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DRC Bank
Dongguan Rural Commercial Bank Co., Ltd.*
東莞農村商業銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 9889)

**Poll Results of the Annual General Meeting Held on 23 May 2022,
Appointment of Directors,
Distribution of Final Dividend and
Change of Final Dividend Payment Date, and
Change of International Auditor**

References are made to the notice of 2021 AGM dated 20 April 2022 (the “**Notice**”) and the circular dated 20 April 2022 (the “**Circular**”) of Dongguan Rural Commercial Bank Co., Ltd. (the “**Bank**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise specified.

POLL RESULTS OF THE 2021 AGM

The Board of Directors is pleased to announce that, the 2021 AGM had been held at the conference room of Dongguan Rural Commercial Bank Building, 2 Hongfu East Road, Dongcheng District, Dongguan, Guangdong Province, the PRC (with six additional satellite venues) on 23 May 2022 and all the proposed resolutions set out in the Notice (the “**Resolution(s)**”) have been duly passed by way of poll. The 2021 AGM was convened in compliance with the requirements of the Company Law and the Articles. All Directors of the Bank have attended the 2021 AGM.

As at the date of the 2021 AGM, the total number of Shares in issue was 6,888,545,510 Shares, of which 5,740,454,510 were Domestic Shares and 1,148,091,000 were H Shares, all of which entitle its holder to attend and vote on any resolution proposed at the 2021 AGM. Shareholders holding an aggregate of 4,478,143,892 Shares, representing approximately 65.01% of the total issued Shares, attended the 2021 AGM, either in person or by proxy.

* *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.*

There was no Share entitling its holder to attend the 2021 AGM but to abstain from voting in favour of any of the Resolutions as required by Rule 13.40 of the Listing Rules, and none of the Shareholders was required to abstain from voting on any of the Resolutions at the 2021 AGM pursuant to the requirements of the Listing Rules. No Shareholder has stated the intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the 2021 AGM.

The poll results of the Resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	The Resolution in relation to Work Report of the Board of Directors of the Bank for 2021	4,478,143,892 (100%)	0 (0%)	0 (0%)
2.	The Resolution in relation to Work Report of the Board of Supervisors of the Bank for 2021	4,478,143,892 (100%)	0 (0%)	0 (0%)
3.	The Resolution in relation to the Amendment of the Authorization Plan to the Board at the Shareholders' General Meeting of Dongguan Rural Commercial Bank Co., Ltd.	4,478,143,892 (100%)	0 (0%)	0 (0%)
4.	The Resolution in relation to Additional Appointment of Non-executive Directors and Independent Non-executive Directors of the Fourth Session of the Board of the Bank	a. Mr. Tang Wencheng	4,478,143,892 (100%)	0 (0%)
		b. Mr. Zeng Jianhua	4,478,143,892 (100%)	0 (0%)
5.	The Resolution in relation to Appointment of the Accountants' Firm for 2022 Financial Statements of the Bank	4,478,143,892 (100%)	0 (0%)	0 (0%)
6.	The Resolution in relation to 2021 Annual Report of the Bank	4,478,143,892 (100%)	0 (0%)	0 (0%)
7.	The Resolution in relation to Estimated Caps for Certain Recurring Related Party Transactions of the Bank ^{Note}	3,819,377,294 (100%)	0 (0%)	0 (0%)
8.	The Resolution in relation to 2021 Final Financial Accounts Plan of the Bank	4,478,143,892 (100%)	0 (0%)	0 (0%)
9.	The Resolution in relation to 2021 Profit Distribution Plan of the Bank	4,478,143,892 (100%)	0 (0%)	0 (0%)
10.	The Resolution in relation to 2022 Financial Budget Plan of the Bank	4,478,143,892 (100%)	0 (0%)	0 (0%)

Special Resolutions		Number of Votes (%)		
		For	Against	Abstained
11.	The Resolution in relation to Application for Extension of the Validity Period of Mandate in the Resolution on Public Issuance of Green Finance Bonds by Dongguan Rural Commercial Bank Co., Ltd.	4,478,143,892 (100%)	0 (0%)	0 (0%)
12.	The Resolution in relation to Public Offering of RMB13 Billion Special Financial Bonds by the Bank	4,478,143,892 (100%)	0 (0%)	0 (0%)
13.	The Resolution in relation to Public Offering of Ordinary Financial Bonds by the Bank	4,478,143,892 (100%)	0 (0%)	0 (0%)

Note: As the related parties (including its related parties) to the estimated cap for the related transactions under the Resolution number 7 have interests in such Resolution, pursuant to Article 46 of the Measures for the Administration of Affiliated Transactions of Banking and Insurance Institutions (《銀行保險機構關聯交易管理辦法》), they did not vote on such Resolution. Such related Shareholders hold an aggregate of 658,766,598 Shares. For details of the related parties, please refer to the Circular.

As the votes casted in favour of each of Resolutions number 1 to 10, being ordinary resolutions, represented more than half of the voting rights held by the Shareholders attending (including attendance by proxy) the 2021 AGM, such Resolutions were duly passed.

As the votes casted in favour of such Resolutions number 11 to 13, being special resolutions, represented more than two-thirds of the voting rights held by the Shareholders attending (including attendance by proxy) the 2021 AGM, such Resolutions were duly passed.

Computershare Hong Kong Investor Services Limited, the H share registrar of the Bank, acted as the scrutineer for vote-taking at the 2021 AGM. The PRC legal advisor of the Bank, two Shareholder representatives and two Supervisors also participated in the vote-tabulation and acted as the scrutineer for vote-taking.

APPOINTMENT OF DIRECTORS

The Board of Directors is pleased to announce that, pursuant to the Resolution number 4, Mr. Tang Wencheng (唐聞成) and Mr. Zeng Jianhua (曾儉華) were approved to be appointed as non-executive Director and independent non-executive Director of the Bank, respectively, by the Shareholders at the 2021 AGM. For the biographical details of Mr. Tang Wencheng and Mr. Zeng Jianhua, please refer to the Circular. As disclosed in the Circular, the appointment of Mr. Tang Wencheng and Mr. Zeng Jianhua is subject to the approval by the CBIRC. Further announcement will be made by the Bank upon the appointment taking effect.

DISTRIBUTION OF FINAL DIVIDEND AND CHANGE OF FINAL DIVIDEND PAYMENT DATE

The distribution of final dividend of RMB0.29 per share (tax inclusive) for the year ended 31 December 2021 (the “**Final Dividend**”) was approved at the 2021 AGM. The Final Dividend is denominated in RMB, and will be paid to the Domestic Shareholders and H Shareholders in RMB and HKD, respectively. Final Dividend to be paid to H Shareholders in HKD will be converted at the average middle exchange rate of RMB against HKD announced by the People’s Bank of China on the date of approval of the distribution of Final Dividend (i.e. 23 May 2022) and the four preceding working days, which is HKD1.00 to RMB0.85886. Accordingly, the Final Dividend to be paid per H Share is HKD0.33766 (tax inclusive).

The payment date of the Final Dividend will be brought forward to 30 June 2022 (Thursday) from 15 July 2022 (Friday) announced in the 2021 annual report and the Circular. For the avoidance of doubt, the record date for determining the entitlement of the Final Dividend will remain unchanged. The Bank will distribute the Final Dividend to the Shareholders whose name appear on the Bank’s register of Shareholders at the close of business hours on 1 June 2022 (Wednesday).

To determine the entitlement of H Shareholders to the Final Dividend, the H Share register of members of the Bank will be closed from 27 May 2022 (Friday) to 1 June 2022 (Wednesday), both days inclusive, during which period no transfer of H Shares will be registered. In order to qualify for the Final Dividend, all H Share transfer documents together with the relevant share certificates must be lodged with the Bank’s H shares registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on 26 May 2022 (Thursday).

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

CHANGE OF INTERNATIONAL AUDITOR

As disclosed in the Circular, PricewaterhouseCoopers, the international auditor of the Bank for the 2021 financial year has retired as the international auditor of the Bank with effect from the conclusion of the 2021 AGM and did not offer itself for re-election, and the Board of Directors has resolved to propose the appointment of KPMG as the international auditor of the Bank for the 2022 financial year to the Shareholders. As Resolution number 5 has been passed, KPMG has been appointed as the international auditor of the Bank for the 2022 financial year, who will hold office until the conclusion of the next annual general meeting of the Bank.

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

Dongguan City, Guangdong Province, the PRC
23 May 2022

As at the date of this announcement, the board of directors of the Bank comprises Mr. WANG Yaoqiu (Chairman), Mr. FU Qiang, Mr. YE Jianguang and Mr. CHEN Wei as executive Directors; Mr. LAI Chun Tung, Mr. WANG Junyang, Mr. CAI Guowei, Mr. YE Jinquan, Mr. CHEN Haitao, Mr. ZHANG Qingxiang and Mr. CHEN Weiliang as non-executive Directors; Mr. YIP Tai Him, Mr. XU Zhi, Mr. SHI Wenfeng, Mr. TAN Fulong, Ms. LIU Yuou and Ms. XU Tingting as independent non-executive Directors.