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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))**

### **ANNOUNCEMENT SOLICITATION OF NOMINATION OF CANDIDATES FOR DIRECTORS AND SUPERVISORS OF HUISSHANG BANK**

The terms of the third session of the board of directors (the “**Board**”) and the board of supervisors (the “**Board of Supervisors**”) of Huishang Bank Corporation Limited (the “**Bank**”) have expired. To successfully accomplish the re-election for the Board and the Board of Supervisors, the Bank currently proposes to solicit candidates for directors of the fourth session of the Board, as well as shareholder representative supervisors and external supervisors of the fourth session of the Board of Supervisors pursuant to the relevant requirements of the Company Law of the People's Republic of China and the Articles of Association of Huishang Bank Corporation Limited (the “**Articles**”).

#### **I. SIZE AND COMPOSITION OF THE FOURTH SESSION OF THE BOARD AND THE FOURTH SESSION OF THE BOARD OF SUPERVISORS**

1. The fourth session of the Board will consist of 17 directors, including 4 executive directors, 7 non-executive directors and 6 independent non-executive directors.
2. The fourth session of the Board of Supervisors will consist of 9 supervisors, including 3 employee representative supervisors, 3 shareholder representative supervisors and 3 external supervisors. Among these 9 supervisors, the employee representative supervisors will be nominated by the Labor Union of the Bank and elected at the employee representative meeting(s) or through other democratic processes by the Bank, and are not subject to election and appointment at the shareholders' general meeting.

#### **II. NOMINATION PROCESS FOR CANDIDATES FOR DIRECTORS**

The nomination process for candidates for directors of the Bank is as follows:

##### **1. Candidates for Executive Directors and Non-executive Directors**

- (1) Pursuant to the requirements of relevant laws, regulations, legislative documents and the Articles, shareholder(s) who individually or in aggregate hold 3% or above of the total issued shares with voting rights of the Bank and the nomination and remuneration committee under the Board (the “**NRC**”) may nominate candidates for executive or non-executive directors. The nominators shall provide the requisite written materials including the biographical details of the candidates in accordance with the process of re-election before election and appointment of the candidates at the shareholders' general meeting.

- (2) Pursuant to the requirements of relevant laws, regulations, legislative documents and the Articles, shareholder(s) who nominate candidates for directors shall obtain consent from the nominees prior to the nomination, be fully aware of the nominees' various backgrounds, and be responsible for providing written materials including the biographical details of the nominated candidates to the Board. The nominated candidates shall also provide written undertakings to the Bank stating that they accept the nomination, ensure the truthfulness of the publicly disclosed information regarding themselves, and that they will perform their obligations as directors upon election.

## **2. Candidates for Independent Non-executive Directors**

Pursuant to the requirements of relevant laws, regulations, legislative documents and the Articles, shareholder(s) who individually or in aggregate hold 1% or above of the total issued shares with voting rights of the Bank and the NRC may nominate candidates for independent non-executive directors. The nominators shall provide the requisite written materials including the biographical details of the candidates in accordance with the process of re-election before election and appointment of the candidates at the shareholders' general meeting.

### **III. NOMINATION PROCESS FOR CANDIDATES FOR SUPERVISORS**

The nomination process for candidates for supervisors of the Bank is as follows:

#### **1. Shareholder Representative Supervisors**

Pursuant to the requirements of relevant laws, regulations, legislative documents and the Articles, shareholder(s) who individually or in aggregate hold 3% or above of the total issued shares with voting rights of the Bank and the nomination committee under the Board of Supervisors may nominate candidates for shareholder representative supervisors. The nominators shall provide the requisite written materials including the biographical details of the candidates in accordance with the process of re-election before election and appointment of the candidates at the shareholders' general meeting.

#### **2. External Supervisors**

Pursuant to the requirements of relevant laws, regulations, legislative documents and the Articles, shareholder(s) who individually or in aggregate hold 1% or above of the total issued shares with voting rights of the Bank and the Board of Supervisors may nominate candidates for external supervisors. The nominators shall provide the requisite written materials including the biographical details of the candidates in accordance with the process of re-election before election and appointment of the candidates at the shareholders' general meeting.

#### **IV. REVIEW OF THE QUALIFICATIONS AND CONDITIONS OF THE CANDIDATES FOR DIRECTORS AND SUPERVISORS**

The NRC and nomination committee under the Board of Supervisors will conduct a preliminary review on the qualifications and conditions of candidates for directors and supervisors (excluding employee representative supervisors). The qualified candidates shall be subject to examination and discussion by the Board or the Board of Supervisors. After the Board or the Board of Supervisors approved the candidates by resolution, written proposals of the candidates for directors and supervisors (excluding employee representative supervisors) shall be submitted to the shareholders' general meeting.

#### **V. THE NOMINATION REQUIREMENTS FOR CANDIDATES FOR DIRECTORS AND SUPERVISORS**

##### **1. Number of candidates**

Under the requirements of the Articles:

- (1) a shareholder and his/her/its connected person(s) cannot concurrently nominate candidates for both directors and supervisors;
- (2) a shareholder who has nominated executive and non-executive directors cannot simultaneously nominate independent non-executive directors;
- (3) the number of directors nominated by a shareholder and his/her/its connected person(s) cannot, in principle, exceed one-third (1/3) of the total number of members of the Board; and
- (4) in principle, the number of the supervisors nominated by a shareholder and his/her/its connected person(s) cannot exceed one-third (1/3) of the total number of members on the Board of Supervisors; and, in principle the same shareholder can only nominate one (1) candidate for external supervisor and cannot nominate candidates for both independent non-executive director and external supervisor.

##### **2. Nomination time and method**

- (1) Shareholders whose names appear on the register of members of the Bank on September 10, 2018, and are eligible are entitled to nominate candidates for directors and supervisors.
- (2) The nomination period is from September 10, 2018 to 5:00 p.m. on September 15, 2018.
- (3) The nomination documents that nominators are required to provide include:
  - a) letter of nomination of candidates for directors (Appendix 1) or letter of nomination of candidates for supervisors (Appendix 2);
  - b) copies of the identity documents of the nominees; and
  - c) resumes and relevant evidence of the nominees.

- (4) These nomination documents shall only be delivered either in person or by post. The original copies of the nomination materials shall be delivered to the below address before 5:00 p.m. on September 15, 2018, in order to be valid.
- (5) For nomination of candidates for directors, please contact: Office of the Board, 23/F, Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, China (Tel: (+86-551)65196958, (+86-551)62667806).
- (6) For nomination of candidates for supervisors, please contact: Office of the Board of Supervisors, 22/F, Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, China (Tel: (+86-551)65196949, (+86-551)65196950).

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

Hefei, Anhui Province, China  
September 10, 2018

*As at the date of this announcement, 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 Hong Kong Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking/deposit-taking business in Hong Kong.*

## Appendix 1

### Letter of Nomination of \_\_\_\_\_ as Candidate for [Executive/Non-executive/Independent Non-executive]<sup>#</sup> Director of the Fourth Session of the Board of Directors of Huishang Bank Corporation Limited (“Huishang Bank”)

I/We, as [shareholder(s) who individually or in aggregate hold 3% or above of the total issued shares with voting rights of Huishang Bank/shareholder(s) who individually or in aggregate hold 1% or above of the total issued shares with voting rights of Huishang Bank]<sup>#</sup>, hereby nominate \_\_\_\_\_ as candidate for [executive/non-executive/independent non-executive]<sup>#</sup> director of the fourth session of the board of directors of Huishang Bank. I/We am/are fully aware of the professional qualifications, education background, working experience and concurrent positions of the nominee and has obtained consent from the nominee prior to nomination. I/We consider that the nominee is qualified for the position of [executive/non-executive/independent non-executive]<sup>#</sup> director of Huishang Bank [and there is no relationship between the nominee and Huishang Bank that would affect his/her independence]<sup>^</sup>. I/We will provide the requisite proof of biographical details of the candidate for [executive/non-executive/independent non-executive]<sup>#</sup> director.

Nominator: \_\_\_\_\_

Date: \_\_\_\_\_

Encl.: Biographical details of the candidate for [executive/non-executive/independent non-executive]<sup>#</sup> director

Notes:

# Please delete whichever is not applicable

^ Only applicable to the nomination of candidate for independent non-executive director

## Appendix 2

### Letter of Nomination of \_\_\_\_\_ as Candidate for [Shareholder Representative/External]<sup>#</sup> Supervisor of the Fourth Session of the Board of Supervisors of Huishang Bank Corporation Limited (“Huishang Bank”)

I/We, as [shareholder(s) who individually or in aggregate hold 3% or above of the total issued shares with voting rights of Huishang Bank/shareholder(s) who individually or in aggregate hold 1% or above of the total issued shares with voting rights of Huishang Bank]<sup>#</sup>, hereby nominate \_\_\_\_\_ as candidate for [shareholder representative/external]<sup>#</sup> supervisor of the fourth session of the board of supervisors of Huishang Bank. I/We am/are fully aware of the professional qualifications, education background, working experience and concurrent positions of the nominee and has obtained consent from the nominee prior to nomination. I/We consider that the nominee is qualified for the position of [shareholder representative/external]<sup>#</sup> supervisor of Huishang Bank [and there is no relationship between the nominee and Huishang Bank that would affect his/her independence]<sup>^</sup>. I/We will provide the requisite proof of biographical details of the candidate for [shareholder representative/external]<sup>#</sup> supervisor.

Nominator: \_\_\_\_\_

Date: \_\_\_\_\_

Encl.: Biographical details of the candidate for [shareholder representative/external]<sup>#</sup> supervisor

<sup>#</sup> *Please delete whichever is not applicable*

<sup>^</sup> *Only applicable to the nomination of candidate for external supervisor*