



Guangzhou Rural Commercial Bank Co., Ltd.*

廣州農村商業銀行股份有限公司*

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

(H Share Stock code: 1551)

(Preference Share Stock code: 4618)

PROXY FORM FOR 2022 ANNUAL GENERAL MEETING

No. of Shares to which this Proxy Form relates ^(Note 2)	
Class of Shares (Domestic Shares or H Shares) to which this Proxy Form relates ^(Note 2)	

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ shares^(Note 2) of RMB1.00 each in the share capital of Guangzhou Rural Commercial Bank Co., Ltd.* (the "Bank") **HEREBY APPOINT THE CHAIRPERSON OF THE MEETING**
or^(Note 3) _____
of _____

as my/our proxy to attend and act for me/us at the 2022 annual general meeting (the "Meeting") (and at any adjournment thereof) of the Bank to be held at 13F, No. 1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 9:30 a.m. on Tuesday, 20 June 2023, for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below. Unless otherwise stated, terms used in the notice of the Meeting dated Thursday, 4 May 2023 in connection with the resolutions below shall have the same meaning when used herein.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1	to consider and approve the proposal of the 2022 Board of Directors' Report;			
2	to consider and approve the proposal of the 2022 Board of Supervisors' Report;			
3	to consider and approve the proposal of electing directors of the third session of the Board of the Bank;			
3.1	to consider and approve the proposal of electing Mr. Wang Xiaobin as a non-executive director of the third session of the Board;			
3.2	to consider and approve the proposal of electing Mr. Liu Wensheng as a non-executive director of the third session of the Board;			
3.3	to consider and approve the proposal of electing Mr. Meng Sen as a non-executive director of the third session of the Board;			
4	to consider and approve the proposal of the 2022 Annual Report;			
5	to consider and approve the proposal of the 2022 Annual Financial Accounts;			
6	to consider and approve the proposal of the 2022 Profit Distribution Plan;			

ORDINARY RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
7	to consider and approve the proposal of the 2022 Report on Sannong Financial Services;			
8	to consider and approve the proposal of the 2023 Financial Budget;			
9	to consider and approve the proposal of estimated annual caps for material related party transactions with major shareholders in 2023;			
10	to consider and approve the proposal of the appointment of auditors for 2023 annual audit and 2023 interim review and authorize the Board to determine their remunerations;			
11	to consider and approve the proposal of amendments to the Rules of Procedures for General Meetings;			
12	to consider and approve the proposal of the work measures related to high-quality development in 2023;			
SPECIAL RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
13	to consider and individually approve the following items in respect of the proposal of the private placement of Domestic Shares under Specific Mandate:			
	13.1 type and par value of Shares to be issued;			
	13.2 number of Shares to be issued;			
	13.3 target places;			
	13.4 method of pricing;			
	13.5 method of issuance;			
	13.6 timing of issuance;			
	13.7 use of proceeds;			
	13.8 distribution of retained profit;			
	13.9 lock-up arrangement;			
	13.10 validity period;			

SPECIAL RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
14	to consider and individually approve the following items in respect of the proposal of the non-public issuance of overseas listed Foreign Shares (H Shares) under Specific Mandate:			
	14.1 type and par value of Shares to be issued;			
	14.2 number of Shares to be issued;			
	14.3 target places;			
	14.4 method of pricing;			
	14.5 method of issuance;			
	14.6 timing of issuance;			
	14.7 use of proceeds;			
	14.8 distribution of retained profit;			
	14.9 validity period;			
	14.10 listing arrangement;			
15	to consider and approve the proposal of the authorization to the Board and its authorized persons to deal with matters related to private placement of Domestic Shares and non-public issuance of Foreign Shares (H Shares) (collectively, the “ Issuance ”);			
16	to consider and approve the proposal of changing the Bank’s registered capital upon completion of the Issuance;			
17	to consider and approve the proposal of issuance of undated capital bonds;			
18	to consider and approve the proposal of amendments to the Articles of Association.			

Date: _____, 2023

Signature(s) *(Note 5)*: _____

Notes:

1. Full name(s) (in Chinese and English, as shown in the register of members) and registered address(es) to be inserted in **BLOCK CAPITALS**.
 2. Please insert the class and number of Shares registered in the name(s) to which this proxy relates. If no number is inserted, this Proxy Form will be deemed to relate to all Shares of the Bank registered in your name(s).
 3. If any proxy other than the Chairperson of the Meeting is preferred, please strike out the words “**THE CHAIRPERSON OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. A Shareholder may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
 4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK THE BOX MARKED “ABSTAIN” BESIDE THE APPROPRIATE RESOLUTION.** Any Shares voted as “Abstain” will be counted in the calculation of the number of vote required to pass a resolution. If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
 5. This Proxy Form must be signed by you or your attorney duly authorized in writing. In the case of a corporation, this Proxy Form must be either under its common seal or under the hand of its director(s) or duly authorized attorney(s). If this Proxy Form is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
 6. In order to be valid, this Proxy Form together with the power of attorney or other authorization documents (if any) must be deposited at 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 appointed for the holding of the Meeting or any adjournment thereof (as the case may be). Completion and return of a Proxy Form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish.
 7. Shareholders or their proxies attending the Meeting must produce their identity documents.
 8. A proxy need not be a Shareholder of the Bank but must attend the Meeting in person to represent you.
 9. In case of joint Shareholders of the Bank, only the joint Shareholder whose name appears first in the register of members may attend and vote at the Meeting, either in person or by proxy.
- * *Guangzhou Rural Commercial 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 and/or deposit-taking business in Hong Kong.*