

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)

(H Share Stock code: 1551)

(Preference Share Stock code: 4618)

**POLL RESULTS OF 2020 ANNUAL GENERAL MEETING AND
PAYMENT OF THE FINAL DIVIDENDS
AND
POLL RESULTS OF FIRST DOMESTIC SHAREHOLDERS AND
H SHAREHOLDERS CLASS MEETINGS
OF 2021 HELD ON JUNE 8, 2021**

References are made to the notice of 2020 annual general meeting (the “**AGM Notice**”) and the notice of the First H Shareholders Class Meeting of 2021 (“**Notice of the First H Shareholders Class Meeting of 2021**”) published on April 23, 2021, and the circular published on May 14, 2021 (the “**Circular**”) by Guangzhou Rural Commercial Bank Co., Ltd.* (the “**Bank**”), respectively. Except as the context otherwise requires, capitalized terms used herein shall have the same meanings as ascribed to them in the AGM Notice, Notice of the First H Shareholders Class Meeting of 2021 and the Circular.

POLL RESULTS OF 2020 ANNUAL GENERAL MEETING

At the 2020 annual general meeting held by the Bank on June 8, 2021 (the “**AGM**”), all the resolutions were taken by poll. Shareholders holding an aggregate of 5,546,288,391 Shares (representing approximately 56.55% of the total number of issued Shares of the Bank as at the date of the AGM), among which 5,091,238,391 Shares are Shares carrying voting rights (representing approximately 51.91% of the total number of issued Shares of the Bank as at the date of the AGM), attended the AGM either in person or by proxy.

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 2020 Board of Directors' Report	5,091,238,391 100%	0 0%	0 0%
2	to consider and approve the 2020 Board of Supervisors' Report	5,091,238,391 100%	0 0%	0 0%
3	to consider and approve the 2020 Annual Report	5,091,238,391 100%	0 0%	0 0%
4	to consider and approve the 2020 Annual Financial Accounts	5,091,238,391 100%	0 0%	0 0%
5	to consider and approve the 2021 Financial Budget	5,091,238,391 100%	0 0%	0 0%
6	to consider and approve the 2020 Profit Distribution Plan	5,091,238,391 100%	0 0%	0 0%
7	to consider and approve the 2020 Report on Sannong Financial Services	5,091,238,391 100%	0 0%	0 0%
8	to consider and approve the estimated annual caps for recurring related party transactions in 2021	2,560,893,552 100%	0 0%	0 0%
9	to consider and approve the proposal of amendments to the Rules of Procedures for General Meetings;	5,091,238,391 100%	0 0%	0 0%
10	to consider and approve the proposal of amendments to the Rules of Procedures for the Board of Directors	5,091,238,391 100%	0 0%	0 0%
11	to consider and approve the appointment of auditors for the year of 2021 and authorise the Board to determine their remunerations	5,091,238,391 100%	0 0%	0 0%

Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
1	to consider and approve the general mandate to issue new shares	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
2	to consider and individually approve the following items in respect of the proposal of the non-public issuance of Domestic Shares under Specific Mandate:			
2.1	Type and par value of Shares to be issued	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
2.2	Number of Shares to be issued	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
2.3	Target places	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
2.4	Method of pricing	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
2.5	Method of issuance	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
2.6	Timing of issuance	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
2.7	Use of proceeds	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
2.8	Distribution of retained profit	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
2.9	Lock-up arrangement	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
2.10	Validity period	4,956,228,391 97.35%	135,010,000 2.65%	0 0%

Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
3	to consider and individually approve the following items in respect of the proposal of the non-public issuance of H Shares under Specific Mandate:			
3.1	Type and par value of Shares to be issued	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
3.2	Number of Shares to be issued	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
3.3	Target places	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
3.4	Method of pricing	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
3.5	Method of issuance	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
3.6	Timing of issuance	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
3.7	Use of proceeds	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
3.8	Distribution of retained profit	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
3.9	Validity period	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
3.10	Listing arrangement	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
4	to consider and approve the proposal of the authorization to the Board to complete matters related to the non-public issuance of Domestic Shares and non-public issuance of H Shares (collectively, the “ Issuance ”)	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
5	to consider and approve the proposal of the change of the registered capital of the Bank upon completion of the Issuance	4,956,228,391 97.35%	135,010,000 2.65%	0 0%
6	to consider and approve the proposal of amendments to the Articles of Association	5,091,238,391 100%	0 0%	0 0%

Notes:

1. As a majority of the votes were cast in favour of ordinary resolutions numbered 1 to 11, all such resolutions were duly passed as ordinary resolutions.
2. As more than two-thirds of the votes were cast in favour of special resolutions numbered 1 to 6, all such resolutions were duly passed as special resolutions.
3. As at the date of the AGM, the total number of issued Shares of the Bank was 9,808,268,539 Shares, of which 7,987,933,539 were Domestic Shares and 1,820,335,000 were H Shares.
4. 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 455,050,000 Shares.
5. Guangzhou Zhujiang Industrial Development Co., Ltd. (廣州珠江實業集團有限公司), Shanghai Dazhan Investment Management Co., Ltd. (上海大展投資管理有限公司), Fengchi Investment Co., Ltd. (豐馳投資有限公司), Zhongxian International Holdings Co., Ltd. (中先國際控股有限公司), Guangdong Yingxin Information Investment Co., Ltd. (廣東盈信信息投資有限公司), Guangzhou Finance Holdings Group Co., Ltd. (廣州金融控股集團有限公司), Guangzhou Vanlead Group Co., Ltd. (廣州萬力集團有限公司), Guangzhou Business Investment Holding Group Co., Ltd. (廣州商貿投資控股集團有限公司) (formerly known as the Guangzhou General Merchandise Group Co., Ltd. (廣州百貨企業集團有限公司)), Guangzhou Chimelong Group Co., Ltd. (廣州長隆集團有限公司), Guangzhou Guangyong State-owned Assets Management Co., Ltd. (廣州市廣永國有資產經營有限公司), Guangzhou Huaxin Group Co., Ltd. (廣州華新集團有限公司), Guangdong Dongsheng Investment Co., Ltd. (廣州市東昇投資有限公司), Guangzhou Gongkong Capital Management Co., Ltd. (廣州工控資本管理有限公司) (formerly known as Guangzhou Jinjun Investments Holding Co., Ltd. (廣州金駿投資控股有限公司)), Longdong Economic Development Company, Tianhe District, Guangzhou City (廣州市天河區龍洞經濟發展公司), Guangzhou Haojin Motorcycle Co., Ltd. (廣州豪進摩托車股份有限公司), Foshan Dongjian Group Co., Ltd. (佛山市東建集團有限公司) hold a total of 2,232,081,839 Shares, Guangyong Financial Co., Ltd. (廣永財務有限公司) and Weizhuo Co., Ltd. (威卓有限公司) hold 298,263,000 H Shares, which are materially interested in the ordinary resolution numbered 8, such Shareholders have therefore abstained from voting on the resolution.
6. 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 Listing Rules.
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.
9. The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM. Beijing Dentons (Guangzhou) Law Firm (北京大成(廣州)律師事務所), the Bank's PRC legal adviser, one supervisor of the Bank and two representatives from the Shareholders were also appointed as the scrutineers for the vote-taking and vote-tabulation at the AGM.

PAYMENT OF THE FINAL DIVIDENDS

The payment of cash dividends for the year ended December 31, 2020 of RMB0.2 (tax inclusive) per Share (the “**Final Dividends**”) was approved at the AGM. The Bank is expected to distribute the Final Dividends on Thursday, July 8, 2021 to the holders of Domestic Shares and the holders of H Shares whose names appear on the register of members after the closing of market on Thursday, June 17, 2021.

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 RMB0.82368) for the five business days preceding the date of declaration of such dividends at the 2020 AGM (i.e. June 8, 2021, inclusive) as announced by the People’s Bank of China. As such, the Final Dividends for every H Share are HK\$0.24281 (tax inclusive).

For matters concerning taxation relating to the Final Dividends and the closure of register of members, please refer to the Circular of the Bank dated May 14, 2021.

POLL RESULTS OF THE FIRST DOMESTIC SHAREHOLDERS CLASS MEETING OF 2021

At the first domestic shareholders class meeting of 2021 held by the Bank on June 8, 2021 (the “**First Domestic Shareholders Class Meeting of 2021**”), all the resolutions were taken by poll. Shareholders holding an aggregate of 4,530,358,594 Domestic Shares (representing approximately 56.71% of the total number of issued Domestic Shares of the Bank as at the date of the First Domestic Shareholders Class Meeting of 2021), among which 4,075,308,594 Shares are Domestic Shares carrying voting rights (representing approximately 51.02% of the total number of issued Domestic Shares of the Bank as at the date of the First Domestic Shareholders Class Meeting of 2021), attended the First Domestic Shareholders Class Meeting of 2021 either in person or by proxy.

The poll results are as follows:

Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
1	to consider and individually approve the following items in respect of the proposal of the non-public issuance of Domestic Shares under Specific Mandate:			
1.1	Type and par value of Shares to be issued	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
1.2	Number of Shares to be issued	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
1.3	Target places	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
1.4	Method of pricing	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
1.5	Method of issuance	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
1.6	Timing of issuance	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
1.7	Use of proceeds	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
1.8	Distribution of retained profit	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
1.9	Lock-up arrangement	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
1.10	Validity period	3,940,298,594 96.69%	135,010,000 3.31%	0 0%

Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
2	to consider and individually approve the following items in respect of the proposal of the non-public issuance of H Shares under Specific Mandate:			
2.1	Type and par value of Shares to be issued	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
2.2	Number of Shares to be issued	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
2.3	Target places	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
2.4	Method of pricing	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
2.5	Method of issuance	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
2.6	Timing of issuance	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
2.7	Use of proceeds	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
2.8	Distribution of retained profit	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
2.9	Validity period	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
2.10	Listing arrangement	3,940,298,594 96.69%	135,010,000 3.31%	0 0%
3	to consider and approve the proposal of the authorization to the Board to complete matters related to the non-public issuance of Domestic Shares and non-public issuance of H Shares	3,940,298,594 96.69%	135,010,000 3.31%	0 0%

Notes:

1. As more than two-thirds of the votes were cast in favour of the special resolutions numbered 1 to 3, all such resolutions were duly passed as special resolutions.
2. As at the date of the First Domestic Shareholders Class Meeting of 2021, a total of 7,987,933,539 Domestic Shares were issued by the Bank.
3. 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 First Domestic Shareholders Class Meeting of 2021. The total number of the Shares subject to restrictions amounted to 455,050,000 Domestic Shares.
4. There were no holders of Domestic Shares entitled to attend but required to abstain from voting in favour of the resolutions at the First Domestic Shareholders Class Meeting of 2021 under Rule 13.40 of the Listing Rules.
5. No Domestic Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the First Domestic Shareholders Class Meeting of 2021.
6. None of the Domestic Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the First Domestic Shareholders Class Meeting of 2021.
7. Beijing Dentons (Guangzhou) Law Firm (北京大成(廣州)律師事務所), the Bank's PRC legal adviser, one supervisor of the Bank and two representatives from the Shareholders were also appointed as the scrutineers for the vote-taking and vote-tabulation at the First Domestic Shareholders Class Meeting of 2021.

POLL RESULTS OF THE FIRST H SHAREHOLDERS CLASS MEETING OF 2021

At the first H shareholders class meeting of 2021 held by the Bank on June 8, 2021 (the “**First H Shareholders Class Meeting of 2021**”), all the resolutions were taken by poll. Shareholders holding an aggregate of 912,895,797 H Shares (representing approximately 50.15% of the total number of issued H Shares of the Bank as at the date of the First H Shareholders Class Meeting of 2021), among which 912,895,797 Shares are H Shares carrying voting rights (representing approximately 50.15% of the total number of issued H Shares of the Bank as at the date of the First H Shareholders Class Meeting of 2021), attended the First H Shareholders Class Meeting of 2021 either in person or by proxy.

The poll results are as follows:

Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
1	to consider and individually approve the following items in respect of the proposal of the non-public issuance of Domestic Shares under Specific Mandate:			
1.1	Type and par value of Shares to be issued	912,895,797 100%	0 0%	0 0%
1.2	Number of Shares to be issued	912,895,797 100%	0 0%	0 0%
1.3	Target places	912,895,797 100%	0 0%	0 0%
1.4	Method of pricing	912,895,797 100%	0 0%	0 0%
1.5	Method of issuance	912,895,797 100%	0 0%	0 0%
1.6	Timing of issuance	912,895,797 100%	0 0%	0 0%
1.7	Use of proceeds	912,895,797 100%	0 0%	0 0%
1.8	Distribution of retained profit	912,895,797 100%	0 0%	0 0%
1.9	Lock-up arrangement	912,895,797 100%	0 0%	0 0%
1.10	Validity period	912,895,797 100%	0 0%	0 0%

Special Resolutions		Number of Votes Cast and Percentage of Total Number of Votes Cast		
		For	Against	Abstain
2	to consider and individually approve the following items in respect of the proposal of the non-public issuance of H Shares under Specific Mandate:			
2.1	Type and par value of Shares to be issued	912,895,797 100%	0 0%	0 0%
2.2	Number of Shares to be issued	912,895,797 100%	0 0%	0 0%
2.3	Target places	912,895,797 100%	0 0%	0 0%
2.4	Method of pricing	912,895,797 100%	0 0%	0 0%
2.5	Method of issuance	912,895,797 100%	0 0%	0 0%
2.6	Timing of issuance	912,895,797 100%	0 0%	0 0%
2.7	Use of proceeds	912,895,797 100%	0 0%	0 0%
2.8	Distribution of retained profit	912,895,797 100%	0 0%	0 0%
2.9	Validity period	912,895,797 100%	0 0%	0 0%
2.10	Listing arrangement	912,895,797 100%	0 0%	0 0%
3	To consider and approve the proposal of the authorization to the Board to complete matters related to the non-public issuance of Domestic Shares and non-public issuance of H Shares	912,895,797 100%	0 0%	0 0%

Notes:

1. As more than two-thirds of the votes were cast in favour of the special resolutions numbered 1 to 3, all such resolutions were duly passed as special resolutions.
2. As at the date of the First H Shareholders Class Meeting of 2021, a total of 1,820,335,000 H Shares were issued by the Bank.
3. 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 First H Shareholders Class Meeting of 2021. The total number of the Shares subject to restrictions amounted to 0 H Shares.
4. There were no holders of H Shares entitled to attend but required to abstain from voting in favour of the resolutions at the First H Shareholders Class Meeting of 2021 under Rule 13.40 of the Listing Rules.
5. No H Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the First H Shareholders Class Meeting of 2021.
6. None of the H Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the First H Shareholders Class Meeting of 2021.
7. The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the First H Shareholders Class Meeting of 2021. Beijing Dentons (Guangzhou) Law Firm (北京大成(廣州)律師事務所), the Bank's PRC legal adviser, one supervisor of the Bank and two representatives from the Shareholders were also appointed as the scrutineers for the vote-taking and vote-tabulation at the First H Shareholders Class Meeting of 2021.

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

Guangzhou, the PRC, June 8, 2021

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Cai Jian, Mr. Yi Xuefei and Mr. Zhang Jian; seven non-executive directors, namely Mr. Yuan Xiaoyi, Ms. Feng Kaiyun, Mr. Zuo Liang, Mr. Zhang Junzhou, Mr. Zhuang Yuemin, Mr. Feng Yaoliang and Mr. Lai Zhiguang; and three independent non-executive directors, namely, Mr. Du Jinmin, Mr. Tan Jinsong and Mr. Zhang Hua.

* *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.*