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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Huishang Bank Corporation Limited\*, you should at once hand this circular, together with the accompanying proxy form for the EGM and the reply slip for the EGM, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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 and 4608 (Preference Shares))**

**RESOLUTIONS IN RELATION TO**

**(1) THE ELECTION RULES FOR DIRECTORS AND SUPERVISORS AT  
THE GENERAL MEETING**

**(2) ELECTION OF THE MEMBERS OF THE FOURTH SESSION OF  
THE BOARD OF DIRECTORS**

**(3) ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS AND  
EXTERNAL SUPERVISORS OF THE FOURTH SESSION OF  
THE BOARD OF SUPERVISORS**

**(4) PROPOSED ESTABLISHMENT OF AN ASSET MANAGEMENT SUBSIDIARY**

**(5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**(6) PROPOSED ISSUANCE OF CAPITAL SUPPLEMENTARY BONDS**

**AND**

**NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING**

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A notice convening the Extraordinary General Meeting to be held at the Hall, 11/F, Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, the PRC at 9:00 a.m. on Wednesday, November 28, 2018 is set out on pages 53 to 57 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For H Shareholders, the proxy form should be returned to Computershare Hong Kong Investor Services Limited and for Domestic Shareholders, the proxy form should be returned to the Company's registered office and principal place of business in the PRC, in each case, in person or by post not less than 24 hours before the time fixed for holding the EGM or any adjourned meeting thereof (i.e. before 9:00 a.m. on Tuesday, November 27, 2018 for the purpose of the EGM). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the accompanying reply slip to Computershare Hong Kong Investor Services Limited (for H Shareholders) or to the Company's registered office and principal place of business in the PRC (for Domestic Shareholders) on or before Thursday, November 8, 2018.

\* *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.*

October 13, 2018

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## DEFINITIONS

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association” or “Articles”	the articles of association of the Bank, as amended from time to time
“Bank”	Huishang Bank Corporation Limited (徽商銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange
“Board of Directors” or “Board”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“CBIRC”	the China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“Company Law”	Company Law of the People’s Republic of China, as amended, supplemented or otherwise modified from time to time
“Director(s)”	the directors of the Bank
“Domestic Share(s)”	ordinary share(s) issued by the Bank in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Extraordinary General Meeting” or “EGM”	the 2018 first extraordinary general meeting of the Bank to be held at the Hall, 11/F, Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, the PRC at 9:00 a.m. on Wednesday, November 28, 2018
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Share(s)”	overseas-listed foreign investment share(s) in the share capital of the Bank, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	October 11, 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the Domestic Share(s) and the H Share(s) of the Bank
“Shareholder(s)”	the shareholder(s) of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank

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## LETTER FROM THE BOARD

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### **Huishang Bank Corporation Limited\*** **徽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: 3698 and 4608 (Preference Shares))**

*Executive Directors:*

Mr. Wu Xuemin  
Mr. Ci Yaping

*Non-executive Directors:*

Mr. Zhang Feifei  
Mr. Zhu Jiusheng  
Mr. Qian Li  
Ms. Lu Hui  
Mr. Zhao Zongren  
Mr. Qiao Chuanfu  
Mr. Gao Yang

*Independent non-executive Directors:*

Mr. Au Ngai Daniel  
Mr. Dai Genyou  
Mr. Wang Shihao  
Mr. Zhang Shenghuai  
Mr. Zhu Hongjun  
Ms. Zhou Yana

*Registered office and principal  
place of business in the PRC:*  
Block A, Tianhui Building,  
79 Anqing Road,  
Hefei,  
Anhui Province,  
the PRC

*Principal place of business in  
Hong Kong:*  
40/F, Sunlight Tower,  
248 Queen's Road East,  
Wanchai,  
Hong Kong

***To the Shareholders***

Dear Sir or Madam,

#### **RESOLUTIONS IN RELATION TO**

- (1) THE ELECTION RULES FOR DIRECTORS AND SUPERVISORS AT  
THE GENERAL MEETING**
- (2) ELECTION OF THE MEMBERS OF THE FOURTH SESSION OF  
THE BOARD OF DIRECTORS**
- (3) ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS AND  
EXTERNAL SUPERVISORS OF THE FOURTH SESSION OF  
THE BOARD OF SUPERVISORS**
- (4) PROPOSED ESTABLISHMENT OF AN ASSET MANAGEMENT SUBSIDIARY**
- (5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (6) PROPOSED ISSUANCE OF CAPITAL SUPPLEMENTARY BONDS  
AND**

#### **NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING**

### **I. INTRODUCTION**

The Extraordinary General Meeting of the Bank will be held on Wednesday, November 28, 2018, and ordinary resolutions to be proposed at the meeting include resolutions on the consideration and approval of election rules for Directors and Supervisors at the general

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## LETTER FROM THE BOARD

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meeting, election of the members of the fourth session of the Board, election of Shareholder representative Supervisors and external Supervisors of the fourth session of the Board of Supervisors and proposed establishment of an asset management subsidiary, and the special resolutions include the proposed amendments to the Articles of Association and proposed issuance of capital supplementary bonds. The purpose of this circular is to set out the notice of the EGM and to provide you with details regarding the resolutions mentioned above.

### **II. MATTERS TO BE CONSIDERED AT THE EGM**

#### **1. Election Rules for Directors and Supervisors at the General Meeting**

The terms of office of the incumbent Board of Directors and the Board of Supervisors have expired. In order to improve the corporate governance of the Bank, to safeguard the legitimate rights and interests of the Shareholders, and to ensure the successful re-elections and appointments of the Board of Directors and the Board of Supervisors, the relevant election rules for the election of Directors and the election of Shareholder representative Supervisors and external Supervisors at the EGM are hereby formulated in accordance with the relevant provisions of the Company Law, the Guidance on the Corporate Governance of Commercial Banks and the Articles of Association. Please refer to Appendix I and Appendix II to this circular, respectively, for details of these rules.

#### **2. Election of the Members of the Fourth Session of the Board of Directors**

Given the expiry of the term of office of the incumbent Board, in accordance with the relevant provisions of the Company Law and the Articles of Association, the Board proposes to elect the members of the fourth session of the Board, including Mr. Wu Xuemin, Mr. Zhang Renfu and Mr. Ci Yaping as the executive Directors, Mr. Zhu Yicun, Mr. Qian Li, Mr. Wu Tian, Mr. Qian Dongsheng, Mr. Gao Yang, Mr. Wang Wenjin and Mr. Zhao Zongren as the non-executive Directors, and Ms. Zhou Yana, Mr. Dai Peikun, Mr. Yin Jianfeng, Ms. Huang Aiming, Mr. Hu Jun and Mr. Liu Zhiqiang as the independent non-executive Directors. The biographical details of these candidates for Directors are set out in Appendix III to this circular.

The proposed term of office of the members of the fourth session of the Board shall be three years. In particular, the appointment of each of Mr. Wu Xuemin, Mr. Ci Yaping, Mr. Qian Li, Mr. Gao Yang, Mr. Zhao Zongren and Ms. Zhou Yana (all of whom are incumbent members of the Board) as the Directors will commence on the date on which the resolutions are passed at the EGM, and the appointment of each of Mr. Zhang Renfu, Mr. Zhu Yicun, Mr. Wu Tian, Mr. Qian Dongsheng, Mr. Wang Wenjin, Mr. Dai Peikun, Mr. Yin Jianfeng, Ms. Huang Aiming, Mr. Hu Jun and Mr. Liu Zhiqiang (all of whom will be new members of the Board) will commence on the date on which their respective qualifications are approved by the regulatory authority. All directors' term of office will end on the expiry date of the term of office of the fourth session of the Board.

Upon the appointments of all the aforesaid members of the fourth session of the Board being effective, the incumbent Directors Mr. Zhang Feifei, Mr. Zhu Jiusheng, Ms. Lu Hui, Mr. Qiao Chuanfu, Mr. Au Ngai Daniel, Mr. Dai Genyou, Mr. Wang Shihao, Mr. Zhang Shenghuai and Mr. Zhu Hongjun will retire as Directors.

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## LETTER FROM THE BOARD

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In relation to the election of the members of the fourth session of the Board, upon the approval of the above-mentioned election rules for Directors at the general meeting (including the cumulative voting arrangement therein) by the Shareholders at the EGM, the Bank will proceed with the election by cumulative voting by dividing the candidates into three categories, namely, executive Directors, non-executive Directors and independent non-executive Directors in accordance with the provisions of those rules. The election of each category of Directors will be submitted to the EGM for consideration and approval as an ordinary resolution.

### **3. Election of Shareholder Representative Supervisors and External Supervisors of the Fourth Session of the Board of Supervisors**

Given the expiry of the term of office of the incumbent Board of Supervisors, in accordance with the relevant provisions of the Company Law and the Articles of Association, the Board of Supervisors proposes to elect the Shareholder representative Supervisors and external Supervisors of the fourth session of the Board of Supervisors, including Mr. Chen Rui, Mr. Li Ruifeng and Ms. Hu Jing as the Shareholder representative Supervisors and Ms. Pan Shujuan, Mr. Yang Mianzhi and Ms. Dong Xiaolin as the external Supervisors. The biographical details of these candidates for Supervisors are set out in Appendix IV to this circular.

The proposed term of office of the Shareholder representative Supervisors and external Supervisors of the fourth session of the Board of Supervisors shall be three years commencing from the date of consideration and approval of the resolutions on their election as the Supervisors of the Bank at the EGM to the expiry date of the term of office of the fourth session of the Board of Supervisors.

Upon the appointments of all the aforesaid members of the four session of the Board of Supervisors being effective, the incumbent Supervisors Mr. Cheng Rulin and Ms. Cheng Junpei will retire as Supervisors.

In relation to the election of Shareholder representative Supervisors and external Supervisors of the fourth session of the Board of Supervisors, upon the approval of the above-mentioned election rules for Supervisors at the general meeting (including the cumulative voting arrangement therein) by the Shareholders at the EGM, the Bank will proceed with the election by cumulative voting by dividing the candidates into two categories, namely, Shareholder representative Supervisors and external Supervisors in accordance with the provisions of those rules. The election of each category of Supervisors will be submitted to the EGM for consideration and approval as an ordinary resolution.

In addition, according to the Articles of Association, there are still three employee representative Supervisors of the fourth session of the Board of Supervisors, which will be elected by the employee representative meeting(s) of the Bank or through other democratic processes, and are not subject to the approval of the Shareholders. The Bank will issue an announcement on the election and appointment of employee representative Supervisors as appropriate.

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## LETTER FROM THE BOARD

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### 4. Establishment of an Asset Management Subsidiary

On April 27, 2018, the People's Bank of China, the CBIRC, the China Securities Regulatory Commission and the State Administration of Foreign Exchange promulgated the Guidance Opinions on Regulating the Asset Management Business of Financial Institutions (《關於規範金融機構資產管理業務的指導意見》, the “**New Regulations on Asset Management**”), requiring qualified commercial banks to establish independent asset management subsidiaries subsequent to the expiry of the transition period. In order to further promote the development of the asset management business and deepen the reform of asset management system of the Bank, in accordance with the relevant requirements of the regulatory authorities, the Bank hereby proposes to establish the wholly-owned Huiyin Asset Management Co., Ltd. (徽銀資產管理有限責任公司) (the specific name is subject to the approval of the industry and commerce authorities; the “**Asset Management Subsidiary**”). Upon the consideration and approval at the 42<sup>nd</sup> meeting of the third session of the Board, the following establishment plans and relevant authorizations are proposed to the EGM for approval:

#### (1) *Company name*

Huiyin Asset Management Co., Ltd. (徽銀資產管理有限責任公司) (the specific name is subject to the approval by the industry and commerce authorities).

#### (2) *Place of registration*

To the extent permitted under the regulatory policies, the place of registration may be selected from Beijing, Shanghai, Shenzhen, Hefei or Hainan Free Trade Zone, as determined by the senior management of the Bank.

#### (3) *Business scope*

The business scope of the subsidiary is proposed to be “financial services of accepting commissions from investors to invest and manage the entrusted properties of investors”, which is subject to the approval by the regulatory authorities.

#### (4) *Registered capital and equity arrangements*

The Bank intends to establish the wholly-owned Asset Management Subsidiary with its own funds. The registered capital shall not exceed RMB2 billion. According to the needs of business development and if approved by the regulatory authorities, subsequent introduction of strategic investors may be considered.



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## LETTER FROM THE BOARD

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### *(5) Preliminary preparations and the follow-up preparation arrangement*

After the promulgation of the New Regulations on Asset Management, the Bank has proactively communicated with the regulatory authorities to understand the information on admittance policies and regulations and track the regulatory development in a timely manner, and prepared for the establishment of the Asset Management Subsidiary at the same time. At present, the leading group for the preparatory work of Huiyin Asset Management Co., Ltd. has been established in the head office of the Bank to comprehensively promote the establishment of the Asset Management Subsidiary. Upon the determination of the relevant polices, the Bank will apply immediately to the regulatory authorities for establishment and engage professional intermediaries to assist in handling the preparation, application and establishment, registration and other matters concerning the Asset Management Subsidiary.

### **5. Amendments to the Articles of Association**

To improve corporate governance of the Bank, strengthen equity management and promote the Bank's sustainable and healthy development, in accordance with the regulatory requirements of the Interim Measures on Equity Management of Commercial Banks (Decree No.1 of CBRC in 2018) and the Bank's actual situation, the Bank proposes to amend the Articles of Association. Please refer to Appendix V to this circular for details of the proposed amendments.

It is now proposed that the EGM approves the aforesaid amendments to the Articles and authorizes the Board of Directors to make corresponding adjustments, whenever necessary, to the amendments of the Articles in accordance with the opinions or requirements of the banking regulatory authorities, and authorizes the secretary to the Board to handle procedural matters relating to the amendments, such as filling application and reporting to authorities, making announcements and updating the industrial and commercial registration. The amended Articles are subject to the approval of the banking regulatory authorities.

This resolution will be submitted to the EGM for consideration and approval as a special resolution.

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## LETTER FROM THE BOARD

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### 6. Issuance of Capital Supplementary Bonds

In order to further strengthen the Bank's capital base and enhance its sustainable development capacity, according to the Rules Governing Capital Management of Commercial Banks (Provisional) (商業銀行資本管理辦法(試行)) and the Opinion on Further Support on Innovation of Capital Instruments of Commercial Banks (Yin Jian Fa [2018] No. 5) (《關於進一步支持商業銀行資本工具創新的意見》(銀監發[2018]5號)) issued by the CBIRC and the [2018] No. 3 Announcement of the People's Bank of China and other relevant regulatory requirements, the Bank intends to issue capital supplementary bonds. Upon the consideration and approval at the 38<sup>th</sup> meeting of the third session of the Board, the following issuance plan and relevant authorizations are proposed to the EGM for approval:

- (1) Type of bonds: capital bonds without a fixed term or tier-2 capital bonds, which can be used to supplement the capital of commercial banks according to the Rules Governing Capital Management of Commercial Banks (Provisional) (商業銀行資本管理辦法(試行)) issued by the CBIRC and the [2018] No. 3 Announcement of the People's Bank of China and other relevant regulatory requirements.
- (2) Total issuance amount: not exceed RMB10 billion or equivalent.
- (3) Term: the initial term shall not be less than 5 years, of which capital bonds without a fixed term shall have no fixed expiry date prior to the exercise of redemption right by the Bank.
- (4) Interest rate: based on the market interest rates.
- (5) Target investors: include domestic and foreign institutional investors.
- (6) Means of loss absorption: upon the occurrence of the triggering events specified in the issuing documents, the loss will be absorbed by means of write-down.
- (7) Use of proceeds: to strengthen the Bank's other tier-1 capital or tier-2 capital.
- (8) Term of validity of the resolution: within 36 months from the date of approval by the EGM on the issuance of tier-2 capital bonds.
- (9) Authorization and delegation: it is proposed that the EGM authorizes and approves the Board, whenever necessary, to delegate other persons to handle specific matters relating to the issuance of bonds individually or jointly.

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## LETTER FROM THE BOARD

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The resolution on the issuance of capital supplementary bonds mentioned above will be submitted to the EGM for consideration and approval as a special resolution.

### III. THE EGM

The Bank will convene the EGM at the Hall, 11/F, Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, the PRC at 9:00 a.m. on Wednesday, November 28, 2018 to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the EGM. A proxy form and a reply slip will be dispatched to the Shareholders in accordance with the Listing Rules. The notice of the EGM is set out on pages 53 to 57 of this circular.

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the proxy form in accordance with the instruction printed thereon. If you intend to attend the EGM, you are required to complete and return the reply slip to the H Share Registrar (for H Shareholders) or the registered office and principal place of business of the Bank in the PRC (for Domestic Shareholders) on or before Thursday, November 8, 2018. The reply slip may be submitted or delivered by hand, by post or by fax to the H Share Registrar (for H Shareholders) or the registered office and principal place of business of the Bank in the PRC (for Domestic Shareholders). Completion and return of the proxy form and reply slip do not affect the right of a Shareholder to attend and vote at the EGM.

### IV. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the EGM are in the interests of the Bank and the Shareholders as a whole and accordingly recommends that the Shareholders vote in favor of all the resolutions to be proposed at the EGM and set out in the notice of the EGM.

By order of the Board  
**Huishang Bank Corporation Limited\***  
**Wu Xueming**  
*Chairman*

Hefei, Anhui Province, the PRC  
October 13, 2018

\* *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.*

The term of office of the third session of the Board has expired. In order to improve the corporate governance of the Bank, to safeguard the legitimate rights and interests of the Shareholders, and to ensure the successful re-elections and appointments of the Board, in accordance with the relevant provisions of the Company Law, the Guidance on the Corporate Governance of Commercial Banks and the Articles of Association, the following rules are formulated for the election of Directors at the EGM:

- i. The method of cumulative voting by category is adopted for the election of executive Directors, non-executive Directors and independent non-executive Directors. In the election of a particular category of Directors, the number of voting rights owned by the Shareholders attending the meeting shall be equal to the total number of Shares held by them multiplied by the number of Directors to be elected of such category. These voting rights shall only be cast for the candidates for Directors of the same category.
- ii. Shareholders shall mark the number of cumulative votes of the candidates for Directors they voted for in the voting box of each candidate for Director.
- iii. In the election of each category of Directors, each Shareholder may cast all his/her/its votes for a specific candidate for Director of such category, or may spread his/her votes among several candidates for Directors as he/she wishes. However, the number of candidates for Directors of such category voted by each Shareholder shall not exceed the total number of the Directors to be elected of such category, otherwise, the Shareholder's votes shall be invalid and deemed as abstaining from such voting.
- iv. Where the total number of votes exercised by a Shareholder to a specific or several candidates for Directors in a concentrated or decentralized way is equal to or less than the number of his/her cumulative votes, the Shareholder's votes shall be valid and the difference between the cumulative votes and the votes actually cast will be deemed as abstention. Where the total number of votes exercised by a Shareholder to a specific or several candidates for Directors in a concentrated or decentralized way exceeds the number of his/her cumulative votes, the Shareholder's votes shall be invalid and deemed as abstaining from such voting.
- v. Any vote which is blank, incorrectly filled, unsigned or with illegible writing shall be deemed as abstention from voting by the Shareholder. The votes shall be counted as abstention.
- vi. The total number of votes obtained by each Director to be elected shall exceed half of the total number of voting rights held by the Shareholders attending the general meeting (based on the number of unaccumulated Shares).
- vii. If the number of the Directors of a particular category being elected in voting is less than the number of the Directors required to be elected, the Bank will convene another general meeting for the election of Directors to fill the vacancy in such category.

- viii. The terms “exceed” or “less than” in these rules are exclusive terms.
  
- ix. In the event of any matter not covered by these rules, the relevant national laws, regulations, relevant provisions of the regulatory authorities and the Articles of Association shall prevail. If there is any inconsistency between these rules and the relevant laws, regulations, relevant provisions of the regulatory authorities and the Articles of Association, the relevant laws, regulations, relevant provisions of the regulatory authorities and the Articles of Association shall prevail.
  
- x. These rules shall take effect upon the approval by the general meeting and shall be construed by the Board.

The term of office of the third session of the Board of Supervisors has expired. In order to improve the corporate governance of the Bank, to safeguard the legitimate rights and interests of the Shareholders, and to ensure the successful re-elections and appointments of the Board of Supervisors, in accordance with the relevant provisions of the Company Law, the Guidance on the Corporate Governance of Commercial Banks and the Articles of Association, the following rules are formulated for the election of Shareholder representative Supervisors and external Supervisors at the EGM:

- i. The method of cumulative voting by category is adopted for the election of Shareholder representative supervisors and external Supervisors. In the election of a particular category of Supervisors, the number of voting rights owned by the Shareholders attending the meeting shall be equal to the total number of Shares held by them multiplied by the number of Supervisors to be elected of such category. Those voting rights shall only be cast for the candidates for Supervisors of the same category.
- ii. Shareholders shall mark the number of cumulative votes of the candidates for Supervisors they voted for in the voting box of each candidate for Supervisor.
- iii. In the election of each category of Supervisors, each Shareholder may cast all his/her votes for a specific candidate for Supervisor of such category, or may spread his/her votes among several candidates for Supervisors as he/she/its wishes. However, the number of candidates for Supervisors of such category voted by each Shareholder shall not exceed the total number of the Supervisors to be elected of such category, otherwise, the Shareholder's votes shall be invalid and deemed as abstaining from such voting.
- iv. Where the total number of votes exercised by a Shareholder to a specific or several candidates for Supervisors in a concentrated or decentralized way is equal to or less than the number of his/her cumulative votes, the Shareholder's votes shall be valid and the difference between the cumulative votes and the votes actually cast will be deemed as abstention. Where the total number of votes exercised by a Shareholder to a specific or several candidates for Supervisors in a concentrated or decentralized way exceeds the number of his/her cumulative votes, the Shareholder's votes shall be invalid and deemed as abstaining from such voting.
- v. Any vote which is blank, incorrectly filled, unsigned or with illegible writing shall be deemed as abstention from voting by the Shareholder. The votes shall be counted as abstention.
- vi. The total number of votes obtained by each Supervisor to be elected shall exceed half of the total number of voting rights held by the Shareholders attending the general meeting (based on the number of unaccumulated Shares).
- vii. If the number of the Supervisors of a particular category being elected in voting is less than the number of the Supervisors required to be elected, the Bank will convene a general meeting separately for the election of Supervisors to fill the vacancy in such category.

- viii. The terms “exceed” or “less than” in these rules are exclusive terms.
  
- ix. In the event of any matter not covered by these rules, the relevant national laws, regulations, relevant provisions of the regulatory authorities and the Articles of Association shall prevail. If there is any inconsistency between these rules and the relevant laws, regulations, relevant provisions of the regulatory authorities and the Articles of Association, the relevant laws, regulations, relevant provisions of the regulatory authorities and the Articles of Association shall prevail.
  
- x. These rules shall take effect upon the approval by the general meeting and shall be construed by the Board of Supervisors.

*The biographical details of candidates for the Directors of the fourth session of the Board are set out below:*

**BIOGRAPHICAL DETAILS OF CANDIDATES FOR EXECUTIVE DIRECTORS****Wu Xuemin**

Mr. Wu Xuemin, born in February 1968, joined the Bank in October 2010. Mr. Wu, a senior economist, obtained a master's degree in economics from Renmin University of China and a master's degree in business administration for senior management from Fudan University. He is currently an executive Director and the chairman of the Bank. His primary working experience includes: the deputy director of the newspaper and theories department of China Construction Bank, the deputy director of the administrative office, the general manager of Anhui Branch and the general manager of the strategic development department and legal compliance department of China UnionPay Co., Ltd. as well as an executive Director and president of the Bank.

**Zhang Renfu**

Mr. Zhang Renfu, born in March 1962, joined the Bank in December 2005. Mr. Zhang, a senior economist, obtained a master's degree in law from Renmin University of China. He is currently the president of the Bank. His primary working experience includes: the deputy director of the liaison division, a researcher at the third division of the secretariat, the deputy director of the fifth division, the deputy director of the secretariat and the deputy director of the second division of the secretariat of the general office of Anhui Provincial Government, and the deputy director in charge of the work of the finance office of Anhui Provincial Government. Mr. Zhang served as an executive Director of the Bank from December 2005 to January 2016, and as an employee representative Supervisor and the chairman of the Board of Supervisors of the Bank from January 2016 to July 2018.

**Ci Yaping**

Mr. Ci Yaping, born in May 1959, joined the Bank in December 2005. Mr. Ci, a senior economist, obtained an Executive Master of Business Administration degree from Arizona State University of United States. He is currently an executive Director and vice president of the Bank. His primary working experience includes: the vice president of Anqing Branch of the Bank of Communications, and the chairman of the board of directors and the president of Anqing City Commercial Bank.

Mr. Wu Xuemin, Mr. Zhang Renfu and Mr. Ci Yaping will each enter into a director's service agreement with the Bank, and their term of office shall be three years commencing from the date of consideration and approval of the resolutions on the election of Mr. Wu Xuemin and Mr. Ci Yaping as the Directors at the EGM and the date of approval of the qualification of directorship of Mr. Zhang Renfu by the regulatory authority, respectively, and ending on the expiration date of the term of office of the fourth session of the Board,



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**APPENDIX III BIOGRAPHICAL DETAILS OF CANDIDATES FOR DIRECTORS**

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respectively. The remuneration of Mr. Wu Xuemin, Mr. Zhang Renfu and Mr. Ci Yaping (specifically including basic salary, performance bonus and other benefits) will be determined in accordance with the standards under the remuneration management measures of the Bank. Basic salary will be determined based on their positions in the Bank, performance bonus will be determined based on the operating results of the Bank, and other benefits will include statutory pension, medical benefits and housing provident fund, corporate annuity, etc. The annual remuneration of each executive Director will be determined at the end of the year, and will be disclosed in the Bank's annual report of that year.

Save as disclosed above, Mr. Wu Xuemin, Mr. Zhang Renfu and Mr. Ci Yaping have not held any directorship in any listed companies other than the Bank or any position in the subsidiaries of the Bank in the last three years; they do not have any relationship with any other Director, Supervisor, senior management or substantial Shareholder of the Bank. As at the Latest Practicable Date, Mr. Wu Xuemin and Mr. Zhang Renfu did not have any interest in the shares of the Bank or its associated corporations within the meaning of Part XV of the SFO, while Mr. Ci Yaping holds 146,796 Domestic Shares (long position) of the Bank.

Save as described above, there is no matter relating to the appointments of Mr. Wu Xuemin, Mr. Zhang Renfu and Mr. Ci Yaping required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

**BIOGRAPHICAL DETAILS OF CANDIDATES FOR NON-EXECUTIVE DIRECTORS****Zhu Yicun**

Mr. Zhu Yicun, born in October 1961, a senior engineer, obtained a master's degree in control engineering from China University of Mining and Technology. He is currently a director and the general manager of Anhui Province Energy Group Company Limited. His primary working experience includes: the chairman and the general manager of Anhui Hengyuan Coal-Electricity Group Co., Ltd., the deputy general manager of Wanbei Coal-Electricity Group Co., Ltd., and the deputy general manager of Anhui Province Energy Group Company Limited.

**Qian Li**

Mr. Qian Li, born in March 1974, joined the Bank as a non-executive Director in July 2015. Mr. Qian obtained a doctorate degree in political economics from Fudan University. He currently serves as the general manager of Anhui Credit Guaranty Group Co., Ltd. His primary working experience includes: an executive of the comprehensive research office, the deputy chief of secretary office I of the general office of Anhui Provincial Government, the head and the deputy chief of the financial office under the Anhui Provincial Government and the vice mayor of Huainan City Government.

**Wu Tian**

Mr. Wu Tian, born in October 1964, obtained a master's degree in engineering from Zhejiang University. He is currently the director and the general manager of Anhui Guoyuan Financial Holding Group Co., Ltd. and the chairman of Guoyuan Agricultural Insurance Co., Ltd. His primary working experience includes: the deputy secretary of Communist Youth Party Committee at Anhui Technical Institute, the director of the third division of the general office and the deputy chief (director-level) of the second division of the general office of Anhui Provincial Government, the deputy general manager, the chief legal adviser, a director and the general manager of Anhui Expressway Holding Corporation, the deputy general manager of Anhui Guoyuan Holding (Group) Co., Ltd. and a non-executive Director of the Bank from December 2009 to January 2015.

**Qian Dongsheng**

Mr. Qian Dongsheng, born in October 1967, a senior engineer, obtained a master's degree in engineering from the University of Science and Technology of China. He is currently the general manager and a director of Anhui Transportation Holding Group Co., Ltd. His primary working experience includes: the chief of construction division of Anhui Provincial High Grade Highway Administration Bureau, the vice director and the director of engineering construction division of Anhui Expressway Holding Corporation, and the deputy general manager of Anhui Expressway Holding Group Company Limited.

**Gao Yang**

Mr. Gao Yang, born in June 1966, joined the Bank as a non-executive Director in July 2013. Mr. Gao studied hotel management at Meini Vocational School in Vienna from March 1985 to March 1987 as an audit student. He is currently the chairman of Zhongjing Industry (Group) Co., Ltd., Zhongjing Sihai Co., Ltd., and Zhongjing Xinhua Asset Investment Management Co., Ltd., a director of Wealth Honest Limited and Zhongjing Xinhua Asset Investment Management (Hong Kong) Co., Ltd. and the chairman of Guosheng Huaxing Investment Co., Ltd. Mr. Gao was the chairman of the board of directors of China Strategic Holdings Limited.

**Wang Wenjin**

Mr. Wang Wenjin, born in December 1966, a non-practising member of the Chinese Institute of Certified Public Accountants, obtained a master's degree from Zhongnan University of Economics and Law. He is currently a director, the executive vice-president and the chief risk officer of China Vanke Co., Ltd. Mr. Wang was the general manager of financial management department, the supervisor of finance and the chief financial officer of Vanke.

**Zhao Zongren**

Mr. Zhao Zongren, born in February 1956, joined the Bank as a non-executive Director in October 2014. Mr. Zhao, a senior economist, obtained a master's degree from the investment department of Dongbei University of Finance and Economics. He is currently a vice chairman and an executive director of Sunshine Insurance Group Corporation Limited. His primary working experience includes: the director of the office of Jining Branch, the president of Qufu Sub-branch, the vice president of Jining Branch, and the chief of the planning office and the finance planning office of Shandong Branch of China Construction Bank Corporation Limited, the deputy general manager of Shandong Branch and the general manager of Guangxi Branch of China Cinda Asset Management Co., Ltd., and an assistant to the president and the chief supervisor of Sunshine Insurance Group Corporation Limited.

Mr. Zhu Yicun, Mr. Qian Li, Mr. Wu Tian, Mr. Qian Dongsheng, Mr. Gao Yang, Mr. Wang Wenjin and Mr. Zhao Zongren will each enter into a director's service agreement with the Bank, and their term of office as Directors shall be three years commencing from the date of consideration and approval of the resolutions on the election of Mr. Qian Li, Mr. Gao Yang and Mr. Zhao Zongren as the Directors at the EGM and the date of approval of the qualifications of directorship of Mr. Zhu Yicun, Mr. Wu Tian, Mr. Qian Dongsheng and Mr. Wang Wenjin by the regulatory authority, respectively, and ending on the expiration date of the term of office of the fourth session of the Board, respectively. The non-executive Directors will not receive any remuneration from the Bank.

Save as disclosed above, Mr. Zhu Yicun, Mr. Qian Li, Mr. Wu Tian, Mr. Qian Dongsheng, Mr. Gao Yang, Mr. Wang Wenjin and Mr. Zhao Zongren have not held any directorship in any listed companies other than the Bank or any position in the subsidiaries of the Bank in the last three years; they do not have any relationship with any other Director, Supervisor, senior management or substantial Shareholder of the Bank. As at the Latest Practicable Date, Mr. Zhu Yicun, Mr. Qian Li, Mr. Wu Tian, Mr. Qian Dongsheng, Mr. Gao Yang, Mr. Wang Wenjin and Mr. Zhao Zongren did not have any interest in the shares of the Bank or its associated corporations within the meaning of Part XV of the SFO.

Save as described above, there is no matter relating to the appointments of Mr. Zhu Yicun, Mr. Qian Li, Mr. Wu Tian, Mr. Qian Dongsheng, Mr. Gao Yang, Mr. Wang Wenjin and Mr. Zhao Zongren required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, or any other matters that need to be brought to the attention of the Shareholders.

**BIOGRAPHICAL DETAILS OF CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS****Zhou Yana**

Ms. Zhou Yana, born in January 1954, joined the Bank as an independent non-executive Director in August 2018. Ms. Zhou obtained a master's degree in accounting from Anhui University. She is a non-practising member of the Chinese Institute of Certified Public Accountants. Ms. Zhou is currently a professor of accounting and an instructor of students of master degree at the School of Business, Anhui University, and an independent director of Ningbo Runhe High-tech Materials Technology Co., Ltd. and Hefei Urban Construction Development Co., Ltd. She was a lecturer, an associate professor and a professor, and the department head, the vice president, the executive vice president of the School of Economics of Anhui University, the dean of the School of Business Administration of Anhui University and the independent director of Anhui Yingjia Distillery Co., Ltd.

**Dai Peikun**

Mr. Dai Peikun, born in April 1953, obtained a master's degree in economics from Peking University. Mr. Dai has retired. His primary working experience includes: the deputy director of industrial economics research center of Anhui Economic and Cultural Research Center, the deputy head, the head, an assistant to the director, the deputy director and an inspector (department level) of the Finance and Trade Economics Division and International Economics Division of the Development Research Center of Anhui Provincial Government and the vice chairman of the sixth session of Anhui Disabled Persons' Federation.

**Yin Jianfeng**

Mr. Yin Jianfeng, born in December 1969, obtained a doctorate degree in finance from Chinese Academy of Social Sciences. He is currently a professor of the finance department and an instructor of doctorate students (entitled to the "special government allowance" granted by the State Council) at the University of International Business and Economics, the chief economist of China Zheshang Bank Co., Ltd. and the deputy director of the National Finance and Development Laboratory. In 2013, he was selected as a national candidate for the National "Talents Project (百千萬人才工程)" and won the honorary title of "Young and Middle-aged Experts with Outstanding Contribution". He was the executive vice president of CEIBS Lujiazui Institute of International Finance, and the deputy director of the Finance Institute of Chinese Academy of Social Sciences.

**Huang Aiming**

Ms. Huang Aiming, born in December 1969, obtained a master's degree in economics at the Department of Political Science of Xiamen University and a master's degree in business administration for financial senior management from Cheung Kong Graduate School of Business. She is currently the president of China International Capital Limited and the chairman of Shenzhen Huichuang Equity Investment Fund Management Co., Ltd. She had worked for Agricultural Bank of China, Shenzhen Branch and Shenzhen Zhuojun Wangcai Investment Management Co., Ltd.

**Hu Jun**

Mr. Hu Jun, born in October 1973, obtained a doctorate degree in law from Duke University of the United States, and a master's degree and a doctorate degree in business administration for senior management from Cheung Kong Graduate School of Business. He is currently a partner of Beijing Zhong Lun Law Firm. He had worked for Fangda Partners and Simpson Thacher & Bartlett, specializing in acquisitions and mergers, capital markets, securities, private equity and investment funds, etc.

**Liu Zhiqiang**

Mr. Liu Zhiqiang, born in September 1956, obtained a doctorate degree in economics from Zhongnan University of Economics and Law. He is currently the chairman of CITIC Xintang Asset Management Corporation Ltd. His primary working experience includes: the deputy director and the director of the planning bureau and the statistics and analysis department of the People's Bank of China, and the director of Hong Kong-Macau-Taiwan financial affair office of the People's Bank of China, the deputy head of the economics department of Xinhua News Agency, Hong Kong Branch, the deputy general manager of Guangdong International Trust Investment Corporation, the president of Guangdong Development Bank, the vice president of China CITIC Bank, the director and the vice president of CITIC Holdings, a director of CITIC Group, and the chairman of CITIC Asset Management Corporation.

Ms. Zhou Yana, Mr. Dai Peikun, Mr. Yin Jianfeng, Ms. Huang Aiming, Mr. Hu Jun and Mr. Liu Zhiqiang will each enter into a director's service agreement with the Bank, and their term of office as Directors shall be three years commencing from the date of consideration and approval of the resolution on the election of Ms. Zhou Yana as the Director at the EGM and the date of approval of the qualifications of directorship of Mr. Dai Peikun, Mr. Yin Jianfeng, Ms. Huang Aiming, Mr. Hu Jun and Mr. Liu Zhiqiang by the regulatory authority, respectively and ending on the expiration date of the term of the fourth session of the Board, respectively. Mr. Dai Peikun will not receive any allowance from the Bank. The remunerations of Ms. Zhou Yana, Mr. Yin Jianfeng, Ms. Huang Aiming, Mr. Hu Jun and Mr. Liu Zhiqiang will be determined in accordance with the remuneration standards for independent non-executive Directors, including annual allowance of RMB240,000 (before tax). In addition, the related expenses such as travel, food and accommodation that are incurred as independent non-executive Directors have to travel, study and research for the purposes of the Bank can be reimbursed and separately charged. The specific annual total amount of allowance of each independent non-executive Director will be determined at the end of the year, and will be disclosed in the Bank's annual report of that year.

Save as disclosed above, Ms. Zhou Yana, Mr. Dai Peikun, Mr. Yin Jianfeng, Ms. Huang Aiming, Mr. Hu Jun and Mr. Liu Zhiqiang have not held any directorship in any listed companies other than the Bank or any position in the subsidiaries of the Bank in the last three years; they do not have any relationship with any other Director, Supervisor, senior management or substantial Shareholder of the Bank. As at the Latest Practicable Date, Ms. Zhou Yana, Mr. Dai Peikun, Mr. Yin Jianfeng, Ms. Huang Aiming, Mr. Hu Jun and Mr. Liu Zhiqiang did not have any interest in the shares of the Bank or its associated corporations within the meaning of Part XV of the SFO.

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**APPENDIX III      BIOGRAPHICAL DETAILS OF CANDIDATES FOR DIRECTORS**

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Save as described above, there is no matter relating to the appointments of Ms. Zhou Yana, Mr. Dai Peikun, Mr. Yin Jianfeng, Ms. Huang Aiming, Mr. Hu Jun and Mr. Liu Zhiqiang required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, or any other matters that need to be brought to the attention of the Shareholders.

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## APPENDIX IV BIOGRAPHICAL DETAILS OF CANDIDATES FOR SUPERVISORS

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*The biographical details of candidates for the Shareholder representative Supervisors or the external Supervisors of the fourth session of the Board of Supervisors are set out below:*

### **BIOGRAPHICAL DETAILS OF CANDIDATES FOR SHAREHOLDER REPRESENTATIVE SUPERVISORS**

#### **Chen Rui**

Mr. Chen Rui, born in November 1977, a senior economist, obtained a master's degree in political economics at the School of Economics of Anhui University. He is currently a director and the deputy general manager of Hefei Xingtai Financial Holdings (Group) Co., Ltd., the chairman of Hefei Xingtai Financing Guarantee Group Co., Ltd., and the chairman of Hefei Xingtai Guarantee Industry Security Operating Co., Ltd.. He had served as the secretary, the deputy director and the director of the president office of Hefei Xingtai Holdings Group Co., Ltd., the deputy general manager, the general manager and the chairman of Hefei Xingtai Asset Management Co., Ltd., and a director of Hefei Department Store Group Co., Ltd.

#### **Li Ruifeng**

Mr. Li Ruifeng, born in February 1970, obtained a bachelor's degree from Central University of Finance and Economics (previously known as Central Institute of Finance). He is currently the deputy general manager of Wuhu Construction Investment Co., Ltd., and concurrently the chairman of Wuhu Binjiang Construction Development Co., Ltd., a supervisor of Chery Huiyin Motor Finance Service Co., Ltd., and a Shareholder representative Supervisor of the Bank. His primary working experience includes: an officer, the chief, the deputy director and the director (director of the State-owned Assets Office) of the Finance Bureau of the Management Committee of Wuhu Economic and Technological Development Zone, and concurrently the general manager and the chairman of Wuhu Economic and Technological Development Zone Construction Investment Company.

#### **Hu Jing**

Ms. Hu Jing, born in May 1975, obtained a master's degree in business management from the University of Science and Technology of China. Ms. Hu is a Chinese certified public accountant and a senior accountant. She is currently the director of the finance and accounting department of Anhui Publishing Group Co., Ltd. She was an accountant of Anhui Education Press, the manager of the finance department of Anhui Dianshi Information Technology Co., Ltd., and an audit manager of Anhui Jiutong Certified Public Accountants.

The Bank will enter into a supervisor's service agreement with Mr. Chen Rui, Mr. Li Ruifeng and Ms. Hu Jing, respectively, and their term of office shall commence from the date of consideration and approval of the resolutions on their election as the Supervisors at the EGM to the expiry of the term of office of the fourth session of the Board of Supervisors. As Shareholder representative Supervisors, Mr. Chen Rui, Mr. Li Ruifeng and Ms. Hu Jing will not receive remuneration from the Bank.

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## **APPENDIX IV BIOGRAPHICAL DETAILS OF CANDIDATES FOR SUPERVISORS**

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Save as disclosed above, Mr. Chen Rui, Mr. Li Ruifeng and Ms. Hu Jing have not held any directorship in any listed companies other than the Bank or any position in the subsidiaries of the Bank in the last three years; they do not have any relationship with any other Director, Supervisor, senior management or substantial Shareholder of the Bank. As at the Latest Practicable Date, Mr. Chen Rui, Mr. Li Ruifeng and Ms. Hu Jing did not have any interest in the shares of the Bank or its associated corporations within the meaning of Part XV of the SFO.

Save as described above, there is no matter relating to the appointments of Mr. Chen Rui, Mr. Li Ruifeng and Ms. Hu Jing required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, or any other matters that need to be brought to the attention of the Shareholders.

### **BIOGRAPHICAL DETAILS OF CANDIDATES FOR EXTERNAL SUPERVISORS**

#### **Pan Shujuan**

Ms. Pan Shujuan, born in October 1955, obtained a bachelor's degree from Anhui University of Finance Economics (formerly known as Anhui Institute of Finance and Trade). Ms. Pan is currently an independent director of Anhui Guang De Rural Commercial Bank, and an external Supervisor of the Bank. Her primary working experience includes: the deputy head of Department of Finance, the vice dean of the School of Economics and Finance and the dean of the School of Finance of Anhui University of Finance and Economics, a member of the Academic Committee and the Educational Committee of Anhui University of Finance and Economics, and the director of the Professor Committee of the School of Finance of Anhui University of Finance and Economics.

#### **Yang Mianzhi**

Mr. Yang Mianzhi, born in July 1969, obtained a doctorate degree in management from Renmin University of China. He currently serves as a professor and an instructor of doctorate students of the School of Business Administration of China University of Petroleum, an external Supervisor of the Bank, and is concurrently a legislative adviser of the Financial and Economic Affairs Committee and Budgetary Affairs Committee of the People's Congress in Anhui Province and an independent director of Anhui Conch Cement Company Limited, Guoyuan Securities Co., Ltd. and QuantumCTek Co., Ltd. He used to serve as an associate professor at the School of Business Administration, the head and an associate professor of the Department of Finance, an associate dean and a professor at the School of Business, and the director of the Accounting and Financial Research Center of Anhui University. Mr. Yang also served as an independent director of Anhui Sun Create Electronics Co., Ltd., Anhui Expressway Company Limited and Anhui Anli Material Technology Co., Ltd.



**Dong Xiaolin**

Ms. Dong Xiaolin, born in September 1963, obtained a doctorate degree majoring in the management of agricultural economy from Nanjing Agricultural University. She is currently a professor in the college of finance in Nanjing Agricultural University, an instructor of doctorate students, and is concurrently a director of Key Research Base of Philosophy and Society Science in Jiangsu Province, namely, Rural Financial Development Research Center of Jiangsu Province in Nanjing Agricultural University, and she is a member of the Finance Institute of Nanjing City, a member of Expert Committee of Nanjing Finance Promotion Council and an independent director of Jiangsu Lishui Rural Commercial Bank Corporation Limited. Her primary working experience includes: a teaching assistant, a lecturer and an associate professor of Nanjing Agricultural University and an independent director of Jiangsu Gaochun Rural Commercial Bank Corporation Limited.

The Bank will enter into a supervisor's service agreement with Ms. Pan Shujuan, Mr. Yang Mianzhi and Ms. Dong Xiaolin, respectively, and their term of office shall commence from the date of consideration and approval of the resolutions on their election as the Supervisors at the EGM to the expiry of the term of office of the fourth session of the Board of Supervisors. The remuneration of Ms. Pan Shujuan, Mr. Yang Mianzhi and Ms. Dong Xiaolin will be determined in accordance with the salary standard of the external Supervisors, including the annual allowance of RMB140,000 (before tax) and the on-site meeting participation allowance of RMB15,000 (before tax) for each meeting he/she attends. In addition, expenses such as cost of travel, meals and accommodation incurred by external Supervisors in connection with the performance of their duties shall be borne and reimbursed by the Bank. The specific annual total amount of allowance of each external Supervisor will be determined at the end of the year, and will be disclosed in the Bank's annual report of such year.

Save as disclosed above, Ms. Pan Shujuan, Mr. Yang Mianzhi and Ms. Dong Xiaolin have not held any directorship in any listed companies other than the Bank or any position in the subsidiaries of the Bank in the last three years; they do not have any relationship with any other Director, Supervisor, senior management or substantial Shareholder of the Bank. As at the Latest Practicable Date, Mr. Yang Mianzhi held 6,613 Domestic Shares (long position) of the Bank, while Ms. Pan Shujuan and Ms. Dong Xiaolin did not have any interests in the shares of the Bank or its associated corporations within the meaning of Part XV of the SFO.

Save as described above, there is no matter relating to the appointments of Ms. Pan Shujuan, Mr. Yang Mianzhi and Ms. Dong Xiaolin required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, or any other matters that need to be brought to the attention of the Shareholders.

Article Involved	Original Article	Amended Article	Basis of Amendment
A total of approximately 109 articles in full text	<p>The numbers involved are changed from Arabic numerals to Chinese characters, for example:</p> <p>The shares issued by the Bank shall be shares with par value, and the par value of each share shall be Renminbi (“RMB”) 1.</p>	<p>The shares issued by the Bank shall be shares with par value, and the par value of each share shall be Renminbi (“RMB”) <u>one</u>.</p>	Amendment for normalization
Article 2	<p>In 1997, the Bank was established upon approval of the People’s Bank of China Document Yin Fu [1997] No.4, under the original name of Hefei City United Bank. In 1998, with the approvals of the Anhui branch of the People’s Bank of China, the Bank changed its name to Hefei City Commercial Bank Corporation Limited. In 2005, the Bank changed its name to Huishang Bank Corporation Limited after obtaining approval from the China Banking Regulatory Commission, and merged with the former Wuhu City Commercial Bank, Ma’anshan City Commercial Bank, Anqing City Commercial Bank, Huaibei City Commercial Bank, Bengbu City Commercial Bank, Lu’an City Credit Cooperative, Huainan City Credit Cooperative, Tongling City Credit Cooperative, Fuyang Yinhe City Credit Cooperative, Fuyang Technology City Credit Cooperative, Fuyang Xinying City Credit Cooperative and Fuyang Jinda City Credit Cooperative, and inherited all of the assets, liabilities and businesses previously owned by the aforementioned city commercial banks or city credit cooperatives. Following the completion of these mergers, the Bank has registered with the Anhui Province Administration of Industry and Commerce on December 28, 2005 and has obtained a Business License For Enterprise Legal Person. The Business License For Enterprise Legal Person number of the Bank is 340000000026144.</p>	<p>In 1997, the Bank was established upon approval of the People’s Bank of China Document Yin Fu [1997] No.4, under the original name of Hefei City United Bank. In 1998, with the approvals of the Anhui branch of the People’s Bank of China, the Bank changed its name to Hefei City Commercial Bank Corporation Limited. In 2005, the Bank changed its name to Huishang Bank Corporation Limited after obtaining approval from the China Banking Regulatory Commission, and merged with the former Wuhu City Commercial Bank, Ma’anshan City Commercial Bank, Anqing City Commercial Bank, Huaibei City Commercial Bank, Bengbu City Commercial Bank, Lu’an City Credit Cooperative, Huainan City Credit Cooperative, Tongling City Credit Cooperative, Fuyang Yinhe City Credit Cooperative, Fuyang Technology City Credit Cooperative, Fuyang Xinying City Credit Cooperative and Fuyang Jinda City Credit Cooperative, and inherited all of the assets, liabilities and businesses previously owned by the aforementioned city commercial banks or city credit cooperatives. Following the completion of these mergers, the Bank has registered with the Anhui Province Administration of Industry and Commerce on December 28, 2005 and has obtained a Business License For Enterprise Legal Person. The <del>Business License For Enterprise Legal Person</del> <b>Unified Social Credit Code</b> number of the Bank is <b>91340000148974661334000000026144</b>.</p>	Changes in facts

Article Involved	Original Article	Amended Article	Basis of Amendment
<b>Article 19</b>	The total number of ordinary shares that the Bank can issue upon approval by the examination and approval departments authorised by the State Council is 11,049,819,283 shares. The Bank's ordinary share capital structure is: 11,049,819,283 ordinary shares, among which 7,887,319,283 are domestic shares, representing 71.38% of the total shares issued by the Bank; and 3,162,500,000 H shares, representing 28.62% of the total shares issued by the Bank.	The total number of ordinary shares that the Bank can issue upon approval by the examination and approval departments authorised by the State Council is <del>11,049,819,283</del> <b>12,154,801,211</b> shares. The Bank's ordinary share capital structure is: <del>11,049,819,283</del> <b>12,154,801,211</b> ordinary shares, among which <del>7,887,319,283</del> <b>8,676,051,211</b> are domestic shares, representing 71.38% of the total shares issued by the Bank; and <del>3,162,500,000</del> <b>3,478,750,000</b> H shares, representing 28.62% of the total shares issued by the Bank.	Changes in facts
<b>Article 22</b>	The registered capital of the Bank is RMB11,049,819,283.	The registered capital of the Bank is RMB <del>11,049,819,283</del> <b>12,154,801,211</b> .	Changes in facts
<b>Article 58</b>	<p>Holders of the shares of the Bank shall have the following obligations (if the Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply):</p> <p>(1) to abide by the laws, administrative regulations and the Articles;</p> <p>(2) to contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution;</p> <p>(3) not to withdraw their contributed share capital except in circumstances allowed by the laws and administrative regulations;</p> <p>(4) to report the Board of Directors in a timely, complete and truthful manner regarding the particulars of its related enterprises, its relationship with other shareholders and its shareholdings in other commercial banks;</p>	<p>Holders of the shares of the Bank shall have the following obligations (if the Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply):</p> <p>(1) to abide by the laws, administrative regulations, <b>regulatory provisions</b> and the Articles;</p> <p>(2) to contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution;</p> <p>(3) not to withdraw their contributed share capital except in circumstances allowed by the laws and administrative regulations;</p> <p>(4) to report the Board of Directors in a timely, complete and truthful manner regarding the particulars of its <b>related parties</b>related enterprises, its relationship with other shareholders and its shareholdings in other commercial banks;</p>	<p>(1) To make amendment in accordance with the Article 28(1) of the Interim Measures on Equity Management of Commercial Banks;</p> <p>(4) Amendment for improvements.</p>

Article Involved	Original Article	Amended Article	Basis of Amendment
	<p>(5) not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management in line with the Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management;</p> <p>(6) not to abuse their rights in harming the interests of the Bank, shareholders and any other stakeholders; not to abuse the Bank's status as an independent, separate legal entity and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses their rights and causes loss to the Bank or other shareholders it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank's status as an independent, separate legal entity and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p> <p>(7) to safeguard the Bank's interests and reputation, and to support the Bank in operating in a lawful manner;</p> <p>(8) to assume other obligations required by the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription.</p>	<p>(5) not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management in line with the Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management;</p> <p>(6) not to abuse their rights in harming the interests of the Bank, shareholders and any other stakeholders; not to abuse the Bank's status as an independent, separate legal entity and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses their rights and causes loss to the Bank or other shareholders it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank's status as an independent, separate legal entity and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p> <p>(7) to safeguard the Bank's interests and reputation, and to support the Bank in operating in a lawful manner;</p> <p>(8) to assume other obligations required by the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription.</p>	

Article Involved	Original Article	Amended Article	Basis of Amendment
Newly added Article 59	None	<u>For a shareholder who makes any false statement, abuses shareholders' rights or otherwise damages the interests of the Bank, the banking regulatory authority may restrict or prohibit related party transactions between the Bank and the shareholder, restrict the shareholder's limit of equity held in the Bank, and equity pledge ratio, etc., and restrict the shareholder's right to request the convening of a shareholders' general meeting, the shareholder's voting right, right of nomination, right of proposals, and right of disposition, etc.</u>	To make amendment in accordance with the Article 28(4) of the Interim Measures on Equity Management of Commercial Banks.
The Original Article 59 (the Article 60 after the amendments)	<p>Any unit or individual that purchases 5% or more of the total number of issued and outstanding shares of the Bank shall obtain prior approval from the banking regulatory authority.</p> <p>If, in the absence of prior approval from the banking regulatory authority, the number of shares held by a shareholder is equal to or in excess of 5% or more of the total number of the issued and outstanding shares of the Bank (the "Excess Shares"), prior to obtaining approval from the banking regulatory authority, shareholders holding the Excess Shares shall be subject to the necessary restrictions stipulated in Article 53 of the Articles when exercising shareholders' rights in respect of the Excess Shares, including but not limited to:</p> <p>1. no voting rights shall be attached to the Excess Shares when a vote is taken at the shareholders' general meeting (including the class shareholders' general meeting); and</p>	<p>Any unit or individual <u>together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, jointly or severally, more than 5% of the total number of shares of the Bank, shall report to the banking regulatory authority for approval in advance.</u> <del>that purchases 5% or more of the total number of issued and outstanding shares of the Bank shall obtain prior approval from the banking regulatory authority.</del></p> <p><u>Any unit or individual together with their related parties and persons acting in concert, who hold, jointly or severally, more than 1% but less than 5% of the total number of shares of the Bank, shall report to the banking regulatory authority within ten working days after obtaining their equity interests.</u></p>	To make amendment in accordance with the requirements of Article 4 and Article 28(3) of Interim Measures on Equity Management of Commercial Banks.

Article Involved	Original Article	Amended Article	Basis of Amendment
	<p>2. no right to nominate directors and supervisors as stipulated in the shall not be attached to the Excess Shares.</p> <p>If a shareholder holding the Excess Shares fails to obtain the approval from the banking regulatory authority, the shareholder must transfer the shareholding within the period prescribed by the banking regulatory authority.</p> <p>Notwithstanding the foregoing provisions, shareholders of the Bank holding the Excess Shares shall not be subject to any restrictions when exercising the rights stipulated in items (1) and (6) of Article 53 of the Articles.</p>	<p><u>Any shareholder who shall but does not obtain approval from the banking regulatory authority, or who fails to report to the regulatory authority, shall be prohibited from exercising the following rights:</u></p> <p><u>1. right to request the convening of a shareholders’ general meeting (including class shareholders’ general meeting);</u></p> <p><u>2. voting right;</u></p> <p><u>3. nomination right of candidate for director and supervisor;</u></p> <p><u>4. right of proposals;</u></p> <p><u>5. right of disposition;</u></p> <p><u>6. other rights limited as required by the regulatory authorities.</u></p> <p><del>If, in the absence of prior approval from the banking regulatory authority, the number of shares held by a shareholder is equal to or in excess of 5% or more of the total number of the issued and outstanding shares of the Bank (the “Excess Shares”), prior to obtaining approval from the banking regulatory authority, shareholders holding the Excess Shares shall be subject to the necessary restrictions stipulated in Article 53 of the Articles when exercising shareholders’ rights in respect of the Excess Shares, including but not limited to:</del></p> <p><del>1. no voting rights shall be attached to the Excess Shares when a vote is taken at the shareholders’ general meeting (including the class shareholders’ general meeting); and</del></p> <p><del>2. no right to nominate directors and supervisors as stipulated in the shall not be attached to the Excess Shares.</del></p>	

Article Involved	Original Article	Amended Article	Basis of Amendment
		<p>If a shareholder holding the Excess Shares fails to obtain the approval from the banking regulatory authority, the shareholder must transfer the shareholding within the period prescribed by the banking regulatory authority.</p> <p>Notwithstanding the foregoing provisions, shareholders of the Bank holding the Excess Shares shall not be subject to any restrictions when exercising the rights stipulated in items (1) and (6) of Article 53 of the Articles.</p>	
<p><b>The Original Article 65 (the Article 66 after the amendments)</b></p>	<p>Shareholders, particularly substantial shareholders, shall support the Board of Directors of the Bank in formulating reasonable capital plans, in order to meet the capital regulatory requirements on a continuous basis. When the capital adequacy ratio of the Bank fails to meet the regulatory requirements, shareholders shall formulate a capital restoration plan where the capital adequacy ratio will meet the regulatory requirements within a limited time frame and restore capital by increasing core capital and other means. Substantial shareholders shall not prevent other shareholders from injecting capital or eligible shareholders from investing in the Bank.</p> <p>As part of the Bank's capital restoration plans, the substantial shareholders shall make long-term undertakings in writing to restore the capital of the Bank.</p>	<p>Shareholders, particularly substantial shareholders, shall support the Board of Directors of the Bank in formulating reasonable capital plans, in order to meet the capital regulatory requirements on a continuous basis. <b><u>Substantial shareholders shall inject additional capital into the Bank when necessary, and shall report through the Bank on an annual basis regarding their capital restoration ability.</u></b> When the capital adequacy ratio of the Bank fails to meet the regulatory requirements, shareholders shall formulate a capital restoration plan where the capital adequacy ratio will meet the regulatory requirements within a limited time frame and restore capital by increasing core capital and other means. Substantial shareholders shall not prevent other shareholders from injecting capital or eligible shareholders from investing in the Bank.</p> <p>As part of the Bank's capital restoration plans, the substantial shareholders shall make long-term undertakings in writing to restore the capital of the Bank.</p>	<p>To make amendment in accordance with the corresponding requirements of the Article 19 and Article 28(2) of the Interim Measures on Equity Management of Commercial Banks.</p>



Article Involved	Original Article	Amended Article	Basis of Amendment
<p><b>The Original Article 86 (the Article 87 after the amendments)</b></p>	<p>The notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to all shareholders entitled to attend (regardless of whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of a shareholders' general meeting may be in form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authority of the State Council between the forty-five (45) to fifty (50) day interval prior to the date the meeting is convened. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.</p> <p>For holders of H shares, subject to the compliance with applicable laws, administrative regulations, departmental rules, regulatory documents and the requirements of the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders' general meeting by publishing the notice on the websites of the Bank and the Hong Kong Stock Exchange instead of delivering the notice by hand or prepaid mail.</p>	<p>The notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to all shareholders entitled to attend (regardless of whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of a shareholders' general meeting may be in form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authority of the State Council between the <u>forty-five</u>(45) to <u>fifty</u> (50)day interval prior to the date the meeting is convened. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.</p> <p><b><u>The supplementary notice to the shareholders' general meeting may not be subject to the foregoing restriction regarding announcement.</u></b></p> <p>For holders of H shares, subject to the compliance with applicable laws, administrative regulations, departmental rules, regulatory documents and the requirements of the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders' general meeting by publishing the notice on the websites of the Bank and the Hong Kong Stock Exchange instead of delivering the notice by hand or prepaid mail.</p>	<p>Amendment for improvements</p>



Article Involved	Original Article	Amended Article	Basis of Amendment
<b>The Original Article 110 (the Article 111 after the amendments)</b>	The following matters shall be resolved by way of ordinary resolution: (1) work reports by the Board of Directors and the Board of Supervisors; (2) profit distribution plans and loss carryforward plans as proposed by the Board of Directors; (3) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors; (4) reports regarding the Bank's annual financial budget and final accounts; (5) the appointment or dismissal of an accounting firm; (6) performance appraisals by the Board of Directors on directors (including independent directors); (7) performance appraisals by the Board of Supervisors on the supervisors (including external supervisors); and (8) any other matters not required by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities or the Articles to be resolved by way of special resolution.	The following matters shall be resolved by way of ordinary resolution: (1) work reports by the Board of Directors and the Board of Supervisors; (2) profit distribution plans and loss carryforward plans as proposed by the Board of Directors; (3) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors; (4) reports regarding the Bank's annual financial budget and final accounts; (5) the appointment or dismissal of an accounting firm; <del>(6) performance appraisals by the Board of Directors on directors (including independent directors);</del> <del>(7) performance appraisals by the Board of Supervisors on the supervisors (including external supervisors); and</del> (8) any other matters not required by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities or the Articles to be resolved by way of special resolution.	To make corresponding amendment in accordance with the Article 43 of the Working Guidelines of Board of Supervisors of Commercial Banks and the Article 98 of the Guidelines on Corporate Governance of Commercial Banks, combining the actual needs of the work.
<b>The Original Article 125 (the Article 126 after the amendments)</b>	If the proposal regarding the election of the directors or supervisors is approved at the shareholders' general meeting, the newly elected director or supervisor's term of service shall commence on the date on which the resolution is passed.	If the proposal regarding the election of the directors or supervisors is approved at the shareholders' general meeting, the newly elected director or supervisor's term of service shall commence on the date on which the resolution is passed, <b><u>except as otherwise provided by laws, administrative regulations, departmental rules, regulatory documents or otherwise required by relevant regulatory authorities.</u></b>	To make amendment in accordance with the Article 14 of the Management Measures on Qualifications of Directors (Supervisors) and Senior Management of Banking Financial Institutions.

Article Involved	Original Article	Amended Article	Basis of Amendment
<p><b>The Original Article 162 (the Article 163 after the amendments)</b></p>	<p>The Board of Directors shall perform the following duties:</p> <p>(1) convene and report at shareholders' general meetings;</p> <p>(2) implement shareholder resolutions;</p> <p>(3) make decisions on the Bank's operational development strategies, business plans and investment plans;</p> <p>(4) formulate the Bank's annual financial budgets and accounts, proposals on profit distribution and tax loss carryforward;</p> <p>(5) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities;</p> <p>(6) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank;</p> <p>(7) decide on matters within the scope authorized at a shareholders' general meeting, including major external investments and acquisitions, disposal of assets and major guarantees, etc.;</p> <p>(8) review and approve significant connected transactions, and submit special reports at the annual shareholders' general meeting on the implementation of the connected transactions management systems and the particulars of connected transactions;</p> <p>(9) decide on the establishment of the Bank's internal management entities;</p>	<p>The Board of Directors shall perform the following duties:</p> <p>(1) convene and report at shareholders' general meetings;</p> <p>(2) implement shareholder resolutions;</p> <p>(3) make decisions on the Bank's operational development strategies, business plans and investment plans;</p> <p>(4) formulate the Bank's annual financial budgets and accounts, proposals on profit distribution and tax loss carryforward;</p> <p>(5) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities;</p> <p>(6) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank;</p> <p>(7) decide on matters within the scope authorized at a shareholders' general meeting, including major external investments and acquisitions, disposal of assets and major guarantees, etc.;</p> <p>(8) review and approve significant connected transactions, and submit special reports at the annual shareholders' general meeting on the implementation of the connected transactions management systems and the particulars of connected transactions;</p> <p>(9) decide on the establishment of the Bank's internal management entities;</p>	<p>(14) To newly add in accordance with Article 8 of the Guidelines on Internal Audit of Commercial Banks;</p> <p>(18) To make amendment for improvement in accordance with the actual situations of the Bank;</p> <p>(19) To make amendment in accordance with the requirement of the Article 26 of the Interim Measures on Equity Management of Commercial Banks.</p>

Article Involved	Original Article	Amended Article	Basis of Amendment
	<p>(10) appoint or remove the Bank’s president and secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the Bank’s senior management including the executive vice president and other members of senior management in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;</p> <p>(11) formulate the basic management systems, decide on the policies on risk tolerance, risk management, internal control and compliance of the Bank;</p> <p>(12) formulate amendments to the Articles, the procedures of shareholders’ general meetings and Board meetings;</p> <p>(13) propose at a shareholders’ general meeting the engagement, dismissal or discontinuance of engagement of an accounting firm;</p> <p>(14) supervise the work performance of the members of senior management, listen to the President’s work report and inspect the president’s work, with the right to require the president and other members of senior management to provide various particulars and information on the Bank’s operation, to ensure the proper performance of their duties;</p>	<p>(10) appoint or remove the Bank’s president and secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the Bank’s senior management including the executive vice president and other members of senior management in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;</p> <p>(11) formulate the basic management systems, decide on the policies on risk tolerance, risk management, internal control and compliance of the Bank;</p> <p>(12) formulate amendments to the Articles, the procedures of shareholders’ general meetings and Board meetings;</p> <p>(13) propose at a shareholders’ general meeting the engagement, dismissal or discontinuance of engagement of an accounting firm;</p> <p><b><u>(14) be responsible for approving the Bank’s internal auditing charter, medium and long term audit plans and annual audit plans;</u></b></p> <p><del>(14)</del> <b>15</b> supervise the work performance of the members of senior management, listen to the President’s work report and inspect the president’s work, with the right to require the president and other members of senior management to provide various particulars and information on the Bank’s operation, to ensure the proper performance of their duties;</p>	

Article Involved	Original Article	Amended Article	Basis of Amendment
	<p>(15) be responsible for the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, completeness, accuracy and timeliness of the Bank’s accounting and financial statements;</p> <p>(16) evaluate regularly and improve continuously the corporate governance of the Bank according to the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles;</p> <p>(17) draw up share incentive and employee share ownership plans of the Bank; and decide on the measures to link employees’ salaries with the operational performance of the Bank;</p> <p>(18) other rights conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles.</p>	<p><del>(15)</del> be responsible for the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, completeness, accuracy and timeliness of the Bank’s accounting and financial statements;</p> <p><del>(16)</del> evaluate regularly and improve continuously the corporate governance of the Bank according to the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles;</p> <p><del>(17)</del> draw up share incentive and employee share ownership plans of the Bank; and decide on the measures to link employees’ <b>basic remuneration system</b> salaries with the operational performance of the Bank;</p> <p><del>(18)</del> <b>be responsible for the equity management of the Bank and assume the ultimate responsibility for the Bank’s equity affairs management;</b></p> <p>(20) other rights conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles.</p>	

Article Involved	Original Article	Amended Article	Basis of Amendment
<p><b>The Original Article 186 (the Article 187 after the amendments)</b></p>	<p>The Board of Directors shall establish the developmental strategies committee, the nomination and remuneration committee, the audit committee and the risk management committee, the connected party transactions management committee, and these committees shall be accountable to the Board of Directors. A person-in-charge shall be appointed to each Board committee to take charge of convening the activities of the Board committee; in principal, a person-in-charge of a Board committee may not concurrently serve as the person-in-charge of other Board committees. The number of members of each committee shall be no less than three (3). In particular, independent directors shall form the majority of the audit committee, the connected transactions management committee, the nomination and remuneration committee; and the persons-in-charge shall be independent directors.</p> <p>All members of the audit committee shall be non-executive directors (including independent directors) who have professional knowledge and work experience in any field of financial affairs, audit and accounting; moreover, at least one (1) independent director of the audit committee shall be a professional in financial affairs or accounting. The person-in-charge of the risk management committee shall have experience in judging and managing all kinds of risks.</p>	<p>The Board of Directors shall establish the developmental strategies <b>and consumer rights protection</b> committee, the nomination and remuneration committee, the audit committee and the risk management committee, the connected party transactions management committee, and these committees shall be accountable to the Board of Directors. A person-in-charge shall be appointed to each Board committee to take charge of convening the activities of the Board committee; in principal, a person-in-charge of a Board committee may not concurrently serve as the person-in-charge of other Board committees. The number of members of each committee shall be no less than <b>three</b> (3). In particular, independent directors shall form the majority of the audit committee, the connected transactions management committee, the nomination and remuneration committee; and the persons-in-charge shall be independent directors.</p> <p>All members of the audit committee shall be non-executive directors (including independent directors) who have professional knowledge and work experience in any field of financial affairs, audit and accounting; moreover, at least <b>one</b> (1) independent director of the audit committee shall be a professional in financial affairs or accounting. The person-in-charge of the risk management committee shall have experience in judging and managing all kinds of risks.</p>	<p>To change the name of developmental strategies committee in accordance with the regulatory requirements of the regulatory authorities for the establishment of the consumer rights protection committee, combining with the actual situations of the Bank.</p>

Article Involved	Original Article	Amended Article	Basis of Amendment
<b>The Original Article 188 (the Article 189 after the amendments)</b>	<p>Matters proposed to be resolved by the Board of Directors shall first be submitted to the corresponding Board committee for review and approval, and the Board committees shall render deliberation opinions.</p> <p>Unless authorized by the Board of Directors in accordance with the law, the deliberation opinions of the Board committees cannot replace the opinions of the resolutions of the Board of Directors.</p>	<p>Matters proposed to be resolved by the Board of Directors <b>fall within the scope of the duties of the Board committees</b> shall first be submitted to the corresponding Board committee for review and approval, and the Board committees shall render deliberation opinions.</p> <p>Unless authorized by the Board of Directors in accordance with the law, the deliberation opinions of the Board committees cannot replace the opinions of the resolutions of the Board of Directors.</p>	Amendment for improvement
<b>The Original Article 194 (the Article 195 after the amendments)</b>	<p>The Bank's Directors or members of senior management may concurrently serve as the secretary to the Board of Directors, but they must ensure they have sufficient energy and time to undertake their duties as the secretary to the Board of Directors. The president, supervisors, chief financial officer and the accountants of the accountants' firms engaged by the Bank, as well as other persons prohibited by the laws, administrative rules, departmental regulations and other regulatory documents to serve as secretary to the Board of Directors shall not serve as the secretary to the Board of Directors.</p> <p>If a director of the Bank concurrently serves as the secretary to the Board of Directors, if an action has to be taken by the director and the secretary to the Board of Directors respectively, the person serving concurrently as director and the secretary of the Board of Directors shall not take such action in both of their capacities.</p>	<p>The Bank's Directors or members of senior management may concurrently serve as the secretary to the Board of Directors, but they must ensure they have sufficient energy and time to undertake their duties as the secretary to the Board of Directors. The president, supervisors, <del>chief financial officer</del> and the accountants of the accountants' firms engaged by the Bank, as well as other persons prohibited by the laws, administrative rules, departmental regulations and other regulatory documents to serve as secretary to the Board of Directors shall not serve as the secretary to the Board of Directors.</p> <p>If a director of the Bank concurrently serves as the secretary to the Board of Directors, if an action has to be taken by the director and the secretary to the Board of Directors respectively, the person serving concurrently as director and the secretary of the Board of Directors shall not take such action in both of their capacities.</p>	The provision on that the chief financial officer shall not serve as the secretary of the Board of Directors was from the "Practice Guidelines for Secretary to the Board of Directors of Companies Listed Overseas", which was invalidated in 2015.
<b>The Original Article 195 (the Article 196 after the amendments)</b>	The senior management is composed of the president of the Bank headquarter, its vice president and other senior management members.	The senior management is composed of the president of the Bank headquarter, its vice president and other senior management members <b>affirmed by the regulatory authority.</b>	To make amendment in accordance with Article 39 of the Guidelines on Corporate Governance of Commercial Banks.

Article Involved	Original Article	Amended Article	Basis of Amendment
<p><b>The Original Article 200 (the Article 201 after the amendments)</b></p>	<p>The senior management shall submit themselves to the supervision of the Board of Supervisors, regularly report to the Board of Supervisors on information regarding the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank, and shall not obstruct or hinder the inspection, audit or other activities carried out by the Board of Supervisors according to its functions and powers.</p> <p>The senior management of the Bank shall be responsible for organizing and implementing the capital management of the Bank according to business strategies and risk appetite, ensuring that the capital of the Bank is adaptive to its development and risk levels, and carrying out various monitoring measures.</p>	<p>The senior management shall submit themselves to the supervision of the Board of Supervisors, regularly report to the Board of Supervisors on information regarding the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank, and shall not obstruct or hinder the inspection, audit or other activities carried out by the Board of Supervisors according to its functions and powers.</p> <p><del>The senior management of the Bank shall be responsible for organizing and implementing the capital management of the Bank according to business strategies and risk appetite, ensuring that the capital of the Bank is adaptive to its development and risk levels, and carrying out various monitoring measures.</del></p> <p><b><u>The senior management carries out operation management activities in accordance with the Articles of the Bank and the authorization of the Board of Directors to ensure that the Bank's operations are consistent with the development strategies, risk preferences and other policies approved by the Board of Directors.</u></b></p>	<p>To make amendment in accordance with the Article 40 of the Guidelines on Corporate Governance of Commercial Banks.</p>
<p><b>The Original Article 204 (the Article 205 after the amendments)</b></p>	<p>Members of senior management may resign before their terms of office expire. Such persons shall not leave their positions until their exit audits are completed.</p>	<p>Members of senior management may resign before their terms of office expire, <b><u>and exit audits shall be conducted in accordance with regulatory requirements</u></b> Such persons shall not leave their positions until their exit audits are completed.</p>	<p>Amendment for improvement</p>

Article Involved	Original Article	Amended Article	Basis of Amendment
<p><b>The Original Article 207 (the Article 208 after the amendments)</b></p>	<p>The president shall be accountable to the Board of Directors and shall perform the following functions and powers:</p> <p>(1) take charge of the daily operation and management of the Bank, organise the implementation of the resolutions of the Board of Directors and report the work to the Board of Directors;</p> <p>(2) submit annual business plans and investment proposals to the Board of Directors and organize the implementation upon approval by the Board of Directors;</p> <p>(3) draft proposals on the establishment of the Bank’s internal management entities;</p> <p>(4) draft the Bank’s basic management system;</p> <p>(5) formulate the Bank’s specific regulations;</p> <p>(6) propose to the Board of Directors to engage or dismiss the vice presidents and other members of senior management;</p> <p>(7) engage or dismiss persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the Board of Directors;</p> <p>(8) authorize members of senior management of the Bank and persons in charge of internal departments and branches to conduct operational activities;</p>	<p>The president shall be accountable to the Board of Directors and shall perform the following functions and powers:</p> <p>(1) take charge of the daily operation and management of the Bank, organise the implementation of the resolutions of the Board of Directors and report the work to the Board of Directors;</p> <p>(2) submit annual business plans and investment proposals to the Board of Directors and organize the implementation upon approval by the Board of Directors;</p> <p>(3) draft proposals on the establishment of the Bank’s internal management entities;</p> <p>(4) draft the Bank’s basic management system;</p> <p>(5) formulate the Bank’s specific regulations;</p> <p>(6) propose to the Board of Directors to engage or dismiss the vice presidents <b>and other</b> members of senior management <b>affirmed by the regulatory authority</b>;</p> <p>(7) engage or dismiss persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the Board of Directors;</p> <p>(8) authorize members of senior management of the Bank and persons in charge of internal departments and branches to conduct operational activities;</p>	<p>(1) To make amendment in accordance with the Clause 1 of the Article 49 of the Company Law;</p> <p>(6) To make amendment for improvement according to the situations of the Bank, and shall be consistent with the statement in the Article 196 of the amended Articles.</p>



Article Involved	Original Article	Amended Article	Basis of Amendment
	<p>(9) draw up the Bank's proposals on annual financial budgets and final accounts, the Bank's profit distribution proposal, tax loss carry forward proposal, plans for increase or reduction of registered capital, issue and listing of bonds or negotiable securities, and put forward the proposals to the Board of Directors;</p> <p>(10) review and approve general connected transactions;</p> <p>(11) decide on the appointment and dismissal of the Bank's staff, and approve proposals on wages, benefits, rewards and punishment;</p> <p>(12) formulate plans on emergency treatment and risk prevention; adopt emergency measures when any major emergency arises and promptly report them to the Board of Directors, the Board of Supervisors and the banking regulatory authority; and</p> <p>(13) other powers and rights conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities, the Articles and by the Board of Directors.</p>	<p>(9) draw up the Bank's proposals on annual financial budgets and final accounts, the Bank's profit distribution proposal, tax loss carry forward proposal, plans for increase or reduction of registered capital, issue and listing of bonds or negotiable securities, and put forward the proposals to the Board of Directors;</p> <p>(10) review and approve general connected transactions;</p> <p>(11) decide on the appointment and dismissal of the Bank's staff, and approve proposals on wages, benefits, rewards and punishment;</p> <p>(12) formulate plans on emergency treatment and risk prevention; adopt emergency measures when any major emergency arises and promptly report them to the Board of Directors, the Board of Supervisors and the banking regulatory authority; and</p> <p>(13) other powers and rights conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities, the Articles and by the Board of Directors.</p>	

Article Involved	Original Article	Amended Article	Basis of Amendment
<p><b>The Original Article 215 (the Article 216 after the amendments)</b></p>	<p>The supervisors of the Bank shall be assumed by shareholders' representatives, external supervisors and representatives of the employees.</p> <p>The proportion of supervisors overseeing the representative of employees (the "Employee Representative Supervisors") and the number of external supervisors shall, when taken together, be no less than one-third of the total number of supervisors.</p> <p>Shareholder representative supervisors (the "Shareholder Supervisors") shall be nominated by the Board of Supervisors and the Proposing Shareholders. External supervisors shall be nominated by the Board of Supervisors and shareholder(s) who individually or jointly hold 1% or more of the Bank's shares with voting rights. Employee Representative Supervisors shall be nominated by the Board of Supervisors and the labor union of the Bank.</p>	<p><del>The supervisors of the Bank shall be assumed by shareholders' representatives, external supervisors and representatives of the employees.</del> <b>The supervisors of the Bank include the shareholder supervisors, employee representative supervisors and external supervisors, among which, the</b> The proportion of the employee representative supervisors and the number of external supervisors shall, when taken together, be no less than <b>one-third</b> of the total number of supervisors.</p> <p><del>The Shareholder representative supervisors (the "shareholder supervisors")</del> shall be nominated by the Board of Supervisors and the Proposing Shareholders. External supervisors shall be nominated by the Board of Supervisors and shareholder(s) who individually or jointly hold <del>1%</del> <b>one hundredth</b> or more of the Bank's shares with voting rights. Employee Representative Supervisors shall be nominated by the Board of Supervisors and the labor union of the Bank.</p>	<p>To make amendment for improvement of the statement of the article in accordance with the Article 5 of the Working Guidelines of Board of Supervisors of Commercial Banks.</p>
<p><b>The Original Article 218 (the Article 219 after the amendments)</b></p>	<p>The term of office of each supervisor shall be three (3) years. Before the expiry of the supervisor's term of office, the shareholders' general meeting and employee representative meeting shall not dismiss any supervisor without any reason. Shareholder Supervisors and external supervisors shall be elected, dismissed or replaced by the shareholders' general meeting; and Employee Representative Supervisors shall be elected, dismissed or replaced by employee representative meeting or through any other democratic manner.</p> <p>Upon expiry of the supervisor's term of office, the supervisor can be re-elected and reappointed. However, the cumulative term of office for external supervisors shall not exceed six (6) years.</p>	<p>The term of office of each supervisor shall be <b>three (3)</b> years. Before the expiry of the supervisor's term of office, <del>the shareholders' general meeting and employee representative meeting</del> <b>the Bank</b> shall not dismiss any supervisor without any reason. Shareholder Supervisors and external supervisors shall be elected, dismissed <del>or</del> <b>and</b> replaced by the shareholders' general meeting; and Employee Representative Supervisors shall be elected, dismissed or replaced by employee representative meeting or through any other democratic manner.</p> <p>Upon expiry of the supervisor's term of office, the supervisor can be re-elected and reappointed. However, the cumulative term of office for external supervisors shall not exceed <b>six (6)</b> years.</p>	<p>To make amendment for improvement of the statement of the article in accordance with the requirement of the Article 59 of the Guidelines on Corporate Governance of Commercial Banks.</p>

Article Involved	Original Article	Amended Article	Basis of Amendment
<p><b>The Original Article 221 (the Article 222 after the amendments)</b></p>	<p>Any supervisor shall attend at least two-thirds of the meetings of the Board of Supervisors meetings in person each year. If a supervisor cannot attend the meeting due to some reason, he/she may entrust another supervisor in writing to attend on his/her behalf, but one (1) supervisor shall not act on behalf of more than two (2) supervisors at the same Board of Supervisors' meeting.</p> <p>The proxy letter shall state the name of the proxy, the matters to be delegated, scope of authority, validity period and shall be signed by the appointer or affixed with a seal. The supervisor attending the meeting on behalf of another supervisor shall exercise the right of the supervisor within the scope of his/her authorization. If a supervisor does not attend the Board of Supervisors' meeting and fails to appoint a proxy to attend the meeting on his/her behalf, that supervisor shall be deemed to have waived his/her voting rights at that meeting.</p> <p>A supervisor who fails to attend a Board of Supervisors' meeting in person and also fails to appoint a proxy on his/her behalf shall assume legal liabilities in connection with any resolutions passed at the meetings of Board of Supervisors.</p>	<p>Any supervisor shall attend at least <b>two-thirds</b> of the meetings of the Board of Supervisors meetings in person each year. If a supervisor cannot attend the meeting <b>in person</b> due to some reason, he/she may entrust another supervisor in writing to attend on his/her behalf, but <b>one</b> (1) supervisor shall not act on behalf of more than <b>two</b> (2) supervisors at the same Board of Supervisors' meeting.</p> <p>The proxy letter shall state the name of the proxy, the matters to be delegated, scope of authority, validity period and shall be signed by the appointer or affixed with a seal. The supervisor attending the meeting on behalf of another supervisor shall exercise the right of the supervisor within the scope of his/her authorization. If a supervisor does not attend the Board of Supervisors' meeting and fails to appoint a <del>proxy</del> <b>other supervisors</b> to attend the meeting on his/her behalf, that supervisor shall be deemed to have waived his/her voting rights at that meeting.</p> <p>A supervisor who fails to attend a Board of Supervisors' meeting in person and also fails to appoint a proxy on his/her behalf shall assume legal liabilities in connection with any resolutions passed at the meetings of Board of Supervisors.</p>	<p>To make amendment for improvement of the statement of the article in accordance with Article 62 of the Guidelines on Corporate Governance of Commercial Banks.</p>

Article Involved	Original Article	Amended Article	Basis of Amendment
<b>The Original Article 223 (the Article 224 after the amendments)</b>	If the supervisor fails to attend the meeting of the Board of Supervisors either in person or entrust other supervisors to attend on his/her behalf two (2) times consecutively, or attends less than two-thirds of the total number of meetings of the Board of Supervisors in person within one (1) year, the supervisor shall be deemed incapable of performing their duty, and the Board of Supervisors shall make a proposal either to the shareholders' general meeting or employee representative meeting (or through another democratic manner) to dismiss such supervisor.	If the supervisor fails to attend the meeting of the Board of Supervisors either in person or entrust other supervisors to attend on his/her behalf <u>two (2) times consecutively, or should a supervisor fail to attend at least two-thirds of meetings of the Board of Supervisors in person in one year,</u> or attends less than two-thirds of the total number of meetings of the Board of Supervisors in person within one (1) year, the supervisor shall be deemed incapable of performing their duty, and the Board of Supervisors shall make a proposal either to the shareholders' general meeting or employee representative meeting (or through another democratic manner) to dismiss such supervisor.	To make corresponding amendment in accordance with the requirement of the Article 62 of the Guidelines on Corporate Governance of Commercial Banks.
<b>Article 234</b>	The Board of Supervisors shall make an assessment report on the external supervisors to be reviewed and approved by the shareholders' general meetings, and this report shall, as a minimum standard, contain the number of times the external supervisors have attended meetings of the Board of Supervisors, details regarding the organization or participation by the external supervisors in inspections, details on the extent of which the external supervisors have carried out their supervisory duties, etc..	(The article is deleted)	To delete the article in accordance with the Article 98 of the Guidelines on Corporate Governance of Commercial Banks, which requires "the board of supervisors to inform the shareholders' general meeting of the comprehensive evaluation results of the performance of directors and supervisors", that is the results of the performance evaluation of all supervisors, including external supervisors.
<b>Article 240</b>	The Board of Supervisors shall consist of nine (9) supervisors.	<u>The number of members of the Board of Supervisors shall be nine to eleven.</u> The Board of Supervisors shall consist of nine (9) supervisors.	To make amendment for improvement in accordance with the Article 5 of the Working Guidelines of Board of Supervisors of Commercial Banks, combining with the actual situations of the Bank.

Article Involved	Original Article	Amended Article	Basis of Amendment
<p><b>Article 243</b></p>	<p>The Board of Supervisors shall exercise the following powers according to law:</p> <p>(1) to review the regular reports prepared by the Board of Directors and provide written reviews;</p> <p>(2) to supervise the performance by the Board of Directors and the members of senior management of their duties;</p> <p>(3) to supervise the due diligence of the directors, the chairman of the Board of Directors and the members of senior management and ensuring that in executing their duties they do not commit acts violating the laws, administrative rules or the Articles;</p> <p>(4) to conduct exit audits on directors and members of senior management when necessary;</p> <p>(5) to require directors and members of senior management to rectify any acts which are detrimental to the interests of the Bank;</p> <p>(6) to inspect and supervise the financial activities of the Bank;</p> <p>(7) to carry out supervisory inspections on matters such as the business decision-making, risk management and internal controls of the Bank, and to supervise the rectification of mistakes;</p> <p>(8) to propose the dismissal of or to initiate lawful legal proceedings against directors and members of senior management who violate the laws, administrative regulations, the Articles or resolutions of the shareholders' general meeting;</p> <p>(9) to propose convening extraordinary shareholders' general meetings, and to convene and preside over shareholders' general meetings when the Board of Directors fails to perform this duty in accordance with the Company Law;</p>	<p>The Board of Supervisors shall exercise the following powers according to law:</p> <p>(1) to review the regular reports prepared by the Board of Directors and provide written reviews;</p> <p>(2) to supervise the performance by the Board of Directors and the members of senior management of their duties;</p> <p>(3) to supervise the due diligence of the directors, the chairman of the Board of Directors and the members of senior management and ensuring that in executing their duties they do not commit acts violating the laws, administrative rules or the Articles;</p> <p>(4) to conduct exit audits on directors and members of senior management when necessary;</p> <p>(5) to require directors and members of senior management to rectify any acts which are detrimental to the interests of the Bank;</p> <p>(6) to inspect and supervise the financial activities of the Bank;</p> <p>(7) to carry out supervisory inspections on matters such as the <b>capital management</b>, business decision-making, risk management and internal controls of the Bank, and to supervise the rectification of mistakes;</p> <p>(8) to propose the dismissal of or to initiate lawful legal proceedings against directors and members of senior management who violate the laws, administrative regulations, the Articles or resolutions of the shareholders' general meeting;</p> <p>(9) to propose convening extraordinary shareholders' general meetings, and to convene and preside over shareholders' general meetings when the Board of Directors fails to perform this duty in accordance with the Company Law;</p>	<p>To make amendment for improvement in accordance with Article 115 of the Capital Management Rules for Commercial Banks.</p>

Article Involved	Original Article	Amended Article	Basis of Amendment
	<p>(10) to raise proposals before shareholders' general meetings;</p> <p>(11) to propose convening interim meetings of the Board of Directors;</p> <p>(12) to examine financial information such as financial reports, business reports and profit distribution plans proposed to be submitted to the shareholders' general meeting by the Board of Directors, to conduct investigations if there are any doubts or irregularities in relation to the operations of the Bank, and to engage professionals from accountant firms or law firms etc. if necessary to assist its duties at the expenses of the Bank;</p> <p>(13) to make proposals regarding the remuneration of the supervisors; and</p> <p>(14) to exercise any other powers conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities, and the shareholders' general meetings.</p>	<p>(10) to raise proposals before shareholders' general meetings;</p> <p>(11) to propose convening interim meetings of the Board of Directors;</p> <p>(12) to examine financial information such as financial reports, business reports and profit distribution plans proposed to be submitted to the shareholders' general meeting by the Board of Directors, to conduct investigations if there are any doubts or irregularities in relation to the operations of the Bank, and to engage professionals from accountant firms or law firms etc. if necessary to assist its duties at the expenses of the Bank;</p> <p>(13) to make proposals regarding the remuneration of the supervisors; and</p> <p>(14) to exercise any other powers conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities, and the shareholders' general meetings.</p>	
Article 246	<p>The Board of Supervisors shall discuss official business through the meetings of the Board of Supervisors. The meetings of Board of Supervisors consist of regular meetings and interim meetings, and either type of meeting shall be convened and presided over by the chairman of the Board of Supervisors.</p> <p>The procedures for convening the meetings for the Board of Supervisors may take reference to the procedures stated in the Articles regarding the convening of meetings for the Board of Directors.</p>	<p><del>The Board of Supervisors shall discuss official business through the meetings of the Board of Supervisors.</del> The meetings of Board of Supervisors consist of regular meetings and interim meetings, and either type of meeting shall be convened and presided over by the chairman of the Board of Supervisors.</p> <p><del>The procedures for convening the meetings for the Board of Supervisors may take reference to the procedures stated in the Articles regarding the convening of meetings for the Board of Directors</del> <b><u>be held on-site or via conference call, video conference or written resolutions. Supervisors who attend the on-site meeting of the Board of Supervisors via telephone, video or other electronic means shall be regarded as attending the meeting in person.</u></b></p>	To make amendment in accordance with the requirements of the Article 29 of the Guidelines on Corporate Governance of Commercial Banks and A.1.7 of Appendix 14 to the Listing Rules.

Article Involved	Original Article	Amended Article	Basis of Amendment
Article 252	<p>Aside from the duties and powers stated in the laws, administrative rules and the Articles, the Board of Supervisors shall focus on the following matters:</p> <p>(1) to supervise the Board of Directors in establishing a sound business philosophy, normative values, and guidance in line with the Bank's development strategies; regularly evaluate and make a report on the scientificity, reasonableness and effectiveness of the Bank's development strategies formulated by the Board of Directors;</p> <p>(2) to supervise the work performance, financial activities, internal control, risk management, etc. of the Board of Directors and members of senior management;</p> <p>(3) to supervise the selection procedures of directors; to make a comprehensive evaluation of the work performance of directors, supervisors and members of senior management;</p> <p>(4) to supervise and ensure that the Bank's remuneration systems and policies and the remuneration proposals for the members of senior management are scientific and rational; and</p> <p>(5) to regularly communicate with the banking regulatory authority regarding the Bank's circumstances.</p>	<p>Aside from the duties and powers stated in the laws, administrative rules and the Articles, the Board of Supervisors shall focus on the following matters:</p> <p>(1) to supervise the Board of Directors in establishing a sound business philosophy, normative values, and guidance in line with the Bank's development strategies; <b><u>to supervise the development and implementation of developmental strategies of the Bank</u></b> regularly evaluate and make a report on the scientificity, reasonableness and effectiveness of the Bank's development strategies formulated by the Board of Directors;</p> <p>(2) to supervise the work performance, financial activities, internal control, risk management, etc. of the Board of Directors and members of senior management;</p> <p>(3) to supervise the selection procedures of directors; to make a comprehensive evaluation of the work performance of directors, supervisors and members of senior management;</p> <p><b><u>(4) to supervise the independent directors' independent opinions on relevant matters;</u></b></p> <p><del>(5)</del> to supervise and ensure that the Bank's remuneration systems and policies and the remuneration proposals for the members of senior management are scientific and rational; and</p> <p><del>(5)</del> to regularly communicate with the banking regulatory authority regarding the Bank's circumstances.</p>	<p>(1) To make amendment for improvement in accordance with the Article 76 of the Guidelines on Corporate Governance of Commercial Banks;</p> <p>(4) To newly add in accordance with Article 23 of the Working Guidelines of Board of Supervisors of Commercial Banks;</p> <p>The content of original Article 7 was moved to Article 259;</p> <p>The original Article 8 is the provision of original "Guidelines on Corporate Governance of Joint-stock Commercial Banks", which was abolished in 2013.</p>

Article Involved	Original Article	Amended Article	Basis of Amendment
	<p>If the Board of Supervisors discovers that problems exist with the way the Board of Directors and the members of senior management are making and implementing of significant financial decisions, the Board of Supervisors shall instruct the Board of Directors to rectify its decision making. When necessary, the Board of Supervisors may report the problematic behavior to the banking regulatory authority.</p> <p>When the Board of Supervisors detects any abnormal trading volatility in the Bank, it shall make enquiries of the Board of Directors or the members of senior management.</p>	<p><del>If the Board of Supervisors discovers that problems exist with the way the Board of Directors and the members of senior management are making and implementing of significant financial decisions, the Board of Supervisors shall instruct the Board of Directors to rectify its decision making. When necessary, the Board of Supervisors may report the problematic behavior to the banking regulatory authority.</del></p> <p><del>When the Board of Supervisors detects any abnormal trading volatility in the Bank, it shall make enquiries of the Board of Directors or the members of senior management.</del></p>	
<p><b>Article 257</b></p>	<p>The profit distribution proposals drawn up by the Board of Directors shall be submitted to the Board of Supervisors in advance for examination, and the Board of Supervisors shall provide feedback within five (5) working days of receipt. If the Board of Supervisors fails to provide feedback within the specified period, the proposal shall be deemed to be approved.</p>	<p>The profit distribution proposals drawn up by the Board of Directors shall be submitted to the Board of Supervisors in advance for examination. <b><u>The Board of Supervisors shall review the profit distribution proposals of the Bank and provide opinions on the compliance and rationality of the profit distribution proposals.</u></b> and the Board of Supervisors shall provide feedback within five (5) working days of receipt. If the Board of Supervisors fails to provide feedback within the specified period, the proposal shall be deemed to be approved.</p>	<p>To make amendment for improvement in accordance with the Article 29 of the Working Guidelines of Board of Supervisors of Commercial Banks.</p>



Article Involved	Original Article	Amended Article	Basis of Amendment
<p><b>Article 259</b></p>	<p>If the Board of Supervisors discovers that the Board of Directors or the members of senior management have acted in violation of the laws, administrative regulations, departmental rules and the Articles etc., it shall make proposals to punish the responsible persons and promptly issue a notice stipulating correctional measures to be undertaken within a specified period. The Board of Directors or the senior management shall promptly undertake the specified punishment or correctional measures and make a written report to the Board of Supervisors.</p> <p>If the Board of Directors and the members of senior management refuse or delay to adopt the punishment and correctional measures, the Board of Supervisors shall have the right to report it to the shareholders' general meeting or propose the convening of an extraordinary general meeting. When necessary, the Board of Supervisors may report the conduct to the banking regulatory authority.</p>	<p><u><b>If the Board of Supervisors discovers that the Board of Directors, the senior management and its members have acted in violation of the laws, regulations, administrative rules or the Articles of Association of the Bank, it shall require the rectification within a specified period, and suggest that any responsible persons shall be penalized. If there are problems in important financial decision-making and implementation, the Board of Supervisors shall order the rectification. The Board of Supervisors may report to the banking regulatory authorities when necessary.</b></u> <del>If the Board of Supervisors discovers that the Board of Directors or the members of senior management have acted in violation of the laws, administrative regulations, departmental rules and the Articles etc., it shall make proposals to punish the responsible persons and promptly issue a notice stipulating correctional measures to be undertaken within a specified period. The Board of Directors or the senior management shall promptly undertake the specified punishment or correctional measures and make a written report to the Board of Supervisors.</del></p> <p><del>If the Board of Directors and the members of senior management refuse or delay to adopt the punishment and correctional measures, the Board of Supervisors shall have the right to report it to the shareholders' general meeting or propose the convening of an extraordinary general meeting. When necessary, the Board of Supervisors may report the conduct to the banking regulatory authority.</del></p>	<p>To make amendment for improvement in accordance with the requirements of the Article 25 and the Article 32 of the Working Guidelines of Board of Supervisors of Commercial Banks.</p>

Article Involved	Original Article	Amended Article	Basis of Amendment
Article 262	The Board of Supervisors shall make resolutions regarding the matters to be resolved at the meeting. Unless the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles provide stipulations to the contrary, a resolution at the Board of Supervisors' meeting shall be adopted if it is approved by two-thirds of all supervisors. Supervisors present at the meeting shall sign on the resolutions and shall be responsible for the resolutions. However, a supervisor may be exempted from such liability if there is proof that the supervisor had objected during voting and the objection has been recorded in the meeting minutes.	The Board of Supervisors shall make resolutions regarding the matters to be resolved at the meeting. Unless the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities <del>and the Articles</del> provide stipulations to the contrary, a resolution at the Board of Supervisors' meeting shall be adopted if it is approved by <u>two-thirds</u> of all supervisors. Supervisors present at the meeting shall sign on the resolutions and shall be responsible for the resolutions. However, a supervisor may be exempted from such liability if there is proof that the supervisor had objected during voting and the objection has been recorded in the meeting minutes.	Amendment for improvement
Article 266	The decisions, resolutions and minutes of the meetings of the Board of Supervisors shall be submitted to and filed with the relevant regulatory authorities according to the relevant requirements.	The <del>decisions</del> , resolutions and minutes of the meetings of the Board of Supervisors shall be submitted to and filed with the relevant regulatory authorities according to the relevant requirements.	Amendment for improvement
Article 328	The Bank shall establish an internal audit system and set up an independent internal audit management system as well as a suitable internal audit reporting system with reporting mechanisms and professional audit personnel to undertake internal auditing and supervision of the Bank's financial income and expenditures and economic activities.	The Bank shall establish an internal audit system and set up an independent internal audit management system as well as a suitable internal audit reporting system with reporting mechanisms and professional audit personnel to <del>undertake internal auditing and supervision of the Bank's financial income and expenditures and economic activities</del> <u>implement independent supervision, evaluation and provide advice on the Bank's financial income and expenditures, business activities, risk management, internal control compliance and corporate governance effectiveness.</u>	To make amendment in accordance with the Article 3 of the Regulations of the Audit Office on Internal Auditing and the Article 3 of the Guidelines on Internal Audit of Commercial Banks.

Article Involved	Original Article	Amended Article	Basis of Amendment
Article 329	<p>The internal audit system and the duties of the audit personnel shall be implemented upon approval by the Board of Directors. The head of audit shall be responsible to and shall report to the Board of Directors and the audit committee.</p> <p>The Bank shall formulate the Internal Auditing Charter, medium and long term audit plans, internal audit work management regulations and annual internal audit work plans, and shall be implemented upon approval by the Board of Directors. Internal audit work shall be independent from operation and management and risk-oriented so as to ensure objectivity and fairness. The internal audit department shall regularly report to the Board of Directors and the members of senior management on the progress of audit work.</p>	<p>The internal audit system and the duties of the audit personnel shall be implemented upon approval by the Board of Directors. The head of audit shall be responsible to and shall report to the Board of Directors and the audit committee.</p> <p>The Bank shall formulate the Internal Auditing Charter, medium and long term audit plans, internal audit work management regulations and annual internal audit work plans, and shall be implemented upon approval by the Board of Directors. Internal audit work shall be independent from <b>business operations, risk management and internal control compliance, and evaluate the effectiveness of the performance of above duties.</b> <del>operation and management and risk-oriented so as to ensure objectivity and fairness.</del> The internal audit department shall regularly report to the Board of Directors and the members of senior management on the progress of audit work.</p>	To make amendment in accordance with Article 5 of the Guidelines on Internal Audit of Commercial Banks.
Article 378	<p>Interpretation</p> <p>(1) The “controlling shareholder(s)” herein shall refer to the person(s) satisfying any of the following conditions:</p> <p>(i) the person may elect more than half of the directors when acting alone or in concert with others;</p> <p>(ii) the person may exercise or control the exercise of more than 30% of the total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iii) the person holds more than 30% of total voting shares of the Bank when acting alone or in concert with others; or</p> <p>(iv) the person may de facto control the Bank in any other manner when acting alone or in concert with others.</p>	<p>Interpretation</p> <p>(1) The “controlling shareholder(s) <b>of the Bank</b>” herein shall refer to the person(s) satisfying any of the following conditions:</p> <p>(i) the person may elect more than half of the directors when acting alone or in concert with others;</p> <p>(ii) the person may exercise or control the exercise of more than <del>30%</del><b>thirty percent</b> of the total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iii) the person holds more than <del>30%</del><b>thirty percent</b> of total voting shares of the Bank when acting alone or in concert with others; or</p> <p>(iv) the person may de facto control the Bank in any other manner when acting alone or in concert with others.</p>	To make amendment for improvement in accordance with the requirements of the Article 9 of the Interim Measures on Equity Management of Commercial Banks.

Article Involved	Original Article	Amended Article	Basis of Amendment
	<p>The term “acting in concert” herein means two or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p> <p>(2) “De facto controller” herein means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p> <p>(3) “Substantial shareholders” herein means the shareholder who can directly, indirectly, or jointly hold or control 5% or more of the shares or voting rights of the Bank and have a significant impact upon the decision-making of the Bank.</p>	<p>The term “acting in concert” herein means <b>two</b> or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p> <p>(2) “De facto controller <b>of the Bank</b>” herein means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p> <p>(3) “Substantial shareholders” herein means the shareholder who can directly, indirectly, or jointly hold or control <b>5% five percent</b> or more of the shares or voting rights of the Bank, <b>and have a significant impact upon the decision-making of the Bank or shareholders who hold less than five percent of the total capital or total shares, but exert a significant impact on the operation and management of the Bank.</b></p> <p><b><u>The “significant impact” in the preceding paragraph includes but is not limited to appointing directors, supervisors or senior management to the Bank, affecting through agreements or in other ways, the decision-making of finance, operation and management of the Bank, and other circumstances affirmed by the CBRC or its delegated authority.</u></b></p>	

Article Involved	Original Article	Amended Article	Basis of Amendment
	<p>(4) “Executive director” herein means a director holding other senior operation and management positions in addition to holding directorship of the Bank; “non-executive Director” means a director of the Bank who does not hold a senior operation and management position; “Independent Director” means a director who does not hold other positions in the Bank other than a directorship and who has no relationship with the Bank or its substantial shareholders that may affect their independent and objective judgment.</p> <p>(5) “Cumulative voting system” herein means at the shareholders’ general meeting where director(s) or supervisor(s) is/are elected, each share shall have the same number of voting rights as the number of director(s) or supervisor(s) to be elected. Shareholders’ voting rights may be exercised collectively.</p> <p>(6) In the Articles, the specific criteria for the words “important” and “major” as used in the expressions “important legal entities”, “major mergers and acquisitions”, “major external investments”, “major asset acquisitions”, “major asset disposals”, “major asset write-off” and “major external guarantees”, shall be determined by the specific authority granted by the shareholders’ general meeting to the Board of Directors and by the Board of Directors to the president.</p>	<p>(4) “Executive director” herein means a director holding other senior operation and management positions in addition to holding directorship of the Bank; “non-executive Director” means a director of the Bank who does not hold a senior operation and management position; “Independent Director” means a director who does not hold other positions in the Bank other than a directorship and who has no relationship with the Bank or its substantial shareholders that may affect their independent and objective judgment.</p> <p>(5) “Cumulative voting system” herein means at the shareholders’ general meeting where director(s) or supervisor(s) is/are elected, each share shall have the same number of voting rights as the number of director(s) or supervisor(s) to be elected. Shareholders’ voting rights may be exercised collectively.</p> <p>(6) In the Articles, the specific criteria for the words “important” and “major” as used in the expressions “important legal entities”, “major mergers and acquisitions”, “major external investments”, “major asset acquisitions”, “major asset disposals”, “major asset write-off” and “major external guarantees”, shall be determined by the specific authority granted by the shareholders’ general meeting to the Board of Directors and by the Board of Directors to the president.</p>	
Article 379	The Articles shall be written in Chinese. Should there be any inconsistency between the Articles written in another language or provided in other versions, the latest Chinese version approved and registered by Anhui (PRC) Administration for Industry & Commerce shall prevail.	The Articles shall be written in Chinese. Should there be any inconsistency between the Articles written in another language or provided in other versions, the latest Chinese version approved and registered <b>filed with</b> Anhui (PRC) Administration for Industry & Commerce shall prevail.	Changes in laws and regulations
Article 382	After approval by the banking regulatory authority and after consideration and approval by the shareholders’ general meeting, the Articles shall become effective from the date of public offering of the H-shares of the Bank on the Hong Kong Stock Exchange.	<b>The Articles shall become effective from the date of</b> approval by the banking regulatory authority and after consideration and approval by the shareholders’ general meeting; <del>the Articles shall become effective from the date of public offering of the H-shares of the Bank on the Hong Kong Stock Exchange.</del>	Changes in facts

Save for the proposed amendments, the contents of other articles of the Articles remain unchanged. If the numbering of any article of the Articles is affected as a result of the proposed amendments, the numbering of the articles of the existing Articles shall be adjusted accordingly, and the cross references to the numbering of relevant articles of the Articles shall be changed accordingly.

The proposed amendments to the Articles are prepared in Chinese, and translated into English. In the event of any discrepancy between the English translation and the Chinese version of the Articles, the Chinese version shall prevail.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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### Huishang Bank Corporation Limited\* 徽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: 3698 and 4608 (Preference Shares))

#### NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2018 first extraordinary general meeting (the “EGM”) of Huishang Bank Corporation Limited\* (the “**Bank**”) will be held at 9:00 a.m. on Wednesday, November 28, 2018 at the Hall, 11/F of the Bank, Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, the PRC. Details are as follows:

#### ORDINARY RESOLUTIONS

1. to consider and approve the election rules for Directors at the general meeting;
2. to consider and approve the election rules for Supervisors at the general meeting;
3. election of the executive Directors of the fourth session of the Board of Directors of the Bank, including:
  - (a) election of Mr. Wu Xuemin as an executive Director;
  - (b) election of Mr. Zhang Renfu as an executive Director;
  - (c) election of Mr. Ci Yaping as an executive Director;
4. election of the non-executive Directors of the fourth session of the Board of Directors of the Bank, including:
  - (a) election of Mr. Zhu Yicun as a non-executive Director;
  - (b) election of Mr. Qian Li as a non-executive Director;
  - (c) election of Mr. Wu Tian as a non-executive Director;
  - (d) election of Mr. Qian Dongsheng as a non-executive Director;
  - (e) election of Mr. Gao Yang as a non-executive Director;
  - (f) election of Mr. Wang Wenjin as a non-executive Director;
  - (g) election of Mr. Zhao Zongren as a non-executive Director;

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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5. election of the independent non-executive Directors of the fourth session of the Board of Directors of the Bank, including:
  - (a) election of Ms. Zhou Yana as an independent non-executive Director;
  - (b) election of Mr. Dai Peikun as an independent non-executive Director;
  - (c) election of Mr. Yin Jianfeng as an independent non-executive Director;
  - (d) election of Ms. Huang Aiming as an independent non-executive Director;
  - (e) election of Mr. Hu Jun as an independent non-executive Director;
  - (f) election of Mr. Liu Zhiqiang as an independent non-executive Director;
6. election of the Shareholder representative Supervisors of the fourth session of the Board of Supervisors of the Bank, including:
  - (a) election of Mr. Chen Rui as a Shareholder representative Supervisor;
  - (b) election of Mr. Li Ruifeng as a Shareholder representative Supervisor;
  - (c) election of Ms. Hu Jing as a Shareholder representative Supervisor;
7. election of the external Supervisors of the fourth session of the Board of Supervisors of the Bank, including:
  - (a) election of Ms. Pan Shujuan as an external Supervisor;
  - (b) election of Mr. Yang Mianzhi as an external Supervisor;
  - (c) election of Ms. Dong Xiaolin as an external Supervisor;
8. to consider and approve the resolution on the establishment of an asset management subsidiary;



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## SPECIAL RESOLUTIONS

9. to consider and approve the resolution on amendments to the Articles of Association of the Bank; and
10. to consider and approve the resolution on the issuance of capital supplementary bonds.

By order of the Board  
**Huishang Bank Corporation Limited\***  
**Wu Xuemin**  
*Chairman*

Hefei, Anhui Province, the PRC  
October 13, 2018

*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 EGM 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](http://www.hkexnews.hk)) and the Bank ([www.hsbank.com.cn](http://www.hsbank.com.cn)) in accordance with the Listing Rules.
2. **Cumulative Voting System and the Arrangements of Election of Directors, Shareholder Representative Supervisors and External Supervisors**

Subject to Resolutions No. 1 and 2 of this Notice being passed at the EGM, Resolutions No. 3 to No. 7 of this Notice will be proceeded by way of cumulative voting.

The basic counting principle of the cumulative voting system is as follows: every Share of the Bank held by each Shareholder entitled to cast votes shall carry as many voting rights as the number of Directors or Supervisors of the same category to be elected under the same resolution, which means the total number of the votes each Shareholder is entitled in respect of the resolution equals the number of Shares of the Bank held by the Shareholder multiplied by the number of Directors or Supervisors of the same category to be elected under such resolution. The Shareholder may cast all votes in hand for one candidate, or cast votes for various candidates under the same resolution and the same category. The aggregate number of the votes of the Shareholder cast for the candidates shall not exceed the total number of the votes he/she holds in hand under the same resolution and otherwise shall be deemed invalid in respect of the resolution. In the event that the aggregate number of the votes of the Shareholder cast for all candidates under the same resolution is less than the total number of the votes he/she holds, the resultant differences shall be considered to abstain from voting and excluded from the number of actual valid votes.

Details of the implementation of the cumulative voting system in the election of the members of the fourth session of the Board of Directors and the election of the Shareholder representative Supervisors and the external Supervisors of the fourth session of the Board of Supervisors are set out in Appendix I and Appendix II to the circular of EGM despatched to the Shareholders on the same date of this notice.

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### 3. Closure of register of members and eligibility for attending and voting at the EGM

H Shareholders and Domestic Shareholders of the Bank are advised that the register of members of the Bank will close from Monday, October 29, 2018 to Wednesday, November 28, 2018 (both days inclusive), during which time no transfer of H Shares and Domestic Shares of the Bank will be effected and registered. Among which, in order to qualify for attending and voting at the EGM, H Shareholders must lodge 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 Friday, October 26, 2018.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Monday, October 29, 2018 are entitled to attend and vote at the EGM.

### 4. Reply slip

Shareholders intending to attend and vote at the EGM in person or by proxy should complete and lodge the accompanying reply slip and return it to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the address of the registered office and principal place of business in the PRC (for Domestic Shareholders) of the Bank on or before Thursday, November 8, 2018. The reply slip may be delivered by hand, by post or by fax to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the address of the registered office and principal place of business in the PRC (for Domestic Shareholders) of the Bank. Completion and return of the reply slip will not preclude the Shareholders from attending and voting at the EGM.

However, the failure to return the reply slip may result in an adjournment of the EGM, if the number of Shares carrying voting rights represented by the Shareholders proposing to attend the EGM by reply slip does not reach more than half of the total number of shares of the Bank carrying voting rights at the EGM.

### 5. Proxy

Every Shareholder who has the right to attend and vote at the EGM is entitled to appoint one or more proxies, whether or not they are members of the Bank, to attend and vote on his/her behalf at the EGM.

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his attorney duly authorized in writing. If the appointer is a legal person, the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing. In order to be valid, the instrument appointing a proxy and the power of attorney or other documents of authority (if any) under which it is signed, or a copy of such authority notarially certified, must be completed and returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the registered office and principal place of business in the PRC (for Domestic Shareholders) of the Bank no later than 24 hours before the time fixed for holding the EGM (i.e. before 9:00 a.m. on Tuesday, November 27, 2018 for the purpose of the EGM) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

### 6. Other businesses

(a) The EGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting shall bear their own traveling and accommodation expenses.

(b) 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 in the PRC of the Bank:

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

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*As at the date of this notice, the Board of the Bank comprises 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, Zhu Hongjun and Zhou Yana 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.*