



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))

Proxy Form for the 2018 First Extraordinary General Meeting

No. of shares to which this Proxy Form relates ^(note 1)	
No. of pledged shares in all domestic shares/H shares being held	
Percentage of pledged shares in all domestic shares/H shares being held	

I/We^(note 2) (Name) _____
of _____
being the registered holder(s) of _____ domestic shares/H shares^(note 3) of
RMB1.00 each in the share capital of Huishang Bank Corporation Limited* (the "Bank") hereby appoint the chairman of the Meeting
or^(note 4) (Name) _____
of _____

as my/our proxy to attend and act for me/us at the 2018 first extraordinary general meeting of the Bank (the "EGM") to be held at 9:00 a.m. on Wednesday, November 28, 2018 at the Hall, 11/F, Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, the People's Republic of China (the "PRC") (or at any adjournment of it) for the purposes of voting for me/us in respect of the resolutions as set out in the notice of the EGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
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	Cumulative Voting ^(note 6, 7 and 8)		
3(a)	Election of Mr. Wu Xuemin as an executive Director			
3(b)	Election of Mr. Zhang Renfu as an executive Director			
3(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	Cumulative Voting ^(note 6, 7 and 8)		
4(a)	Election of Mr. Zhu Yicun as a non-executive Director			
4(b)	Election of Mr. Qian Li as a non-executive Director			
4(c)	Election of Mr. Wu Tian as a non-executive Director			
4(d)	Election of Mr. Qian Dongsheng as a non-executive Director			
4(e)	Election of Mr. Gao Yang as a non-executive Director			
4(f)	Election of Mr. Wang Wenjin as a non-executive Director			
4(g)	Election of Mr. Zhao Zongren as a non-executive Director			
5.	Election of the independent non-executive Directors of the fourth session of the Board of Directors of the Bank	Cumulative Voting ^(note 6, 7 and 8)		
5(a)	Election of Ms. Zhou Yana as an independent non-executive Director			
5(b)	Election of Mr. Dai Peikun as an independent non-executive Director			
5(c)	Election of Mr. Yin Jianfeng as an independent non-executive Director			
5(d)	Election of Ms. Huang Aiming as an independent non-executive Director			
5(e)	Election of Mr. Hu Jun as an independent non-executive Director			
5(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	Cumulative Voting ^(note 6, 7 and 8)		
6(a)	Election of Mr. Chen Rui as a Shareholder representative Supervisor			
6(b)	Election of Mr. Li Ruifeng as a Shareholder representative Supervisor			
6(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	Cumulative Voting ^(note 6, 7 and 8)		
7(a)	Election of Ms. Pan Shujuan as an external Supervisor			
7(b)	Election of Mr. Yang Mianzhi as an external Supervisor			
7(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			
SPECIAL RESOLUTIONS		For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
9.	To consider and approve the resolution on amendments to the Articles of Association of the Bank			
10.	To consider and approve the resolution on the issuance of capital supplementary bonds			

Note: You should first review the Bank's notice and the circular of the EGM dated October 13, 2018 before appointing a proxy.

Date: _____, 2018

Signature(s):^(note 9) _____

Notes:

1. Please insert the number of shares of the Bank registered in your name(s) to which this Proxy Form relates. If a number is inserted, this Proxy Form will be deemed to relate only to those shares. If no number is inserted, the Proxy Form will be deemed to relate to all shares of the Bank registered in your name(s) (whether alone or jointly with others). For the avoidance of doubt, the shares in this form exclude the preference shares of the Bank.
 2. Please insert the full name(s) (Chinese or English) and address(es) as registered in the register of members of the Bank in **block letters**.
 3. Please insert the number of shares of the Bank registered in your name(s) and delete as appropriate.
 4. If any proxy other than the chairman of the EGM is preferred, please strike out the words “the chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. A Shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Bank. Any alteration made to this Proxy Form must be initiated by the person(s) who sign(s) it.
 5. **Important: If you wish to vote for any resolution, please put a tick in the box marked “FOR” or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked “AGAINST” or insert the number of shares held by you. If you wish to abstain from voting for any resolution, please put a tick in the box marked “ABSTAIN” or insert the number of shares held by you. If no indication, your proxy will be entitled to exercise his/her discretion or to abstain.** Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice of the EGM. The shares abstained will be counted in the calculation of the required majority.
 6. Note: If the resolution No. 1 of this Proxy Form is passed, the cumulative voting system will be applicable to the resolutions No. 3 to No. 5. If the resolution No. 2 of this Proxy Form is passed, the cumulative voting system will be applicable to the resolutions No. 6 to No. 7. Other resolutions will be voted on a “one-share-one-vote” basis.
 7. The “cumulative voting system” means that, in the election of Directors or Supervisors in the general meeting, the total number of votes to which you are entitled for each Share shall be equal to the number of Directors or Supervisors to be elected; the Shareholder may cast votes in a concentrated way or on different candidates in any combination. A candidate is elected when the number of votes in favor obtained by such candidate exceeds half of the total number of voting rights held by the Shareholders attending the EGM (based on the number of unaccumulated Shares). Please refer to Appendix I and Appendix II to the circular of the EGM dated October 13, 2018 of the Bank for specific rules.
 8. Set out below is an example illustrating the voting method using cumulative voting system in respect of the resolution No. 3. Please fill in your intention of voting in accordance with the following instructions:
 - (i) In relation to the resolution no. 3, for every share held by you, you will have the same number of voting rights which equals the number of executive Directors to be elected. For example, if you are holding 1 million shares of the Bank and three executive Directors are to be elected at the EGM, the aggregate number of votes which you will have will be 3 million (i.e. 1 million shares x 3 = 3 million voting shares) for resolution No. 3.
 - (ii) You may cast on every candidate for executive Director such votes which represent the same number of shares held by you; or cast all your votes which represent the total number of shares held by you multiplied by the total number of executive Directors to be elected on one candidate for executive Director. Please specify the number of votes cast for each of the three candidates for executive Director in the boxes marked “FOR”, “AGAINST” or “ABSTAIN”. For example, if you are holding 1 million shares of the Bank, the number of your votes regarding resolutions No. 3 is 3 million. You may choose to cast the 3 million votes equally among the three candidates for executive Directors (FOR, AGAINST or ABSTAIN); or to cast all your 3 million votes on one candidate (FOR, AGAINST or ABSTAIN); or cast 0.5 million votes to executive Director candidate A (FOR, AGAINST or ABSTAIN), 1 million votes to executive Director candidate B (FOR, AGAINST or ABSTAIN), 1.5 million votes to executive Director candidate C (FOR, AGAINST or ABSTAIN), etc.
 - (iii) If the total voting rights exercised by you on one candidate or several candidates for executive Directors in a concentrated way exceed the total voting rights to which you are entitled in respect of all the shares you hold, all your votes will become invalid and be regarded as abstain votes; if the total voting rights exercised by you on one candidate or several candidates for executive Directors in a concentrated way are less than the total votes to which you are entitled in respect of all the shares you hold, your votes are valid and the remaining votes will be regarded as abstain votes. For example, if you are holding 1 million shares of the Bank, the aggregate number of your votes regarding resolution No. 3 is 3 million: (1) if you fill in the “FOR” or “AGAINST” of “cumulative voting system” under the resolution for the election of executive Director candidate A with “3 million shares”, you have used up all the votes to which you are entitled, which results in you having no votes for the other candidates for executive Directors. Should you fill in the blanks under the resolutions for the election of executive Directors candidates B and C with any number of shares (other than 0), all your votes on resolution No. 3 will be invalid; or (2) if you fill in the “FOR” (or “AGAINST”) of “cumulative voting system” under the resolution for the election of executive Director candidate A with “1 million shares” and under the resolutions for the election of executive Directors candidates B and C with “0” or no number is inserted, the 1 million of votes cast by you are valid and the remaining 2 million of votes will be regarded as abstain votes.
 9. This Proxy Form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of its director or other attorney duly authorized to sign the same. In case of joint holders, this Proxy Form must be signed by the Shareholder whose name stands first in the register of members of the Bank.
 10. To be valid, for holders of H shares, this Proxy Form and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the H share registrar of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding of the EGM (i.e. before 9:00 a.m. on Tuesday, November 27, 2018). For holders of domestic shares, this Proxy Form and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Bank’s registered office and principal place of business in the PRC at Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, the PRC, postal code: 230001 (attention to the board office) not less than 24 hours before the time appointed for holding of the EGM.
 11. In case of joint shareholders of the Bank, only the person whose name stands first on the register of members may attend and vote at the EGM, either in person or by proxy.
 12. A Shareholder or his/her/its proxy should produce proof of identity when attending the EGM.
 13. Completion and return of this Proxy Form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.
- * *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.*