

**1. FURTHER INFORMATION ABOUT OUR BANK****A. Incorporation**

Our Bank was incorporated as a joint stock limited company under the name “Dongguan Rural Commercial Bank Co., Ltd.” in the PRC on December 22, 2009 under the PRC Company Law. Our registered address is No.2, Hongfu East Road, Dongcheng District, Dongguan City, Guangdong Province, PRC.

Our Bank has established a principal place of business in Hong Kong at 40/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong and has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on March 6, 2020. Mr. Wong Wai Chiu has been appointed as our authorized representative for the acceptance of service of process and notices on behalf of us in Hong Kong. Our address for acceptance of service of process in Hong Kong is the same as the address of our principal place of business in Hong Kong.

We conduct our banking business in the PRC under the supervision and regulation of PBoC and CBIRC. We are not an authorized institution within the meaning of the Banking Ordinance, and are not subject to the supervision of the HKMA, nor authorized to carry on banking or deposit-taking business in Hong Kong.

As we are incorporated in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of certain relevant aspects of the laws and regulations of the PRC and a summary of the relevant provisions of our Articles of Association are set out in Appendix IV and Appendix V to this prospectus.

**B. Changes in Share Capital**

At the time of establishment, the registered capital of our Bank was RMB4,312,888,438, divided into 4,312,888,438 Domestic Shares of RMB1.00 each. Changes in our share capital since our establishment up to the Latest Practicable Date, based on the date of the registration procedure with the relevant authority and obtaining new business license with the increased share capital, are as follows:

- (a) on May 17, 2011, our registered capital was increased by RMB431,288,843 to RMB4,744,177,281 by way of capitalization of the undistributed profits of our Bank and allotment of 431,288,843 Domestic Shares to our then Shareholders on a ten existing Domestic Shares to one new Domestic Share basis;
- (b) on August 10, 2012, our registered capital was increased by RMB474,417,728 to RMB5,218,595,009 by way of capitalization of the undistributed profits of our Bank and allotment of 474,417,728 Domestic Shares to our then Shareholders on a ten existing Domestic Shares to one new Domestic Share basis; and
- (c) on November 27, 2013, our registered capital was increased by RMB521,859,501 to RMB5,740,454,510 by way of capitalization of the undistributed profits of our Bank and allotment of 521,859,501 Domestic Shares to our then Shareholders on a ten existing Domestic Shares to one new Domestic Share basis.

As at the Latest Practicable Date, our registered capital was RMB5,740,454,510, divided into 5,740,454,510 Domestic Shares of RMB1.00 each. During the two years preceding the date of this prospectus, there had been no alteration in our registered capital.

Assuming that the Global Offering becomes unconditional, immediately following completion of the Global Offering, without taking into any H Share which may be issued upon exercise of the Over-allotment Option, our registered capital will be RMB6,888,545,510, consisting of 5,740,454,510 Domestic Shares and 1,148,091,000 H Shares, which represent approximately 83.33% and 16.67% of our total issued capital, respectively.

### C. Restriction on Share Repurchase

Details of the restrictions on Share repurchase by our Bank are set out in the paragraphs headed “Power of our Bank to Repurchase its own Shares” in Appendix V — Summary of Articles of Association to this prospectus.

### D. Resolutions of Our Shareholders

Pursuant to the resolutions passed at the Shareholders’ general meeting on April 25, 2019 and April 23, 2021:

- (a) the Global Offering, the Listing and the granting of the Over-allotment Option were approved;
- (b) our Board of Directors and person(s) authorized by our Board of Directors were authorized to handle all matters relating to the Listing; and
- (c) subject to the approval of the relevant regulatory department(s), the amended Articles of Association were adopted with effect from the Listing.

## 2. PARTICULARS AND CHANGES IN THE SHARE CAPITAL OF OUR SUBSIDIARIES

Details of our subsidiaries are set forth in Note 19 to the Accountant’s Report in Appendix I to this prospectus.

There has been no alteration in the registered capital of our subsidiaries within the two years preceding the date of this prospectus.

## 3. FURTHER INFORMATION ABOUT OUR BUSINESS

### A. Summary of Material Contracts

We have entered into the following contracts (not being contracts entered into in our ordinary course of business) within the two years preceding the date of this prospectus which are or may be material:

- (a) the Parties Acting in Concert Agreement (《一致行動人協議》) dated March 20, 2020 entered into among Dongguan Rural Commercial Bank Co., Ltd. (東莞農村商業銀行股份有限公司), Dongguan City Royal Garden Hotel Co., Ltd.\* (東莞市帝豪花園酒店有限公司), Dongguan City Xingye Knitting Co., Ltd.\* (東莞市興業針織有限公司), Liu Shaoyong (劉紹勇) and Xie Queping (謝雀平), pursuant to which the parties agreed to (i) act in concert in shareholders’ meetings and board of directors’ meetings when exercising the rights stipulated in the PRC Company Law (公司法) and articles of association and



complying with the obligations as a legal shareholders of Dongguan Dalang Dongying Rural Commercial Bank Co., Ltd.\* (東莞大朗東盈村鎮銀行股份有限公司) and (ii) discuss with each other prior to making proposal to the shareholders' meeting or exercising voting rights in shareholders' meeting, and in case of difference in opinions, the opinion of Dongguan Rural Commercial Bank Co., Ltd. shall prevail, for a term of three years which shall automatically be extended for terms of three years perpetually upon expiry thereafter provided that there is no objection from the parties;

- (b) the Property Made-to-order Agreement (《物業定制協議》) dated December 6, 2019 entered into between Guangdong Hongyuan Group Industry Development Co., Ltd.\* (廣東宏遠集團產業發展有限公司) and Dongguan Rural Commercial Bank Co., Ltd. (東莞農村商業銀行股份有限公司), pursuant to which Dongguan Rural Commercial Bank Co., Ltd. (東莞農村商業銀行股份有限公司) agreed to order first floor to sixteenth floor of R&D Building No. 3 (第3號研發樓) in Hongyuan International Artificial Intelligence (AI) Industry Center Phase 1 (宏遠國際人工智能 (AI) 產業中心一期) located on the south side of Kechuang Road, Nancheng Jiedao, Dongguan City (東莞市南城街道科創路南側) at the consideration of RMB478,798,581;
- (c) the cornerstone investment agreement (《基石投資協議》) dated September 13, 2021 entered into between Dongguan Rural Commercial Bank Co., Ltd. (東莞農村商業銀行股份有限公司), Fook Man Development Company Limited (福民發展有限公司), China Merchants Securities (HK) Co., Limited (招商證券 (香港) 有限公司), CMB International Capital Limited (招銀國際融資有限公司), ABCI Capital Limited (農銀國際融資有限公司), ICBC International Capital Limited (工銀國際融資有限公司) and Fortune (HK) Securities Limited (富強證券有限公司) pursuant to which Fook Man Development Company Limited agreed to subscribe for H shares of Dongguan Rural Commercial Bank Co., Ltd. (東莞農村商業銀行股份有限公司) at the Offer Price in an aggregate amount of HK\$1,000,000,000 (excluding brokerage and levy); and
- (d) the Hong Kong Underwriting Agreement.

## B. Intellectual Property Rights

### (a) Trademarks

As at the Latest Practicable Date, we were the registered owner of, and had the right to use, the following trademarks which may be material to our business:

No.	Trademark	Place of registration	Trademark no.	Registered owner	Class(es)	Valid period
1.	 東莞农村商业银行 DRC Bank	PRC	8069639	Our Bank	36	February 7, 2014 to February 6, 2024
2.	 東莞农村商业银行 DRC Bank	PRC	20256174	Our Bank	36	July 28, 2017 to July 27, 2027
3.	 東莞农村商业银行 DRC Bank	Hong Kong	304552993	Our Bank	36	June 6, 2018 to June 5, 2028

No.	Trademark	Place of registration	Trademark no.	Registered owner	Class(es)	Valid period
4.	 <b>DRC Bank</b>	Hong Kong	304553000	Our Bank	36	June 6, 2018 to June 5, 2028
5.		PRC	33175323	Our Bank	36	December 28, 2019 to December 27, 2029
6.		PRC	26806274	Our Bank	36	December 14, 2018 to December 13, 2028
7.	<b>创富理财</b>	PRC	10121662	Our Bank	35	April 21, 2013 to April 20, 2023
8.	<b>莞商通</b>	PRC	13876939	Our Bank	36	April 21, 2015 to April 20, 2025
9.	<b>荷包社区</b>	PRC	20096516	Our Bank	36	October 14, 2017 to October 13, 2027
10.		PRC	20096631	Our Bank	36	July 14, 2017 to July 13, 2027
11.		PRC	20096697	Our Bank	36	July 14, 2017 to July 13, 2027
12.	<b>基智宝</b>	PRC	27257115	Our Bank	36	December 14, 2018 to December 13, 2028
13.		PRC	28698954	Our Bank	35	December 14, 2018 to December 13, 2028
14.		PRC	28701163	Our Bank	36	December 21, 2018 to December 20, 2028
15.		PRC	28702686	Our Bank	41	December 14, 2018 to December 13, 2028
16.		PRC	28746285	Our Bank	36	December 14, 2018 to December 13, 2028
17.		PRC	28747541	Our Bank	35	December 14, 2018 to December 13, 2028
18.		PRC	28752389	Our Bank	41	December 14, 2018 to December 13, 2028

No.	Trademark	Place of registration	Trademark no.	Registered owner	Class(es)	Valid period
19.		PRC	34586324	Our Bank	16	June 28, 2019 to June 27, 2029
20.		PRC	34572748	Our Bank	36	June 28, 2019 to June 27, 2029
21.		Hong Kong	305404815	Our Bank	36	November 16, 2020 to November 15, 2030
22.		Hong Kong	305404824	Our Bank	36	November 16, 2020 to November 15, 2030
23.	<b>DRC Bank</b>	Hong Kong	305404833	Our Bank	36	November 16, 2020 to November 15, 2030
24.		Hong Kong	305404842	Our Bank	36	November 16, 2020 to November 15, 2030
25.		Hong Kong	305404851	Our Bank	36	November 16, 2020 to November 15, 2030

**(b) Patent**

As at the Latest Practicable Date, we were the registered owner of, and had the right to use, the following patent which may be material to our business:

No.	Title	Place of registration	Registration no.	Registered Owner	Registration date
1.	Smart Camcorder (智能視頻機)	PRC	ZL 2013 2 0183048. 1	Our Bank	April 12, 2013

**(c) Designs**

As at the Latest Practicable Date, we were the registered owner of, and had the right to use, the following designs which may be material to our business:

No.	Name of design	Place of registration	Registration no.	Registered owned	Registration date
1.	Mascot Figure (吉祥物玩偶)	PRC	ZL 2018 3 0025722. 1	Our Bank	January 19, 2018
2.	Mascot (Xiao D) (吉祥物(小D))	PRC	ZL 2018 3 0052863. 2	Our Bank	February 5, 2018

*(d) Copyrights*

As at the Latest Practicable Date, we were the registered owner of, and had the right to use, the following copyrights which may be material to our business:

<b>No.</b>	<b>Title</b>	<b>Place of registration</b>	<b>Registration no.</b>	<b>Registered owner</b>	<b>Registration date</b>
1.	D+ Bank Mobile Financial Service Platform (Android) System V3. 1. 8	PRC	2018SR301614	Our Bank	May 3, 2018
2.	D+ Bank Mobile Financial Service Platform (IOS) System V3.1.8	PRC	2018SR305194	Our Bank	May 4, 2018
3.	Dongguan Rural Commercial Bank Mobile Banking (Android) Software V1.0	PRC	2019SR0899032	Our Bank	August 29, 2019
4.	Dongguan Rural Commercial Bank Mobile Banking (IOS) Software V1.0	PRC	2019SR0898670	Our Bank	August 29, 2019
5.	Huaqian Youyu (花錢有餘)	PRC	國作登字-2019-F-00718897	Our Bank	January 29, 2019
6.	Qian Doudou (錢兜兜)	PRC	國作登字-2018-F-00420584	Our Bank	January 31, 2018
7.	Xiao D (小D)	PRC	國作登字-2018-F-00420583	Our Bank	January 31, 2018
8.	Smart Video Banking Configuration Specification	PRC	國作登字-2013-L-00088501	Our Bank	March 22, 2013

*(e) Internet domains*

As at the Latest Practicable Date, we were the registered owner of the following internet domains which may be material to our business:

<b>No.</b>	<b>Domain name</b>	<b>Registrant</b>	<b>Date of registration</b>	<b>Expiry date</b>
1.	drcbank.com	Our Bank	July 28, 2009	July 28, 2025
2.	ddrcbank.com	Our Bank	October 30, 2014	October 30, 2029
3.	drcbanko2o.com	Our Bank	September 2, 2015	September 2, 2025

Save as disclosed herein, there were no other trademarks, patents or other intellectual or industrial property rights which are material to our business as at the Latest Practicable Date.

### C. Our Depositors and Borrowers

Our five largest depositors and five largest borrowers accounted for less than 30% of the respective total deposits and total loans and advances to customers as at the Latest Practicable Date.

## 4. FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS AND SUBSTANTIAL SHAREHOLDERS

### A. Substantial Shareholders

So far as our Directors are aware, immediately following the completion of the Global Offering, the following persons will have or be deemed or taken to have interests or short positions in our Shares or underlying Shares which would be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at the general meetings of any other members of our Group:

#### (a) Interests or short positions in our Shares or underlying Shares

Name of Shareholder	Nature of interest	Class of Shares	As at the Latest Practicable Date		Immediately following the completion of the Global Offering				
			Number of Shares <sup>1</sup>	Approximate % of interest in our Bank	Number of Shares <sup>1</sup>	Assuming the Over-allotment Option is not exercised		Assuming the Over-allotment Option is exercised in full	
						Approximate % of the relevant class of Shares	Approximate % of interest in our Bank	Approximate % of the relevant class of Shares	Approximate % of interest in our Bank
Mr. Guo Huiqiang	Interest in controlled corporation <sup>2</sup>	Domestic Shares	299,247,910(L)	5.21%	299,247,910(L)	5.21%	4.34%	5.21%	4.24%
Ms. Yang Miaoxia	Interest of spouse <sup>3</sup>	Domestic Shares	299,247,910(L)	5.21%	299,247,910(L)	5.21%	4.34%	5.21%	4.24%
Canvest Investment	Beneficial owner	Domestic Shares	299,246,910(L)	5.21%	299,246,910(L)	5.21%	4.34%	5.21%	4.24%
	Interest in controlled corporation <sup>4</sup>	Domestic Shares	1,000(L)		1,000(L)				
State-owned Assets Supervision and Administration Commission of the People's Government of Dongguan (東莞市人民政府國有資產監督管理委員會)	Interest in controlled corporation <sup>5</sup>	H Shares	—	—	120,192,000(L)	10.47%	1.74%	9.10%	1.70%
Dongguan City Transportation Investment Group Co., Ltd.* (東莞市交通投資集團有限公司)	Interest in controlled corporation <sup>5</sup>	H Shares	—	—	120,192,000(L)	10.47%	1.74%	9.10%	1.70%
Dongguan City Fook Man Group Company* (東莞市福民集團公司)	Interest in controlled corporation <sup>5</sup>	H Shares	—	—	120,192,000(L)	10.47%	1.74%	9.10%	1.70%
Fook Man Development Company Limited	Beneficial Owner	H Shares	—	—	120,192,000(L)	10.47%	1.74%	9.10%	1.70%

Notes:

- (L) denotes long position
- As at the Latest Practicable Date, the entire shareholding interest of Canvest Investment was held by Mr. Guo Huiqiang. Accordingly, Mr. Guo Huiqiang is deemed to be interested in all the Shares held by Canvest Investment under the SFO.
- Ms. Yang Miaoxia is the spouse of Mr. Guo Huiqiang. Accordingly, Ms. Yang is deemed to be interested in all the Shares that Mr. Guo is interested in under the SFO.
- Canvest Investment is also interested in 1,000 Domestic Shares held by its 90% owned subsidiary, Guangdong Canvest Environmental Investment Co., Ltd.\* (廣東粵豐環保投資有限公司).
- Fook Man Development Company Limited is wholly-owned by Dongguan City Fook Man Group Company\*, which in turn is wholly-owned by Dongguan City Transportation Investment Group Co., Ltd.\*, a company wholly-owned by the State-owned Assets Supervision and Administration Commission of the People's Government of Dongguan. Accordingly, each of State-owned Assets Supervision and Administration Commission of the People's Government of Dongguan, Dongguan City Transportation Investment Group Co., Ltd.\* and Dongguan City Fook Man Group Company\* is deemed to be interested in all the Shares held by Fook Man Development Company Limited.
- The percentage herein is calculated assuming the Offer Price has been determined at the mid-point of the indicative Offer Price range, being HK\$8.32 per Offer Share as Fook Man Development Company Limited is our cornerstone investor who has agreed to subscribe for the Offer Shares for a prescribed monetary sum (rather than a prescribed number of Offer Shares). For details, please see "Cornerstone Investor".

**(b) Interests in other members of the Group**

<u>Name of shareholder</u>	<u>Member of the Group concerned</u>	<u>Nature of interest</u>	<u>Registered share capital held</u>	<u>Approximate % of interest in the company concerned</u>
Huidong County Lijing Garden Environment Design Co., Ltd.* (惠東縣麗景園林環境藝術有限公司)	Huizhou Zhongkai Dongying County Bank	Beneficial owner	RMB30,000,000	10%
Lin Baoyi (林寶怡)	Huizhou Zhongkai Dongying County Bank	Interest in controlled corporation <sup>1</sup>	RMB30,000,000	10%
Zhuang Jinlong (莊金龍)	Huizhou Zhongkai Dongying County Bank	Interest in controlled corporation <sup>1</sup>	RMB30,000,000	10%
Zhanjiang City Infrastructure Construction Investment Group Co., Ltd.* (湛江市基礎設施建設投資集團有限公司)	Zhanjiang RCB	Beneficial owner	RMB216,000,000	13.05%
State-owned Assets Supervision and Administration Commission of the People's Government of Zhanjiang City (湛江市人民政府國有資產監督管理委員會) ("Zhanjiang SASAC")	Zhanjiang RCB	Interest in controlled corporation <sup>2</sup>	RMB216,000,000	13.05%



Notes:

1. As at the Latest Practicable Date, Huidong County Lijing Garden Environment Design Co., Ltd.\* is owned as to 50% by Lin Baoyi and 50% by Zhuang Jinlong, respectively. Accordingly, each of Lin Baoyi and Zhuang Jinlong is deemed to be interested in the equity interest in Huizhou Zhongkai Dongying County Bank held by Huidong County Lijing Garden Environment Design Co., Ltd.\*.
2. As at the Latest Practicable Date, Zhanjiang City Infrastructure Construction Investment Group Co., Ltd.\* is wholly-owned by Zhanjiang SASAC. Accordingly, Zhanjiang SASAC is deemed to be interested in the equity interest in Zhanjiang RCB held by Zhanjiang City Infrastructure Construction Investment Group Co., Ltd.\*.

Save as disclosed above, so far as it is known to our Directors, no person has an interest or short position in our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at the general meetings of any other members of our Group.

## **B. Directors and Supervisors**

### **(a) Disclosure of Interest**

Save as disclosed below, immediately following the completion of the Global Offering, none of the Directors, Supervisors and the chief executive of our Bank will have any interests or short positions in the Shares, underlying Shares or debentures of our Bank or any associated corporations (within the meaning of Part XV of the SFO) which (i) will have to be notified to us and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers under the Listing Rules, to be notified to us and the Hong Kong Stock Exchange; or (iii) will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein. For this purpose, the relevant provisions of the SFO shall be construed as if they are applicable to our Supervisors.

*Long position in our Shares or underlying Shares***Directors**

<u>Name of Director</u>	<u>Nature of interest</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Approximate percentage of interest in our Bank<sup>1</sup></u>	<u>Approximate percentage of the relevant class of Shares</u>
Mr. WANG Yaoqiu	Beneficial owner	Domestic Shares	401,210	0.00582%	0.00699%
Mr. FU Qiang	Beneficial owner	Domestic Shares	500,000	0.00726%	0.00871%
Mr. YE Jianguang	Beneficial owner	Domestic Shares	500,000	0.01452%	0.01742%
	Interest of spouse	Domestic Shares	500,000		
Mr. CHEN Wei	Beneficial owner	Domestic Shares	113,907	0.00239%	0.00287%
	Interest of spouse	Domestic Shares	50,578		
Mr. LAI Chun Tung	Beneficial owner	Domestic Shares	1,156,825	0.03982%	0.04779%
	Interest in controlled corporation <sup>2</sup>	Domestic Shares	1,586,277		
Mr. WANG Junyang	Interest in controlled corporation <sup>3</sup>	Domestic Shares	172,389,749	2.50256%	3.00307%
Mr. CAI Guowei	Beneficial owner	Domestic Shares	2,281,622	0.03593%	0.04311%
	Interest of spouse	Domestic Shares	193,261		
Mr. YE Jinqun	Beneficial owner	Domestic Shares	9,663,060	1.66259%	1.99510%
	Interest in controlled corporation <sup>4</sup>	Domestic Shares	104,864,996		
Mr. CHEN Haitao	Beneficial owner	Domestic Shares	350,000	0.00508%	0.00610%
Mr. ZHANG Qingxiang	Beneficial owner	Domestic Shares	2,021,371	0.19581%	0.23498%
	Interest of spouse <sup>5</sup>	Domestic Shares	11,467,306		
Mr. CHEN Weiliang	Beneficial owner	Domestic Shares	6,000	0.00009%	0.00010%

## Supervisors

<u>Name of Supervisor</u>	<u>Nature of interest</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Approximate percentage of interest in our Bank</u>	<u>Approximate percentage of the relevant class of Shares</u>
Mr. CHEN Sheng	Beneficial owner	Domestic Shares	32,210	0.00047%	0.00056%
Ms. DENG Yanwen	Beneficial owner	Domestic Shares	335,412	0.00487%	0.00584%
Mr. WU Lixin	Beneficial owner	Domestic Shares	335,412	0.02810%	0.03372%
	Interest of spouse	Domestic Shares	1,600,421		
Mr. LIANG Zhifeng	Interest of spouse	Domestic Shares	9,664	0.00014%	0.00017%
Mr. LU Chaoping	Interest in controlled corporation <sup>6</sup>	Domestic Shares	6,442,040	0.09352%	0.11222%
Mr. WANG Zhujin	Beneficial owner	Domestic Shares	500,000	0.00726%	0.00871%
Mr. LIANG Jiepeng	Beneficial owner	Domestic Shares	2,254,714	0.03273%	0.03928%
Mr. ZOU Zhibiao	Beneficial owner	Domestic Shares	32,210	0.00047%	0.00056%

## Notes:

- Without taking into account of any Share which may be issued upon the exercise of the Over-allotment Option.
- Such 1,586,277 Domestic Shares are held by Dongguan City Sanyang Shiye Development Co., Ltd.\* (東莞市三陽實業發展有限公司), a company owned as to 60.0% by Mr. Lai Chun Tung. Accordingly, Mr. Lai is deemed to be interested in all the Domestic Shares held by Dongguan City Sanyang Shiye Development Co., Ltd.\* under the SFO.
- Such 172,389,749 Domestic Shares include (i) 150,104,602 Domestic Shares held by Dongguan City Kanghua Investment Group Co., Ltd.\* (東莞市康華投資集團有限公司), a company owned as to 97.46% by Mr. Wang Junyang; and (ii) 22,285,147 Domestic Shares held by Dongguan City Xingye Group Co., Ltd.\* (東莞市興業集團有限公司), a company owned as to 50% by Mr. Wang. Accordingly, Mr. Wang is deemed to be interested in all the Domestic Shares held by Dongguan City Kanghua Investment Group Co., Ltd.\* and Dongguan City Xingye Group Co., Ltd.\* under the SFO.
- Such 104,864,996 Domestic Shares include (i) 69,784,524 Domestic Shares held by Guangdong Haide Group Co., Ltd.\* (廣東海德集團有限公司) (“**Guangdong Haide**”), a company owned, among other shareholders, as to (a) 25% by Mr. Ye Jinqian; (b) 25% by Dongguan City Botong Shiye Investment Co., Ltd.\* (東莞市博通實業投資有限公司), which in turn is owned as to 96% by Mr. Ye Jinqian and 4% by Ms. Deng Shaohong (鄧少紅), spouse of Mr. Ye Jinqian; (c) 25% by Dongguan City Commercial Center Development Co., Ltd.\* (東莞市商業中心發展有限公司) (“**Dongguan City Commercial Center**”), which in turn is owned as to 96% by Mr. Ye Jinqian and 4% by Ms. Deng Shaohong; (d) 24% by Dongguan City Hengyi Shiye Investment Co., Ltd.\* (東莞市恒億實業投資有限公司), which in turn is owned as to 51% by Guangdong Haide, 39% by Mr. Ye Jinqian and 10% by Ms. Deng Shaohong; and (e) 1% by Ms. Deng Shaohong; and (ii) 35,080,472 Domestic Shares held by Dongguan City Commercial Center. Accordingly, Mr. Ye is deemed to be interested in all the Domestic Shares held by Guangdong Haide and Dongguan City Commercial Center under the SFO.

5. Such 11,467,306 Domestic Shares include (i) 2,322,102 Domestic Shares held by the spouse of Mr. Zhang Qingxiang; and (ii) 9,145,204 Domestic Shares held by Dongguan City Dianshi Wujin Electronic Appliances Co., Ltd.\* (東莞市點石五金電器有限公司), a company owned as to 50% by the spouse of Mr. Zhang. Accordingly, Mr. Zhang is deemed to be interested in all the Domestic Shares held by his spouse and Dongguan City Dianshi Wujin Electronic Appliances Co., Ltd.\* under the SFO.
6. Such 6,442,040 Domestic Shares are held by Dongguan City Shenzhou Industrial Development Co., Ltd.\* (東莞市神洲實業開發有限公司), a company owned as to 90% by Mr. Lu Chaoping. Accordingly, Mr. Lu is deemed to be interested in all the Domestic Shares held by Dongguan City Shenzhou Industrial Development Co., Ltd.\* under the SFO.

*Interest in associated corporations*

**Director**

<b>Name of Director</b>	<b>Name of associated corporation</b>	<b>Nature of interest</b>	<b>Number of shares in the associated corporation</b>	<b>Approximate percentage of interest in the associated corporation</b>
Mr. CHEN Wei	Zhanjiang RCB	Beneficial owner	1,028,943	0.06%
Mr. WANG Junyang	Hezhou Babu Dongying County Bank	Interest in controlled corporation <sup>1</sup>	3,125,000	3.125%

Note:

1. Such 3,125,000 shares of Hezhou Babu Dongying County Bank are held by Dongguan City Dongcheng Stone Co., Ltd.\* (東莞市東成石材有限公司), a company wholly owned by Dongguan City Xingye Group Co., Ltd.\* (東莞市興業集團有限公司), which is in turn owned as to 50% by Mr. WANG Junyang.

**(b) Particulars of Service Contracts**

In accordance with Rules 19A.54 and 19A.55 of the Listing Rules, we have entered into a contract with each of our Directors and Supervisors in respect of, among other things, compliance with relevant laws and regulations, observation of our Articles of Association and provisions on arbitration.

Save as disclosed above, we have not entered, and do not propose to enter, into any service contract with any of our Directors or Supervisors in their respective capacities as Directors or Supervisors other than contracts expiring or determinable by the employer within one year without payment of any compensation (other than statutory compensation).

(c) *Interests in Assets Leased to our Group*

The table below sets forth a summary of the leases entered into by our Group or otherwise subsisting during the Track Record Period in which our Directors and Supervisors have an interest:

<b>Date of agreement</b>	<b>Landlord</b>	<b>Tenant</b>	<b>Property</b>	<b>Floor area</b>	<b>Term</b>	<b>Monthly rent</b>
June 20, 2013	Dongguan City Dazhong Property Services Co., Ltd.* (東莞市中大物業服務有限公司) <sup>1</sup>	Houjie sub-branch of our Bank	Shop No. 11, 1/F Lakeview One Garden Avenue, 100 Lakeview Avenue North, Huanggang Village, Houjie, Dongguan	74.67 sq.m.	July 1, 2013 to June 30, 2019	July 1, 2013 to June 30, 2015: RMB5,300 July 1, 2015 to June 30, 2017: RMB5,618 July 1, 2017 to June 30, 2019: RMB5,955
March 28, 2014	Dongguan City Shenzhou Industrial Development Co., Ltd.* (東莞市神州實業開發有限公司) <sup>2</sup>	Humen Branch of our Bank	300 Taibao Road, Humen, Dongguan	449.2 sq.m.	October 1, 2014 to September 30, 2029	October 1, 2014 to December 31, 2014: rent free October 1, 2014 to September 30, 2016: RMB51,795.1 From October 1, 2016: RMB56,974.61; plus 10% increment every three years thereafter
March 31, 2018	Guangdong Hongyuan Group Property Development Co., Ltd.* (廣東宏遠集團房地產開發有限公司) <sup>3</sup>	Our Bank	Left side of the entrance of Zone BC in Jiangnan Family (江南世家), Dongguan	23 sq. m	April 1, 2018 to March 31, 2019	RMB1,268
March 22, 2018	Dongguan City Huiyi City Commercial Development Co., Ltd.* (東莞市匯一城商業發展有限公司) <sup>4</sup>	Our Bank	Certain part of 1 <sup>st</sup> floor, Qunlou No. 2, First International Huiyi City, 200, Hongfu Road, Nancheng District, Dongguan	2 sq. m	February 1, 2018 to January 31, 2020	RMB1,580 (plus electricity charge of RMB400)
April 30, 2018	Dongguan City Dazhong Property Services Co., Ltd.* (東莞市中大物業服務有限公司) <sup>1</sup>	Our Bank	Shop No. D01, D02, D03, D11, D12, D13, D15, D16 on first and second floor of Manor Lakeview First Street, Lakeview No. 1, 100 Lakeview Avenue North, Huanggang Village, Houjie, Dongguan	606.32 sq. m	May 1, 2018 to April 30, 2028	May 1, 2018 to July 31, 2018: RMB2,503.8 <sup>5</sup> August 1, 2018 to May 31, 2021: RMB19,501.8 June 1, 2021 to April 30, 2022: RMB29,121.8 May 1, 2022 to April 30, 2025: RMB31,709.8 May 1, 2025 to April 30, 2028: RMB34,556.8
May 14, 2018	Dongguan City Hongyuan Group Property Management Co., Ltd.* (東莞市宏遠集團物業管理有限公司) <sup>6</sup>	Our Bank	Right hand side outside the management office of Elite Family (精英世家) located on the Stilt level in Dongguan	33 sq. m	April 1, 2018 to March 31, 2019	RMB1,818
January 16, 2019	Zhang Huifang (張惠芳) <sup>7</sup>	Our Bank	First floor, Taihe Road Central, Tangwei Village, Shipai, Dongguan	487 sq. m	January 1, 2018 to December 31, 2022	2018: RMB27,060 2019 and 2020: RMB29,770 2021 and 2022: RMB32,750

<u>Date of agreement</u>	<u>Landlord</u>	<u>Tenant</u>	<u>Property</u>	<u>Floor area</u>	<u>Term</u>	<u>Monthly rent</u>
January 16, 2019	Wang Yanlei (王彦蕾) <sup>8</sup>	Our Bank	First floor, Yanwo Avenue East, Yanwo Village, Shipai, Dongguan	362 sq. m	January 1, 2018 to December 31, 2022	2018: RMB20,150 2019 and 2020: RMB22,170 2021 and 2022: RMB24,390
April 28, 2020	ZOU Maoqi (鄒茂祺) <sup>9</sup>	Our Bank	Shop 3 and 4, 11 Yinfeng Road, Nancheng District, Dongguan	175 sq.m.	May 1, 2020 to April 30, 2025	May 1, 2020 to April 30, 2023: RMB17,500 May 1, 2023 to April 30, 2025: RMB19,250

*Notes:*

1. A company owned as to 90% by Dazhong Investment Group Co., Ltd.\* (大中投資集團有限公司) which in turn is owned as to 80% by an uncle of Mr. Wang Junyan, non-executive Director and holder of approximately 3.00307% of our Domestic Shares through controlled corporations, and 20% by an aunt of Mr. Wang Junyang. The remaining 10% equity interest of Dongguan City Dazhong Property Services Co., Ltd.\* is held by an independent third party.
2. A company owned as to 90% by Mr. LU Chaoping, our Supervisor and interested in holder of approximately 0.11222% of our Domestic Shares through controlled corporations.
3. A company indirectly owned as to 19.71% by Guangdong Hongyuan Group Co., Ltd.\* (廣東宏遠集團有限公司), which in turn is owned as to 30% by Mr. Chen Haitao, our non-executive Director and holder of approximately 0.00610% of our Domestic Shares, and 39% in aggregate by two brothers of Mr. Chen Haitao.
4. A company owned as to 96% by Guangdong Haide Group Co., Ltd.\* (廣東海德集團有限公司) (“**Guangdong Haide**”) and 4% by Guangdong Haide Eastern Commercial Management Investment Co., Ltd.\* (廣東海德東方商業管理投資有限公司) (“**Haide Eastern Management**”). Guangdong Haide is owned as to (i) 25% by Mr. Ye Jinqun, our non-executive Director who is interested in approximately 1.99510% of our Domestic Shares; (ii) 25% by Dongguan City Commercial Center Development Co., Ltd.\* (東莞市商業中心發展有限公司) (“**Dongguan Commercial Center**”), a company owned as to 96% by Mr. Ye Jinqun and 4% by the spouse of Mr. Ye; (iii) 25% by Dongguan City Botong Industrial Investment Co., Ltd.\* (東莞市博通實業投資有限公司), a company owned as to 96% by Mr. Ye Jinqun and 4% by the spouse of Mr. Ye; (iv) 24% by Dongguan City Hengyi Industrial Investment Co., Ltd.\* (東莞市恒億實業投資有限公司) (“**Dongguan Hengyi**”), a company owned as to 51% by Guangdong Haide, 39% by Mr. Ye Jinqun and 10% by the spouse of Mr. Ye; and (v) 1% by the spouse of Mr. Ye. Haide Eastern Management is owned as to (i) 80% by Guangdong Haide Eastern Holding Co., Ltd.\* (廣東海德東方控股有限公司), a company in turn owned as to 70% by Guangdong Haide and 30% by Dongguan Commercial Center; and (ii) 20% by Dongguan Hengyi.
5. Our Bank is only required to pay the management fee during such rent-free period.
6. A company indirectly owned as to 30% by Mr. Chen Haitao, our non-executive Director and holder of approximately 0.00610% of our Domestic Shares, and 39% in aggregate by two brothers of Mr. Chen Haitao.
7. The spouse of Mr. Wang Zhujin, our Supervisor and holder of approximately 0.00871% of our Domestic Shares.
8. The daughter of Mr. Wang Zhujin, our Supervisor and holder of approximately 0.00871% of our Domestic Shares.
9. The father of Mr. Zhou Zhibiao, our Supervisor and holder of approximately 0.00056% of our Domestic Shares.

*(d) Emoluments*

The aggregate emoluments (including fees, salaries, discretionary bonus, subsidies and physical benefits and pension plan contributions) paid by our Group to our Directors and Supervisors for the year ended December 31, 2020 was approximately RMB33.2 million. Details of the remuneration of our Directors and Supervisors during the Track Record Period are set out in Note 11 to the Accountant’s Report in Appendix I to this prospectus.

Based on the prevailing arrangements currently in force, it is estimated that the aggregate emoluments and benefits in kind (before tax) to be paid to our Directors and Supervisors by our Group will be approximately RMB30.9 million for the year ending December 31, 2021.

**(e) Personal Guarantees**

No Director or Supervisor has provided personal guarantees for the benefit of the lenders in connection with any banking facilities granted to our Group.

**C. Agency Fees or Commissions Paid or Payable**

Save as disclosed in this prospectus, none of the Directors, Supervisors or any of the persons whose names are listed in “— 5. Other Information — E. Qualification of Experts” below had received any commissions, discounts, agency fees, brokerages or other special terms from us in connection with the issuance or sale of any our capital within the two years preceding the date of this prospectus.

**D. Disclaimers**

None of our Directors or Supervisors is a director or employee of a company which has an interest in our share capital that has to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO after the Listing as at the date of this prospectus.

**5. OTHER INFORMATION**

**A. Estate Duty**

Our Directors have been advised that currently there is no material liability for estate duty under PRC law that is likely to be imposed on us.

**B. Litigation**

Save as disclosed in “Business — Legal and Regulatory Matters”, our Group is not involved in any litigation, arbitration or administrative proceedings of material importance and, so far as we are aware, no litigation, arbitration or administrative proceedings of material importance is pending or threatened against us as of the Latest Practicable Date.

**C. Joint Sponsors**

The Joint Sponsors have made an application on our behalf to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, our H Shares. All necessary arrangements have been made to enable the securities to be admitted into CCASS.

Each of the Joint Sponsors has confirmed that it satisfies the independence criteria set out in Rule 3A.07 of the Listing Rules. The Joint Sponsors will charge a total amount of RMB3.0 million to act as the sponsor in connection with the Listing.

**D. Preliminary Expenses**

Our Bank has not incurred any material preliminary expense.

**E. Qualification of Experts**

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions or advice in this prospectus are as follows:

<u>Name</u>	<u>Qualification</u>
China Merchants Securities (HK) Co., Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) of the regulated activities under the SFO
CMB International Capital Limited	A licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
ABCI Capital Limited	A licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
ICBC International Capital Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
C&T Partners	Legal advisors on PRC laws
PricewaterhouseCoopers	Certified Public Accountants under Professional Accountant Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)

Save in connection with the Hong Kong Underwriting Agreement and the International Underwriting Agreement, each of the experts listed above (i) does not have any interest, either direct or indirect, in our promotion, or in any assets which have been, within the two years immediately preceding the date of this prospectus, acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group, (ii) is not materially interested in any contract or arrangement subsisting as at the date of this prospectus which is significant to our business, and (iii) does not have any shareholding in any member of our Group nor the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.



**F. Consent of Experts**

Each of the experts as referred to in the section headed “E. Qualification of Experts” above in this Appendix has given and has not withdrawn its written consent to the issue of this prospectus with the statement(s) made by it and/or contained in its report and/or letter and/or opinion (as the case may be) and references to its name included herein in the form and context in which it is included.

**G. Binding Effect**

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

**H. Other Disclaimers**

Save as disclosed in this prospectus:

- (a) none of the Directors or Supervisors is:
  - (i) interested in our promotion, or in any assets which have, within the two years immediately preceding the date of this prospectus, been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or
  - (ii) materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant to our business;
- (b) within the two years preceding the date of this prospectus, (i) we have not issued nor agreed or proposed to issue any share or loan capital as fully or partly paid up either for cash or for a consideration other than cash; (ii) no commission, other than the commission to the Underwriters and the commission of approximately RMB4.2 million paid or payable during the two years ended March 31, 2021 in connection with issuance of the bonds set forth under “History, Development and Corporate Structure — Corporate Structure — Issuance of Bonds”, had been paid or payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any share in or debentures of our Bank; and (iii) no commission, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of any member of our Group;
- (c) no share or loan capital is under option or is agreed conditionally or unconditionally to be put under option;
- (d) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (e) none of our equity and debt securities is listed or dealt with on any other stock exchange nor is any listing or permission to deal being or proposed to be sought;
- (f) there are no arrangements under which future dividends are waived or agreed to be waived;
- (g) there are no contracts for hire or hire purchase of any plant to or by us for a period of over one year which are substantial in relation to our business;

- (h) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;
- (i) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from overseas;
- (j) we have no outstanding convertible debt securities; and
- (k) we currently do not intend to apply for the status of a Sino-foreign investment joint stock limited company and do not expect to be subject to the Sino-foreign Joint Venture Law of the PRC.

**I. Bilingual Prospectus**

The English language and Chinese language versions of this prospectus are being published separately in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

**J. Promoters**

Our promoters comprised 69 corporate shareholders and 57,842 individual shareholders of the former Dongguan Rural Credit Cooperatives Union. For details, please see “History, Development and Corporate Structure” of this prospectus.

Save for the Global Offering and as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus, no cash, securities or other benefits has been paid, allotted or given, or has been proposed or intended to be paid, allotted or given, to any of the promoters above in connection with the Global Offering or the transactions described in this prospectus.