

The following information does not form part of the Accountant's Report from PricewaterhouseCoopers, Certified Public Accountants, the reporting accountant of the Bank, as set forth in Appendix I to this prospectus, and is included herein for information only. The unaudited pro forma financial information should be read in conjunction with the section entitled "Financial Information" in this prospectus and the "Accountant's Report" set forth in Appendix I to this prospectus.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following unaudited pro forma statement of adjusted net tangible assets of the Bank prepared in accordance with Rule 4.29 of the Listing Rules is for illustrative purposes only, and is set out below to illustrate the effect of the Global Offering on the net tangible assets attributable to the shareholders of the Bank as of March 31, 2021 as if the Global Offering had taken place on March 31, 2021.

This unaudited pro forma statement of adjusted net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the net tangible assets of the Bank as at March 31, 2021 or at any future dates following the Global Offering.

	Audited net tangible assets attributable to the shareholders of the Bank as at March 31, 2021		Estimated net proceeds from the Global Offering	Unaudited pro forma adjusted net tangible assets attributable to the shareholders of the Bank as at March 31, 2021		Unaudited pro forma adjusted net tangible assets per Share	
	RMB Thousand (Note 1)	Special dividend RMB Thousand (Note 2)		RMB Thousand (Note 3)	RMB Thousand	RMB (Note 4)	HK\$ (Note 5)
Based on the Offer Price of HK\$7.92 per Offer Share	37,149,737	(861,068)	7,345,172	43,633,841	6.33	7.63	
Based on the Offer Price of HK\$8.71 per Offer Share	37,149,737	(861,068)	8,083,217	44,371,886	6.44	7.76	

Notes:

- (1) The consolidated net tangible assets attributable to the shareholders of the Bank as of March 31, 2021 are based on the consolidated net assets attributable to the shareholders of the Bank of RMB37,761.2 million, after deduction of intangible assets of RMB91.0 million and goodwill of RMB520.5 million.
- (2) Pursuant to the resolutions of the Shareholders general meeting on April 25, 2019, the Bank declared a special cash dividend of RMB1.5 per ten shares to its Shareholders before the completion of the global offering and the listing. Following that, pursuant to the resolutions of our Board of Directors on September 6, 2021, the Bank confirmed to declare the special cash dividend to its Shareholders whose name appear on the Bank's register of members on August 31, 2021. The total amount of such dividend is approximately RMB861.1 million, which is expected to be paid after the entering into of the Price Determination Agreement and before the listing date. For the purpose of this unaudited pro forma information, the special dividend is regarded as part of the subject matter of the Global Offering and the amount of dividend of RMB861.1 million is calculated based on the number of shares of 5,740 million shares of the Bank as at March 31, 2021.
- (3) The estimated net proceeds from the Global Offering for the purpose of unaudited pro forma adjusted consolidated net tangible assets are based on the Offer Price of HK\$7.92 per Offer Share (being the low-end of the proposed Offer Price range) and HK\$8.71 per Offer Share (being the high-end of the proposed Offer Price range) and there are 1,148,091,000 Offer Shares to be issued in the Global Offering, after deduction of the underwriting fees and other related listing expenses payable by the Bank and taking no account of any Shares which may be issued upon the exercise of the Over-allotment Option.

- (4) The unaudited pro forma adjusted consolidated net tangible assets per Share are arrived at after the adjustments referred to in the preceding paragraphs and on the basis of 6,888,545,510 Shares in issue assuming that the Global Offering has been completed on March 31, 2021, and taking no account of any Shares which may be issued upon the exercise of the Over-allotment Option.
- (5) For the purpose of this unaudited pro forma adjusted net tangible assets, the balances stated in Renminbi are converted into Hong Kong dollars at a rate of RMB0.8304 to HK\$1.00. No representation is made that the Hong Kong dollar amounts have been, could have been or could be converted to Renminbi, or vice versa, at that rate.
- (6) No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to March 31, 2021. In particular, this unaudited pro forma financial information does not account for the cash dividend of RMB1,492.5 million declared on April 23, 2021. Had the dividends been taken into account, the unaudited pro forma adjusted net tangible assets attributable to the shareholders of the Bank would have been RMB42,141 million and RMB42,879 million, and the unaudited pro forma adjusted net tangible assets per Share would have been RMB6.12 (HK\$7.37) and RMB6.22 (HK\$7.50) per Share based on the Offer Price of HK\$7.92 and HK\$8.71 per Offer Share, respectively.

B. REPORT FROM THE REPORTING ACCOUNTANT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this prospectus.



羅兵咸永道

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

To the Directors of Dongguan Rural Commercial Bank Co., Ltd.

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Dongguan Rural Commercial Bank Co., Ltd. (the "Bank") and its subsidiaries (collectively the "Group") by the directors for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at March 31, 2021, and related notes (the "Unaudited Pro Forma Financial Information") as set out on pages III-1 to III-2 of the Bank's prospectus dated September 16, 2021, in connection with the proposed initial public offering of the shares (the "Prospectus") of the Bank. The applicable criteria on the basis of which the directors have compiled the Unaudited Pro Forma Financial Information are described on pages III-1 to III-2 of the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the directors to illustrate the impact of the proposed initial public offering on the Group's financial position as at March 31, 2021 as if the proposed initial public offering had taken place at March 31, 2021. As part of this process, information about the Group's financial position has been extracted by the directors from the Group's financial information for the period ended March 31, 2021, on which an accountant's report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

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Our firm applies Hong Kong Standard on Quality Control 1 issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of unaudited pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the proposed initial public offering at March 31, 2021 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Bank, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the directors of the Bank on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, September 16, 2021