
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Dongguan Rural Commercial Bank Co., Ltd., you should at once hand this circular and the accompanying reply slip and form of proxy to the purchaser or the transferee or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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DRC Bank

Dongguan Rural Commercial Bank Co., Ltd.*

東莞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)

(Stock code: 9889)

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2024,
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2024,
2024 ANNUAL REPORT,
ESTIMATED CAPS FOR RELATED PARTY TRANSACTIONS IN 2025,
APPOINTMENT OF THE AUDIT ACCOUNTING FIRMS FOR 2025,
2024 FINAL FINANCIAL ACCOUNTS PLAN,
2024 PROFIT DISTRIBUTION PLAN,
2025 FINANCIAL BUDGET PLAN,
AND
NOTICE OF 2024 AGM**

A notice convening the 2024 AGM to be held at 3:00 p.m. on May 30, 2025 (Friday) at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC is set out on pages AGM-1 to AGM-3 of this circular. A reply slip and form of proxy for H Shareholders for use at the 2024 AGM can be downloaded from the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Bank at www.drcbank.com.

If you intend to attend the 2024 AGM in person or by proxy, you are required to inform the Bank prior to May 20, 2025 (Tuesday) at 4:30 p.m., and H Shareholders are required to return the reply slip for H Shareholders for use at the 2024 AGM to the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

H Shareholders who wish to attend the 2024 AGM by proxy are also required to complete and return the form of proxy for H Shareholders in accordance with the instructions printed thereon to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited (the same address referred to above) not less than 48 hours before the time for the holding of the 2024 AGM (i.e. prior to 3:00 p.m. on May 28, 2025 (Wednesday)) (or 48 hours before any adjournment thereof, if any). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2024 AGM or any adjournment thereof should you so wish.

To enhance the efficiency of the meeting, the 2024 AGM will not have an on-site question-and-answer session. If Shareholders have any questions about the Board of the Bank, please send the questions together with personal information and share certificate to the mailbox gddh@drcbank.com before May 20, 2025 (Tuesday). The Board of the Bank will try its best to answer the questions at the 2024 AGM according to the actual situation.

In case of any discrepancy between the Chinese and English versions of this circular and the notice of the 2024 AGM, the Chinese version shall prevail.

* Dongguan 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.

May 9, 2025

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DEFINITIONS

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

“2024 AGM”	the 2024 annual general meeting of the Bank to be held at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC on May 30, 2025 (Friday) at 3:00 p.m., or if the context requires, including the adjournment thereof (if any)
“Articles” or “Articles of Association”	the articles of association of the Bank
“Bank”	Dongguan Rural Commercial Bank Co., Ltd. (東莞農村商業銀行股份有限公司), a joint stock company established on December 22, 2009 through restructuring in the PRC with limited liability and its H Shares listed on the Stock Exchange, and if the context requires, including its predecessor, branches and sub-branches but excluding its subsidiaries
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“Company Law”	the Company Law of the People’s Republic of China
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	ordinary share(s) with a par value of RMB1.00 per share issued by the Bank in the PRC, which shall be subscribed in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Group”	the Bank and its subsidiaries
“HK\$” or “HKD” or “Hong Kong Dollars”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	ordinary share(s) with a par value of RMB1.00 per share of the Bank, which shall be subscribed in currency other than RMB and are listed on the main board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“Latest Practicable Date”	May 6, 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of the Bank, including Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of Share(s), including Domestic Shareholder(s) and H Shareholder(s)
“Supervisor(s)”	the supervisor(s) of the Bank

Unless otherwise specified, the unit of currency of financial figures in this circular is RMB.

LETTER FROM THE BOARD



DRC Bank

Dongguan Rural Commercial Bank Co., Ltd.*

東莞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)

(Stock code: 9889)

Executive Directors:

Mr. LU Guofeng (*chairman of the Board of Directors*)

Mr. FU Qiang

Mr. QIAN Hua

Mr. YE Jianguang

*Registered address and headquarters
address:*

No. 2, Hongfu East Road,
Dongcheng Street, Dongguan City,
Guangdong Province, the PRC

Non-executive Directors:

Ms. LI Huiqin

Mr. WONG Wai Hung

Mr. TANG Wencheng

Mr. CHAN Ho Fung

Principal place of business in

Hong Kong:

40/F, Dah Sing Financial Centre,
248 Queen's Road East,
Wanchai, Hong Kong

Independent Non-executive Directors:

Mr. ZENG Jianhua

Mr. YIP Tai Him

Mr. XU Zhi

Mr. TAN Fulong

Ms. LIU Yuou

Ms. XU Tingting

May 9, 2025

To the Shareholders

Dear Sir or Madam,

* Dongguan 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.

LETTER FROM THE BOARD

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2024,
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2024 FINAL FINANCIAL ACCOUNTS PLAN,
2024 PROFIT DISTRIBUTION PLAN,
2025 FINANCIAL BUDGET PLAN,
AND
NOTICE OF 2024 AGM**

INTRODUCTION

The 2024 AGM will be held at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC at 3:00 p.m. on May 30, 2025 (Friday). The resolutions will be proposed at the meeting to the Shareholders for consideration and approval, including ordinary resolutions: (1) the work report of the Board of Directors for 2024, (2) the work report of the Board of Supervisors for 2024, (3) the 2024 annual report, (4) the estimated caps for related party transactions in 2025, (5) the appointment of the audit accounting firms for 2025, (6) the 2024 final financial accounts plan, (7) the 2024 profit distribution plan, (8) the 2025 financial budget plan.

Meanwhile, Shareholders will also listen to (1) the report on changes in members of the Board of Directors, (2) the work report of the independent Directors for 2024, (3) the report on related party transactions for 2024, (4) the report on the result of duty performance evaluation of the Directors, Supervisors and senior management in 2024, (5) the report on renewing the Directors, Supervisors and senior management and company liability insurance for 2024 at the 2024 AGM.

The notice of 2024 AGM is set out on pages AGM-1 to AGM-3 of this circular. The purpose of this circular is to provide you with further details of proposed resolutions at the meeting to enable you to make an informed voting decision on the resolutions at the 2024 AGM.

I. MATTERS TO BE RESOLVED AT THE 2024 AGM

1. Work Report of the Board of Directors for 2024

For the full text of work report of the Board of Directors for 2024, please refer to Appendix I to this circular.

2. Work Report of the Board of Supervisors for 2024

For the full text of work report of the Board of Supervisors for 2024, please refer to Appendix II to this circular.

LETTER FROM THE BOARD

3. 2024 Annual Report

The 2024 Annual Report is available on the websites of the Bank (www.drcbank.com) and the Hong Kong Stock Exchange (www.hkexnews.hk).

4. Estimated Caps for Related Party Transactions in 2025

The Bank has formulated the 2025 estimated caps for credit, asset transfer, service and deposit related party transactions to regulate the related party transactions, strictly control the indicators of related degree, control the risks of related party transactions, and protect the interests of the Bank and all Shareholders.

I. Caps of related party transactions

(I) Estimated caps of related party transactions of the credit category

The total balance amount of related party credit of the Bank^{Note 1} shall not exceed 30% of the net capital, and the estimated caps of the credit related party transactions for the major related group are as follows:

Fook Man Development Company Limited* (福民發展有限公司) and its related parties

General information

Company profile: Fook Man Development Company Limited (hereinafter referred to as “**Fook Man Development**”) is wholly-owned by Dongguan City Fook Man Group Company, which is in turn wholly-owned by Dongguan Communications Investment Group Co., Ltd. (hereinafter referred to as “**Dongguan Communications Investment**”). Dongguan Communications Investment was established on August 29, 1986 with a registered capital of RMB3,630,000,000. Its legal representative is Liu Bo (劉波). Its business scope includes: investment, construction, operation, management and maintenance of transportation infrastructure; investment, operation and management of city card such as public transportation, small consumption and public utilities; investment, operation and management of public passenger transportation, passenger terminal (passenger point) operation, waterway transportation, port operation, warehousing services, transportation properties and other transportation fields and related industries.

Relationship with the Bank: As of December 31, 2024, Fook Man Development held 126,262,000 Shares of the Bank, accounting for 1.83%; Fook Man Development and its related parties held a total of 126,262,000 Shares of the Bank, accounting for 1.83%. Fook Man Development has a related relationship with Tang Wencheng (唐聞成), a Director of the Bank.

Note:

¹ The credit balance refers to the balance of credit balance granted to related parties after deducting the amount of margin deposits provided by related parties and the pledged certificates of deposit and government bonds, same as below.

LETTER FROM THE BOARD

Estimated cap

The estimated cap of credit related party transactions for Fook Man Development and its related parties in 2025 is RMB2.00 billion.

Guangdong Canvest Investment Co., Ltd.* (廣東粵豐投資有限公司) and its related parties

General information

Company profile: Guangdong Canvest Investment Co., Ltd. (“**Canvest Investment**”) was established on November 27, 2002. Its legal representative is Guo Huiqiang (郭惠強) and its registered capital is RMB100 million. Its business scope includes: investment and establishment of industries, sales of steel, building materials, wood, construction machinery and hardware.

Relationship with the Bank: As of December 31, 2024, Canvest Investment held 260,699,270 Shares of the Bank, accounting for 3.78%; Canvest Investment and its related parties held a total of 265,643,258 Shares of the Bank, accounting for 3.86%. Canvest Investment has a related relationship with Li Huiqin (黎慧琴), a Director of the Bank.

Estimated cap

The estimated cap of credit related party transactions for Canvest Investment and its related parties in 2025 is RMB2.65 billion.

Dongguan City Kanghua Investment Group Co., Ltd.* (東莞市康華投資集團有限公司) and its related parties

General information

Company profile: Dongguan City Kanghua Investment Group Co., Ltd. (“**Kanghua Group**”) was established on March 29, 2002, and its legal representative is Wang Junyang (王君揚). Its registered capital is RMB268.88 million, and its business scope includes: corporate management consulting, investment in various infrastructure construction projects, domestic commerce and material supply and marketing (excluding state-controlled and franchised projects), investment in medical projects (excluding operation), investment in educational projects, property leasing and property management.

Relationship with the Bank: As of December 31, 2024, Kanghua Group held 150,104,602 Shares of the Bank, accounting for 2.18%; Kanghua Group and its related parties held a total of 172,389,749 Shares of the Bank, accounting for 2.50%. Kanghua Group has a related relationship with Wong Wai Hung, a Director of the Bank.

LETTER FROM THE BOARD

Estimated cap

The estimated cap of credit related party transactions for Kanghua Group and its related parties in 2025 is RMB2.00 billion.

Dongguan Hongyuan Hotel Co., Ltd.* (東莞市宏遠酒店有限公司) and its related parties

General information

Company profile: Dongguan Hongyuan Hotel Co., Ltd. (“**Hongyuan Hotel**”) was established on June 22, 2000, and its legal representative is Chen Jiangtao (陳江濤). Its registered capital is RMB10 million, and its business scope includes: licensed items: catering services; accommodation services; song and dance entertainment activities; hairdressing services; retail of tobacco products; life beauty services. General items: advertising design, agency; advertising production; advertising release; food sales (only sales of prepackaged food); conference and exhibition services.

Relationship with the Bank: As of December 31, 2024, Hongyuan Hotel held 27,680,000 Shares of the Bank, accounting for 0.40%; Hongyuan Hotel and its related parties held a total of 30,425,106 Shares of the Bank, accounting for 0.44%. Hongyuan Hotel has a related relationship with Chan Ho Fung (陳浩峰), a Director of the Bank.

Estimated cap

The estimated cap of credit related party transactions for Hongyuan Hotel and its related parties in 2025 is RMB2.80 billion.

(II) Estimated cap of related party transactions of the asset transfer category

The estimated cap of related party transactions of the asset transfer category is RMB250 million, mainly for the purchase and sale of movable and immovable properties for use, the purchase and sale of credit assets and their rights to receive (benefit) therefrom, and the receipt and disposal of debt repayment assets between the Bank and related parties.

(III) Estimated cap of related party transactions of the service category

The estimated cap of related party transactions of the service category^{Note 2} is RMB50 million, mainly for credit appraisal, asset appraisal, legal services, consulting services, information services, auditing services, technology and infrastructure services, property leasing, and commissioned or entrusted sales between the Bank and related parties.

Note:

² Related party transactions of the service category include related party transactions between the Bank and the same related party that have been occurring for a long period and require repeated signing of transaction agreements for unified transaction agreements for services.

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(IV) Estimated cap of related party transactions of the deposit category

The estimated cap of related party transactions of the deposit category is RMB7 billion.

II. Definitions of related parties and related party transactions

(I) For the definition of related parties, please refer to the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions and the Listing Rules.

(II) For the definition of related party transactions, please refer to the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions.

III. Validity period of the amount: valid from the date of consideration and approval at the 2024 AGM to June 30, 2026.

IV. Execution instructions

(I) Within the estimated caps of related party transactions under the plan, the actual related party transactions between the Bank and related parties shall be subject to laws, regulations, regulatory requirements and the Bank's rules and regulations. In the event of a related party transaction between the Bank and the related parties under the plan exceeds the estimated caps of related party transactions, such transaction shall be reviewed by the Bank's Related Party Transaction Control Committee as required, and be considered by the Board of Directors and submitted to the general meeting of Shareholders for approval. If an actual related party transaction between the Bank and related parties is also the connected transaction under the Listing Rules and does not meet the conditions for exempting independent Shareholders' approval, such transaction shall be submitted to the general meeting of Shareholders for approval.

(II) The related party transaction and limits applicable to the Bank with Directors, Supervisors, senior management and their close relatives, enterprises directly or indirectly controlled by the aforementioned personnel, as well as related parties with whom the Directors, Supervisors and senior management have other relationships, are subject to the plan, unless otherwise required by laws, regulations and regulatory provisions.

(III) The above-mentioned estimated caps of related party transactions are not actually required to occur, and do not constitute the Bank's commitment to the customer. Certain estimated recurring related party transactions of the Bank are in the ordinary course of business and within the Bank's policies and business scope. The price of the actual related transactions between the Bank and related parties will be determined based on normal commercial terms and the principle of fair market value, and on terms no more favorable than similar transactions with non-related parties. The Bank shall not provide guarantee for financing activities of related parties, except in the case where related parties provide full counter-guarantee with certificates of deposit or government bonds.

LETTER FROM THE BOARD

- (IV) After the Bank conducted related party transactions with related parties, the ratio of the credit balance of the related parties to the net capital shall meet the regulatory requirements of the regulatory authorities for the Bank and the internal management of the Bank.
- (V) The Bank has the right to revoke or terminate a related party transaction if it is unfair due to the related party.

5. Appointment of the Audit Accounting Firms for 2025

The term of office of KPMG and Pan-China Certified Public Accountants LLP will expire at the conclusion of the 2024 AGM. In accordance with the Bank's Articles of Association and other relevant regulations, KPMG is proposed to be appointed as the Bank's international accounting firm for the year 2025, after relevant procurement procedures and taking into account the overall business capability, the familiarity with the Bank's accounting system and other factors; Pan-China Certified Public Accountants LLP is proposed to be appointed as the Bank's domestic accounting firm for the year 2025.

6. 2024 Final Financial Accounts Plan

2024 is the inaugural year of the Group's five-year development strategic plan. During the year, the Group has consistently adhered to the attitude of enterprising and plunging ahead, steadily advancing the tasks of stabilizing growth, preventing risks and promoting reforms, and carrying out various tasks in an orderly manner. Based on the results of the 2024 annual international standards financial report audited by KPMG, the 2024 final financial accounts are reported as follows. Unless otherwise specified, the 2024 final financial accounts adopt information on Group basis.

I. Major operating indicators

As of the end of 2024, the Group achieved operating income of RMB12.312 billion and net profit of RMB4.861 billion, representing a year-on-year decrease of 9.08%, of which the net profit attributable to the shareholders of the parent company was RMB4.625 billion, representing a year-on-year decrease of 10.4%. Return on average total assets was 0.67%, and return on average net assets was 8.10%. The loan provision coverage ratio was 207.72%, and the provision-to-loan ratio was 3.82%, representing an increase of 0.01 percentage point from the beginning of the year. The capital adequacy ratio was 16.54%, and the core tier-one capital adequacy ratio was 14.34%.

LETTER FROM THE BOARD

Table of the Group's Major Operating Indicators in 2024

Major operating indicators	2023	2024
1. Profitability		
1.1 Return on average net assets (%)	9.61	8.10
1.2 Return on average total assets (%)	0.78	0.67
1.3 Earnings per share (RMB)	0.75	0.67
2. Revenue structure		
2.1 Net interest margin (%)	1.67	1.35
2.2 Percentage of net fee and commission income (%)	5.35	3.70
2.3 Cost-to-income ratio (%)	35.30	37.44
3. Asset quality		
3.1 Non-performing loan ratio (%)	1.23	1.84
3.2 Provision coverage ratio (%)	308.30	207.72
3.3 Provision-to-loan ratio (%)	3.81	3.82
4. Capital adequacy ratio		
4.1 Capital adequacy ratio (%)	15.85	16.54
4.2 Core tier-one capital adequacy ratio (%)	13.62	14.34

II. Major assets and liabilities

As of the end of 2024, the Group's total assets amounted to RMB745.904 billion, representing an increase of RMB37.051 billion or 5.23% over the beginning of the year, among which, loans^{Note 1} amounted to RMB367.364 billion, representing an increase of RMB24.853 billion or 7.26% over the beginning of the year; total liabilities amounted to RMB683.439 billion, representing an increase of RMB32.074 billion or 4.92% over the beginning of the year, among which, deposit^{Note 2} amounted to RMB530.172 billion, representing an increase of RMB34.428 billion or 6.94% over the beginning of the year; equity attributable to owners of the parent company amounted to RMB59.551 billion, representing an increase of RMB4.902 billion or 8.97% over the beginning of the year.

Notes:

¹ Loans refer to the "net loans and advances to customers", being the carrying amount after considering accrued interest and deducting expected credit losses allowance.

² Deposits from customers refer to the "total deposits from customers", including accrued interest.

LETTER FROM THE BOARD

Table of the Group's Major Assets and Liabilities in 2024

Unit: RMB100 million

Major operating indicators	2023	2024		Percentage of increase (%)
	Amount	Amount	Increasing in amount [†] Note 3	
1. Total assets	7,088.54	7,459.04	370.51	5.23
Of which: net loans and advances to customers	3,425.12	3,673.64	248.53	7.26
2. Total liabilities	6,513.65	6,834.39	320.74	4.92
Of which: deposits from customers	4,957.44	5,301.72	344.28	6.94
3. Owner's equity	574.89	624.66	49.77	8.66
3.1 Equity attributable to shareholders of the Bank	546.49	595.51	49.02	8.97
3.2 Non-controlling interests	28.39	29.14	0.75	2.65

7. 2024 Profit Distribution Plan

In accordance with the Company Law, the Administrative Measures for Provision of Reserves of Financial Enterprises, the Articles of Association of the Bank and other provisions, the Bank was planned to distribute profits according to the following items, proportions and order:

1. Appropriation to statutory surplus reserve: pursuant to the Article 210 of the Company Law, 10% of the audited net profit shall be appropriated to the statutory surplus reserve;
2. Appropriation to general reserve: pursuant to the Article 6 of the Administrative Measures for Provision of Reserves of Financial Enterprises, 10% of the audited net profit shall be appropriated to the general reserve;
3. Distribution of cash dividends to Shareholders: cash dividends amounting to RMB1.722 billion will be distributed to Shareholders at RMB2.50 (tax inclusive) for every 10 Shares. The cash dividend is expected to be paid on or before June 30, 2025.

Note:

³ The increment and the difference obtained by directly subtracting the amounts for 2024 and 2023 may show discrepancies in the final digits, which are due to rounding rather than data errors.

LETTER FROM THE BOARD

Dividend distribution arrangement

If Shareholders approve the above 2024 profit distribution plan, the final dividend is expected to be paid on or before June 30, 2025, denominated in RMB, and will be paid to the Domestic Shareholders and H Shareholders in RMB and HKD, respectively. Dividend paid to H Shareholders in HKD will be converted at the average middle exchange rate of RMB against HKD announced by the People's Bank of China for the four working days prior to and including the date of approval of relevant dividend at the 2024 AGM. Shareholders whose names appear on the Bank's register of Shareholders on June 10, 2025 (Tuesday) will receive the above 2024 final dividend of RMB0.25 per share (tax inclusive).

For the purpose of determining the entitlement of H Shareholders of the Bank to the 2024 final dividend, the H Shares register of members of the Bank will be closed from June 5, 2025 (Thursday) to June 10, 2025 (Tuesday), both days inclusive. In order to qualify for the 2024 final dividend, all H Share transfer documents together with the relevant share certificates shall be lodged with the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on June 4, 2025 (Wednesday).

Tax and tax relief

Domestic Shareholders

According to the applicable provisions of the Enterprise Income Tax Law of the People's Republic of China, the Individual Income Tax Law of the People's Republic of China and the detailed implementation rules, for individual Domestic Shareholders, the Bank withholds and pays individual income tax at a rate of 20% in accordance with the national tax law; For enterprise Shareholders of Domestic Shares, the Bank does not withhold and pay corporate income tax. Shareholders of domestic shares of an enterprise shall perform their tax declaration and payment obligations in accordance with the provisions of the national tax law.

H Shareholders

Corporate H Shareholders

According to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules and relevant regulations, the Bank is required to withhold and pay enterprise income tax at the rate of 10% when distributing the 2024 final dividend to non-resident enterprise H Shareholders. Any H Shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other organizations and groups, will be treated as being held by non-resident enterprise Shareholders and therefore their due dividends will be subject to the withholding of the enterprise income tax.

LETTER FROM THE BOARD

Upon receipt of such dividends, a non-resident enterprise Shareholder may apply to the competent tax authorities for relevant treatment under the tax treaties/arrangements in person or through a proxy or a withholding agent, and provide evidence in support of its status as a beneficial owner as defined in the tax treaties/arrangements. Upon verification by the competent tax authorities, the difference between the tax levied and the amount of tax payable as calculated at the tax rate under the tax treaties/arrangements will be refunded.

Individual H Shareholders

Pursuant to the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》) and its implementation regulations, and the regulations of the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guoshuifa [1993] No. 045 Document (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) (Guoshuihan [2011] No. 348) and the Administrative Measures for Non-Resident Taxpayers to Enjoy Treaty Benefits (Announcement No. 35 [2019] of the State Administration of Taxation) ("Tax Convention Announcement"), the Bank is required to withhold and pay individual income tax when distributing the 2024 final dividend to individual H Shareholders. However, the individual H Shareholders may be entitled to relevant tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual H Shareholders are domiciled and the tax arrangements between Mainland China and Hong Kong or Macau. In this regard, the Bank will implement the following arrangements in relation to the withholding and payment of individual income tax for the individual H Shareholders:

- for individual H Shareholders who are Hong Kong or Macau residents or residents of other countries (regions) that have entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Bank will withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of final dividend.
- for individual H Shareholders who are residents of the countries (regions) that have entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Bank will temporarily withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of final dividend. If relevant individual H Shareholders would like to apply for a refund of the excess amount of tax withheld and paid, the Bank will handle, on their behalf, the applications for tax preferential treatments under relevant tax treaties according to the Tax Convention Announcement. Qualified Shareholders shall submit in time a letter of entrustment and all application materials as required under the Tax Convention Announcement to the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited. The Bank will then submit the above documents to competent tax authorities and, after their examination and approval, the Bank will assist in refunding the excess amount of tax withheld and paid.

LETTER FROM THE BOARD

- for individual H Shareholders who are residents of the countries (regions) that have entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Bank will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty in the distribution of final dividend.
- for individual H Shareholders who are residents of the countries (regions) that have entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Bank will withhold and pay individual income tax at the rate of 20% on behalf of the individual H Shareholders in the distribution of final dividend.

8. 2025 Financial Budget Plan

Pursuant to the strategic deployment of the Board of Directors of the Bank, the 2025 financial budget plan of the Bank is as follows:

According to the strategic development objectives of the Bank's business, the asset size will maintain steady growth in 2025, and key regulatory indicators such as non-performing loan ratio and capital adequacy ratio will continue to meet regulatory requirements.

In 2025, the Bank will adhere to its market positioning, continuously strengthen customer service, enhance satisfaction of customers, adjust and optimize the business portfolio of customers, and implement differentiated management of customer services. It will improve the product development system, optimize the product innovation mechanism, and strengthen the management of the product lifecycle.

In 2025, the Bank will continue to deepen reforms, improve the group management system, enhance internal management capabilities, optimize resource allocation reforms, and build a strategically oriented resource allocation system.

In 2025, the Bank will enhance the overall capacity building, improve the expertise of the team, and reinforce the talent team construction. It will build a sustainable talent management system, deepen and improve the compensation system, and establish a sound incentive and restraint mechanism.

In the event of significant changes in monetary and regulatory policies during the plan year, or if there are unforeseen factors that beyond the premise of the current budget, which will have a material impact on the annual budget, the Bank will study and respond in a timely manner and submit it to the Board of Directors for consideration and approval.

LETTER FROM THE BOARD

II. REPORTS TO BE LISTENED AT THE 2024 AGM

The Shareholders will listen to the Report on Changes in the Members of the Board of Directors, the 2024 Work Report of Independent Directors of Dongguan Rural Commercial Bank Co., Ltd., the Report on Related Party Transactions of Dongguan Rural Commercial Bank Co., Ltd. in 2024 and the Report on the Result of Duty Performance Evaluation of the Directors, Supervisors and Senior Management of Dongguan Rural Commercial Bank Co., Ltd. in 2024 and the Report on the Renewal of Liability Insurance for Directors, Supervisors, Senior Management and Company in 2024 at the 2024 AGM.

III. THE 2024 AGM

The 2024 AGM will be held at 3:00 p.m. May 30, 2025 at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC, to consider and approve the resolutions relating to the matters set out in the notice of the 2024 AGM. The notice of the 2024 AGM is set out on pages AGM-1 to AGM-3 of this circular.

If you intend to attend the 2024 AGM in person or by proxy, you are required to inform the Bank prior to 4:30 p.m. on May 20, 2025 (Tuesday), and H Shareholders are required to return the reply slip for H Shareholders at the 2024 AGM to the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

H Shareholders who wish to attend the 2024 AGM by proxy are also required to complete and return the form of proxy for H Shareholders in accordance with the instructions printed thereon and deposit the same to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited (the same address referred to above) not less than 48 hours before the time for the holding of the 2024 AGM (i.e. prior to 3:00 p.m. on May 28, 2025 (Wednesday) (or 48 hours before any adjournment thereof, if any). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2024 AGM or any adjournment thereof should you so wish, in which case, the form of proxy shall be deemed to be revoked.

Such reply slip and form of proxy for H Shareholders can be downloaded from the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Bank at www.drcbank.com.

IV. OPINIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

According to the requirements of the Articles of Association of the Bank, the independent non-executive Directors of the Bank shall express independent opinions on the resolutions on appointment of the accounting firms, information disclosure (i.e., the 2024 Annual Report), profit distribution plan, estimated caps for related party transactions in 2025. The opinions are set out in Appendix III to this circular.

LETTER FROM THE BOARD

V. RECOMMENDATIONS

The Board is of the opinion that the resolutions in relation to matters referred to in this circular and the notice of the 2024 AGM enclosed with this circular are in the long-term development interests of the Bank and the Shareholders as a whole. Thus, the Board recommends that the Shareholders should vote in favor of all the relevant resolutions proposed in relation to matters set out in the notice of the 2024 AGM.

VI. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices I to III to this circular.

Board of Directors
Dongguan Rural Commercial Bank Co., Ltd.

** for identification purposes only*

The year 2024 is the opening year for the Bank to implement a new round of strategic planning and is also a critical year for comprehensively deepening reforms and promoting the Group's high-quality development. In the face of the complex and changing domestic and international economic and financial situation, the Board of Directors of the Bank adhered to the political and people-oriented nature of financial work, closely aligned with the major decisions and deployments of the CPC Central Committee and provincial and municipal authorities, maintained a steadfast strategic positioning, and solidly promoted various tasks such as stabilizing growth, preventing risks and promoting reforms, thereby pushing the Bank's high-quality development to a new level.

I. WORK OF THE BOARD OF DIRECTORS FOR 2024

In 2024, the Board of Directors of the Bank strictly complied with domestic and overseas laws, regulations, regulatory provisions and the requirements of the Bank's Articles of Association, conscientiously performed their duties, deeply practiced the business philosophy of "customer-centric, market-oriented, and efficiency-oriented" and effectively promoted the implementation of the resolutions of the general meeting of Shareholders. The main work of the Board of Directors is as follows:

(I) Deepening corporate governance and enhancing governance efficiency

In 2024, the Board of Directors of the Bank adhered to the improvement of the modern enterprise system with Chinese characteristics, achieving a deep integration of the Party's leadership and the corporate governance mechanism through systematic governance optimization, resulting in a significant enhancement of governance effectiveness.

Firstly, **we strengthened the organic integration of the Party's leadership and corporate governance.** We revised the list of "Three Importance and One Large" decision-making matters and the decision-making path table, continuously improved the pre-research procedures for significant matters discussed by the Party Committee, ensuring that major operational and management matters to be discussed with the Party Committee in advance. We institutionalized the Party's comprehensive leadership over the Bank, guaranteed it in procedures, implemented it in practice, and integrated it into all aspects of corporate governance. We completed the re-election of the Party Committee, Board of Directors and Board of Supervisors, as well as the appointment of senior management, implemented the leadership mechanism of "Dual Entry and Cross Appointment", strengthened communication and collaboration among the Party Committee, Board of Directors, Board of Supervisors and senior management, and enhanced decision-making efficiency and execution capability.

Secondly, **we strengthened the management of the Board of Directors and the performance of Directors.** The Board of Directors conscientiously performed its duties as conferred by laws, regulations and the Articles of Association, continuously improved its performance mechanisms and methods, systematically planned the work of the general meeting of Shareholders, the Board of Directors and specialized committees, ensuring that significant matters are decided in a timely and lawful manner. We improved the operational mechanism of specialized committees, established a joint operational mechanism for the committee's dedicated office and daily office, promoted the committee to strengthen communication and contact with the management, and propelled the performance of the committee's duties. We focused on corporate governance, compliance management and other aspects, conducted multi-level training for Directors to enhance their performance capabilities. We have established mechanisms for special meetings between the chairman and independent Directors, as well as dedicated meetings for independent Directors, so as to enhance the ability of Directors to perform their duties, ensuring that the attendance rate of all Directors at on-site meetings exceeds the regulatory requirement of two-thirds. During the year, one general meeting of Shareholders was convened; nine meetings of the Board of Directors were held; 45 meetings of the specialized committees under the Board of Directors were convened.

Thirdly, **we issued the new five-year development strategic plan.** We researched and formulated the Development Strategic Plan for Dongguan Rural Commercial Bank (Group) for 2024-2028, clarified the overall development direction and corporate values for the future, preliminarily established the "1+N" strategic planning system, and defined a development strategy system that is guided by the overall development plan and supplemented by multiple core business and supporting capability sub-plans.

Fourthly, **we strengthened the management of equity and related party transactions.** We continuously optimized the equity structure. By the end of 2024, the proportion of Shares held by the legal person of the Bank was 37.37%, representing an increase of 0.84 percentage point compared to the beginning of the year. We coordinated with multiple external institutions to simplify the equity transaction process, facilitated shareholder business handling, and further improved the quality and efficiency of equity transactions. We improved the related party transaction system, enhanced the governance level of related party transaction data, and strictly controlled the relevance indicators. By the end of 2024, the ratio of the total credit balance granted to related parties, both on and off-balance sheet, to the net capital accounted for a decrease of 12.11% compared to the beginning of the year.

Fifthly, **we continued to standardize the information disclosure management.** We revised the Administrative Measures for Information Disclosure and optimized the information disclosure process. We disclosed the annual report, interim report and other periodic reports in a compliant, truthful, accurate and complete manner, and released multiple provisional announcements promptly and in accordance with regulations, thereby enhancing the transparency of governance.

(II) Deepening strategic execution to serve the real economy

Under the strategic guidance of the Board of Directors, the Bank focused on its primary responsibilities and core businesses, increased support for the real economy, strengthened financial services for major strategies, key areas and weak links, and fully supported the high-quality economic development.

Firstly, **we continuously deepened financial services for Sannong (agriculture, rural areas and farmers).** The Bank focused on financial support for the “The High-Quality Development Project Covering Every County, Every Town and Every Village”, actively assisting the development of collective economies in villages and communities. We provided minimum credit lines of working capital for 564 village communes with business entities across the city, and supported village communes and village collective enterprises with various types of loan credits totaling RMB27.983 billion. By the end of 2024, the balance of the Bank’s agriculture-related loans was RMB39.64 billion.

Secondly, **we gave full support to industrial economic development.** The Bank comprehensively aligned with national, provincial and municipal strategic deployments, took serving technological innovation, advanced manufacturing and new industrialization construction as focus points of industrial financial services, providing integrated financial support for extensive enterprise customers in the whole process. By the end of 2024, the balance of loans supporting manufacturing and related industries amounted to RMB74.833 billion, supporting 145 major projects in Dongguan City with a cumulative credit line of RMB49.081 billion, providing credit support of RMB57.765 billion for various industrial parks, and supporting 770 national and provincial “specialised, refined, differentiated and innovative” enterprises, with a loan balance of RMB21.103 billion. We strengthened the intelligent and standardized identification of green projects and increased the allocation of green credit. By the end of 2024, the balance of green credit was RMB16.016 billion, representing an increase of RMB2.968 billion compared to the beginning of the year, and the balance of green financial bonds was RMB1.5 billion.

Thirdly, **we continued to improve the quality and effectiveness of inclusive finance.** The Bank focused on the theme of high-quality development of small and micro enterprises, made every effort to accelerate the pace of digital transformation, optimized the business approval process, and created a green financing channel for small and micro enterprises. We actively explored innovative means for small and micro financial services, continuously enhanced the coverage and professionalism of inclusive financial services, utilized technological methods to create standardized online products, and focused on improving the efficiency and quality of financial supply for small and micro enterprises. By the end of 2024, the scale of refinancing loans reached RMB13.367 billion, utilizing low-cost funds helped small and micro enterprises to reduce financing costs, effectively supporting the development of the real economy.

Fourthly, **we vigorously promoted the development of consumer finance.** We increased the allocation of consumer loan resources, expanded the issuance of consumer loans through measures such as standardizing the credit process, reshaping the interest rate pricing model, and optimizing the product structure. By the end of 2024, the balance of the Bank’s personal consumption loans amounted to RMB31.529 billion, representing an increase of 3.82% compared to the end of the previous year. We comprehensively upgraded mortgage loan products, enriched the business scenarios for second-hand housing, and improved loan processing efficiency.

(III) Strictly adhering to the bottom line of risk to ensure sound operation

In 2024, the Board of Directors of the Bank consistently upheld a prudent and stable risk management philosophy, continuously improved the risk management system, enhanced the capacity for risk management, promoted the improvement of asset quality, and strictly adhered to the bottom line of preventing systemic financial risks.

Firstly, **we improved the risk management system.** We optimized the risk preference and transmission mechanism, formulated the Risk Preference Management Measures of the Group, Risk Limit Management Measures of the Group and Risk Preference Statement of the Group, and improved the foundational systems for risk preference and risk limits. We carried out the construction project for credit risk control capabilities, promoted the development of a new credit system cluster, the establishment of a big data risk control platform and the construction of a risk strategy service platform, reshaping the work standards and mechanisms for the entire credit process; we established an agile development mechanism for credit products to achieve risk control throughout the entire product life cycle.

Secondly, **we strengthened the quality control of credit assets.** We strictly controlled the granting of new large credits, strengthened the centralized management of large loans, and promoted the transformation of credit business approval from the loan review committee model to the independent approver model; enhanced the resolution of risk loans, implemented the “One Household, One Special Team” risk resolution work mechanism, and accelerated the disposal of non-performing loans and the collection and disposal of non-performing assets.

Thirdly, **we strengthened the construction of compliance performance.** We promoted the optimization of the Bank’s institutional system construction, deepened compliance review and legal examination, continuously improved the incident prevention work mechanism, strengthened employee behavior management, advanced the centralized compliance inspection mechanism, optimized the anti-money laundering risk assessment mechanism, deeply promoted the construction of compliance culture, and effectively enhanced compliance and incident prevention capabilities.

Fourthly, **we strengthened the effectiveness of audit supervision.** We continuously optimized the audit mechanism, increased the intensity of off-site audits, improved the access and exit mechanism for audit models, strengthened the performance evaluation of the second line of defense, and enhanced the audit value through a combination of “Points, Lines and Surfaces”. We optimized the audit organizational structure, highlighted flattening management and specialized division of labor, improved the internal audit system, strengthened quality control of audit projects, and effectively enhanced the quality and efficiency of audits.

(IV) Comprehensively deepening reforms and improving the system and mechanism

In 2024, the Bank's Board of Directors took reform as the driving force to continuously promote institutional and mechanism innovation, stimulated internal vitality, and drove the high-quality development of the Bank.

Firstly, **we deepened the reform of the organizational system.** In order to build an ecological organizational system, we continuously deepened the reform of the organizational structure, accelerated the improvement of relevant supporting mechanisms, strengthened empowerment at the front line, and established an efficient organization with vertical specialization and horizontal collaboration. We optimized the staffing of the approving institutions and enhanced the management functions of the departments.

Secondly, **we deepened the reform of the personnel system.** We improved the "Selection, Use, Management and Training" mechanism, enhanced the system of professional technical sequence, optimized the comprehensive evaluation mechanism for employees, established a "Capable of Promotion or Demotion" employment mechanism, built an internal talent market mechanism, launched a comprehensive talent training plan for employees, and stimulated the endogenous motivation for employees to start their own businesses.

Thirdly, **we deepened the reform of resource allocation.** We established a performance accounting system centered on customers and a performance resource allocation system based on account performance, created an excess profit incentive mechanism, and enhanced the agility and professionalism of resource allocation. We implemented precise and effective assessment reforms, restructured the KPI assessment management framework, carried out comprehensive remuneration reforms across the Bank, and built a remuneration system that aligns with market and business strategic development goals, effectively maximizing resource efficiency.

Fourthly, **we deepened the reform of the operational system and comprehensive management.** We continuously deepened the centralized management of operational business, promoting centralized management of cash management, seals and archives. We clarified the resource allocation standards for outlets, enhanced the planning and scientific nature of resource allocation for business outlets, and improved the efficiency of outlet construction. We comprehensively upgraded the "Operations+" platform construction, improved the functionality of the operations business system, and achieved efficient and centralized management.

Fifthly, **we deepened the reform of data governance and technology empowerment systems.** We continuously deepened the empowerment of financial technology for the innovation of financial products and services, carried out thematic data governance of customer information across the Bank, and continuously promoted the improvement of data quality. We made every effort to promote the construction of the new core project group, continuously deepened the empowerment of financial technology in the innovation of financial products and services, and profoundly reshaped business models and management processes.

(V) Focusing on consolidated management and improving group governance

In 2024, the Board of Directors of the Bank continued to strengthen management of consolidated entities, enhanced vertical management of the Group, empowered the development of subsidiaries and management institutions, and comprehensively improved the effectiveness of group management.

Firstly, **we deepened the reform and development of subsidiary institutions.** We completed the absorption and merger of Huizhou and Dalang County Banks, promoting the transformation of the two county banks into branches of the Bank, marking the first case of a rural commercial bank absorbing and merging county banks in Guangdong Province and the first approved case nationwide of a rural commercial bank absorbing and merging county banks and transforming them into branches.

Secondly, **we strengthened the supervision and management of subsidiary institutions.** We continuously improved the normalization mechanism for risk prevention and disposal of subsidiary management institutions, conducted business inspections of subsidiary management institutions, gained an in-depth understanding of their operational management and risk control situations, and deeply participated in the resolution of existing risks.

Thirdly, **we strengthened the mechanism for group management.** We revised the consolidated management work system, improved the management matters checklist for subsidiary management institutions, established annual evaluation indicators for subsidiary management institutions, and streamlined the decision-making process and daily vertical management requirements for key areas of subsidiary management institutions. We developed a group management work plan, regularly supervised and reported on the implementation effectiveness, and focused on enhancing the quality and efficiency of group management.

(VI) Practicing social responsibility and demonstrating corporate commitment

In 2024, the Board of Directors of the Bank adhered to the development concept of balancing social responsibility and economic responsibility, integrated social responsibility into development strategy and operation management, continuously promoting the entire bank to actively practice social responsibility.

Firstly, **we continuously improved the social responsibility management system.** We regularly disclosed the Corporate Social Responsibility Report to the public, awarded the “First Guangdong Financial Institutions Environmental Information Disclosure Benchmark Report”, selected for the “2024 Agricultural Commercial Bank ESG Comprehensive Performance TOP 20 List”, with an ESG rating of A.

Secondly, **we actively fulfilled corporate social responsibility.** We explored new models of charitable donations and initiated the establishment of the “Dongguan Charity Association Dongguan Rural Commercial Bank Charity Fund”. We actively participated in the “Guangdong Poverty Alleviation Day and Dongguan Charity Day” targeted donation activities, donated to groups such as sanitation workers and medical staff throughout the city; we promoted the construction of 300 union service stations, and jointly conducted the “Service Stations Entering Enterprises Activities” with the Municipal Federation of Trade Unions and the town and street trade unions.

Thirdly, **we strengthened the protection of consumer rights and interests.** We built a consumer protection development system that encompasses standardization, specialization, refinement, intelligence and ecological aspects, forming a virtuous cycle that continuously enhances consumer protection capabilities. The main responsible person of the head office took the lead in playing the gatekeeping and directional role of the first responsible person for complaint management, commanding from the front, going down to the grassroots level, and personally participating in the optimization of the complaint handling process. We strictly carried out consumer rights protection reviews, special inspections for consumer rights protection and regular inspections to effectively supervise all aspects of product and service sales. We conducted various types of training activities such as executive lectures, expert classrooms, fingertip classrooms and practical training sessions to deepen consumer financial education and effectively promote the concept of consumer protection.

II. KEY WORK PRIORITIES OF THE BOARD OF DIRECTORS IN 2025

The year 2025 is a critical year for Dongguan Rural Commercial Bank to deeply implement the new five-year development strategic plan. The Bank will unswervingly take Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era as its guiding principle, fully implement the spirit of the 20th National Congress of the Communist Party of China and the Second and Third Plenary Sessions of the 20th CPC Central Committee, adhere to the overall tone of seeking progress while maintaining stability as set forth in the Central Economic Work Conference and the Central Financial Work Conference, focus on the “Five Major Financial Tasks” and the “The High-Quality Development Project Covering Every County, Every Town and Every Village”, strengthen strategic execution, serve the real economy well, coordinate deepening reforms and preventing risks, continuously improve a simple and efficient management system and mechanism, and strive to build a “Regional Value-oriented Rural Commercial Bank Group”.

(I) Adhering to the leadership of the Party and continuously improving corporate governance

Firstly, **we will strengthen the leadership of the Party and the construction of the Party.** We will fully implement the major decisions and deployments of the Party Central Committee and unswervingly follow the path of financial development with Chinese characteristics. We will improve the system and mechanism for the Party’s leadership within the Group, adhere to the spirit of reform and strict standards in managing the Party, and continuously enhance the corporate governance system under the core leadership of the Party Committee.

Secondly, **we will strengthen the construction of the corporate governance mechanism of the Group.** We will improve the corporate governance system of the Group centered on the Articles, optimize the corporate governance structure of subsidiary management institutions, clarify the boundaries of responsibilities and powers among governance entities, and promote the establishment of a governance decision-making and operational system that is clear in its pathways, distinct in responsibilities and powers, and scientifically managed.

(II) Strengthening strategic leadership and promoting the effective implementation of strategic planning

Firstly, **we will improve the construction of the strategic system.** We will promote the formulation of various sub-strategies, and facilitate the breakdown and implementation of the overall development strategy in various professional fields.

Secondly, **we will establish a closed-loop strategic management system.** We will formulate strategic management measures, refine strategic decoding paths, strengthen the evaluation and analysis of execution and implementation effects, and enhance the dynamic optimization and adjustment of strategic objectives.

(III) Accelerating reform and innovation and improving core competitiveness

Firstly, **we will effectively implement the “Five Major Financial Tasks”**. We will seize the opportunities for high-quality development at the provincial and municipal levels, closely follow the city positioning of Dongguan as “technological innovation + advanced manufacturing”, focus on digital finance as a key approach, prioritize the development of inclusive finance, technology finance and pension finance, continuously increase the proportion of green finance, promote the deep integration of financial services with the real economy, and effectively enhance the capability to serve the real sector.

Secondly, **we will effectively implement the financial service of “The High-Quality Development Project Covering Every County, Every Town and Every Village”**. Based on customer needs, we will focus on promoting the implementation of “The High-Quality Development Project Covering Every County, Every Town and Every Village” as a key approach, deepen modern agriculture, rural areas and farmers, as well as SMEs, continuously expand the coverage of financial services to support the implementation of the rural revitalization strategy.

Thirdly, **we will comprehensively deepen the reform**. Based on the problem-oriented approach, we will concentrate on reforms in eight areas, so as to comprehensively enhance internal management and improve core competitiveness.

(IV) Consolidating the risk control management system to promote stable business development

Firstly, **we will consolidate the defense lines for risk management**. We will improve the risk strategy management mechanism, establish a macro, meso, and micro risk strategy framework, and delve deeper into businesses to implement risk control; we will improve the big data intelligent risk control model, promote the “1+N” construction model of risk control models, comprehensively advance the construction of new credit system groups, and improve the quality of credit risk prevention and control across the Bank.

Secondly, **we will consolidate the defense lines of compliance and internal control management**. We will adhere to the prudent and compliant operational philosophy, improve the compliance management and internal control system, enhance the setup of internal control and supervision system model, explore the establishment of an authorized digital management process, and promote intelligent compliance management.

Thirdly, **we will strengthen the audit and supervision defense lines**. We will build a group-oriented, digital, and professional audit and supervision system, optimize the intelligent audit system, continuously iterate the streamlined audit guidelines and audit models, create a closed-loop monitoring system for entire process, and comprehensively enhance off-site audit capabilities.

(V) Enhancing consolidated management to promote coordinated development of the Group

We will improve the vertical management and empowerment mechanisms of subsidiary management institutions across all lines of the Group, optimize the Group’s performance evaluation system, carry out systematic planning and construction for subsidiary management institutions, strive to build an integrated management system for the Group, and empower the business development and reform of subsidiary management institutions.

In 2024, under the correct leadership of the Party Committee of the Head Office and with the full support and cooperation of the Board of Directors and senior management, the Board of Supervisors of the Bank closely focused on the central work of the Bank, adhered to the goal of “strengthening supervision to serve business development”, upheld the supervisory responsibilities, and effectively performed its supervisory duties in key areas such as development strategy, financial condition, risk management and internal control, providing strong assurance for the stable development of the Bank. The report on the work of the Board of Supervisors for 2024 is as follows:

I. MAIN WORK OF THE BOARD OF SUPERVISORS

(I) Strengthening the organizational system and consolidating the foundation of corporate governance

Firstly, the re-election was completed in an orderly manner. The Board of Supervisors strictly complied with regulatory requirements and the Articles of Association, systematically advanced the re-election work of the fifth Board of Supervisors. Through scientific selection of candidates, standardized nomination procedures, strict qualification review and legal execution of election procedures, the Board of Supervisors ensured the orderly and compliant conduct of the re-election process. Secondly, the Board of Supervisors established a diversified training system. It implemented the dual-wheel drive cultivation mechanism of “system promotion + duty training”, revised the Board of Supervisors Work Manual, organized and conducted special training on corporate governance and duty performance capabilities for members of the Group’s Board of Supervisors, and conducted industry exchanges to promote the synchronization and iteration of supervisory concepts with industry frontiers.

(II) Independent and standardized operation, orderly implementation of procedural supervision

Firstly, optimizing the deliberation and supervision mechanism. The Board of Supervisors further standardized the pre-meeting topic review, in-meeting topic discussion and post-meeting opinion tracking processes, implementing a closed-loop management of the entire meeting process. In 2024, the Board of Supervisors organized a total of 11 meetings, reviewed 58 proposals, examined and heard 146 reports; held 10 special committee meetings, reviewed 30 proposals, covering various aspects such as the performance of the Board of Directors and senior management and their members, financial decision-making, strategy execution, risk management and internal control, ensuring effective supervision of the Bank’s overall operations and management. Secondly, deepening the effectiveness of performance supervision. In 2024, the Board of Supervisors organized supervisors to attend the general meeting once and attend the meetings of the Board of Directors as observers eight times. They listened to various business management reports, earnestly expressed opinions and focused on strengthening the supervision of the decision-making process. In addition, the Board of Supervisors actively dispatched personnel to attend the President’s office meetings, relevant committee meetings and important operational management meetings of the Bank to comprehensively understand the execution of the Board of Directors’ resolutions and the performance of duties by the senior management. They actively put forward objective and independent opinions and suggestions. Thirdly, improving the list-based supervision mechanism. The Board of Supervisors organized the re-standardization of the Key Duty Performance Matters of the Board of Supervisors, with a greater emphasis on the substance of work, optimizing supervisory methods, simplifying the content of collected materials, ensuring that all supervisory work meets regulatory requirements and achieves practical results.

(III) Implementing regulatory requirements and striving to enhance governance efficiency

1. Continuously strengthening duty supervision. Firstly, the Board of Supervisors comprehensively and deeply understood the participation, training and performance of duties of directors, supervisors and senior management personnel in strict accordance with regulatory requirements and the Bank's performance evaluation management regulations, through holding performance work seminars, regular attendance at meetings, reviewing reports, conducting special audits and thematic research, the Board of Supervisors focused on the five dimensions of loyalty and diligence in performance, professionalism, independence and compliance to scientifically and systematically complete the performance evaluation work of directors, supervisors and senior management personnel for the year 2023, and reported to the regulatory authorities and the general meeting in accordance with regulations, urging the main bodies of "Board of Directors, Board of Supervisors and Senior Management" to diligently perform their duties and operate in a standardized manner. Secondly, according to the regulatory reporting requirements and the Bank's audit work suggestions, the Board of Supervisors organized and completed the audit of the term performance of two senior management personnel and continuously strengthened the supervision of leading cadres.
2. Continuously enhancing strategic supervision. Firstly, the Board of Supervisors actively paid attention to the formulation of the Bank's new round of development strategic planning and data strategic planning, closely integrated with the changing trends of the Bank's operating environment, conducted a comprehensive analysis of the planning content, promptly provided evaluation opinions and strengthened the effectiveness of strategic supervision. Secondly, the Board of Supervisors focused on the implementation of the Bank's organizational structure reform, analyzed the objective issues and reasons existing in the reform process through on-site discussions, questionnaires and other methods from multiple dimensions, and proposed the Report on the Research of Organizational Structure Reform and Suggestions on Deepening Non-performing Asset Management to provide effective information and decision-making references for senior management to grasp the true effectiveness of the reform and promote problem-solving.
3. Continuously reinforcing financial supervision. Firstly, the Board of Supervisors reviewed the Bank's periodic reports in accordance with regulations, received quarterly financial analysis reports from the Bank, and actively monitored and supervised the decision-making and execution of significant financial activities and financial matters. Secondly, the Board of Supervisors organized representatives to attend the meetings of the Audit Committee of the Bank's Board of Directors and accounting firms to promptly review the proposal for the Bank to appoint an annual accounting firm, with a focus on the fairness of the Bank's financial position, the truthfulness of its operating results and the effectiveness of external audit work.

4. Continuously intensifying internal control supervision. Firstly, the Board of Supervisors focused on the internal control organizational structure, system construction and implementation, continuously strengthened the supervision of the effectiveness of internal control and legal compliance in operations. It organized and convened meetings to supervise the implementation of regulatory opinions and continuously tracked the rectification and implementation of issues revealed by regulation. Secondly, the Board of Supervisors regularly reviewed reports on internal control compliance management, anti-money laundering risk management, case prevention work, consumer rights protection, related party transactions and internal control evaluation, promptly communicated relevant regulatory opinions and implementation status involving the Bank, and continuously focused on the effectiveness of the internal control system construction.
5. Continuously consolidating risk supervision. Firstly, with a focus on asset quality supervision, the Board of Supervisors continuously strengthened the supervision of risk areas such as business operations, credit asset quality control, non-performing asset management and consumer rights protection. Through methods such as conducting interviews, special research and reviewing relevant report materials, the Board of Supervisors gained an in-depth understanding of existing risk management conditions in a timely manner, and proposed a series of supervisory opinions including the Supervisory Opinions on Business Management Work for the First Quarter of 2024 and the Supervisory Opinions on Strengthening Credit Asset Quality Control to help enhance the risk resistance capabilities of the Bank. Secondly, the Board of Supervisors improved the mechanism for utilizing supervision outcomes, by promptly informing the Board of Directors and senior management of identified issues and recommendations through means such as expressing opinions on proposals, urging them to take appropriate measures to prevent risks and enhance the effective role of supervision outcomes.

(IV) Strengthening the supervision and auditing linkage to jointly enhance the effectiveness of rectification

Firstly, strengthening the special audit supervision. The Board of Supervisors focused on conducting special audits of the specialized committees under the Board of Directors and senior management, systematically examining the standardization of decision-making processes and the effectiveness of execution of each committee, it established a “problem discovery-supervision of rectification-effectiveness verification” work cycle to enhance governance efficiency. Secondly, the Board of Supervisors organized and deepened the supervision and auditing linkage. In accordance with the principle of “complying with regulatory requirements, focusing on central tasks and paying attention to current priorities”, the Board of Supervisors actively collaborated with the Audit Department to conduct special audits in six major areas: “non-profit organizations”, infrastructure projects, financial management, organizational structure reform, financial asset classification and consolidated management. Additionally, by holding audit guidance meetings and sending personnel to attend audit project review meetings, the Board of Supervisors focused on the business types, risk levels and causes of issues identified in audits, and promoted the “pressure increase” mechanism for rectifying audit findings to jointly facilitate effective rectification.

(V) Deepening institutional empowerment and enhancing group management level

Firstly, strengthening the supervision of vertical management. The Board of Supervisors took the transfer of management rights of Zhanjiang and Chaoyang Rural Commercial Banks as an opportunity, organized members of the Board of Supervisors in batches to conduct special research at Zhanjiang, Puning, and Chaoyang Rural Commercial Banks, forming the Opinions on Comprehensive Deepening of Management and Supervision of Subsidiary (Management) Institutions and related research reports, to promote solutions to difficult issues such as institutional organizational structure reform and business development positioning, thereby enhancing group management efficiency. Secondly, promoting the construction of standardized supervision. The Board of Supervisors formulated and issued the Notice on Further Strengthening the Supervision Work Service Guidance of Subsidiary and Management Institutions and organized regular meetings on the supervision work of subsidiary (management) institutions to strengthen the guidance of the Board of Supervisors' work and enhance the standardization and coordination of the Group's work.

II. WORK OF EXTERNAL SUPERVISORS

As of the end of 2024, Ms. Wei Haiying, Mr. Zhang Bangyong, Ms. Mai Xiuhua and Mr. Liu Sheng, the external supervisors of the Bank, strictly performed their supervisory duties in accordance with the provisions of the Bank's Articles of Association. They actively attended all meetings of the Board of Supervisors and meetings of the special committees, participated in the general meeting and attended the meetings of the Board of Directors and its committees in accordance with the regulations, and conscientiously devoted themselves to the research and decision-making on important matters of the Bank. They led the special research on the "Five Major Financial Articles" and actively provided suggestions for the Bank's work on these financial topics. They also actively participated in special research and audits of affiliated (managed) institutions in Zhanjiang, Chaoyang, Puning, etc., as well as special audits of committees under the Board of Directors and senior management, continuously enhancing support and empowerment for group management work. Furthermore, they actively participated in training related to corporate governance, anti-money laundering and counter-terrorist financing, and complied with the statutory requirements when working at the Bank.

III. INDEPENDENT OPINIONS OF THE BOARD OF SUPERVISORS ON RELEVANT MATTERS**(I) Operation According to Law**

During the Reporting Period, the Bank's business decision-making procedures were legal and effective. Directors and senior management members were prudent, conscientious, diligent and dutiful in the course of business operations and management, with no violations of laws, regulations, the Articles of Association, or actions detrimental to the interests of the Company and shareholders detected.

(II) Truthfulness of Financial Report

The annual financial report has been audited by the accounting firm in accordance with the International Standards on Auditing and the Chinese Standards on Auditing for Certified Public Accountants, and the financial report truthfully, objectively and accurately reflects the financial position and operating results of the Bank.

(III) Internal Control

During the Reporting Period, the Bank focused on strengthening internal control, establishing and implementing a relatively complete and reasonable internal control system, with the internal control framework being fundamentally sound and effective.

(IV) Use of Proceeds

During the Reporting Period, the use of proceeds raised by the Bank was consistent with the purposes promised in the prospectus.

(V) Acquisition and Disposal of Assets

During the Reporting Period, no insider transaction, infringement of shareholders' rights and interests or loss of the Bank's assets was found in the acquisition or disposal of assets by the Bank.

(VI) Related Party Transactions

During the Reporting Period, the related party transactions of the Bank were fair and reasonable, and the review, voting, disclosure, performance and other procedures of related party transactions were in compliance with national laws, regulations and the Articles of Association. No situation was found that harmed the interests of shareholders and the Bank.

(VII) Implementation of Resolutions of the General Meeting

The Board of Supervisors had no objection to the reports and proposals submitted by the Board of Directors to the general meeting for consideration during the Reporting Period. The Board of Supervisors supervised the implementation of the resolutions of the general meeting and considered that the Board of Directors of the Bank could diligently implement the relevant resolutions of the general meeting.

(VIII) Information Disclosure

During the Reporting Period, the Bank's Board of Directors and senior management diligently fulfilled their responsibilities, proactively accepted social supervision, and lawfully disclosed periodic reports, dividends, and information such as the Corporate Social Responsibility and ESG reports. No false information, misleading statements or major omissions were found.

(IX) Social Responsibilities

During the Reporting Period, the Bank earnestly fulfilled its social responsibilities as a local corporate financial institution, prioritizing the service of national strategies as our primary mission, and fully supporting the transformation and upgrading of advanced manufacturing industries and technological innovation. With green finance as the core engine, the Bank continuously improved the multi-level green financial ecosystem. The Bank has always been rooted in grassroots, closely integrating inclusive finance with rural revitalization, and continuously serving the real economy.

(X) Other Special Supervision and Evaluation

In terms of comprehensive risk management, during the Reporting Period, the Board of Directors and senior management of the Bank respectively assumed the ultimate responsibility and implementation responsibility for comprehensive risk management, continuously promoted the construction of risk culture, formulated risk management strategies, set risk appetite and risk limits, regularly assessed risk management and tolerance capabilities, and continuously enhanced the level of risk management.

In terms of liquidity risk management, during the Reporting Period, the Board of Directors and senior management of the Bank continuously improved the construction of liquidity risk management policies and systems in accordance with external market environments and internal management requirements. They effectively managed liquidity limits and indicator systems, strengthened the operation and risk analysis of liquidity management, and continuously enhanced the level of liquidity management.

In terms of operational risk management, during the Reporting Period, the Board of Directors and senior management of the Bank continuously improved the operational risk organizational structure and management system. Through daily supervision, risk investigation, special inspections, on-the-spot inspections and self-assessment, they strengthened the standardization of business operations across all lines to strictly prevent the occurrence of operational risk events.

In terms of stress testing management, during the Reporting Period, the Board of Directors and senior management of the Bank continuously improved the stress testing work mechanism, conducting stress tests more than 25 times throughout the year in key areas. The capital adequacy level is relatively high, the ability to offset risks is strong, the asset-liability structure is relatively reasonable, the liquidity pressure resistance is strong and the impact of interest rate risk and exchange rate risk is generally controllable, but the pressure on the quality of credit assets is relatively evident.

In terms of reputation risk management, during the Reporting Period, the Board of Directors and senior management of the Bank continuously improved the reputation risk governance framework and management mechanism, strictly implemented mechanisms such as reputational risk pre-assessment and public opinion monitoring, actively carried out positive publicity, effectively resolved potential negative public opinion issues, organized learning and training sessions and emergency drills, and continuously enhanced the risk prevention and control awareness of all staff.

In terms of capital management and capital measurement, during the Reporting Period, the Board of Directors and senior management of the Bank continuously optimized internal capital management, organized capital adequacy ratio stress testing, monitoring and reporting, conducted solid internal capital adequacy assessments and persistently reduced costs and enhanced efficiency to improve endogenous capital replenishment capability, ensuring that the capital level is compatible with the Bank's risk appetite and risk management level.

In terms of the implementation of the expected credit loss method, during the Reporting Period, the Board of Directors and senior management of the Bank diligently implemented the requirements of the Administrative Measures for the Implementation of the Expected Credit Loss Method of Commercial Banks, continuously standardizing the management work of the Bank's expected credit loss method implementation. They completed the update plans for interim and annual models and key parameters, and updated the expected credit loss assessment results quarterly while provisioning for credit risk losses.

IV. WORK PRIORITIES OF THE BOARD OF SUPERVISORS IN 2025

In 2025, the Board of Supervisors will continue to uphold the principle of “supervision to safeguard operational development”, closely aligning with the requirements of the new round of strategic development planning, focusing on mechanism construction, key areas, and the application of results, continuously innovating supervisory methods, and striving to enhance the quality and effectiveness of supervision, so as to promote compliant operations, ensure stability and sustainability, and achieve high-quality development.

(I) Strengthening standardized operations and enhancing the level of supervision work

Firstly, we will standardize the organization of meetings of the Board of Supervisors. In strict accordance with the relevant laws, regulations, and the Bank’s Articles of Association, we will organize various meetings of the Board of Supervisors in a standardized manner to ensure that all meeting procedures are legal and decision-making is scientific, thereby effectively fulfilling the supervisory function. Secondly, we will improve the relevant systems of the Board of Supervisors. We will revise the rules of procedure for the Board of Supervisors and other systems related to the operation of the Board of Supervisors, further promoting the institutionalization and standardization of the work of the Board of Supervisors. Thirdly, we will enrich the methods of duty performance for the Board of Supervisors. By enriching independent supervision and inspection projects, conducting special seminars, thematic research, reviewing reports, and other methods, we will further enhance the supervisory means around the supervisory responsibilities of the Board of Supervisors, effectively fulfilling the supervisory duties conferred by laws, regulations, and the Bank’s Articles of Association, and safeguarding the interests of shareholders and the Bank.

(II) Strictly adhering to regulatory requirements to promote the improvement of governance effectiveness

Firstly, we will adhere to the regulatory direction. We will closely monitor changes in regulatory policies, carefully study regulatory opinions, and consistently treat regulatory requirements as the action guide for supervision work. Secondly, we will deepen the supervision of duties. In strict accordance with relevant regulations, timely and standardized performance evaluations of the Board of Directors, the Board of Supervisors, senior management, and their members will be conducted. Based on the deficiencies identified in the performance evaluations of Directors and senior management, we will propose reasonable improvement suggestions and promptly feed back the evaluation results along with the improvement suggestions to enhance the application of performance supervision results.

(III) Focusing supervision and strengthening supervision to empower development

We will focus on supervising financial activities, internal control and risk management, and continue to strengthen supervision in key areas. Firstly, we will effectively carry out financial supervision. We will carry out key supervision over the Bank's important financial activities such as financial budget, annual report and operational plan, urging strict implementation of financial management system to enhance the level of financial management. Secondly, we will strengthen the supervision of internal control risks. We will strengthen the supervision of key business areas, conduct in-depth supervision of risk management and internal control compliance of the Bank, urge the audit department to multiply efforts in auditing high-risk areas, case-prone areas and weaknesses, and effectively fulfill the functions of the Board of Supervisors in internal control and risk supervision. Thirdly, we will promote the supervision of the implementation of rectification. We will continue to pay attention to regulatory requirements, regulatory opinions and issues identified in supervision, accelerate the implementation of rectification and effectively fulfill supervisory responsibilities.

(IV) Strengthening self-construction and improving the ability to perform duties

Firstly, we will give full play to the Supervisors' professional advantages. Based on the responsibilities of the Board of Supervisors, and closely combining the Supervisors' own expertise and work experience, we will study and put forward scientific and reasonable opinions and suggestions to promote the effective supervision of the Board of Supervisors; secondly, we will strengthen training on performance capability. We will actively organize and mobilize Supervisors to participate in various learning and training sessions of the Bank, promptly publicize regulatory systems, regulations, and performance requirements to Supervisors; we will continuously strengthen communication with regulatory authorities, the Board of Directors of the Bank, and senior management, enabling Supervisors to fully understand the macroeconomic situation, regulatory policies, and the Bank's operational management dynamics, thereby enhancing their performance capability.

In accordance with the Company Law, the Corporate Governance Standards of Banking and Insurance Institutions, the Bank's Articles of Association and other provisions, we, as the independent Directors of Dongguan Rural Commercial Bank Co., Ltd. (the "Company") and under the principle of openness, fairness and objectivity, expressed our independent opinions on relevant issues of the Company as follows:

I. INDEPENDENT OPINIONS ON 2024 ANNUAL REPORT

In 2024, the Company timely, accurately, truthfully and completely disclosed the annual report, interim report and other information in strict accordance with laws and regulations, the Bank's Articles of Association and relevant provisions of various information disclosure management systems. The Company conscientiously fulfilled the responsibilities in information disclosure, and the resolution of 2024 Annual Report was agreed to be submitted to the shareholders' general meeting for consideration.

II. INDEPENDENT OPINIONS ON APPOINTMENT OF THE AUDIT ACCOUNTING FIRMS FOR 2025

Taking into consideration of the overall business capabilities, the familiarity of the Company's accounting policies and other factors, the Company proposed to appoint KPMG and Pan-China Certified Public Accountants LLP as international auditor and domestic auditor of the Company for the year 2025, respectively. Relevant decision-making procedures of engagement were in compliance with the requirement of relevant laws, regulations and the Bank's Articles of Association, relevant resolution was agreed to be submitted to the shareholders' general meeting for consideration.

III. INDEPENDENT OPINIONS ON THE ESTIMATED CAPS FOR RELATED PARTY TRANSACTIONS IN 2025

According to relevant regulatory regulations, the matter on estimated caps for related party transactions in 2025 has already completed the corresponding internal approval process, and is the normal business operation of the Company, which will not prejudice the interests of minority Shareholders, or will not have adverse effect on the current and future financial conditions of the Company or affect the independence of the Company. It is approved to submit relevant resolution to the shareholders' general meeting for consideration.

IV. INDEPENDENT OPINIONS ON THE PROFIT DISTRIBUTION PLAN

The Company's profit distribution plan for 2024 complies with relevant laws and regulations and the relevant provisions of the Bank's Articles of Association, which is not only conducive to the long-term sustainable development of the Company, but also fully considers the return of investors. Besides, it ensures that the Company's capital adequacy ratio meets regulatory requirements and meets the interests of all shareholders. Therefore, it is agreed to submit the relevant resolution to the shareholders' general meeting for consideration.

Dongguan Rural Commercial Bank Co., Ltd.
ZENG Jianhua, YIP Tai Him, XU Zhi, TAN Fulong, LIU Yuou, XU Tingting

NOTICE OF 2024 AGM

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DRC Bank

Dongguan Rural Commercial Bank Co., Ltd.*

東莞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)

(Stock code: 9889)

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 annual general meeting (the “AGM”) of Dongguan Rural Commercial Bank Co., Ltd. (the “Bank”) will be held at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC on May 30, 2025 (Friday) at 3:00 p.m. to consider and, if thought fit, to pass the following resolutions:

Ordinary Resolutions

1. The Resolution in Relation to Work Report of the Board of Directors of the Bank for 2024
2. The Resolution in Relation to Work Report of the Board of Supervisors of the Bank for 2024
3. The Resolution in Relation to 2024 Annual Report of the Bank
4. The Resolution in Relation to the Estimated Caps for Related Party Transactions in 2025 of the Bank
5. The Resolution in Relation to Appointment of the Audit Accounting Firms for 2025 of the Bank
6. The Resolution in Relation to 2024 Final Financial Accounts Plan of the Bank

* *Dongguan 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.*

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7. The Resolution in Relation to 2024 Profit Distribution Plan of the Bank
8. The Resolution in Relation to 2025 Financial Budget Plan of the Bank

Board of Directors
Dongguan Rural Commercial Bank Co., Ltd.

Dongguan City, Guangdong Province, the PRC
May 9, 2025

Notes:

1. For more details on the above proposed resolutions, please refer to the circular of the 2024 AGM of the Bank dated May 9, 2025.

2. Closure of H Shares register of members

As announced in the announcement of the Bank dated April 11, 2025, for the purpose of determining the entitlement of holders of H Shares (“**H Shareholders**”) of the Bank to attend the AGM, the H Shares register of members of the Bank will be closed from April 30, 2025 (Wednesday) to May 30, 2025 (Friday) (both days inclusive). The H Shareholders whose names appear on the H Shares register of members of the Bank on May 30, 2025 (Friday) are entitled to attend and vote at the AGM. In order to be eligible to attend and vote for at the AGM, all transfers of H Shares together with relevant share certificates must be delivered to the Bank’s H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration, not later than 4:30 p.m. on April 29, 2025 (Tuesday).

For the purpose of determining the entitlement of H Shareholders to the 2024 final dividend, the H Shares register of members of the Bank will be closed from June 5, 2025 (Thursday) to June 10, 2025 (Tuesday), both days inclusive. The H Shareholders whose names appear on the H Shares register of members of the Bank on June 10, 2025 (Tuesday) will receive the 2024 final dividend. In order to qualify for the 2024 final dividend, all H Share transfer documents together with the relevant share certificates must be lodged with the Bank’s H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on June 4, 2025 (Wednesday).

3. Reply slip

H Shareholders who wish to attend the AGM in person or by proxy are required to return the reply slip for the AGM to the Bank’s H Share registrar, Computershare Hong Kong Investor Services Limited, before May 20, 2025 (Tuesday) at 4:30 p.m. at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. The reply slip for H Shareholders can be downloaded from the websites of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) at www.hkexnews.hk and the Bank at www.drcbank.com.

4. Proxy

A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead, subject to the Articles of Association of the Bank. The form of proxy for H Shareholders can be downloaded from the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Bank at www.drcbank.com. A proxy need not be a member, but must attend the AGM in person to represent the shareholder. If more than one proxy is so appointed, a photocopy of proxy form may be used and specify therein the number of shares in respect of which each such proxy is so appointed.

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To be valid, the proxy form together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority (if any) must be lodged at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time fixed for holding the AGM (for H Shareholders) (or 48 hours before any adjournment thereof, if any).

Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM or any adjournment thereof, whether in person or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Bank in respect of the joint holding.

5. Registration procedures for attending the AGM

Individual shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and share certificates. Proxies of individual shareholders shall produce their effective proof of identity, copy of shareholder identify, power of attorney and share certificates. A corporate shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative and share certificates. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorization instrument duly signed by the legal representative of the corporate shareholder and share certificates.

6. To enhance the efficiency of the meeting, the AGM will not have an on-site question-and-answer session. If shareholders have any questions about the Board of the Bank, please send the questions together with personal information and share certificate to the mailbox gddh@drbank.com before May 20, 2025 (Tuesday). The Board of the Bank will try its best to answer the questions at the AGM according to the actual situation.
7. For relevant matters regarding Domestic Shareholders of the Bank attending the AGM, please refer to the notice of Domestic Shareholders otherwise issued by the Bank.

As at the date of this notice, the Board of Directors of the Bank comprises Mr. LU Guofeng, Mr. FU Qiang, Mr. QIAN Hua and Mr. YE Jianguang as executive Directors; Ms. LI Huiqin, Mr. WONG Wai Hung, Mr. TANG Wencheng and Mr. CHAN Ho Fung as non-executive Directors; and Mr. ZENG Jianhua, Mr. YIP Tai Him, Mr. XU Zhi, Mr. TAN Fulong, Ms. LIU Yuou and Ms. XU Tingting as independent non-executive Directors.