



**BANK OF GANSU CO., LTD.\***  
**甘肅銀行股份有限公司\***

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

**(Stock Code: 2139)**

**PROXY FORM FOR 2018 ANNUAL GENERAL MEETING AND  
ANY ADJOURNED MEETING(S) THEREOF**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 2)</sup> \_\_\_\_\_  
being the shareholder(s) of Bank of Gansu Co., Ltd. (the “Bank”) holding \_\_\_\_\_  
H shares <sup>(Note 3)</sup> in the Bank, **hereby appoint the chairman of the meeting** or \_\_\_\_\_  
of \_\_\_\_\_ <sup>(Note 4)</sup> as my/our proxy to attend on  
my/our behalf at the 2018 annual general meeting (“AGM”) to be held at No. 3 conference room at 24/F of Bank of Gansu Tower,  
No. 525 Donggang West Road, Chengguan District, Lanzhou, Gansu Province, the PRC on Monday, June 3, 2019 at 9:00 a.m. and  
any adjourned meeting(s) thereof and vote as indicated below in respect of the resolutions set out in the notice of AGM dated April  
18, 2019. If no indication is given, my/our proxy will be entitled to vote or abstain as he thinks fit.

<b>ORDINARY RESOLUTIONS</b> <sup>(Note 5)</sup>		<b>For</b> <sup>(Note 6)</sup>	<b>Against</b> <sup>(Note 6)</sup>	<b>Abstain</b> <sup>(Note 6)</sup>
1.	To consider and approve the proposal regarding the work report of the Board of Directors for 2018			
2.	To consider and approve the proposal regarding the financial audit report for 2018			
3.	To consider and approve the proposal regarding the final financial report for 2018			
4.	To consider and approve the proposal regarding the profit distribution proposal for 2018			
5.	To consider and approve the proposal regarding the annual financial budget for 2019			
6.	To consider and approve the proposal regarding the annual report for 2018			
7.	To consider and approve the proposal regarding the engagement of external auditing firms for 2019			
8.	To consider and approve the proposal regarding the work report of Independent Directors for 2018			

<b>ORDINARY RESOLUTIONS</b> <i>(Note 5)</i>		<b>For</b> <i>(Note 6)</i>	<b>Against</b> <i>(Note 6)</i>	<b>Abstain</b> <i>(Note 6)</i>
9.	To consider and approve the proposal regarding the remuneration distribution and settlement plan for Directors and Supervisors in 2018			
10.	To consider and approve the proposal regarding the remuneration distribution and settlement plan for senior management in 2018			
11.	To consider and approve the proposal regarding the work report of the Board of Supervisors for 2018			
12.	To consider and approve the proposal regarding the report on material related-party transactions			
13.	To consider and approve the proposal regarding the estimated cap of related-party transactions for 2019			
14.	To consider and approve the proposal regarding the general mandates to issue Shares			
15.	To consider and approve the proposal regarding the plan on authorization of the shareholders' general meeting to the Board			
16.	To consider and approve the proposal regarding the formulation of Measures on Equity Management			
17.	To consider and approve the proposal regarding the election of Mr. Zeng Lehu as a Supervisor			
18.	To consider and approve the proposal regarding the promotion and establishment of wealth management subsidiary			
19.	To consider and approve the proposal regarding the promotion and establishment of financial asset investment company			

<b>SPECIAL RESOLUTIONS</b> <i>(Note 5)</i>		<b>For</b> <i>(Note 6)</i>	<b>Against</b> <i>(Note 6)</i>	<b>Abstain</b> <i>(Note 6)</i>
20.	To consider and approve the proposal regarding the public issuance of capital bonds with no fixed term			
21.	To consider and individually approve the proposal regarding the Plan for Offshore Preference Shares Issuance:			
(1)	Type of preference shares to be issued			
(2)	Number of preference shares to be issued and issue size			
(3)	Par value and issue price			
(4)	Maturity			
(5)	Method of issuance and target investors			
(6)	Lock-up period			
(7)	Dividend distribution terms			
(8)	Terms of mandatory conversion			
(9)	Terms of conditional redemption			
(10)	Restrictions on voting rights and terms of restoration of voting rights			
(11)	Order of distribution on liquidation and procedures of liquidation			
(12)	Security			
(13)	Use of proceeds			
(14)	Rating arrangements			
(15)	Listing/trading arrangements			
(16)	Validity period of the resolution for the issuance			
22.	To consider and approve the proposal regarding the authorization to the Board to deal with specific matters in respect of the Offshore Preference Shares Issuance			
23.	To consider and approve the proposal regarding the formulation of the Articles of Association (draft) (to be effective upon completion of the Offshore Preference Shares Issuance)			
24.	To consider and approve the proposal regarding the formulation of the Rules of Procedures for Shareholders' General Meeting (draft) (to be effective upon completion of the Offshore Preference Shares Issuance).			

Date: \_\_\_\_\_, 2019

Signature *(Note 7)*: \_\_\_\_\_

*Notes:*

1. Please insert your full name(s) (Chinese and English) as shown in the register of members in **BLOCK CAPITALS**.
2. Please insert address(es) as shown in the register of members in **BLOCK CAPITALS**.
3. Please insert the number of shares of the Bank registered in your name(s) and to which this proxy relates. If no number is inserted, the proxy form will be deemed to be related to all shares of the Bank registered in your name(s).
4. If a proxy other than the chairman of the meeting is preferred, please cross out the words “**the chairman of the meeting** or” and insert the full name(s) and address(es) of the proxy(ies) desired in the space provided. Any shareholder entitled to attend and vote is entitled to appoint one or more persons (whether such person is a shareholder of the Bank or not) as his/her proxy(ies) to attend and vote on his/her behalf. In the case of joint shareholders, any shareholder may sign the proxy form(s). The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the share register of members in respect of the joint shareholding.
5. An ordinary resolution shall be passed by votes representing at least 1/2 of the voting rights held by the shareholders (including proxies thereof) attending the AGM. A special resolution shall be passed by votes representing at least two-thirds of the voting rights held by the shareholders (including proxies thereof) attending the AGM.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED “AGAINST”. IF YOU WISH TO VOTE ABSTAINED THE RESOLUTION, TICK THE BOX MARKED “ABSTAIN”.** The votes abstained will not be counted towards the total vote count. If no indication is given, the proxy will be entitled to vote or abstain as he thinks fit. Any alteration of this proxy form must be initiated by the person who sign this proxy form.
7. The appointment of a proxy must be in writing by using this form. This form of proxy must be signed under the hand of the appointer or his/her attorney duly authorised in writing. For a corporate appointer, the proxy form must be affixed with the common seal or signed by its director or attorney duly authorised in writing. Where an instrument appointing a proxy is signed on behalf of the appointer by an attorney, the power of attorney or a notarially certified copy thereof must be lodged.
8. For H shareholder(s), this proxy form shall only be valid if it is returned 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 AGM in person or by mail. If no indication is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice of AGM. Completion and delivery of this proxy form will not preclude you from attending and voting at the AGM if you so wish.
9. An individual shareholder attending the AGM in person shall present his identification card or other document or certification of identification. A proxy attending the AGM on behalf of a shareholder shall present his identification card and the letter of attorney signed by the appointer or his representative with the issue date. A corporate shareholder shall attend the AGM by its legal representative or his nominee. A legal representative attending the AGM shall present his identification card and document which can certify his capacity as a legal representative. A nominee attending the AGM shall present his identification card and the letter of attorney signed by the legal representative.
- \* *Bank of Gansu 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.*