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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)**

**NOTICE OF THE 2014 ANNUAL GENERAL MEETING  
OF HUIZHANG BANK CORPORATION LIMITED**

NOTICE IS HEREBY GIVEN that the 2014 annual general meeting (the “AGM”) of Huishang Bank Corporation Limited\* (the “Bank”) will be held at 9:00 a.m. on Friday, May 29, 2015 at the Hall, 11/F of the Bank, Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, PRC. Details are as follows:

**ORDINARY RESOLUTIONS**

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 by Supervisors (including external Supervisors) in 2014 by the Board of Supervisors;
9. To consider and approve:
  - (a) the election of Ms. Lu Hui as a non-executive Director of the third session of the Board of the Bank;
  - (b) the election of Mr. Qian Li as a non-executive Director of the third session of the Board of the Bank;

- (c) the election of Mr. Qiao Chuanfu as a non-executive Director of the third session of the Board of the Bank;
- 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;

### **SPECIAL RESOLUTIONS**

- 13. To consider and approve the extension of the authorization period of the issuance of “Three-Agriculture” special financial bonds;
- 14. To consider and approve the issuance of secondary capital bonds by the Bank;
- 15. To consider and approve the issuance of special financial bonds by the Bank for loans to small and micro enterprises;
- 16. To consider and approve the authorization to be given to the Board in a general meeting to issue ordinary financial bonds;
- 17. To consider and approve the amendments to some of the provisions of the Articles of Association of the Bank;
- 18. To consider and approve the general mandate for the issue of Shares by the Bank;

### **OTHER BUSINESSES**

- 19. To receive the “Report on Related Party Transactions for 2014” of the Bank; and
- 20. To receive the “Duty Report of the Independent Non-executive Directors for 2014” of the Bank.

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

Hefei, Anhui Province, China  
April 14, 2015

Notes:

1. Pursuant to the “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (the “Listing Rules”), all votes of resolutions at the AGM will be taken by poll except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the voting results will be published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.hsbank.com.cn](http://www.hsbank.com.cn)) in accordance with the Listing Rules.

**2. Closure of register of members and eligibility for attending and voting at the AGM**

Holders of H Shares of the Bank are advised that the register of members of the Bank will close from Wednesday, April 29, 2015 to Friday, May 29, 2015 (both days inclusive), during which time no transfer of H Shares of the Bank will be effected and registered. In order to qualify for attending and voting at the 2014 AGM, relevant transfer documents must be lodged with the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by 4:30 p.m. on Tuesday, April 28, 2015.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Tuesday, April 28, 2015 are entitled to attend and vote at the AGM.

**3. Dividend payment arrangement**

The Board of the Bank has recommended the payment of a cash dividend of RMB0.159 (inclusive of tax) per share for the year ended December 31, 2014 to all Shareholders, amounting to a total of approximately RMB1,757 million (inclusive of tax). The dividend distribution proposal will be submitted to the AGM for consideration. Subject to approval of the proposal at the AGM, the dividend will be paid to holders of Domestic Shares and H Shares whose names appear on the register of members on June 10, 2015. The proposed dividends payable are denominated in Renminbi, and will be paid to holders of Domestic Shares in Renminbi and holders of H Shares in Hong Kong dollars. Calculation of the exchange rate for dividends payable in Hong Kong dollars will be based on the central parity rate of the average exchange rate of Renminbi to Hong Kong dollars as announced by the People’s Bank of China on the five working days preceding the date of declaration of the dividend at the 2014 AGM (May 29, 2015, inclusive).

**(1) Holders of Domestic Shares**

According to the relevant requirements of the “Individual Income Tax Law of the People’s Republic of China”, the Bank will withhold an individual income tax at the rate of 20% for natural person Shareholders whose names appear on the register of members for holders of Domestic Shares on June 10, 2015.

The dividend for holders of Domestic Shares without affirmed ownership will be kept temporarily by the Bank and distributed upon the confirmation of the ownership.

**(2) Holders of H Shares**

The register of members in respect of the H Shares of the Bank will be closed from Friday, June 5, 2015 to Wednesday, June 10, 2015 (both days inclusive). In order to be entitled to the final dividend, holders of H Shares of the Bank who have not registered the relevant transfer documents are required to lodge the transfer documents, together with the relevant share certificates, with the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, June 4, 2015.

Matters in relation to the proposed final dividend and income tax withheld in respect of dividends to be received by overseas non-resident individual/enterprise Shareholders:

Pursuant to the “Notice on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) (國稅函[2011]348號)) of the State Administration of Taxation dated June 28, 2011, the dividend (bonus) received by the overseas resident individual

Shareholders from the shares issued by domestic non-foreign invested enterprises in Hong Kong is subject to the payment of individual income tax, which shall be withheld and paid by the withholding agents according to the relevant laws. However, the overseas resident individual Shareholders of the shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries where they are residents and China as well as the tax arrangements between Mainland China and Hong Kong (Macau).

Based on the above regulation, the Bank will withhold an individual income tax at tax rate of 10% for the individual H Shareholders. However, when other relevant tax regulations and tax arrangements have different requirements, the Bank will follow the requirement of the tax bureau.

The Bank will withhold an enterprise income tax at a tax rate of 10% for those non-resident corporate H Shareholders pursuant to the “Law of the People’s Republic of China on Enterprise Income Tax” and relevant implementation rules which took effect from January 1, 2008.

For the purpose of payment of the dividend, “non-resident corporate Shareholders” refer to any Shareholders holding the Shares of the Bank in the name of non-individual Shareholders, which include but not limited to the H Shareholders whose Shares are registered in the name of HKSCC Nominees Limited, other nominees or trustees, or other groups and organizations. Shareholders should read the above information carefully. If anyone would like to change the identity of the Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Bank is neither obligated nor responsible for ascertaining the identity of the Shareholders. In addition, the Bank will withhold the enterprise income tax and the individual income tax in strict compliance with the relevant laws or regulations and the registered information on the H Shares register of members of the Bank as at the record date. The Bank will not entertain, or take any responsibilities for, any requests or claims in relation to any delay or inaccuracies in ascertaining the identity of the Shareholders or any disputes over the mechanism of withholding of the enterprise income tax and the individual income tax.

If the H Shareholders of the Bank have any queries regarding the above tax arrangements, please consult your tax consultants regarding the tax impacts in China, Hong Kong and other countries (regions) for holding and selling the Bank’s H Shares.

#### **4. Reply slip**

Shareholders intending to attend and vote at the AGM in person or by proxy should complete and lodge the accompanying reply slip and return it to the Bank’s H Share Registrar (for holders of H Shares) or the address of the registered office and principal place of business in the PRC (for holders of Domestic Shares) of the Bank on or before Friday, May 8, 2015. 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 holders of H Shares) or the address of the registered office and principal place of business in the PRC (for holders of Domestic Shares) of the Bank. Completion and return of the reply slip will not preclude the Shareholders from attending and voting at the AGM.

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

#### **5. Proxy**

Every Shareholder who has the right to attend and vote at the AGM 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 AGM.

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 (for holders of H Shares) or the registered office and principal place of business in the PRC (for holders of Domestic Shares) of the Bank no later than 24 hours before the time fixed for holding the AGM 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 AGM or at any adjourned meeting should you so wish.

**6. Other businesses**

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

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

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

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

*As at the date of this notice, the executive Directors of the Bank are Li Hongming, Xu Demei, Wu Xuemin, Zhang Renfu and Ci Yaping; the non-executive Directors are Zhang Feifei, Zhu Jiusheng, Zhao Zongren and Gao Yang; and the independent non-executive Directors are Au Ngai Daniel, Dai Genyou, Wang Shihao, Zhang Shenghuai, Fung Weichang and Zhu Hongjun.*

- \* *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.*