
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Huishang Bank Corporation Limited*, you should at once hand this circular, together with the accompanying proxy form and the reply slip, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**ELECTION OF NON-EXECUTIVE DIRECTOR
AND
NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting to be held at the Meeting Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC at 9:00 a.m. on Friday, September 15, 2023 is set out on pages 6 to 8 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For H Shareholders, the proxy form should be returned to Computershare Hong Kong Investor Services Limited and for Domestic Shareholders, the proxy form should be returned to the Bank's registered office and principal place of business in the PRC, in each case, in person or by post not less than 24 hours before the time fixed for holding the EGM or any adjourned meeting thereof (i.e. before 9:00 a.m. on Thursday, September 14, 2023 for the purpose of the EGM). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the accompanying reply slip to Computershare Hong Kong Investor Services Limited (for H Shareholders) or to the Bank's registered office and principal place of business in the PRC (for Domestic Shareholders) on or before Saturday, August 26, 2023.

* *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.*

August 1, 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF THE EXTRAORDINARY GENERAL MEETING	6

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Bank that is currently in effect
“Bank” or “Huishang Bank”	Huishang Bank Corporation Limited (徽商銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange, including subsidiaries and subordinate branches
“Board”	the board of directors of the Bank
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	ordinary share(s) issued by the Bank in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Extraordinary General Meeting” or “EGM”	the 2023 second extraordinary general meeting of the Bank to be held at the Meeting Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC at 9:00 a.m. on Friday, September 15, 2023
“H Share(s)”	overseas-listed foreign investment share(s) in the share capital of the Bank, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Latest Practicable Date”	July 31, 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Notice of the EGM”	notice of the EGM dated August 1, 2023
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of the Bank, consisting of the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the shareholder(s) of the Bank

The translated English names for the PRC nationals, entities, departments, facilities, certificates, titles, laws, regulations and the like included in this circular and for which no official English translation exists are unofficial translations for identification purposes only. In case of inconsistency in such case, the Chinese name shall prevail.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Yan Chen (*Chairman*)
Mr. Kong Qinglong (*President*)

Non-executive Directors:

Mr. Ma Lingxiao
Ms. Shao Dehui
Mr. Wu Tian
Mr. Zuo Dunli
Mr. Gao Yang
Mr. Wang Wenjin
Mr. Zhao Zongren

Independent non-executive Directors:

Mr. Dai Peikun
Ms. Zhou Yana
Mr. Liu Zhiqiang
Mr. Yin Jianfeng
Ms. Huang Aiming
Mr. Xu Jiabin

*Registered office and principal place
of business in the PRC:*

Huishang Bank Building,
No. 1699 Yungu Road,
Hefei,
Anhui Province,
the PRC

*Principal place of business
in Hong Kong:*

40th Floor, Dah Sing Financial Centre,
No. 248 Queen's Road East,
Wan Chai,
Hong Kong

To the Shareholders

Dear Sir or Madam,

ELECTION OF NON-EXECUTIVE DIRECTOR AND

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The Extraordinary General Meeting of the Bank will be held on Friday, September 15, 2023, and the ordinary resolution to consider and approve the election of Mr. Wang Zhaohui as a non-executive Director of the fourth session of the Board will be proposed at the EGM. The purpose of this circular is to incorporate the Notice of the EGM, and to provide you with details regarding the resolution mentioned above.

LETTER FROM THE BOARD

II. MATTER TO BE CONSIDERED AT THE EGM

Election of Mr. Wang Zhaohui as a non-executive Director of the Fourth Session of the Board of the Bank

References are made to the announcement of the Bank dated June 26, 2023, in relation to the resignation of Mr. Wang Zhaoyuan as a non-executive Director of the Bank and other position on June 25, 2023 due to job re-allocation; and the announcement of the Bank dated July 31, 2023, in relation to the proposed appointment of Mr. Wang Zhaohui (“**Mr. Wang**”) as a non-executive Director of the fourth session of the Board of the Bank, among others, which was resolved by the Board on the same date. Biographical details of Mr. Wang are set out below:

Mr. Wang Zhaohui, born in December 1970, a postgraduate in economic management from the Central Party School. Mr. Wang is currently a director and general manager of Anhui Credit Financing Guaranty Group Co., Ltd. He served as the director of the Office of Anhui Provincial Local Taxation Bureau; deputy director of Anhui Provincial Local Taxation Bureau; member of the Standing Committee of Municipal Party Committee, director of the Organization Department and director of the United Front Work Department of Fuyang, Anhui Province; and deputy director of Anhui Provincial Department of Finance.

After the resolution on the election of Mr. Wang as a non-executive Director of the Bank is considered and approved at the EGM, his qualification is still subject to the approval of the National Financial Regulatory Administration Anhui Office.

Mr. Wang will enter into a director’s service agreement with the Bank. His term of office as a Director is the same as that of the fourth session of the Board. Mr. Wang, as a non-executive Director, will not receive any remuneration from the Bank.

To the knowledge of the Board and save as disclosed above, Mr. Wang did not hold any directorship in any listed companies other than the Bank, nor did he hold any position in the subsidiaries of the Bank during the past three years. He does not have any relationship with any other Directors, supervisors, senior management or substantial Shareholders of the Bank. As at the Latest Practicable Date, Mr. Wang does not have any interest in the shares of the Bank or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is nothing in relation to the appointment of Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

III. THE EGM

The Bank will hold the EGM at the Meeting Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC at 9:00 a.m. on Friday, September 15, 2023, to consider and, if thought fit, to pass resolution in respect of the matter set out in the Notice of the EGM. A proxy form and a reply slip will be dispatched to the Shareholders in accordance with the Listing Rules. The Notice of the EGM is set out on pages 6 to 8 of this circular.

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the proxy form in accordance with the instruction printed thereon. If you intend to attend the EGM, you are required to complete and return the reply slip to the H Share Registrar (for H Shareholders) or the registered office and principal place of business of the Bank in the PRC (for Domestic Shareholders) on or before Saturday, August 26, 2023. The reply slip may be submitted or delivered by hand, by post or by fax to the H Share Registrar (for H Shareholders) or the registered office and principal place of business of the Bank in the PRC (for Domestic Shareholders). Completion and return of the proxy form and reply slip will not preclude a Shareholder from attending and voting at the EGM.

IV. RECOMMENDATION

The Board considers that the resolution to be proposed at the EGM is in the interests of the Bank and the Shareholders as a whole and accordingly recommends that the Shareholders vote in favor of the resolution to be proposed at the EGM and as set out in the Notice of the EGM.

By order of the Board
Huishang Bank Corporation Limited*
Yan Chen
Chairman

Hefei, Anhui Province, the PRC
August 1, 2023

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NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 second extraordinary general meeting (the “EGM”) of Huishang Bank Corporation Limited* (the “**Bank**”) will be held at 9:00 a.m. on Friday, September 15, 2023 at the Meeting Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC. Details are as follows:

ORDINARY RESOLUTION

1. To consider and approve the election of Mr. Wang Zhaohui as a non-executive director of the fourth session of the board of directors of the Bank.

By order of the Board

Huishang Bank Corporation Limited*

Yan Chen

Chairman

Hefei, Anhui Province, the PRC

August 1, 2023

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes in respect of the resolution at the EGM will be taken by poll except where the chairman decides to allow a resolution which relates 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) and the Bank (www.hsbank.com.cn) in accordance with the Listing Rules.

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

H Shareholders and Domestic Shareholders of the Bank are advised that the register of members of the Bank will close from Wednesday, August 16, 2023 to Friday, September 15, 2023 (both days inclusive), during which period no transfer of H Shares and Domestic Shares of the Bank will be registered. Among which, in order to qualify for attending and voting at the EGM, H Shareholders must lodge relevant transfer documents 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, Wan Chai, Hong Kong, by 4:30 p.m. on Tuesday, August 15, 2023.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Tuesday, August 15, 2023 are entitled to attend and vote at the EGM.

3. **Reply slip**

Shareholders intending to attend and vote at the EGM in person or by proxy should complete and lodge the accompanying reply slip and return it to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the address of the registered office and principal place of business in the PRC (for Domestic Shareholders) of the Bank on or before Saturday, August 26, 2023. 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 H Shareholders) or the address of the registered office and principal place of business in the PRC (for Domestic Shareholders) of the Bank. Completion and return of the reply slip will not preclude the Shareholders from attending and voting at the EGM.

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

4. **Proxy**

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

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his/her attorney duly authorized in writing. If the appointer is a legal person, the instrument shall be signed under the 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, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the registered office and principal place of business in the PRC (for Domestic Shareholders) of the Bank no later than 24 hours before the time fixed for holding the EGM (i.e. before 9:00 a.m. on Thursday, September 14, 2023 for the purpose of the EGM) 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 EGM or at any adjourned meeting should you so wish.

5. According to the Articles of Association of the Bank, where a Shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such Shareholder at the Shareholders’ general meetings shall be subject to restrictions.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

6. Other businesses:

A. The EGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting shall bear their own traveling and accommodation expenses.

B. The address of Computershare Hong Kong Investor Services Limited is:

17M Floor, Hopewell Centre,
183 Queen's Road East, Wan Chai,
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 is:

The Board Office,
Huishang Bank Building, No. 1699 Yungu Road,
Hefei, Anhui Province,
the PRC
Tel No.: (86) 0551 6519 5721 / 6266 7729
Fax No.: (86) 0551 6266 7661

As at the date of this notice, the board of directors of the Bank comprises Yan Chen and Kong Qinglong as executive directors; Ma Lingxiao, Shao Dehui, Wu Tian, Zuo Dunli, Gao Yang, Wang Wenjin and Zhao Zongren as non-executive directors; Dai Peikun, Zhou Yana, Liu Zhiqiang, Yin Jianfeng, Huang Aiming and Xu Jiabin as independent non-executive directors.

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