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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)

(H Share Stock code: 1551)

POLL RESULTS OF THE 2024 ANNUAL GENERAL MEETING HELD ON 13 JUNE 2025; PAYMENT OF THE FINAL DIVIDENDS

The board (the “**Board**”) of directors (the “**Directors**”) of Guangzhou Rural Commercial Bank Co., Ltd.* (the “**Bank**”) hereby announces that the 2024 annual general meeting (the “**AGM**”) 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 June 2025. References are made to the notice (the “**Notice**”) and the circular (the “**Circular**”) of the AGM published on 23 May 2025 by the Bank. Unless the context otherwise defines, capitalized terms used herein shall have the same meanings as ascribed to them in the Notice and the Circular.

CONVENING AND ATTENDANCE OF THE AGM

The AGM 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 of the Bank. 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 AGM in person or through video access. 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 AGM. The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

As at the date of the AGM, 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 AGM.

As at the date of the AGM, the Shareholders in attendance either in person or by proxy at the AGM held a total of 9,688,543,493 Shares (representing approximately 67.24% of the total issued Shares as at the date of the AGM), among which 9,528,523,493 Shares were Shares carrying voting rights (representing approximately 66.13% of the total issued Shares as at the date of the AGM).

POLL RESULTS OF THE AGM

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

Ordinary Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
1	To consider and approve the proposal of the 2024 Board of Directors' Work Report	9,528,523,493 100.0000%	0 0.0000%	0 0.0000%
2	To consider and approve the proposal of the 2024 Board of Supervisors' Work Report	9,528,523,493 100.0000%	0 0.0000%	0 0.0000%
3	To consider and approve the proposal of by-election of director of the fourth session of the Board of Directors	9,528,523,493 100.0000%	0 0.0000%	0 0.0000%
4	To consider and approve the proposal of the 2024 Annual Report	9,528,523,493 100.0000%	0 0.0000%	0 0.0000%
5	To consider and approve the proposal of the 2024 Annual Financial Statements	9,528,523,493 100.0000%	0 0.0000%	0 0.0000%
6	To consider and approve the proposal of the 2024 Profit Distribution Plan	9,528,008,453 99.9946%	400,000 0.0042%	115,040 0.0012%
7	To consider and approve the proposal of the 2025 Financial Budget	8,805,173,493 92.4086%	400,000 0.0042%	722,950,000 7.5872%
8	To consider and approve the proposal of the 2024 Report on Sannong Financial Services	9,528,523,493 100.0000%	0 0.0000%	0 0.0000%
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	3,607,228,938 100.0000%	0 0.0000%	0 0.0000%
10	To consider and approve the proposal to engage an accounting firm to conduct the external audit of the Bank's 2025 Financial Report	9,528,523,493 100.0000%	0 0.0000%	0 0.0000%

SPECIAL RESOLUTIONS		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
11	To consider and approve the proposal of the issuance of ordinary financial bonds	9,528,523,493 100.0000%	0 0.0000%	0 0.0000%
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.	8,663,043,319 90.9170%	710,107,400 7.4524%	155,372,774 1.6306%
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.	8,663,043,319 90.9170%	710,107,400 7.4524%	155,372,774 1.6306%
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.	8,663,043,319 90.9170%	710,107,400 7.4524%	155,372,774 1.6306%
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.	8,663,043,319 90.9170%	710,107,400 7.4524%	155,372,774 1.6306%
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.	7,940,093,319 83.3297%	710,107,400 7.4524%	878,322,774 9.2178%
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.	7,940,093,319 83.3297%	710,107,400 7.4524%	878,322,774 9.2178%

Notes:

- As a majority of the votes were cast in favour of the resolutions numbered 1 to 10, all such resolutions were duly passed as ordinary resolutions.
- As more than two-thirds of the votes were cast in favour of the resolutions numbered 11 to 17, all such resolutions were duly passed as special resolutions.
- Pursuant to the Articles of Association of the Bank, the voting rights of 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 at the AGM. The total number of the Shares subject to restrictions amounted to 160,020,000 Shares.
- There were no holders of Shares entitled to attend but required to abstain from voting in favour of the resolutions at the AGM under Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

5. 5,327,117,555 Domestic Shares in aggregate held by Guangzhou Finance Holdings Group Co., Ltd. (廣州金融控股集團有限公司), Guangzhou Guangyong State-owned Assets Management Co., Ltd. (廣州市廣永國有資產經營有限公司), Guangzhou Metro Group Co., Ltd. (廣州地鐵集團有限公司), Guangzhou Gongkong Capital Management Co., Ltd. (廣州工控資本管理有限公司), Guangzhou Vanlead Group Co., Ltd. (廣州萬力集團有限公司), Guangzhou Industrial Investment Holding Group Co., Ltd. (廣州工業投資控股集團有限公司), Guangzhou City Renewal Group Co., Ltd. (廣州城市更新集團有限公司), Guangdong Zhujiang Roads & Bridges Investment Co., Ltd. (廣東珠江公路橋樑投資有限公司), Guangdong Yingxin Information Investment Co., Ltd. (廣東盈信信息投資有限公司), Fengchi Investment Co., Ltd. (豐馳投資有限公司), Shanghai Dazhan Investment Management Co., Ltd. (上海大展投資管理有限公司), Zhongxian International Holdings Co., Ltd. (中先國際控股有限公司), Guangzhou Digital Technology Group Co., Ltd. (廣州數字科技集團有限公司), Guangzhou Lingnan Business Travel Investment Group Co., Ltd. (廣州嶺南商旅投資集團有限公司), Guangzhou Lingnan International Enterprise Group Co., Ltd. (廣州嶺南國際企業集團有限公司), Aeon Life Insurance Company Limited (百年人壽保險股份有限公司), Longdong Economic Development Company, Tianhe District, Guangzhou City (廣州市天河區龍洞經濟發展公司), Foshan Dongjian Group Co., Ltd. (佛山市東建集團有限公司), and Guangzhou Huaxin Group Co., Ltd. (廣州華新集團有限公司) and 594,177,000 H Shares in aggregate held by Aeon Life Insurance Company Limited (百年人壽保險股份有限公司), Lead Straight Limited (威卓有限公司) and Guangyong Finance Co., Ltd. (廣永財務有限公司), materially interested in the ordinary resolution numbered 9, shall have therefore abstained from voting on the resolution.
6. Certain Shareholders who were required to abstain from voting on the ordinary resolution numbered 9, have voted in favour of the resolution numbered 9 in respect of 295,229,000 H Shares held by them due to technical issue caused by their securities agent broker and thereby counted towards the initial record of votes. In accordance with the Articles of Association, when considering matters in relation to the related party transactions at a shareholders' general meeting, related shareholders shall abstain from voting, and the number of voting shares held by them shall not be counted into the total number of valid votes. As such, the votes of 295,229,000 H Shares held by such Shareholders have not been included in the poll results as set out above.
7. Save as disclosed above, no Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM.
8. 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 AGM.

PAYMENT OF THE FINAL DIVIDENDS

The payment of cash dividends for the year ended 31 December 2024 of RMB0.45 (tax inclusive) per 10 Shares (the “**Final Dividends**”) was approved at the AGM. The Bank is expected to distribute the Final Dividends on Friday, 25 July 2025 to the holders of Domestic Shares and the holders of H Shares whose names appear on the register of members on Wednesday, 25 June 2025.

The Final Dividends are denominated in RMB. Dividends payable to the holders of Domestic Shares will be paid in RMB, while dividends payable to the holders of H Shares will be paid in Hong Kong dollars. The exchange rate for dividends paid in Hong Kong dollars shall be the average middle rate (i.e. HK\$1.00 to RMB0.91506) for the five business days preceding the date of the AGM (i.e. 13 June 2025, inclusive) as announced by the People's Bank of China. As such, the Final Dividends per 10 H Shares was HK\$0.49177 (tax inclusive).

For matters concerning taxation relating to the Final Dividends and the closure of register of members, please refer to the Circular.

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 AGM and issued a legal opinion certifying that the procedures to call and convene the AGM 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 AGM are lawful and valid; and the voting procedures and results of the AGM are both lawful and valid.

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

Guangzhou, the PRC
June 13, 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.*