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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 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 2025,
2025 ANNUAL REPORT,
ESTIMATED CAPS FOR RELATED PARTY TRANSACTIONS WITH SUBSTANTIAL
SHAREHOLDERS,
APPOINTMENT OF THE ACCOUNTING FIRM FOR 2026,
2025 PROFIT DISTRIBUTION PLAN,
PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION
MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT,
AND
NOTICE OF 2025 AGM**

A notice convening the 2025 AGM to be held at 3:00 p.m. on May 21, 2026 (Thursday) at the conference room on the 3rd floor 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 form of proxy for H Shareholders for use at the 2025 AGM can be downloaded from the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Bank at www.drctbank.com.

H Shareholders who wish to attend the 2025 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, whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, WanChai, Hong Kong, not less than 48 hours before the time for the holding of the 2025 AGM (i.e. prior to 3:00 p.m. on May 19, 2026 (Tuesday)) (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 2025 AGM or any adjournment thereof should you so wish.

In case of any discrepancy between the Chinese and English versions of this circular and the notice of 2025 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.*

April 28, 2026

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DEFINITIONS

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

“2025 AGM”	the 2025 annual general meeting of the Bank to be held at the conference room on the 3rd floor of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC on May 21, 2026 (Thursday) 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, abolished on March 11, 2026
“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

DEFINITIONS

“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
“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”	April 23, 2026, 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)

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

Non-executive Directors:

Ms. LI Huiqin
Mr. WONG Wai Hung
Mr. TANG Wencheng
Mr. CHAN Ho Fung

Independent Non-executive Directors:

Mr. ZENG Jianhua
Mr. YIP Tai Him
Mr. XU Zhi
Mr. TAN Fulong
Ms. LIU Yuou

Registered address and headquarters address:

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

Principal place of business in Hong Kong:

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

April 28, 2026

To the Shareholders

Dear Sir or Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025,
2025 ANNUAL REPORT,
ESTIMATED CAPS FOR RELATED PARTY TRANSACTIONS WITH SUBSTANTIAL
SHAREHOLDERS,
APPOINTMENT OF THE ACCOUNTING FIRM FOR 2026,
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* *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

INTRODUCTION

The 2025 AGM will be held at the conference room on the 3rd floor 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 21, 2026 (Thursday). The resolutions will be proposed at the meeting to the Shareholders for consideration and approval, including the following ordinary resolutions: (1) the work report of the Board of Directors for 2025, (2) the 2025 annual report, (3) the estimated caps for related party transactions with substantial shareholders, (4) the appointment of the accounting firm for 2026, (5) the 2025 profit distribution plan, (6) the proposal regarding the formulation of performance evaluation measures for the directors and senior management.

Meanwhile, Shareholders will also be briefed on (1) the report on changes in members of the Board of Directors, (2) the work report of the independent Directors for 2025, (3) the report on related party transactions for 2025, (4) the report on the result of performance evaluation of the directors, supervisors and senior management in 2025.

The notice of 2025 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 2025 AGM.

I. MATTERS TO BE RESOLVED AT THE 2025 AGM

1. Work Report of the Board of Directors for 2025

For the full text of work report of the Board of Directors for 2025, please refer to Appendix I to this circular.

2. 2025 Annual Report

The 2025 Annual Report primarily includes the Bank's profile and business overview, summary of accounting data and financial indicators, management discussion and analysis, financial services for Sannong (agriculture, rural areas and farmers), changes in share capital and shareholders information, corporate governance report, report of the Board of Directors, report of the Board of Supervisors, other matters and financial report. The 2025 Annual Report is available on the websites of the Bank (www.drccb.com) and the Hong Kong Stock Exchange (www.hkexnews.hk).

LETTER FROM THE BOARD

3. Estimated Caps for Related Party Transactions with Substantial Shareholders

The Bank has formulated the estimated caps for related-party transactions with substantial shareholders 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. Estimated caps for related party transactions with substantial shareholders

(I) Related party transactions of the credit category

The estimated caps for related-party transactions of the credit category with the affiliate groups of substantial shareholders is RMB12.45 billion, which remains unchanged from the previous period. The specific amounts 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 (“**Fook Man Development**”) is wholly-owned by Dongguan City Fook Man Group Company, which is in turn wholly-owned by Dongguan Communications Investment Holding Group Co., Ltd. (“**Dongguan Communications Investment**”). Dongguan Communications Investment was established on August 29, 1986. Its legal representative is Wan Hui (萬輝), its registered capital is RMB3.63 billion, and its business scope covers: 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: Fook Man Development has a related relationship with Tang Wencheng (唐聞成), a Director of the Bank.

Estimated cap

The estimated cap of credit related party transactions for Fook Man Development and its related parties is RMB5 billion.

LETTER FROM THE BOARD

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), its registered capital is RMB100 million, and its business scope covers: investment in industrial enterprises, sales of steel, building materials, timber, construction machinery, hardware and electrical appliances.

Relationship with the Bank: 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 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. Its legal representative is Wang Junyang (王君揚), its registered capital is RMB268.88 million, and its business scope covers: business management consulting; investment in various infrastructure construction projects; domestic commerce and material supply and marketing (excluding projects controlled or operated exclusively by the state); investment in medical projects (excluding operations); investment in education projects; property leasing and property management.

Relationship with the Bank: Kanghua Group has a related relationship with Wong Wai Hung, a Director of the Bank.

Estimated cap

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

LETTER FROM THE BOARD

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, its legal representative is Chen Jiangtao (陳江濤), its registered capital is RMB10 million, and its business scope covers: licensed projects: food and beverage services; accommodation services; singing and dancing entertainment activities; hairdressing services; retail sale of tobacco products; beauty services; food production; food sales; food sales via the Internet. General projects: advertising design and agency services; advertising production; advertising publication; conference and exhibition services; laundry and dyeing services; laundry and ironing services.

Relationship with the Bank: 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 is RMB2.8 billion.

(II) Related party transactions of the asset transfer category

The estimated cap of related party transactions of the asset transfer category with affiliate groups of substantial shareholders is RMB120 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.

LETTER FROM THE BOARD

(III) Related party transactions of the service category

The estimated cap of related party transactions of the service category¹ with affiliate groups of substantial shareholders is RMB34 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.

(IV) Deposit-related and other types of related party transactions

The estimated cap of deposit-related and other types of related party transactions with affiliate groups of substantial shareholders is RMB15 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

From the date of approval by the 2025 AGM until the date on which the new estimated cap plan approved by the shareholders' meeting takes effect. The previously proposed estimated cap plan has been rescinded.

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

Note:

¹ Related party transactions of the service category include related party transactions under unified transaction agreements of the service category that occur continuously for a long time between the Bank and the same related party and require repeated signing of transaction agreements.

LETTER FROM THE BOARD

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 substantial shareholders, affiliated directors and their close relatives, enterprises directly or indirectly controlled by the aforementioned personnel, as well as related parties with whom the substantial shareholders 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.
- (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.

4. Appointment of the Accounting Firm for 2026

The term of office of KPMG and Pan-China Certified Public Accountants LLP will expire at the conclusion of the 2025 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 2026, 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 2026. Subsequent to consultations with the auditors, the Bank estimates that the total fees payable to international accountants and domestic accountants will not exceed 4 million and 2.08 million respectively for the year 2026.

LETTER FROM THE BOARD

The aforesaid estimated fees are a reasonable estimate based on comprehensive review and consultations conducted on the principles of fairness and reasonableness. The estimate has fully taken into account such factors as the Bank's scale and structure, nature and complexity of its business, expected audit scope, timeline and direction, as well as the time and resources to be devoted by the auditors. In addition, the estimate is based on the assumption that there will be no material changes to the Bank's business and operations, accounting policies or regulatory environment, and that the Bank will be able to provide timely support and information required for the audit.

5. 2025 Profit Distribution Plan

In 2025, the audited net profit of the Bank (parent company) amounted to RMB 3.908 billion. 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 risk reserve: pursuant to the Article 6 of the Administrative Measures for Provision of Reserves of Financial Enterprises, 30% of the audited net profit shall be appropriated to the general risk reserve;
3. Distribution of cash dividends to Shareholders: cash dividends amounting to RMB1.515 billion will be distributed to Shareholders at RMB2.20 (tax inclusive) for every 10 Shares. The cash dividend is expected to be paid on or before June 30, 2026.

Dividend distribution arrangement

If Shareholders approve the above 2025 profit distribution plan, the final dividend is expected to be paid on or before June 30, 2026, 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 2025 AGM. Shareholders whose names appear on the Bank's register of Shareholders on June 2, 2026 (Tuesday) will receive the above 2025 final dividend of RMB0.22 per share (tax inclusive).

LETTER FROM THE BOARD

For the purpose of determining the entitlement of H Shareholders of the Bank to the 2025 final dividend, the H Shares register of members of the Bank will be closed from May 28, 2026 (Thursday) to June 2, 2026 (Tuesday), both days inclusive. In order to qualify for the 2025 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 May 27, 2026 (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 2025 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.

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.

LETTER FROM THE BOARD

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 2025 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.
- 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.

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 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.

IV. Retained undistributed profits: After withdrawing the statutory surplus reserve and general risk reserve, and distributing cash dividends to shareholders according to the aforesaid profit distribution plan, the remaining net profit amounts to RMB829 million, which is retained as undistributed profits.

6. Proposal regarding the formulation of performance evaluation measures for the directors and senior management

In order to further improve the corporate governance mechanism of the Bank and standardize the performance of duties of Directors and senior management, the Audit Committee of the Board of Directors exercises the powers of the Board of Supervisors and conducts performance evaluation on the Directors and senior management of the Bank in light of the Bank's work arrangements on the cancellation of the Board of Supervisors. The Bank has revised the original evaluation mechanism and formulated the Measures for Performance Evaluation of Directors and Senior Management of Dongguan Rural Commercial Bank Co., Ltd. The revisions from the original mechanism primarily involve the implementing bodies and targets of evaluation, the level of performance evaluation, the deliberation path and the evaluation method. Please refer to Appendix II for details.

II. REPORTS TO BE LISTENED AT THE 2025 AGM

The Shareholders will listen to the Report on Changes in the Members of the Board of Directors, the 2025 Work Report of Independent Directors, the Report on Related Party Transactions in 2025 and the Report on the Result of Duty Performance Evaluation of the Directors, Supervisors and Senior Management in 2025 at the 2025 AGM.

III. THE 2025 AGM

The 2025 AGM will be held at 3:00 p.m. on May 21, 2026 at the conference room on the 3rd floor 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 2025 AGM. The notice of 2025 AGM is set out on pages AGM-1 to AGM-3 of this circular.

LETTER FROM THE BOARD

H Shareholders who wish to attend the 2025 AGM by proxy are 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, 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 for the holding of the 2025 AGM (i.e. prior to 3:00 p.m. on May 19, 2026 (Tuesday) (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 2025 AGM or any adjournment thereof should you so wish, in which case, the form of proxy shall be deemed to be revoked.

Such 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 2025 Annual Report), profit distribution plan, estimated caps for related party transactions with substantial shareholders. The opinions are set out in Appendix III to this circular.

V. RECOMMENDATIONS

The Board is of the opinion that the resolutions in relation to matters referred to in this circular and the notice of 2025 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 2025 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*

APPENDIX I WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025

The year 2025 marked the final year of the 14th Five-Year Plan and was a year in which the Bank vigorously implemented its new Five-Year Strategic Development Plan, demonstrating our steadfast commitment and practical action as we deepen our market presence and pursue transformation. In the face of a complex and ever-changing external environment and increasingly competitive market conditions, the Bank's Board of Directors has remained committed to the political and people-oriented nature of financial work. We have proactively aligned our efforts with the broader national, provincial, and municipal goals of high-quality development, steadfastly maintained our market positioning, and upheld strategic resolve. By focusing on our core responsibilities and main business lines, we have refined our value through service to the greater good and pursued growth through innovation and transformation, thereby driving the Group's high-quality development forward with firm strides.

I. WORK OF THE BOARD OF DIRECTORS IN 2025

In 2025, upholding the integration of Party leadership with corporate governance and focusing on the Group's new strategic development plan, the Board of Directors conscientiously fulfilled its duties, comprehensively enhanced the quality and efficiency of operations and management, effectively ensured the implementation of resolutions adopted by the Shareholders' Meeting, and continued to drive the Group's steady development.

(I) Deepening corporate governance and enhancing governance efficiency

First, we upheld the Party's comprehensive leadership over financial work and strengthened the organic integration of the Party's leadership with 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 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. We established a mechanism for the Party Committee to engage with grassroots units, enhancing the efficiency of Party-building in guiding grassroots governance. We deepened the integration of Party-building with business operations, using high-quality Party-building to guide the Bank's sound operations, service to the real economy, and risk prevention and control, thereby achieving the organic unity of Party leadership and corporate governance.

APPENDIX I WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025

Second, we strengthened the performance of the Board of Directors and optimized the Group's corporate governance system. We improved our corporate governance framework by systematically revising the Group's corporate governance system centered on the Articles of Association to unify the Group's governance mechanisms. We refined our corporate governance structure by addressing the transition of the Board of Supervisor's functions to the Audit Committee, appointing additional employee directors, and re-electing independent directors whose terms have expired, thereby optimizing the composition of the Board of Directors. We standardized our corporate governance mechanisms, strengthened the Board of Directors' delegation of authority to committees and senior management, and improved the quality and efficiency of decision-making; we also reinforced the mechanisms for ensuring the implementation of resolutions passed by the shareholders' meeting and the Board of Directors. In 2025, the Bank held one shareholders' meeting to deliberate on or review 13 proposals; we also convened 10 board meetings to deliberate on or review 128 proposals. Progress and results regarding the implementation of all resolutions were regularly reported to the Board of Directors to ensure that all decisions and directives were fully implemented.

Third, we improved the strategic framework and advanced the implementation of development strategies. We developed four core business sub-strategies, as well as key supporting sub-strategies or plans covering risk management, technology, operations, and human resources, and established a comprehensive "1+N" strategic framework that ensures alignment and synergy between the sub-strategies and the overall strategy. We aligned the strategic direction of our affiliated (managed) institutions, guided them in developing strategic plans tailored to their specific development characteristics, and achieved strategic synergy across the Group. We established a closed-loop strategic management system, clearly defining management standards and responsibilities throughout the entire strategic process, thereby laying the foundation for scientific strategic management. We strengthened our strategic communication efforts, developed a strategic handbook, and promoted the breakdown and implementation of our strategy.

Fourth, we strengthened the management of shareholder equity and strictly regulated related party transactions. We optimized the equity structure. By the end of 2025, the proportion of corporate shares held by the Bank had increased from 37.37% at the beginning of the year to 37.62%. We streamlined our shareholder equity management processes, launched a new core and front-office system, and fully digitized equity trading to further enhance the quality and efficiency of equity transactions. We carefully formulated a plan for the estimated caps on related party transactions, refined our related party transaction management system, and strictly controlled the indicators of related degree. As of the end of 2025, the Bank's total related degree stood at 11.65%, a decrease of 6.52 percentage points from the beginning of the year; the related degree for the single largest corporate client was 4.05%, a decrease of 0.84 percentage points from the beginning of the year.

Fifth, we continued to standardize information disclosure management and enhance governance transparency. We established an information disclosure evaluation mechanism, a work manual, and a checklist to digitize the information disclosure approval process and promote the standardization of information disclosure workflows. We disclosed annual reports, interim reports, and other periodic reports in a compliant, truthful, accurate, and complete manner, and promptly issued various interim announcements in accordance with regulations, thereby effectively safeguarding the right to information of investors and stakeholders.

(II) Deepening business operations and serving the real economy

First, we stayed focused on policy objectives and earnestly advanced the “Five Major Initiatives” in the financial sector. In line with Dongguan’s positioning of “Technology Innovation + Advanced Manufacturing” and taking technology-driven finance as a key driver, we are fully committed to ensuring the successful implementation of the “Five Major Initiatives”: Empowering technology companies through full-lifecycle services. As of the end of 2025, the Bank’s outstanding loans to technology companies stood at RMB58.508 billion, representing a year-over-year increase of 26.41%. Supporting the low-carbon transition through the concept of green development. The Bank’s green loan balance stood at RMB17.788 billion, representing a year-over-year increase of 26.38%. Promoting inclusive finance through a diverse range of products and services. The Bank’s outstanding loans to small and micro enterprises with individual credit limits of RMB10 million or less totaled RMB47.838 billion, representing a year-over-year growth of 6.62%. Promoting elderly care through scenario-based services. We established specialized branches focused on “elderly care services” and strengthened credit support for key players in the elderly care industry. Improving the service experience through digital technology. We built an intelligent, integrated customer service system to enhance the convenience and flexibility of digital channel services.

Second, we focused on the local market and provided comprehensive support for regional economic development. We vigorously supported the development of new industrialization and new-quality productive forces in Dongguan. In 2025, we cumulatively supported 207 major city-wide projects, 256 industrial parks of various types, and 1,084 national and provincial “Specialized, Refined, Unique, and Innovative” enterprises. The outstanding loan balance for the manufacturing and related industries recorded a year-on-year growth of 16.98%. We vigorously advanced the “High-quality Development Project Covering Every County, Every Town and Every Village”, actively supported the redevelopment of “urban villages” and provided comprehensive financial services to towns and villages. Focusing on the development needs of key agricultural enterprises, we formulated specialized business plans for distinctive agricultural sectors and continued to enhance financial support services for rural industrial chains. We implemented measures to support agriculture and benefit the people, leveraging monetary policy tools to effectively reduce financing costs for agriculture, rural areas, and farmers. In 2025, the Bank

applied for and obtained a total of 17 re-lending facilities totaling RMB18.901 billion to support agriculture and small businesses. It provided RMB15.492 billion in new credit facilities to village-level and town-affiliated enterprises, disbursed RMB7.794 billion, and was recognized as an outstanding collective in the province’s “High-quality Development Project Covering Every County, Every Town and Every Village”. The scope of services supporting agriculture and small businesses was further expanded.

(III) Strengthening the risk management system to ensure sound business operations

First, we focused on compliance and risk management and strengthened our internal control and compliance mechanisms. We steadily advanced the optimization of the Bank’s institutional framework, systematically conducted reviews, evaluations, and assessments of the institutional system, and established an efficient institutional management system. We strengthened internal control oversight and management, conducted risk assessments for potential cases in key areas, enhanced employee compliance awareness, and intensified monitoring of personnel in critical positions and high-risk behaviors, in order to build a robust defense against potential risks. We implemented compliance oversight and inspections, strengthened money laundering risk management, intensified efforts to address violations, and established a coordinated oversight mechanism.

Second, we focused on risk management and further strengthened our risk management mechanisms. Upholding a “prudent and cautious” risk appetite and, guided by the risk management philosophy of “sound operations, quality-oriented approach, compliance with laws and regulations, full integration, and agile response”, we continued to strengthen the development of our comprehensive risk management system. We optimized the overarching framework of our risk management system, streamlined the channels through which risk appetite is communicated and allocated, established a product-based risk strategy management mechanism, made steady progress in mitigating risks in key areas. We strictly upheld the bottom line on asset quality, deepened the application of intelligent risk control tools, and effectively enhanced the efficiency of risk prevention and control.

Third, we focused on audit oversight and optimized audit operational mechanisms. By focusing on “key issues”, “key personnel” and “key actions”, we continued to optimize areas such as audit implementation methods, audit operating procedures, collaboration mechanisms among audit centers, and the implementation of integrated supervision and audit mechanisms, thereby further enhancing the level of refined management in audit work. We deepened audit research and conducted differentiated, in-depth audits; focused on standardizing audit practices and strengthened end-to-end quality control management; established a long-term mechanism for rectifying audit

findings, a “follow-up review” mechanism, and a three-color warning and supervision system (red, yellow, and blue lights) to track rectification progress; enhanced the application of audit findings; and effectively improved the quality and efficiency of rectification efforts.

(IV) Comprehensively deepening reforms to empower high-quality development

First, we promoted coordinated ecological development to enhance development efficiency. We are committed to implementing a customer-centric business philosophy and building a “1+X+N” ecosystem for coordinated development, gradually integrating financial services into our customers’ daily lives and business operations. Focusing on high-frequency core business scenarios, we formed cross-functional agile teams dedicated to ecosystem collaboration projects to build bridges within the financial ecosystem among government, business, and consumer clients. Leveraging data-driven approaches, we continued to strengthen the integrated model of “data + business + ecosystem” and actively promoted the development of a new financial production function.

Second, we enhanced internal management capabilities and strengthened management empowerment. We implemented process-oriented reforms with the goal of “centralized management at the head office and streamlined operations at branch level” to enhance operational efficiency across the Bank. We continued to optimize our resource allocation system, vigorously pursued cost reduction and efficiency improvements, and fully advanced a capital-light development model. We continued to deepen reforms in centralized operations by establishing a Centralized Operations Department to enable the head office to manage grassroots operations in a centralized, professional, and flat-structured manner, thereby further enhancing the efficiency of centralized management.

Third, we accelerated digital transformation and strengthened technology empowerment. We continued to advance our digital transformation strategy centered on value creation. By systematically strengthening our digital infrastructure, enhancing data governance, and expanding the application of intelligent technologies, we effectively promoted the optimization of business models and the improvement of service efficiency. Keeping pace with fintech trends, we continued to deepen Fintech empowerment for innovation in financial products and services. We successfully launched a new core system, comprehensively enhancing our technological support capabilities, fintech innovation capabilities, and security and autonomy.

(V) Strengthening consolidated financial management and enhancing group governance

First, we improved the Group's governance system and optimized its organizational structure. We reformed the organizational structure and management mechanisms of our affiliated (managed) institutions to establish a unified and standardized management framework at the group level, thereby promoting a clearer governance system, more clearly defined lines of authority and responsibility, and a significant improvement in collaborative efficiency.

Second, we strengthened consolidated financial management and improved the Group's vertical management mechanisms. We established a group-wide performance evaluation system, initiated the migration of the systems of our affiliated (managed) institutions, optimized the Group's consolidated financial management information system, and fully implemented the "branch-like" management model.

(VI) Fulfilling social responsibility and enhancing brand reputation

First, we continued to optimize our corporate social responsibility management system and standardized the disclosure of social responsibility information. We regularly published the 2024 Social Responsibility Report (ESG Report) and the 2024 Environmental Information Disclosure Report, showcasing our achievements in advancing the "Dual Carbon" goals and implementing the "Five Major Initiatives" in finance. The Bank was selected for the "Top 20 Rural Commercial Banks in Terms of ESG Comprehensive Performance in 2024", received an ESG rating of A, and was awarded the "2025 Green Finance Innovation Award".

Second, we strengthened the protection of consumer rights and safeguarded the legitimate rights and interests of stakeholders. We strengthened the foundation of consumer protection management, enhanced source governance in consumer protection efforts, and improved the compliance and soundness of products and services. We ensured precise handling of consumer protection complaints, promoted the standardization of complaint resolution and disposal procedures, actively expanded alternative dispute resolution channels, and continuously improved the quality and efficiency of complaint resolution. We conducted consumer protection awareness campaigns and training programs to effectively enhance the professional capabilities of the Bank's consumer protection team and promote the effective dissemination of consumer protection principles.

Third, we actively fulfilled our social responsibilities and enhanced our brand's influence. Guided by the principle of "finance for the people", the Bank is deeply committed to the public welfare sector. We actively engage in various charitable initiatives, including poverty alleviation, educational support, compassionate outreach, and the promotion of rural culture. By upholding our social responsibilities and staying true to our original mission of providing financial services, we

are dedicated to building a responsible brand image. In 2025, the Bank ranked 218th globally in The Banker’s 2025 rankings, 38th on the China Banking Association’s “2025 Top 100 Chinese Banks” list, and 6th among rural commercial banks nationwide. It has been awarded the “Dongguan City Benefit Contribution Award” by the Dongguan Municipal Party Committee and Municipal Government for several consecutive years.

II. KEY PRIORITIES FOR THE BOARD OF DIRECTORS IN 2026

The year 2026 marks the start of the 15th Five-Year Plan and will be a pivotal year for the Bank as we redouble our efforts to expand our market presence, strengthen our business operations, and drive growth. The Bank will thoroughly grasp the primary objectives of financial work during the 15th Five-Year Plan period, as well as the current situation and tasks at hand. We will continue to thoroughly implement the spirit of the the Party’s 20th National Congress and the plenary sessions of the 20th CPC Central Committee, as well as the spirit of the Central Financial Work Conference, as well as General Secretary Xi Jinping’s series of important speeches on financial work. We will consistently adhere to the main thrust of our work—preventing risks, strengthening reforms, and promoting development—and persist in innovation-driven development. We will deepen our efforts in the “Five Major Initiatives” and the “High-quality Development Project” in the financial sector. We will strive to create new competitive advantages, contribute our financial strength to building a modern, new Dongguan characterized by “intelligent innovation, high-quality products, and a harmonious, livable environment” and drive the Group toward achieving new and significant progress in high-quality development.

(I) Comprehensively strengthening the Party’s leadership and continuously improving corporate governance

First, we will strengthen the Party’s leadership and Party building. We will earnestly implement the major policy decisions and directives of the Party Central Committee, as well as those of the provincial and municipal authorities; continue to promote the comprehensive implementation of the “Two Upholds”; focus on strengthening the Party committee’s leadership role in setting the direction, overseeing the overall situation, and ensuring implementation; strive to enhance the effectiveness of Party-building in guiding grassroots governance; and continue to promote the deep integration of Party leadership and corporate governance.

Second, we will improve the corporate governance system of the Group. We will strengthen efforts to promote corporate governance systems and enhance their implementation effectiveness; establish a comprehensive mechanism characterized by “thorough promotion, clear interpretation, robust implementation, and closed-loop oversight” to ensure the effective implementation of corporate governance systems. We will continue to improve the operational framework of the committee to ensure clear delineation of responsibilities, standardized decision-making procedures,

and efficient, compliant decision-making, thereby effectively enhancing the quality and efficiency of the committee's operations. We will establish and improve a mechanism for dedicated meetings of independent directors to fully ensure that they can perform their duties independently and effectively.

(II) Strengthening closed-loop strategic management and deepening the Group's coordinated development

First, we will vigorously advance the implementation of the Group's strategy. We will vigorously advance the implementation of all initiatives outlined in the Group's Five-Year Strategic Development Plan, deepen strategic interpretation and execution, establish a strategic evaluation system, regularly review the progress and effectiveness of strategic measures, and dynamically optimize the implementation roadmap. We will strengthen the synergy between strategic decoding and performance evaluation to promote the development of a strategic performance management system.

Second, we will deepen the Group's strategy for coordinated development. We will strengthen the parent bank's capacity-building and vertical management, and establish a group management model characterized by "group-wide management + vertical specialized management + centralized operations" to comprehensively drive the Group's high-quality development.

(III) We will remain committed to an innovation-driven development strategy and focus on building competitive edges.

First, we will foster new drivers of growth through innovation. We will vigorously promote innovation across six key areas, restructure our value chain, strengthen our digital infrastructure, balance security and efficiency, actively build an agile organization, and continuously meet our customers' diverse needs while enhancing their full-process experience. By focusing on innovation-driven development as our primary strategy, resource allocation as our entry point, and the development of an ecosystem-based organizational structure as our key priority, we will cultivate distinctive and differentiated competitive advantages and strive to build a "moat" for high-quality development.

Second, we will continue to enhance the quality and effectiveness of financial services to the real economy. We will align closely with regional development plans, continue to increase support for key sectors, strengthen innovation in financial products and services, and contribute to the development of a modern regional industrial system. We will continue to improve the quality and efficiency of financial services, further enhance their inclusiveness and accessibility, increase resource allocation to key sectors outlined in the 15th Five-Year Plan, and support the vigorous development of the local real economy.

(IV) Strengthening risk management systems to lay a solid foundation for sound operations

First, we will strengthen risk prevention, control, and resolution mechanisms. We will systematically advance the development of the new credit system project portfolio to enhance risk management through technological capabilities. We will accelerate the development of a new intelligent risk control system that combines “human and machine-based oversight”, and ensure the quality of new loans. We will strengthen risk identification and early warning mechanisms, accurately identify latent risks, and achieve dual improvements in both the quality and efficiency of our work and the precision of risk identification. We will strengthen accountability for risk management and control, and accelerate the resolution and disposal of non-performing loans and problematic credit facilities.

Second, we will promote reforms to the compliance management system. We will unify compliance management requirements and boundaries across all business lines, and establish a compliance framework featuring three lines of defense with clearly defined responsibilities and coordinated operations. We will deepen our understanding of regulatory requirements and break them down at every level, establish a compliance monitoring platform, foster a risk and compliance culture that is voluntarily embraced by all employees, build on our strengths in cultural continuity, and systematically enhance the level of professionalism and systematization in our compliance work.

Third, we will optimize the audit oversight mechanism. We will innovate the internal audit framework, optimize the implementation of audit projects, delve deeply into the underlying causes behind surface-level issues, and conduct comprehensive evaluations from multiple perspectives; upgrade the audit rectification supervision mechanism, reinforce accountability for overseeing issue rectification, establish a full-cycle management mechanism for audit rectification, and drive the transformation of audit outcomes into governance effectiveness.

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 1 For the purpose of further improving the governance mechanism of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Bank”), of regulating the performance of duties by directors, supervisors and senior management, and of protecting the legitimate rights and interests of shareholders, the Bank and financial consumers, the Measures are hereby formulated in accordance with the Company Law of the People’s Republic of China, the Corporate Governance Standards for Banking and Insurance Institutions, the Measures for Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial), the Guidelines on the Work of the Board of Supervisors of Commercial Banks and other laws, regulations and regulatory provisions, as well as the Articles of Association of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Articles of Association”), taking into account the realities of the Bank.</p>	<p>Article 1 For the purpose of further improving the governance mechanism of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Bank”), of regulating the performance of duties by directors and senior management, and of protecting the legitimate rights and interests of shareholders, the Bank and financial consumers, the Measures are hereby formulated in accordance with the Company Law of the People’s Republic of China, the Corporate Governance Standards for Banking and Insurance Institutions, the Measures for Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and other laws, regulations and regulatory provisions, as well as the Articles of Association of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Articles of Association”), taking into account the realities of the Bank.</p>
<p>Article 2 The performance evaluation of directors, supervisors and senior management mentioned in the Measures refers to the evaluation of the performance of directors, supervisors and senior management by the Bank in accordance with laws, regulations and relevant provisions.</p>	<p>Article 2 The performance evaluation of directors and senior management mentioned in the Measures refers to the evaluation of the performance of directors and senior management by the Bank in accordance with laws, regulations and relevant provisions.</p>
<p>Article 3 The performance evaluation of directors, supervisors and senior management shall follow the principles of compliance with laws and regulations, objectivity and impartiality, unified standards, scientificity and effectiveness, and strict accountability.</p>	<p>Article 3 The performance evaluation of directors and senior management shall follow the principles of compliance with laws and regulations, objectivity and impartiality, unified standards, scientificity and effectiveness, and strict accountability.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 4 The Board of Supervisors of the Bank take ultimate responsibilities for the performance evaluation of directors, supervisors and senior management. The Bank shall be subject to the supervision of the banking regulatory authorities on the performance evaluation of directors, supervisors and senior management in accordance with the regulations.</p> <p>The Board of Directors and senior management shall provide support for and cooperate with the related work of the performance evaluation of directors, supervisors and senior management, and shall be responsible for the truthfulness, accuracy, completeness and timeliness of the materials provided.</p>	<p>Article 4 The Audit Committee of the Board of Directors of the Bank take ultimate responsibilities for the performance evaluation of directors and senior management. The Bank shall be subject to the supervision of the banking regulatory authorities on the performance evaluation of directors and senior management in accordance with the regulations.</p> <p>The Board of Directors and senior management shall provide support for and cooperate with the related work of the performance evaluation of directors and senior management, and shall be responsible for the truthfulness, accuracy, completeness and timeliness of the materials provided.</p>
<p>Article 5 Directors, supervisors and senior management shall fully understand their rights, obligations and responsibilities, faithfully and diligently perform their fiduciary duties and commitments in strict accordance with laws, regulations, regulatory provisions and the Articles of Association, serve the best interests of the Bank and all shareholders, and safeguard the legitimate rights and interests of stakeholders.</p>	<p>Article 5 Directors and senior management shall fully understand their rights, obligations and responsibilities, faithfully and diligently perform their fiduciary duties and commitments in strict accordance with laws, regulations, regulatory provisions and the Articles of Association, serve the best interests of the Bank and all shareholders, and safeguard the legitimate rights and interests of stakeholders.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 6 Directors,—supervisors and senior management shall have a good track record of conduct, reputation and compliance with laws and regulations, comply with high standards of professional ethics, and have the knowledge, experience, ability and energy that match their positions, and maintain the independence, personal and family financial soundness required for the performance of their duties.</p> <p>Directors,—supervisors and senior management shall not accept illegitimate benefits in the course of performing their duties, use their titles and positions for personal gain or embezzlement of the property of the Bank, damage the interests of the Bank for the benefit of shareholders, and damage the legitimate rights and interests of stakeholders.</p>	<p>Article 6 Directors and senior management shall have a good track record of conduct, reputation and compliance with laws and regulations, comply with high standards of professional ethics, and have the knowledge, experience, ability and energy that match their positions, and maintain the independence, personal and family financial soundness required for the performance of their duties.</p> <p>Directors and senior management shall not accept illegitimate benefits in the course of performing their duties, use their titles and positions for personal gain or embezzlement of the property of the Bank, damage the interests of the Bank for the benefit of shareholders, and damage the legitimate rights and interests of stakeholders.</p>
<p>Article 7 Directors,—supervisors and senior management shall sign a due diligence undertaking in writing before assuming office to ensure that they will strictly keep the secrets of the Bank and have sufficient time and energy to perform their duties. Directors,—supervisors and senior management shall abide by the undertaking.</p>	<p>Article 7 Directors and senior management shall sign a due diligence undertaking in writing before assuming office to ensure that they will strictly keep the secrets of the Bank and have sufficient time and energy to perform their duties. Directors and senior management shall abide by the undertaking.</p>
<p>Article 8 Directors,—supervisors and senior management shall inform the Bank truthfully of their own positions and part-time positions to ensure that their positions are in compliance with regulatory requirements and there is no conflict of interest with the Bank.</p>	<p>Article 8 Directors and senior management shall inform the Bank truthfully of their own positions and part-time positions to ensure that their positions are in compliance with regulatory requirements and there is no conflict of interest with the Bank.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 9 Directors, supervisors and senior management shall report to the Board of Directors and the Board of Supervisors on the related party relationship, concerted action relationship and changes in a timely manner in accordance with relevant regulations. Directors, supervisors and senior management shall strictly comply with the relevant regulations on related party transactions and recusal from performance of duties.</p>	<p>Article 9 Directors and senior management shall report to the Board of Directors on the related party relationship, concerted action relationship and changes in a timely manner in accordance with relevant regulations. Directors and senior management shall strictly comply with the relevant regulations on related party transactions and recusal from performance of duties.</p>
<p>Article 10 Directors, supervisors and senior management shall adhere to the principle of fairness when performing their duties, especially when making decisions on matters that may have diverse impacts on different shareholders. Where directors, supervisors and senior management discover any improper intervention or restriction on the Bank by shareholders, other entities or individuals, they shall report to the Board of Directors and the Board of Supervisors or reflect to the regulatory authorities.</p>	<p>Article 10 Directors and senior management shall adhere to the principle of fairness when performing their duties, especially when making decisions on matters that may have diverse impacts on different shareholders. Where directors and senior management discover any improper intervention or restriction on the Bank by shareholders, other entities or individuals, they shall report to the Board of Directors or reflect to the regulatory authorities.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 11 Directors,—supervisors and senior management shall follow the Bank’s corporate governance, strategic management, business investment, risk management, internal control and compliance, finance and accounting, etc. Meanwhile, they shall attend meetings and deliberate on issues, put forward opinions and suggestions, and exercise voting rights in compliance with laws and regulations, and make independent, professional and objective judgments on matters within their scope of duties, thus improving the quality and efficiency of the decisions made by the Board of Directors,the supervision carried out by the Board of Supervisors and the operation of the senior management, and promoting and supervising the implementation of resolutions of the shareholders’ general meeting <u>and</u> the Board of Directorsand the Board of Supervisors.</p> <p>Directors,supervisors and senior management shall pay close attention to the evaluation of the Bank by the regulatory authorities, market intermediaries, the media and the public, and follow up on and implement the rectification and accountability of problems identified by the regulatory authorities.</p>	<p>Article 11 Directors and senior management shall follow the Bank’s corporate governance, strategic management, business investment, risk management, internal control and compliance, finance and accounting, etc. Meanwhile, they shall attend meetings and deliberate on issues, put forward opinions and suggestions, and exercise voting rights in compliance with laws and regulations, and make independent, professional and objective judgments on matters within their scope of duties, thus improving the quality and efficiency of the decisions made by the Board of Directors and the operation of the senior management, and promoting and supervising the implementation of resolutions of the shareholders’ general meeting <u>and</u> the Board of Directors.</p> <p>Directors and senior management shall pay close attention to the evaluation of the Bank by the regulatory authorities, market intermediaries, the media and the public, and follow up on and implement the rectification and accountability of problems identified by the regulatory authorities.</p>
<p>Article 12 Directors,—supervisors and senior management shall continuously improve the professional knowledge and basic quality required for performing their duties, understand and master the laws, regulations and regulatory provisions related to the Bank’s operation and management, actively participate in trainings organized by the regulatory authorities, industry associations and the Bank, and continuously improve their ability and level of performance.</p>	<p>Article 12 Directors and senior management shall continuously improve the professional knowledge and basic quality required for performing their duties, understand and master the laws, regulations and regulatory provisions related to the Bank’s operation and management, actively participate in trainings organized by the regulatory authorities, industry associations and the Bank, and continuously improve their ability and level of performance.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 13 An independent director or external supervisor shall work in the Bank for at least 15 workdays every year.</p> <p>The chairman of the Comprehensive Risk Management Committee, the Audit Committee, Related Party Transaction Control Committee of the Board of Directors shall work at the Bank for at least 20 working days each year.</p>	<p>Article 13 An independent director shall work in the Bank for at least 15 workdays every year.</p> <p>The chairman of the Comprehensive Risk Management Committee, the Audit Committee, Related Party Transaction Control Committee of the Board of Directors shall work at the Bank for at least 20 working days each year.</p>
<p>Article 14 Directors and supervisors shall attend at least two-thirds of the onsite meetings of the Board of Directors and the Board of Supervisors in person each year. If a director or supervisor cannot attend the meeting due to certain reasons, he/she may appoint another director or supervisor in writing to attend on his/her behalf. The proxy letter shall state the personal opinions and voting intentions of the directors or supervisors on the resolutions. An independent director shall not appoint a non-independent director to attend on his/her behalf.</p> <p>On-site meetings are meetings held onsite or through video, telephone, etc., which can guarantee the participants to exchange and discuss in real time.</p>	<p>Article 14 Directors shall attend at least two-thirds of the onsite meetings of the Board of Directors in person each year. If a director or supervisor cannot attend the meeting due to certain reasons, he/she may appoint another director in writing to attend on his/her behalf. The proxy letter shall state the personal opinions and voting intentions of the directors on the resolutions. An independent director shall not appoint a non-independent director to attend on his/her behalf.</p> <p>On-site meetings are meetings held onsite or through video, telephone, etc., which can guarantee the participants to exchange and discuss in real time.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 15 A director or a supervisor shall continue to perform his/her duties as a director or supervisor in accordance with the laws, regulations, regulatory provisions and the Articles of Association until a re-elected director or supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of director's results in the number of directors being less than the quorum or two-thirds of the number specified in the Articles of Association; the resignation of supervisor's results in the number of supervisors being less than the quorum. If the number of independent directors in the Board of Directors falls below one-third of the Board of Directors after the resignation of an independent director, the independent director shall continue to perform his duties until the new independent director takes office, except for the resignation and removal due to loss of independence.</p>	<p>Article 15 A director shall continue to perform his/her duties as a director in accordance with the laws, regulations, regulatory provisions and the Articles of Association until a re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of director's results in the number of directors being less than the quorum or two-thirds of the number specified in the Articles of Association. If the number of independent directors in the Board of Directors falls below one-third of the Board of Directors after the resignation of an independent director, the independent director shall continue to perform his duties until the new independent director takes office, except for the resignation and removal due to loss of independence.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 16 The senior management shall be accountable to the Board of Directors and supervised by the Board of Supervisors, shall report the operation and management of the Company and provide relevant information in a timely, accurate and complete manner as required by the Board of Directors and the Board of Supervisors.</p> <p>The senior management shall carry out operation and management in accordance with the Articles of Association and the authorization of the Board of Directors and actively implement the resolutions of the shareholders' general meeting and the Board.</p> <p>The operation and management activities of the senior management within their terms of reference shall not be unduly interfered by the shareholders and the Board.</p>	<p>Article 16 The senior management shall be accountable to the Board of Directors and supervised by the Audit Committee of the Board of Directors, shall report the operation and management of the Company and provide relevant information in a timely, accurate and complete manner as required by the Board of Directors and the Audit Committee of the Board of Directors.</p> <p>The senior management shall carry out operation and management in accordance with the Articles of Association and the authorization of the Board of Directors and actively implement the resolutions of the shareholders' general meeting and the Board.</p> <p>The operation and management activities of the senior management within their terms of reference shall not be unduly interfered by the shareholders and the Board.</p>
<p>Article 17 Members of the Board of Directors, the Board of Supervisors and the special committees of the senior management shall pay ongoing attention to relevant matters within the scope of responsibilities of special committees, submit professional advices in a timely manner to the attention or consideration of the special committees. The directors or supervisors who serve as the chairmen of the special committees shall organize and convene a meeting of the special committees in a timely manner and form a collective opinion and submit it to the Board of Directors and the Board of Supervisors.</p>	<p>Article 17 Members of the Board of Directors and the special committees of the senior management shall pay ongoing attention to relevant matters within the scope of responsibilities of special committees, submit professional advices in a timely manner to the attention or consideration of the special committees. The directors who serve as the chairmen of the special committees shall organize and convene a meeting of the special committees in a timely manner and form a collective opinion and submit it to the Board of Directors.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 18 The Bank shall actively integrate the leadership of the Communist Party of China into all aspects of corporate governance. Directors, supervisors and senior management serving as members of the Party Committee shall strictly implement the Party Committee’s decisions in the process of decision-making, supervision and operation management, promote information communication between the Party Committee meeting, the Board of Directors, the Board of Supervisors and senior management, thus ensuring that the role of leadership core of the Party Committee is brought into play.</p>	<p>Article 18 The Bank shall actively integrate the leadership of the Communist Party of China into all aspects of corporate governance. Directors and senior management serving as members of the Party Committee shall strictly implement the Party Committee’s decisions in the process of decision-making, supervision and operation management, promote information communication between the Party Committee meeting, the Board of Directors and senior management, thus ensuring that the role of leadership core of the Party Committee is brought into play.</p>
<p>Article 19 The chairman of the Board of Directors, the chairman of the Board of Supervisors (Chairman of the Board of Supervisors) and the president shall lead the Bank to strengthen the construction of the Board of Directors, the Board of Supervisors and the senior management, and effectively improve the operation quality and efficiency of the Board of Directors, the Board of Supervisors and the senior management.</p> <p>The chairman of the Board of Directors, the chairman of the Board of Supervisors (Chairman of the Board of Supervisors) and the president shall perform other duties as required by laws, regulations, regulatory provisions and the Articles of Association in addition to performing the general duties of directors, supervisors and senior management.</p>	<p>Article 19 The chairman of the Board of Directors and the president shall lead the Bank to strengthen the construction of the Board of Directors and the senior management, and effectively improve the operation quality and efficiency of the Board of Directors and the senior management.</p> <p>The chairman of the Board of Directors and the president shall perform other duties as required by laws, regulations, regulatory provisions and the Articles of Association in addition to performing the general duties of directors and senior management.</p>

Before amendment	After amendment
<p>Article 20 Executive Directors shall give full play to their own characteristics and advantages, maintain the core position of the Board of Directors in strategic decision-making, support and cooperate with the supervision of the Board of Supervisors, ensure that matters within the scope of the Board of Directors' duties are submitted to the Board of Directors for review in a timely manner, implement the reporting system of the senior management to the Board of Directors, support other members of the Board of Directors to fully understand the Bank's operation and management and risk information, and promote the effective implementation and timely feedback of the Board of Directors' resolutions.</p>	<p>Article 20 Executive Directors shall give full play to their own characteristics and advantages, maintain the core position of the Board of Directors in strategic decision-making, support and cooperate with the supervision of the Audit Committee of the Board of Directors, ensure that matters within the scope of the Board of Directors' duties are submitted to the Board of Directors for review in a timely manner, implement the reporting system of the senior management to the Board of Directors, support other members of the Board of Directors to fully understand the Bank's operation and management and risk information, and promote the effective implementation and timely feedback of the Board of Directors' resolutions.</p>
<p>Article 21 In the course of decision-making and supervision, the independent directors and external supervisors shall stay immune to the influence of substantial shareholders, senior management and other entities and individuals with a stake in the Bank, and effectively safeguard the legitimate rights and interests of minority shareholders and other stakeholders.</p> <p>Independent directors shall give objective, impartial and independent opinions on the matters discussed at the shareholders' general meetings or the board meetings, in particular, matters related to major related-party transactions, profit distribution, nomination, appointment and dismissal of directors, appointment, dismissal and remuneration of senior management and other matters that may have conflict of interests.</p>	<p>Article 21 In the course of decision-making and supervision, the independent directors shall stay immune to the influence of substantial shareholders, senior management and other entities and individuals with a stake in the Bank, and effectively safeguard the legitimate rights and interests of minority shareholders and other stakeholders.</p> <p>Independent directors shall give objective, impartial and independent opinions on the matters discussed at the shareholders' general meetings or the board meetings, in particular, matters related to major related-party transactions, profit distribution, nomination, appointment and dismissal of directors, appointment, dismissal and remuneration of senior management and other matters that may have conflict of interests.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 22 The employee directors and employee supervisors shall proactively give play to their superiority in operation and management, and promote the better work of the Board of Directors and the Board of Supervisors for the long-term interests of the Bank. Employee directors and employee supervisors shall listen to employees’ opinions and suggestions on rules, regulations or major issues involving the vital interests of employees, make authentic, accurate and comprehensive reflection at the meetings of the Board of Directors and Board of Supervisors, and protect the legitimate rights and interests of employees.</p> <p>Employee directors and employee supervisors shall report their work to the employee representative meeting on a regular basis, and accept the supervision of the majority of employees. At the meetings of the Board of Directors and Board of Supervisors, the employee directors and employee supervisors shall express their opinions on the matters resolved at the employee representative meeting in accordance with the relevant resolutions of the employee representative meeting and exercise their voting rights.</p>	<p>Article 22 The employee directors shall proactively give play to their superiority in operation and management, and promote the better work of the Board of Directors for the long-term interests of the Bank. Employee directors shall listen to employees’ opinions and suggestions on rules, regulations or major issues involving the vital interests of employees, make authentic, accurate and comprehensive reflection at the meetings of the Board of Directors, and protect the legitimate rights and interests of employees.</p> <p>Employee directors shall report their work to the employee representative meeting on a regular basis, and accept the supervision of the majority of employees. At the meetings of the Board of Directors, the employee directors and employee supervisors shall express their opinions on the matters resolved at the employee representative meeting in accordance with the relevant resolutions of the employee representative meeting and exercise their voting rights.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 23 The performance evaluation of directors, supervisors and senior management shall at least include five dimensions, namely, performance of the duty of loyalty, performance of the duty of diligence, professionalism in performing duties, independence and ethical standards in performing duties, and compliance in performing duties.</p> <p>Performance of the duty of loyalty includes, but is not limited to, that the directors, supervisors and senior management are able to act in the best interests of the Bank, strictly keep the Bank’s secrets confidential, pay close attention to matters that might harm the Bank’s interests, report to the Board of Directors and the Board of Supervisor in a timely manner and promote the correction of problems.</p> <p>Performance of the duty of diligence includes, but is not limited to, that the directors, supervisors and senior management are able to devote enough time and energy to participate in the Bank’s affairs, so as to know the Bank’s operation, management and risk situation in a timely manner. They are able to attend the meetings of the Board of Directors and its special committees, the Board of Supervisors and its special committees, senior management and its special committees as required, and carefully study and make prudent judgments on the matters submitted to the Board of Directors, the Board of Supervisors and senior management for deliberation.</p>	<p>Article 23 The performance evaluation of directors and senior management shall at least include five dimensions, namely, performance of the duty of loyalty, performance of the duty of diligence, professionalism in performing duties, independence and ethical standards in performing duties, and compliance in performing duties.</p> <p>Performance of the duty of loyalty includes, but is not limited to, that the directors and senior management are able to act in the best interests of the Bank, strictly keep the Bank’s secrets confidential, pay close attention to matters that might harm the Bank’s interests, report to the Board of Directors in a timely manner and promote the correction of problems.</p> <p>Performance of the duty of diligence includes, but is not limited to, that the directors and senior management are able to devote enough time and energy to participate in the Bank’s affairs, so as to know the Bank’s operation, management and risk situation in a timely manner. They are able to attend the meetings of the Board of Directors and its special committees, senior management and its special committees as required, and carefully study and make prudent judgments on the matters submitted to the Board of Directors and senior management for deliberation.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>(Continued)</p> <p>Professionalism in performing duties includes, but is not limited to, that the directors,supervisors and senior management are able to continuously improve their professional levels, and based on the responsibilities of the Board of Directors,the Board of Supervisors and senior management, study and put forward scientific and reasonable professional opinions in combination with their own professional knowledge and working experience, to promote the scientific decision-making of the Board of Directors, the effective supervision of the Board of Supervisors, and the efficient implementation of the senior management.</p> <p>Independence and ethical standards in performing duties include, but are not limited to, that the directors,supervisors and senior management are able to adhere to high standards of professional ethics, not controlled or interfered by substantial shareholders and internal personnel, able to independently perform their duties, and promote the Bank to treat all shareholders fairly, safeguard the legitimate rights and interests of stakeholders, and actively fulfill social responsibilities.</p> <p>Compliance in performing duties, includes, but is not limited to, that the directors,supervisors and senior management comply with laws, regulations, regulatory provisions and the Articles of Association, continuously regulate their own performance of duties, perform their corresponding duties in accordance with laws and regulations, and promote and supervise the Bank’s operations in compliance with laws and regulations.</p>	<p>(Continued)</p> <p>Professionalism in performing duties includes, but is not limited to, that the directors and senior management are able to continuously improve their professional levels, and based on the responsibilities of the Board of Directors and senior management, study and put forward scientific and reasonable professional opinions in combination with their own professional knowledge and working experience, to promote the scientific decision-making of the Board of Directors, the effective supervision of the Audit Committee of the Board of Directors, and the efficient implementation of the senior management.</p> <p>Independence and ethical standards in performing duties include, but are not limited to, that the directors and senior management are able to adhere to high standards of professional ethics, not controlled or interfered by substantial shareholders and internal personnel, able to independently perform their duties, and promote the Bank to treat all shareholders fairly, safeguard the legitimate rights and interests of stakeholders, and actively fulfill social responsibilities.</p> <p>Compliance in performing duties, includes, but is not limited to, that the directors and senior management comply with laws, regulations, regulatory provisions and the Articles of Association, continuously regulate their own performance of duties, perform their corresponding duties in accordance with laws and regulations, and promote and supervise the Bank’s operations in compliance with laws and regulations.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 25 Taking into account the characteristics of different types of supervisors and their positions in the special committees of the Board of Supervisors, the Bank focuses on the performance of directors in the following matters from different dimensions:</p> <p>(II) to supervise the performance of duties by senior management, including but not limited to the senior management’s compliance with laws, regulations, regulatory provisions and the Bank’s internal systems, the implementation of resolutions of the shareholders’ general meetings, <u>and</u> the Board of Directors and the Board of Supervisors, the implementation of development strategies and business plans, and the strengthening of risk management, internal control and compliance management, consumer rights protection, case prevention and control, and performance evaluation management;</p> <p>(X) to supervise the implementation of resolutions passed at the shareholders’ general meeting, and the resolutions of the Board of Directors and the Board of Supervisors;</p> <p>(XII) to perform other important duties imposed on supervisors by laws, regulations, regulatory provisions and the Articles of Association.</p>	<p>Article 25 For directors serving as members of the Audit Committee of the Board of Directors, the Bank shall focus not only on their work performance in relation to the matters set out in Article 24, but also on their work performance in the following supervisory matters:</p> <p>(II) to supervise the performance of duties by senior management, including but not limited to the senior management’s compliance with laws, regulations, regulatory provisions and the Bank’s internal systems, the implementation of resolutions of the shareholders’ general meetings, the Board of Directors, the implementation of development strategies and business plans, and the strengthening of risk management, internal control and compliance management, consumer rights protection, case prevention and control, and performance evaluation management;</p> <p>(X) to supervise the implementation of resolutions passed at the shareholders’ general meeting, and the resolutions of the Board of Directors;</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 26 The Bank focuses on the work performance of senior management in the following matters from different dimensions taking into account their employment status:</p> <p>(II) the effective operation of each special committee of senior management; compliance with the Articles of Association and the authorization of the Board of Directors, implementation of the resolutions of the shareholders’ general meeting <u>and</u>, the Board of Directors and the Board of Supervisors, and the performance of business management duties within the scope of authority;</p>	<p>Article 26 The Bank focuses on the work performance of senior management in the following matters from different dimensions taking into account their employment status:</p> <p>(II) the effective operation of each special committee of senior management; compliance with the Articles of Association and the authorization of the Board of Directors, implementation of the resolutions of the shareholders’ general meeting, the Board of Directors, and the performance of business management duties within the scope of authority;</p>
<p>Article 27 The Bank evaluates the performance of directors, supervisors and senior management on an annual basis. For directors, supervisors and senior management whose positions have changed during the evaluation year but who have served for more than half a year, the evaluation should be conducted based on their performance during their tenure.</p>	<p>Article 27 The Bank evaluates the performance of directors and senior management on an annual basis. For directors and senior management whose positions have changed during the evaluation year but who have served for more than half a year, the evaluation should be conducted based on their performance during their tenure.</p>
<p>Article 28 The office of the Board of Directors is responsible for establishing and improving the performance files of directors and senior management, and the office of the Board of Supervisors is responsible for establishing and improving the performance files of supervisors as well as the performance evaluation files of directors, supervisors and senior management.</p>	<p>Article 28 The office of the Board of Directors is responsible for establishing and improving the performance files of directors and senior management. The Audit Department under the Audit Committee of the Board of Directors is responsible for establishing and improving the performance evaluation files of directors and senior management.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 29 The Bank continues to optimize the working environment for directors, supervisors and senior management, especially independent directors and external supervisors, and to protect the information and other necessary conditions for directors, supervisors and senior management to perform their duties.</p> <p>If directors, supervisors and senior management consider that the information necessary for the performance of their duties cannot be basically guaranteed, or the independent performance of their duties is threatened, obstructed and improperly interfered, they shall submit written opinions to the Board of Supervisors in a timely manner. The Board of Supervisors shall, and take relevant opinions as an important consideration for determining the performance evaluation results of directors, supervisors and senior management, and include them in the performance evaluation files.</p>	<p>Article 29 The Bank continues to optimize the working environment for directors and senior management, especially independent directors, and to protect the information and other necessary conditions for directors and senior management to perform their duties.</p> <p>If directors and senior management consider that the information necessary for the performance of their duties cannot be basically guaranteed, or the independent performance of their duties is threatened, obstructed and improperly interfered, they shall submit written opinions to the Audit Committee of the Board of Directors in a timely manner. The Audit Committee of the Board of Directors shall take relevant opinions as an important consideration for determining the performance evaluation results of directors and senior management, and include them in the performance evaluation files.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 30 The performance evaluation of directors includes directors’ self-evaluation <u>and</u>, mutual evaluation between directors, evaluation by the Board of Directors and final evaluation by the Board of Supervisors. The performance evaluation of supervisors includes supervisors’ self-evaluation, mutual evaluation between supervisors and final evaluation by the Board of Supervisors. The performance evaluation of senior management includes senior management’s self-evaluation <u>and</u>, mutual evaluation between senior management, evaluation by the Board of Directors and final evaluation by the Board of Supervisors. According to work needs, the Bank may engage independent third parties such as external experts or market intermediaries to assist in the performance evaluation of directors, supervisors and senior management, which will be used as reference for the final evaluation of the Board of Supervisors.</p>	<p>Article 30 The performance evaluation of directors includes directors’ self-evaluation, mutual evaluation between directors and special evaluation by the Audit Committee of the Board of Directors. The performance evaluation of senior management includes senior management’s self-evaluation, mutual evaluation between senior management and special evaluation by the Audit Committee of the Board of Directors. The special evaluation by the Audit Committee of the Board of Directors represents that, on the basis of the aforesaid self-evaluation and mutual evaluation results, and by means of methods such as written inquiries, the Committee identifies whether directors and senior management have been held accountable for any violation or failure in performance of duties, or have been subject to Party disciplinary sanctions or administrative penalties by regulatory authorities in respect of matters involving the Bank during the evaluation period, and corresponding points are then deducted from the evaluation scores to arrive at the final evaluation results.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 31 The Board of Directors is responsible for organizing the self-evaluation, mutual evaluation and evaluation by the Board of Directors of the performance evaluation of directors and senior management, and the specific work is organized and implemented by the office of the Board of Directors. The Board of Supervisors is responsible for organizing the self-evaluation, mutual evaluation of the performance evaluation of supervisors and final evaluation of the performance evaluation of directors, supervisors and senior management, and the specific work is organized and implemented by the office of the Board of Supervisors.</p>	<p>Article 31 The Office of the Board of Directors is responsible for organizing and implementing the self-evaluation and mutual evaluation of directors and senior management, and the directors' assessment of senior management, and for the compilation of results of the performance evaluation. The Audit Committee of the Board of Directors is responsible for the special evaluation procedure of the performance evaluation of directors and senior management, and the specific work is organized and implemented by the Audit Department.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 32 The evaluation methods may include data analysis, behavior observation, questionnaire survey, performance evaluation, conversation and interview, etc. Data analysis refers to the analysis of the performance records and performance files of directors, supervisors and senior management, and the static evaluation of the performance of directors, supervisors and senior management. Behavior observation refers to the evaluation based on the observation of the daily performance behavior of directors, supervisors and senior management by the relevant assessors. The questionnaire and performance evaluation form are designed according to the actual situation of the Bank, and the questionnaire can have a relatively wider range of targets. Directors, supervisors and senior management can rate the performance of themselves or other directors, supervisors and senior management through the performance evaluation form. Conversation and interviews refer to a more specific and in-depth understanding of the details of the performance of directors, supervisors and senior management through direct conversations with directors, supervisors, senior management and related personnel.</p>	<p>Article 32 The evaluation methods may include data analysis, behavior observation, questionnaire survey, performance evaluation, conversation and interview, etc. Data analysis refers to the analysis of the performance records and performance files of directors and senior management, and the static evaluation of the performance of directors and senior management. Behavior observation refers to the evaluation based on the observation of the daily performance behavior of directors and senior management by the relevant assessors. The questionnaire and performance evaluation form are designed according to the actual situation of the Bank, and the questionnaire can have a relatively wider range of targets. Directors and senior management can rate the performance of themselves or other directors and senior management through the performance evaluation form. Conversation and interviews refer to a more specific and in-depth understanding of the details of the performance of directors and senior management through direct conversations with directors, senior management and related personnel.</p>

Before amendment	After amendment
<p>Article 33 The Bank rated the annual performance of directors, supervisors and senior management as excellent, competent, basically competent and incompetent based on the performance evaluation; among which excellent is the senior performancee form of competent and the percentage of rating with excellent shall not exceed 30% of all personnel.</p> <p>The “democratic centralism” method is adopted as the assessment mode. Directors, supervisors and senior management shall be rated independently (one of the four levels of excellent, competent, basically competent and incompetent is selected), and the Board of Directors and the Board of Supervisors shall confirm the results according to the prescribed procedures.</p> <p>The “three-dimension” evaluation method is adopted in the process, namely the principle of “scientificity, fairness and authority”. Among them, any failure to provide the corresponding results on time shall be deemed as abstention, and shall not be included in the calculation scope.</p> <p>(I) Scientificity: To achieve the digitalization of the rating, quantify each evaluation level into a score as the basis for the calculation of the overall score, and seientifically and accurately quantify and calculate the overall scores of each evaluation targets.</p> <p>(II) Fairness: The “95% acceptance rate” is established as the conversion standard for the overall score corresponding to the rating of the performancee evaluation results to improve the fairness of the performance evaluation results.</p> <p>(III) Authority: In terms of the ratio of the overall score, the leading department accounted for 70%, highlighting the authority of the evaluation bodies.</p>	<p>Article 33 The Bank rated the annual performance of directors and senior management as competent, basically competent and incompetent based on the performance evaluation.</p> <p>The “three-dimension” evaluation method is adopted in the process, namely the principle of “scientificity, fairness and authority”. Among them, any failure to provide the corresponding results on time shall be deemed as abstention, and shall not be included in the calculation scope.</p> <p>(I) Scientificity: Comprehensive consideration shall be given to such factors as workload and professional nature of work, and differentiated evaluation scores shall be assigned to the five dimensions of performance evaluation, namely loyalty in performance of duties, diligence in performance of duties, professionalism in performance of duties, independence and ethical standards in performance of duties, and compliance in performance of duties, so as to scientifically calculate the overall score of the evaluated targets.</p> <p>(II) Fairness: The weight of the self-evaluation and mutual evaluation results of each director and senior management member shall remain consistent, so as to enhance the fairness of the evaluation results.</p> <p>(III) Authority: Emphasis shall be placed on soliciting opinions from various parties, the circumstances of being held accountable, subject to sanctions and penalties shall be included in the evaluation scope and shall directly affect the evaluation scores, so as to highlight the authoritativeness of the final evaluation results.</p>

Before amendment	After amendment
<p>(Continued)</p> <p>1. Self-evaluation and mutual evaluation scores of directors and senior management:</p> <p>Self-evaluation and mutual evaluation score of directors = $\frac{\sum \text{Self-evaluation and mutual evaluation scores of directors}}{\text{Number of the directors}}$</p> <p>Self-evaluation and mutual evaluation score of senior management = $\frac{\sum \text{Self-evaluation and mutual evaluation scores of senior management}}{\text{Number of senior management}} \times 30\% + \frac{\sum \text{Evaluation scores of senior management by directors}}{\text{Number of directors}} \times 70\%$</p> <p>2. Evaluation of the Board of Directors is formed after the Board of Directors confirms the self-evaluation and mutual evaluation scores of directors and senior management.</p> <p>3. Overall scores are formed after the Board of Supervisors summarizes the scores of each segment.</p> <p>Overall score of directors' performance evaluation = $\frac{\text{Score of evaluation by the Board of Directors} \times 30\% + \sum \text{Directors' evaluation scores by supervisors}}{\text{Number of the supervisors}} \times 70\%$</p> <p>Overall score of supervisors' performance evaluation = $\frac{\sum \text{Self-evaluation and mutual evaluation scores of supervisors}}{\text{Number of the supervisors}}$</p> <p>Overall score of senior management's performance evaluation = $\frac{\text{Score of evaluation by the Board of Directors} \times 30\% + \sum \text{Senior management's evaluation scores by supervisors}}{\text{Number of the supervisors}} \times 70\%$</p>	<p>(Continued)</p> <p>Among which:</p> <p>1. Evaluation scores of directors and senior management:</p> <p>Director's evaluation scores = $(\text{Each director's self-evaluation scores} + \text{Mutual evaluation scores given to the director by other directors}) \div \text{Number of the directors}$</p> <p>Senior management's evaluation scores = $(\text{Each senior management member's self-evaluation scores} + \text{Mutual evaluation scores given to the senior management member by other senior management members}) \div \text{Number of senior management members} \times 30\% + \frac{\sum \text{Evaluation scores of the senior management member by directors}}{\text{Number of the directors}} \times 70\%$</p> <p>2. The Office of the Board of Directors is responsible for summarizing the evaluation scores of directors and senior management and submitting them to the Audit Committee of the Board of Directors.</p> <p>3. The Audit Committee of the Board of Directors shall conduct special evaluation based on the evaluation scores of directors and senior management and form the overall scores. The overall scores shall be reviewed and determined by the Audit Committee of the Board of Directors.</p> <p>Overall score of directors' performance evaluation = Director's evaluation score - Deductions from special evaluation</p> <p>Overall score of senior management's performance evaluation = Senior management's evaluation score - Deductions from special evaluation</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>(Continued)</p> <p>The Board of Directors shall timely report the evaluation results and corresponding scores of directors and senior management to the Board of Supervisors. And the Board of Supervisors shall summarize them, calculate the overall scores, and carefully determine the performance evaluation levels of directors, supervisors and senior management based on the regulatory evaluation of the Company's governance and the regulatory rating of the Bank.</p>	<p>(Continued)</p> <p>The criteria for deductions from special evaluation are as follows: Points shall be deducted for those who have received warnings or above in respect of accountability for any violation and failure in performance of duties, Party disciplinary sanctions, or administrative penalties imposed by regulatory authorities. For those who have been subject to multiple instances of accountability, sanctions or penalties during the evaluation period, deductions shall be accumulated; for those who have been subject to multiple types of accountability, sanctions or penalties for the same matter simultaneously, only one deduction shall be made. For any relevant circumstances specified in Articles 34, 35 and 36 below, the relevant provisions shall be implemented based on the aforesaid deductions.</p> <p>Competent: 80 scores (inclusive) or above</p> <p>Basically Competent: 60 scores (inclusive) to 80 scores</p> <p>Incompetent: Below 60 scores</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 34 Directors and supervisors shall not be rated as competent for the year if any of the following occasions occurs:</p> <p>(I) failure to attend in person more than two-thirds of the on-site meetings of the Board of Directors and the Board of Supervisors during the year;</p> <p>(II) the Board of Directors considers and approves matters in violation of laws and regulations or directors vote in favour of such matters that seriously violate regulatory provisions or the Articles of Association; decisions made by the Board of Directors or senior management are in violation of laws and regulations, or in serious violation of regulatory requirements and the Articles of Association, supervisors are aware of or should be aware of which, but fail to make inquiries or timely request the Board of Supervisors to pay attention to them and make corrections;</p> <p>(III) the Board of Directors has violated the Articles of Association, rules of procedures and decision-making procedures to consider material matters, and the directors have not raised any objection; the Board of Directors and senior management have violated the Articles of Association, rules of procedures and decision-making procedures to decide on material matters, or failed to implement the resolutions of the general meeting, the Board of Directors or the Board of Supervisors in a proper manner, the supervisors are aware of or should be aware of which, but fail to make inquiries or promptly request the Board of Supervisors to pay attention to them and make corrections;</p>	<p>Article 34 Directors shall not be rated as competent for the year if any of the following occasions occurs:</p> <p>(I) failure to attend in person more than two-thirds of the on-site meetings of the Board of Directors during the year;</p> <p>(II) the Board of Directors considers and approves matters in violation of laws and regulations or directors vote in favour of such matters that seriously violate regulatory provisions or the Articles of Association;</p> <p>(III) the Board of Directors has violated the Articles of Association, rules of procedures and decision-making procedures to consider material matters, and the directors have not raised any objection;</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>(Continued)</p> <p>(IV) the inefficient operation of the Board of Directors, the occurrence of corporate governance issues such as long-term non-election and failure to convene meetings normally for a long time, and the failure of the directors to timely reflect the situation and promote rectification; ineffective operation of the Board of Supervisors, serious weakening of supervision over the performance of the Board of Directors, senior management and their members, and failure of supervisors to make timely suggestions and promote effective rectification;</p> <p>(V) material non-compliance in equity and related party transaction management, material deviation in business strategies, material failure in risk management policies, obvious loopholes in the internal control system, and the failure of directors to make timely suggestions or rectification requests; the failure of Board of Supervisors to effectively perform its supervisory duties in respect of business strategies, risk management, internal control, financial accounting, incentive and restraint mechanism and other aspects as required, and the failure of supervisors to provide opinions in a timely manner and promote effective rectification;</p> <p>(VI) the major regulatory indicators such as capital adequacy ratio, asset quality and solvency fail to meet the regulatory requirements, and the directors and supervisors fail to provide comments and suggestions in a timely manner and promote effective rectification in accordance with their responsibilities;</p>	<p>(Continued)</p> <p>(IV) the inefficient operation of the Board of Directors, the occurrence of corporate governance issues such as long-term non-election and failure to convene meetings normally for a long time, and the failure of the directors to timely reflect the situation and promote rectification;</p> <p>(V) material non-compliance in equity and related party transaction management, material deviation in business strategies, material failure in risk management policies, obvious loopholes in the internal control system, and the failure of directors to make timely suggestions or rectification requests;</p> <p>(VI) the major regulatory indicators such as capital adequacy ratio, asset quality and solvency fail to meet the regulatory requirements, and the directors fail to provide comments and suggestions in a timely manner and promote effective rectification in accordance with their responsibilities;</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>(Continued)</p> <p>(VII) they are aware of or should be aware of the circumstances under which they are required to abstain from performing their duties but have not implemented as required;</p> <p>(VIII) directors and supervisors fail to promote effective rectifications towards major violations of laws and regulations identified and pointed out by supervisors in accordance with their responsibilities;</p> <p>(IX) directors and supervisors are personally administratively punished or disciplined by regulatory authorities;</p> <p>(X) other improper performance of duties as determined by the CBIRC.</p>	<p>(Continued)</p> <p>(VII) they are aware of or should be aware of the circumstances under which they are required to abstain from performing their duties but have not implemented as required;</p> <p>(VIII) directors fail to promote effective rectifications towards major violations of laws and regulations identified and pointed out by supervisors in accordance with their responsibilities;</p> <p>(IX) directors are personally administratively punished or disciplined by regulatory authorities;</p> <p>(X) other improper performance of duties as determined by the banking regulatory authorities.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 35 Directors and supervisors shall be rated as incompetent for the year if any of the following occasions occurs:</p> <p>(I) divulging secrets and damaging the legitimate rights and interests of the Bank;</p> <p>(II) accepting illegitimate benefits in the course of performing their duties or seeking personal gains by taking advantage of the positions of directors and supervisors;</p> <p>(III) participating in or assisting shareholders in improper intervention of the Bank and resulting in significant risks and losses of the Bank;</p> <p>(IV) concealing important facts, providing false materials or participating in the compilation of false materials;</p> <p>(V) concealing the Bank’s and relevant personnel’s major violations of laws, regulations and disciplines;</p> <p>(VI) resolutions of the Board of Directors and the Board of Supervisors that violate laws, regulations, regulatory provisions and the Articles of Association resulting in significant risks and serious losses of the Bank, and no objections were raised by directors and supervisors;</p> <p>(VII) refusing to rectify serious problems found in the performance evaluation;</p> <p>(VIII) other serious dereliction of duty identified by the CBIRC.</p>	<p>Article 35 Directors shall be rated as incompetent for the year if any of the following occasions occurs:</p> <p>(I) divulging secrets and damaging the legitimate rights and interests of the Bank;</p> <p>(II) accepting illegitimate benefits in the course of performing their duties or seeking personal gains by taking advantage of the positions of directors;</p> <p>(III) participating in or assisting shareholders in improper intervention of the Bank and resulting in significant risks and losses of the Bank;</p> <p>(IV) concealing important facts, providing false materials or participating in the compilation of false materials;</p> <p>(V) concealing the Bank’s and relevant personnel’s major violations of laws, regulations and disciplines;</p> <p>(VI) resolutions of the Board of Directors that violate laws, regulations, regulatory provisions and the Articles of Association resulting in significant risks and serious losses of the Bank, and no objections were raised by directors;</p> <p>(VII) refusing to rectify serious problems found in the performance evaluation;</p> <p>(VIII) other serious dereliction of duty identified by the banking regulatory authorities.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 37 Directors, supervisors and senior management who disagree with the performance evaluation procedures or results may apply to the Board of Supervisors of the Bank for appeal in the form of written opinions within five days in accordance with the Bank's procedures for handling major matters.</p>	<p>Article 37 Directors and senior management who disagree with the performance evaluation procedures or results may apply to Audit Committee of the Board of Directors of the Bank for appeal in the form of written opinions within five days.</p>
<p>Article 38 Directors and senior management shall submit the performance information for the previous year to the Board of Directors upon the end of each fiscal year within one month and cooperate in completing the self-evaluation and mutual evaluation; the office of the Board of Directors shall submit the performance files and other performance materials of directors and senior management to the Board of Supervisors in a timely manner within the required time.</p> <p>Supervisors shall submit the performance information for the previous year to the Board of Supervisors upon the end of each fiscal year within one month and cooperate in completing the self-evaluation and mutual evaluation; the office of the Board of Supervisors shall submit the performance files and other performance materials of the supervisors to the Board of Supervisors in a timely manner within the required time.</p>	<p>Article 38 Directors and senior management shall submit the performance information for the previous year to the Board of Directors in a timely manner prior to conducting annual performance evaluation work and cooperate in completing the self-evaluation and mutual evaluation; the office of the Board of Directors shall submit the performance files and other performance materials of directors and senior management to the Audit Committee of the Board of Directors in a timely manner within the required time.</p>

PROPOSAL REGARDING THE FORMULATION OF PERFORMANCE EVALUATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT

Before amendment	After amendment
<p>Article 39 The Board of Supervisors shall make work suggestions or treatment opinions based on the evaluation results, promptly report the evaluation results and relevant opinions and suggestions of directors, supervisors and senior management to the general meeting, promptly feedback the evaluation results and relevant opinions and suggestions of the directors and senior management to the Board of Directors, and formally notify directors, supervisors and senior management in person in writing.</p> <p>The Board of Directors and the Board of Supervisors shall organize interviews with the directors, supervisors and senior management whose performance evaluation results are “basically competent”, and propose the improvement requirements with a time limit to them. The Board of Directors and the Board of Supervisors shall provide necessary assistance and support for relevant directors, supervisors and senior management to improve their performance.</p> <p>The Board of Directors and the Board of Supervisors of the Bank shall hold directors, supervisors and senior management accountable for their “incompetent” ratings. Directors, supervisors and senior management who are rated as “incompetent” in accordance with the relevant provisions of the Measures may resign voluntarily, or be removed or dismissed by the Bank in accordance with relevant procedures and be reported to the regulatory authorities, and part or all of their remuneration as directors, supervisors and senior management shall be deducted accordingly. The Bank shall recover any losses incurred by directors, supervisors and senior management arising from their performance in violation of laws and regulations. Where a director, supervisor or senior management is suspected of committing a crime, the Bank shall promptly transfer the case to the judicial authority.</p>	<p>Article 39 Audit Committee of the Board of Directors shall make work suggestions or treatment opinions based on the evaluation results, promptly report the evaluation results and relevant opinions and suggestions of directors and senior management to the general meeting, promptly feedback the evaluation results and relevant opinions and suggestions of the directors and senior management to the Board of Directors, and formally notify directors and senior management in person in writing.</p> <p>The Board of Directors shall organize interviews with the directors and senior management whose performance evaluation results are “basically competent”, and propose the improvement requirements with a time limit to them. The Board of Directors and the Audit Committee of the Board of Directors shall provide necessary assistance and support for relevant directors and senior management to improve their performance.</p> <p>The Board of Directors of the Bank shall hold directors and senior management accountable for their “incompetent” ratings. Directors and senior management who are rated as “incompetent” in accordance with the relevant provisions of the Measures may resign voluntarily, or be removed or dismissed by the Bank in accordance with relevant procedures and be reported to the regulatory authorities, and part or all of their remuneration as directors and senior management shall be deducted accordingly. The Bank shall recover any losses incurred by directors and senior management arising from their performance in violation of laws and regulations. Where a director or senior management is suspected of committing a crime, the Bank shall promptly transfer the case to the judicial authority.</p>

Before amendment	After amendment
Article 40 The Board of Supervisors shall report the performance and the evaluation results of directors, supervisors and senior management to the CBIRC or its agencies before April 30 of each year.	Article 40 The Audit Committee of the Board of Directors shall report the performance and the evaluation results of directors, supervisors and senior management to the banking regulatory authorities before April 30 of each year.
Article 41 The Board of Supervisors of the Bank shall be responsible for the interpretation of the Measures.	Article 41 The Audit Committee of the Board of Directors of the Bank shall be responsible for the interpretation and amendment of the Measures.
Article 42 The Measures shall be considered and approved by the general meeting...	Article 42 The expression “The Measures shall be considered and approved by the general meeting” shall be deleted.

APPENDIX III OPINIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

In accordance with the Company Law, the Corporate Governance Standards of Banking and Insurance Institutions, the 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 2025 ANNUAL REPORT

In 2025, the Company timely, accurately, truthfully and completely disclosed the annual report, interim report and other information in strict accordance with laws and regulations, the 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 2025 Annual Report was agreed to be submitted to the shareholders’ general meeting for consideration.

II. INDEPENDENT OPINIONS ON APPOINTMENT OF THE ACCOUNTING FIRM FOR 2026

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 2026, respectively. Relevant decision-making procedures of engagement were in compliance with the requirement of relevant laws, regulations and the 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 WITH SUBSTANTIAL SHAREHOLDERS

According to relevant regulatory regulations, the matter on estimated caps for related party transactions with substantial shareholders 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 2025 profit distribution plan complies with relevant laws and regulations and the relevant provisions of the 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

NOTICE OF 2025 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 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the “AGM”) of Dongguan Rural Commercial Bank Co., Ltd. (the “Bank”) will be held at the conference room on the 3rd floor of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC on May 21, 2026 (Thursday) 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 for 2025
2. The Resolution in Relation to 2025 Annual Report
3. The Resolution in Relation to the Estimated Caps for Related Party Transactions with Substantial Shareholders
4. The Resolution in Relation to Appointment of the Accounting Firm for 2026
5. The Resolution in Relation to 2025 Profit Distribution Plan

* *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.*

NOTICE OF 2025 AGM

6. The Resolution in Relation to the Formulation of Performance Evaluation Measures for the Directors and Senior Management of the Bank

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

Dongguan City, Guangdong Province, the PRC
April 28, 2026

Notes:

1. For more details on the above proposed resolutions, please refer to the circular of the 2025 AGM of the Bank dated April 28, 2026.

2. **Closure of H Shares register of members**

As announced in the announcement of the Bank dated April 16, 2026, 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 May 1, 2026 (Friday) to May 21, 2026 (Thursday) (both days inclusive). The H Shareholders whose names appear on the H Shares register of members of the Bank on May 21, 2026 (Thursday) 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 30, 2026 (Thursday).

For the purpose of determining the entitlement of H Shareholders to the 2025 final dividend, the H Shares register of members of the Bank will be closed from May 28, 2026 (Thursday) to June 2, 2026 (Tuesday), both days inclusive. The H Shareholders whose names appear on the H Shares register of members of the Bank on June 2, 2026 (Tuesday) will receive the 2025 final dividend. In order to qualify for the 2025 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 May 27, 2026 (Wednesday).

3. **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.

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).

NOTICE OF 2025 AGM

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.

4. 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.

5. 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@drccbank.com before May 11, 2026 (Monday). The Board of the Bank will try its best to answer the questions at the AGM according to the actual situation.
6. 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 and Mr. QIAN Hua 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 and Ms. LIU Yuou as independent non-executive Directors.