

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated June 8, 2017 (the “**Prospectus**”) issued by Guangzhou Rural Commercial Bank Co., Ltd. (the “**Bank**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the H Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The H Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States.

The securities may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. Any offering of the securities to be made in the United States will be made solely to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act pursuant to an exemption from the registration requirement under the U.S. Securities Act and by means of an offering memorandum that may be obtained from the issuer and that will contain detailed information about the Bank and management, as well as financial statements. The H Shares are also being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it and on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the H Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date, and is expected to expire on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.



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)

GLOBAL OFFERING

Number of Offer Shares in the Global Offering	: 1,582,900,000 H Shares (comprising 1,439,000,000 H Shares to be offered by the Bank and 143,900,000 Sale Shares to be offered by the Selling Shareholders, subject to the Over-allotment Option)
Number of Offer Shares in the International Offering	: 1,464,182,000 H Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares	: 118,718,000 H Shares (subject to adjustment)
Maximum Offer Price	: HK\$5.27 per H Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: RMB1.00 per H Share
Stock code	: 1551

Joint Sponsors



Financial Advisor



Joint Global Coordinators



Joint Bookrunners and Joint Lead Managers



Application has been made by the Bank to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in (i) the H Shares to be issued by the Bank pursuant to the Global Offering (including any additional H Shares which may be issued and sold pursuant to the exercise of the Over-allotment Option), and (ii) the H Shares which will be converted from Domestic Shares and offered by the Selling Shareholders for the benefit of the NSSF pursuant to the relevant PRC regulations relating to reduction of state-owned shares (including any additional H Shares which may be sold pursuant to the exercise of the Over-allotment Option). Dealings in the H Shares on the Main Board of the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, June 20, 2017.

The Global Offering comprises the: (1) Hong Kong Public Offering of initially 118,718,000 H Shares (subject to adjustment); and (2) International Offering of initially 1,464,182,000 H Shares (subject to adjustment and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus.

The Bank and the Selling Shareholders are expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Joint Representatives on behalf of the International Underwriters which will be exercisable at any time from the date of the International Underwriting Agreement until 30 days after the last date for lodging of applications under the Hong Kong Public Offering, to require the Bank and the Selling Shareholders to issue and allot or to sell up to an aggregate of 237,435,000 additional Offer Shares, representing 15% of the initial Offer Shares to be offered in the Global Offering, at the Offer Price, solely to cover over-allocations in the International Offering, if any. In the event the Over-allotment Option is exercised, an announcement will be made by the Bank on the Bank’s website at www.grcbank.com and the website of the Hong Kong Stock Exchange at www.hkexnews.hk.

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Hong Kong Stock Exchange or any other date as determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the H Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$5.27 per Offer Share and is expected to be not less than HK\$4.99 per Offer Share unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$5.27 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$5.27 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website (www.eipo.com.hk) in relation to the White Form eIPO.

Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be collected during normal business hours from 9:00 a.m. on Thursday, June 8, 2017, until 12:00 noon on Tuesday, June 13, 2017 from:

1. any of the following addresses of the **Hong Kong Underwriters**:

China International Capital Corporation Hong Kong Securities Limited	29/F, One International Finance Center 1 Harbor View Street Central Hong Kong
China Merchants Securities (HK) Co., Limited	48/F, One Exchange Square Central Hong Kong
ABCI Securities Company Limited	11/F, Agricultural Bank of China Tower 50 Connaught Road Central Central Hong Kong
CCB International Capital Limited	12/F, CCB Tower 3 Connaught Road Central Central Hong Kong
AMTD Asset Management Limited	Suite 1308 13/F AIA Central 1 Connaught Road Central Hong Kong
BOCI Asia Limited	26/F, Bank of China Tower 1 Garden Road Central, Hong Kong
CMB International Capital Limited	Units 1803–4, 18/F, Bank of America Tower 12 Harcourt Road Central Hong Kong

**GF Securities (Hong Kong)
Brokerage Limited**

29–30/F,
Li Po Chun Chambers
189, Des Voeux Road Central
Hong Kong

2. any of the following branches of:

Bank of China (Hong Kong) Limited

District	Branch Name	Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Connaught Road Central Branch	13–14 Connaught Road Central
	409 Hennessy Road Branch	409–415 Hennessy Road, Wan Chai
	Taikoo Shing Branch	Shop G1006, Hoi Sing Mansion, Taikoo Shing
Kowloon	Jordan Road Branch	1/F, Sino Cheer Plaza, 23–29 Jordan Road
	Tsim Sha Tsui Branch	24–28 Carnarvon Road, Tsim Sha Tsui, Kowloon
	194 Cheung Sha Wan Road Branch	194–196 Cheung Sha Wan Road, Sham Shui Po, Kowloon
	East Point City Branch	Shop 101, East Point City, Tseung Kwan O
New Territories	Kwai Chung Plaza Branch	A18–20, G/F Kwai Chung Plaza, 7–11 Kwai Foo Road, Kwai Chung
	Shatin Branch	Shop 20, Level 1, Lucky Plaza, 1–15 Wang Pok Street, Sha Tin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Thursday, June 8, 2017 until 12:00 noon on Tuesday, June 13, 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of China (Hong Kong) Nominees Limited — Guangzhou Rural Commercial Bank Public Offer" attached should be deposited in the special collection boxes provided at any of the branches referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** service at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, June 8, 2017 until 11:30 a.m. on Tuesday, June 13, 2017 or such later time as described in the section “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Thursday, June 8, 2017 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, June 9, 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Monday, June 12, 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Tuesday, June 13, 2017 — 8:00 a.m.⁽¹⁾ to 12:00 noon

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input electronic application instructions from 9:00 a.m., Thursday, June 8, 2017 until 12:00 noon, Tuesday, June 13, 2017 (24 hours daily, except on the last application day).

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Bank expects to publish the announcement on the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Monday, June 19, 2017 (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Hong Kong Stock Exchange (www.hkexnews.hk); and (iv) on the Bank’s website (www.grcbank.com).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Monday, June 19, 2017 as described in the section “How to Apply for Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

The Bank will not issue temporary documents of title in respect of the H Shares. Share certificates will only become valid at 8:00 a.m. on Tuesday, June 20, 2017 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised. No receipt will be issued for sums paid on application.

Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, June 20, 2017. The H Shares will be traded in board lots of 1,000 H Shares each. The stock code of the Bank is 1551.

By order of the Board of Directors
Guangzhou Rural Commercial Bank Co., Ltd.
Wang Jikang
Chairman

Hong Kong, June 8, 2017

As at the date of this announcement, the Board of Directors comprises Mr. Wang Jikang, Mr. Yi Xuefei, and Mr. Wu Huiqiang as executive Directors, Mr. Su Zhigang, Mr. Shao Jianming, Mr. Li Fangjin, Mr. Zheng Shuping, Mr. Zhu Kelin, Mr. Zhang Yongming, and Mr. Liu Guojie as non-executive Directors, Mr. Song Guanghui, Mr. Liu Heng, Mr. Liu Shaobo, Mr. Zheng Jianbiao and Mr. Yung Hin Man Raymond as independent non-executive Directors.

* *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.*