
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bank of Guizhou Co., Ltd.***, you should at once hand this circular, together with the form(s) of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Bank of Guizhou Co., Ltd. *

貴州銀行股份有限公司 *

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

(Stock Code: 6199)

**(1) ADJUSTMENT OF THE AUTHORITY TO THE BOARD ON
APPROVING NEW EQUITY INVESTMENTS IN RURAL BANKS INITIATED
BY THE BANK
(2) APPOINTMENTS OF NON-EXECUTIVE DIRECTORS
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

The Letter from the Board is set out on pages 1 to 6 of this circular.

The 2021 First EGM will be held at 2:30 p.m. on Tuesday, 19 January 2021 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC. The notice of the 2021 First EGM is set out on pages 15 to 18 of this circular and was despatched on 30 December 2020.

Whether or not you intend to attend and/or vote at the 2021 First EGM, you are required to complete the form of proxy in accordance with the instructions printed thereon and deliver the form of proxy to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for the Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the 2021 First EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending in person or voting at the 2021 First EGM or any adjournment thereof should you so wish. The form of proxy for the 2021 First EGM was despatched on 30 December 2020.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

30 December 2020

* *Bank of Guizhou 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.*

CONTENT

DEFINITIONS	ii
LETTER FROM THE BOARD	1
APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES.....	7
APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION	9
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021.....	15

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

“2021 First EGM”	The 2021 first extraordinary general meeting of the Bank to be held at 2:30 p.m. on Tuesday, 19 January 2021 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC
“Articles of Association”	the articles of association of the Bank, which may be amended, supplemented or otherwise amended from time to time
“Bank” or “Bank of Guizhou”	Bank of Guizhou Co., Ltd. (貴州銀行股份有限公司), a joint stock company incorporated on 28 September 2012 in Guizhou Province, the PRC with limited liability in accordance with PRC laws and regulations and, if the context requires, includes its predecessors, branches and sub-branches
“Board of Supervisors”	the board of supervisors of the Bank
“Board” or “Board of Directors”	the board of directors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會), and, if the context requires, includes its predecessor, China Banking Regulatory Commission (中國銀行業監督管理委員會)
“CBIRC Guizhou Office”	China Banking and Insurance Regulatory Commission Guizhou Office (中國銀保監會貴州監管局)
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular only, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan region
“Director(s)”	the director(s) of the Bank
“Domestic Shareholder(s)”	the holder(s) of the Domestic Shares

DEFINITIONS

“H Shares(s)”	the overseas listed foreign Share(s) of par value RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars
“H Shareholder(s)”	the holder(s) of the H Shares
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“independent Director(s)” or “independent non-executive Director(s)”	the independent director(s) referred to the Articles of Association and the independent non-executive director(s) under the Listing Rules
“Latest Practicable Date”	24 December 2020, being the latest practicable date for ascertaining certain information included herein preceding the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	the holder(s) of the ordinary Share(s)
“%”	per cent



Bank of Guizhou Co., Ltd. *
貴州銀行股份有限公司 *

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

(Stock Code: 6199)

Executive Directors:

Mr. LI Zhiming (*Chairman*)
Mr. XU An

Non-executive Director:

Ms. GONG Taotao

Independent non-executive Directors:

Mr. TANG Xin
Mr. WANG Gefan
Mr. SONG Ke
Mr. LI Shoubing
Mr. LAW Cheuk Kin Stephen

Registered office in the PRC:

No. 9, Yongchang Road
Guanshanhu District, Guiyang
Guizhou Province, PRC

Principal place of business in Hong Kong:

40/F, Sunlight Tower
No. 248, Queen's Road East
Wanchai, Hong Kong

To the Shareholders

Dear Sir or Madam,

**(1) ADJUSTMENT OF THE AUTHORITY TO THE BOARD ON
APPROVING NEW EQUITY INVESTMENTS IN RURAL BANKS INITIATED
BY THE BANK**

(2) APPOINTMENTS OF NON-EXECUTIVE DIRECTORS

(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

AND

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

I. INTRODUCTION

The 2021 First EGM of the Bank will be held at 2:30 p.m. on Tuesday, 19 January 2021. Three ordinary resolutions and one special resolution will be proposed at the 2021 First EGM for the consideration and approval, as appropriate, of the Shareholders:

LETTER FROM THE BOARD

ORDINARY RESOLUTIONS

1. To consider and approve the Adjustment of the Authority to the Board on Approving New Equity Investments in Rural Banks Initiated by the Bank;
2. To consider and approve the Appointment of Mr. Chen Hua as a non-executive Director;
3. To consider and approve the Appointment of Mr. Wang Xiaoyong as a non-executive Director.

SPECIAL RESOLUTION

4. To consider and approve the Amendments to Articles of Association of Bank of Guizhou Co., Ltd.

The purpose of this circular is to provide you with details of the aforementioned resolution(s) to be considered at the 2021 First EGM. The notice of the 2021 First EGM is set out on pages 15 to 18 of this circular and was despatched on 30 December 2020.

II. PROPOSED MATTERS FOR THE 2021 FIRST EGM

1. Adjustment of the Authority to the Board on Approving New Equity Investments in Rural Banks Initiated by the Bank

An ordinary resolution will be proposed at the 2021 First EGM to consider and approve the Adjustment of the Authority to the Board on Approving New Equity Investments in Rural Banks Initiated by the Bank. Details are as follows:

With the consideration and approval of the Bank's 2019 annual general meeting, the Bank's general meeting has delegated to the Board the authority on approving new equity investments (including capital increase and acquisition of equity interests, etc.) of RMB20 million or below in the individual rural bank whose major promoter is the Bank.

According to the CBIRC Releases the Implementation Rules on the Administrative Licensing of Rural Small and Medium-sized Banking Institutions (《中國銀保監會農村中小銀行機構行政許可事項實施辦法》), the shareholding ratio of the main promoter of a rural bank shall not be less than 15% of the total share capital of the rural bank. In order to meet the regulatory requirements and improve the Bank's decision-making efficiency, it is proposed to the general meeting to make an adjustment of the authority to the Board on approving new equity investments in the above-mentioned individual rural bank initiated by the Bank, and the adjusted authorization is as follows:

LETTER FROM THE BOARD

The Board shall be granted the authority to approve new equity investments (including capital increase and acquisition of equity interests, etc., the same below) of up to RMB20 million in the individual rural bank whose major promoter is the Bank, provided that if, after the new equity investment, the shareholding ratio of the Bank is less than 15% of the total share capital of the rural bank, the Board shall be granted an additional authority to approve new equity investments of up to RMB75 million in the rural bank. The authorization is effective from the date of approval at the general meeting and will be valid until 31 December 2021. If the new equity investment triggers disclosure of information or other compliance obligations under the Listing Rules during the specific conduction, the Bank will comply accordingly.

The above resolution was considered and approved by the Board on 21 December 2020 and is now submitted to 2021 First EGM for consideration and approval by way of an ordinary resolution.

2. Consideration of and Approval for the Appointments of Mr. Chen Hua and Mr. Wang Xiaoyong as Non-executive Directors

Two ordinary resolutions will be proposed at the 2021 First EGM to consider and approve the appointments of Mr. Chen Hua (“**Mr. Chen**”) and Mr. Wang Xiaoyong (“**Mr. Wang**”) as non-executive Directors of the second session of the Board of the Bank, respectively. Details are as follows:

Reference is made to the announcement of the Bank in relation to the proposed appointments of non-executive Directors dated 21 December 2020. According to the nomination policy of the Directors of the Bank and the provisions of relevant laws and regulations, the Board has considered and proposed appointments of Mr. Chen and Mr. Wang as non-executive Directors of the second session of the Board. Mr. Chen and Mr. Wang have been preliminarily reviewed by the Board and the nomination and remuneration committee of the Bank and have met the requirements of relevant laws, regulations and the Articles of Association for the qualifications of Directors.

The term of office of Mr. Chen and Mr. Wang shall commence from the date of consideration and approval of their appointments by the 2021 First EGM and approval of their qualifications of the positions by CBIRC Guizhou Office, until the expiry of the term of the second session of the Board of the Bank.

For the biographical details of the above-named Director candidates, please refer to Appendix I to this circular.

LETTER FROM THE BOARD

The above resolutions were considered and approved by the Board on 21 December 2020 and are now submitted to the 2021 First EGM for consideration and approval by way of ordinary resolutions.

As of the Latest Practicable Date and to the best knowledge of the Board, each of the Director candidates has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As of the Latest Practicable Date, each of the Director candidates does not have other relationship with any Directors, supervisors, senior management or substantial shareholders of the Bank. Each of the Director candidates does not have any interest in the shares of the Bank or its associated entities within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no other information in relation to the appointments of each of the Director candidates which is required to be disclosed pursuant to the requirements set out in paragraphs 13.51(2) (h) to (v) of the Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders of the Bank. The Bank will enter into service contract with each of the appointed Directors (if appointed). If appointed, Mr. Chen and Mr. Wang will not receive remuneration from the Bank during their tenure of services as non-executive Directors of the Bank.

3. Amendments to the Articles of Association

Reference is made to the announcement of the Bank in relation to the proposed amendments to the Articles of Association dated 21 December 2020. A special resolution will be proposed at the 2021 First EGM to consider and approve the amendments to the Articles of Association. Details are as follows:

Due to the completion of the change of the Bank's registered address (i.e. domicile) and in accordance with the provisions of relevant policies and the requirement to further improve corporate governance, the Board has considered and proposed to amend the Articles of Association with respect to domicile, duties of the secretary of the Board and certain contents related to Party building. For the comparison table of the amendments to the Article of Association, please refer to Appendix II to this circular.

Amendments to the Articles of Association shall be submitted to the 2021 First EGM for consideration and approval and are still subject to the approval of CBIRC Guizhou Office and Administration for Market Regulation of Guizhou Province. Meanwhile, the Board proposes to the 2021 First EGM to approve and authorize the Board to delegate the authority to the Chairman (can in turn be delegated to other parties by the Chairman) to make appropriate adjustments and revisions to the Bank's amendments to the Articles of Association, in accordance with the requests and recommendations (if any) of CBIRC Guizhou Office, Hong Kong Stock Exchange and other regulatory authorities.

LETTER FROM THE BOARD

The above resolution was considered and approved by the Board on 21 December 2020 and are now submitted to the 2021 First EGM for consideration and approval by way of a special resolution.

III. 2021 FIRST EGM

The 2021 First EGM will be held at 2:30 p.m. on Tuesday, 19 January 2021 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC to consider and, if thought fit, to approve the proposed matters as set out in the relevant notices. The notice of the 2021 First EGM was despatched on 30 December 2020.

Whether or not you intend to attend and/or vote at the 2021 First EGM, you are required to complete the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending in person or voting at the 2021 First EGM or any adjournment thereof should you so wish. The form of proxy for the 2021 First EGM was despatched on 30 December 2020.

IV. VOTING BY WAY OF POLL

Pursuant to the Rule 13.39(4) of the Listing Rules, all voting by the Shareholders at the general meeting shall be taken by the way of poll. As such, the chairman of the meeting will request a poll for each resolution proposed at the 2021 First EGM.

As far as the Directors are aware, no Shareholder or its associate (as defined in the Listing Rules) is deemed to have a material interest in any of the resolutions to be proposed at the 2021 First EGM, and accordingly, no Shareholder is required to abstain from voting on any resolutions at the 2021 First EGM.

The voting results of the 2021 First EGM will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank in accordance with the Listing Rules.

V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE 2021 FIRST EGM

The register of members of the Bank will be closed from Thursday, 14 January 2021 to Tuesday, 19 January 2021 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Bank on Thursday, 14 January 2021 are entitled to attend and vote at the 2021 First EGM.

LETTER FROM THE BOARD

For a holder of the Shares of the Bank to be eligible for attending and voting at the 2021 First EGM, all transfer documents together with the relevant share certificates and other appropriate documents of the holders of the Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) or the office of the Board of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for the holders of the Domestic Shares) not later than 4:30 p.m. on Wednesday, 13 January 2021 for registration.

Pursuant to the requirement of the Articles of Association, if any Shareholder pledges over 50% (inclusive) of his/her/its equity in the Bank, in the duration of pledge, he/she/it shall not exercise voting right over the pledged equity at the 2021 First EGM.

VI. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that all resolutions to be proposed at the 2021 First EGM are in the interests of the Bank and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the 2021 First EGM.

VII. OTHER INFORMATION

Please pay attention to the information as set out in Appendix I and Appendix II in this circular.

By Order of the Board
Bank of Guizhou Co., Ltd.*
LI Zhiming
Chairman

Guiyang, the PRC, 30 December 2020

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APPENDIX I: BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES

Mr. Chen Hua, born in November 1972, a member of the Communist Party of China (CPC), is currently the head of the Finance Office of China Kweichow Moutai Distillery (Group) Co., Ltd. (中國貴州茅臺酒廠(集團)有限責任公司). Mr. Chen served as an accountant in the Finance Office of Kweichow Moutai Distillery (貴州茅臺酒廠) from September 1993 to April 2000; the deputy director (middle level (3)) of the Finance Department in Kweichow Moutai Co., Ltd. from May 2000 to April 2003, the shares of which are listed on The Shanghai Stock Exchange with the stock code of 600519; the deputy director of the Finance Department in Kweichow Moutai Co., Ltd. from May 2003 to May 2007; the deputy director of the Finance Department and the head of the Cost Management Office in Kweichow Moutai Co., Ltd. from June 2007 to July 2010; the deputy director of the Finance Department and the head of the Cost Management Office in Kweichow Moutai Co., Ltd., and the director of the Finance Department in Construction Headquarter of Moutai Circular Economy Technology Demonstration Park of China Kweichow Moutai Distillery Co., Ltd. (中國貴州茅臺酒廠有限責任公司茅臺循環經濟科技示範園建設指揮部) from August 2010 to March 2012; the head of the Audit Office in China Kweichow Moutai Distillery Co., Ltd. (中國貴州茅臺酒廠有限責任公司) and the director of the Audit Department in Kweichow Moutai Co., Ltd. from April 2012 to July 2014; the head of the Audit Office in China Kweichow Moutai Distillery Co., Ltd. (中國貴州茅臺酒廠有限責任公司), the director of the Audit Department in Kweichow Moutai Co., Ltd. and the Chairman (concurrently) of the Board of Supervisors in Beijing Friendship Emissary Trading Co., Ltd. (北京友誼使者商貿有限公司) from August 2014 to December 2015; the director of the Finance Department and a security affairs representative in Kweichow Moutai Co., Ltd., and the Chairman (concurrently) of the Board of Supervisors in Beijing Friendship Emissary Trading Co., Ltd. (北京友誼使者商貿有限公司) from January 2016 to December 2017; the director of the Finance Department and a security affairs representative in Kweichow Moutai Co., Ltd. from January 2018 to November 2018; the director of the Finance Department and a security affairs representative of Kweichow Moutai Co., Ltd. and the team leader of a working group in Kweichow Moutai (Group) E-commerce Co., Ltd. (貴州茅臺集團電子商務股份有限公司) from December 2018 to July 2020; the team leader of a working group in Kweichow Moutai (Group) E-commerce Co., Ltd. (貴州茅臺集團電子商務股份有限公司) from August 2020 to August 2020; the head of the Finance Office in China Kweichow Moutai Distillery (Group) Co., Ltd. (中國貴州茅臺酒廠(集團)有限責任公司), and the team leader of a working group in Kweichow Moutai (Group) E-commerce Co., Ltd. (貴州茅臺集團電子商務股份有限公司) from September 2020 to September 2020; and has been serving as the head of the Finance Office in China Kweichow Moutai Distillery (Group) Co., Ltd. (中國貴州茅臺酒廠(集團)有限責任公司) since October 2020.

Mr. Chen studied at Guizhou Renmin University (貴州人民大學) as an accounting and auditing major from September 1991 to July 1993; obtained the construction engineer qualification in December 2012; obtained the Certified Internal Auditor qualification in January 2013; studied at Southwestern University of Finance and Economics (西南財經大學) as an EMBA major from April 2013 to December 2015.

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES

Mr. Wang Xiaoyong, born in May 1968, a member of the Communist Party of China (CPC), is currently a member and the secretary of the Party Committee, and a director and the chairman of Zunyi City State-owned Assets Investment and Financing Management Co., Ltd. (遵義市國有資產投融資經營管理有限責任公司). Mr. Wang served as a staff in the land section of the Planning Commission in Zunyi Area (遵義地區計劃委員會) from September 1990 to August 1992; a clerk in the land section of the Planning Commission in Zunyi Area from September 1992 to August 1996; the deputy director of the office of the Planning Bureau in Zunyi Area (遵義地區計劃局) and the Planning Commission of Zunyi City (遵義市計劃委員會) from September 1996 to November 1999; the chief of the welfare-to-work section of the Planning Commission of Zunyi City from December 1999 to June 2000; the director of the office of the Planning Commission of Zunyi City from July 2000 to April 2002; the leader of the agro-ecological group of the Planning Commission of Zunyi City (Western Development Office of the City) from April 2002 to November 2004; the chief of the transportation and energy section of the Development and Reform Commission of Zunyi City, Guizhou Province (貴州省遵義市發展和改革委員會) from December 2004 to October 2007; the chief of the development and reform section of the Development and Reform Commission of Zunyi City, Guizhou Province from November 2007 to March 2009 (during which, he concurrently served as a member of the Standing Committee of the CPC in Yuqing County from December 2006 to December 2008); the chief supervisor of Guizhou Zunyi Expressway Development and Investment Co. Ltd. (貴州省遵義市高速公路開發投資有限公司) from April 2009 to March 2011; the chairman of the supervisory committee of Guizhou Zunyi Expressway Development and Investment Co., Ltd. from April 2011 to January 2015; a member of the Party Committee and the chairman of the supervisory committee of Guizhou Zunyi Transportation Construction and Investment Group Co., Ltd. (貴州省遵義交通建設投資集團有限公司) from February 2015 to May 2017; a member of the Party Committee and the chief supervisor of Guizhou Zunyi Guarantee (Agricultural Credit Guarantee) Co., Ltd. (貴州省遵義市擔保(農業信貸擔保)有限責任公司) from June 2017 to August 2020; a member and the secretary of the Party Committee, and has been serving as a director and the chairman of Zunyi City State-owned Assets Investment and Financing Management Co., Ltd since August 2020.

Mr. Wang studied at the Geography Department of Southwest China Normal University (西南師範大學) as a geography major from September 1986 to July 1990, and obtained a bachelor's degree in science.

APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

APPENDIX II: COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Notes:

1. For the following content, “~~shares~~” shall mean deletion, whole “**share**” shall mean new content;
2. Adjustments to the format were not shown in the table below;
3. Due to the addition of articles, the numbering of the Articles of Association was adjusted accordingly;
4. The Articles of Association are written in Chinese without an official English version. Therefore, any English translation is for reference only. In case of any inconsistency, the Chinese version shall prevail.

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 4 Domicile of the Company: No. 41 of Ruijin Middle Road, Yunyan District, Guiyang City, Guizhou Province. Postcode of the Company:550002 Tel. of the Company: 0851-8620 7888 Fax of the Company: 0851-8620 7999</p>	<p>Article 4 Domicile of the Company: <u>No. 9, Yongchang Road, Guanshanhu District,</u> Guiyang City, Guizhou Province. Postcode of the Company:<u>550081</u> Tel. of the Company: 0851-8620 7888 Fax of the Company: 0851-8620 7999</p>	<p>Amended according to actual circumstances of the Company and the approval of regulatory authorities.</p>
<p>Article 16 According to the Constitution of the Communist Party of China, the Company establishes organizations and working organs of the Party and has staff for Party affairs. The Party organizations and staff for Party affairs are incorporated in the management organization and staffing of the Company, and expenditures for the work of Party organizations are included in the budget of the Company and expensed from the Company’s management fees. The Party organizations shall play a core leading and political role in the Company. The Party organizations shall study and discuss major issues relating to the decision of the Board and senior management. The Board or senior management shall listen to the opinions and suggestions of the Party organizations before making a decision.</p>	<p>Article 16 According to the Party Constitution, the Company establishes organizations and working organs of the Party and has staff for Party affairs. The Party organizations and staff for Party affairs are incorporated in the management organization and staffing of the Company, and expenditures for the work of Party organizations are included in the budget of the Company and expensed from the Company’s management fees. The Party organizations shall play a leading role in the Company. The Party organizations shall study and discuss major issues relating to the decision of the Board and senior management. The Board or senior management shall listen to the opinions and suggestions of the Party organizations before making a decision.</p>	<p>Amended according to the provisions of Article 11 of Regulations on the Work of Grassroots Organizations of the State-owned Enterprises of the Communist Party of China (Trial)* (《中國共產黨國有企業基層組織工作條例(試行)》).</p>

APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Articles after Amendments	Basis of Amendments
<p>CHAPTER 6 PARTY ORGANIZATION</p>	<p>CHAPTER 6 PARTY <u>COMMITTEE OF THE COMPANY</u></p>	<p>Amended according to actual circumstances of the Company.</p>
<p>Article 135 According to the Party Constitution, the Company has established the Communist Party Committee of the Bank of Guizhou Co., Ltd. (hereinafter referred to as the Party Committee of the Company) and the Disciplinary Inspection Committee of the Bank of Guizhou Co., Ltd. of the Communist Party of China (hereinafter referred to as the Disciplinary Inspection Committee of the Company). Branches of the Company have established Party organizations and equipped themselves with staff for Party affairs according to the Party Constitution.</p> <p>The Party Committee of the Company consists of one secretary, one or two deputy secretaries and several other members. The secretary of the Party Committee of the Company and Chairman of the Board are generally held by the same person. Members of the Party Committee admitted to the Board and senior management shall fully express the opinions of the Party Committee, reflect the intention of the Party Committee and report relevant circumstances to the Party Committee in a timely manner.</p> <p>Responsible for organizing and coordinating the Company's Party style and clean government construction and anti-corruption work, the Disciplinary Inspection Committee of the Company consists of one secretary, one or two deputy secretaries and several other members.</p> <p>The secretary and other members of the Party Committee shall be appointed and dismissed as per relevant provisions.</p> <p>The secretary and other members of the Disciplinary Inspection Committee shall be appointed and dismissed as per relevant provisions.</p>	<p>Article 135 According to the Party Constitution <u>and with the approval of the Party organization at a higher level</u>, the Company has established the Communist Party Committee of the Bank of Guizhou Co., Ltd. (hereinafter referred to as the Party Committee of the Company). <u>Meanwhile, according to the relevant regulations, the Company has established</u> the Disciplinary Inspection Committee (<u>Discipline Inspection and Supervision Group</u>) under the Party. <u>The Head Office and</u> branches of the Company have established Party organizations and equipped themselves with staff for Party affairs according to the Party Constitution.</p> <p><u>The leadership team of</u> the Party Committee of the Company <u>generally consists of five to nine members, with a maximum of eleven members,</u> including one secretary <u>and</u> one or two deputy secretaries. <u>The leadership team of the Party Committee of the Head Office and branches of the Company generally consists of five to seven members, with one secretary. One deputy secretary may be established according to work requirements.</u></p> <p><u>The Party Committee shall be comprised of members elected at the Party congress or the Party member representative convention; each term of office is five (5) years. Regular re-election shall be conducted upon the expiration of its term of office. Each term of office of the Disciplinary Inspection Committee under the Party shall be the same as the Party Committee.</u></p>	<p>Amended according to the provisions of Articles 6 and 8 of Regulations on the Work of Grassroots Organizations of the State-owned Enterprises of the Communist Party of China (Trial)* (《中國共產黨國有企業基層組織工作條例(試行)》), taking into account the actual circumstances of the Company.</p>

APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 136 The Party Committee of the Company has set up such work departments as Office of the Party Committee, Organization Department of the Party Committee, Publicity Department of the Party Committee and Party-mass Work Department. The Disciplinary Inspection Committee has set up the work department of Discipline Inspection and Supervision Offices.</p>	<p>Article 136 The Party Committee of the Company has set up such work departments as Office of the Party Committee, Organization Department of the Party Committee, Publicity Department of the Party Committee, <u>Inspection Office of the Party Committee</u>, Committee and Party-mass Work Department, which are equipped with requisite cadres and professional staff for Party affairs as required.</p>	<p>Amended according to actual needs of the Company.</p>
<p>Article 137 The Party Committee of the Company shall exercise the following functions and powers:</p> <p>(f) to manage and govern the Party in a strict and all-round way, and carry out work in accordance with the Party Constitution and other intra-Party laws and regulations;</p> <p>(ff) to ensure the supervision on implementation of the guidelines and policies of the Party and the state in the Company and practically implement the relevant deployment and requirements of the provincial Party Committee and the provincial government on promoting the reform, development and stability of the state-owned enterprises;</p>	<p>Article 137 The Party Committee of the Company shall <u>perform the leadership functions, controlling the directions, managing the overall situation and ensuring the implementation, discuss and make decisions on significant matters of the Company in accordance with the regulations. Significant operating management matters shall go through investigation and discussion by the Party Committee before decisions are made by the Board of Directors or the senior management. Its main responsibilities are:</u></p> <p>(I) <u>to strengthen the Party’s political construction of the Company, improve the political awareness, enhance political leading role, improve political ability and guard against political risk, as well as educate and guide all Party members to resolutely safeguard the position of the Party Central Committee and the whole Party with Comrade Xi Jinping as the core, resolutely uphold the authority and unified leadership of the Party Central Committee;</u></p> <p>(II) <u>to study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, carry out the line, principles and policies of the Party and ensure that the major decisions and deployment of the Party Central Committee and the resolutions of higher-level Party organizations are implemented in the Company, as well as promote the Company to undertake its responsibility and mission, focus on the main responsibilities and principal businesses and serve the material strategies of the country to fully fulfill economic, political and social responsibilities;</u></p>	<p>Amended according to the provisions of Article 11 of Regulations on the Work of Grassroots Organizations of the State-owned Enterprises of the Communist Party of China (Trial)* (《中國共產黨國有企業基層組織工作條例(試行)》) and the relevant requirements of the higher-level Party committee.</p>

APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Articles after Amendments	Basis of Amendments
(III) to support Shareholders' general meeting, the Board, the Board of Supervisors and senior management of the Company to perform their duties in accordance with the laws;	<u>(III) to consider and discuss the major operational and management issues of the Company, and support the Shareholders' general meeting, the Board, the Supervisory Committee and the senior management in performing their duties in accordance with laws;</u>	
(IV) to study and deploy the construction of Party organization in enterprises and strengthen the self-construction of Party organization;	<u>(IV) to strengthen the leadership and gate keeping role in the selection and appointments of personnel of the Company and enhance the building of the leading team and talents team of management;</u>	
(V) to implement the principles of Party administrating cadres and Party administrating talents, and establish and improve a personnel selection and employment mechanism which meets the demand of modern enterprise system and requirements for market competition;	<u>(V) to assume the primary responsibility of the Company to govern the Party comprehensively with strict discipline, lead and support the discipline inspection institutions to fulfil its supervisory responsibility and promote Party self-governance exercised fully and with rigor into the grassroots level;</u>	
(VI) to implement the Party Central Committee's requirements for major issues concerning production and operation management of the Company, and discuss and review the Company's reform and development, production and operation, cadre personnel and distribution and other major issues concerning immediate interests of the employees;	<u>(VI) to strengthen the construction of working style of the Party of the Company, strictly implement the spirit of the eight-point frugality code issued by the Party Central Committee and resolutely combat formalism, bureaucracy, hedonism and extravagance, especially the formalism and bureaucracy;</u>	
(VII) to strengthen the supervision on the Company's leaders, coordinate internal supervision sources, earnestly perform its supervision functions and establish comprehensive mechanisms to supervise the exercise of power;	<u>(VII) to strengthen the building of grassroots Party organizations and Party member teams, and unite and lead officials and employees to devote themselves into the reform and development of the Company;</u>	
(VIII) to wholeheartedly rely on the worker masses to lead the Company's ideological and political work and masses organizations including the labor union and the Communist Youth League; and support the employee representative meeting in carrying out relevant work;	<u>(VIII) to lead the ideological and political work, the spirit and civilization construction and the united front work of the Company, as well as lead mass organizations such as the Labour Union and Communist Youth League of the Company;</u>	
(IX) to review other matters which shall be determined by the Party Committee of the Company.	(IX) to review other matters which shall be determined by the Party Committee of the Company.	

APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 138 The Party Committee of the Company shall discuss and review the following matters:</p> <p>(f) the Party’s lines, guidelines and policies, national laws and regulations and major measures for important decisions of superiors implemented by the Company;</p> <p>(ff) major issues concerning the Company’s reform and development, including the development strategy and medium and long-term development plan of the Company, corporate restructuring, asset reorganization, transfer of property rights, capital operation and plan for large-sum investment, formulation and revision of major reform plan and management system, merger, division, change and dissolution of the Company, annual plan for organization construction, etc.;</p> <p>(fff) major issues concerning the Company’s production and operation, including the guidelines and annual plans for production and operation, annual financial budgets and final accounts, large external donation and sponsorship, purchase of bulk materials and services, and important measures in respect of safety production and maintenance of stability;</p> <p>(fv) major issues concerning the Company’s cadre personnel and distribution, including selection and employment of middle and senior management, education and training, evaluation, awards and punishments, appointment of professional and technical posts and determination of the Company’s standby leaders, setup, adjustment and staffing of internal organizations, adjustment to salary system and bonus distribution scheme;</p>	<p>Article 138 <u>The Company insists on and improves the leadership mechanism of “dual entry and cross appointment”. Qualified members of the Party Committee may join the Board, the Board of Supervisors and senior management through legal procedures, while qualified Party members from the Board, the Board of Supervisors and senior management may also join the Party Committee according to relevant regulations and procedures. The members of the Party Committee who have joined the Board and senior management shall fully express the opinions of the Party Committee, and report relevant situation to the Party Committee in a timely manner.</u></p> <p><u>Secretary of the Party Committee and chairman of the Board are held by one person in general. Party member who is the President of the Bank shall also serve as the Party Committee’s Deputy Secretary. A deputy secretary shall be designated to be responsible for the Party building works for the Party Committee. The designated deputy secretary shall be served as a member of the Board, rather than a member of the senior management.</u></p>	<p>Amended according to the provisions of Article 14 of Regulations on the Work of Grassroots Organizations of the State-owned Enterprises of the Communist Party of China (Trial)* (《中國共產黨國有企業基層組織工作條例(試行)》) and the relevant requirements of the higher-level Party committee.</p>

APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Articles after Amendments	Basis of Amendments
<p>(V) major issues concerning immediate interests of the employees, including income distribution plan, labor protection, welfare and health and other major issues concerning immediate interests of the employees;</p> <p>(VI) other major issues which shall be discussed or reviewed by the Party Committee.</p>		
<p>Article 200 The main duties and responsibilities of the secretary to the Board shall include:</p> <p>.....</p> <p>(II) ensuring that complete organizational documents are available for the Company, arranging for the Board meetings and Shareholders’ general meetings, making minutes of the meetings and ensuring their completeness and accuracy, keeping meeting documents and minutes, and taking initiative to monitor the progress of the implementation of relevant resolutions; reporting any important issues occurring during the implementation to the Board and giving relevant advice to the Board;</p> <p>.....</p>	<p>Article 200 The main duties and responsibilities of the secretary to the Board shall include:</p> <p>.....</p> <p>(II) ensuring that complete organizational documents are available for the Company, <u>being responsible to</u> arrange for the Board meetings and Shareholders’ general meetings, and ensuring the completeness and accuracy of the minutes, keeping meeting documents, and taking initiative to monitor the progress of the implementation of relevant resolutions; reporting any important issues occurring during the implementation to the Board and giving relevant advice to the Board;</p> <p>.....</p>	<p>Amended according to the actual circumstances of the Company and the feedback from regulatory authorities.</p>



Bank of Guizhou Co., Ltd. *

貴州銀行股份有限公司 *

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

(Stock Code: 6199)

**NOTICE OF THE FIRST
EXTRAORDINARY GENERAL MEETING OF 2021**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2021 (the “EGM”) of the Bank of Guizhou Co., Ltd. (the “**Bank**”) will be held at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC, at 2:30 p.m. on Tuesday, 19 January 2021, for the Shareholders to consider and, if thought fit, to approve the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the Adjustment of the Authority to the Board on Approving New Equity Investments in Rural Banks Initiated by the Bank;
2. To consider and approve the Appointment of Mr. Chen Hua as a non-executive Director;
3. To consider and approve the Appointment of Mr. Wang Xiaoyong as a non-executive Director;

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

SPECIAL RESOLUTION

4. To consider and approve the Amendments to Articles of Association of Bank of Guizhou Co., Ltd.

By order of the Board
Bank of Guizhou Co., Ltd.
LI Zhiming
Chairman

Guiyang, the PRC, 30 December 2020

As of the date of this notice, the Board of the Bank comprises Mr. LI Zhiming and Mr. XU An as executive Directors; Ms. GONG Taotao as non-executive Director; and Mr. TANG Xin, Mr. WANG Gefan, Mr. SONG Ke, Mr. LI Shoubing and Mr. LAW Cheuk Kin Stephen as independent non-executive Directors.

* *Bank of Guizhou 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.*

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of resolutions at the EGM will be taken by poll except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The voting results will be published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Bank (www.bgzchina.com) in accordance with the Listing Rules.
2. Closure of register of members, eligibility for attending and voting at the EGM

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of members of the Bank will be closed from Thursday, 14 January 2021 to Tuesday, 19 January 2021 (both days inclusive), during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Bank on Thursday, 14 January 2021 are entitled to attend and vote at the EGM.

For a holder of the shares of the Bank to be eligible for attending and voting at the EGM, all transfer documents together with the relevant share certificates and other appropriate documents of the holders of the shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders) or the office of the board of directors of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for Domestic Shareholders) not later than 4:30 p.m. on Wednesday, 13 January 2021 for registration.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

Pursuant to the requirement of the Articles of Association of the Bank, if any Shareholder pledges over 50% (inclusive) of his/her/its equity in the Bank, in the duration of pledge, he/she/it shall not exercise voting right over the pledged equity at the EGM.

3. Proxy

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued shares), whether (each of) such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the person duly authorized in writing by the principal. If the principal is a corporation, the power of attorney shall be affixed with the common seal or signed by its director or other representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal, such power of attorney or other authorization documents shall be notarized and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authority must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the office of the board of directors of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for Domestic Shareholders) no later than 24 hours before the scheduled time for the holding of the EGM (i.e. Monday, 18 January 2021 at 2:30 p.m.) or no later than 24 hours before the convening of any adjournment thereof (as the case may be).

After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In the event that you attend the EGM and vote on the meeting, the authority of your proxy will be deemed to have been revoked.

In the case of joint holders of the shares of the Bank, any one of such holders may vote at the EGM either in person or by proxy in respect of such shares as if he/she/it was solely entitled thereto. However, if more than one of such joint registered holders be present at the EGM, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Bank in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

4. Miscellaneous

- (i) The Shareholders or their proxies shall present their identity documents when attending the EGM (or any adjournment thereof). The legal representative of or any other persons officially authorized by a Shareholder shall present his/her/its identity documents and the notarially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the EGM (or any adjournment thereof).

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

(ii) The EGM is expected to last for no more than half working day. Shareholders and their proxies attending the meeting shall arrange for their own traveling and accommodation at their own expenses. Meanwhile, in order to make every effort to prevent and control the pandemic of COVID-19 and safeguard the health and safety of Shareholders and the attendees, the board of directors of the Bank recommends that Shareholders vote on relevant resolutions by proxy (rather than attending in person).

(iii) Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Tel: (852) 28628555
Fax: (852) 28650990

Address of the office of the board of directors:

43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District,
Guiyang, Guizhou Province, the PRC
Tel: (86) 0851-86987798
Fax: (86) 0851-86207999

5. The details about the aforesaid resolutions proposed for the consideration and approval at the EGM will be set out in the circular of the EGM to be despatched by the Bank on 30 December 2021.