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BANK OF GANSU CO., LTD.*
甘肅銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2139)

**CHANGE OF JOINT COMPANY SECRETARY,
AUTHORISED REPRESENTATIVE AND PROCESS AGENT**

Change of Joint Company Secretary, Authorised Representative and Process Agent

The board of directors (the “**Board**”) of Bank of Gansu Co., Ltd. (the “**Bank**”) announces that Ms. Ko Nga Kit (“**Ms. Ko**”) has tendered her resignation as a joint company secretary of the Bank (the “**Joint Company Secretary**”), an authorised representative of the Bank (the “**Authorised Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and an agent of the Bank for accepting service of process or notice in Hong Kong (the “**Process Agent**”) under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) with effect from June 15, 2018.

Ms. Ko confirmed that she has no disagreement with the Board and there are no circumstances related to her resignation which need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and the shareholders of the Bank.

The Board further announces that Ms. Ng Wing Yan (“**Ms. Ng**”) has been appointed as the Joint Company Secretary, Authorised Representative and Process Agent with effect from June 15, 2018.

The biography of Ms. Ng is set out as follows:

Ms. Ng is an assistant vice president of SWCS Corporate Services Group (Hong Kong) Limited (formerly known as SW Corporate Services Group Limited). Ms. Ng obtained a Bachelor of Arts (Hons.) degree from University of Portsmouth in the United Kingdom and is an associate of both of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in the United Kingdom.

Waiver from Strict Compliance with Rules 3.28 and 8.17 of the Hong Kong Listing Rules

Pursuant to Rule 8.17 of the Hong Kong Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Hong Kong Listing Rules. Rule 3.28 of the Hong Kong Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Hong Kong Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his or her academic or professional qualifications or relevant experience.

Reference is made to the appointment of Mr. Xu Jianping (“**Mr. Xu**”) as one of the Joint Company Secretaries and the waiver (the “**Waiver**”) granted to the Bank by the Hong Kong Stock Exchange in relation to the eligibility of Mr. Xu to act as a Joint Company Secretary on February 26, 2018. Reference is also made to the announcement published by the Bank on February 28, 2018 regarding change of Joint Company Secretary, Authorised Representative and Process Agent. Pursuant to the Waiver, during the period from the date on which Ms. Ko was appointed as a Joint Company Secretary of the Bank to January 17, 2021 (i.e. the end of the three-year period from the date of the listing of the Bank’s H shares on the Main Board of the Hong Kong Stock Exchange) (the “**Remaining Period**”), the Hong Kong Stock Exchange agrees to grant a waiver to the Bank from strict compliance with the requirements under Rules 3.28 and 8.17 of the Hong Kong Listing Rules, subject to the condition that the Bank engages Ms. Ko as a Joint Company Secretary to assist Mr. Xu in discharging his functions as a Joint Company Secretary and in gaining the relevant experience as required under Rule 3.28 of the Hong Kong Listing Rules. The Waiver will be revoked immediately when Ms. Ko, during the Remaining Period, ceases to provide assistance to Mr. Xu. Additionally, prior to the end of the three-year period, the Bank shall liaise with the Hong Kong Stock Exchange to revisit the situation in the expectation that the Bank should then be able to demonstrate to the satisfaction of the Hong Kong Stock Exchange that Mr. Xu, having had the benefit of Ms. Ko’s assistance, would then have acquired the relevant experience within the meaning of Rules 3.28 and 8.17 of the Hong Kong Listing Rules so that a further waiver would not be necessary.

Mr. Xu currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Hong Kong Listing Rules. The Bank has therefore appointed Ms. Ng who possesses the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Hong Kong Listing Rules as a Joint Company Secretary. Ms. Ng will provide assistance to Mr. Xu to help him acquire the relevant experience as required under Note 2 to Rule 3.28 of the Hong Kong Listing Rules and discharge his functions as the Joint Company Secretary.

The Bank has applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted the Bank, a new waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Hong Kong Listing Rules with respect to the eligibility of Mr. Xu to act as a Joint Company Secretary (the “**New Waiver**”) from the date on which Ms. Ng was appointed as the Joint Company Secretary (June 15, 2018) to January 17, 2021 (i.e., the end of the three-year period) (the “**New Waiver Period**”). The New Waiver is granted on the conditions that (1) Mr. Xu will be assisted by Ms. Ng during the New Waiver Period; (2) the Bank shall notify the Hong Kong Stock Exchange prior to the end of the New Waiver Period for the Hong Kong Stock Exchange to revisit the situation. The Hong Kong Stock Exchange expects that, after the end of the New Waiver Period, the Bank will be able to demonstrate that Mr. Xu can satisfy the requirements under Rules 3.28 and 8.17 of the Hong Kong Listing Rules after having had the benefit of Ms. Ng’s assistance such that a further waiver will not be necessary; and (3) the Bank will disclose the details of the New Waiver, including its reasons and conditions, by way of an announcement. The New Waiver will be revoked immediately if and when Ms. Ng ceases to provide assistance to Mr. Xu in discharging his duties as a Joint Company Secretary. The Hong Kong Stock Exchange may withdraw or change the New Waiver if the Bank’s situation changes.

The Board would like to take this opportunity to express its gratitude to Ms. Ko for her contribution to the Bank during her tenure of service and welcome Ms. Ng on her new appointment.

By Order of the Board
Bank of Gansu Co., Ltd.*
LI Xin
Chairman

Gansu Lanzhou
June 15, 2018

As of the date of this announcement, the Board of the bank comprises Mr. LI Xin and Mr. LEI Tie as executive Directors; Ms. WU Changhong, Ms. ZHANG Hongxia, Mr. LI Hui, Mr. GUO Jirong and Mr. ZHANG Youda as non-executive Directors; and Mr. CHEN Aiguo, Ms. TANG Xiuli, Ms. LUO Mei and Mr. WONG Sincere as independent non-executive Directors.

** Bank of Gansu 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/deposit-taking business in Hong Kong.*