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Huishang Bank Corporation Limited*
徽商銀行股份有限公司*

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

(Stock Code: 3698)

**SUPPLEMENTAL NOTICE OF THE 2015 AGM OF HUI SHANG BANK
CORPORATION LIMITED**

Reference is made to the circular to its shareholders dated April 12, 2016 (the “**AGM Circular**”) and the notice of annual general meeting (the “**AGM Notice**”) of Huishang Bank Corporation Limited* (the “**Bank**”), which set out the time and venue of the 2015 annual general meeting (the “**AGM**”) of the Bank and contain the resolutions to be proposed at the AGM for Shareholders’ consideration and approval. Unless otherwise defined herein, capitalized terms used in this supplemental notice shall have the same meanings as those defined in the AGM Circular.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that (1) Zhongjing Sihai Company Ltd. (中靜四海實業有限公司, “**Zhongjing Sihai**”), a Shareholder of the Bank who holds approximately 4.02% of the total issued share capital of the Bank as at the date of this supplemental notice, submitted to the convener of the AGM (namely, the board of directors of the Bank (the “**Board**”) on May 17, 2016 a written provisional proposal (the “**Provisional Proposal**”) to consider and approve the termination of the proposal on non-public issuance of Offshore Preference Shares by the Bank (please refer to Appendix I for details). After consideration and discussion, the Board has included the Provisional Proposal in the agenda of the AGM pursuant to the relevant requirements; (2) as the Provisional Proposal was submitted to the AGM less than 10 business days prior to the date of the AGM, the AGM is rescheduled to 9:00 a.m., Monday, June 20, 2016; and (3) the venue of the AGM shall remain at the Hall, 11/F of the Bank (Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, PRC), and the resolutions set out in the AGM Notice shall remain unchanged.

In addition to the resolutions set out in the AGM Notice, the Provisional Proposal from Zhongjing Sihai will be put forward at the same meeting for Shareholders’ consideration:

ADDITIONAL SPECIAL RESOLUTION

20. To consider and approve the termination of the non-public issuance of Offshore Preference Shares by the Bank.

By order of the Board
Huishang Bank Corporation Limited*
Li Hongming
Chairman

Hefei, Anhui, China
May 26, 2016

Notes:

1. Pursuant to the “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (the “**Listing Rules**”), all votes of resolutions at the AGM will be taken by poll except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the voting results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.hsbank.com.cn) in accordance with the Listing Rules.
2. H Shareholders of the Bank are reminded that, due to the postponement of the AGM, the closure of register of members for the purpose of determining the list of Shareholders who are eligible to attend the AGM will be extended from Friday, May 27, 2016 to Monday, June 20, 2016 (both days inclusive), during which period no transfer of H Shares will be effected and registered. In order to qualify for attending and voting at the AGM, H Shareholders must lodge the relevant transfer documents with the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by 4:30 p.m. on Tuesday, April 26, 2016.

Shareholders whose names appear on the register of members of the Bank at the close of business on Tuesday, April 26, 2016 are entitled to attend and vote at the AGM.

3. Due to the postponement of the AGM, the arrangements for the payment of the final dividend for 2015 will be changed as follows:

A dividend in cash for the year ended December 31, 2015 of RMB0.159 per Share (tax inclusive) (the “**Dividend**”) will be paid on Friday, August 19, 2016 to Shareholders whose names appear on the register of members of the Bank on Wednesday, June 29, 2016 (the “**Record Date**”). The Dividend will be denominated in Renminbi and paid to Domestic Shareholders in RMB and to H Shareholders in Hong Kong dollars at the average central parity rate of the exchange rate of Renminbi to Hong Kong dollars as announced by The People’s Bank of China for the five business days prior to the date of the AGM (inclusive).

H Shareholders of the Bank are advised that the register of members of the Bank will close from Friday, June 24, 2016 to Wednesday, June 29, 2016 (both days inclusive), during which time no transfer of H Shares of the Bank will be effected and registered. In order to qualify for the final dividend, H Shareholders must lodge their relevant transfer documents together with the share certificates with the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by 4:30 p.m. on Thursday, June 23, 2016.

4. The supplemental proxy form of the AGM is enclosed to this supplemental notice. The supplemental proxy form, together with the notarized power of attorney or any other authorization documents must be returned to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the registered office and principal place of business of the Bank in the PRC (for Domestic Shareholders) in person or by post in any event not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof.
5. The supplemental proxy form of the AGM is to be used for the supplemental resolution set out in this supplemental notice, and will not affect the validity of the proxy form duly completed by you in respect of the resolutions set out in the AGM Notice. If you have already validly appointed a proxy to attend and act on your behalf at the AGM but have not completed and returned the supplemental proxy form of the AGM, your proxy will have the right to vote on the supplemental resolution set out in this supplemental notice at his/her discretion.
6. Save for the supplemental resolution set out in this supplemental notice of the AGM, change of time of the AGM, arrangements for payment of dividend and the period of close of register of members, all matters in connection with the AGM remain the same. For details of the other resolutions to be considered and approved at the AGM and other related matters, please refer to the AGM Circular and the AGM Notice available at the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and at the website of the Bank (www.hsbank.com.cn).

7. Other businesses

- (1) The AGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (2) The address of Computershare Hong Kong Investor Services Limited is:

17M Floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990

The address of the registered office and principal place of business of the Bank in the PRC is:

The Board Office
Block A, Tianhui Building,
79 Anqing Road
Hefei
Anhui Province
China
Tel No.: (86) 0551 6266 7787
Fax No.: (86) 0551 6266 7787

As at the date of this supplemental notice, the board of directors of the Bank comprises Li Hongming, Xu Demei, Wu Xuemin and Ci Yaping as executive directors; Zhang Feifei, Zhu Jiusheng, Qian Li, Lu Hui, Zhao Zongren, Qiao Chuanfu and Gao Yang as non-executive directors; Au Ngai Daniel, Dai Genyou, Wang Shihao, Zhang Shenghuai, Fung Weichang and Zhu Hongjun as independent non-executive directors.

- * *Huishang Bank Corporation Limited 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.*

APPENDIX I – THE PROVISIONAL PROPOSAL

1. FULL TEXT OF PROVISIONAL PROPOSAL MADE BY ZHONGJING SIHAI

The full text of the Provisional Proposal put forward by Zhongjing Sihai, a Shareholder of the Bank, is as follows:

Provisional Proposal to Consider and Approve the Termination of the Proposal on Non-public Issuance of Offshore Preference Shares by the Bank

To the 2015 Annual General Meeting of Huishang Bank Corporation Limited:

The Bank announced on May 11 that the Bank's public float on the same date was approximately 24.12%, which is below the minimum level of 25% as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

In view of the special resolution No.13 "to consider and approve the general mandate for the issue of Shares by the Bank", and as an effort to maintain the Bank's listing status on The Stock Exchange of Hong Kong Limited and maintain the Bank's public float at a level that satisfies the requirements stipulated under the aforementioned rules, we, Zhongjing Xinhua Asset Investment Management Co., Ltd. and Wealth Honest Limited have jointly proposed to the chairman of the board of directors that a meeting of the board of directors of the Bank should be convened immediately following the conclusion of the general meeting to consider the details of non-public issuance of H Shares pursuant to the general mandate.

To this end, we hereby propose the following provisional proposal to this annual general meeting: based on the anticipation that the resolution on the non-public issuance of H Shares will achieve the triple goal of "increasing the Bank's public float and maintaining listing status of the Bank's H Shares, increasing the Bank's capital adequacy ratio and maximizing the benefits of the Bank's Shareholders", is more favourable than the proposal on issuance of Offshore Preference Shares and can solve the problem of the Bank's public float being lower than the statutory percentage, we hereby request the general meeting to consider and approve the termination of the existing special resolution No.16 "to consider and approve the items of the proposal on non-public issuance of Offshore Preference Shares by the Bank", and terminate the proposal on non-public issuance of Offshore Preference Shares by the Bank.

For the consideration of the 2015 Annual General Meeting.

Proposing Shareholder: Zhongjing Sihai Company Ltd.

May 17, 2016

2. INFORMATION ON THE NON-PUBLIC ISSUANCE OF OFFSHORE PREFERENCE SHARES BY THE BANK AND THE PROVISIONAL PROPOSAL

As disclosed in the AGM Circular, the Bank plans to conduct a non-public issuance of not more than 60 million Offshore Preference Shares to raise proceeds not exceeding RMB6 billion or its equivalent to replenish the Bank's Additional Tier 1 Capital. For these purposes, the Board has put forward to the AGM resolutions No.16 (to consider and approve the proposal on non-public issuance of Offshore Preference Shares by the Bank) and No.17 (to consider and approve the amendments to the Articles of Association) (collectively, the “**Existing Resolutions**”) as special resolutions.

Although, after consideration and discussion, the Board has included the Provisional Proposal in the agenda of the AGM pursuant to the relevant requirements, it believes that the issuance of the Offshore Preference Shares will further improve the overall competitiveness of the Bank and ensure the continuous business development of the Bank. The Board will not withdraw the Existing Resolutions and **recommends that the Shareholders vote in favor of the Existing Resolutions.**

Shareholders are reminded that, the Provisional Proposal is contradictory to the Existing Resolutions, and Shareholders should vote reasonably after careful consideration.

In order to restore the public float of the Bank, as at the date of this supplemental notice, management of the Bank has been in the process of working out with relevant parties to identify the most feasible and practicable measures for the restoration of the public float within a reasonable time frame, including suggesting the substantial shareholder of the Bank to place down its shares in the Bank and/or placement of new Shares, etc. The Bank will publish announcements on a monthly basis to update its Shareholders and potential investors on the status of the public float of the Bank and measures that may be introduced by the Bank to restore its public float.