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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)

**PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTORS;
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
THE DISSOLUTION OF THE BOARD OF SUPERVISORS;
AND
CLOSURE OF THE REGISTER OF MEMBERS OF H SHARES**

Proposed appointment of Independent Non-Executive Directors

The Board of Directors (the “**Board**” or the “**Board of Directors**”) of Dongguan Rural Commercial Bank Co., Ltd. (the “**Bank**”) hereby announces that the Board recommends the appointment of Mr. Chan Kwok Fung, Dennis, Mr. Li Yanwen, Ms. Zhang Shuangmei, and Ms. Wang Zhifang (collectively, the “**Independent Non-Executive Director Candidates**”) as independent non-executive directors of the Bank’s fifth session of Board of Directors. A proposal to appoint the Independent Non-Executive Director Candidates as the independent non-executive directors of the Bank will be submitted to the general meeting of the Bank for consideration and approval by the shareholders of the Bank (the “**Shareholders**”). The appointment of the Independent Non-Executive Director Candidates, after approval of the general meeting of the Bank, is subject to the approval of the regulatory authorities. Their term of office shall commence on the date of the approval of the regulatory authorities and end upon the expiry of the term of the fifth session of the Board. The Bank will announce in due course upon the appointment of the Independent Non-Executive Director Candidates taking effect.

* *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.*

The biographies of each of the Independent Non-Executive Director Candidates are set out in Appendix I to this announcement. Each of them has confirmed: (i) his/her independence as regards each of the factors set out in Rules 3.13(1) to (8) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) that he/she has no past or present financial or other interest in the business of the Bank or its subsidiaries, or any connection with any core connected person (as defined in the Listing Rules) of the Bank; and (iii) that there are no other factors that may affect their independence at the time of their appointment.

Service Contracts

Upon the appointment of the Independent Non-Executive Director Candidates taking effect, the Bank shall enter into service contracts with them for a term commencing on the date of their appointment and ending upon the expiry of the term of the fifth session of the Board of Directors of the Bank. Details of the service contracts and remuneration for the Independent Non-Executive Director Candidates will be announced upon the effective date of the appointment.

General Information

Saved as disclosed above and in the Appendix I to this announcement, as at the date of this announcement, each of the Independent Non-Executive Director Candidates has confirmed that: he/she (i) has not served as director in any company listed in Hong Kong or abroad over the past three years, and does not hold any other position in the Bank and its subsidiaries; (ii) does not have other major appointments or professional qualifications; (iii) does not have any other relationship with any other director, supervisor, senior management or substantial or controlling shareholders (if any) of the Bank; (iv) does not have any interest in the shares of the Bank or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); and (v) has no other information on his/her election to be shared with Shareholders, no information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and no other matters to be submitted to The Stock Exchange of Hong Kong Limited or Shareholders for attention.

Proposed Amendments to the Articles of Association and the Dissolution of the Board of Supervisors

In accordance with the Company Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies, the Listing Rules and other relevant laws, regulations, and regulatory requirements, and in light of the Bank's actual corporate governance practices, the Bank proposes to amend certain articles of the articles of association of the Bank (the "**Articles of Association**"). The proposed amendments to the Articles of Association include, but are not limited to, the dissolution of the Bank's Board of Supervisors (the "**Board of Supervisors**") and its special committees, with the audit committee under the Board of Directors assuming the responsibilities of the Board of Supervisors, the adjustments to the composition of the Board of Directors, and the update of the relevant articles according to the above laws and regulations.

The proposed amendments to the Articles of Association shall be approved by shareholders by a special resolution at the general meeting and subject to approval by the National Financial Regulatory Administration Dongguan Branch, and shall take effect upon the Bank obtaining all necessary approvals. It is proposed to submit to the general meeting for approval the authorization granted to the Board of Directors to handle matters related to the proposed amendments of the Articles of Association, including but not limited to adjusting and amending the Articles of Association (including but not limited to the text, chapters, clauses, conditions for effectiveness, attachments, etc.) in accordance with laws and regulations, the opinions of domestic and foreign regulatory authorities regarding the amendment of the articles of association and the actual situation of the Bank, and for the consent to the Board's delegation of authority to the operational management team to handle matters related to the reporting to banking regulatory authorities for approval and the industrial and commercial registration and filing relating to the proposed amendments to the Articles of Association.

From the date of the Articles of Association being approved by the National Financial Regulatory Administration Dongguan Branch, the Bank shall no longer establish the Board of Supervisors and its special committees. The audit committee under the Board of Directors shall exercise the powers of the Board of Supervisors as stipulated by the Company Law of the People's Republic of China and the regulatory requirements. Current members of the Board of Supervisors shall cease to serve as supervisors of the Bank or hold related positions within the Board of Supervisors. The following rules of the Bank pertaining to the Board of Supervisors shall be simultaneously repealed: Rules of Procedure for Meetings of the Board of Supervisors, Rules of Procedure for the Nomination Committee of the Board of Supervisors, Rules of Procedure for the Supervisory Committee of the Board of Supervisors, and Work Rules for External Supervisors.

Closure of the Register of Members of H Shares

The Board of Directors hereby announces that the Bank intends to convene the 2026 first extraordinary general meeting (the “**2026 First Extraordinary General Meeting**”), the 2026 first domestic shareholders class meeting and the 2026 first H shareholders class meeting (the “**2026 First H Shareholders Class Meeting**”) on Thursday, 8 January 2026. For the purpose of determining the H shareholders (the “**H Shareholders**”) of the Bank entitled to attend the 2026 First Extraordinary General Meeting and the 2026 First H Shareholders Class Meeting, the register of members of H Shares of the Bank will be closed from Tuesday, 9 December 2025 to Thursday, 8 January 2026 (both days inclusive). H Shareholders whose names appear on the register of members of H Shares of the Bank on Thursday, 8 January 2026, shall be entitled to attend and vote at the 2026 First Extraordinary General Meeting and the 2026 First H Shareholders Class Meeting.

In order to be eligible to attend and vote at the 2026 First Extraordinary General Meeting and/or the 2026 First H Shareholders Class Meeting, all the transfer documents of H shares together with the relevant share certificate(s) 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, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 8 December 2025 for registration.

A circular containing, among other things, details of the proposed appointment of the Independent Non-Executive Director Candidates as independent non-executive directors of the Bank and the proposed amendments to the Articles of Association, together with the notice of the 2026 First Extraordinary General Meeting and the 2026 First H Shareholders Class Meeting, will be published in due course on the Bank’s official website and the website of The Stock Exchange of Hong Kong Limited. Following the approval of the appointment of the Independent Non-Executive Director Candidates at the general meeting, the Bank will make a separate announcement regarding changes to the composition of Board committees.

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

Dongguan, Guangdong Province, the PRC
24 November 2025

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

Appendix I

Biographies of the Independent Non-Executive Director Candidates

Mr. Chan Kwok Fung, Dennis, aged 45, holds a postgraduate degree and is a fellow of the Hong Kong Institute of Certified Public Accountants (practising), a fellow of the Hong Kong Securities and Investment Institute, and a fellow of the Chartered Accountants Australia. He held positions including manager and associate director at Deloitte & Touche Corporate Finance Limited and Deloitte Financial Advisory Services Limited from January 2002 to November 2013, served as a director of investment banking and mergers & acquisitions department, SMBC Nikko Securities (Hong Kong) Limited from December 2013 to April 2022 and a director of Lego Corporate Finance Limited from May 2022 to February 2025.

He served as a member of the executive committee of the South China Athletic Association from July 2022 to June 2024, has served as a partner at CCTH (INTERNATIONAL) CPA (currently known as “TARGET CPA LIMITED”) since March 2025 and a member of the taxation committee and the insolvency management committee of The Society of Chinese Accountants & Auditors since January 2024.

Mr. Li Yanwen, aged 58, holds a bachelor’s degree and is a certified public accountant in the PRC, a certified asset appraiser, a certified tax agent in the PRC, a performance evaluator, a real estate appraiser, and a land appraiser. He served as a faculty member at Hunan University Hengyang Branch from July 1989 to July 1993, a department manager at Dongguan Accounting Firm from August 1993 to December 1998, director, deputy chief accountant, and party branch secretary at Dongguan Dezheng Accountants Office Co., Ltd. successively from December 1998 to January 2014, a partner, certified public accountant, and tax advisor at BDO China Shu Lun Pan Certified Public Accountants LLP from January 2014 to March 2019, and has served as executive director and chief accountant at Guangdong Shangde Certified Public Accountants Co., Ltd., executive director at Dongguan Shangde Tax Advisors Co., Ltd., and party branch secretary of Guangdong Shangde Certified Public Accountants (Tax Advisors) Co., Ltd. since March 2019.

He has served as a member of the Party Committee of the Dongguan Certified Public Accountants Association of the Communist Party of China since May 2010, served as an independent director of Guangdong Greenway Technology Co., Ltd. from August 2021 to August 2025, has served as a vice president of the Dongguan Certified Public Accountants Association of the Communist Party of China since December 2024, a council member of the Guangdong Certified Public Accountants Association since December 2024 and council member of the Guangdong Certified Tax Agents Association since December 2024.

Ms. Zhang Shuangmei, aged 39, holds a bachelor's degree and is a lawyer in the PRC. She served as a paralegal and then a trainee lawyer at Guangdong Youxin Law Firm from July 2007 to April 2011, a full-time lawyer at Guangdong Yaoli Law Firm from May 2011 to August 2015, a full-time lawyer at ETR Law Firm from August 2015 to October 2015, a seconded lawyer at ETR (Dongguan) Law Firm from October 2015 to March 2023 and has served as a founding partner and full-time lawyer at Guangdong Shengdian (Dongguan) Law Firm since April 2023.

She has served as a member of the administrative law professional committee and the women lawyers working committee of the Guangdong Provincial Lawyers Association since April 2022, the chair of the women lawyers working committee and a member of the administrative law professional committee of the Dongguan Lawyers Association since June 2023, an arbitrator of the Dongguan Arbitration Commission since July 2023 and a council member of the Lawyers' Research Association of the Guangdong Provincial Law Society since December 2023.

Ms. Wang Zhifang, aged 53, holds a bachelor's degree and is a lawyer in the PRC and investment project analyst. She served as a staff member at Dongguan Kaique Craft Products Factory from March 1995 to December 1997, a trainee lawyer at Dongguan Shilong Law Firm from January 1998 to July 1999, a lawyer and partner lawyer at Guangdong Fucheng Law Firm successively from August 1999 to July 2021, has served as a member of the disciplinary committee, Dongguan Lawyers Association since June 2020 and a senior partner at Kingpound (Dongguan) Law Firm since August 2021.