



**泸州银行股份有限公司\***  
LUZHOU BANK CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1983)

**SECOND FORM OF PROXY FOR THE 2020 SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, DECEMBER 15, 2020 AND ANY ADJOURNED MEETING THEREOF**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of<sup>(Note 1)</sup> \_\_\_\_\_

being the holder(s) of \_\_\_\_\_<sup>(Note 2)</sup> Shares with a nominal value of RMB1.00 each in the share capital of Luzhou Bank Co., Ltd. (the "Bank") and the shareholder(s) of the Bank (the "Shareholder(s)"), hereby appoint<sup>(Note 3)</sup> the **Chairman** of the meeting or \_\_\_\_\_

of \_\_\_\_\_ to act as my/our proxy to attend and act for me/us at the 2020 second extraordinary general meeting of the Bank (the "Extraordinary General Meeting") to be held at 9:00 a.m. on Tuesday, December 15, 2020 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the People's Republic of China (the "PRC") or at any adjourned meeting thereof, and to vote for me/us at such meeting in respect of the resolutions set out in the notice of the Extraordinary General Meeting dated October 30, 2020 (the "Notice") and the supplemental notice of the Extraordinary General Meeting dated November 30, 2020 (the "Supplemental Notice") in the manners as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit. The full texts of the resolutions are set out in the notice of 2020 second extraordinary general meeting dated October 30, 2020 and the Supplemental Notice of the 2020 second extraordinary general meeting dated November 30, 2020 of the Bank. Unless otherwise stated, terms used in the Notice and the Supplemental Notice shall have the same meaning when used herein.

Ordinary Resolutions <sup>(Note 4)</sup>		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
To consider and approve the write-off of the non-performing loans for each of these following two separate loans with a principal amount of over RMB10 million by the Bank:				
1.	A non-performing loan with a principal amount of RMB100 million for a separate loan; and			
2.	A non-performing loan with a principal amount of RMB100 million for a separate loan.			
Special Resolutions <sup>(Note 4)</sup>		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
3.	To consider and approve the authorization of the board of directors, and may delegate the authority to the Chairman of the Bank, at its discretion, to handle the management matters during the duration of the Capital Bonds in accordance with regulations and approval requirements issued by relevant regulatory authorities.			
4.	To consider and approve the public transfer of the creditor's rights of certain non-performing debts of the Bank with a total amount exceeding 10% of the Bank's latest (the Year of 2019) audited net asset, and with total estimated losses exceeding RMB10 million			

Date: \_\_\_\_\_, 2020

Signature(s) <sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Please insert the full name(s) in Chinese and English, as shown in the register of members, and registered address(es) in **BLOCK LETTERS**.
- Please insert the number of shares registered in your name(s) relating to the form of proxy. If no number is inserted, the Second Form of Proxy will be deemed to be related to all shares registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired (the "Proxy") in the space provided. All shareholders who are entitled to attend and vote at the Extraordinary General Meeting shall have the right to entrust one or more proxies to attend and vote at the meeting. A Proxy needs not to be a shareholder of the Bank but must attend the meeting in person on your behalf. A Proxy of a shareholder who has appointed more than one proxy may only vote on a poll. **ANY ALTERATION MADE TO THIS SECOND FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- An ordinary resolution shall be approved by the attending Shareholders holding no less than half of the total shares of the Bank and no less than two-thirds of the voting rights held by the Shareholders (including their proxies) attending the Extraordinary General Meeting. A special resolution shall be approved by the attending Shareholders holding no less than two-thirds of the total shares of the Bank and no less than two-thirds of the voting rights held by the Shareholders (including their proxies) attending the Extraordinary General Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN".** The shares abstained from voting will be counted in the calculation of the required majority. The ballots on which the words are not filled in, wrongly filled in or unintelligible or the ballots that are not voted shall be regarded as forbidden voting rights, and the voting results of their shares shall be regarded as "abstention". If no instruction is given, your proxy may vote or abstain at his/her discretion.
- This Second Form of Proxy must be signed by you or your attorney duly authorized in writing. In the case of a corporation, the same must be either under its common seal or under the hand of its legal representative or duly authorized attorney. If this Second Form of Proxy is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authority must be notarized.
- In case of joint holders of any Share, any one of such joint holders may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such Shares as if he/she is solely entitled thereto. However, if more than one of such joint holders are present at the Extraordinary General Meeting, personally or by proxy, the vote of the joint holder whose name stands first and who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
- In order to be valid, this Second Form of Proxy together with the power of attorney or other authority (if any) must be lodged with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for Holders of H Shares) or the office of the Board of Directors of the Bank (Address: Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000) (for Holders of Domestic Shares) not less than 24 hours before the time fixed for holding the Extraordinary General Meeting (i.e. no later than 9:00 a.m. on Monday, December 14, 2020) or any adjourned meeting thereof, as the case may be. Completion and return of this Second Form of Proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting should you so wish.
- An individual Shareholder attending the Extraordinary General Meeting in person shall present his/her identification card or other identity certificate or share certificate. A proxy attending the Extraordinary General Meeting on behalf of a Shareholder shall present his/her identity card and the letter of attorney signed by the appointor or his/her representative with the issue date. A corporate Shareholder shall attend the Extraordinary General Meeting by its legal representative or his/her nominee. A legal representative attending the Extraordinary General Meeting shall present his/her identity card and document which can certify his/her capacity as a legal representative. A nominee attending the Extraordinary General Meeting shall present his/her identity card and the letter of attorney signed by the legal representative.
- For the form of proxy without the additional resolution No. (4) as set out in the supplemental notice of the Extraordinary General Meeting which has been dispatched by the Bank on October 30, 2020 (the "First Form of Proxy"), H Shareholders who had returned the First Form of Proxy to the H Share Registrar of the Bank should note that:
  - if a Shareholder did not return the Second Form of Proxy to the H Share Registrar of the Bank, the First Form of Proxy, if correctly completed, will be deemed as a valid Shareholder's form of proxy of lodged by him/her. The proxy appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Extraordinary General Meeting (except for those resolutions to which the Shareholders has indicated his/her voting direction in the First Form of Proxy), including the additional resolution No. (4) set out in the supplemental notice of the Extraordinary General Meeting.
  - if a Shareholder delivered the Second Form of Proxy to the H Share Registrar of the Bank not less than 24 hours before the time appointed for holding the Extraordinary General Meeting or any adjourned meeting thereof, the First Form of Proxy previously lodged by him/her will be revoked and superseded by the Second Form of Proxy. The Second Form of Proxy, if correctly completed, will be deemed as a valid form of proxy lodged by such Shareholder.
  - if a Shareholder delivered the Second Form of Proxy to the H Share Registrar of the Bank later than 24 hours before the time appointed for holding the Extraordinary General Meeting or any adjourned meeting thereof, the Second Form of Proxy will be invalid and the First Form of Proxy delivered by the Shareholder will be revoked. The vote of proxy appointed by the Shareholder, either by the First Form of Proxy or the Second Form of Proxy, by the invalid or revoked form of proxy will not be counted for the voting of the resolutions. Therefore, Shareholders are recommended to deliver the Second Form of Proxy no later than the closing time. Shareholder shall present in person if he/she intended to vote at the Extraordinary General Meeting.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Bank (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Bank/Computershare Hong Kong Investor Services Limited at the above address.

\* *Luzhou 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/deposit-taking business in Hong Kong.*