proposal of the Implementation Plan for Merger by Absorption of Xingning Zhujiang County Bank Co., Ltd. by Guangzhou Rural Commercial Bank Co., Ltd.;
14. To consider and approve the proposal of the merger by absorption of Heshan Zhujiang County Bank Co., Ltd. by Guangzhou Rural Commercial Bank Co., Ltd.;
15. To consider and approve the proposal of the Implementation Plan for Merger by Absorption of Heshan Zhujiang County Bank Co., Ltd. by Guangzhou Rural Commercial Bank Co., Ltd.;
16. To consider and approve the proposal of the merger by absorption of Shenzhen Pingshan Zhujiang County Bank Co., Ltd. by Guangzhou Rural Commercial Bank Co., Ltd.;
17. To consider and approve the proposal of the Implementation Plan for Merger by Absorption of Shenzhen Pingshan Zhujiang County 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

23 May 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.

Notes:

1. Pursuant to the Listing Rules, all resolutions proposed at the AGM 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) and the Bank (www.grcbank.com) in accordance with the Listing Rules.

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

Holders of H Shares of the Bank are advised that the register of members of the Bank will be closed from Monday, 9 June 2025 to Friday, 13 June 2025 (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 AGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Bank's 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 Friday, 6 June 2025.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Friday, 6 June 2025 are entitled to attend and vote at the AGM.

3. **PROXY**

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

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 AGM 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 AGM is expected to last for no more than half a working day. Shareholders and their proxies attending the AGM 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
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Wanchai
Hong Kong
(For deposit of proxy form)

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