



**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)**

**PROXY FORM OF H SHAREHOLDERS FOR  
THE 2023 ANNUAL GENERAL MEETING**

**Number of H Shares to which this  
Proxy Form relates *(Note 1)***

I/We *(Note 2)* \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of H Share(s) of Dongguan Rural Commercial Bank Co., Ltd. (the “Bank”),  
hereby appoint *(Note 3)* \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the chairman of the meeting *(Note 4)* as my/our proxy to attend the 2023 annual general meeting  
of the Bank (the “AGM”) 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., and any adjournment thereof and vote on the resolutions set out in the notice of the AGM (the  
“Notice”) on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

| Ordinary Resolutions <i>(Note 5)</i> |   | For <i>(Note 6)</i> | Against <i>(Note 6)</i> | Abstained <i>(Note 6)</i> |
|--------------------------------------|---|---------------------|-------------------------|---------------------------|
| 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       |                     |                         |                           |
| 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     |                     |                         |                           |

\* 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.

| Ordinary Resolutions <i>(Note 5)</i> |  | For <i>(Note 6)</i> | Against <i>(Note 6)</i> | Abstained <i>(Note 6)</i> |
|--------------------------------------|--|---------------------|-------------------------|---------------------------|
| 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 (劉宇鵬) 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      |                     |                         |                           |

| Ordinary Resolutions <i>(Note 5)</i> |  | For <i>(Note 6)</i> | Against <i>(Note 6)</i> | Abstained <i>(Note 6)</i> |
|--------------------------------------|--|---------------------|-------------------------|---------------------------|
| 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 <i>(Note 5)</i>  |  | For <i>(Note 6)</i> | Against <i>(Note 6)</i> | Abstained <i>(Note 6)</i> |
| 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 |                     |                         |                           |

Date: \_\_\_\_\_ 2024      Signature(s) *(Note 7)*: \_\_\_\_\_

*Notes:*

1. Please insert the number of H Shares of the Bank registered in your name(s) relating to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all H Shares of the Bank registered in your name(s).
2. Full name(s) and address(es) (as shown in the register of members) shall be inserted in **BLOCK CAPITALS**. Please insert the name of all joint holders. 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 the AGM or any adjournment thereof, 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.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to attend and vote in his stead, subject to the Articles of Association of the Bank. 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.
4. If you do not wish to appoint the chairman of the meeting as your alternate proxy to the named proxy, please delete the words “or failing him/her, the chairman of the meeting”. **ANY DELETION OR ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
5. For more information on the above resolutions, please refer to the circular of the AGM of the Bank dated May 9, 2024.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST”. IF YOU WISH TO VOTE ABSTAINED ANY RESOLUTION, PLEASE TICK THE BOX MARKED “ABSTAINED”. A SHAREHOLDER (INCLUDING HIS/HER PROXIES) ENTITLED TO TWO OR MORE VOTES NEED NOT CAST ALL THE VOTES FOR OR AGAINST, BUT COULD INSERT RELEVANT NUMBER OF SHARES IN THE COLUMN.** Where there are ballots on which the words are not filled in, wrongly filled in or unintelligible or the ballots that are not voted, the voters shall be regarded as having relinquished their voting rights and the voting results of their shares shall be regarded as “abstention”. If no direction is given, the proxy will be entitled to vote as he/her thinks fit. Unless you have indicated otherwise in this proxy form, your proxy will be also entitled to vote at his/her discretion on any resolution properly put to the AGM.
7. This proxy form must be signed by you, or your attorney duly authorised in writing or, if you are a corporation, must either be executed under the common seal or under the hand of the person-in-charge or duly authorised attorney(s).
8. To be valid, the proxy form together with any power of attorney or other authority (if applicable) under which it is signed or a notorially certified copy of that power of attorney or authority must be lodged by the H Shareholders of the Bank 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 or any adjournment thereof.
9. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

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**PERSONAL INFORMATION COLLECTION STATEMENT**

“Personal Data” in this form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (“PDPO”), which includes your and your proxy’s name and address.

You and your proxy’s Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the AGM. The supply of your and your proxy’s Personal Data is on a voluntary basis. However, the Company may not be able to process your request unless you provide us with your and your proxy’s Personal Data.

Your and your proxy’s Personal Data will be disclosed or transferred to the Bank, the Bank’s H Share registrar and/or professional advisors of the Bank for the purpose stated above, or when it is required to do so by law, and will be retained for such period as may be necessary for our verification and record purpose. By providing your proxy’s Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong.