

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting for 2022 (the “**AGM**”) of Dongguan Rural Commercial Bank Co., Ltd. (the “**Bank**”) will be held at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng Street, Dongguan City, Guangdong Province, the PRC on May 25, 2023 (Thursday) at 3:00 p.m. to consider and, if thought fit, to pass the following resolutions as the ordinary resolutions:

1. The Resolution in relation to Work Report of the Board of Directors of the Bank for 2022
2. The Resolution in relation to Work Report of the Board of Supervisors of the Bank for 2022
3. The Resolution in relation to Appointment of Executive Director of the Bank
4. The Resolution in relation to 2022 Annual Report of the Bank
5. The Resolution in relation to Donation to Dongguan Rural Commercial Bank Education Public Welfare Foundation to Support Dongguan Secondary School and Other Education Public Welfare Undertakings

* *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.*

6. The Resolution in relation to the Plan for Estimated Caps for Certain Recurring Related Party Transactions of the Bank
7. The Resolution in relation to Appointment of the Accounting Firms for 2023 Financial Statements of the Bank
8. The Resolution in relation to 2022 Final Financial Accounts Plan of the Bank
9. The Resolution in relation to 2022 Profit Distribution Plan of the Bank
10. The Resolution in relation to 2023 Financial Budget Plan of the Bank

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

Dongguan City, Guangdong Province, the PRC
May 4, 2023

Notes:

1. For more details on the above proposed resolutions, please refer to the circular of the 2022 AGM of the Bank dated May 4, 2023.
2. **Closure of H share register of members**

As announced in the announcement of the Bank dated April 6, 2023, for the purpose of determining the entitlement of holders of H shares (“**H Shareholders**”) of the Bank to attend the AGM, the H share register of members of the Bank will be closed from April 25, 2023 (Tuesday) to May 25, 2023 (Thursday) (both days inclusive), during which period no transfer of H shares will be registered. The holders of H shares whose names appear on the H shares register of members of the Bank on May 25, 2023 (Thursday) are entitled to attend and vote at the AGM. In order to be eligible to attend and vote for at the AGM, 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, not later than 4:30 p.m. on April 24, 2023 (Monday).

For the purpose of determining the entitlement of H Shareholders to the 2022 final dividend, the H shares register of members of the Bank will be closed from June 1, 2023 (Thursday) to June 6, 2023 (Tuesday), both days inclusive, during which period no transfer of H shares will be registered. In order to qualify for the 2022 final dividend, all H share transfer documents together with the relevant share certificates must be lodged with the Bank’s H shares registrar in Hong Kong, 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 May 31, 2023 (Wednesday).

3. **Reply slip**

H Shareholders who wish to attend the AGM in person or by proxy are required to return the reply slip for the AGM to the Bank’s H share registrar, Computershare Hong Kong Investor Services Limited, on or before May 15, 2023 (Monday) at 4:30 p.m. at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. The reply slip for H Shareholders is enclosed with the circular of the 2022 AGM of the Bank dated May 4, 2023, and can be downloaded from the websites of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) at www.hkexnews.hk and the Bank at www.drcbank.com.

4. 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 is enclosed with the circular of the 2022 AGM of the Bank dated May 4, 2023, and can be downloaded from the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Bank at www.drcbank.com. A proxy need not be a member, but must attend the AGM in person to represent the shareholder. If more than one proxy is so appointed, a photocopy of proxy form may be used and specify therein the number of shares in respect of which each such proxy is so appointed.

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 AGM (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 AGM 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 any meeting, 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.

5. Registration procedures for attending the AGM

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 effective proof of identity, copy of shareholder identify, 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 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.

6. To enhance the efficiency of the meeting, the AGM 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 mailbox gddh@drcbank.com before May 15, 2023 (Monday). The Board of the Bank will try its best to answer the questions at the AGM according to the actual situation.
7. For relevant matters regarding domestic shareholders of the Bank attending the AGM, 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. FU Qiang and Mr. YE Jianguang as executive directors; Mr. LAI Chun Tung, Mr. WANG Junyang, Mr. CAI Guowei, Mr. YE Jinqun, Mr. CHEN Haitao, 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.