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)

(Stock Code: 1551)

PROXY FORM FOR THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

No. of Shares to which this Proxy Form relates(Note 2)	
Type 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 _____(Note 2) shares 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 2019 second extraordinary general meeting (the "**Meeting**") (and at any adjournment thereof) of the Bank to be held at No.1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 9:30 a.m. on Thursday, August 22, 2019, 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 defined in the notice of the Meeting dated July 8, 2019 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 Status Report on Previously Raised Funds;			
2.	To consider and approve the amendments to the Procedures for Board of Supervisor Meetings.			
	Special Resolution	**For**(Note 4)	**Against**(Note 4)	**Abstain**(Note 4)
1.	To consider and approve the issuance of financial bonds.			

Date: _____, 2019 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 on his behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE SIGNING PERSON.**
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 votes 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 documents 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 a Shareholder.
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.