

CHINA ZHESHANG BANK CO., LTD. 商銀行股份有限公

(A joint-stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2016)

(Stock Code of Preference Shares: 4610)

PROXY FORM FOR THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

I/We ^(Note 1)			
of			_ (address) ^(Note 2)
being the holder(s) of H Share(s) of China Zheshang Bank Co., Ltd. (the "Bank") ^(Note 3) , here	by appoint ^{(Note 4}	D the Chairman	omestic Share(s)/n of the EGM,
or			
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraor Conference Room, 1/F, Head Office of China Zheshang Bank, No. 288, Qingchun China (the "PRC") on Thursday, February 28, 2019 at 2:00 p.m. as indicated hereu of the EGM. In the absence of any indication, the proxy may vote at his/her own on this form has the same meaning as defined in the circular of the Bank dated J.	dinary general me Road, Hangzhou, under in respect of discretion. Unless of	eting ("EGM") to Zhejiang, the Peo the resolutions se	ple's Republic of t out in the notice
SPECIAL RESOLUTION(Note 5)	For ^(Note 6)	Against(Note 6)	Abstain ^(Note 6)
1. resolution on the proposed change of domicile			
ORDINARY RESOLUTION(Note 5)	For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
2. resolution on the project construction of headquarter building			
Date:	ote 7)		

- 1. Please insert your full name(s) (in Chinese or English) as shown in the share register of the Bank in BLOCK LETTERS.
- Please insert your address(es) as shown in the share register of the Bank in BLOCK LETTERS.
- Please insert the number of shares registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the Bank registered in your name(s).
- If any proxy other than the Chairman of the EGM of the Bank is preferred, please cross out the words "the Chairman of the EGM, or" and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A Shareholder that has the right to attend and vote in the EGM may appoint one or more proxies (who need not be a Shareholder of the Bank) to attend and vote on his/her behalf. Any one joint Shareholder may sign this proxy form. If more than one of the joint Shareholders attend the meeting in person or by proxy, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted as the sole vote cast on behalf of the remaining joint Shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the share register in respect of the joint
- Ordinary resolution shall be passed by Shareholders (including proxies) representing more than half of the votes represented by the Shareholders (including proxies) attending at the EGM who have voting rights. Special resolution shall be passed by Shareholders (including proxies) representing more than two-thirds of the votes represented by the Shareholders (including proxies) attending at the EGM who have voting rights.
- Important: If you wish to vote for any resolution, place a "/" in the box marked "For". If you wish to vote against any resolution, place a "/" in the box marked "Against". If you wish to abstain from voting on any resolution, place a "/" in the box marked "Abstain". The votes shall be counted into abstention during the process of enumeration If you wish to askall from voing on any resolution, place a v in the control of the resolution(s) concerned if the voter has voted for abstention or has given up the right to vote. Failure to give any instruction will entitle your proxy to vote on your behalf at his/ her discretion. Any alteration made to this form of proxy must be signed by the signatory.
- A Shareholder shall appoint a proxy in writing under the hand of the appointor or his/her attorney duly authorized in writing, or either under seal or under the hand of its director or attorney duly authorized if the appointor is a legal entity. If the proxy form is signed by a person authorized by the appointer, the powers of attorney or other instruments of authorization shall be notarized.
- For holders of domestic Shares who intend to attend the EGM or any adjournment thereof, this form of proxy (together with a notarially certified copy of the power of attorney or other authority (if any) if this form of proxy is signed by a person on behalf of the appointor) must be returned to the Bank's Office of the Board at No. 288, Qingchun Road, Hangzhou, Zhejiang, the PRC not less than 24 hours before the time for holding the EGM or any adjournment thereof (i.e. before 2:00 p.m. on Wednesday, February 27, 2019) in order to be valid. The above documents must be delivered by the holder of H Shares to 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 not less than 24 hours before the time for holding the EGM or any adjournment thereof (i.e. before 2:00 p.m. on Wednesday, February 27, 2019) in order to be valid. If no direction is given, the proxy will be entitled to vote or abstain as he/she thinks fit. The proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.
- A Shareholder attending the EGM in person shall produce his/her identity card or other effective document or proof of identity; in the case of attendance by proxy, the proxy 9 As a standard and a contract the contract th as a legal representative; if a corporate Shareholder appoints a proxy to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the corporate Shareholder's legal representative.