



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)

Proxy Form for the Annual General Meeting

No. of shares to which this Proxy Form relates ^(Note 1)

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 Monday, June 30, 2014 at the Hall, 11/F, Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, PRC (the "AGM") (and at any adjournment of it) for the purposes of voting for me/us in respect of the resolutions as set out in the notice convening the Meeting 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 work report of the Board of the Bank for 2013			
2.	To consider and approve the work report of the Board of Supervisors of the Bank for 2013			
3.	To consider and approve the final financial accounts for 2013;			
4.	To consider and approve the profit distribution plan for 2013;			
5.	To consider and approve the financial budget for 2014;			
6.	To consider and approve the resolution on investment in the establishment of a finance leasing company;			
7.	To consider and approve the resolution on the investment in the establishment of a consumer finance company;			
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;			
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;			
10.1	To consider and approve the resolution on the election of Fung Weichang as an independent non-executive Director of the third session of the Board;			
10.2	To consider and approve the resolution on the election of Zhu Hongjun as an independent non-executive Director of the third session of the Board;			
10.3	To consider and approve the resolution on the election of Zhu Jiusheng as a non-executive Director of the third session of the Board;			
10.4	To consider and approve the resolution on the election of Zhao Zongren as a non-executive Director of the third session of the Board;			

* 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.

ORDINARY RESOLUTIONS		For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
11.	To consider and approve the election of Qian Xiaojun as a shareholder representative Supervisor of the third session of the Board of Supervisors;			
12.	To consider and approve the appointment of external auditors for 2014;			
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;			
SPECIAL RESOLUTIONS		For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
14.	To consider and approve the general mandate to issue Shares of the Bank;			
15.	To consider and approve the amendments to some of the provisions of the Articles of Association;			
16.	To consider and approve the issue of financial bonds.			

Date: _____, 2014

Signature(s): ^(note 6) _____

Notes:

- Please insert the number of shares of the Bank registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy 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 meeting of the Bank 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 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 discretion.
- This form of proxy 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 form of proxy 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 form of proxy 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 form of proxy 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 board office of the Bank at Block A, Tianhui Building, 79 Anqing Road, Hefei, Anhui Province, PRC 230001 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/its proxy should produce proof of identity when attending the general meeting.