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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON
30 MAY 2024;
APPOINTMENT OF DIRECTORS OF THE FIFTH SESSION OF
THE BOARD OF DIRECTORS AND MEMBERS OF THE BOARD
COMMITTEES;
APPOINTMENT OF NON-EMPLOYEE SUPERVISORS OF THE FIFTH
SESSION OF THE BOARD OF SUPERVISORS AND ELECTION OF
EMPLOYEE SUPERVISORS; AND
DISTRIBUTION OF THE FINAL DIVIDEND AND
CHANGE OF THE FINAL DIVIDEND PAYMENT DATE**

References are made to the notice of 2023 annual general meeting dated 9 May 2024 (the “**Notice**”) and the circular dated 9 May 2024 (the “**Circular**”) of Dongguan Rural Commercial Bank Co., Ltd. (the “**Bank**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise specified.

POLL RESULTS OF THE 2023 AGM

The Board of Directors is pleased to announce that, the 2023 AGM had been held at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC on 30 May 2024 and all the proposed resolutions set out in the Notice (the “**Resolution(s)**”) have been duly passed by way of poll. The 2023 AGM was convened in compliance with the requirements of the Company Law and the Articles. Except for Mr. Wang Junyang and Mr. Cai Guowei who did not attend in person due to other work arrangements, other Directors attended the meeting.

* *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.*

As at the date of the 2023 AGM, the total number of Shares in issue was 6,888,545,510 Shares, of which 5,740,454,510 were Domestic Shares and 1,148,091,000 were H Shares, all of which entitle its holder to attend and vote on any resolution proposed at the 2023 AGM. Shareholders holding an aggregate of 3,612,792,387 Shares, representing approximately 52.45% of the total issued Shares, attended the 2023 AGM, either in person or by proxy.

There was no Shareholder who is entitled to attend the 2023 AGM but to abstain from voting in favour of any of the Resolutions as required by Rule 13.40 of the Listing Rules, and none of the Shareholders was required to abstain from voting on any of the Resolutions at the 2023 AGM pursuant to the requirements of the Listing Rules. No Shareholder has stated the intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the 2023 AGM.

The poll results of the Resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstained
1.	The Resolution in Relation to Work Report of the Board of Directors of the Bank for 2023	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
2.	The Resolution in Relation to Work Report of the Board of Supervisors of the Bank for 2023	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
3.	The Resolution in Relation to 2023 Annual Report of the Bank	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
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	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
4.2	Appointment of Mr. Fu Qiang (傅強) as an Executive Director of the Fifth Session of the Board of Directors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
4.3	Appointment of Mr. Qian Hua (錢華) as an Executive Director of the Fifth Session of the Board of Directors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
4.4	Appointment of Mr. Ye Jianguang (葉建光) as an Executive Director of the Fifth Session of the Board of Directors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
4.5	Appointment of Ms. Li Huiqin (黎慧琴) as a Non-executive Director of the Fifth Session of the Board of Directors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
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	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
4.7	Appointment of Mr. Ye Jinquan (葉錦泉) as a Non-executive Director of the Fifth Session of the Board of Directors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstained
4.8	Appointment of Mr. Zhang Qingxiang (張慶祥) as a Non-executive Director of the Fifth Session of the Board of Directors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
4.9	Appointment of Mr. Chen Weiliang (陳偉良) as a Non-executive Director of the Fifth Session of the Board of Directors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
4.10	Appointment of Mr. Tang Wencheng (唐聞成) as a Non-executive Director of the Fifth Session of the Board of Directors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
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	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
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	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
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	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
4.14	Appointment of Mr. Xu Zhi (許智) as an Independent Non-executive Director of the Fifth Session of the Board of Directors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
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	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
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	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
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	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstained
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	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
5.2	Appointment of Mr. Cai Junbang (蔡浚邦) as a Shareholder Representative Supervisor of the Fifth Session of the Board of Supervisors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
5.3	Appointment of Mr. Liu Jiahao (劉家豪) as a Shareholder Representative Supervisor of the Fifth Session of the Board of Supervisors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
5.4	Appointment of Mr. Li Guoyu (黎國裕) as a Shareholder Representative Supervisor of the Fifth Session of the Board of Supervisors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
5.5	Appointment of Ms. Wei Haiying (衛海英) as an External Supervisor of the Fifth Session of the Board of Supervisors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
5.6	Appointment of Mr. Zhang Bangyong (張邦永) as an External Supervisor of the Fifth Session of the Board of Supervisors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
5.7	Appointment of Ms. Mai Xiuhua (麥秀華) as an External Supervisor of the Fifth Session of the Board of Supervisors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
5.8	Appointment of Mr. Liu Sheng (劉盛) as an External Supervisor of the Fifth Session of the Board of Supervisors	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
6.	The Resolution in Relation to the Estimated Caps for Related Party Transactions in 2024 of the Bank	2,804,112,120 (97.4279%)	0 (0.0000%)	74,027,320 (2.5721%)
7.	The Resolution in Relation to Appointment of the Audit Accounting Firms for 2024 of the Bank	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
8.	The Resolution in Relation to 2023 Final Financial Accounts Plan of the Bank	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
9.	The Resolution in Relation to 2023 Profit Distribution Plan of the Bank	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
10.	The Resolution in Relation to 2024 Financial Budget Plan of the Bank	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)

Special Resolutions		Number of Votes (%)		
		For	Against	Abstained
11.	The Resolution in Relation to the Public Issuance of Capital Bonds by the Bank	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
12.	The Resolution in Relation to the Public Issuance of Non-Capital Bonds by the Bank	3,612,631,336 (99.9955%)	0 (0.0000%)	161,051 (0.0045%)
13.	The Resolution in Relation to the Bank's Merger by Absorption of Dongguan Dalang Dongying County Bank Company Limited	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
14.	The Resolution in Relation to the Implementation Plan for the Bank's Merger by Absorption of Dongguan Dalang Dongying County Bank Company Limited	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
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	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
16.	The Resolution in Relation to the Bank's Merger by Absorption of Huizhou Zhongkai Dongying County Bank Company Limited	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
17.	The Resolution in Relation to the Implementation Plan for the Bank's Merger by Absorption of Huizhou Zhongkai Dongying County Bank Company Limited	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
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	3,612,792,387 (100.0000%)	0 (0.0000%)	0 (0.0000%)
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	3,612,631,336 (99.9955%)	0 (0.0000%)	161,051 (0.0045%)

Note: As the related parties (including their related parties) to the estimated caps for the related party transactions under the Resolution number 6 have interests in such Resolution, pursuant to Article 46 of the Measures for the Administration of Affiliated Transactions of Banking and Insurance Institutions (《銀行保險機構關聯交易管理辦法》), they abstained from voting on such Resolution. Such related Shareholders hold an aggregate of 734,652,947 Shares. For details of the related parties, please refer to the Circular.

As the votes casted in favour of each of Resolutions number 1 to 10, including number 4.1 to 4.17 and number 5.1 to 5.8, being ordinary resolutions, represented more than half of the voting rights held by the Shareholders attending (including attendance by proxy) the 2023 AGM, such Resolutions were duly passed. As the votes casted in favour of each of Resolutions number 11 to 19, being special resolutions, represented more than two-third of the voting rights held by the Shareholders attending (including attendance by proxy) the 2023 AGM, such Resolutions were duly passed.

Computershare Hong Kong Investor Services Limited, the H share registrar of the Bank, acted as the scrutineer for vote-taking at the 2023 AGM. The PRC legal advisor of the Bank, one Shareholder representative and two Supervisors also participated in the vote-tabulation and acted as the scrutineer for vote-taking.

APPOINTMENT OF DIRECTORS OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS AND MEMBERS OF THE BOARD COMMITTEES

The Board is pleased to announce that, pursuant to the Resolution number 4, Director Candidates of the fifth session of the Board were approved to be appointed as Directors of the fifth session of the Board of the Bank by the Shareholders at the 2023 AGM. Such Director Candidates include:

- (1) Mr. Lu Guofeng, Mr. Fu Qiang, Mr. Qian Hua and Mr. Ye Jianguang as executive Directors of the fifth session of the Board;
- (2) Ms. Li Huiqin, Mr. Wong Wai Hung, Mr. Ye Jinquan, Mr. Zhang Qingxiang, Mr. Chen Weiliang, Mr. Tang Wencheng and Mr. Chan Ho Fung as non-executive Directors of the fifth session of the Board;
- (3) 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 of the fifth session of the Board.

For the biographical details of the above Directors, please refer to the Circular. As of the date of this announcement, the biographical details contained in the Circular remain accurate and up-to-date. Save as disclosed in the Circular, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Lu Guofeng, Mr. Fu Qiang, Mr. Ye Jianguang, Mr. Ye Jinquan, Mr. Zhang Qingxiang, Mr. Chen Weiliang, Mr. Tang Wencheng, Mr. Zeng Jianhua, Mr. Yip Tai Him, Mr. Xu Zhi, Mr. Tan Fulong, Ms. Liu Yuou and Ms. Xu Tingting shall hold office from 30 May 2024 until the expiration of the term of the fifth session of the Board. The appointment of Mr. Qian Hua, Ms. Li Huiqin, Mr. Wong Wai Hung and Mr. Chan Ho Fung (the “**Newly-elected Directors**”) are subject to the approval of the regulatory authorities; they shall hold office from the date of approval of the regulatory authorities for their qualifications until the expiration of the term of the fifth session of the Board.

Mr. Lai Chun Tung, Mr. Wang Junyang, Mr. Cai Guowei and Mr. Chen Haitao (collectively the “**Retiring Directors**”) have retired as Directors of the Bank upon the end of the 2023 AGM. The Board would like to express its sincere gratitude to the Retiring Directors for their contribution during their tenure of office. The Retiring Directors have confirmed that they have no disagreement with the Board and there are no matters relating to their retirement which need to be brought to the attention of the Shareholders or Hong Kong Stock Exchange.

The Board further announces the compositions of the fifth session of the Board committees:

- (1) Strategic Decision and Sannong Committee: Mr. Lu Guofeng (Chairperson), Mr. Fu Qiang, Mr. Qian Hua, Ms. Li Huiqin and Mr. Ye Jinqun;
- (2) Comprehensive Risk Management Committee: Mr. Ye Jianguang (Chairperson), Mr. Chan Ho Fung, Mr. Zeng Jianhua, Mr. Xu Zhi and Ms. Xu Tingting;
- (3) Nomination and Remuneration Committee: Mr. Yip Tai Him (Chairperson), Mr. Qian Hua, Mr. Ye Jinqun, Mr. Zeng Jianhua and Ms. Xu Tingting;
- (4) Related Party Transaction Control Committee: Mr. Tan Fulong (Chairperson), Mr. Ye Jianguang and Ms. Liu Yuou;
- (5) Audit Committee: Mr. Xu Zhi (Chairperson), Mr. Chen Weiliang and Ms. Liu Yuou;
- (6) Consumer Rights Protection Committee: Mr. Fu Qian (Chairperson), Mr. Wong Wai Hung, Mr. Zhang Qingxiang, Mr. Tang Wencheng and Mr. Tan Fulong.

For the above committees, the appointments of the Newly-elected Directors as members shall take effect upon to the approvals of their qualifications as Directors by the regulatory authorities.

APPOINTMENT OF NON-EMPLOYEE SUPERVISORS OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS AND ELECTION OF EMPLOYEE SUPERVISORS

The Board is pleased to announce that, pursuant to the Resolution number 5, non-employee Supervisor Candidates of the fifth session of the Board of Supervisors were approved to be appointed as non-employee Supervisors of the fifth session of the Board of Supervisors of the Bank by the Shareholders at the 2023 AGM. Such non-employee Supervisor Candidates include:

- (1) Ms. Deng Qian, Mr. Cai Junbang, Mr. Liu Jiahao and Mr. Li Guoyu as shareholder representative Supervisors of the fifth session of the Board of Supervisors;
- (2) Ms. Wei Haiying, Mr. Zhang Bangyong, Ms. Mai Xiuhua and Mr. Liu Sheng as external Supervisors of the fifth session of the Board of Supervisors.

For the biographical details of the above non-employee Supervisors, please refer to the Circular. As of the date of this announcement, the biographical details contained in the Circular remain accurate and up-to-date. Save as disclosed in the Circular, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

At the employee representative meeting of the Bank held on 30 May 2024, Mr. Chen Sheng, Mr. Chen Huinan, Ms. Wen Junhua, and Ms. Liu Liping were elected as the employee Supervisors of the fifth session of the Board of Supervisors of the Bank. For the biographical details of the above employee Supervisors, please refer to the announcement of the Bank dated 16 April 2024 (the “**Announcement**”). As of the date of this announcement, the biographical details contained in the Announcement remain accurate and up-to-date. Save as disclosed in the Announcement, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Ms. Deng Yanwen, Mr. Wu Lixin, Mr. Liang Zhifeng, Mr. Lu Chaoping, Mr. Wang Zhujin, Mr. Liang Jiepeng, Mr. Zou Zhibiao and Mr. Yang Biao (collectively the “**Retiring Supervisors**”) have retired as the Supervisors of the Bank with effect from 30 May 2024. The Board would like to express its sincere gratitude to the Retiring Supervisors for their contribution during their tenure of office. The Retiring Supervisors have confirmed that they have no disagreement with the Board and Board of Supervisors and there are no matters relating to their retirement which need to be brought to the attention of the Shareholders or Hong Kong Stock Exchange.

DISTRIBUTION OF THE FINAL DIVIDEND AND CHANGE OF THE FINAL DIVIDEND PAYMENT DATE

The distribution of final dividend of RMB0.265 per share (tax inclusive) for the year ended 31 December 2023 (the “**Final Dividend**”) was approved at the 2023 AGM. The Final Dividend is denominated in RMB, and will be paid to the Domestic Shareholders and H Shareholders in RMB and HKD, respectively. The Final Dividend to be paid to H Shareholders in HKD will be converted at the average middle exchange rate of RMB against HKD announced by the People’s Bank of China on the date of approval of the distribution of the Final Dividend (i.e. 30 May 2024) and the four preceding working days, which is HKD1.00 to RMB0.91031. Accordingly, the Final Dividend to be paid per H Share is HKD0.29111 (tax inclusive).

The payment date of the Final Dividend will be brought forward to 8 July 2024 (Monday) from 31 July 2024 (Wednesday) announced in the Bank’s 2023 annual report and the Circular. For the avoidance of doubt, the record date for determining the entitlement of the Final Dividend will remain unchanged. The Bank will distribute the Final Dividend to the Shareholders whose name appear on the Bank’s register of Shareholders on 11 June 2024 (Tuesday).

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

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

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

Dongguan City, Guangdong Province, the PRC
30 May 2024

As at the date of this announcement, the Board of Directors of the Bank comprises Mr. LU Guofeng, Mr. FU Qiang and Mr. YE Jianguang as executive Directors; Mr. YE Jinqun, 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.