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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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, licensed securities dealer or other agent through whom the sale or transfer 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)**

**PROPOSED APPOINTMENT OF THE EXECUTIVE DIRECTOR  
PROPOSED APPOINTMENT OF THE NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM to be held at 3:00 p.m. on September 23, 2026 (Wednesday) at the conference room on the 3rd floor of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for H Shareholders for use at the EGM can be downloaded from the websites of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Bank at [www.drcbank.com](http://www.drcbank.com).

H Shareholders who wish to attend the EGM 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, 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 for the holding of the EGM (i.e. prior to 3:00 p.m. on September 21, 2026 (Monday)) (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 EGM or any adjournment thereof should you so wish.

In case of any discrepancy between the Chinese and English versions of this circular and the notice of the EGM, 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.*

September 8, 2026

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## DEFINITIONS

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

|                                         |                                                                                                                                                                                                                                                                                                                                                                       |
|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “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                                                                                                                                                                                                                                                                                                                                    |
| “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)                                                                                                                                                                                                                                                                                                                                        |
| “EGM”                                   | the 2026 second extraordinary general meeting of the Bank to be held at the conference room on the 3rd floor of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC on September 23, 2026 (Wednesday) at 3:00 p.m., or if the context requires, including the adjournment thereof (if any) |
| “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                                                                                                                                                                                                                                                                                                                               |

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## DEFINITIONS

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|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “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)                                                                                                                                                                    |
| “Latest Practicable Date” | September 2, 2026, 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)                                                                                                                  |
| “Shareholder(s)”          | holder(s) of Share(s), including Domestic Shareholder(s) and H Shareholder(s)                                                                                                              |

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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

Mr. QIAN Hua

*Employee Director:*

Mr. CHEN Sheng

*Non-executive Directors:*

Ms. LI Huiqin

Mr. WONG Wai Hung

Mr. CHAN Ho Fung

*Independent Non-executive Directors:*

Mr. ZENG Jianhua

Mr. YIP Tai Him

Mr. XU Zhi

Mr. TAN Fulong

Ms. LIU Yuou

*Registered address and*

*headquarters address:*

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

*Principal place of business in*

*Hong Kong:*

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

September 8, 2026

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF THE EXECUTIVE DIRECTOR  
PROPOSED APPOINTMENT OF THE NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL 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.

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## LETTER FROM THE BOARD

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### INTRODUCTION

The EGM will be held at the conference room on the 3rd floor of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC at 3:00 p.m. on September 23, 2026 (Wednesday). The resolutions will be proposed at the meeting to the Shareholders for consideration and approval, including the following ordinary resolutions: (1) proposed appointment of the executive Director and (2) proposed appointment of the non-executive Director.

Meanwhile, the Shareholders will also be briefed on the report on changes in members of the Board of Directors.

The notice of the EGM is set out on pages EGM-1 to EGM-3 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 EGM.

### I. MATTERS TO BE RESOLVED AT THE EGM

#### 1. Proposed Appointment of the Executive Director

Reference is made to the announcement of the Bank dated August 17, 2026 in relation to the proposed appointment of the executive Director. The Board recommends the appointment of Ms. XIE Dan (“**Ms. XIE**”) as an executive Director of the Bank’s fifth session of the Board of Directors.

The appointment of Ms. XIE, after approval by the EGM of the Bank, is subject to the approval of the National Financial Regulatory Administration Dongguan Branch. Ms. XIE’s term of office shall commence on the date of the approval of the National Financial Regulatory Administration Dongguan Branch and end upon the expiry of the term of the fifth session of the Board.

#### *Biography of Ms. XIE*

**Ms. XIE Dan**, 52 years old, is a member of the Communist Party of China, has a postgraduate degree and is an intermediate economist. She currently serves as a member and deputy secretary of the Party Committee of the Bank. Ms. XIE worked and successively held various positions at Dongguan Branch of Guangdong Development Bank (廣東發展銀行) from July 1997 to February 2010, including deputy general manager of international business department and general manager of settlement center, deputy general manager of international business department (presiding over the department’s work), general manager of trade financing

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## LETTER FROM THE BOARD

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department, etc; from February 2010 to February 2013, she successively served as the deputy head of the coordination department, deputy director of the Social Affairs Bureau, and director of the transportation and port affairs department at the Dongguan Humen Port Management Committee (東莞市虎門港管理委員會); from February 2013 to December 2013, she served as the director of the Housing, Planning and Construction Bureau of Dongguan Humen Port; from December 2013 to September 2017, she successively served as the deputy director (section chief level) of the Supervision Office of Shatian Town and Humen Port in Dongguan City, deputy secretary of the discipline inspection commission of Shatian Town in Dongguan City, and director (section chief level) of the Audit Office of Shatian Town and Humen Port; from September 2017 to October 2017, she served as the director of the Supervision and Audit Bureau of Dongguan Port (Binhaiwan New Area) Management Committee; from October 2017 to November 2020, she worked at Dongcheng Street Office in Dongguan City, successively serving as deputy director (section chief level) and first-tier principal staff member; from November 2020 to July 2026, she served as a member of the Party Leadership Group and deputy director of Dongguan Finance Bureau; since July 2026, she has served as a member and deputy secretary of the Party Committee of the Bank.

### *Service Contract*

Upon the formal appointment of Ms. XIE, the Bank will enter into a service contract with her for a term commencing from the date of formal appointment and expiring at the end of the term of the fifth session of the Board of the Bank. Details of the service contract and remuneration of Ms. XIE will be announced when her appointment becomes effective.

### *General Information*

Save as disclosed above, as at the Latest Practicable Date, Ms. XIE confirmed that (i) she has not held any other directorship in any listed company in Hong Kong or overseas, nor has she held any other position in the Bank and its subsidiaries in the past three years; (ii) she has no other major positions or professional qualifications; (iii) she has no relationship with any directors, senior management, substantial shareholders or controlling shareholders (if any) of the Bank; (iv) she has no 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) there is no other information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Hong Kong Stock Exchange or the Shareholders.

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## LETTER FROM THE BOARD

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### 2. Proposed Appointment of the Non-executive Director

Reference is made to the announcement of the Bank dated August 17, 2026 in relation to the proposed appointment of the non-executive Director. The Board recommends the appointment of Mr. ZHOU Liang (“**Mr. ZHOU**”) as a non-executive Director of the Bank’s fifth session of the Board of Directors.

The appointment of Mr. ZHOU, after approval by the EGM of the Bank, is subject to the approval of the National Financial Regulatory Administration Dongguan Branch. Mr. ZHOU’s term of office shall commence on the date of the approval of the National Financial Regulatory Administration Dongguan Branch and end upon the expiry of the term of the fifth session of the Board.

#### *Biography of Mr. ZHOU*

**Mr. ZHOU Liang**, 43 years old, is a member of the Communist Party of China, holds a postgraduate degree. He is an intermediate accountant, Certified Public Accountant, Certified Tax Agent and Certified Asset Appraiser, and currently serves as general manager of Dongguan Port Bay Express Group Co., Ltd., chairman of Dongguan Port Eternal Asia Supply Chain Management Co., Ltd., general manager of Dongguan Fookmen Group Co. and director of Fookman Development Company Limited. From July 2008 to September 2009, Mr. ZHOU successively worked as a clerk and staff member at Shatian Tax Branch of Dongguan State Taxation Administration; from September 2009 to September 2016, he served as a staff member in the Office of the Inspection Bureau of Dongguan State Taxation Administration; from September 2016 to November 2016, he was a deputy manager of Finance Department of Dongguan Transportation Property Investment Co., Ltd.\* (東莞市交通物業投資有限公司); from November 2016 to September 2018, he worked at Dongguan Transportation Industry Development Co., Ltd.\* (東莞交通實業發展有限公司), successively holding the positions of deputy manager of Finance Department and deputy manager of Investment and Finance Department; from September 2018 to September 2020, he served as manager of Investment and Finance Department of Dongguan Transportation Industry Development Co., Ltd. During the period, he concurrently held the following positions: deputy general manager of Motor Vehicle Driver Examination Centre of Dongguan Transportation Industry Development Co., Ltd. from September 2018 to September 2020, deputy general manager of Dongguan Static Traffic Investment Co., Ltd.\* (東莞靜態交通投資有限公司) and the executive director of Dongguan Guancheng Static Traffic Investment Co., Ltd.\* (東莞市莞城靜態交通投資有限公司) from March 2020 to September 2020; from September 2020 to September 2025, he served as the deputy minister of Financial Management Department of Dongguan Communications Investment Group Co., Ltd. During his tenure, he concurrently held the following positions: manager of Investment and Finance Department of Dongguan Transportation Industry Development Co., Ltd. from September 2020 to December 2023,

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## LETTER FROM THE BOARD

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supervisor of Dongguan Bus General Company\* (東莞市公共汽車有限公司) from July 2021 to August 2026, supervisor of Dongguan Shuixiang New Town Public Transport Co., Ltd.\* (東莞市水鄉新城公共汽車有限公司) from April 2022 to January 2026, deputy general manager of Dongguan Fookmen Group Co.\* (東莞市福民集團公司) from December 2023 to April 2026 and chief financial officer of Dongguan Low-Altitude Economy Development Co., Ltd.\* (東莞市低空經濟發展有限公司) from November 2024 to May 2026. From September 2025 to December 2025, he served as the deputy minister of Financial Management Department of Dongguan Communications Investment Holdings Group Co., Ltd. (東莞市交通投資控股集團有限公司). Since December 2025, he has been general manager of Dongguan Port Bay Express Group Co., Ltd.\* (東莞港灣區快線集團有限公司). During such period, he has concurrently served as general manager of Dongguan Fookmen Group Co. and director of Fookman Development Company Limited\* (福民發展有限公司) since May 2026; and has acted as chairman of Dongguan Port Eternal Asia Supply Chain Management Co., Ltd.\* (東莞港怡亞通供應鏈管理有限公司) since June 2026.

### *Service Contract*

Upon the formal appointment of Mr. ZHOU, the Bank will enter into a service contract with him for a term commencing from the date of formal appointment and expiring at the end of the term of the fifth session of the Board of the Bank. Details of the service contract and remuneration of Mr. ZHOU will be announced when his appointment becomes effective.

### *General Information*

Save as disclosed above, as at the Latest Practicable Date, Mr. ZHOU confirmed that (i) he has not held any other directorship in any listed company in Hong Kong or overseas, nor has he held any other position in the Bank and its subsidiaries in the past three years; (ii) he has no other major positions or professional qualifications; (iii) he has no relationship with any directors, senior management, substantial shareholders or controlling shareholders (if any) of the Bank; (iv) he has no 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) there is no other information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Hong Kong Stock Exchange or the Shareholders.

## **II. REPORT TO BE HEARD AT THE EGM**

The Shareholders will hear the Report on Changes in the Members of the Board of Directors at the EGM.

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## LETTER FROM THE BOARD

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### III. THE EGM

The EGM will be held at 3:00 p.m. on September 23, 2026 at the conference room on the 3rd floor 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 EGM. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

H Shareholders who wish to attend the EGM by proxy are 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, 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 for the holding of the EGM (i.e. prior to 3:00 p.m. on September 21, 2026 (Monday)) (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 EGM or any adjournment thereof should you so wish, in which case, the form of proxy shall be deemed to be revoked.

Such form of proxy for H Shareholders can be downloaded from the websites of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Bank at [www.drcbank.com](http://www.drcbank.com).

### IV. RECOMMENDATIONS

The Board is of the opinion that the resolutions in relation to matters referred to in this circular and the notice of the EGM 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 EGM.

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

\* *for identification purposes only*

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## NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

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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 2026 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2026 second extraordinary general meeting (the “EGM”) of Dongguan Rural Commercial Bank Co., Ltd. (the “Bank”) will be held at the conference room on the 3rd floor of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC on September 23, 2026 (Wednesday) at 3:00 p.m. to consider and, if thought fit, to pass the following resolutions:

### **Ordinary Resolutions**

1. The Resolution in Relation to the Appointment of Ms. XIE Dan as an Executive Director of the Fifth Session of the Board of Directors of the Bank
2. The Resolution in Relation to the Appointment of Mr. ZHOU Liang as a Non-executive Director of the Fifth Session of the Board of Directors of the Bank

**Board of Directors**

**Dongguan Rural Commercial Bank Co., Ltd.**

Dongguan City, Guangdong Province, the PRC  
September 8, 2026

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# NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. For more details on the above proposed resolutions, please refer to the circular of the EGM of the Bank dated September 8, 2026.

2. **Closure of H Shares register of members**

As announced in the announcement of the Bank dated August 19, 2026, for the purpose of determining the entitlement of holders of H Shares (“**H Shareholders**”) of the Bank to attend the EGM, the H Shares register of members of the Bank will be closed from September 3, 2026 (Thursday) to September 23, 2026 (Wednesday) (both days inclusive). The H Shareholders whose names appear on the H Shares register of members of the Bank on September 23, 2026 (Wednesday) are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, 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 for registration, not later than 4:30 p.m. on September 2, 2026 (Wednesday).

3. **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](http://www.hkexnews.hk) and the Bank at [www.drcbank.com](http://www.drcbank.com). A proxy need not be a member, but must attend the EGM in person to represent the shareholder. If more than one proxy is so appointed, a photocopy of proxy form may be used and shall 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 notarially 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 EGM (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 EGM 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 the EGM 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.

4. **Registration procedures for attending the EGM**

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 valid proof of identity, copy of shareholder’s identity document, 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

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## NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

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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.

5. To enhance the efficiency of the meeting, the EGM 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 email address [gddh@drctbank.com](mailto:gddh@drctbank.com) before September 15, 2026 (Tuesday). The Board of the Bank will try its best to answer the questions at the EGM according to the actual situation.
6. For relevant matters regarding Domestic Shareholders of the Bank attending the EGM, 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 and Mr. QIAN Hua as executive Directors; Mr. CHEN Sheng as an employee Director; Ms. LI Huiqin, Mr. WONG Wai Hung and Mr. CHAN Ho Fung as non-executive Directors; and Mr. ZENG Jianhua, Mr. YIP Tai Him, Mr. XU Zhi, Mr. TAN Fulong and Ms. LIU Yuou as independent non-executive Directors.*