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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.*

- 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

- 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

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

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.drcbank.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.drcbank.com. A proxy need not be a member, but must attend the AGM in person to represent the shareholder. If more than one proxy is so appointed, a photocopy of proxy form may be used and specify therein the number of shares in respect of which each such proxy is so appointed.

To be valid, the proxy form together with any power of attorney or other authority under which it is signed or a 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.