

Bank of Gansu Co., Ltd.

(the “Bank”)

Procedures for Nomination of Candidates for Directors by Shareholders

According to the articles of association of the Bank (hereinafter referred to as the “**Articles of Association**”), shareholders of the Bank may nominate candidates for directors of the Bank at the general meetings (including annual general meetings and extraordinary general meetings) to be held at the time for electing directors of the Bank.

1. According to article 90 of the Articles of Association:

A shareholder(s) individually or jointly holding more than 3%¹ of the voting rights of the Bank can nominate a candidate for director or supervisor and submit such nomination to the board of directors of the Bank or the board of supervisors of the Bank.

2. According to article 67 of the Articles of Association:

The same shareholder and its affiliates could not nominate the candidates for directors and supervisors to a general meeting concurrently. Where the persons nominated by the same shareholder and its affiliates have already been acting as directors or supervisors, such shareholder could not nominate any other candidates for directors or supervisors before the expiry of the office of the directors or supervisors nominated by this shareholder. In principle, the number of the directors nominated by the same shareholder and its affiliates shall not exceed one-third (1/3) of the total number of the directors. Nomination of a candidate of the director or supervisor of the Bank made by a shareholder shall comply with the relevant requirements relating to nomination and election of the directors or supervisors of the Bank.

Additionally, according to article 86 of the Articles of Association, any shareholder(s) who individually or jointly holds more than 3%¹ of the voting rights of the Bank can submit a written proposal to the Bank. If the subject matter of the proposal should be approved by the general meeting, the Bank shall add the relevant proposal to the agenda of the general meeting for shareholders’ consideration and approval.

3. According to article 155 of the Articles of Association:

The shareholders of the Bank who hold more than 1%¹ of the total voting rights of the Bank individually or jointly may propose to nominate candidates for independent directors to the board of directors. A shareholder who has nominated a candidate for director shall not nominate any candidate for independent director and the same shareholder could only nominate

¹ According to article 358 of the Articles of Association, “more than a figure” is interpreted as to include the relevant figure itself.

one candidate for independent director. The Nomination and Remuneration Committee under the board of directors shall review the qualifications of the nominated candidates for independent director in respect of independence, expertise, experience and competency, etc. A shareholder(s) who wish(es) to nominate an independent director should obtain the consent of such candidate before making the nomination. The shareholder(s) who made the nomination should fully understand the profession, education background, professional qualifications, detailed working experiences and part-time positions holding by such candidate, and opine on the qualification and independence of the candidate. Written opinions of the board of directors shall be submitted in case the board of directors has any dispute as to the particulars of the nominee.

4. According to article 144 of the Articles of Association:

A written notice about the intention to nominate a candidate for director and a written notice indicating the candidate's willingness to accept such nomination shall be given to the Bank not earlier than the second (2nd) day after despatch of the notice of the general meeting and no later than the seventh (7th) day before the general meeting.

December 2017