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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)

(Preference Share Stock Code: 4618)

NOTICE OF 2019 AGM

NOTICE IS HEREBY GIVEN that the 2019 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, PRC at 9:30 a.m. on Friday, May 22, 2020, to consider, and if thought fit, pass the following resolutions:

I. ORDINARY RESOLUTIONS

1. to consider and approve the 2019 Board of Directors' Report;
2. to consider and approve the 2019 Board of Supervisors' Report;
3. to consider and approve the 2019 Annual Report;
4. to consider and approve the 2019 Annual Financial Statements;
5. to consider and approve the 2020 Financial Budget;
6. to consider and approve the 2019 Profit Distribution Plan;
7. to consider and approve the amendments to the Measures for the Administration of the Equities;
8. to consider and approve the election of Mr. Zhang Jian as Director of the Bank;
9. to consider and approve the 2019 Report on Sannong Financial Services;

10. to consider and approve the estimated annual caps for recurring related party transactions in 2020; and
11. to consider and approve the appointment of PricewaterhouseCoopers Zhongtian LLP (Special General Partnership) for auditing the 2020 annual financial statements (the generally accepted principles of the PRC) and the appointment of PricewaterhouseCoopers for reviewing the 2020 interim financial statements (International Financial Reporting Standards) and auditing the 2020 annual financial statements (International Financial Reporting Standards), each for a term of office until the conclusion of the Bank's 2020 annual general meeting, and to authorize the Board to determine their service fees.

II. SPECIAL RESOLUTIONS

1. to consider and approve the general mandate to issue new shares;
2. to consider and approve the extension of the validity period of the plan for A Share Offering; and
3. to consider and approve the extension of the validity period of the mandate to authorize the Board of Directors and its authorized persons to deal with A Share Offering at its/their sole discretion.

By Order of the Board
Guangzhou Rural Commercial Bank Co., Ltd.*
Yi Xuefei
Vice Chairman

Guangzhou, the PRC, April 7, 2020

As at the date of this announcement, the Board comprises one executive director, namely Mr. Yi Xuefei; four non-executive directors, namely Mr. Li Fangjin, Mr. Su Zhigang, Mr. Liu Guojie and Mr. Zhu Kelin; and four independent non-executive directors, namely, Mr. Liu Shaobo, Mr. Liu Heng, Mr. Song Guanghui and Mr. Zheng Jianbiao.

Notes:

1. Pursuant to the Listing Rules, all resolutions proposed at the meeting 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 Wednesday, April 22, 2020 to Friday, May 22, 2020 (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 Tuesday, April 21, 2020.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Tuesday, April 21, 2020 are entitled to attend and vote at the AGM.

3. **Reply slip**

Holders of H Shares who intend to attend and vote at the AGM must complete and return the accompanying reply slip to the Bank's H Share Registrar on or before Saturday, May 2, 2020. The reply slip may be delivered by hand, by post or by fax to the Bank's H Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the AGM.

However, failure to return the reply slip may result in an adjournment of the AGM, if the number of Shares carrying the right to vote represented by the Shareholders proposing to attend the AGM by reply slip does not reach more than half of the total number of Shares of the Bank carrying the right to vote at the AGM.

4. **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 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 document of authority must be deposited together and at the same time with the instrument appointing the proxy at the Bank's H Share Registrar.

5. 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
Tel: (852) 2862 8555
Fax: (852) 2865 0990

* *The Bank 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.*