

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt, please contact your stockbroker or the Company Secretary.

If you have sold or transferred your shares in Bank of Gansu Co., Ltd., please inform the transferee of the contents of this circular.

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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)

**(1) ELECTION OF THE DIRECTORS OF
THE SECOND SESSION OF THE BOARD OF DIRECTORS OF THE BANK
(2) ELECTION OF THE NON-EMPLOYEE REPRESENTATIVE SUPERVISORS
OF THE SECOND SESSION OF THE BOARD OF SUPERVISORS
OF THE BANK
AND
(3) NOTICE OF 2018 FIRST EXTRAORDINARY GENERAL MEETING**

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H S H K S

* 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.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

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.....
- R** **C** **R** **H S** **M**
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%
S **R** (**R**)
..... **R**
- S** **S** **R**
- R** (中國銀行保險監督管理委員會)
..... **S**
..... (《國務院關於機構設置的通知》) **S** **M**
- C** **R** **C** (中國銀行業監督管理委員會甘肅監管局)
..... () **R**
- S** () **R**
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M
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- C** **M** **R**
M
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- H S** () **M**
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S **R** **H K** **H K** (**R**)
.....
- H S** () **H S** ()
- H K** **H K S** **A**
- H K** **H K S** **H K**
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..... **C** **S** **S** **R** (.....)
.....

DEFINITIONS

S is a \mathbb{K} -algebra with a \mathbb{K} -basis $\{M, S, A\}$. \mathbb{K} is a field.

$M^2 = 0$, $S^2 = 0$, $AS = SA$.

S is a \mathbb{K} -algebra with a \mathbb{K} -basis $\{S, H, K\}$. \mathbb{K} is a field.

S is a \mathbb{K} -algebra with a \mathbb{K} -basis $\{S, H, K\}$. \mathbb{K} is a field.

S is a \mathbb{K} -algebra with a \mathbb{K} -basis $\{S, H, K\}$. \mathbb{K} is a field.

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S is a \mathbb{K} -algebra with a \mathbb{K} -basis $\{S, H, K\}$. \mathbb{K} is a field.

LETTER FROM THE BOARD



LETTER FROM THE BOARD

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G. M. %
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G. M.
A. G. M. % % () ()
% () % Sr.
Sr. %

ORDINARY RESOLUTIONS:

(1) Resolution Regarding the Election of the Directors of the Second Session of the Board of Directors

% / (Announcement)
Sr.
Sr. % % A. A.
%
A.
%

- Elected Directors** M M
- Non-elected Directors** M Z H M G M M
Z M
- Independent Non-elected Directors** M M M S M

A.
M %
% G. M.
% M M M
% G. M.
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LETTER FROM THE BOARD

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M M M M S M

M M M S M

M Z H M M Z M M M M M

M S M M

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Information Required to be Disclosed under Rule 13.51(2) of the Listing Rules

M S (采風有限公司)

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H K M

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(2) Resolution Regarding the Election of the Non-employee Representatives of the Second Session of the Board of Supervisors

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LETTER FROM THE BOARD

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S S

Shareholder Super isors

M M M

E ternal Super isors

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A A A S
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S % S %

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S S %

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LETTER FROM THE BOARD

M Z M M M S G M

2.

NOTICE OF 2018 FIRST EXTRAORDINARY GENERAL MEETING

Mr. LI Xin, Mr. LEI Tie, Ms. WU Changhong, Ms. ZHANG Hongxia, Mr. GUO Jirong, Mr. ZHANG Youda, Mr. CHEN Aiguo, Ms. TANG Xiuli, Ms. LUO Mei and Mr. WONG Sincere as independent non-executive Directors.

Mr. LI Xin, Mr. LEI Tie, Ms. WU Changhong, Ms. ZHANG Hongxia, Mr. GUO Jirong, Mr. ZHANG Youda, Mr. CHEN Aiguo, Ms. TANG Xiuli, Ms. LUO Mei and Mr. WONG Sincere as independent non-executive Directors.

Mr. LI Xin, Mr. LEI Tie, Ms. WU Changhong, Ms. ZHANG Hongxia, Mr. GUO Jirong, Mr. ZHANG Youda, Mr. CHEN Aiguo, Ms. TANG Xiuli, Ms. LUO Mei and Mr. WONG Sincere as independent non-executive Directors.

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Mr. LI Xin, Mr. LEI Tie, Ms. WU Changhong, Ms. ZHANG Hongxia, Mr. GUO Jirong, Mr. ZHANG Youda, Mr. CHEN Aiguo, Ms. TANG Xiuli, Ms. LUO Mei and Mr. WONG Sincere as independent non-executive Directors.

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Mr. LI Xin, Mr. LEI Tie, Ms. WU Changhong, Ms. ZHANG Hongxia, Mr. GUO Jirong, Mr. ZHANG Youda, Mr. CHEN Aiguo, Ms. TANG Xiuli, Ms. LUO Mei and Mr. WONG Sincere as independent non-executive Directors.

Bank of Gansu Co., Ltd.*

Li Xin

Chairman

As at the date of this notice, the Board of Directors of the Bank comprises Mr. LI Xin and Mr. LEI Tie as executive Directors; Ms. WU Changhong, Ms. ZHANG Hongxia, 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.

NOTICE OF 2018 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Voting by poll

the Hong Kong Listing Rules, the Company shall conduct a poll on all resolutions proposed at the meeting. The poll shall be conducted by electronic means in accordance with the procedures set out in the Company's General Meeting Procedures. The poll shall be conducted by electronic means in accordance with the procedures set out in the Company's General Meeting Procedures.

2. Eligibility for attending the EGM and closure of register of H Shareholders

The register of H Shareholders shall be closed from 10:00 a.m. to 5:00 p.m. on 15 November 2018. The register of H Shareholders shall be closed from 10:00 a.m. to 5:00 p.m. on 15 November 2018. The register of H Shareholders shall be closed from 10:00 a.m. to 5:00 p.m. on 15 November 2018.

3. Repl slip

Shareholders are requested to complete and return the reply slip to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at least 48 hours before the meeting. Shareholders are requested to complete and return the reply slip to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at least 48 hours before the meeting.

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**APPENDIX I BIOGRAPHIES OF THE CANDIDATES FOR THE DIRECTORS OF
THE SECOND SESSION OF THE BOARD OF DIRECTORS OF THE BANK**

I. Executive Directors

Mr. Liu Qing (劉青), **M** **A** **R**
(China Agricultural Bank) **A**
PBoC **A** **M** **G**
S **A** **M** **W**

**APPENDIX I BIOGRAPHIES OF THE CANDIDATES FOR THE DIRECTORS OF
THE SECOND SESSION OF THE BOARD OF DIRECTORS OF THE BANK**

Ms. Zhang Hong ia (張紅霞)

M. Z. (Baoshang Bank)

M. Z. (M U)

A. M U S M A. S M H. S M Z H. S S M

Mr. Guo Jirong (郭繼榮)

M. S (Jiuquan Iron & Steel) S H & S H S S M

**APPENDIX I BIOGRAPHIES OF THE CANDIDATES FOR THE DIRECTORS OF
THE SECOND SESSION OF THE BOARD OF DIRECTORS OF THE BANK**

Mr. Zhang Youda (張有達)

M. Z. H. (甘肅省職稱改革工作辦公室)

M. Z. H. K. S. R. (甘肅省職稱改革工作辦公室)

M. Z. U. (甘肅省職稱改革工作辦公室)

Mr. Liu Wan iang (劉萬祥)

M. (蘭州連城鋁廠)

M. (蘭州連城鋁廠動力廠)

M. (蘭州連城鋁公司實業公司)

M. (甘肅鋁業(集團)有限責任公司)

M. (甘肅華興鋁業公司)

M. (甘肅東興鋁業有限公司)

M. (甘肅東興鋁業有限公司) & S. & S.

M. U.

APPENDIX I BIOGRAPHIES OF THE CANDIDATES FOR THE DIRECTORS OF THE SECOND SESSION OF THE BOARD OF DIRECTORS OF THE BANK

III. Independent Non-executive Directors

Ms. Tang Xiuli (唐岫立)
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Ms. Luo Mei (羅玫)
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M S M

**APPENDIX I BIOGRAPHIES OF THE CANDIDATES FOR THE DIRECTORS OF
THE SECOND SESSION OF THE BOARD OF DIRECTORS OF THE BANK**

Mr. Wong Sincere (黃誠思)

Mr. Wong Sincere (黃誠思) was born on 15th October 1958 in Hong Kong. He obtained a Bachelor's degree in Business Administration from the Chinese University of Hong Kong in 1981. He has been working for the Hong Kong & Shanghai Banking Corporation since 1981. He has held various positions in the bank, including Assistant Manager, Manager, and Senior Manager. He is currently a Senior Manager in the Corporate Banking Department. He has also worked for the Hong Kong & Shanghai Banking Corporation in various capacities in the United States and Canada. He is a member of the Hong Kong Institute of Bankers and the Hong Kong Association of Banks. He is also a member of the Hong Kong Finance Association and the Hong Kong Finance Institute. He has been a director of the Hong Kong & Shanghai Banking Corporation since 2008.

Mr. Wong Sincere (黃誠思) was born on 15th October 1958 in Hong Kong. He obtained a Bachelor's degree in Business Administration from the Chinese University of Hong Kong in 1981. He has been working for the Hong Kong & Shanghai Banking Corporation since 1981. He has held various positions in the bank, including Assistant Manager, Manager, and Senior Manager. He is currently a Senior Manager in the Corporate Banking Department. He has also worked for the Hong Kong & Shanghai Banking Corporation in various capacities in the United States and Canada. He is a member of the Hong Kong Institute of Bankers and the Hong Kong Association of Banks. He is also a member of the Hong Kong Finance Association and the Hong Kong Finance Institute. He has been a director of the Hong Kong & Shanghai Banking Corporation since 2008.

Mr. Dong Ximiao (董希淼)

Mr. Dong Ximiao (董希淼) was born on 15th October 1958 in Hong Kong. He obtained a Bachelor's degree in Business Administration from the Chinese University of Hong Kong in 1981. He has been working for the Hong Kong & Shanghai Banking Corporation since 1981. He has held various positions in the bank, including Assistant Manager, Manager, and Senior Manager. He is currently a Senior Manager in the Corporate Banking Department. He has also worked for the Hong Kong & Shanghai Banking Corporation in various capacities in the United States and Canada. He is a member of the Hong Kong Institute of Bankers and the Hong Kong Association of Banks. He is also a member of the Hong Kong Finance Association and the Hong Kong Finance Institute. He has been a director of the Hong Kong & Shanghai Banking Corporation since 2008.

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BIOGRAPHIES OF THE CANDIDATES FOR THE
NON-EMPLOYEE REPRESENTATIVE SUPERVISORS
OF THE SECOND SESSION OF THE BOARD OF
SUPERVISORS OF THE BANK

I. Shareholders Super isors

Mr. Liu Yongchong (劉永翀)

M
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(甘肅省職稱改革工作
M

M

Mr. Li Yongjun (李永軍)

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限公司

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(永新華控股有限公司)

(甘肅永新建築安裝工程有限公司)

(甘肅黃海電子機電設備工程有

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BIOGRAPHIES OF THE CANDIDATES FOR THE
NON-EMPLOYEE REPRESENTATIVE SUPERVISORS
OF THE SECOND SESSION OF THE BOARD OF
SUPERVISORS OF THE BANK

Mr. Liu Xiaoyu (劉曉宇)

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II. External Supervisors

Mr. Yang Zhenjun (楊振軍)

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BIOGRAPHIES OF THE CANDIDATES FOR THE
NON-EMPLOYEE REPRESENTATIVE SUPERVISORS
OF THE SECOND SESSION OF THE BOARD OF
SUPERVISORS OF THE BANK

Mr. Dong Ying (董英)

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