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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)

POLL RESULTS OF THE 2013 ANNUAL GENERAL MEETING HELD ON JUNE 30, 2014, DIVIDEND PAYMENT, ANNOUNCEMENT ON ELECTION OF DIRECTORS AND ELECTION OF SUPERVISOR

Reference is made to the circular of Huishang Bank Corporation Limited (the “**Bank**”) (the “**Circular**”) and the notice of 2013 annual general meeting of the Bank (the “**AGM Notice**”) both dated May 15, 2014 and the clarification announcement dated May 16, 2014. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

2013 ANNUAL GENERAL MEETING

The AGM was held at the Hall, 11/F, Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, the PRC at 9:00 a.m. on Monday, June 30, 2014. The convening of the AGM was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the AGM, the total number of issued shares of the Bank (the “**Shares**”) is 11,049,819,283 Shares (of which 7,887,319,283 are Domestic Shares and 3,162,500,000 are H Shares), all of which entitle the holders to attend and vote for or against the resolutions put forward at the AGM (the “**AGM Resolutions**”). Shareholders holding an aggregate of 5,983,149,257 Shares with voting rights, representing approximately 54.15% of the total number of issued Shares of the Bank, attended the AGM either in person or by proxy. No shareholder was required under the Listing Rules to abstain from voting on any of the AGM Resolutions. There was no Share entitling the holder to attend and abstain from voting in favour of the AGM Resolutions under Rule 13.40 of the Listing Rules. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the AGM Resolutions. All AGM Resolutions at the AGM were put to vote by way of poll.

Computershare Hong Kong Investor Services Limited, the Bank’s H Share registrar in Hong Kong, acted as the scrutineer for vote-taking at the AGM. King & Wood Mallesons, the Bank’s PRC legal advisor, 1 Supervisor of the Bank and 2 representatives from the Shareholders were also the scrutineers for the vote-taking and vote-tabulation at the AGM.

The poll results in respect of the respective AGM Resolutions were as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and approve the work report of the Board of the Bank for 2013.	5,983,148,257 (99.999983%)	1,000 (0.000017%)	0 (0.000000%)
2.	To consider and approve the work report of the Board of Supervisors of the Bank for 2013.	5,983,148,257 (99.999983%)	1,000 (0.000017%)	0 (0.000000%)
3.	To consider and approve the final financial accounts for 2013.	5,983,148,257 (99.999983%)	1,000 (0.000017%)	0 (0.000000%)
4.	To consider and approve the profit distribution plan for 2013.	5,983,148,257 (99.999983%)	1,000 (0.000017%)	0 (0.000000%)
5.	To consider and approve the financial budget for 2014.	5,983,148,257 (99.999983%)	1,000 (0.000017%)	0 (0.000000%)
6.	To consider and approve the investment in the establishment of a finance leasing company.	5,983,148,257 (99.999983%)	1,000 (0.000017%)	0 (0.000000%)
7.	To consider and approve the investment in the establishment of a consumer finance company.	5,983,148,257 (99.999983%)	1,000 (0.000017%)	0 (0.000000%)
8.	To consider and approve the appraisal report on the performance of duties by Directors (including independent non-executive Directors) in 2013 by the Board.	5,983,148,257 (99.999983%)	1,000 (0.000017%)	0 (0.000000%)
9.	To consider and approve the appraisal report on the performance of duties by Supervisors (including external Supervisors) in 2013 by the Board of Supervisors.	5,983,148,257 (99.999983%)	1,000 (0.000017%)	0 (0.000000%)
10.1	To consider and approve the election of Fung Weichang as an independent non-executive Director of the third session of the Board of the Bank.	5,983,148,257 (99.999983%)	1,000 (0.000017%)	0 (0.000000%)
10.2	To consider and approve the election of Zhu Hongjun as an independent non-executive Director of the third session of the Board of the Bank.	5,983,148,257 (99.999983%)	1,000 (0.000017%)	0 (0.000000%)
10.3	To consider and approve the election of Zhu Jiusheng as a non-executive Director of the third session of the Board of the Bank.	5,981,153,257 (99.966640%)	1,996,000 (0.033360%)	0 (0.000000%)

ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
10.4	To consider and approve the election of Zhao Zongren as a non-executive Director of the third session of the Board of the Bank.	5,981,153,257 (99.966640%)	1,996,000 (0.033360%)	0 (0.000000%)
11.	To consider and approve the election of Qian Xiaojun as a shareholder representative Supervisor of the third session of the Board of Supervisors of the Bank.	5,983,148,257 (99.999983%)	1,000 (0.000017%)	0 (0.000000%)
12.	To consider and approve the appointment of external auditors for 2014.	5,982,718,257 (99.992796%)	1,000 (0.000017%)	430,000 (0.007187%)
13.	To consider and approve the reporting of relevant matters about the disposal of historical burden and the writing-off of bad debts in 2013.	5,948,505,096 (99.420971%)	1,000 (0.000017%)	34,643,161 (0.579012%)
SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
14.	To consider and approve the general mandate to issue Shares of the Bank.	5,966,432,253 (99.720599%)	16,717,004 (0.279401%)	0 (0.000000%)
15.	To consider and approve the amendments to some of the provisions of the Articles of Association.	5,983,148,257 (99.999983%)	1,000 (0.000017%)	0 (0.000000%)
16.	To consider and approve the issue of financial bonds.	5,979,336,257 (99.936271%)	3,813,000 (0.063729%)	0 (0.000000%)

As more than half of the votes from the Shareholders (including their proxies) attending the meeting were cast in favour of the above resolutions numbered 1 to 13, these resolutions were duly passed as ordinary resolutions.

As more than two-thirds of the votes from the Shareholders (including their proxies) attending the meeting were cast in favour of the above resolutions numbered 14 to 16, these resolutions were duly passed as special resolutions.

ELECTION OF DIRECTORS OF THE BANK

The Bank announces that Mr. Fung Weichang and Mr. Zhu Hongjun were appointed as independent non-executive Directors of the Bank and Mr. Zhu Jiusheng and Mr. Zhao Zongren were appointed as non-executive Directors of the Bank at the AGM. Please refer to the Circular for the biographical details of Mr. Fung Weichang, Mr. Zhu Hongjun, Mr. Zhu Jiusheng and Mr. Zhao Zongren.

The proposed terms of the above directors are the same as the third session of the Board and shall come into effect from the date of approval of their qualification of directorship by the CBRC Anhui Office. The Bank expects the term to end in the annual general meeting of the Bank to be held in 2016.

ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISOR OF THE BANK

The Bank announces that Mr. Qian Xiaojun was appointed as a shareholder representative Supervisor of the third session of the Board of Supervisors of the Bank at the AGM. Please refer to the Circular for the biographical details of Mr. Qian Xiaojun.

The proposed term of the above supervisor is the same as the third session of the Board of Supervisors and came into effect from the date of passing of the resolution at the AGM. The Bank expects the term to end in the annual general meeting of the Bank to be held in 2016.

FINAL DIVIDEND FOR 2013

Information on Payment of Dividend

The Board announces the following information relating to payment of the dividend for 2013:

The Bank will pay a cash dividend (the “**Dividend**”) of RMB0.156 (tax inclusive) per Share for the year ended December 31, 2013. The Dividend is payable to the Shareholders whose names appear on the register of members of the Bank on July 10, 2014 (the “**Record Date**”). The Dividend shall be denominated in Renminbi. The Dividend payable to holders of Domestic Shares shall be paid in Renminbi whilst the Dividend payable to holders of H Shares (“**H Shareholders**”) shall be paid in Hong Kong dollars.

(1) *Holders of Domestic Shares*

According to the relevant regulations 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 July 10, 2014. 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 following conversion formula shall apply to calculation of the Dividend payable per H Share in Hong Kong dollars:

$$\text{Dividend per H Share in Hong Kong dollars} = \frac{\text{Dividend per Share in Renminbi}}{\text{The central parity rate of the average exchange rate of Renminbi to Hong Kong dollars as announced by The People’s Bank of China five working days preceding the date of declaration of the Dividend (June 30, 2014 inclusive)}}$$

The central parity rate of the average exchange rate of Renminbi to Hong Kong dollars as announced by The People's Bank of China for the five working days immediately prior to and including the AGM date, that was, from June 24, 2014 to June 30, 2014, was HK\$1.00 to RMB0.793934. Accordingly, the Dividend payable per H Share is HK\$0.196490 (tax inclusive).

The Bank has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the Dividend declared by the Bank on behalf of the H Shareholders. The Dividend will be paid by the Receiving Agent and the dividend warrants will be posted by the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, by ordinary mail to H Shareholders who are entitled to receive the Dividend at their own risk on or before August 20, 2014.

Pursuant to the Notice on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 45 (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 personal income tax based on 10% tax rate for the 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 10% corporate tax for those non-resident corporate H shareholders based on “*the Law of the People's Republic of China on Enterprise Income Tax*” and relevant implementation rules which are effective since 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 corporate 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 corporate income tax and the individual income tax.

If the H shareholders 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.

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

Hefei, Anhui, China
June 30, 2014

As at the date of this announcement, the Board of Directors of the Bank comprises Li Hongming, Xu Demei, Wu Xuemin, Zhang Renfu and Ci Yaping, as executive Directors; Zhang Feifei, Qian Zheng, Guo Shigang, Wu Tian and Gao Yang, as non-executive Directors; Au Ngai Daniel, Dai Genyou, Wang Shihao and Zhang Shenghuai, as independent non-executive Directors.

* *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.*