
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Dongguan Rural Commercial Bank Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale 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 2023,
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2023,
2023 ANNUAL REPORT,
APPOINTMENT OF DIRECTORS OF THE FIFTH SESSION
OF THE BOARD OF DIRECTORS,
APPOINTMENT OF NON-EMPLOYEE SUPERVISORS
OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS,
ESTIMATED CAPS FOR RELATED PARTY TRANSACTIONS IN 2024,
APPOINTMENT OF THE AUDIT ACCOUNTING FIRMS FOR 2024,
2023 FINAL FINANCIAL ACCOUNTS PLAN,
2023 PROFIT DISTRIBUTION PLAN,
2024 FINANCIAL BUDGET PLAN,
PUBLIC ISSUANCE OF CAPITAL BONDS,
PUBLIC ISSUANCE OF NON-CAPITAL BONDS,
MERGERS BY ABSORPTION OF
DONGGUAN DALANG DONGYING COUNTY BANK AND
HUIZHOU ZHONGKAI DONGYING COUNTY BANK,
AUTHORIZATION OF THE BOARD OF DIRECTORS TO CARRY OUT THE
DEEPENING REFORM OF YUNFU XINXING DONGYING COUNTY BANK AND
HEZHOU BABU DONGYING COUNTY BANK,
AND
NOTICE OF 2023 AGM**

A notice convening the 2023 AGM to be held at 2:30 p.m. on May 30, 2024 (Thursday) at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC is set out on pages AGM-1 to AGM-6 of this circular. A reply slip and form of proxy for H Shareholders for use at the 2023 AGM can be downloaded from the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Bank at www.drcbank.com.

If you intend to attend the 2023 AGM in person or by proxy, you are required to inform the Bank prior to May 20, 2024 (Monday) at 4:30 p.m., and H Shareholders are required to return the reply slip for H Shareholders for use at the 2023 AGM to the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

H Shareholders who wish to attend the 2023 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 in Hong Kong, Computershare Hong Kong Investor Services Limited (the same address referred to above) not less than 48 hours before the time for the holding of the 2023 AGM (i.e. prior to 2:30 p.m. on May 28, 2024 (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 2023 AGM or any adjournment thereof should you so wish.

To enhance the efficiency of the meeting, the 2023 AGM will not have an on-site question-and-answer session. If Shareholders have any questions about the Board of the Bank, please send the questions together with personal information and share certificate to the mailbox gddh@drcbank.com before May 20, 2024 (Monday). The Board of the Bank will try its best to answer the questions at the 2023 AGM according to the actual situation.

In case of any discrepancy between the Chinese and English versions of this circular and the notice of the 2023 AGM, the Chinese version shall prevail.

* Dongguan Rural Commercial Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.

May 9, 2024

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DEFINITIONS

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

“2023 AGM”	the 2023 annual general meeting of the Bank to be held at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC on May 30, 2024 (Thursday) at 2:30 p.m., or if the context requires, including the adjournment thereof (if any)
“Articles” or “Articles of Association”	the articles of association of the Bank
“Bank”	Dongguan Rural Commercial Bank Co., Ltd. (東莞農村商業銀行股份有限公司), a joint stock company established on December 22, 2009 through restructuring in the PRC with limited liability and its H Shares listed on the Stock Exchange, and if the context requires, including its predecessor, branches and sub-branches but excluding its subsidiaries
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“Company Law”	the Company Law of the People’s Republic of China
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	ordinary share(s) with a par value of RMB1.00 per share issued by the Bank in the PRC, which shall be subscribed in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Dongguan Dalang Dongying County Bank”	Dongguan Dalang Dongying County Bank Company Limited* (東莞大朗東盈村鎮銀行股份有限公司), a joint stock company incorporated on June 25, 2012 in the PRC with limited liability and a non-wholly owned subsidiary of the Bank
“Group” or “we” or “us”	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)
“Hezhou Babu Dongying County Bank”	Hezhou Babu Dongying County Bank Company Limited* (賀州八步東盈村鎮銀行股份有限公司), a joint stock company incorporated on August 8, 2012 in the PRC with limited liability and a non-wholly owned subsidiary of the Bank
“Huizhou Zhongkai Dongying County Bank”	Huizhou Zhongkai Dongying County Bank Company Limited* (惠州仲愷東盈村鎮銀行股份有限公司), a joint stock company incorporated on December 13, 2010 in the PRC with limited liability and a non-wholly owned subsidiary of the Bank
“Latest Practicable Date”	May 8, 2024, 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)

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s), including Domestic Shareholder(s) and H Shareholder(s)
“Supervisor(s)”	the supervisor(s) of the Bank
“Yunfu Xinxing Dongying County Bank”	Yunfu Xinxing Dongying County Bank Company Limited* (雲浮新興東盈村鎮銀行股份有限公司), a joint stock company incorporated on December 23, 2011 in the PRC with limited liability and a non-wholly owned subsidiary of the Bank

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

LETTER FROM THE BOARD



DRC Bank

Dongguan Rural Commercial Bank Co., Ltd.*

東莞農村商業銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 9889)

Executive Directors:

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

Mr. FU Qiang

Mr. YE Jianguang

Registered address and headquarters address:

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

Non-executive Directors:

Mr. LAI Chun Tung

Mr. WANG Junyang

Mr. CAI Guowei

Mr. YE Jinqun

Mr. CHEN Haitao

Mr. ZHANG Qingxiang

Mr. CHEN Weiliang

Mr. TANG Wencheng

Principal place of business in Hong Kong:

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

Independent Non-executive Directors:

Mr. ZENG Jianhua

Mr. YIP Tai Him

Mr. XU Zhi

Mr. TAN Fulong

Ms. LIU Yuou

Ms. XU Tingting

May 9, 2024

To the Shareholders

Dear Sir or Madam,

* *Dongguan Rural Commercial Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.*

LETTER FROM THE BOARD

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2023,
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PUBLIC ISSUANCE OF CAPITAL BONDS,
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MERGERS BY ABSORPTION OF
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AUTHORIZATION OF THE BOARD OF DIRECTORS TO CARRY OUT THE
DEEPENING REFORM OF YUNFU XINXING DONGYING COUNTY BANK AND
HEZHOU BABU DONGYING COUNTY BANK,
AND
NOTICE OF 2023 AGM**

INTRODUCTION

The 2023 AGM will be held at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC at 2:30 p.m. on May 30, 2024 (Thursday). The resolutions will be proposed at the meeting to the Shareholders for consideration and approval, including ordinary resolutions: (1) the work report of the Board of Directors for 2023, (2) the work report of the Board of Supervisors for 2023, (3) the 2023 annual report, (4) appointment of Directors of the fifth session of the Board of Directors, (5) appointment of non-employee Supervisors of the fifth session of the Board of Supervisors, (6) the estimated caps for related party transactions in 2024, (7) the appointment of the audit accounting firms for 2024, (8) the 2023 final financial accounts plan, (9) the 2023 profit distribution plan, (10) the 2024 financial budget plan; and special resolutions: (11) public issuance of capital bonds, (12) public issuance of non-capital bonds, (13) merger by absorption of Dongguan Dalang Dongying County Bank, (14) implementation plan for merger by absorption of Dongguan Dalang Dongying County Bank, (15) authorization of the Board of Directors to organize and implement the work related to the Bank's merger by absorption of Dongguan Dalang Dongying County Bank, (16) merger by absorption of Huizhou Zhongkai Dongying County Bank, (17) implementation plan for merger by absorption of Huizhou Zhongkai Dongying County Bank, (18) authorization of the Board of Directors to organize and implement the work related to the

LETTER FROM THE BOARD

Bank's merger by absorption of Huizhou Zhongkai Dongying County Bank, (19) authorization of the Board of Directors to carry out the deepening reform of Yunfu Xinxing Dongying County Bank and Hezhou Babu Dongying County Bank.

Meanwhile, Shareholders will also listen to (1) the work report of the independent Directors for 2023, (2) the report on the result of duty performance evaluation of the Directors, Supervisors and senior management in 2023, (3) the report on related party transactions for 2023 at the 2023 AGM.

The notice of 2023 AGM is set out on pages AGM-1 to AGM-6 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 2023 AGM.

I. MATTERS TO BE RESOLVED AT THE 2023 AGM

1. Work Report of the Board of Directors for 2023

For the full text of work report of the Board of Directors for 2023, please refer to Appendix I to this circular.

2. Work Report of the Board of Supervisors for 2023

For the full text of work report of the Board of Supervisors for 2023, please refer to Appendix II to this circular.

3. 2023 Annual Report

The 2023 Annual Report is available on the websites of the Bank (www.drcbank.com) and the Hong Kong Stock Exchange (www.hkexnews.hk).

4. Appointment of Directors of the fifth session of the Board of Directors

Reference is made to the announcement of the Bank dated April 16, 2024 in relation to, among others, the re-election of the Board of Directors and the consideration and approval of the list of candidates for Directors of the fifth session of the Board.

LETTER FROM THE BOARD

The list of candidates for Directors of the fifth session of the Board is as follows:

- (1) Mr. Lu Guofeng (盧國鋒), Mr. Fu Qiang (傅強), Mr. Qian Hua (錢華) and Mr. Ye Jianguang (葉建光) are the candidates for executive Directors of the fifth session of the Board;
- (2) Ms. Li Huiqin (黎慧琴), Mr. Wong Wai Hung (王偉雄), Mr. Ye Jinquan (葉錦泉), Mr. Zhang Qingxiang (張慶祥), Mr. Chen Weiliang (陳偉良), Mr. Tang Wencheng (唐聞成) and Mr. Chan Ho Fung (陳浩峰) are the candidates for non-executive Directors of the fifth session of the Board;
- (3) Mr. Zeng Jianhua (曾儉華), Mr. Yip Tai Him (葉棣謙), Mr. Xu Zhi (許智), Mr. Tan Fulong (譚福龍), Ms. Liu Yuou (劉宇鷗) and Ms. Xu Tingting (許婷婷) are the candidates for independent non-executive Directors of the fifth session of the Board.

(the above are collectively referred to as the “**Director Candidates**”)

The biographical details of the above Director Candidates are set out in the Appendix III to this circular.

All the above 6 candidates for independent non-executive Directors have professional skills in legal, accounting or finance fields, one of whom is from Hong Kong and is familiar with international accounting standards and Hong Kong capital market rules; 2 are female who can help maintain the gender diversity profile of the Board of Directors. As recommended by the nomination and remuneration committee of the Board of Directors and nominated by the Board of Directors, it is proposed to submit to the 2023 AGM for consideration and approval of appointment of the above 6 candidates for independent non-executive Directors as independent non-executive Directors of the fifth session of the Board of Directors of the Bank. The candidates for independent non-executive Directors confirmed their independence according to the independence guidelines set out in Rule 3.13 of the Listing Rules. The nomination and remuneration committee of the Board of Directors and the Board of Directors are also satisfied with their independence after assessment.

According to the Articles of Association of the Bank, the Directors of the Bank shall hold office for three years until the expiration of the term of the fifth session of the Board. The qualifications of newly elected Directors are subject to the approval of the regulatory authorities, and the qualifications of re-elected Directors shall take effect from the date of approval at the 2023 AGM.

LETTER FROM THE BOARD

Service Contract

If the Director Candidates are duly appointed, the Bank will enter into service contracts with them. Details of the service contracts and remuneration of the Director Candidates will be announced upon their appointments taking effect.

General Information

Save as disclosed in this circular, as at the Latest Practicable Date, the Director Candidates have confirmed that they: (i) have not served as director in any company listed in Hong Kong or abroad over the past three years, and do not hold any other position in the Bank and its affiliates; (ii) do not have other major appointments or professional qualifications; (iii) do not have any other relationship with any other Director of the fifth session of the Board, Supervisor of the fifth session of the Board of Supervisors, senior management or substantial and/or controlling Shareholders (as defined in the Listing Rules) of the Bank; (iv) do 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) have 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 Hong Kong Stock Exchange or Shareholders for attention.

5. Appointment of Non-employee Supervisors of the Fifth Session of The Board of Supervisors

Reference is made to the announcement of the Bank dated April 16, 2024 in relation to, among others, the re-election of the Board of Supervisors and the consideration and approval of the list of candidates for Supervisors of the fifth session of the Board of Supervisors.

The list of candidates for Supervisors of the fifth session of the Board of Supervisors is as follows:

- (1) Mr. Chen Sheng (陳勝), Mr. Chen Huinan (陳惠南), Ms. Wen Junhua (文軍華), and Ms. Liu Liping (劉麗萍) are candidates for employee Supervisors of the fifth session of the Board of Supervisors;
- (2) Ms. Deng Qian (鄧倩), Mr. Cai Junbang (蔡浚邦), Mr. Liu Jiahao (劉家豪), and Mr. Li Guoyu (黎國裕) are candidates for shareholder representative Supervisors of the fifth session of the Board of Supervisors (“**candidate(s) for shareholder representative Supervisor(s)**”);

LETTER FROM THE BOARD

- (3) Ms. Wei Haiying (衛海英), Mr. Zhang Bangyong (張邦永), Ms. Mai Xiuhua (麥秀華) and Mr. Liu Sheng (劉盛) are candidates for external Supervisors of the fifth session of the Board of Supervisors (“**candidate(s) for external Supervisor(s)**”, together with candidate(s) for shareholder representative Supervisor(s), collectively referred to as “**non-employee Supervisor Candidate(s)**”).

(the above are collectively referred to as the “**Supervisor Candidates**”)

The biographical details of the above non-employee Supervisor Candidates are set out in the Appendix IV to this circular.

According to the Articles of Association of the Bank, the Supervisors of the Bank shall hold office for three years, with effect from the date of approval at the 2023 AGM for non-employee Supervisors and with effect from the date of approval at the employee representative meeting for employee Supervisors until the expiry of the term of the fifth session of the Board of Supervisors.

The employee Supervisors of the fifth session of the Board of Supervisors will be elected at the employee representative meeting of the Bank, which is not subject to Shareholders’ approval. The Bank will publish relevant announcement(s) in respect of the election of employee Supervisors of the fifth session of the Board of Supervisors in due course in accordance with the Listing Rules. The non-employee Supervisors will form the fifth session of the Board of Supervisors of the Bank together with the employee Supervisors elected at the employee representative meeting of the Bank.

Service Contract

If the Supervisor Candidates are duly appointed, the Bank will enter into service contracts with them. Details of the service contracts and remuneration of the Supervisor Candidates will be announced upon their appointments taking effect.

General Information

Save as disclosed in this circular, as at the Latest Practicable Date, the Supervisor Candidates have confirmed that they: (i) have not served as director in any company listed in Hong Kong or abroad over the past three years, and do not hold any other position in the Bank and its affiliates; (ii) do not have other major appointments or professional qualifications; (iii) do not have any other relationship with any other Director of the fifth session of the Board, Supervisor of the fifth session of the Board of Supervisors, senior management or substantial and/or controlling Shareholders (as defined in the Listing Rules) of the Bank; (iv) do 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) have no other

LETTER FROM THE BOARD

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 Hong Kong Stock Exchange or Shareholders for attention.

6. Estimated Caps for Related Party Transactions in 2024

The Bank has formulated the 2024 estimated caps for credit, asset transfer, service and deposit related party transactions in order to regulate the management of related party transactions of the Bank through such measures as controlling the risks of related party transactions, improving the quality of approval of related party transactions, strictly controlling the indicators of related degree, optimizing the credit structure throughout the Bank, improving the efficiency of customer service, and effectively protecting the interests of the Bank and all Shareholders.

I. Caps of related party transactions

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

The total net amount of related party credit of the Bank shall not exceed 30% of the net capital, and the estimated caps of the credit related party transactions for the major related parties are as follows:

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

General Information

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

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Relationship with the Bank: As at December 31, 2023, Fook Man Development held 126,262,000 Shares of the Bank, accounting for 1.83%; Fook Man Development and its related parties held a total of 126,262,000 Shares of the Bank, accounting for 1.83%. Fook Man Development has a related relationship with Tang Wencheng (唐聞成), a Director of the Bank.

Estimated cap

The estimated cap of credit related party transactions for Fook Man Development and its related parties in 2024 is RMB2.28 billion.

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

General information

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

Relationship with the Bank: As at December 31, 2023, Canvest Investment held 299,246,910 Shares of the Bank, accounting for 4.34%; Canvest Investment and its related parties held a total of 304,190,898 Shares of the Bank, accounting for 4.42%. Canvest Investment has a related relationship with Lai Chun Tung (黎俊東), a Director of the Bank.

Estimated cap

The estimated cap of credit related party transactions for Canvest Investment and its related parties in 2024 is RMB2.69 billion.

LETTER FROM THE BOARD

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

General information

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

Relationship with the Bank: As of December 31, 2023, Kanghua Group held 150,104,602 Shares of the Bank, accounting for 2.18%; Kanghua Group and its related parties held a total of 172,389,749 Shares of the Bank, accounting for 2.50%. Kanghua Group has a related relationship with Wang Junyang, a Director of the Bank.

Estimated cap

The estimated cap of credit related party transactions for Kanghua Group and its related parties in 2024 is RMB2.39 billion.

Guangdong Haide Group Co., Ltd.* (廣東海德集團有限公司) and its related parties

General information

Company profile: Guangdong Haide Group Co., Ltd. (“**Haide Group**”) was established on July 28, 2000, and its legal representative is Ye Jinqun (葉錦泉). Its registered capital is RMB200 million, and its business scope includes: industrial investment, engineering bidding agency services, building intelligent engineering, decoration design and engineering construction, production of hardware products, landscaping engineering, sales of building materials and decoration materials (excluding hazardous chemicals), real estate development (operated with valid qualification certificates).

LETTER FROM THE BOARD

Relationship with the Bank: As of December 31, 2023, Haide Group held 69,784,524 Shares of the Bank, accounting for 1.01%; Haide Group and its related parties held a total of 116,333,556 Shares of the Bank, accounting for 1.69%. Haide Group has a related relationship with Ye Jinquan, a Director of the Bank.

Estimated cap

The estimated cap of credit related party transactions for Haide Group and its related parties in 2024 is RMB3.20 billion.

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

General information

Company profile: Dongguan Hongyuan Hotel Co., Ltd. (“**Hongyuan Hotel**”) was established on June 22, 2000, and its legal representative is Chen Jiangtao (陳江濤). Its registered capital is RMB10 million, and its business scope includes: catering services, tourism, karaoke, ballroom, hairdressing service, cigarette retail, beauty service (excluding medical beauty).

Relationship with the Bank: As of December 31, 2023, Hongyuan Hotel held 30,100,000 Shares of the Bank, accounting for 0.44%; Hongyuan Hotel and its related parties held a total of 32,845,106 Shares of the Bank, accounting for 0.48%. Hongyuan Hotel has a related relationship with Chen Haitao (陳海濤), a Director of the Bank.

Estimated cap

The estimated cap of credit related party transactions for Hongyuan Hotel and its related parties in 2024 is RMB2.83 billion.

LETTER FROM THE BOARD

Dongguan Zhenxing Paper Co., Ltd.* (東莞振興紙品有限公司) and its related parties

General information

Company profile: Dongguan Zhenxing Paper Co., Ltd. (“**Zhenxing Paper**”) was established on May 3, 1992, and its legal representative is Zhang Chuangzhi (張創志). Its registered capital is HK\$87,911,000, and its business scope includes: manufacture and sale of corrugated cartons, corrugated boards, color cartons, and printing of packaging and decorative printing materials. Establishment of R&D organizations to research, develop and design self-produced products and provision of related technical services.

Relationship with the Bank: As of December 31, 2023, Zhenxing Paper and its related parties held a total of 5,309,779 Shares of the Bank, accounting for 0.08%. Zhenxing Paper has a related relationship with Zhang Qingxiang (張慶祥), a Director of the Bank.

Estimated cap

The estimated cap of credit related party transactions for Zhenxing Paper and its related parties in 2024 is RMB1.85 billion.

Dongguan Yinyan Plastic Container Co., Ltd.* (東莞市銀燕塑料容器有限公司) and its related parties

General information

Company profile: Dongguan Yinyan Plastic Container Co., Ltd. (“**Yinyan Plastic**”) was established on February 2, 1999, and its legal representative is Huang Meizhu (黃美珠). Its registered capital is RMB100 million, and its business scope includes: printing of packaging and decorative printed matter, and other printed matter; production and sales of hardware products, plastic products, glass products, maternal products (breast pumps, feeding bottles, cups, pacifiers, bowls), and toy products; R&D, design, production and sales of outdoor sports cups; import and export of goods; self-owned property leasing.

LETTER FROM THE BOARD

Relationship with the Bank: As of December 31, 2023, Yinyan Plastic and its related parties held a total of 500,000 Shares of the Bank, accounting for 0.01%. Yinyan Plastic has a related relationship with Wang Zhujin (王柱錦), a supervisor of the Bank.

Estimated cap

The estimated cap of credit related party transactions for Yinyan Plastic and its related parties in 2024 is RMB1.11 billion.

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

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

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

The estimated cap of related party transactions of the service category is RMB40 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) Estimated cap of related party transactions of the deposit category

The estimated cap of related party transactions of the deposit category is RMB5 billion.

II. Definitions of related parties and related party transactions

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

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

III. Validity period of the amount: valid from the date of consideration and approval at the 2023 AGM to June 30, 2025.

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IV. Execution instructions

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

7. Appointment of the Audit Accounting Firms for 2024

The term of office of KPMG and Pan-China Certified Public Accountants LLP will expire at the conclusion of the 2023 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 2024, 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 2024.

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8. 2023 Final Financial Accounts Plan

In 2023, despite the complicated business environment, the Group embraced changes, carried out various tasks in a steady and orderly manner, and comprehensively improved high-quality development capabilities by staying true to the business philosophy of “customer-centric, market-oriented, and efficiency-oriented”. Based on the results of the 2023 annual financial report audited by KPMG, the 2023 final financial accounts are reported as follows (the report adopts information on Group basis):

1. As of the end of 2023, the Group’s total assets amounted to RMB708.854 billion, representing an increase of 7.78% over the beginning of the year; the balance of various deposits amounted to RMB487.095 billion, representing an increase of 6.08% over the beginning of the year; the balance of various loans amounted to RMB355.073 billion, representing an increase of 6.95% over the beginning of the year.
2. In 2023, the Group realized an operating income of RMB13.260 billion, basically flat with the same period last year; a net profit of RMB5.346 billion. ROA (return on average total assets) and ROE (return on average net assets) were 0.78% and 9.61% respectively.
3. As of the end of 2023, the Group’s non-performing loan ratio was 1.23%, and the provision coverage ratio was 308.30%. The provision-to-loan ratio was 3.81%, representing an increase of 0.44 percentage point as compared to the end of the previous year, with overall provision level of the loans improving and the various indicators continuing to meet the standards.

Table of the Group’s Major Operating Indicators in 2023

Major operating indicators	2022	2023
1. Profitability		
1.1 Return on average net assets (%)	11.72	9.61
1.2 Return on average total assets (%)	0.97	0.78
1.3 Earnings per share (RMB)	0.86	0.75

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Major operating indicators	2022	2023
2. Revenue structure		
2.1 Net interest margin (%)	1.92	1.67
2.2 Percentage of net fee and commission income (%)	5.17	5.35
2.3 Cost-to-income ratio (%)	34.78	35.30
3. Asset quality		
3.1 Non-performing loan ratio (%)	0.90	1.23
3.2 Provision coverage ratio (%)	373.83	308.30
3.3 Provision-to-loan ratio (%)	3.37	3.81
4. Capital adequacy ratio		
4.1 Capital adequacy ratio (%)	15.98	15.85
4.2 Core tier-one capital adequacy ratio (%)	13.70	13.62

9. 2023 Profit Distribution Plan

The Bank plans to distribute profits according to the following items and proportions:

1. Appropriation to statutory surplus reserve: pursuant to the Article 166 of the Company Law, 10% of the audited net profit shall be appropriated to the statutory surplus reserve;
2. Appropriation to general reserve: pursuant to the Article 6 of the Administrative Measures for Provision of Reserves of Financial Enterprises, 10% of the audited net profit shall be appropriated to the general reserve;
3. Distribution of cash dividends to Shareholders: cash dividends amounting to RMB1.825 billion will be distributed to Shareholders at RMB2.65 (tax inclusive) for every 10 Shares. The cash dividend is expected to be paid before July 31, 2024.

Dividend distribution arrangement

If Shareholders approve the above 2023 profit distribution plan, the final dividend is expected to be paid before July 31, 2024, 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

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approval of relevant dividend at the 2023 AGM. Shareholders whose names appear on the Bank's register of Shareholders on June 11, 2024 (Tuesday) will receive the above 2023 final dividend of RMB0.265 per share (tax inclusive).

For the purpose of determining the entitlement of H Shareholders of the Bank to the 2023 final dividend, the H Shares register of members of the Bank will be closed from June 6, 2024 (Thursday) to June 11, 2024 (Tuesday), both days inclusive, during which period no transfer of H Shares will be registered. In order to qualify for the 2023 final dividend, all H Share transfer documents together with the relevant share certificates shall be lodged with the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on June 5, 2024 (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 2023 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.

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

Individual H Shareholders

Pursuant to the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》) and its implementation regulations, and the regulations of the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guoshuifa (1993) No. 045 Document (《關於國稅發(1993)045號文件廢止後有關個人所得稅徵管問題的通知》) (Guoshuihan [2011] No. 348) and the Administrative Measures for Non-Resident Taxpayers to Enjoy Treaty Benefits (Announcement No. 35 [2019] of the State Administration of Taxation) (“**Tax Convention Announcement**”), the Company is required to withhold and pay individual income tax when distributing the 2023 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

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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.
- 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.

10. 2024 Financial Budget Plan

Pursuant to the strategic deployment of the Board of Directors of the Bank, the 2024 financial budget plan of the Bank is as follows:

According to the strategic development objectives of the Bank's business, the asset size will maintain steady growth in 2024, and key regulatory indicators such as non-performing loan ratio and capital adequacy ratio will continue to meet regulatory requirements.

In 2024, the Bank will strengthen its internal assessment and market-oriented resource allocation, continue to enhance its market competitiveness, improve the Group's asset-liability management system and enhance its capital management capability.

In 2024, the Bank will strengthen technology empowerment and accelerate the implementation of digital transformation. In particular, the Bank will continuously deepen the innovation and application capability of financial technology, which will empower the level of intelligent risk control and the improvement of product and service efficiency. The Bank will also improve the data management service system in order to enhance the capability of data governance and the management and control over information technology risks.

In 2024, the Bank will strengthen team building and professional capacity enhancement by improving talent specialization and promoting batch incubation and rapid growth of talents in key positions with an aim to supporting business development and strategy implementation.

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

11. Public Issuance of Capital Bonds

In order to safeguard the sustained and healthy development of the Bank's business, improve its capital structure, smooth the path of capital replenishment, and enhance its ability to resist risks and support the development of the local economy, the Bank, subject to the approval at the general meeting and relevant regulatory authorities and based on business needs, will issue capital bonds totaling up to RMB12 billion, the varieties of which will include undated capital bonds and Tier 2 capital bonds (hereinafter collectively referred to as the "**capital bonds**"), which will be used to supplement the Bank's other Tier 1 and Tier 2 capital, and the specific amount allocation will depend on the capital demand and market conditions. The plan is specified as below:

I. Major issuance plan for the capital bonds

(I) Types of instruments

1. Undated capital bonds shall meet the following requirements:
 - (1) Progress of issuance: Issuance will be made on an opportunistic basis in accordance with market conditions and subject to regulatory approvals;
 - (2) Maturity: Consistent with the Bank's period as a going concern;
 - (3) Issuance interest rate: Determined through public bidding or bookbuilding;
 - (4) Redemption option: After five years from the date of issuance, the Bank has the right to redeem, in whole or in part, the undated capital bonds subject to the approval of the regulatory authorities;
 - (5) Loss-absorbing method: When a triggering event agreed upon in the issuance documents occurs, the loss is absorbed by means of a full or partial write-down;
 - (6) Use of proceeds: The proceeds from the bond issuance will be used exclusively to replenish the Bank's other Tier 1 capital in accordance with applicable laws and regulatory approvals;

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- (7) Scope and target of issuance: Issue to members of the national inter-bank bond market (except for those whose purchases are prohibited by laws and regulations of the State).
2. Tier 2 capital bonds shall meet the following requirements:
 - (1) Progress of issuance: Issuance will be made on an opportunistic basis in accordance with market conditions and subject to regulatory approvals;
 - (2) Maturity: 5+5 years, depending on changes in market interest rates and investor demand;
 - (3) Issuance interest rate: Determined through public bidding or bookbuilding;
 - (4) Redemption option: After five years from the date of issuance, the Bank has the right to redeem, in whole or in part, the Tier 2 capital bonds subject to the approval of the regulatory authorities;
 - (5) Loss-absorbing method: When a triggering event agreed upon in the issuance documents occurs, the loss is absorbed by means of a full or partial write-down;
 - (6) Use of proceeds: The proceeds from the bond issuance will be used entirely to replenish the Bank's Tier 2 capital in accordance with applicable laws and approval of regulatory authorities;
 - (7) Scope and target of issuance: Issue to members of the national inter-bank bond market (except for those whose purchases are prohibited by laws and regulations of the State).

(II) Size of the issue

The total size of the above capital bond issues will not exceed RMB12 billion.

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II. Authorized matters

(I) Authorized matters for issuance of capital bonds

It is hereby proposed at the general meeting to authorize the Board of Directors, subject to the framework and principles considered and approved at the 2023 AGM, to decide to initiate the issuance of capital bonds within the issuance size of RMB12 billion as mentioned above, to determine the type of instruments to be used in a single issuance or in separate issuances, and the corresponding issuance size to be applied for with regulatory authorities, to formulate a specific issuance plan in response to the decision, and to handle all matters relating to the issuance of capital bonds mentioned above. Meanwhile, the Board of Directors has sub-delegated to the senior management the authority to be solely responsible for matters relating to the aforesaid issuance of capital bonds, the scope of which includes, but is not limited to, determining the amount of issuance, types of issuance, issuance interest rate, method of redemption, timing of issuance, engaging relevant intermediaries, and making appropriate adjustments or modifications to the terms and conditions of issuance, issuance plan and relevant materials in accordance with regulatory requirements. This authorization is valid from the date of approval of this plan at the 2023 AGM and up to June 30, 2028.

(II) Authorized matters relating to the duration of capital bonds

It is proposed at the general meeting to authorize the Board of Directors, and the Board of Directors to delegate to the senior management, on a case-by-case basis and under the framework and principles considered and approved at the 2023 AGM, full authority to handle the relevant matters from the date of the completion of issuance of aforesaid capital bonds, with specific authorization and scope including, but not limited to, arranging for the repayment of the principal and payment of interest for bonds, exercising the redemption option subject to the fulfillment of the redemption conditions, and in the event of the occurrence of triggering events, making write-downs in accordance with the agreement, etc.

12. Public issuance of non-capital bonds

In order to further optimize the Bank's asset-liability structure, increase the sources of medium- and long-term stable liabilities, and support the sound development of various businesses, the Bank intends to apply for the public issuance of non-capital bonds totaling not more than RMB30 billion, in addition to the proposal for the public issuance of RMB13 billion of special financial bonds and RMB7 billion of general financial bonds considered and approved at the 2021 annual general meeting held by the Bank on May 23, 2022. The varieties cover general financial

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bonds and special financial bonds such as small and micro enterprises, Sannong, mass entrepreneurship and innovation, green/carbon neutrality, etc. The specific amount allocation will be determined according to the needs of business development. The details are as follows:

I. Major issuance plan

(I) Nature of bonds

The order of repayment of principal and interest is equivalent to that of commercial banks' general liabilities and precedes commercial banks' long-term subordinated debt, Tier 2 capital instruments, hybrid capital bonds, other Tier 1 capital instruments, and equity-capitalized unsecured commercial banks' financial bonds.

(II) Total amount of declarations

Not more than RMB30 billion.

(III) Varieties of bonds

Bonds include general financial bonds and various special financial bonds such as small and micro enterprises, Sannong, mass entrepreneurship and innovation, green/carbon neutrality, etc. The specific amount allocation will be determined according to the needs of business development.

(IV) Maturity of bonds

Not more than five years in principle.

(V) Coupon rate

Determined through public bidding or bookbuilding.

(VI) Target and scope of issuance

Member of the national inter-bank bond market (except as otherwise provided by laws and regulations of the State).

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II. Authorized matters

(I) Authorizations for the issuance of non-capital bonds

It is hereby proposed at the general meeting to authorize the Board of Directors, subject to the framework and principles considered and approved by the shareholders' general meeting, to decide to initiate the issuance of the non-capital bond within the issuance size of RMB30 billion as mentioned above, to determine the types of bonds in a single issuance or in separate issuances, and the corresponding issuance size to be applied for with supervisory authorities, to formulate a specific issuance plan in response to the decision, and to handle all matters relating to the issuance of non-capital bonds mentioned above. Meanwhile, the Board of Directors has sub-delegated to the senior management the authority to be solely responsible for matters relating to the aforesaid issuance of non-capital bonds, the scope of which includes, but is not limited to, determining the amount of issuance, types of issuance, issuance interest rate, method of redemption, timing of issuance, engaging relevant intermediaries, and making appropriate adjustments or modifications to the terms and conditions of issuance, issuance plan and relevant materials in accordance with regulatory requirements. This authorization is valid from the date of approval of this plan at the 2023 AGM and up to June 30, 2028.

(II) Authorized matters relating to the duration of non-capital bonds

It is proposed at the general meeting to authorize the Board of Directors, and the Board of Directors to delegate to the senior management, on a case-by-case basis and under the framework and principles considered and approved at the 2023 AGM, full authority to handle the relevant matters from the date of the completion of issuance of aforesaid non-capital bonds, with specific authorization and scope including, but not limited to, arranging for the repayment of the principal and payment of interest for bonds, etc.

13. Mergers by absorption of Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank

In order to implement the requirements of the State Council's document "to steadily promote the structural reorganization of county banks in accordance with the principles of marketization and the rule of law", optimize the Group's strategic layout and consolidate its operating resources, the Bank intends to merge by absorbing the two non-wholly owned companies of the Bank, i.e. Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank, and to convert Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank into branches of the Bank (hereinafter referred to as "**Merger(s) by Absorption**"). In accordance with relevant laws and regulations of the State and regulatory requirements, the Bank has formulated the Implementation Plan for the Merger by Absorption of Dongguan Dalang Dongying

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County Bank Company Limited by Dongguan Rural Commercial Bank Co., Ltd. and the Implementation Plan for the Merger by Absorption of Huizhou Zhongkai Dongying County Bank Company Limited by Dongguan Rural Commercial Bank Co., Ltd., and details are as follows:

Implementation plans

I. Specific implementation methods of the Mergers by Absorption

The Bank will acquire the equity interests held by other shareholders of Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank by way of monetary payment (the “**proposed equity acquisition**”). The relevant equity transfer agreements will be signed between the Bank and the other shareholders of Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank, respectively. The price of the equity acquisition will be determined with reference to the results of the liquidation of Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank conducted by the intermediary institutions and the assessed net asset value per share. On this basis, the Bank will apply to the regulatory authorities for Mergers by Absorption, execute the transfer of equity and Mergers by Absorption after obtaining the approval of the regulatory authorities, and report to the regulatory authorities for the establishment of branches. Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank will apply to the regulatory authorities for dissolution and deregistration of their legal personality.

The Bank will fulfill the Mergers by Absorption procedures in accordance with relevant national laws, regulations, and regulatory provisions, and properly arrange for the employees of the absorbed party. Upon completion of the Mergers by Absorption, all rights, qualifications and administrative licenses of the Bank will not be affected by the Mergers by Absorption, and all businesses, properties, debts and liabilities as well as other rights and obligations of Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank will be inherited by the Bank in accordance with the law. All rights and obligations attached to the assets of Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank will also be enjoyed and assumed by the Bank.

II. Authorization for the Chairman of the Board of Directors to sign relevant legal instruments

With respect to the Mergers by Absorption agreement, confirmation of net assets and other relevant legal instruments to be signed in the course of the Bank’s Mergers by Absorption of Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank, it is proposed to submit at the general meeting to authorize the Chairman of the Board of Directors of the Bank to sign the same, with the legal consequences to be borne by the Bank.

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The Chairman of the Board of Directors has the right to sub-delegate the above authorized matters as required by work.

III. Organization for implementation

The implementation plans for the Mergers by Absorption shall be subject to the consideration and approval of the authorized institutions of Dongguan Dalang Dongying County Bank/Huizhou Zhongkai Dongying County Bank.

Authorizations

I. The general meeting fully authorizes the Board of Directors to be responsible for the work related to the Mergers by Absorption

It is proposed at the general meeting to fully authorize the Board of Directors to be responsible for leading and organizing the implementation of the Mergers by Absorption during the Mergers by Absorption of Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank, and the authority granted to the Board of Directors shall include, but not limited to:

- 1 Study and decide on matters related to the implementation of Mergers by Absorption;
- 2 Revise the implementation plans for the Mergers by Absorption, and formulate and revise the legal documents related to the Mergers by Absorption, such as the Mergers by Absorption agreement, the merger announcement, county bank personnel resettlement, legacy business disposal and risk control plan, the application documents for administrative licenses for the Mergers by Absorption, the application documents for administrative licenses for the establishment of branches and changes in institutions after the Mergers by Absorption by the Bank and all other relevant documents;
- 3 Confirm the Bank's asset appraisal report and balance sheet (forecast) of the institution after the Mergers by Absorption as issued by the intermediary institutions in connection with the Mergers by Absorption;
- 4 Determine and adjust the prices of equity acquisition;
- 5 Responsible for organizing, implementing and handling other work related to the Mergers by Absorption.

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II. Agree to the Board's delegation of authority for some matters

In view of the above authorized matters, it is proposed at the general meeting to agree that the Board of Directors delegates authority to senior management on the following matters in order to ensure the smooth and efficient implementation of the relevant work:

- 1 Study and decide on matters related to the implementation of the Mergers by Absorption;
- 2 Revise the implementation plans of the Mergers by Absorption, and formulate and revise the legal documents related to the Mergers by Absorption, such as the agreements of the Mergers by Absorption, the merger announcement(s), county banks' personnel resettlement, legacy business disposal and risk control plan, the application documents for administrative licenses for the Mergers by Absorption, the application documents for administrative licenses for the establishment of branches and changes in institutions after the Mergers by Absorption by the Bank and all other relevant documents;
- 3 Responsible for organizing, implementing and handling other work related to the Mergers by Absorption.

The legal documents related to the Mergers by Absorption, such as the implementation plans for the Mergers by Absorption, the agreements of Mergers by Absorption, the merger announcement(s), the resettlement of county banks' personnel, the disposal of legacy business and the risk control plan, are required to be considered and approved by the authorized institutions of Dongguan Dalang Dongying County Bank/Huizhou Zhongkai Dongying County Bank, respectively before implementation.

This authorization is valid for the period from the date of approval at the 2023 AGM to the date of completion or termination of the Mergers by Absorption and establishment of branches and deregistration of county banks.

As of the Latest Practicable Date, the Bank has not entered into any equity transfer agreement with other shareholders of Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank. The Board of Directors of the Bank, having made reasonable enquiries and based on the available information, does not expect that the proposed equity acquisition in the Mergers by Absorption will constitute a notifiable transaction under Chapter 14 of the Listing Rules and/or a non-exempt connected transaction under Chapter 14A of the Listing Rules. If the proposed equity acquisition in the Mergers by Absorption constitutes a notifiable transaction and/or a non-exempt connected transaction when implemented, the Bank will make further announcement(s) and comply with the relevant shareholders' approval and other

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requirements (if applicable) in relation to the execution of the equity transfer agreements in accordance with the requirements under Chapter 14 and/or Chapter 14A of the Listing Rules as and when appropriate.

14. Authorization of the Board of Directors to carry out the deepening reform of Yunfu Xinxing Dongying County Bank and Hezhou Babu Dongying County Bank

In order to implement the requirements of the State Council's document "to steadily promote the structural reorganization of county banks in accordance with the principles of marketization and the rule of law", optimize the Group's strategic layout and consolidate its operating resources, the Bank intends to propose to the annual general meeting of Shareholders to authorize the Board of Directors to carry out the reform work of Yunfu Xinxing Dongying County Bank and Hezhou Babu Dongying County Bank in due course, formulate, determine, and organize the implementation of reform work plans in accordance with laws, regulations and regulatory requirements in force and the Articles of Association of the Bank, with such powers including, but not limited to:

- 1 Subject to laws and regulations and regulatory provisions, study and determine the deepening reform of Yunfu Xinxing Dongying County Bank and Hezhou Babu Dongying County Bank, which are specifically related to the "closure, cessation, merger and transfer", and formulate and revise the deepening reform program;
- 2 Conduct overall and unified leadership of the deepening reform program of Yunfu Xinxing Dongying County Bank and Hezhou Babu Dongying County Bank, and organize and implement the deepening reform program;
- 3 Formulate and revise all relevant documents such as relevant agreements, announcements and other application documents related to administrative licenses for deepening reform;
- 4 Select intermediary organizations for liquidation and asset appraisal required for deepening reform;
- 5 Confirm the liquidation reports and asset appraisal reports issued by intermediary organizations related to the deepening reform of Yunfu Xinxing Dongying County Bank and Hezhou Babu Dongying County Bank;
- 6 Responsible for organizing, implementing and handling all other work related to this deepening reform.

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The Board of Directors has the right to delegate to its designated person the specific implementation of part of the deepening reform program.

The validity period of this delegation is from the date of consideration and approval at the 2023 AGM to the date of completion of the deepening reform for Yunfu Xinxing Dongying County Bank and Hezhou Babu Dongying County Bank.

II. REPORTS TO BE LISTENED AT THE 2023 AGM

The Shareholders will listen to the 2023 Work Report of Independent Directors of Dongguan Rural Commercial Bank Co., Ltd., the 2023 Report on the result of duty performance evaluation of the Directors, Supervisors and Senior Management of Dongguan Rural Commercial Bank Co., Ltd. and the Report on Related Party Transactions in 2023 of Dongguan Rural Commercial Bank Co., Ltd. at the 2023 AGM.

III. THE 2023 AGM

The 2023 AGM will be held at 2:30 p.m. May 30, 2024 at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC, to consider and approve the resolutions relating to the matters set out in the notice of the 2023 AGM. The notice of the 2023 AGM is set out on pages AGM-1 to AGM-6 of this circular.

If you intend to attend the 2023 AGM in person or by proxy, you are required to inform the Bank prior to 4:30 p.m. on May 20, 2024 (Monday), and H Shareholders are required to return the reply slip for H Shareholders at the 2023 AGM to the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

H Shareholders who wish to attend the 2023 AGM by proxy are also required to complete and return the form of proxy for H Shareholders in accordance with the instructions printed thereon and deposit the same to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited (the same address referred to above) not less than 48 hours before the time for the holding of the 2023 AGM (i.e. prior to 2:30 p.m. on May 28, 2024 (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 2023 AGM or any adjournment thereof should you so wish, in which case, the form of proxy shall be deemed to be revoked.

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

LETTER FROM THE BOARD

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 Directors of the fifth session of the Board of Directors, appointment of the accounting firms, information disclosure (i.e., the 2023 Annual Report), profit distribution plan, estimated caps for related party transactions in 2024, Mergers by Absorption of Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank, and authorization of the Board of Directors to carry out the deepening reform of Yunfu Xinxing Dongying County Bank and Hezhou Babu Dongying County Bank. The opinions are set out in Appendix V 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 the 2023 AGM enclosed with this circular are in the long-term development interests of the Bank and the Shareholders as a whole. Thus, the Board recommends that the Shareholders should vote in favor of all the relevant resolutions proposed in relation to matters set out in the notice of the 2023 AGM.

VI. ADDITIONAL INFORMATION

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

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

* *for identification purposes only*

The year 2023 is the final year for the Bank in fully implementing the three-year development plan of 2021-2023, and it is also the year to plan for the opening of a new round of strategic planning. Under the proper leadership of the Dongguan Municipal Party Committee and the Municipal Government, the Bank adheres to Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era as its guide, conscientiously implements the spirit of the Central Financial Work Conference, the specific deployment of “1310 (i.e. arrangements made by the CPC Guangdong Provincial Committee for pursuing the overarching goal of leading the path forward, activating the three driving forces of reform, opening up, and innovation, and striving to achieve breakthroughs in ten aspects)” by the Provincial Party Committee and the tasks of high-quality development in Dongguan. Centering on the business philosophy of “customer-centric, market-oriented and benefit-oriented”, the Bank made every effort to promote institutional reforms and cultivate innovative growth poles, so as to form a strong impetus for promoting the high-quality development of the Bank in an all-round way.

I. OVERALL DEVELOPMENT OF THE GROUP IN 2023

In the face of the complex and changing economic situation, multiple concurrent risks and challenges, and increasingly fierce market competition, the Bank solidly pushed forward the tasks of stabilizing growth, preventing risks and promoting reforms, and achieved stable growth in the Group’s total assets, deposits and loans and other operating indicators, demonstrating strong development resilience.

During the year, we adhered to the leadership of the Party and made every effort to promote the integration of Party building and corporate governance. In 2023, the Bank promoted in-depth thematic education and strengthened disciplinary education and learning, with an aim to continuously enhancing the political and people-oriented financial work. In addition, the Bank focused on standardized management, further clarified and improved the responsibilities of the Party Committee of the head office, and standardized the establishment and operation of the subordinate departments of the Party Committee. Meanwhile, the Bank comprehensively sorted out the list of the “three majors and one large (i.e. major decision-making, appointment and removal of major cadres, investment decisions of major projects, and the use of large amount of funds) (三重一大)” decision-making matters and the path of decision-making. The Bank also promoted the effective operation of the governance mechanism of “overall leadership of the Party Committee, strategic decision-making by the Board of Directors, supervision by the Board of Supervisors in accordance with the law, and responsible operation by the senior management”, which has strengthened the organizational foundation for the organic combination of the Party leadership and corporate governance, and ensured that the Bank’s development is always moving forward in the right direction.

During the year, we sought progress while maintaining stability, and vigorously promoted steady development in terms of quality, scale and efficiency. As of the end of 2023, the Group's total assets exceeded RMB700 billion, amounting to RMB708.854 billion, an increase of 7.78% year-on-year, with deposits of RMB487.095 billion, an increase of 6.08% year-on-year, and loans of RMB355.073 billion, an increase of 6.95% year-on-year. The Group recorded the non-performing loan ratio of 1.23%, provision coverage ratio of 308.30%, and capital adequacy ratio of 15.85%. The Group realized net profit of RMB5.346 billion, ROA and ROE of 0.78% and 9.61% respectively, earnings per share of RMB0.75, and net assets per share attributable to Shareholders of the Bank of RMB7.93. The Group's operating indicators were maintained at the sound level of commercial banks, and the Group effectively seized the initiative of development amidst the challenges and risks.

During the year, we remained commitment to the main businesses and main responsibilities and fully supported the development of the real economy. Focusing on "manufacturing-oriented" positioning of Guangdong and the positioning of Dongguan as a city of "technological innovation + advanced manufacturing", we comprehensively implemented the action program for financial support of "High-Quality Development Project", in order to increase financial supply to key areas and weak links. As of the end of 2023, the Bank's annual cumulative total credit investment amounted to RMB175.525 billion, representing an increase of 7.76% over last year; the weighted placement rate of new loans (excluding discounting) decreased by 62 basis points year-on-year, which effectively lowered the financing cost of the Bank; the increase in agriculture-related loans, loans to the manufacturing industry and related industries, and inclusive loans to small and micro-enterprises amounted to 13.35%, 25.49% and 22.75% respectively, which further solidified the market position of supporting agriculture, small and micro-enterprises and the real economy.

During the year, we insisted on reform and innovation, and made every effort to stimulate endogenous development momentum. In 2023, the Bank comprehensively deepened the reform of institutions and mechanisms and completed the optimization and adjustment of the organizational structure at both the head office and branches. Meanwhile, the Bank created the organizational model of "team + platform" to fully promote the agile operation of branches and accelerate the construction of the ecological organizational system featuring "flattening, specialization and marketization". Moreover, the Bank reshaped the "risk-driven + risk-enabled" credit risk management model. Furthermore, the Bank launched the planning and construction of a new-generation core system, with an aim to promoting the update of management concepts, change of business models, restructuring of management modes, and reshaping of business processes. The Bank made every effort to strengthen scientific and technological empowerment and the integration of industry and technology, and improved business operation efficiency and customer service capacity, for the sake of more new impetus and vitality to the high-quality development of the Bank.

II. MAJOR ACCOMPLISHMENTS OF THE BOARD OF DIRECTORS IN 2023**(I) The Bank comprehensively strengthened Party building and endeavored to enhance Party leadership**

The Bank implemented the principle of Party management over finance through strengthening the integration of Party leadership and corporate governance and leading high-quality development with high-quality Party building. Firstly, the Bank optimized the functions of the Party Committee departments so as to ensure that the Party's theories and routes, guidelines and policies, as well as the decisions and deployments of the higher authorities, are effectively implemented. Secondly, the Bank improved the decision-making mechanism of the Party Committee. To that end, the Bank revised the Rules of Procedure of the Party Committee and other deliberative systems of the Party Committee. The Bank also established a tracking and supervisory mechanism for decision-making matters to ensure that major decisions and deployments of the Bank are put into effect. Thirdly, the Bank continued to implement the rectification of style of work and enforcement of discipline. Specifically, the Bank carried out in-depth staff integrity and warning education activities so as to enhance the "integrity check-up" of cadres before their promotion and appointment.

(II) The Bank comprehensively improved corporate governance for enhancing strategic leadership

Firstly, the Bank improved the effectiveness of the "three meetings" in fulfilling their responsibilities. The Bank rationally coordinated the operation of the general meeting of Shareholders and the Board of Directors, strengthened the mechanism for Directors to perform their duties, and established the mechanism of special legal advisors, in the hope of promoting the standardization and efficiency of corporate governance. Throughout the year, the Bank held one general meeting of Shareholders, considered 10 proposals and listened to three reports. The Bank also held 17 Board meetings, considered 191 proposals and listened to 17 reports. Meanwhile, the Bank convened 66 meetings of specialized committees of the Board of Directors. The Directors made scientific decisions on major matters, expressed objective and impartial opinions on the topics considered by the Board of Directors in an objective and prudent manner, regularly listened to reports on operation and management, risk management, etc., timely informed the Board of Directors of the supervisory opinions and rectifications, and supervised the senior management to strictly implement the rectifications. Secondly, the Bank continued to optimize the shareholding structure. By revising and optimizing the equity management methods and rules, the Bank gradually achieved the concentration of natural person shares to legal person shares and optimize the qualifications of the Shareholders. Thirdly, the Bank strengthened the control over related transactions. The Bank set credit caps for major related groups, optimized internal approval procedures for major related transactions, rigorously reviewed transaction risks and fulfilled disclosure responsibilities. Fourthly, the Bank strengthened the role of strategic leadership. The

Bank conducted in-depth assessment of the strategic implementation of the “Outline of the Second Three-year Development Plan for the Third Transformation”, which made multi-dimensional analysis of the shortcomings of the strategic plan, and ended the strategic plan properly. At the same time, a new round of strategic planning has been initiated to lead a new round of reform and development with a new strategic plan. Fifthly, the Bank continuously standardized the disclosure of information. The Bank disclosed annual reports, interim reports and other periodic reports in a compliant, truthful, accurate and complete manner, and issued a number of interim announcements to the public in a timely and compliant manner for enhanced governance transparency. Also, the Bank continued to improve its social responsibility management system by disclosing its social responsibility reports to the public on a regular basis. The Bank was awarded with prizes or honors such as Wind ESG Rating of Grade A, the Tianji Prize for ESG Practices in China’s Banking Industry for the year 2023, and the ESG Achievement Programme by Hong Kong Economic Journal for the year 2023.

(III) The Bank comprehensively strengthened business development and made every effort to enhance the ability to serve real economy

The Board of Directors has always adhered to the “customer-centric” business philosophy. Through the deployment and implementation of the financial support of “High-Quality Development Project”, the Bank continued to increase the supply of financial services to key areas and weak links. Firstly, the Bank implemented in depth the financial support of “High-Quality Development Project”. To that end, the Bank promoted the coordinated development of urban and rural areas through the enhancement of the supply of financial services. In 2023, the balance of the Bank’s agriculture-related loans amounted to RMB38.536 billion, an increase of 13.35% from the beginning of the year. Secondly, the Bank strongly supported industrial transformation and upgrading by focusing on strengthening financial support for the modern industrial system based on manufacturing industry. The Bank supported the manufacturing industry and related industries throughout the year with a loan balance of RMB60.704 billion, an increase of 25.49% from the beginning of the year. In particular, the share of loans to manufacturing industry remained the highest among all industries. Thirdly, the Bank continued to improve the quality and effectiveness of inclusive finance. In 2023, the Bank’s balance of loans to small and micro enterprises was RMB163.657 billion, of which the balance of inclusive loans to small and micro enterprises was RMB40.474 billion, representing a net increase of RMB7.501 billion from the beginning of the year, a growth rate of 22.75%, higher than the growth rate of other loans (excluding discount). Fourthly, the Bank supported the recovery and expansion of consumption, accelerated the innovation of consumer credit products and developed diversified consumption scenarios with an aim to fully supporting the expansion of consumption. At the end of 2023, the balance of the Bank’s self-operated personal consumption loan was RMB26.041 billion, an increase of RMB7.842 billion from the beginning of the year.

(IV) The Bank comprehensively strengthened risk management and strove to enhance sound operation

The Board of Directors adheres to the two main lines of “stable growth and risk prevention” by strengthening the prevention and control of credit risk, in order to promote the construction of compliance, and achieve remarkable results in comprehensive risk management. Firstly, the Bank continuously strengthened credit risk management. To be specific, the Bank formulated 16 working opinions and programs, including the Opinions on Credit Management Work. This enabled active control and stratified management for high-risk credit customers, promoted credit risk control in advance, and strengthened credit risk control in the whole process. Meanwhile, the Bank accelerated the progress of the liquidation of non-performing assets and the resolution of risky assets. Secondly, the Bank continued to strengthen compliance management. The Bank carried out business risk investigation and “review” supervision and inspection on key areas and key links in order to effectively prevent and resolve business risks. In addition, the Bank continued to promote the activities of compliance publicity, compliance debriefing, thematic education on compliance and prevention, and selection of the compliance star, with an aim to enhancing the compliance awareness of staff across the Bank. Thirdly, the Bank further strengthened audit supervision. The Bank implemented the dual audit mechanism featuring the “business audit + data audit”. Specifically, a total of 35 audit projects of the parent bank were audited throughout the year, with the rectification rate of due problems reaching 100%.

(V) The Bank comprehensively deepened reform and innovation, focusing on enhancing core competitiveness

Facing the severe internal and external competitive landscape, the Board of Directors actively responded and took the initiative to make a good use of the key move of reform. To that end, the Board set up the leading group for comprehensive and deepening reform, and pushed forward multiple major reform projects throughout the year, for the sake of reshaping the core competitive advantages. Firstly, the Bank promoted the reform of the ecological organizational structure. With the goal of constructing an ecological organizational system, the Bank promoted the optimization and merger of committees under the senior management, as well as the optimization and adjustment of the structure of the head office and branch offices, to improve internal management performance. Moreover, the management sequence of the staff has been compressed, and the promotion methods have been optimized for the sake of smoothing the promotion channels of the staff. Secondly, the Bank facilitated the reform of the risk management mechanism. The Bank promoted the establishment of a “risk-driven + risk-enabled” risk management model and the “four transformations” of credit risk management, and facilitated the reform of the independent approver model, which improved the intensification, specialization and independence of credit approval. In addition, the Bank promoted the specialization of product design, implemented the “product manager” system, and improved the coverage of standardized products. The Bank set up the Asset

Preservation Department to carry out the intensive management of non-performing assets across the Bank in a coordinated manner. It also optimized the audit and supervision system by forming a new organizational structure of “four centers and one group” based on flat management and professional division of labor, which marked the initial establishment of the Group’s internal audit system. Thirdly, the Bank advanced digital transformation. The Bank continuously improved its digital synergy and innovation capability around digital strategy execution, digital organization and management, digital scene application and digital platform construction. Among them, the Bank has taken the planning and construction of the new generation of core systems as the focus of digital transformation. The construction of the project is now largely completed in the planning stage.

(VI) The Bank fully implemented group management and strove to enhance consolidated management

Firstly, the Bank promoted the construction of group management. The Bank improved the supporting mechanisms such as management matters system, synergy management system, appraisal and evaluation system, and management system for stationed personnel of the subsidiary bodies, and strengthened the implementation of various group management measures. The Bank strengthened the Group’s support and empowerment work for its subsidiaries, promoted the guidance and management efforts for the subsidiaries’ risk management, financial market business management, internal control combing, branch transformation and upgrading, etc., in order to help the subsidiaries to enhance their development capabilities. Secondly, the Bank made great efforts in institutional support and reform and further rationalized the Bank’s management mechanism and management responsibility for Zhanjiang Rural Commercial Bank and Chaoyang Rural Commercial Bank. The Bank studied the direction of the next stage of reform and development of county banks and continued to advance the reform of Huizhou Zhongkai Dongying County Bank and Dongguan Dalang Dongying County Bank.

III. KEY WORKS OF THE BOARD OF DIRECTORS IN 2024

The year 2024 marks the opening year as we move into a new round of strategy for the Group. The Bank will focus on the core requirements of “adhering to the positioning, accelerating reform and innovation, strengthening the advantages, and enhancing the competitive advantages”, and keep a close eye on the main task of “taking high-quality development as the central goal, and making all-out efforts to fight for the market and development, so as to realize rapid and healthy development of our business”. We will focus on comprehensively improving the customer service externally to enhance the responsiveness to customer needs and improve the internal mechanism internally to enhance the internal operation efficiency and quality, with an aim to continuously accumulate the new potential of development, and to open the new five-year development plan with the solid and stable business performance, iterative and sound system and mechanism, and the

vigorous and progressive spirit. Next, we will focus on corporate governance through planning a new top-level design; focus on customer operation to reinforce the leading position of the main force; focus on risk management and control to strengthen the foundation of sound operation; focus on reform and innovation to improve high-quality development capacity; focus on coordination to consolidate the cornerstone of sustainable development; and focus on consolidated management to promote the Group's high-quality development.

In 2023, the Board of Supervisors of the Bank, upholding the spirit of the Central Financial Work Conference, strictly implemented the supervisory requirements, conscientiously carried out the decisions and deployments of the Party Committee of the Head Office of the Bank, and, taking the strengthening of corporate governance and the service of business operation as the fundamental, conscientiously fulfilled the supervisory duties, carried out the supervision work in earnest, and continuously enhanced the effectiveness of the supervision, playing an effective and positive role in the prevention and mitigation of major risks, the operation in accordance with laws and regulations, and the reform and innovation in the areas of strengthening the supervision and promoting the development.

I. Main Work of Board of Supervisors

(I) Strengthening the foundation of supervision and effectively reinforcing corporate governance capacity

1. Continuously improving the institutional system. The Board of Supervisors formulated the Guidelines for Supervisors in Performing Their Duties and revised the Measures for the Work of Employee Supervisors of the Board of Supervisors, the Measures for the Implementation of the Work of the Board of Supervisors, and the Provisions on the Job Duties and Management of the Office of Board of Supervisors, further clarifying the work content, work requirements and workflow of supervisors, clarifying the scope of duties to be undertaken by supervisors, highlighting the applicability and orientation of the system guidelines while meeting the regulatory requirements, and forming an effective “system library, tool library and information library” to support the performance of duties. Therefore, the Board of Supervisors has been provided with institutional safeguards that are in line with policy orientation, regulatory requirements and work practices for the high-quality fulfillment of its supervisory duties.
2. Improving the efficiency and quality of deliberations and supervisions. Throughout the year, nine meetings of the Board of Supervisors were organized, 161 resolutions were considered, and 86 resolutions were heard and examined, with a broader coverage than in previous years. On the one hand, in order to build a “short, flat and fast” fast-response supervisory mechanism, the deliberation and supervision methods of the Board of Supervisors have been rationally optimized, and the forms of the meetings of Board of Supervisors are classified according to the attributes of the topics of the Board of Supervisors. If the topic content involves a major matter of the Bank, it is held in the form of an on-site meeting, while for other matters, it is held in the form of circulation and signature in writing, which has effectively improved the efficiency of the Board of Supervisors in the performance of its duties. On the other hand, comprehensive and detailed information is provided to the members of the Board of Supervisors in a timely

manner before the meeting to ensure the Board of Supervisors' right to know about major matters and its effective supervision on key motions and key contents, and the opinions and suggestions expressed by the Supervisors are recorded in detail, so as to ensure the effective feedback, tracking and implementation of the Board of Supervisors' opinions, and to continuously improve the quality and efficiency of the meeting.

3. Constantly enhancing the capacity building. On the one hand, the Board of Supervisors actively strengthened the accumulation of theories. The Board of Supervisors established a "weekly study" mechanism to actively study national policies, regulatory developments, industry information, important speeches of leaders and the Bank's mechanism and system reform programs, so as to continuously improve its political literacy and professional competence, and enhance the cohesion and combativeness of the Board of Supervisors and the relevant business backbones with strong political leadership, and promote the effective implementation of supervisory work of the Bank. The Board of Supervisors organized special training for supervisors on anti-money laundering and anti-terrorist financing to further familiarize them with the relevant duties, obligations and prohibited acts, and improve their capability in duty performance and supervision. On the other hand, the Board of Supervisors regularly visited and learned from the peers. The chairman of Board of Supervisors led the persons in charge and business backbones of the office of Board of Supervisors and the audit department to Jiangsu Jiangnan Rural Commercial Bank and Foshan Rural Commercial Bank to carry out learning and exchange activities in turn. They carried out in-depth exchanges and discussions on the construction of corporate governance mechanism and management of supervisory duty performance, and identified specific improvement measures such as "improving the system of Board of Supervisors, effectively implementing differentiated performance evaluation, and giving full play to the professional advantages of supervisors", taking into account the actual situation of the Bank, and making a careful comparison and analysis to identify the gaps.

(II) Insisting on comprehensive coverage and strict implementation of regulatory requirements

1. Effectively promoting duty performance supervision. With the method of combining daily supervision and focused supervision, the Board of Supervisors effectively promoted the supervision on the performance of duties by the directors and senior management. On the one hand, it strengthened the two-line supervision on the proceedings of meetings and the daily performance of duties of the board of directors and senior management, supplemented by special audit supervision as an effective means. The Board of Supervisors attended the meetings of the Party Committee, the General Meetings and the important meetings of the Board of Directors and the senior

management to get a comprehensive understanding of the performance of duties and responsibilities by directors and senior management, supervise and follow up on the effectiveness of the implementation of decisions made at meetings of the Board of Directors and the senior management. It organized and carried out special audits of committees under the Board of Directors and senior management, focusing on verifying the performance of the committees in the daily management of meetings, system construction and implementation, and requesting to strengthen the rectification of the problems identified, so as to promote standardized operation. On the other hand, it conducted high-quality evaluations on the annual performance of directors, supervisors and senior management. On the basis of the organizing self-assessment, mutual assessment and evaluation by the Board of Directors, the Board of Supervisors innovatively introduced external evaluation by hiring an authoritative external auditing institution to objectively evaluate the performance of the directors, supervisors and senior management. The Board of Supervisors will form the final evaluation results based on a comprehensive consideration of the results of each evaluation session and the information on duty performance acquired in the course of daily supervision, and will report the results of the performance evaluation to the supervisory authorities and the general meeting as required. For any identified problems in duty performance, it will make timely management recommendations to the Board of Directors and senior management, so as to promote governance team to improve the ability and effectiveness of its performance.

2. Practically carrying out financial supervision. Giving a high priority to the supervision on the financial management status of the Bank, the Board of Supervisors has constantly enhanced its daily supervision, follow-up and inspection efforts. It strictly required the relevant departments of the head office to implement the information reporting mechanism, carefully analyzed the important financial data and business performance reported by the relevant departments, strictly examined and controlled the annual reports, profit distribution plans, financial budgets and final accounts, and other major financial matters, and expressed pertinent opinions in accordance with statutory requirements. It worked with the audit department to conduct special audits on cost control, expected credit loss method management, liquidity risk management and financial management, and proactively provided targeted supervisory advice on the problems identified. It strengthened the supervision on year-end audits by sending letters to the external auditors to alert them of the risk areas that need to be focused on and improve the quality of the audit work, and requesting the relevant departments of the Bank to improve the system and process of managing the commissioning of external audits, and to strengthen inter-departmental communication and linkage with the external auditors.

3. Strengthening internal control and case prevention supervision. Firstly, the monitoring of the effectiveness of internal controls was strengthened. The Board of Supervisors debriefed carefully the audit department's evaluation report on the design and operation of internal control, and gained an in-depth understanding of the Bank's internal control organization, system construction and implementation, quality of internal control inspections, rectification of problems and accountability. For the problems identified in internal control inspections and self-evaluations, it issued special supervisory opinions to promote enhanced rectification and improve the level of compliant operation. Secondly, the improvement of the quality of problem rectification was promoted. Taking the long-term governance of problem rectification as an effective means to plug the loopholes in internal control management, the Board of Supervisors implemented the working mechanism of "full tracking, precise supervision and regular notification", focusing on following up the rectification and implementation of supervisory and management opinions put forward by supervisory units, and comprehensively examined the inadequacies of the Bank's rectification and management in terms of system construction, delineation of responsibilities, workflow, assessment and evaluation. A number of written supervisory opinions such as "Supervisory Opinions on Implementation of Regulatory Opinions" and "Supervisory Opinions on Regulatory Rating Work" were formulated, which were considered by the Board of Supervisors and timely feedback was provided to the Board of Directors, the senior management and the relevant departments, in order to promote a sound management mechanism for rectification of the problems, clarify the responsibility for rectification and facilitate the promotion of rectification and integration of the business operation. Thirdly, special attention was paid to the Bank's case prevention work and practitioners' behavior management. The Board of Supervisors put forward opinions and suggestions on strengthening management responsibility, focusing on key links, deepening system implementation and problem rectification, with an aim to improve the self-construction capability of case prevention management and the level of employee behavior management.

(III) Highlighting key points, clarifying supervision responsibilities for risk management

1. Enhancing supervision and prompt efforts, focusing on credit management. On the basis of focusing on the Bank's risk level, risk management, risk tolerance assessment, compliance with the risk supervision indicators of the supervisory authorities and the optimization plan of the Bank's new credit management mechanism, the Board of Supervisors has carried out a series of supervisory inspections by fanning out from point to area to prompt risks in a timely manner. Firstly, a special audit of large loans was conducted jointly with the audit department. The Board of Supervisors analyzed in depth the risk exposure of the Bank's large loans, revealed deep-rooted problems in the Bank's

credit management and compliance construction, and put forward targeted management recommendations in terms of scale control, risk control construction, clearing irregularly occupied loans and mitigating risks, and optimizing increment, so as to promote the Bank to pay equal attention to preventing and controlling new risks and resolving existing risks, find outing the truth and accelerating disposal, and strengthening traditional means and exploring innovative ways. Secondly, a joint meeting was organized to monitor the quality of risky assets. The Board of Supervisors gained an in-depth understanding of the risk resolution and disposal of the Bank's high-risk and non-performing loans, focused on prompting the relevant responsible departments to resolve risks in a truthful and compliant manner and accurately classify loan risks, and proposed that the Bank as a whole should strengthen synergies and cooperation, enhance the allocation of resources, and steadily resolve the problem of non-performing assets liquidation. Thirdly, special supervision of the online lending business was carried out. In view of the objective situation that the Bank's online lending business is "small in overall scale but not small in non-performing pressure", the Board of Supervisors issued a reminder to the relevant departments, suggesting to improve the management of the supply of online lending products, strengthen the main responsibility for the online lending risk control, strengthen the management of the online lending risk model, and enhance the disposal of online lending risks.

2. Promoting risk management, focusing on important areas. Taking risk management policy and system formulation and implementation as an entry point, the Board of Supervisors continued to strengthen supervision in the areas of comprehensive risk management, money laundering risk, liquidity risk, reputational risk, operational risk management, information technology risk, market risk, banking book interest rate risk, compliance risk, and stress test management. Focusing on the comprehensive risk management work report and annual work implementation opinions, anti-money laundering law enforcement inspection and rectification report, the performance of the three lines of defense for operational risk management, the Bank's involvement in the public opinions, and the problem found in the IT risk audit, it prudently evaluated the risk control of the key areas from the perspectives of the effectiveness of the risk prevention and control measures, standardization of the content of the system, the process and the authority involved, and the reasonableness of the division of responsibilities, etc., and put forward seven written work proposals or supervisory evaluation opinions in light of the actual situation, with a total of 21 work recommendations. The relevant written supervisory documents were considered by the Board of Supervisors and then submitted to the Board of Directors and senior management to supervise and advise to further improve the operation and management mechanism, strengthen the risk control and enhance the operation and management level.

(IV) Actively serving the overall work of the service center, focusing on operation and management

1. Assisting the development of affiliated (management) organizations. On the one hand, focusing on the Group's consolidation management, the Bank was requested to strengthen control and supervision at the Group level in light of the conclusions of the audit department's consolidation management audit, establish and improve the Group's unified policy on the management of cooperative organizations, refine the boundaries of the daily responsibilities of the functional departments responsible for the consolidation management, intensify the assistance provided to subsidiaries, as well as promote the construction of the IT system for the consolidation management. On the other hand, the Board of Supervisors went to Chaoyang RCB, Puning RCB, Huizhou Zhongkai Dongying County Bank and Dongguan Dalang Dongying County Bank to carry out research work, held in-depth discussions with members of the operating team and heads of the relevant departments and offices, and made on-site visits to some of the branches and outlets to gain a comprehensive understanding of their work in the areas of operation and development, risk mitigation, outlet construction, personnel management and future plans, and to provide guidance for the next stage of work.
2. Paying constant attention to consumer protection. The Board of Supervisors carefully considered the annual report on consumer protection work and the relevant system of consumer protection, organized special seminars on consumer protection work, debriefed reports on important work of consumer protection. The chairman of the Board of Supervisors, on behalf of the Board of Supervisors, put forward work requirements for the next stage of work of consumer protection, and actively promoted the continuous improvement of the work of consumer protection in the areas of institution building, mechanism operation, education and publicity, and complaint resolution, in order to enhance the customer experience, and safeguard the legitimate rights and interests of consumers in a practical manner.
3. Supervising the operation of service lines. On the one hand, the Board of Supervisors, led by the chairman of the Board of Supervisors, went to Qiaotou, Wangniudun, Tangxia and Huizhou branches to carry out supervision and research on the operation for "making a good start", have a comprehensive understanding of the completion status of the various targets for "making a good start" in each branch, as well as promote reforms and cleanliness and self-discipline and other aspects of the work, so as to urge the first-level branches to keep a close watch on the target, take the initiative to act, accurately apply the measures, and promote the full implementation of the objectives and tasks set by the Group working conference. On the other hand, external supervisors led the research on the marketing of inclusive financial products, exploring the

shortcomings of the Bank's inclusive financial product marketing in terms of product demand development, accurate customer acquisition, differentiated pricing, and marketing channels, and putting forward targeted opinions and suggestions to supervise and promote the Bank's efforts to reshape the competitive advantages of its inclusive products.

(V) Pooling the efforts of all parties to effectively leverage the synergy of supervision

1. Strengthening the linkages with directors and senior management. Upholding the practice of information sharing between the Board of Supervisors, the Board of Directors and the senior management in terms of macro information, management information, peer information, and risk alerts, the Board of Supervisors organized the supervisors and the independent directors to carry out duty performance discussions, exchange opinions and suggestions on the Bank's major operation and management matters, enhancement of the effectiveness of the duty performance and deepening of the cooperation and exchange among the directors and supervisors, and conduct a full discussion of the Bank's connected transaction management, outbound investment support, Group consolidation management, consolidation of the market of villages and groups, customer operation and the creation of the brand image of the listed bank in accordance with the practice of performing duties, thus realizing effective and close communications and exchanges with the governance team, and playing an active role in promoting the improvement of the Bank's corporate governance.
2. Deepening the synergy of supervisory lines. On the one hand, by accessing information, debriefing reports, and regularly organizing joint meetings on supervision of operation and management, the Board of Supervisors closely followed up the performance of the comprehensive risk management department, the compliance department, the audit department and other relevant departments and their supervisory effects, and requested the internal supervisory departments to adhere to their roles, maintain good communication and coordination, effectively integrate the supervisory resources, focus on the key positions, key areas and major risks, and provide targeted reminders of the existence of problems, and give reasonable opinions and suggestions, so as to practically promote the enhancement of the Bank's operation and management level. On the other hand, it focused on strengthening the supervision and guidance of internal audit. The Board of Supervisors included the relevant audit matters in the deliberations of the meetings of the Board of Supervisors to ensure that the members of the Board of Supervisors have a comprehensive understanding of the audit work plan and program, the audit findings as well as the rectification of the problems identified in the inspection, and sent its members to attend the review meetings of the audit projects to provide whole-process supervision and guidance on the Bank's audit work. It worked

with the audit department to carry out a number of audits in key areas, made constructive suggestions for improvement in a multi-dimensional manner in response to the problems identified in the audits, and continuously followed up on the status of rectification.

II. Work of External Supervisors

In 2023, the Bank's external supervisors, Ms. Wei Haiying, Mr. Yang Biao, Mr. Zhang Bangyong and Ms. Mai Xiuhua, performed their supervisory duties in strict accordance with the provisions of the Bank's Articles of Association. They attended all the meetings of the Board of Supervisors and meetings of the special committees during the year, and conscientiously devoted themselves to the study of and decisions on important matters of the Board of Supervisors; participated in the general meeting and attended the meetings of the Board of Directors and its committees in accordance with the regulations; led a special research on the Board of Supervisors, aiming to promote the improvement of the Bank's corporate governance and management level; actively participated in the special audit of the Board of Directors and the specialized committees under the senior management as well as the training on anti-money laundering and counter-terrorist financing in 2023, and complied with the statutory requirements when working at the Bank. Giving full play to their professional advantages, the external supervisors performed their duties in accordance with the law, objectively and independently, conscientiously and actively, and put forward highly constructive opinions and suggestions on the Bank's new situation of high-quality development, which provided strong support for the Board of Supervisors to successfully complete the supervisory work.

III. Independent Opinions of the Board of Supervisors on Relevant Matters

(I) Operation According to Law

During the Reporting Period, the Bank carried out its business activities in accordance with the law and relevant regulations, with sound operation, standard management and objective and true operating results. No violations of laws, regulations or the Bank's Articles of Association or acts detrimental to the interests of the Bank and its shareholders were found.

(II) Authenticity of Financial Reports

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

(III) Risk Management

During the Reporting Period, with the goal of improving the risk management level of the Bank as a whole, the Bank continued to improve its comprehensive risk management and other tasks. The Bank's risk management work was overall stable, with no major risk events occurring, and the level of risk control and management continued to improve.

(IV) Internal Control

During the Reporting Period, the Bank continued to strengthen and improve internal control, and the Board of Supervisors had no objection to the Bank's internal control evaluation report this year. No major defects were found in the completeness, rationality and effectiveness of the Bank's internal control system and the implementation of the internal control system.

(V) Use of Proceeds

During the Reporting Period, the use of proceeds raised by the Bank was in line with that mentioned in the prospectus.

(VI) Acquisition and Disposal of Assets

During the Reporting Period, there was no insider transaction in the acquisition or disposal of assets by the Bank, or acts that damaged Shareholders' rights and interests or caused the loss of the Bank's assets.

(VII) Related Party Transactions

As for the related party transactions in the Reporting Period, the Board of Supervisors did not find any behavior that violated the principle of fairness or harmed the interests of the Bank and shareholders.

(VIII) Implementation of Resolutions of the General Meeting

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

(IX) Information Disclosure

During the Reporting Period, the Bank performed the obligation of information disclosure in strict accordance with the requirements of regulatory policies and disclosed the Bank's information in accordance with the law. No false information, misleading statements or major omissions were found.

(X) Social Responsibilities

During the Reporting Period, the Bank strictly fulfilled its social responsibilities. The Board of Supervisors reviewed the Corporate Social Responsibility Report for the year of the Bank without any objection.

(XI) Other Special Supervision and Evaluation

In terms of capital management, the Board of Directors and senior management of the Bank have strengthened capital management, reinforced the capital management orientation, and enhanced the quality and efficiency of asset and liability management and capital market value. As of the end of 2023, the Bank's capital adequacy ratios at all levels were better than the regulatory standards and met the Bank's management objectives, and the Company's capital was commensurate with the development of its business and the level of risk. Next, the Bank will strictly implement the requirements of the new capital regulations, guide the growth and allocation of assets based on the concept of capital constraints, and continuously improve the efficiency of capital operation. At the same time, in light of the Group's development needs, the Bank will strengthen the retention of profits, enhance the ability to replenish capital from endogenous sources, enrich the channels of capital replenishment, and strengthen the level of risk resilience.

In terms of reputational risk management, the Board of Directors and senior management of the Bank have, based on regulatory requirements and relevant laws and regulations, strengthened the whole-process management and normalized management of reputational risk in such areas as the construction of reputational risk system, public opinion monitoring mechanism, prior assessment mechanism, disposal mechanism, and public relations, so as to create a favorable external environment for the Bank's operation, management and business development. However, the Bank still needs to further improve the Group's reputation risk linkage management mechanism, strengthen its emergency response to public opinion events, and improve the Group's reputation risk management and control level.

In terms of stress test management, the Board of Directors and senior management of the Bank actively cooperated to complete various regulatory stress test tasks on the basis of regular stress tests of risks in key areas, carried out risk stress tests at the Group level on a regular basis,

continuously optimized and improved the stress test plan, and actively promoted the use of stress tests in capital management and risk management decision-making. However, the Bank still needs to strengthen the overall management of stress test, optimize the management process related to stress test, promote the construction of the stress test management platform, improve the operational risk and capital adequacy stress test mechanism in accordance with the requirements of the new regulatory rules, and enhance the standardization, comprehensiveness and effectiveness of the stress test.

In terms of liquidity risk management, the Board of Directors and senior management of the Bank are able to strictly implement prudent liquidity risk management principles, organize and carry out risk screening in a timely manner, and continuously improve the liquidity risk management policy and system, so that the level of liquidity risk management has been continuously improved. As of the end of December 2023, the Bank's liquidity risk indicators were better than the regulatory values, with sufficient short-term liquidity, a reasonable maturity mismatch structure, and a stable source of long-term maturity funding. However, the Bank still needs to strengthen liquidity risk early warning and prevention, focusing on the impact of interbank market fluctuations on liquidity, improve the liquidity risk management information system, strengthen the liquidity indicators monitoring and management empowerment for subsidiaries and management organizations, so as to continuously improve the Group's liquidity risk management and control capacity.

In terms of the management of expected credit loss method, the Board of Directors and senior management of the Bank are able to regulate the scope of assets subject to impairment under the expected credit loss method, the principles to be followed in its implementation, the division of responsibilities and the workflow, etc., and have formulated the annual implementation plan for impairment to complete the provision of impairment for financial assets in each year. As of the end of December 2023, sufficient provision has been made for the Bank's financial assets, with indicators such as the provision coverage ratio and the provision-to-credit ratio in line with the level of regulatory requirements. However, the Bank still needs to further strengthen the construction of a long-term mechanism for the management of expected credit losses, improve the relevant system and management structure, effectively strengthen the construction of the management information system, accelerate the implementation of the "Administrative Measures for the Implementation of the Expected Credit Loss Method of Commercial Banks", and improve the quality of implementation.

In terms of operational risk management, the Board of Directors and senior management of the Bank continued to improve the construction of the operational risk system, strengthened the application of the three core tools for operational risk management, carried out internal control supervision and inspection of key risk areas, and continued to promote the Group-wide operational risk management, effectively ensuring that the Group's operational risk was controllable as a

whole. However, the Bank still needs to further improve the mechanism construction in accordance with the requirements of the new regulations on operational risk management, strengthen the risk prevention and control management of the “three lines of defense”, enhance the management of abnormal behavior of employees and the implementation of the system, and intensify the supervision and inspection of the implementation of the system in key groups, key business areas and key links, so as to effectively improve the level of prevention and control of operational risks.

IV. Key Work of the Board of Supervisors in 2024

2024 is the first year of the Bank’s relaunch after the reform of its organizational structure, and a critical year for testing the Bank’s ability to reshape its strategy and develop innovatively. With the general tone of work of “all for development, all to serve development”, the Board of Supervisors will effectively embed its work into the business philosophy of “customer-centered, market-oriented, and efficiency-oriented”, earnestly fulfill its supervision duties in light with the reform deployment of the Party Committee of the head office for serving the real economy and conducting compliant and prudent operation, continuously improve the supervision work mechanism by giving high priority to the supervision on the Board of Directors and senior management in the continuous and effective performance of their duties, so as to continuously enhance the value of the supervision services of the Board of Supervisors. Next, we will continue to implement supervision in key areas and comprehensively contribute to the Bank’s high-quality development; promote the strengthening of the Group’s management capacity through multi-dimensional empowerment and intelligence enhancement; and improve the supervisory mechanism to constantly enhance the quality and effectiveness of the Board of Supervisors in the performance of its duties.

CANDIDATES FOR EXECUTIVE DIRECTORS:

Mr. Lu Guofeng (“Mr. Lu”), aged 54, holds a master’s degree, being an intermediate economist, and currently serves as the secretary of the party committee, an executive Director and the chairman of the Board of Directors of the Bank. Mr. Lu successively worked for Dongguan Branch of China Construction Bank Corporation in different departments including administration office, Chang’an sub-branch, department of marketing, department of credit operation and department of corporate business from July 1991 to March 2005, and successively served as a member of the party committee and vice president; successively served as a member of the party committee, deputy secretary of the party committee and president of Dongguan Commercial Bank Co., Ltd.* (東莞市商業銀行股份有限公司) (the predecessor of Bank of Dongguan Co., Ltd.* (東莞銀行股份有限公司)) from March 2005 to March 2008; served as deputy secretary of the party committee, president, secretary of the party committee and chairman of Bank of Dongguan Co., Ltd.* from March 2008 to April 2023; and was appointed as the secretary of the party committee, an executive Director and the chairman of the Board of Directors of the Bank after he joined the Bank in April 2023. In addition, Mr. Lu is currently a member of the 7th Council of Dongguan Banking Association.

Mr. Fu Qiang (“Mr. Fu”), aged 53, holds a bachelor’s degree and a master’s degree, being a senior economist. He is currently a deputy secretary to the party committee, an executive Director and president of the Bank. Mr. Fu successively served as the deputy head and head of the party committee office, head of the audit and supervision department and a secretary of the Youth League committee of the Guangdong provincial branch of the People’s Bank of China from July 1991 to January 1999; successively served as head of the banking regulatory office (1st division), deputy director of the department of civic affairs of the Youth League committee, the secretary to the Youth League committee (deputy director level), and the deputy secretary of the Youth League committee of the Guangzhou branch of the People’s Bank of China from January 1999 to March 2004. Mr. Fu served as a director of the Guangzhou branch of China Foreign Exchange Trade System (中國外匯交易中心) from March 2004 to August 2005, the secretary to the party committee, president of the Zhaoqing central sub-branch of the People’s Bank of China and the director of the Zhaoqing sub-branch of the State Administration of Foreign Exchange from August 2005 to March 2009. Mr. Fu was re-designated to the Guangzhou branch of the People’s Bank of China, and successively served as a director of the payment and settlement department, a deputy director of the operation and management department (director level) and the deputy inspector (deputy bureau level) from March 2009 to October 2018, during which: Mr. Fu also served as a member of the standing committee of the prefecture committee and the vice governor of Gannan Prefecture of Gansu Province from October 2014 to November 2016. Mr. Fu joined the Bank in November 2018 and has successively been appointed as the deputy secretary to the party committee, an executive Director and the president of the Bank.

So far as the Bank was aware, as of the Latest Practicable Date, Mr. Fu holds 500,000 Domestic Shares of the Bank.

Mr. Qian Hua (“Mr. Qian”), aged 50, holds a master’s degree, being an intermediate economist. He is currently a member of the party committee of the Bank. From July 1993 to October 2004, Mr. Qian served in Guangzhou Branch of the People’s Bank of China and successively held various positions, including officer of the administration of foreign exchange, officer of the monetary and credit management department, deputy chief officer and chief officer, etc. From October 2004 to December 2005, he served as the chief officer of the financial department of the Financial Service Office of the Guangdong Province* (廣東省金融服務辦公室). From December 2005 to September 2018, he worked at the Guangdong Province Rural Credit Cooperatives Association* (廣東省農村信用社聯合社), and successively served as the deputy general manager of the reform and development department, deputy general manager of the reform and strategic research department, general manager of the business development and innovation department, vice president and general manager of the comprehensive department of the Guangdong Banking Credit Financial Service Center (廣東銀信金融服務中心), general manager of the comprehensive department of the Guangdong Banking Credit Financial Service Center (廣東銀信金融服務中心), member of the party committee and vice president of the Guangdong Banking Credit Financial Service Center, the secretary of the disciplinary committee, member of the party committee and vice president of the Guangdong Banking Credit Financial Service Center, the secretary to the party group of Zhaoqing Office (during which he had served as the deputy officer of the Dongguan Rural Credit Cooperatives Union* (東莞市農村信用合作聯合社) from April 2009 to December 2009); from September 2018 to November 2018, he served as the secretary to the party committee of the Zhaoqing Rural Commercial Bank System. He joined the Bank in November 2018, serving as a member of the party committee and the secretary of the disciplinary committee and subsequently ceased to be the secretary of the disciplinary committee in March 2024.

So far as the Bank was aware, as of the Latest Practicable Date, Mr. Qian holds 322,202 Domestic Shares of the Bank, and his spouse also holds 96,631 Domestic Shares of the Bank.

Mr. Ye Jianguang (“Mr. Ye”), aged 51, holds a doctoral degree, being a senior economist. He is currently a member of the party committee, an executive Director, a vice president, the chief risk officer, secretary to the Board of Directors and joint company secretary of the Bank. From July 1994 to October 2006, Mr. Ye held various positions at Dongguan Rural Credit Cooperatives Association* (東莞農村信用合作社聯合社), the predecessor of the Bank, including the deputy supervisor of the fund planning and loan department, assistant manager of the customers relationship department (in charge of general operation), manager of the marketing department and manager of the international banking department, etc. From October 2006 to March 2010, Mr. Ye

served as the manager of the corporate business department of Dongguan Rural Credit Cooperatives Union* (東莞市農村信用合作聯社), the predecessor of the Bank. He successively served as the general manager of the corporate business department, assistant president of the head office and president of Houjie sub-branch of the Bank from March 2010 to December 2014, the general manager of the fund management department of Guangdong Province Rural Credit Cooperatives Association* (廣東省農村信用社聯合社) from December 2014 to August 2016. Mr. Ye rejoined the Bank in August 2016 and has subsequently been appointed as a member of the party committee, the vice president, an executive Director, the chief risk officer, secretary to the Board of Directors and joint company secretary of the Bank. In addition, Mr. Ye is currently the standing director of the Financial Industry Asset Management Professional Committee of China Investment Association and the chairman of the Legal Affairs Working Committee of Dongguan Banking Association.

So far as the Bank was aware, as at the Latest Practicable Date, Mr. Ye holds 500,000 Domestic Shares of the Bank, and his spouse also holds 500,000 Domestic Shares of the Bank.

CANDIDATES FOR NON-EXECUTIVE DIRECTORS

Ms. Li Huiqin (“Ms. Li”), aged 45, holds a bachelor’s degree. From July 2000 to May 2012, Ms. Li successively served as an office worker, staff, deputy section chief and section chief of the Dongguan Municipal Personnel Bureau* (東莞市人事局); from September 2012 to December 2021, she was the deputy general manager of Guangdong Canvest Investment Co., Ltd.* (廣東粵豐投資有限公司); since July 2020, she has served as a supervisor of Dongguan Yuewen Intelligent Energy Co., Ltd.* (東莞市粵文智慧能源有限公司), during which: since September 2020, she has concurrently served as legal person, executive director and manager of Dongguan Kunyang Hardware Machinery Trading Co., Ltd.* (東莞市昆揚五金機械貿易有限公司); since May 2021, she has concurrently served as legal person and executive director of Guangdong Yuefeng Energy saving Technology Co., Ltd.* (廣東粵豐節能科技有限公司); since December 2021, she has been concurrently the legal person, executive director, manager and person-in-charge of finance of Guangdong Aoran Energy Development Co., Ltd.* (廣東澳然能源發展有限公司) and the legal person, executive director, manager and person-in-charge of finance of Guangdong Xujing Technology Co., Ltd.* (廣東旭菁科技有限公司); since January 2022, she has concurrently served as the legal person, chairman, director and person-in-charge of finance of Guangdong Keran Energy Development Co., Ltd.* (廣東科然能源發展有限公司) and the supervisor of Dongguan City Sanyang Shiye Development Co., Ltd.* (東莞市三陽實業發展有限公司); since March 2022, she has concurrently served as the legal person, executive director, manager and person-in-charge of finance of Dongguan Linghui Industrial Investment Co., Ltd.* (東莞市領暉實業投資有限公司) and Dongguan Qingxun Trading Co., Ltd.* (東莞市清迅商貿有限公司); since May 2022, she has concurrently served as the legal person, executive director and manager of Dongguan Gaowei Real

Estate Development Co., Ltd.* (東莞市高威房地產開發有限公司); since September 2022, she has concurrently served as a director of Dongguan Yueming New Energy Thermoelectricity Co., Ltd.* (東莞市粵明新能源熱電有限公司); since February 2023, she has concurrently served as the supervisor of Dongguan Hengpei Trading Co., Ltd.* (東莞市恒沛貿易有限公司); and since April 2023, she has concurrently served as the legal person, executive director and manager of Dongguan Yuexing Construction Co., Ltd.* (東莞市粵星建造有限公司). In addition, Ms. Li is also the vice president of the 7th board of directors of the Dongguan Women and Children Welfare Association* (東莞市婦女兒童福利會).

Mr. Wong Wai Hung (“Mr. Wong”), aged 35, holds a bachelor’s degree. Mr. Wong has been the vice chairman of the board of directors of Dongguan City Kanghua Investment Group Co., Ltd.* (東莞市康華投資集團有限公司) since September 2010; during which: since December 2015, he has concurrently served as an executive director and vice chairman of Guangdong Kanghua Healthcare Co., Ltd. (03689.HK); since August 2018, he has concurrently served as a director of Anhui Hualin Medical Investment Co., Ltd.* (安徽樺霖醫療投資有限公司) and a director of Chongqing Kanghua Zhonglian Cardiovascular Disease Hospital Co., Ltd.* (重慶康華眾聯心血管病醫院有限公司); since September 2020, he has concurrently served as a director of Dongguan Kangjing Property Investment Co., Ltd.* (東莞市康景物業投資有限公司); since May 2021, he has concurrently served as director of Dongguan Xingye Industrial Co., Ltd.* (東莞市興業實業有限公司), a director of Dongguan Xingye Arts & Crafts Home Decoration Co., Ltd.* (東莞市興業藝展家居飾品有限公司), a director of Dongguan Chisheng Trading Co., Ltd.* (東莞市馳生貿易有限公司), and a director of Kanghua International Hospital Co., Ltd.* (康華國際醫院有限公司); since June 2021, he has concurrently served as a director of Dongguan Strait Decoration Co., Ltd.* (東莞市海峽裝飾有限公司); since July 2021, he has concurrently served as a director of Dongguan Kanghua Medical Industry Investment Fund Co., Ltd.* (東莞康華醫療產業投資基金有限公司); since September 2021, he has concurrently served as a director of Dongguan City Xingye Refinancing Guarantee Co., Ltd.* (東莞市興業融資擔保有限公司); since November 2021, he has concurrently served as a director of Dongguan City Xingye Group Co., Ltd.* (東莞市興業集團有限公司); since March 2022, he has concurrently served as a director of Dongguan Kangwei Industrial Investment Co., Ltd.* (東莞市康偉實業投資有限公司); since January 2024, he has concurrently served as a director of Dongguan Kanghua Hemodialysis Medical Investment Management Co., Ltd.* (東莞康華血液透析醫療投資管理有限公司); and since February 2024, he has concurrently served as a director of Chongqing Kangxin Property Management Co., Ltd.* (重慶康心物業管理有限公司). In addition, Mr. Wong is currently a standing committee member of the 14th Dongguan Committee of Chinese People’s Political Consultative Conference (中國人民政治協商會議第十四屆東莞市委員會), the executive chairman of the 4th Council of the Hong Kong Federation of Dongguan Association* (香港東莞社團總會), the vice president of the third session

of the committee of World Dongguan Entrepreneurs Federation (東莞世界莞商聯合會), and the standing vice chairman of the 1st Council of the Dongguan Mainland Hong Kong Friendship Association* (東莞市內地港人聯誼會).

So far as the Bank was aware, as at the Latest Practicable Date, Mr. Wong, holds 22,285,147 Domestic Shares of the Bank and 3,125,000 shares of Hezhou Babu Dongying County Bank Company Limited (賀州八步東盈村鎮銀行股份有限公司), a non-wholly owned subsidiary of the Bank, through corporations controlled by him, separately.

Mr. Ye Jinqun (“Mr. Ye”), aged 53, completed the advanced course in Business Administration. He is currently a non-executive Director of the Bank. Mr. Ye was the chairman of Dongguan Commercial Center Development Co., Ltd.* (東莞市商業中心發展有限公司) from August 2002 to January 2013. Since January 2013, Mr. Ye has been the legal representative of Guangdong Haide Group Limited* (廣東海德集團有限公司).

So far as the Bank was aware, as at the Latest Practicable Date, Mr. Ye holds 9,663,060 Domestic Shares of the Bank, and 104,864,996 Domestic Shares of the Bank through corporations controlled by him.

Mr. Zhang Qingxiang (“Mr. Zhang”), aged 38, holds a bachelor’s degree, being an engineer. He is currently a non-executive Director of the Bank. Mr. Zhang has been the chairman of Dongguan Yuxinguo Industrial Investment Co., Ltd.* (東莞市裕欣國實業投資有限公司) and the chairman and general manager of Guangdong Yuxinguo Construction Engineering Limited* (廣東裕欣國建築工程有限公司) since August 2009. In addition, Mr. Zhang is a standing committee member of the 14th Dongguan Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議東莞市委員會), a member of the executive committee of the 13th session of the committee of Guangdong Federation of Industry and Commerce (general chamber of commerce) (廣東省工商業聯合會(總商會)), the vice chairman of 12th session of the executive committee of Dongguan Federation of Industry and Commerce (General Chamber of Commerce) (東莞市工商業聯合會(總商會)), the standing vice chairman of the third session of the board of World Dongguan Entrepreneurs Federation (東莞世界莞商聯合會), an honorary director of the standing committee of Young Entrepreneurs of Dongguan Association of International Entrepreneurs (東莞世界莞商聯合會青年工作委員會) and the chairman of the first session of the board of supervisors of Dongguan Federation of Young Entrepreneurs* (東莞市青年企業家聯合會).

So far as the Bank was aware, as at the Latest Practicable Date, Mr. Zhang holds 2,021,371 Domestic Shares of the Bank, and his spouse also holds 2,322,102 Domestic Shares of the Bank.

Mr. Chen Weiliang (“Mr. Chen”), aged 39, holds a bachelor’s degree. He is currently a non-executive Director of the Bank. Mr. Chen has served as the general manager of Dongguan Guanshang Industry and Investment Co., Ltd.* (東莞市莞商實業投資有限公司) since June 2013; the deputy general manager of Dongguan Shengxing Industry and Investment Co., Ltd.* (東莞市聖興實業投資有限公司) since August 2013; served as the general manager of Hangzhou Lingteng Internet and Technology Limited (Dongguan Branch)* (杭州領騰互聯網科技有限公司東莞分公司) from November 2017 to December 2020; has served as the director of Dongguan Zhaofeng Environmental Co., Ltd.* (東莞市兆豐環保股份有限公司) since January 2019; and served as a supervisor of the fourth session of the board of supervisors of Yunfu Xinxing Dongying County Bank, a non-wholly owned subsidiary of the Bank, from April 2019 to March 2024. In addition, Mr. Chen has served as a member of the 14th Dongguan Committee of Chinese People’s Political Consultative Conference (中國人民政治協商會議第十四屆東莞市委員會), the vice president of the third session of the committee of World Dongguan Entrepreneurs Federation (東莞世界莞商聯合會), the vice president of the fourth session of the committee of the Dongguan Overseas Scholars Association (東莞市僑聯歸國留學人員聯誼會), the vice chairman of the second session of the committee of Dongguan Federation of Young Entrepreneurs* (東莞市青年企業家聯合會), the vice chairman of the standing committee of World Dongguan Entrepreneurs (東莞松山湖莞商聯合會), the honorary chairman of the fourth session of the committee of Dongguan Dalang Association of e-Commerce Operators* (東莞市大朗電子商務協會) and the vice president of the fifth session of the committee of Association of Industry and Commerce of Dalang Town of Dongguan (Chamber of Commerce) (東莞市大朗鎮工商聯(商會)).

So far as the Bank was aware, as of the Latest Practicable Date, Mr. Chen holds 6,000 Domestic Shares of the Bank.

Mr. Tang Wencheng (“Mr. Tang”), aged 44, holds a master degree, being a senior programmer specializing in computer software. He is currently a non-executive Director of the Bank. Mr. Tang was the assistant to the general manager and head of the business management department of Dongguan City Transportation Investment Group Co., Ltd.* (東莞市交通投資集團有限公司) (“**Dongguan Transportation Investment**”), chairman and general manager of Dongguan Shuhui Big Data Co., Ltd. (“**Dongguan Shuhui**”) (東莞數匯大數據有限公司), executive director and general manager of Dongguan City Fook Man Group Company* (東莞市福民集團公司) (“**Dongguan Fook Man**”) and director of Fook Man Development Company Limited (“**Fook Man Development**”) from July 2019 to December 2021 (The above companies are subsidiaries of Dongguan Transportation Investment.); assistant to the general manager and head of the operation management department of Dongguan Transportation Investment, chairman and general manager of Dongguan Shuhui, executive director and general manager of Dongguan Fook Man and director of Fook Man Development from December 2021 to January 2022; assistant to the general manager of Dongguan Transportation Investment, chairman and general manager of Dongguan Shuhui,

executive director and general manager of Dongguan Fook Man and director of Fook Man Development from January 2022 to May 2023; and the assistant to the general manager of Dongguan Transportation Investment, chairman of Dongguan Shuhui, executive director and general manager of Dongguan Fook Man, and director of Fook Man Development from May 2023 to February 2024. Since February 2024, he has served as assistant to the general manager of Dongguan Transportation Investment, executive director and general manager of Dongguan Fook Man, and director of Fook Man Development.

Mr. Chan Ho Fung (“Mr. Chan”), aged 28, holds a bachelor’s degree. From December 2018 to February 2021, Mr. Chan successively served as the sales manager of the business institution department and the global marketing department of China Merchants Securities International Company Limited; since June 2021, he has served as the chairman of Guangdong Hongyuan Basketball Club Co., Ltd.* (廣東宏遠籃球俱樂部有限公司); during which: since March 2022, he has concurrently served as a director of Dongguan Hongyue Zhilian Technology Co., Ltd. * (東莞市宏粵智聯科技有限公司); since June 2022, he has concurrently served as the vice chairman and the general manager of Guangdong Yihong Sports and Health Development Co., Ltd.* (廣東益宏體育健康發展有限公司); since August 2022, he has concurrently served as a director of Guangdong Hongyuan Group Co., Ltd.* (廣東宏遠集團有限公司); since June 2023, he has concurrently served as the executive director of Dongguan Hongyuan South China Tiger Sports Development Co., Ltd.* (東莞市宏遠華南虎體育發展有限公司).

CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zeng Jianhua (“Mr. Zeng”), aged 66, holds a doctoral degree, being a senior economist. He is currently an independent non-executive Director of the Bank. Mr. Zeng has been an independent director of Zhejiang Furun Digital Technology Co., Ltd.* (浙江富潤數字科技股份有限公司) (600070.SH) from May 2020 to September 2023; was an independent director of Jiangsu Tongda Power Technology Co., Ltd.* (江蘇通達動力科技股份有限公司) (002576.SZ) from December 2020 to May 2022; has been an external supervisor of Sichuan Bank Co., Ltd. since January 2021; was a shareholder director of Sichuan Development Jiayibing Asset Restructuring Investment Co., Ltd.* (四川發展甲乙丙資產重組投資有限公司) from January 2021 to August 2022; has been the chairman of the board of directors of Gongqing City Huajian Function Private Equity Management Co., Ltd.* (共青城華建函數私募基金管理有限公司) since August 2019 and Beijing Huahan Consultancy Co., Ltd.* (北京華函諮詢有限公司) since March 2021; has been an independent director of CCB Life Asset Management Company Limited since May 2021; has been an independent non-executive director of Bank of Tianjin Co., Ltd. (1578.HK) since August 2022; and has been an independent director of Minsheng Financial Leasing Co., Ltd. since May 2023. Mr. Zeng is also currently a Distinguished Professor of the University for Peace of the United Nations.

Mr. Yip Tai Him (“Mr. Yip”), aged 53, holds a bachelor’s degree, being a certified public accountant in Hong Kong. He is currently an independent non-executive Director of the Bank. Mr. Yip is currently the director of Qing Lan C.P.A. Limited. Mr. Yip is currently or in the past three years an independent non-executive director of the following companies listed on the Hong Kong Stock Exchange: Shentong Robot Education Group Company Limited (8206.HK) (formerly known as China Communication Telecom Services Company Limited, Shenzhen Aomei Networks (International) Co., Ltd.), GCL Technology Holdings Limited (3800.HK) (formerly known as GCL-Poly Energy Holdings Limited), Redco Properties Group Limited (1622.HK) and Zhongchang International Holdings Group Limited (859.HK).

Mr. Xu Zhi (“Mr. Xu”), aged 51, holds a bachelor’s degree, being a certified public accountant in the PRC, a tax agent in the PRC and an international certified internal auditor. He is currently an independent non-executive Director of the Bank. Mr. Xu has been the deputy director of Guangdong CCAT Certified Public Accountants Co., Ltd.* (廣東中誠安泰會計師事務所有限公司) since January 2020; an independent director of HUCAIS Printing Co., Ltd.* (虎彩印藝股份有限公司) (834295.NEEQ) from November 2013 to January 2022; a director of JC Future Intelligent Technology Co., Ltd. (838309.NEEQ) (京彩未來智能科技股份有限公司) (formerly known as Dongguan Tianyu Network Technology Co., Ltd.* (東莞市天宇網絡技術股份有限公司)) from March 2020 to February 2023; an independent director of Guangdong Sinopatt Semiconductor Technology Co., Ltd.* (廣東中圖半導體科技股份有限公司) since September 2020; and an independent director of Dongrui Food Group Co., Ltd. (東瑞食品集團股份有限公司) (001201.SZ) since December 2022. In addition, Mr. Xu has been a representative of the 13th Session of the People’s Congress of Guangdong Province from January 2018 to December 2022.

Mr. Tan Fulong (“Mr. Tan”), aged 50, holds a bachelor’s degree, being a practicing lawyer in the PRC. He is currently an independent non-executive Director of the Bank. From July 1997 to January 2022, Mr. Tan worked in Guangdong Junzheng Law Firm* (廣東君政律師事務所) initially as an assistant to the director, then as a practicing solicitor and subsequently as its partner. Since January 2022, Mr. Tan has served as the senior partner of Guangzhou King Pound (Dongguan) Law Firm* (廣州金鵬(東莞)律師事務所). Mr. Tan served as an expert in legislative consultation and assessment of the Standing Committee of the 16th Session of Dongguan Municipal People’s Congress (東莞市人民代表大會常務委員會) from April 2017 to March 2022; served as the deputy director of the 11th Session of Guangdong Lawyers Association Professional Committee on the Law of Implementation and Disposal of Non-performing Assets (第十一屆廣東省律師協會執行與不良資產處置法律專業委員會) from October 2017 to March 2022. Mr. Tan has been the deputy director of the 12th Session of Guangdong Lawyers Association Law Professional Committee on the Law of Disposal of Non-performing Assets (第十二屆廣東省律師協會不良資產處置法律專業委員會) since April 2022; served as an expert of the Civil Administration Procuratorate Think Tank of the Dongguan People’s Procuratorate (東莞市人民檢察院) from May 2019 to April 2022;

and an expert of Civil, Administrative and Prosecution Expert Consultation Web (民事行政檢察專家諮詢網) by the Sixth Procuratorate and Seventh Procuratorate of The Supreme People's Procuratorate of the PRC from March 2021 to February 2023. Mr. Tan has served as the arbitrator by Dongguan Arbitration Commission since April 2022; as the legislative consultation and evaluation expert of the Standing Committee of the 17th Dongguan Municipal People's Congress since July 2022; as the professional staff of the Dongguan Compliance Third Party Supervision and Evaluation Mechanism for Enterprises Involved in the Case (東莞市涉案企業合規第三方監督評估機制) since December 2022; as the supervisor of the Eighth Dongguan Lawyers Association since April 2023; and as the specially-invited law enforcement supervisor in Dongguan since September 2023. Mr. Tan is also a standing committee member of the 14th Dongguan Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議東莞市委員會).

Ms. Liu Yuou (“Ms. Liu”), aged 52, holds a bachelor's degree, being a certified public accountant in the PRC, a real estate appraiser and a land appraiser. She is currently an independent non-executive Director of the Bank. Ms. Liu has been a partner, a deputy chief accountant and a certified public accountant of Dongguan Zhengyu Accountants Firm (general partner)* (東莞市正域會計師事務所(普通合夥)) since January 2008. In addition, Ms. Liu serves as a supervisor of Dongguan Zhengyu Intellectual Property Operation Co., Ltd.* (東莞市正域知識產權運營有限公司), a supervisor of Guangdong Zhengyu Taxation Firm Limited.* (廣東省正域稅務師事務所有限公司) and the manager of Dongguan Huiying Investment Consulting Co., Ltd.* (東莞市薈盈投資諮詢有限公司).

Ms. Xu Tingting (“Ms. Xu”), aged 40, holds a bachelor's degree, being a certified public accountant in the PRC and an accountant in the PRC. She is currently an independent non-executive Director of the Bank. Ms. Xu has served as a chief accountant of Dongguan Zhenglian C.P.A. Limited (general partner)* (東莞市正聯會計師事務所(普通合夥)) since April 2011. Since February 2022, Ms. Xu has served as the executive director of Leadway Technology Investment Group Limited (formerly known as HNA Technology Investments Holdings Limited) (2086.HK).

* For identification purposes only

CANDIDATES FOR SHAREHOLDER REPRESENTATIVE SUPERVISORS:

Ms. Deng Qian (“Ms. Deng”), aged 48, holds a bachelor’s degree and a master’s degree, being a psychological counselor and a learning therapist. Ms. Deng is currently the chairman of Dongguan Huichuang Electronics Co., Ltd.* (東莞市慧創電子有限公司) and Dongguan Huide Electronic Technology Co., Ltd.* (東莞慧德電子科技有限公司). Ms. Deng concurrently serves as the executive director of IC Electronics HK Company Limited, Taiwan Huichuang Electronics Limited* (台灣慧創電子有限公司), Dongkou Huichuang Electronic Co., Ltd.* (洞口慧創電子有限公司), Dongkou Huisheng Electronic Technology Co., Ltd.* (洞口慧盛電子科技有限公司), Dongguan Huichuang Electronics Co., Ltd., Dongkou Branch* (東莞市慧創電子有限公司洞口分公司), Dongkou Huichuang Real Estate Co., Ltd.* (洞口慧創置業有限公司), Dongkou County Zhonghe Real Estate Development Co, Ltd.* (洞口縣眾和置業發展有限公司), and Guangdong Huichuang Cloud Technology Investment Co., Ltd.* (廣東慧創雲科技投資有限公司). Ms. Deng is a member of the 8th CPPCC of Dongkou County in Hunan Province, the executive chairman of Dongkou Chamber of Commerce, the supervisor of Hunan Dongkou Rural Commercial Bank Co., Ltd.* (湖南洞口農村商業銀行股份有限公司), the president of Dongkou Yuexi Ren’ai Education Fund Association* (洞口縣月溪仁愛教育基金協會), the vice president of Dongguan Qingxi Women Entrepreneurs’ Federation* (東莞市清溪女企業家聯合會), the executive director of Bo Business Alumni Association, Tsinghua Redbud Union* (清華紫荊學會博商同學會), and the vice chairman of the Parents’ Association of Dongguan Tsinglan School* (東莞市清瀾山學校校家委會).

So far as the Bank was aware, as at the Latest Practicable Date, Ms. Deng holds 5,003,156 Domestic Shares of the Bank and her spouse also holds 9,663 Domestic Shares of the Bank.

Mr. Cai Junbang (“Mr. Cai”), aged 34, holds a college degree. Mr. Cai is currently the chairman of Dongguan Bangye Machinery & Electronic Equipment Trading Co., Ltd.* (東莞市邦業機電設備貿易有限公司). Mr. Cai is also the chairman of Kunshan Xinwanli Investment Development Co., Ltd.* (昆山鑫萬利投資發展有限公司), the supervisor of Dongguan Yongli Hardware Co., Ltd.* (東莞市永利五金有限公司), and the supervisor of Dongguan Jinzhuo Industrial Investment Co., Ltd.* (東莞市金卓實業投資有限公司); the executive director of Dongguan Zhongpu Environmental Protection Technology Co., Ltd.* (東莞中溥環保科技有限公司) and the supervisor of Kunshan Hongtu High-tech Venture Capital Co., Ltd.* (昆山紅土高新創業投資有限公司).

So far as the Bank was aware, as at the Latest Practicable Date, Mr. Cai holds 12,677,400 Domestic Shares of the Bank through corporations controlled by him.

Mr. Liu Jiahao (“Mr. Liu”), aged 33, holds a bachelor’s degree. Mr. Liu is currently the executive director of Dongguan Jianghao Trading Co., Ltd.* (東莞市江豪貿易有限公司), the managing director of Dongguan Litong Precision Slide Manufacturing Co., Ltd.* (東莞市利通精密滑軌製造有限公司), and the managing director of Dongguan Ruifeng Jewellery Co., Ltd.* (東莞市瑞豐珠寶首飾有限公司). Mr. Liu also serves as the chairman of the supervisory board of Dongguan Houjie Chamber of Commerce and Industry* (東莞市厚街鎮工商聯(商會)), vice president of Dongguan Houjie Young Entrepreneurs Association* (東莞市厚街鎮青年企業家協會), special supervisor of Dongguan Houjie Taxation Branch* (東莞市厚街稅務分局), director of Dongguan Retail Association* (東莞市零售協會), director of Dongguan Private Enterprises Association* (東莞市私營企業協會), and director of the Dongguan Overseas Scholars Association* (東莞市僑聯歸國留學人員聯誼會).

So far as the Bank was aware, as at the Latest Practicable Date, Mr. Liu holds 6,442,040 Domestic Shares of the Bank through corporations controlled by him.

Mr. Li Guoyu (“Mr. Li”), aged 42, holds a bachelor’s degree. Mr. Li is currently the deputy general manager of Dongguan Shenzhou Industrial Group* (東莞市神洲實業集團). Mr. Li also serves as the general manager of Guangdong Wenjinghui Culture Co., Ltd.* (廣東省文精會文化有限公司), and a supervisor of Dongguan Tongmei Decoration Engineering Co., Ltd.* (東莞市通美裝修工程有限公司). Mr. Li was the deputy general manager of Gaozhou Qiangfa Stone Co., Ltd.* (高州市強發石料有限公司), the manager of the administration department of Dongguan Shenzhou Private Enterprise Activity Center Co., Ltd.* (東莞市神洲民企活動中心有限公司), the assistant to the chairman and the manager of the administration department of Dongguan Yuhai Industrial Co., Ltd.* (東莞市裕海實業有限公司), and the executive director of Dongguan Yuhui Metal Co., Ltd.* (東莞市裕輝金屬有限公司).

CANDIDATES FOR EXTERNAL SUPERVISORS:

Ms. Wei Haiying (“Ms. Wei”), aged 60, holds a master’s degree and a doctoral degree, being a professor, a doctoral supervisor. She is currently an external Supervisor of the Bank. Ms. Wei has worked at the College of Economics and School of Management of Jinan University (暨南大學) successively as a teacher of the department of statistics of the College of Economics, a teacher of the MBA Education Center of the School of Management, the chief of the department of marketing of the School of Management, deputy head of the School of Management, and secretary to the Party committee of the School of Management since July 1986. In addition, Ms. Wei is also the vice president of Marketing Association of Guangdong* (廣東營銷學會) and Guangdong

Association of Quality Control* (廣東質量協會). Ms. Wei is also the chief officer of the Key Research Base for Humanities and Social Sciences in Guangzhou Guangzhou Brand Innovation and Development Research Base* (廣州人文社科重點研究基地 — 廣州品牌創新發展研究基地).

Mr. Zhang Bangyong (“Mr. Zhang”), aged 46, holds a bachelor’s degree, being a lawyer. He is currently an external Supervisor of the Bank. Between September 2005 and February 2012, Mr. Zhang has been a trainee solicitor and a solicitor of Guangdong Great Brothers Law Firm* (廣東格雷兄弟律師事務所). He worked at Guangdong Baiqin Law Firm* (廣東百勤律師事務所) as a lawyer from February 2012 to December 2012. From December 2012 to October 2015, he was a director and lawyer of Guangdong Qinnuo Law Firm* (廣東勤諾律師事務所). From October 2015 to March 2021, he has been a partner of Guangdong Everwin Law Office (Dongguan)* (廣東法制盛邦(東莞)律師事務所). Since June 2021, Mr. Zhang has been a partner of Guangdong Qinyi Law Office* (廣東秦儀律師事務所).

Ms. Mai Xiuhua (“Ms. Mai”), aged 53, holds a bachelor’s degree, being a senior accountant, certified public accountant, certified tax agent and certified asset appraiser. She is currently an external Supervisor of the Bank. From January 1996 to December 1999, Ms. Mai worked at Dongguan Sanjun Clothing Co., Ltd.* (東莞三駿時裝有限公司). From January 2000 to February 2001, Ms. Mai worked at Alps Logistics Co., Ltd.* (廣東阿爾卑斯物流有限公司). From February 2001 to June 2010, Ms. Mai was an audit project manager of Guangdong Zhengliang Accounting Firm Limited Company* (廣東正量會計師事務所有限公司) (now known as Guangdong Pan-China Certified Public Accountants LLP* (廣東天健會計師事務所有限公司)). Since June 2010, Ms. Mai has served as the technical supervisor of Dongguan Ruifeng Accounting Firm Co., Ltd.* (東莞市瑞豐會計師事務所有限公司) and Dongguan Ruiyi Accounting Firm Co., Ltd.* (東莞市瑞益稅務師事務所有限公司). From August 2017 to December 2021, Ms. Mai has served as an independent director of Dongguan Yutong Optical Technology Co., Ltd.* (東莞市宇瞳光學科技股份有限公司) (300790.SZ). In addition, Ms. Mai is a representative of the 16th and 17th Session of the Dongguan Municipal People’s Congress* (東莞市人民代表大會) and a member of the finance and economy committee of the Dongguan Municipal People’s Congress* (東莞市人大財政經濟委員會).

Mr. Liu Sheng (“Mr. Liu”), aged 33, holds a doctoral degree, being an associate professor and part-time lawyer. Mr. Liu is currently an associate professor and doctoral supervisor at the School of Law of South China University of Technology. Mr. Liu is also a researcher of the Rule of Law Economy and Rule of Law Society Research Center of South China University of Technology, a researcher of the Guangzhou Fiscal Governance Modernization Research Center* (廣州財稅治理現代化研究中心), an expert of the Expert Committee of the South China Institute of Arbitration Innovation and Rule of Law Development* (華南仲裁創新與法治發展研究院專家委

員會), a deputy director of the Non-performing Assets Management Committee of Guangdong Private Enterprise Financial Service Association* (廣東省民營企業金融服務協會不良資產管理委員會), a vice-president of Guangdong Private Enterprise Financial Service Association, a director of the Civil and Commercial Law Research Society of Guangdong Province Law Society* (廣東省法學會民商法學研究會), a director of the Finance Law Research Society of Guangdong Province Law Society* (廣東省法學會金融法學研究會), an independent director of Guangzhou Lalami Information Technology Co., Ltd.* (廣州拉拉米信息科技股份有限公司), an invited mediator of the Nansha District People's Court of Guangzhou City, and part-time lawyer of Goldsun Law Firm. Mr. Liu was a compliance manager of Xiamen Guangjun Asset Management Co., Ltd.* (廈門廣竣資產管理有限公司), a research assistant of Shenzhen Stock Exchange Comprehensive Research Institute* (深圳證券交易所綜合研究所), a researcher of Qianhai Financial Holding Co., Ltd. and a post-doctoral fellow of the School of Law of South China University of Technology.

* *For identification purposes only*

APPENDIX V OPINIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

In accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Corporate Governance Standards of Banking and Insurance Institutions, and the articles of association of Dongguan Rural Commercial Bank Co., Ltd. (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 THE APPOINTMENT OF DIRECTORS OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS

In accordance with the requirements of the Company Law and the Articles of Association, we were of the view that the eligibility, nomination procedures and selection procedures of candidates for Directors of the fifth session of the Board, are in compliance with the requirements of laws and regulations and the Articles of Association, and agreed to submit the relevant resolution to the general meeting for consideration.

II. INDEPENDENT OPINIONS ON 2023 ANNUAL REPORT

In 2023, 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 2023 Annual Report was agreed to be submitted to the shareholders’ general meeting for consideration.

III. INDEPENDENT OPINIONS ON APPOINTMENT OF THE AUDIT ACCOUNTING FIRMS FOR 2024

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 2024, 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.

IV. INDEPENDENT OPINIONS ON THE ESTIMATED CAPS FOR RELATED PARTY TRANSACTIONS IN 2024

According to relevant regulatory regulations, the matter on estimated caps for related party transactions in 2024 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.

V. INDEPENDENT OPINIONS ON THE PROFIT DISTRIBUTION PLAN

The profit distribution plan for 2023 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.

VI. INDEPENDENT OPINIONS ON MERGERS BY ABSORPTION OF DONGGUAN DALANG DONGYING COUNTY BANK AND HUIZHOU ZHONGKAI DONGYING COUNTY BANK AND AUTHORIZATION OF THE BOARD OF DIRECTORS TO CARRY OUT THE DEEPENING REFORM OF YUNFU XINXING DONGYING COUNTY BANK AND HEZHOU BABU DONGYING COUNTY BANK

The Company's Mergers by Absorption of Dongguan Dalang Dongying County Bank and Huizhou Zhongkai Dongying County Bank and its authorization of the Board of Directors to carry out the deepening reform of Yunfu Xinxing Dongying County Bank and Hezhou Babu Dongying County Bank did not violate the "Civil Code", "Commercial Bank Law" and other relevant laws and regulations, nor did it violate the requirements of the banking regulatory department, and agreed to submit relevant resolutions to the shareholders' general meeting for consideration.

Dongguan Rural Commercial Bank Co., Ltd.

ZENG Jianhua, YIP Tai Him, XU Zhi, TAN Fulong, LIU Yuou, XU Tingting

NOTICE OF 2023 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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “AGM”) of Dongguan Rural Commercial Bank Co., Ltd. (the “Bank”) will be held at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC on May 30, 2024 (Thursday) at 2:30 p.m. to consider and, if thought fit, to pass the following resolutions:

Ordinary Resolutions

1. The Resolution in Relation to Work Report of the Board of Directors of the Bank for 2023
2. The Resolution in Relation to Work Report of the Board of Supervisors of the Bank for 2023
3. The Resolution in Relation to 2023 Annual Report of the Bank
4. The Resolution in Relation to Appointment of Directors of the Fifth Session of the Board of Directors of the Bank
 - 4.1 Appointment of Mr. Lu Guofeng (盧國鋒) as an Executive Director of the Fifth Session of the Board of Directors

* *Dongguan Rural Commercial Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.*

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- 4.2 Appointment of Mr. Fu Qiang (傅強) as an Executive Director of the Fifth Session of the Board of Directors
- 4.3 Appointment of Mr. Qian Hua (錢華) as an Executive Director of the Fifth Session of the Board of Directors
- 4.4 Appointment of Mr. Ye Jianguang (葉建光) as an Executive Director of the Fifth Session of the Board of Directors
- 4.5 Appointment of Ms. Li Huiqin (黎慧琴) as a Non-executive Director of the Fifth Session of the Board of Directors
- 4.6 Appointment of Mr. Wong Wai Hung (王偉雄) as a Non-executive Director of the Fifth Session of the Board of Directors
- 4.7 Appointment of Mr. Ye Jinquan (葉錦泉) as a Non-executive Director of the Fifth Session of the Board of Directors
- 4.8 Appointment of Mr. Zhang Qingxiang (張慶祥) as a Non-executive Director of the Fifth Session of the Board of Directors
- 4.9 Appointment of Mr. Chen Weiliang (陳偉良) as a Non-executive Director of the Fifth Session of the Board of Directors
- 4.10 Appointment of Mr. Tang Wencheng (唐聞成) as a Non-executive Director of the Fifth Session of the Board of Directors
- 4.11 Appointment of Mr. Chan Ho Fung (陳浩峰) as a Non-executive Director of the Fifth Session of the Board of Directors
- 4.12 Appointment of Mr. Zeng Jianhua (曾儉華) as an Independent Non-executive Director of the Fifth Session of the Board of Directors
- 4.13 Appointment of Mr. Yip Tai Him (葉棣謙) as an Independent Non-executive Director of the Fifth Session of the Board of Directors
- 4.14 Appointment of Mr. Xu Zhi (許智) as an Independent Non-executive Director of the Fifth Session of the Board of Directors

NOTICE OF 2023 AGM

- 4.15 Appointment of Mr. Tan Fulong (譚福龍) as an Independent Non-executive Director of the Fifth Session of the Board of Directors
- 4.16 Appointment of Ms. Liu Yuou (劉宇鷗) as an Independent Non-executive Director of the Fifth Session of the Board of Directors
- 4.17 Appointment of Ms. Xu Tingting (許婷婷) as an Independent Non-executive Director of the Fifth Session of the Board of Directors
- 5. The Resolution in Relation to Appointment of Non-Employee Supervisors of the Fifth Session of the Board of Supervisors of the Bank
 - 5.1 Appointment of Ms. Deng Qian (鄧倩) as a Shareholder Representative Supervisor of the Fifth Session of the Board of Supervisors
 - 5.2 Appointment of Mr. Cai Junbang (蔡浚邦) as a Shareholder Representative Supervisor of the Fifth Session of the Board of Supervisors
 - 5.3 Appointment of Mr. Liu Jiahao (劉家豪) as a Shareholder Representative Supervisor of the Fifth Session of the Board of Supervisors
 - 5.4 Appointment of Mr. Li Guoyu (黎國裕) as a Shareholder Representative Supervisor of the Fifth Session of the Board of Supervisors
 - 5.5 Appointment of Ms. Wei Haiying (衛海英) as an External Supervisor of the Fifth Session of the Board of Supervisors
 - 5.6 Appointment of Mr. Zhang Bangyong (張邦永) as an External Supervisor of the Fifth Session of the Board of Supervisors
 - 5.7 Appointment of Ms. Mai Xiuhua (麥秀華) as an External Supervisor of the Fifth Session of the Board of Supervisors
 - 5.8 Appointment of Mr. Liu Sheng (劉盛) as an External Supervisor of the Fifth Session of the Board of Supervisors

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6. The Resolution in Relation to the Estimated Caps for Related Party Transactions in 2024 of the Bank
7. The Resolution in Relation to Appointment of the Audit Accounting Firms for 2024 of the Bank
8. The Resolution in Relation to 2023 Final Financial Accounts Plan of the Bank
9. The Resolution in Relation to 2023 Profit Distribution Plan of the Bank
10. The Resolution in Relation to 2024 Financial Budget Plan of the Bank

Special Resolutions

11. The Resolution in Relation to the Public Issuance of Capital Bonds by the Bank
12. The Resolution in Relation to the Public Issuance of Non-Capital Bonds by the Bank
13. The Resolution in Relation to the Bank's Merger by Absorption of Dongguan Dalang Dongying County Bank Company Limited
14. The Resolution in Relation to the Implementation Plan for the Bank's Merger by Absorption of Dongguan Dalang Dongying County Bank Company Limited
15. The Resolution in Relation to the Authorization of the Board of Directors to Organize and Implement the Work Related to the Bank's Merger by Absorption of Dongguan Dalang Dongying County Bank Company Limited
16. The Resolution in Relation to the Bank's Merger by Absorption of Huizhou Zhongkai Dongying County Bank Company Limited
17. The Resolution in Relation to the Implementation Plan for the Bank's Merger by Absorption of Huizhou Zhongkai Dongying County Bank Company Limited
18. The Resolution in Relation to the Authorization of the Board of Directors to Organize and Implement the Work Related to the Bank's Merger by Absorption of Huizhou Zhongkai Dongying County Bank Company Limited

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19. The Resolution in Relation to the Authorization of the Board of Directors to Carry out the Deepening Reform of Yunfu Xinxing Dongying County Bank Company Limited and Hezhou Babu Dongying County Bank Company Limited

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

Dongguan City, Guangdong Province, the PRC
May 9, 2024

Notes:

1. For more details on the above proposed resolutions, please refer to the circular of the 2023 AGM of the Bank dated May 9, 2024.

2. Closure of H Shares register of members

As announced in the announcement of the Bank dated April 16, 2024, for the purpose of determining the entitlement of holders of H Shares (“**H Shareholders**”) of the Bank to attend the AGM, the H Shares register of members of the Bank will be closed from April 30, 2024 (Tuesday) to May 30, 2024 (Thursday) (both days inclusive), during which period no transfer of H Shares will be registered. The H Shareholders whose names appear on the H Shares register of members of the Bank on May 30, 2024 (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, not later than 4:30 p.m. on April 29, 2024 (Monday).

For the purpose of determining the entitlement of H Shareholders to the 2023 final dividend, the H Shares register of members of the Bank will be closed from June 6, 2024 (Thursday) to June 11, 2024 (Tuesday), both days inclusive, during which period no transfer of H Shares will be registered. In order to qualify for the 2023 final dividend, all H Share transfer documents together with the relevant share certificates must be lodged with the Bank’s H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on June 5, 2024 (Wednesday).

3. Reply slip

H Shareholders who wish to attend the AGM in person or by proxy are required to return the reply slip for the AGM to the Bank’s H Share registrar, Computershare Hong Kong Investor Services Limited, before May 20, 2024 (Monday) at 4:30 p.m. at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. The reply slip for H Shareholders can be downloaded from the websites of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) at www.hkexnews.hk and the Bank at www.drccb.com.

4. Proxy

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

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

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

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

5. Registration procedures for attending the AGM

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

6. To enhance the efficiency of the meeting, the AGM will not have an on-site question-and-answer session. If shareholders have any questions about the Board of the Bank, please send the questions together with personal information and share certificate to the mailbox gddh@drbank.com before May 20, 2024 (Monday). The Board of the Bank will try its best to answer the questions at the AGM according to the actual situation.
7. For relevant matters regarding Domestic Shareholders of the Bank attending the AGM, please refer to the notice of Domestic Shareholders otherwise issued by the Bank.

As at the date of this notice, the Board of Directors of the Bank comprises Mr. LU Guofeng (chairman of the Board of Directors), 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.