

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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETINGS, THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS AND PROPOSED NON-ESTABLISHMENT OF THE BOARD OF SUPERVISORS

This announcement is made by Guangzhou Rural Commercial Bank Co., Ltd.* (the “**Bank**”) pursuant to the Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Board of Directors of the Bank (the “**Board**”) hereby announces that, in accordance with the Company Law of the People's Republic of China effective from July 1, 2024, the Notice on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law (《關於公司治理監管規定與公司法銜接有關事項的通知》) effective from December 17, 2024, and other relevant laws, regulations and regulatory requirements, together with the actual situation of the Bank, in order to further optimize and perfect the corporate governance structure and systematically align with the latest legal and regulatory requirements, the Bank intends to systematically amend the existing Articles of Association and relevant rules of procedures, which mainly involves the optimization of the corporate governance mechanism, the connection of relevant systems of the shareholders' general meeting and the Board, the perfection of shareholders' rights and obligations, the protection of employees' rights and interests, as well as the proposed non-establishment of the Board of Supervisors with its relevant functions and powers to be assumed by the Audit Committee of the Board (the “**Proposed Amendments**”).

The Proposed Amendments shall be subject to the approval by the 2025 annual general meeting of the Bank, and shall take effect upon the approval by the Guangdong Bureau of the National Financial Regulatory Administration (the “**Guangdong Bureau**”). At the same time, the Board proposes to the shareholders' general meeting to authorize the senior management to make appropriate adjustments and modifications to the amendments to the Articles of Association in accordance with the modification requirements and suggestions (if any) of the regulatory authorities. Details of the Proposed Amendments will be set out in the circular for the 2025 annual general meeting of the Bank.

The relevant matters regarding the aforementioned proposed non-establishment of the Board of Supervisors will be submitted to the shareholders' general meeting of the Bank for consideration and approval, and the details will be set out in the circular for the 2025 annual general meeting of the Bank. They will take effect after the relevant resolutions and the resolution regarding the amendments to the Articles of Association are considered and approved at the 2025 annual general meeting of the Bank, and the approval from the Guangdong Bureau for the Articles of Association is received. Upon taking effect, the current members of the Board of Supervisors will no longer hold the positions of supervisors and relevant positions in the Board of Supervisors. The members of the Board of Supervisors of the Bank have confirmed that they have no disagreement with the Board and there are no other matters relating to the Bank's non-establishment of the Board of Supervisors that need to be brought to the attention of the shareholders of the Bank. The Bank's resolutions on the proposed amendments to the Articles of Association, the rules of procedures of the shareholders' general meetings, the rules of procedures for the Board of Directors, and the proposed non-establishment of the Board of Supervisors are subject to the consideration and approval by the shareholders of the Bank at the shareholders' general meeting. A circular containing (among others) details of the above resolutions, together with the notice of the 2025 annual general meeting, will be published on the website of The Stock Exchange of Hong Kong Limited and the website of the Bank in due course, and printed versions will be dispatched to the shareholders of the Bank according to their needs.

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

Guangzhou, the PRC
April 29, 2026

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Cai Jian, Ms. Deng Xiaoyun and Mr. Tan Bo; 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. Zhu Guilong, 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.*