

For the month ended

# Monthly Return of Equity Issuer on Movements in Securities

(dd/mm/yyyy) :	31/05/2021				
To : Hong Kong Exchanges and	Clearing Limited				
GUANGZHOU RURAL COMMERCIAL BANK CO., LTD. (the "Bank")  Date Submitted  02/06/2021					
I. Movements in Authorised Shar	e Capital				
1. Ordinary Shares					
(1) Stock code : <u>1551</u> De	scription :	H Sł	nares		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding mo	onth 1,820,335,000	RMB1.00	RMB1,820,335,000		
Increase/(decrease)	Nil		Nil		
Balance at close of the month	1,820,335,000	RMB1.00	RMB1,820,335,000		
(2) Stock code : N/A De	scription :	Domesti	c Shares		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding mo	onth 7,987,933,539	RMB1.00	RMB7,987,933,539		
Increase/(decrease)	Nil		Nil		
Balance at close of the month	7,987,933,539	RMB1.00	RMB7,987,933,539		

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Stock code :4618Descrip	otion :	cumulati		5.90% non- offshore preference eference Shares")
	No. prefer sha	ence	Par value (State currency)	Authorised share capital (State currency) (See Remark 2)
Balance at close of preceding month	71,50	0,000	RMB100	U.S.\$1,430,000,000
Increase/(decrease)	N	il		Nil
Balance at close of the month	71,500	0,000	RMB100	U.S.\$1,430,000,000

# 3. Other Classes of Shares

Stock code : _	N/A	Descrip	tion :		
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	of preceding	ng month_			
Increase/(decreas	e)	_			
Balance at close of	of the mor	nth _			

Total authorised share capital at the end of the month:

Ordinary Shares Preference Shares

RMB9,808,268,539 U.S.\$1,430,000,000

# II. Movements in Issued Share Capital

	No. of ordir	nary shares (2) Domestic	No. of Offshore Preference	No. of other
	(1) H Shares	Shares	Shares	classes of shares
Balance at close of preceding month	1,820,335,000	7,987,933,539	71,500,000	<u>N/A</u>
Increase/ (decrease) during the month	Nil	Nil	Nil	N/A
Balance at close of the month	1,820,335,000	7,987,933,539	71,500,000	N/A

### III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) No. of new shares of No. of new shares of Particulars of issuer issued during issuer which may be share option scheme the month pursuant issued pursuant including EGM thereto thereto as at close of Movement during the month approval date the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. N/A shares (Note 1) 2. N/A shares (Note 1) 3. N/A shares (Note 1) Total A. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise N/A of options (State currency)

Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)  1. N/A	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Stock code (if listed)						_
Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy) 2. N/A						
( / / ) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	( / /	)				
( / / )				-		_
Stock code (if listed) Class of shares						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
4. N/A	`	,				
( / / )						_
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / /	)				
		Total E	(Preferen	ary shares) ce shares) other class)	N/A N/A N/A	- - -

Con	vertibles (i.e. Convertibl	e into Shares of th	ne Issuer which	are to be List	ed)		
Clas	s and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Offshore Preference Shares, convertible compulsorily upon occurrence of a trigge event pursuant to the terms and conditions with respect to the Offshore Preference Shares	U.S.\$	1,430,000,000		1,430,000,000		2,044,431,148 H shares (See Remark 3)
	Stock code (if listed) _	4618					
	Class of shares issuable (Note 1)	H Shares					
2.		The initial conversion p is HK\$5.49 per H sha subject to adjustmer (06/09/2018)	re, nt				
	Stock code (if listed) _ Class of shares issuable (Note 1) _ Subscription price _						
	EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3.	N/A	<u>—</u> —					
		<u> </u>					
	Stock code (if listed) _ Class of shares issuable ( <i>Note 1</i> ) _ Subscription price						
	EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					

4.	N/A				
		<u></u>			
		<u> </u>			
	Stock code (if listed)		<del>-</del>		
	Class of shares				
	issuable (Note 1)		<del>-</del>		
	Subscription price EGM approval date		-		
	(if applicable)				
	(dd/mm/yyyy)	( / / )			
	_	,	Total C. (	(Ordinary shares)	N/A
				reference shares)	N/A
			`	(Other class)	N/A
				· ,	
۸ م۰۷	other Agreements or Arr	rangamanta ta lagua (	Charae of the leave	ur which are to be Liet	ad including
Onti	ons (other than under SI	hare Option Schemes	s)	i willcii are to be List	eu, including
-	(		,	No. of new shares	No. of new shares of
				of issuer issued	issuer which may be
				during the month pursuant thereto	issued pursuant
г	II mantiavilana iraalvidina FC	2014 a.m.m.m.m.d. d.a.t.a. /alal	les es la casa d	parodant thereto	thereto as at close of
if a	II particulars including E0 applicable, and class of s	אוכ approval date (dd.	/mm/yyyy),		the month
	N/A	nares issuable.			
			( / / )		
			shares (Note 1)		-
2.	N/A				
	1071				
			( / / )		
			shares (Note 1)		-
3.	N/A				
	-		( / / )		
			shares (Note 1)		
		Total D.	(Ordinary shares)	N/A	
			reference shares)	N/A	
		,	(Other class)	N/A	

Oth	ner Movements i	n Issued Sha	are Capital				
	T. was of lance					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue						monar
				Class of shares issuable (Note 1)		-	
1.	Rights issue	At price :	State currency	Issue and allotment (date : (dd/mm/yyyy)	1 1	)	
				EGM approval date: (dd/mm/yyyy)	1 1	)	
				· · · · · · · · · · · · · · · · · · ·		<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)		-	
2.	Open offer	At price :	State currency	Issue and allotment (date : (dd/mm/yyyy)	/ /	)	
				EGM approval date: (dd/mm/yyyy)	1 1	)	
						<u>N/A</u>	N/A
				Class of sharesissuable (Note 1)		-	
3.	Placing	At price :	State currency	Issue and allotment (date : (dd/mm/yyyy)	/ /	)	
				EGM approval date: (dd/mm/yyyy)	1 1		
						<u>N/A</u>	N/A
				Class of shares issuable (Note 1)		-	
4.	Bonus issue			Issue and allotment (date : (dd/mm/yyyy)	/ /	)	
				EGM approval date: (dd/mm/yyyy)	1 1	)	
						N/A	N/A

					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the
	Type of Issue					month
		Class of shares issuable (Note 1)				
5.	Scrip dividend At price : State currency———	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
					11/74	IN//A
		Class of shares repurchased (Note 1)				
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
		Class of shares redeemed (Note 1)				
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)	<b>N</b> 1/A	N1/A
					<u>N/A</u>	N/A
		Class of shares issuable (Note 1)				
8.	Consideration At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
					<u>N/A</u>	N/A

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Class of shares issuable (Note 1)		
9. Capital reorganisation	Issue and allotment ( / / ) date : (dd/mm/yyyy)		
	EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
	Class of sharesissuable (Note 1)		
10. Other (Please specify) At price : State currency	Issue and allotment ( / / ) date : (dd/mm/yyyy)		
	EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
	Total E. (Ordinar shares (Preference shares (Other class	s) N/A s) N/A	- - -
		4.	Nil
Total increase / (decrease) in ordinary shares duri	, ,	1)  2)	Nil
Total increase / (decrease) in preference shares of		,	Nil
Total increase / (decrease) in other classes of sha E):	-		N/A
(These figures should be the same as the relevant Capital").)	nt figures under II above ("Movements	in Issued SI	nare
IV. Confirmations			

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the

		securities have been fulfilled;
(iv)		all the securities of each class are in all respects identical (Note 3);
(v)		all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)		all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)	)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii	i)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.
Rem 1.	As ca	is (if any): the Bank is incorporated in the PRC with limited liability, the concept of "authorized share pital" is not applicable. The information contained in section I refers to the "issued share pital" of the Bank.
2.		Iculated by multiplying the total number of Offshore Preference Shares issued by the issuance ce of each Offshore Preference Share, being U.S.\$20 each.
3.	Н :	e initial conversion price, namely HK\$5.49 per H share, is equal to the average trading price of shares of the Bank for the 20 trading days preceding 20 July 2018, the announcement date of a Board resolution approxing the proposed issuance of the Offshore Preference Shares. The

# H shares of the Bank for the 20 trading days preceding 20 July 2018, the announcement date of the Board resolution approving the proposed issuance of the Offshore Preference Shares. The number of H shares issuable upon conversion of the Offshore Preference Shares is equal to the aggregate liquidation preference of all the Offshore Preference Shares (being U.S.\$20 each, as converted into Hong Kong dollars at the fixed exchange rate of U.S.\$1.00 to HK\$7.8489) divided by the initial conversion price rounded down to the nearest whole number of H shares.

Submit	ted by: Zheng Ying
Title:	Joint Company Secretary
	(Director, Secretary or other duly authorised officer)

### Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.