



**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 THE 2018 FIRST EXTRAORDINARY 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 <sup>(Note 4)</sup> **the chairman of the meeting** or \_\_\_\_\_  
 of \_\_\_\_\_ as my/our proxy to attend on  
 my/our behalf at the 2018 first extraordinary general meeting (the "EGM") to 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 and any adjourned meeting(s) thereof and vote as indicated below in respect of the resolutions set out in the  
 notice of EGM dated October 16, 2018. If no indication is given, my/our proxy will be entitled to vote or abstain as he/she  
 thinks fit.

ORDINARY RESOLUTIONS <sup>(Note 5)</sup>		For <sup>(note 6)</sup>	Against <sup>(note 6)</sup>	Abstain <sup>(note 6)</sup>
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			

ORDINARY RESOLUTIONS <sup>(Note 5)</sup>		For <sup>(note 6)</sup>	Against <sup>(note 6)</sup>	Abstain <sup>(note 6)</sup>
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			

Date: \_\_\_\_\_, 2018

Signature <sup>(Note 7)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert your full name(s) (Chinese and English) as shown in the register of members of the Bank in **BLOCK CAPITALS**.
2. Please insert address(es) as shown in the register of members of the Bank 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 Bank's 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). If more than one of the Shareholders will attend the meeting, 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 relevant shares.
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 EGM.
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 A 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 initialled by the person who signs 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 authorizing that attorney to sign or other document of authorization must be notarized.
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 EGM in person or by mail. If no indication is given, the proxy will be entitled to vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice of EGM. Completion and delivery of this proxy form will not preclude you from attending in person and voting at the EGM if you so wish.
9. An individual Shareholder attending the EGM in person shall present his/her identification card or other document or certification of identification. A proxy attending the EGM on behalf of a Shareholder shall present his/her valid identification and the letter of attorney signed by the appointer or his/her representative with the issue date. A corporate Shareholder shall attend the EGM by its legal representative or his nominee. A legal representative attending the EGM shall present his/her identification card and valid document which can certify his/her capacity as a legal representative. A nominee attending the EGM shall present his/her identification card and the proxy form in writing issued legally by the legal representative of corporation shareholders institution.

\* *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.*