

IMPORTANT

IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



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)

GLOBAL OFFERING

Number of Offer Shares in the Global Offering : 1,148,091,000 H Shares (subject to the Over-allotment Option)
Number of International Offer Share : 1,033,281,000 H Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares : 114,810,000 H Shares (subject to adjustment)
Maximum Offer Price : HK\$8.71 per H Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong Dollars and subject to refund)
Nominal value : RMB1.00 per H Share
Stock code : 9889

Joint Sponsors

CMS **招商證券國際** **CMBI** **招銀國際** **農銀國際** **ABC INTERNATIONAL** **ICBC** **工銀國際**

Joint Global Coordinators

農銀國際 **ABC INTERNATIONAL** **CMS** **招商證券國際** **CMBI** **招銀國際** **ICBC** **工銀國際** **富強證券** **FORTUNE SECURITIES**

Joint Bookrunners and Joint Lead Managers

農銀國際 **ABC INTERNATIONAL** **CMS** **招商證券國際** **CMBI** **招銀國際** **ICBC** **工銀國際** **富強證券** **海通國際** **HAITONG** **建銀國際** **CDB INTERNATIONAL** **AMTD** **尚乘**

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified under the paragraph head “1. Documents delivered to the Registrar of Companies” in Appendix VIII “Documents Delivered to the Registrar of Companies and Available for Inspection” to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by a Price Determination Agreement between the Joint Global Coordinators (on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or around Wednesday, September 22, 2021 (Hong Kong time) and, in any event, not later than Friday, September 24, 2021 (Hong Kong time). The Offer Price will be not more than HK\$8.71 and is currently expected to be not less than HK\$7.92 per Offer Share. If, for any reason, the Offer Price is not agreed by Friday, September 24, 2021 (Hong Kong time) between the Joint Global Coordinators (on behalf of the Underwriters) and us, the Global Offering will not proceed and will lapse.

The Joint Global Coordinators, on behalf of the Underwriters, may, where considered appropriate and with our consent, reduce the number of Hong Kong Offer Shares and/or the indicative Offer Price range below that stated in this prospectus (which is HK\$7.92 to HK\$8.71) at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Hong Kong Offer Shares and/or the indicative Offer Price range will be published on the website of our Bank at www.drcbank.com and on the website of the Hong Kong Stock Exchange at www.hkexnews.hk as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Further details are set forth in the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in this prospectus.

We are incorporated, and all our businesses are located, in the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong and that there are different risk factors relating to investment in PRC-incorporated businesses. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of the H Shares. Such differences and risk factors are set out in the sections headed “Risk Factors”, “Appendix IV — Summary of Principal Legal and Regulatory Provisions” and “Appendix V — Summary of Articles of Association” in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Global Coordinators (on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. See the section headed “Underwriting” in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States of America and may be offered and sold only outside the United States of America in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

ATTENTION

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this prospectus or printed copies of any application form to the public in relation to the Hong Kong Public Offering. This prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at www.drcbank.com.

If you require a printed copy of this prospectus, you may download and print from the website addresses above.

* 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.

IMPORTANT

IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.

This prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at www.drcbank.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **White Form eIPO** service at www.eipo.com.hk;
- (2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
 - i. instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
 - ii. (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of this prospectus are identical to the printed document as registered with the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

If you are an **intermediary, broker** or **agent**, please remind your customers, clients or principals, as applicable, that this prospectus is available online at the website addresses above.

Please refer to the section headed “How to apply for Hong Kong Offer Shares” in this prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application must be for a minimum of 1,000 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

IMPORTANT

Dongguan Rural Commercial Bank Co., Ltd.

(HK\$8.71 per Hong Kong Offer Share)

NUMBER OF HONG KONG OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS

No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application
	HK\$		HK\$		HK\$		HK\$
1,000	8,797.78	25,000	219,944.27	200,000	1,759,554.13	2,000,000	17,595,541.34
2,000	17,595.54	30,000	263,933.13	250,000	2,199,442.67	3,000,000	26,393,312.01
3,000	26,393.32	35,000	307,921.97	300,000	2,639,331.20	4,000,000	35,191,082.68
4,000	35,191.08	40,000	351,910.83	350,000	3,079,219.74	5,000,000	43,988,853.35
5,000	43,988.86	45,000	395,899.68	400,000	3,519,108.27	15,000,000	131,966,560.05
6,000	52,786.62	50,000	439,888.54	450,000	3,958,996.81	25,000,000	219,944,266.75
7,000	61,584.40	60,000	527,866.24	500,000	4,398,885.34	35,000,000	307,921,973.45
8,000	70,382.16	70,000	615,843.95	600,000	5,278,662.40	45,000,000	395,899,680.15
9,000	79,179.94	80,000	703,821.65	700,000	6,158,439.47	57,405,000 ⁽¹⁾	505,036,025.31
10,000	87,977.71	90,000	791,799.37	800,000	7,038,216.54		
15,000	131,966.56	100,000	879,777.07	900,000	7,917,993.60		
20,000	175,955.41	150,000	1,319,665.61	1,000,000	8,797,770.67		

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of Hong Kong Offer Shares will be considered and any such application is liable to be rejected.