浙商银行股份有限公司
CHINA ZHESHANG BANK CO., LTD.

CHINA ZHESHANG BANK CO., LTD.
浙 商 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: 2016)

PROXY FORM FOR THE ANNUAL GENERAL MEETING

I/We (Note 1) ______________________________ of ______________________________

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(address)(Note 2) being the holder(s) of ______________________________

Domestic Share(s)/H Share(s) of China Zheshang Bank Co., Ltd. (the "**Bank**")(Note 3), **hereby appoint**(Note 4) **the Chairman of the AGM**, or ______________________________ of ______________________________

______________________________ (address) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting ("**AGM**") to be held at 3:00 p.m. on Wednesday, June 15, 2016 at Lakeview Hotel, No. 2 West Huancheng Road, Xiacheng District, Hangzhou, Zhejiang, the People's Republic of China (the "**PRC**") as indicated hereunder in respect of the resolutions set out in the notice of the AGM. In the absence of any indication, the proxy may vote at his/her own discretion. Unless otherwise indicated, the terms used in this form has the same meaning as defined in the circular of the Bank dated April 30, 2016.

	ORDINARY RESOLUTIONS (Note 5)	**For**(Note 6)	**Against**(Note 6)	**Abstain**(Note 6)
1.	To consider and approve the 2015 Work Report of the Board of the Bank.			
2.	To consider and approve the 2015 Work Report of the Supervisory Committee of the Bank.			
3.	To consider and approve the 2015 Final Financial Report of the Bank.			
4.	To consider and approve the 2015 Profit Distribution Plan of the Bank.			
5.	To consider and approve the 2016 Annual Budget Report of the Bank.			
6.	To consider and approve the appointment and remunerations of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers, as the domestic and international auditors of the Bank respectively for the year 2016 to hold office until the conclusion of the next annual general meeting.			
7.	To consider and approve the election of Ms. Cheng Huifang as an external Supervisor of the Bank.			
8.	To consider and approve the remuneration of Chairman of the Board for 2015.			
9.	To consider and approve the remuneration of Chairman of the Supervisory Committee for 2015.			
10.	To consider and approve the acquisition and lease of office and business properties for Hangzhou branch of the Bank.			
	SPECIAL RESOLUTION (Note 5)	**For**(Note 6)	**Against**(Note 6)	**Abstain**(Note 6)
1.	To consider and approve the amendments to the Articles of Association of the Bank.			

Date: ______________________________, 2016 Signature(s)(Note 7): ______________________________

Notes:

1. Please insert your full name(s) (in Chinese and English) as shown in the share register of the Bank in **BLOCK LETTERS**.
2. Please insert your address(es) as shown in the share register of the Bank in **BLOCK LETTERS**.
3. 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).
4. If any proxy other than the Chairman of the AGM of the Bank is preferred, please cross out the words "**the Chairman of the AGM, 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 AGM 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 shareholding.
5. Ordinary resolutions shall be passed by Shareholders (including proxies) representing more than half of the votes represented by the Shareholders (including proxies) attending at the AGM who have voting rights. Special resolutions shall be passed by Shareholders (including proxies) representing more than two thirds of the votes represented by the Shareholders (including proxies) attending at the AGM who have voting rights.
6. 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 not be counted during the process of enumeration for 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.
7. 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 notarised.
8. For holders of domestic Shares who intend to attend the AGM 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 AGM or any adjournment thereof 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 AGM or any adjournment thereof. 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 AGM other than those referred to in the notice convening the AGM. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.
9. A Shareholder attending the AGM 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 shall produce proof of identity and the proxy form(s) from the Shareholders. Corporate Shareholder should attend the meeting by its legal representative or the proxy appointed by the legal representative. Legal representative who attends the meeting should produce his own identity card or other valid documents evidencing his capacity 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.

* *China Zheshang 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.*