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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)

**NOTICE OF 2018 FIRST EXTRAORDINARY
GENERAL MEETING**

Notice is hereby given that the first extraordinary general meeting (the “EGM”) of Bank of Gansu Co., Ltd.* (the “Bank”) for 2018 will be held at 24/F of Bank of Gansu Tower, No.525 Donggang West Road, Chengguan District, Lanzhou, Gansu Province, the PRC at 9:00 a.m. on Monday, December 3, 2018, to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolutions regarding the election of the Directors of the Second Session of the Board of Directors of the Bank
 - 1.1 To consider and approve the resolution regarding the election of Mr. Liu Qing as an executive Director of the Second Session of the Board of Directors of the Bank
 - 1.2 To consider and approve the resolution regarding the election of Mr. Wang Wenyong as an executive Director of the Second Session of the Board of Directors of the Bank
 - 1.3 To consider and approve the resolution regarding the election of Ms. Wu Changhong as a non-executive Director of the Second Session of the Board of Directors of the Bank
 - 1.4 To consider and approve the resolution regarding the election of Ms. Zhang Hongxia as a non-executive Director of the Second Session of the Board of Directors of the Bank
 - 1.5 To consider and approve the resolution regarding the election of Mr. Guo Jirong as a non-executive Director of the Second Session of the Board of Directors of the Bank
 - 1.6 To consider and approve the resolution regarding the election of Mr. Zhang Youda as a non-executive Director of the Second Session of the Board of Directors of the Bank
 - 1.7 To consider and approve the resolution regarding the election of Mr. Liu Wanxiang as a non-executive Director of the Second Session of the Board of Directors of the Bank

- 1.8 To consider and approve the resolution regarding the election of Ms. Tang Xiuli as an independent non-executive Director of the Second Session of the Board of Directors of the Bank
- 1.9 To consider and approve the resolution regarding the election of Ms. Luo Mei as an independent non-executive Director of the Second Session of the Board of Directors of the Bank
- 1.10 To consider and approve the resolution regarding the election of Mr. Wong Sincere as an independent non-executive Director of the Second Session of the Board of Directors of the Bank
- 1.11 To consider and approve the resolution regarding the election of Mr. Dong Ximiao as an independent non-executive Director of the Second Session of the Board of Directors of the Bank
2. To consider and approve the resolutions regarding the election of the non-employee representative Supervisors of the Second Session of the Board of Supervisors of the Bank
 - 2.1 To consider and approve the resolution regarding the election of Mr. Liu Yongchong as a shareholder Supervisor of the Second Session of the Board of Supervisors of the Bank
 - 2.2 To consider and approve the resolution regarding the election of Mr. Li Yongjun as a shareholder Supervisor of the Second Session of the Board of Supervisors of the Bank
 - 2.3 To consider and approve the resolution regarding the election of Mr. Liu Xiaoyu as a shareholder Supervisor of the Second Session of the Board of Supervisors of the Bank
 - 2.4 To consider and approve the resolution regarding the election of Mr. Yang Zhenjun as an external Supervisor of the Second Session of the Board of Supervisors of the Bank
 - 2.5 To consider and approve the resolution regarding the election of Mr. Dong Ying as an external Supervisor of the Second Session of the Board of Supervisors of the Bank
 - 2.6 To consider and approve the resolution regarding the election of Mr. Luo Yi as an external Supervisor of the Second Session of the Board of Supervisors of the Bank.

By order of the Board
Bank of Gansu Co., Ltd.*
Li Xin
Chairman

Lanzhou, Gansu Province
October 16, 2018

As at the date of this notice, the Board of Directors of the Bank comprises Mr. LI Xin and Mr. LEI Tie as executive Directors; Ms. WU Changhong, Ms. ZHANG Hongxia, Mr. GUO Jirong and Mr. ZHANG Youda as non-executive Directors; and Mr. CHEN Aiguo, Ms. TANG Xiuli, Ms. LUO Mei and Mr. WONG Sincere as independent non-executive Directors.

- * *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.*

Notes:

1. Voting by poll

Pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), all votes of Shareholders at an EGM must be taken by poll. As such, the votes on resolutions set out in the notice of EGM will be taken by poll. An announcement on the voting results will be published on the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Bank at www.gsbankchina.com after the EGM.

2. Eligibility for attending the EGM and closure of register of H Shareholders

In order to determine the H Shareholders who are eligible to attend the EGM, the register of H Shareholders of the Bank will be closed from Saturday, November 3, 2018 to Monday, December 3, 2018 (both days inclusive), during which period no transfer of H shares will be registered.

For H Shareholders who wish to attend the EGM, all share certificates accompanied by instruments of transfer must be lodged with the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, November 2, 2018. H Shareholders of the Bank who are registered with Computershare Hong Kong Investor Services Limited on Monday, December 3, 2018 are entitled to attend the EGM.

A Shareholder or his/her/its proxy should present proof of identity when attending the EGM. If a Shareholder is a legal person, its legal representative or other persons authorised by the Board of Directors or other governing body of such Shareholder may attend the EGM by providing a copy of the resolution of the Board of Directors or other governing body of such Shareholder appointing such person to attend the meeting.

3. Reply slip

Shareholders who intend to attend and vote (in person or by proxy) at the EGM must complete and lodge the accompanying reply slip and return it to the Bank’s H Share Registrar on or before Tuesday, November 13, 2018. For H Shareholders of the Bank, the reply slip may be delivered by hand, by post or by fax 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.

Completing and lodging the reply slip would not affect the right of a Shareholder to attend and vote at the EGM. However, if the Shareholders fail to return the reply slip and the number of shares carrying the right to vote represented by the Shareholders proposing to attend the EGM by reply slip does not reach more than half of the total number of shares of the Bank carrying the right to vote at the EGM, the Bank shall within five days notify the Shareholders again, by way of public announcement, of the matters to be considered and the date and venue of the meeting. The Bank may then proceed to hold the EGM after publishing such announcement.

4. Proxy

- (1) Each Shareholder who has the right to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies in writing to attend and vote on his/her/its behalf at the EGM. A proxy needs not be a Shareholder of the Bank.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.

H Shareholders shall lodge the proxy form, together with the notarized power of attorney or other document of authorization, with 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 specified for holding the EGM.

- (3) Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she so wish.
- (4) In the case of joint Shareholders and more than one of the Shareholders attending the meeting, whether 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 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 register of members of the Bank in respect of the joint shareholding.

5. Miscellaneous

- (1) The EGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses.
- (2) For details of the proposals submitted to the EGM for consideration and approval, please refer to the relevant content in the circular of the EGM to be despatched by the Bank in due course.
- (3) Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong
Telephone: (852) 2862 8628
Facsimile: (852) 2865 0990

- (4) Registered Office of the Bank in the PRC:

No.122, Gannan Road, Chengguan District
Lanzhou, Gansu Province
The PRC

Principal Place of Business of the Bank in the PRC:

Bank of Gansu Tower
No.525 Donggang West Road, Chengguan District
Lanzhou, Gansu Province
The PRC

Contact department: Office of the Board
Telephone: 86 (931) 877 0491
Facsimile: 86 (931) 877 1877
Contact person: Mr. Zhang Kuixi (張奎喜)