

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 25 MAY 2023;
APPOINTMENT OF EXECUTIVE DIRECTOR,
ELECTION OF CHAIRMAN AND
CHANGE IN COMPOSITION OF THE BOARD COMMITTEES;
AND
DISTRIBUTION OF THE FINAL DIVIDEND**

References are made to the notice of 2022 annual general meeting dated 4 May 2023 (the “**Notice**”) and the circular dated 4 May 2023 (the “**Circular**”) of Dongguan Rural Commercial Bank Co., Ltd. (the “**Bank**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise specified.

POLL RESULTS OF THE 2022 AGM

The Board of Director is pleased to announce that, the 2022 AGM had been held at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC on 25 May 2023 and all the proposed resolutions set out in the Notice (the “**Resolution(s)**”) have been duly passed by way of poll. The 2022 AGM was convened in compliance with the requirements of the Company Law and the Articles. Except for Mr. WANG Junyang who did not attend due to other work arrangements, other Directors attended the meeting.

As at the date of the 2022 AGM, the total number of Shares in issue was 6,888,545,510 Shares, of which 5,740,454,510 were Domestic Shares and 1,148,091,000 were H Shares, all of which entitle its holder to attend and vote on any resolution proposed at the 2022 AGM. Shareholders holding an aggregate of 3,926,766,171 Shares, representing approximately 57.00% of the total issued Shares, attended the 2022 AGM, either in person or by proxy.

* *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.*

There was no Shareholder who is entitled to attend the 2022 AGM but to abstain from voting in favour of any of the Resolutions as required by Rule 13.40 of the Listing Rules, and none of the Shareholders was required to abstain from voting on any of the Resolutions at the 2022 AGM pursuant to the requirements of the Listing Rules. No Shareholder has stated the intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the 2022 AGM.

The poll results of the Resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	The Resolution in relation to Work Report of the Board of Directors of the Bank for 2022	3,926,766,171 (100.00%)	0 (0.00%)	0 (0.00%)
2.	The Resolution in relation to Work Report of the Board of Supervisors of the Bank for 2022	3,926,766,171 (100.00%)	0 (0.00%)	0 (0.00%)
3.	The Resolution in relation to Appointment of Executive Director of the Bank	3,926,766,171 (100.00%)	0 (0.00%)	0 (0.00%)
4.	The Resolution in relation to 2022 Annual Report of the Bank	3,926,766,171 (100.00%)	0 (0.00%)	0 (0.00%)
5.	The Resolution in relation to Donation to Dongguan Rural Commercial Bank Education Public Welfare Foundation to Support Dongguan Secondary School and Other Education Public Welfare Undertakings	3,926,766,171 (100.00%)	0 (0.00%)	0 (0.00%)
6.	The Resolution in relation to the Plan for Estimated Caps for Certain Recurring Related Party Transactions of the Bank ^{Note}	3,066,814,026 (97.64%)	0 (0.00%)	74,027,320 (2.36%)
7.	The Resolution in relation to Appointment of the Accounting Firms for 2023 Financial Statements of the Bank	3,926,452,171 (99.99%)	314,000 (0.01%)	0 (0.00%)
8.	The Resolution in relation to 2022 Final Financial Accounts Plan of the Bank	3,926,766,171 (100.00%)	0 (0.00%)	0 (0.00%)
9.	The Resolution in relation to 2022 Profit Distribution Plan of the Bank	3,926,766,171 (100.00%)	0 (0.00%)	0 (0.00%)
10.	The Resolution in relation to 2023 Financial Budget Plan of the Bank	3,926,766,171 (100.00%)	0 (0.00%)	0 (0.00%)

Note: As the related parties (including their related parties) to the estimated cap for the related party transactions under the Resolution number 6 have interests in such Resolution, pursuant to Article 46 of the Measures for the Administration of Affiliated Transactions of Banking and Insurance Institutions (《銀行保險機構關聯交易管理辦法》), they abstained from voting on such Resolution. Such related Shareholders hold an aggregate of 785,924,825 Shares. For details of the related parties, please refer to the Circular.

As the votes casted in favour of each of Resolutions number 1 to 10, being ordinary resolutions, represented more than half of the voting rights held by the Shareholders attending (including attendance by proxy) the 2022 AGM, such Resolutions were duly passed.

Computershare Hong Kong Investor Services Limited, the H share registrar of the Bank, acted as the scrutineer for vote-taking at the 2022 AGM. The PRC legal advisor of the Bank, two Shareholder representatives and two Supervisors also participated in the vote-tabulation and acted as the scrutineer for vote-taking.

APPOINTMENT OF EXECUTIVE DIRECTOR, ELECTION OF CHAIRMAN AND CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board is pleased to announce that, pursuant to the Resolution number 3, Mr. LU Guofeng (盧國鋒) was approved to be appointed as an executive Director of the fourth session of the Board of the Bank, by the Shareholders at the 2022 AGM. As at the date of this announcement, the Board has further resolved to appoint Mr. LU Guofeng as the chairman of the fourth session of the Board and the chairman of the Strategic Decision and Sannong Committee of the Bank. For the biographical details of Mr. LU Guofeng, please refer to the Circular. As of the date of this announcement, the biographical details contained in the Circular remain accurate and up-to-date. Save as disclosed in the Circular, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The appointments of Mr. LU Guofeng as an executive Director, the chairman of the Board and the chairman of the Strategic Decision and Sannong Committee are subject to the approvals from the regulatory authorities. Further announcement(s) will be made in due course by the Bank upon the appointment taking effect.

In addition, the Board further announces that, with effect from 25 May 2023, Mr. ZENG Jianhua (曾儉華), an independent non-executive Director, has been appointed as a member of the Comprehensive Risk Management Committee of the Bank, and Mr. WANG Junyang (王君揚), a non-executive Director, has ceased to be a member of the Comprehensive Risk Management Committee and the Strategic Decision and Sannong Committee of the Bank.

DISTRIBUTION OF THE FINAL DIVIDEND

The distribution of final dividend of RMB0.29 per share (tax inclusive) for the year ended 31 December 2022 (the “**Final Dividend**”) was approved at the 2022 AGM. The Final Dividend is denominated in RMB, and will be paid to the Domestic Shareholders and H Shareholders in RMB and HKD, respectively. The Final Dividend to be 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 on the date of approval of the distribution of the Final Dividend (i.e. 25 May 2023) and the four preceding working days, which is HKD1.00 to RMB0.89932. Accordingly, the Final Dividend to be paid per H Share is HKD0.32247 (tax inclusive).

To determine the entitlement of H Shareholders to the Final Dividend, the H Share register of members of the Bank will be closed from 1 June 2023 (Thursday) to 6 June 2023 (Tuesday), both days inclusive, during which period no transfer of H Shares will be registered. In order to qualify for the 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 31 May 2023 (Wednesday).

For taxation and tax relief arrangement in relation to the Final Dividend, please refer to the Circular.

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

Dongguan City, Guangdong Province, the PRC
25 May 2023

As at the date of this announcement, the Board of Directors of the Bank comprises Mr. FU Qiang and Mr. YE Jianguang as executive Directors; Mr. LAI Chun Tung, Mr. WANG Junyang, Mr. CAI Guowei, Mr. YE Jinquan, Mr. CHEN Haitao, Mr. ZHANG Qingxiang, Mr. CHEN Weiliang and Mr. TANG Wencheng as non-executive Directors; 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.