

CZBANK 浙商银行

CHINA ZHESHANG BANK CO., LTD.

浙商银行股份有限公司

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

(Stock Code: 2016)

(Stock Code of Preference Shares: 4610)

PROXY FORM FOR THE 2021 THIRD 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), hereby appoint^(Note 4) the Chairman of the EGM, or _____ of _____ (address) as my/our proxy to attend and vote for me/us and on my/our behalf at the 2021 third extraordinary general meeting ("EGM") to be held at 2:30 p.m. on Tuesday, November 23, 2021 at Main Conference Room, 1/F, Head Office of China Zheshang Bank, No. 288, Qingchun Road, 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 EGM. 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 November 3, 2021.

SPECIAL RESOLUTIONS ^(Note 5)		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
1.	the resolution in relation to the proposal for rights issue of China Zheshang Bank Co., Ltd.			
	1.01 class and par value of the shares to be issued			
	1.02 issuance method			
	1.03 base, proportion and number of the rights issue			
	1.04 pricing principle and price for the rights shares			
	1.05 target subscribers for the rights issue			
	1.06 distribution plan for accumulated undistributed profits prior to the rights issue			
	1.07 time of issuance			
	1.08 method of underwriting			
	1.09 use of proceeds in relation to the rights issue			
	1.10 validity period of the resolution in relation to the rights issue			
	1.11 listing of the shares in relation to the rights issue			
2.	the resolution in relation to the plan of China Zheshang Bank Co., Ltd. on public issuance of shares by the way of rights issue			
3.	the resolution in relation to the authorization to the Board and persons authorized by China Zheshang Bank Co., Ltd. to deal with matters related to rights issue to be proposed in the general meeting			
4.	the resolution in relation to the change in registered capital and the corresponding amendments to the relevant clauses in the Articles of Association upon the completion of rights issue of China Zheshang Bank Co., Ltd.			
5.	the resolution in relation to the fulfillment of issue conditions of rights issue of China Zheshang Bank Co., Ltd.			
6.	the resolution in relation to the report on the use of previously raised funds of China Zheshang Bank Co., Ltd.			
7.	the resolution in relation to the report on the feasibility of use of proceeds from rights issue of China Zheshang Bank Co., Ltd.			
8.	the resolution in relation to the remedial measures for the dilution of current returns by rights issue to original shareholders of China Zheshang Bank Co., Ltd.			
9.	the resolution in relation to the shareholders' return plan for the next three years (2022-2024) of China Zheshang Bank Co., Ltd.			

Date: _____, 2021 Signature(s)^(Note 7): _____

Notes:

- 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 Share(s) 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 H Shareholders attend the meeting in person or by proxy, the vote of the senior joint H 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 H 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.
- The special resolution shall be passed by more than two thirds of the votes represented by the H 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 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.
- A Shareholder shall appoint a proxy in writing under the hand of the appointor or his/her attorney duly authorised in writing, or either under seal or under the hand of its director or attorney duly authorised if the appointor is a legal entity. If the proxy form is signed by a person authorised by the appointor, the powers of attorney or other instruments of authorisation shall be notarised.
- For Shareholders who wish to attend the EGM or any adjournment thereof, the form of proxy (together with a notarised copy of the power of attorney or other authority (if any) if the form of proxy is signed by a person on behalf of the H Shareholder) must be 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 or any adjournment thereof in order to be valid. If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. The 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 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.
- Individual Shareholders who wish to attend the EGM in person shall produce their identity cards or other effective document or proof of identity. Proxies of individual Shareholders shall produce their effective proof of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or a person authorised by its legal representative. A legal representative or an authorised person who wishes to attend the meeting should produce his/her identity card or other effective document or proof of identity. If appointed to attend the meeting, the proxy should produce his/her identity card and the proxy form which bears the corporate H Shareholder's seal or is signed by its director or a proxy duly appointed.