



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)

Second Proxy Form for the 2014 Annual General Meeting

No. of shares to which this Second Proxy Form relates <small>(note 1)</small>	
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I/We (note 2) (Name) _____

of _____

being the registered holder(s) of _____ (note 3) Domestic shares/H shares 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) _____

of _____

as my/our proxy to attend and act for me/us at the annual general meeting of the Bank to be held at 9:00 a.m. on Friday, May 29, 2015 at the Hall, 11/F, Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, the People's Republic of China ("PRC") (the "AGM") (or at any adjournment of it) for the purposes of voting for me/us in respect of the resolutions as set out in the supplemental notice convening the AGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For <small>(note 5)</small>	Against <small>(note 5)</small>	Abstain <small>(note 5)</small>
1.	To consider and approve the work report of the Board of the Bank for 2014;			
2.	To consider and approve the work report of the Board of Supervisors of the Bank for 2014;			
3.	To consider and approve the final financial accounts of the Bank for 2014;			
4.	To consider and approve the financial budget of the Bank for 2015;			
5.	To consider and approve the profit distribution plan of the Bank for 2014;			
6.	To consider and approve the appointment of external auditors for 2015;			
7.	To consider and approve the appraisal report on the performance of duties by Directors (including independent non-executive Directors) in 2014 by the Board;			
8.	To consider and approve the appraisal report on the performance of duties;			
9.1	To consider and approve the election of Ms. Lu Hui as a non-executive Director of the third session of the Board;			
9.2	To consider and approve the election of Mr. Qian Li as a non-executive Director of the third session of the Board;			
9.3	To consider and approve the election of Mr. Qiao Chuanfu as a non-executive Director of the third session of the Board;			
10.	To consider and approve the reporting of relevant matters about the writing-off of bad debts;			
11.	To consider and approve the reporting of special authorization of the writing-off of bad debts in 2015;			
12.	To consider and approve the adjustment of the remuneration criteria for the executive Directors and the chairman of the Board of Supervisors in 2013;			
13.	To consider and approve the three-year dividend plan after the initial public offering and listing of the A Shares of the Bank (the "A Share Offering");			
14.	To consider and approve the price stabilization plan of A Shares within three years after the A Share Offering;			
15.	To consider and approve the undertakings on the disclosure of information in the prospectus published in connection with the A Share Offering;			
16.	To consider and approve the dilution of current returns as a result of the A Share Offering and remedial measures;			
17.	To consider and approve the status report on the use of previously raised funds;			
18.	To consider and approve the amendments to the Procedures for General Meetings of Huishang Bank Corporation Limited; and			
19.	To consider and approve amendments to the Administrative Measures for the Control of Related Party Transactions of Huishang Bank Corporation Limited.			

* Huishang Bank Corporation Limited is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of 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.

SPECIAL RESOLUTIONS				
20.	To consider and approve the extension of the authorization period of the issuance of "Three-Agriculture" special financial bonds;			
21.	To consider and approve the issuance of secondary capital bonds by the Bank;			
22.	To consider and approve the issuance of special financial bonds by the Bank for loans to small and micro enterprises;			
23.	To consider and approve the authorization to be given to the Board in a general meeting to issue ordinary financial bonds;			
24.	To consider and approve the amendments to some of the provisions of the Articles of Association of the Bank;			
25.	To consider and approve the general mandate for the issue of Shares by the Bank;			
26.	To consider and approve the general mandate to issue the Domestic Shares by the Bank;			
27.	To consider and approve the plan of A Share Offering of the Bank as follows: (a) class of shares (b) nominal value per share (c) proposed stock exchange for the listing (d) offering size (e) target subscribers (f) strategic placing (g) mode of offering (h) pricing methodology (i) form of underwriting (j) conversion into a joint stock company with limited liability with domestically and overseas listed shares (k) term of the offering plan			
28.	To consider and approve the authorization to deal with matters relating to the A Share Offering;			
29.	To consider and approve the use of proceeds from the A Share Offering;			
30.	To consider and approve the accumulated profit distribution plan before the A Share Offering; and			
31.	To consider and approve the amendments to the Articles of Association of the Bank in connection with the A Share Offering.			

Date: _____, 2015

Signature(s): *(note 6)* _____

Details of the above resolutions are set out in the circular dated April 14, 2015 and the supplemental circular dated May 13, 2015.

Notes:

- Please insert the number of shares of the Bank registered in your name(s) to which this Second Proxy Form relates. If a number is inserted, this Second Proxy Form will be deemed to relate only to those shares. If no number is inserted, the Second Proxy Form will be deemed to relate to all shares of the Bank registered in your name(s) (whether alone or jointly with others).
- 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.
- Please insert the number of shares of the Bank registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the AGM 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 Second Form of Proxy must be initialed by the person(s) who sign(s) it.
- 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 and supplemental notice convening the AGM. The shares abstained will be counted in the calculation of the required majority.
- This Second Proxy Form must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, 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 Second Proxy Form must be signed by the shareholder whose name stands first in the register of members of the Bank.
- To be valid, for holders of H Shares, this Second 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 AGM or not less than 24 hours before the time appointed for holding of the AGM. For holders of Domestic Shares, this Second 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, PRC 230001 (attention to the Board Office) not less than 24 hours before the time appointed for holding of the AGM.
- 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 AGM, either in person or by proxy.
- A shareholder or his/her proxy should produce proof of identity when attending the AGM.
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR OF THE BANK DATED APRIL 14, 2015 SHOULD NOTE THAT:
 - If no Second Proxy Form is lodged with the Bank's H Share Registrar, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM dated April 14, 2015 and the First Proxy Form, including resolutions set out in the supplemental circular and supplement notice of AGM of the Bank dated May 13, 2015.
 - If the Second Proxy Form is lodged with the Bank's H Share Registrar not less than 24 hours before the time fixed for the AGM, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if it is duly completed.
- If a shareholder has any queries about the validity of his/her proxy form deposited, he/she may contact the Bank's H Share Registrar Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.