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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)

2023 ANNUAL GENERAL MEETING

The Annual General Meeting will be held at Conference Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC at 9:00 a.m. on Friday, June 28, 2024. The notice of the Annual General Meeting is set out on pages 94 to 97 of this circular.

If you intend to appoint a proxy to attend the Annual General Meeting, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. H Shareholders should return the proxy form to Computershare Hong Kong Investor Services Limited, and Domestic Shareholders should return the proxy form to the Bank's registered office and principal place of business in the PRC respectively and in each case, in person or by post, not less than 24 hours before the time fixed for holding the Annual General Meeting (i.e. 9:00 a.m. on Thursday, June 27, 2024) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or at any adjourned meeting thereof should you so wish.

If you intend to attend the Annual General Meeting 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, June 8, 2024.

* *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.*

May 14, 2024

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DEFINITIONS

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

“2018 AGM”	the 2018 annual general meeting of the Bank held on June 30, 2019
“2019 AGM”	the 2019 annual general meeting of the Bank held on June 30, 2020
“2020 AGM”	the 2020 annual general meeting of the Bank held on June 30, 2021
“2021 AGM”	the 2021 annual general meeting of the Bank held on June 30, 2022
“2022 AGM”	the 2022 annual general meeting of the Bank held on June 30, 2023
“A Share Listing Date”	the date on which the A Shares of the Bank are to be listed on the Shanghai Stock Exchange
“A Share Offering”	the Bank’s proposed initial public offering of not more than 1.5 billion A Shares, which will be listed on the Shanghai Stock Exchange
“A Share Offering Plan”	the Plan on the Initial Public Offering and Listing of A Shares of Huishang Bank Corporation Limited formulated by the Bank in respect of the A Share Offering, which was approved at the 2018 AGM and the validity period of which was successively approved to extend for 12 months by resolution at the 2019 AGM, the 2020 AGM, the 2021 AGM and the 2022 AGM, respectively
“A Share(s)”	the ordinary share(s) proposed to be issued by the Bank pursuant to the A Share Offering and subscribed for in RMB
“Annual General Meeting” or “AGM”	the 2023 annual general meeting of the Bank to be held at Conference Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC at 9:00 a.m. on Friday, June 28, 2024
“Articles of Association”	the articles of association of the Bank that are currently in effect

DEFINITIONS

“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” or “Board of Directors”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“CSRC Anhui Bureau”	the Anhui Regulatory Bureau of China Securities Regulatory Commission (中國證券監督管理委員會安徽監管局)
“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)
“Governance Standards”	the Corporate Governance Standards for Banking and Insurance Institutions
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Share(s)”	overseas-listed foreign 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	May 13, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“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
“Measures for the Evaluation of Performance of Duties”	the Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation)
“Non-public Issuance of Domestic Shares”	the issuance of a total of 1,735,000,000 Domestic Shares to Deposit Insurance Fund Management Co., Ltd. (存款保險基金管理有限責任公司) and Anhui Transportation Holding Group Co., Ltd. (安徽省交通控股集團有限公司) by the Bank under the general mandate granted to the Board at the 2019 AGM. Such issuance was completed on January 4, 2021
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region and the Taiwan region of the PRC
“PRC Company Law”	the Company Law of the People’s Republic of China, as amended, supplemented or otherwise modified from time to time
“PRC Securities Law”	the Securities Law of the People’s Republic of China, as amended, supplemented or otherwise modified from time to time
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	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
“Supervisor(s)”	the supervisor(s) of the Bank

Unless otherwise specified in this circular, the currency used in this circular shall be Renminbi.

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 any inconsistency, 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

Mr. Wang Zhaohui

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

Wanchai

Hong Kong

To the Shareholders

Dear Sir or Madam,

2023 ANNUAL GENERAL MEETING

I. INTRODUCTION

The Bank will convene the Annual General Meeting on Friday, June 28, 2024, and propose the following resolutions at the meeting:

- (1) the final financial accounts for 2023;
- (2) the capital expenditure budget for 2024;

LETTER FROM THE BOARD

- (3) the profit distribution plan for 2023;
- (4) the appointment of external auditors of the Bank for 2024;
- (5) the Work Report of the Board of Directors for 2023;
- (6) the Work Report of the Board of Supervisors for 2023;
- (7) the determination of the remuneration standards for executive Directors of the Bank for 2021;
- (8) the determination of the remuneration standards for certain Supervisors of the Bank for 2021;
- (9) the election of Mr. Lu Hao as a non-executive Director of the fourth session of the Board of Directors;
- (10) the election of Mr. He Zongan as a Shareholder Supervisor of the fourth session of the Board of Supervisors;
- (11) the general mandate for the issuance of Shares;
- (12) the extension of the validity period of the A Share Offering Plan;
- (13) the extension of the validity period of the authorization granted to the Board of Directors to deal with specific matters in respect of the A Share Offering; and
- (14) the Articles of Association (Revised).

Items (1) to (10) are ordinary resolutions, and items (11) to (14) are special resolutions.

Apart from the consideration of the aforementioned resolutions, the Shareholders will be debriefed at the AGM on the Appraisal Report by the Board of Supervisors on the Performance of Duties by the Board and the Directors for 2023, the Appraisal Report by the Board of Supervisors on the Performance of Duties by the Supervisors for 2023, the Appraisal Report by the Board of Supervisors on the Performance of Duties by the Senior Management and its Members for 2023, the Report on Duties by the Independent non-executive Directors of the Bank for 2023, the Report on Related Party Transactions of the Bank for 2023 and the Report on the Implementation of Resolutions of Shareholders' General Meetings in 2023.

The purpose of this circular is to incorporate the notice of the AGM, and to provide you with details regarding the resolutions mentioned above.

LETTER FROM THE BOARD

II. MATTERS TO BE TRANSACTED AT THE AGM

(I) General Matters to be Resolved at the AGM

1. Final Financial Accounts for 2023

The preparation of the final financial accounts for 2023 has been completed by the Bank in accordance with relevant regulations. Based on the audited financial statements for the year ended December 31, 2023 prepared in accordance with the China Accounting Standards for Business Enterprises, the final financial accounts of the Bank for 2023 are summarized as follows:

The total assets were RMB1,806.144 billion, representing an increase of RMB225.908 billion or 14.30% as compared to last year, and the budget execution rate was 105.86%. In particular, the total loans were RMB874.223 billion, representing an increase of RMB109.914 billion or 14.38% as compared to last year, and the budget execution rate was 101.11%; the total liabilities were RMB1,659.417 billion, representing an increase of RMB202.003 billion or 13.86% as compared to last year, and the budget execution rate was 106.26%. In particular, the total deposits were RMB1,020.158 billion, representing an increase of RMB126.002 billion or 14.09% as compared to last year, and the budget execution rate was 101.56%.

The operating revenue was RMB36.581 billion, representing an increase of RMB0.161 billion or 0.44% as compared to last year, and the budget execution rate was 100.15%; the net profit was RMB14.991 billion, representing an increase of RMB1.308 billion or 9.56% as compared to last year, and the budget execution rate was 102.96%.

The return on assets (ROA) was 0.89%, down by 0.03 percentage point from last year; the return on equity (ROE) was 12.52%, down by 0.25 percentage point from last year; the net interest margin was 1.65% and the net interest spread was 1.88%, down by 23BP from last year.

The core Tier 1 capital adequacy ratio was 9.14%, up by 0.54 percentage point from last year; the Tier 1 capital adequacy ratio was 10.82%, up by 1.29 percentage points from last year; the capital adequacy ratio was 13.21%, up by 1.19 percentage points from last year.

The balance of non-performing loans was RMB11.022 billion, representing a decrease of RMB0.339 billion as compared to last year; the non-performing loan ratio was 1.26%, down by 0.23 percentage point from last year; the provision coverage ratio was 271.94%, down by 4.63 percentage points from last year.

For details of the financial information of the Bank for the year ended December 31, 2023 audited in accordance with the International Financial Reporting Standards, please refer to the financial statements in the 2023 annual results announcement published by the Bank on March 27, 2024 and in the 2023 annual report published by the Bank on April 18, 2024.

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2. Capital Expenditure Budget for 2024

Based on the needs of the Bank for its strategic development and business expansion, the Bank intends to make a total capital expenditure budget of RMB1,485 million for 2024, representing an increase of RMB106 million or 7.69% compared to that for 2023, of which:

- (1) RMB217 million will be used for operating premises;
- (2) RMB12 million will be used for transportation equipment;
- (3) RMB66 million will be used for office furniture, equipment and cashier machines;
- (4) RMB56 million will be used for security equipment;
- (5) RMB742 million will be used for technological equipment and software;
- (6) RMB250 million will be used for marketing activities; and
- (7) RMB142 million will be used for renovation and improvement costs of outlets.

3. Profit Distribution Plan for 2023

In 2023, the Bank under the headquarters realized an audited net profit of RMB13,526.40 million for the whole year, and the Bank proposes the following profit distribution plan for 2023:

- (1) RMB1,352.64 million is to be appropriated to the statutory surplus reserve based on 10% of the net profit of RMB13,526.40 million of the Bank under the headquarters for 2023.
- (2) RMB1,609.48 million is to be appropriated to the general risk reserve based on 1.5% of the risk assets of the Bank under the headquarters in accordance with the Administrative Measures for the Provision of Reserves of Financial Enterprises (《金融企業準備金計提管理辦法》).
- (3) RMB1,352.64 million is to be appropriated to the discretionary surplus reserve based on 10% of the net profit of RMB13,526.40 million of the Bank under the headquarters for 2023.
- (4) The Bank proposes to distribute a cash dividend of RMB1.46 (tax inclusive) for every 10 Shares to all Shareholders on a basis of the total number of ordinary shares of 13,889,801,211 Shares of the Bank as at the end of 2023, with a total amount of cash dividend of approximately RMB2,027.91 million (tax inclusive).

LETTER FROM THE BOARD

In order to determine the Shareholders who are entitled to receive the proposed final dividend of 2023, the register of members of the Bank will be closed from Friday, July 5, 2024 to Wednesday, July 10, 2024 (both days inclusive). In order to be entitled to the aforementioned final dividend (subject to the approval of the Shareholders), unregistered holders of H Shares of the Bank shall lodge relevant share transfer documents with the 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 for registration no later than 4:30 p.m. on Thursday, July 4, 2024.

4. Appointment of External Auditors for 2024

In order to meet the business development requirements of the Bank and facilitate the operation of the Bank in compliance with laws and regulations, the Board of the Bank proposes to the AGM to re-appoint Ernst & Young Hua Ming LLP (Special General Partnership) as the external auditor for domestic auditing of the Bank in 2024, and proposes the re-appointment of Ernst & Young as the overseas auditor of the Bank in 2024, and the Board and the authorized persons of the Board be authorized to determine the remunerations of the external auditors.

The terms of office of the external auditors will commence on the date on which the resolution is passed at the Annual General Meeting and end on the date of conclusion of the 2024 annual general meeting of the Bank. The services to be provided by the external auditors mainly include annual audit and interim review under the International Accounting Standards and annual audit under the China Accounting Standards, review of financial data of regular reports and audit/review reports, making special audit and statement in relation to share issuance, issuing letters of undertakings and capital verification in respect of the reference to relevant audit reports for the purpose of the issuance of financial bonds, etc.

5. Work Report of the Board of Directors for 2023

The full text of the Work Report of the Board of Directors for 2023 is set out in Appendix I to this circular.

6. Work Report of the Board of Supervisors for 2023

The full text of the Work Report of the Board of Supervisors for 2023 is set out in Appendix II to this circular.

LETTER FROM THE BOARD

7. Determination of the Remuneration Standards for Executive Directors of the Bank for 2021

In October 2023, the Anhui Provincial Department of Finance determined the remuneration standards for the persons-in-charge of the Bank. The remuneration standards for executive Directors of the Bank in 2021 are as follows:

Unit: RMB0'000

Position	Name	Annual remuneration standard	Remark
Executive Director and Chairman	Yan Chen	53.96	Began to receive remuneration in May 2021
Former executive Director and president	Zhang Renfu	80.86	Retired in January 2023

- Notes:*
1. The above income represents income before tax.
 2. The remuneration of the persons-in-charge of the Bank shall be approved by the Anhui Provincial Department of Finance on an annual basis. Therefore, the remuneration standards for Yan Chen and Zhang Renfu for 2022 and the years afterwards may be changed.

8. Determination of the Remuneration Standards for Certain Supervisors of the Bank for 2021

In October 2023, the Anhui Provincial Department of Finance determined the remuneration standards for the persons-in-charge of the Bank. Tang Chuan, the employee Supervisor, was the Chairman of Labor Union of the Bank, and his remuneration standard is based on the relevant remuneration requirements of the Bank. The remuneration standards for the employee Supervisor of the Board of Supervisors of the Bank for 2021 are as follows:

Unit: RMB0'000

Position	Name	Annual remuneration standard	Remark
Employee Supervisor, Chairman of the Board of Supervisors	He Jiehua	80.79	–
Former employee Supervisor, Chairman of Labor Union	Tang Chuan	125.72	Retired in December 2022

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- Notes:*
1. The above income represents income before tax.
 2. The remuneration of the persons-in-charge of the Bank shall be approved by the Anhui Provincial Department of Finance on an annual basis. Therefore, the remuneration standard for He Jiehua, the Chairman of the Board of Supervisors, for 2022 and the years afterwards may be changed.

9. Election of a Non-executive Director

Reference is made to the announcement of the Bank dated May 7, 2024 in relation to the proposed appointment of Mr. Lu Hao (“**Mr. Lu**”) as a non-executive Director of the fourth session of the Board which was resolved by the Board on the same date. Biographical details of Mr. Lu are set out below:

Mr. Lu Hao, born in November 1970, holds a doctorate in financial engineering from the University of Science and Technology of China and is a senior economist. Mr. Lu is currently the chief economist of Anhui Province Energy Group Co., Ltd. (安徽省能源集團有限公司); vice chairman of An Hui Wenergy Company Limited (安徽省皖能股份有限公司); director of Huaibei Guoan Power Co., Ltd. (淮北國安電力有限公司); director of Inner Mongolia Intelligent Coal Co., Ltd. (內蒙古智能煤炭有限責任公司); director of Anhui New Energy Venture & Investment Co., Ltd. (安徽省新能創業投資有限責任公司); legal representative, executive director and general manager of Anhui Wenergy Energy Materials Co., Ltd. (安徽省皖能能源物資有限公司); director and general manager of Xing An Holding Limited (興安控股有限公司). He served as the director and deputy general manager of Anhui Kaiyuan Development Co., Ltd. (安徽開元發展有限責任公司); general manager (legal representative) of Hepu Company of Shanghai Anhui Yu’an Industrial Corporation (上海安徽裕安實業總公司合浦公司); officer of marketing section of Research and Development Center of Anhui Trust and Investment Company (安徽省信託投資公司研究發展中心); secretary to the general manager of Anhui Guoyuan Holding (Group) Co., Ltd. (安徽國元控股(集團)有限責任公司); deputy general manager of Anhui Guoyuan Construction Investment Co., Ltd. (安徽國元建設投資有限公司); director of strategic development department, director of strategic planning department, assistant to the general manager and concurrently director of strategic planning department, chief economist and concurrently director of strategic planning department and the dean of industrial research institute of Anhui Province Energy Group Co., Ltd.; chairman of Anhui Wenergy Capital Investment Co., Ltd. (安徽省皖能資本投資有限公司); chief economist and concurrently dean of industrial research institute of Anhui Province Energy Group Co., Ltd.; vice chairman of Anhui Natural Gas Development Co., Ltd. (安徽省天然氣開發股份有限公司); vice chairman of Beijing Dingtian Software Co., Ltd. (北京鼎天軟件有限公司).

After the resolution on the election of Mr. Lu as a non-executive Director of the Bank has been submitted to the Annual General Meeting for consideration and approval, his qualification shall be submitted to the National Financial Regulatory Administration Anhui Office for approval.

LETTER FROM THE BOARD

Mr. Lu's term of office as a director is the same as that of the fourth session of the Board. Mr. Lu, 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. Lu did not hold any directorship in any listed companies other than the Bank, nor did he hold any position in any subsidiary of the Bank in the past three years. He does not have any relationship with any other Director, Supervisor, senior management or substantial Shareholder of the Bank. As at the Latest Practicable Date, Mr. Lu does not have any interests 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. Lu 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 of the Bank.

10. Election of a Shareholder Supervisor

Reference is made to the announcement of the Bank dated March 26, 2024 in relation to, among other things, a meeting held by the Board of Supervisors on the same date at which a resolution in relation to the proposed election of Mr. He Zongan ("**Mr. He**") as a Shareholder Supervisor of the fourth session of the Board of Supervisors of the Bank at the general meeting of the Bank was passed. Biographical details of Mr. He are set out below:

Mr. He Zongan, born in July 1969, holds a bachelor's degree in accounting from Hangzhou College of Commerce and is an intermediate accountant. Mr. He is currently the general manager of the planning and finance department of Hefei Xingtai Financial Holdings (Group) Co., Ltd., and concurrently serves as a director of Hefei Xingtai Equity Investment Management Co., Ltd., a director of Hefei Xingtai Asset Management Co., Ltd., and a director of Hefei Binhu Financial Town Management Co., Ltd. He served as an accountant in charge and deputy section chief of the finance division of Anhui Mechanical and Electrical Equipment Corporation, the deputy manager of the finance department of Anhui Materials Group (now known as Anhui Huishang Group) Mechanical and Electrical Equipment Co., Ltd., the deputy manager and manager of the finance department of Anhui Huishang Group Mechanical and Electrical Equipment Co., Ltd., the manager of the finance department of Anhui Huishang Electric Co., Ltd., the deputy manager of the financial audit department of Anhui Huishang Metal Co., Ltd., and the senior manager and deputy general manager of the planning and finance department of Hefei Xingtai Financial Holding (Group) Co., Ltd.

LETTER FROM THE BOARD

The term of office of Mr. He as a Supervisor is the same as that of the fourth session of the Board of Supervisors, which will commence from the date of approval at the Annual General Meeting until the re-election of the fourth session of the Board of Supervisors. Mr. He, as a Shareholder Supervisor, will not receive remuneration from the Bank.

To the knowledge of the Board and save as disclosed above, Mr. He did not hold any directorship in any listed companies other than the Bank, nor did he hold any position in any subsidiary of the Bank in the past three years. He does not have any relationship with any other Director, Supervisor, senior management or substantial Shareholder of the Bank. As at the Latest Practicable Date, Mr. He does not have any interests 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. He 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.

11. General Mandate for the Issuance of Shares

In order to keep the capital adequacy ratio of the Bank constantly at the required level, meet the capital requirements of the Bank for its steady business development, utilize financing platforms effectively and flexibly and take advantage of the capital market windows in a timely manner, in accordance with the relevant PRC laws and regulations, the Listing Rules and the Articles of Association and upon the consideration and approval by the Board, the general mandate scheme to issue Shares by the Bank and the delegation of authorizations by the Board are now proposed at the general meeting for Shareholders' approval. The details of the general mandate are set out below:

(I) Specific matters of the general mandate

- (1) Contents of the mandate. Subject to the conditions set out in (2) below, the Board is hereby authorized to approve, allot, issue, grant and/or otherwise deal with Shares (overseas-listed foreign shares and/or Domestic Shares (including A Shares)), securities convertible into Shares, options and warrants that carry rights to subscribe for any Shares or securities that are convertible into Shares, or other securities with rights to subscribe for or convertible into Shares, separately or at the same time during the Relevant Period (as defined below).

Notwithstanding the fulfillment of the conditions set out in (2) below, if the allotment of voting Shares will result in a *de facto* change of control of the Bank, the Board shall separately obtain authorization by way of a special resolution in advance before making such an allotment.

LETTER FROM THE BOARD

(2) Amount of the mandate. The number of Shares (overseas-listed foreign shares and/or Domestic Shares (including A Shares)), securities convertible into Shares, options and warrants that carry rights to subscribe for any Shares or securities that are convertible into Shares, or other securities with rights to subscribe for or convertible to Shares (which shall be calculated on the basis of the number of overseas-listed foreign shares/Domestic Shares that such securities can be converted into/be allotted) to be approved, allotted, issued, granted and/or otherwise dealt with by the Board shall not exceed 20% of the total number of each category of the overseas-listed foreign shares and the Domestic Shares issued of the Bank as at the date on which this resolution is passed at the Annual General Meeting.

(3) Period of the mandate. For the purpose of this resolution:

“Relevant Period” means the period from the date on which the special resolution is passed at the general meeting until the earliest of:

(a) the conclusion of the next annual general meeting of the Bank following the date of the passing of the resolution; (b) the expiration of twelve months following the date of passing of the resolution at a general meeting; (c) the date on which the authority granted to the Board under the resolution is revoked or varied by special resolution at a general meeting.

(II) Specific plan of issuance and implementation of the mandate

(1) Plan of issuance. The Board is hereby authorized to determine the details of the issuance plan, including but not limited to: (a) the class and number of Shares proposed to be issued; (b) the pricing basis and/or the offer price (including the price range); (c) the date of opening and closing of the issuance; (d) the specific use of the proceeds raised; (e) the recommendation, agreement and share options to be made or granted for the exercise of the said power; (f) other contents to be included in the detailed issuance plan as required by the relevant laws and regulations and other normative documents, the relevant regulatory authorities and the stock exchange of the listing jurisdiction.

(2) Plan of implementation. The Board is hereby authorized to implement the issuance plan and deal with the matters related to an increase in the registered capital of the Bank so as to reflect the Shares authorized to be issued by the Bank under this resolution, and to make such amendments as it deems appropriate and necessary to the provisions related to the issuance of Shares and registered capital in the Articles of Association, and to adopt and complete any other actions and procedures that are necessary for the implementation of the issuance plan and completion of the increase in the registered capital of the Bank.

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(III) Other matters relevant to the mandate

In order to enhance the efficiency of decision-making and take advantage of the market opportunities, in respect of the general mandate to issue Shares, the Board agrees and proposes the general meeting to approve the authorization to the Board and any persons authorized by the Board to deal with the matters in connection with the general mandate to issue Shares. The details of the mandate given to the authorized persons above will be separately determined upon the exercise of the general mandate by the Board under this resolution. The limit of the general mandate in the Relevant Period will be used solely based on the actual issue of Shares approved by the Board during such period.

For avoidance of doubt, the terms “Shares” and “securities” under this resolution do not include preference shares.

12. The Articles of Association (Revised)

In order to further improve the corporate governance of the Bank and promote the continuous high quality development of the Bank, in accordance with the Governance Standards and other regulatory regulations as well as taking into account the comments from the regulatory authority and the actual condition of the Bank, the Articles of Association are hereby amended.

A total of 3 articles shall be amended, and 1 new article shall be added, with no article being deleted. The details of the amendments are set out in Appendix III to this circular.

It is proposed that the amendments to the Articles of Association are to be considered and approved at the AGM as a special resolution, and the chairman of the Board and his delegated persons are agreed to be authorized to handle procedural matters related to the amendments to the Articles of Association, including application for approval, filing, announcement and industrial and commercial changes.

The revised Articles of Association shall become effective upon approval by the banking industry regulatory authority.

(II) Matters Relating to the A Share Offering

1. Background of the A Share Offering

References are made to the Shareholders’ circular and the notice of the 2018 AGM dated May 15, 2019 and the poll results announcement of the 2018 AGM dated June 30, 2019 of the Bank in relation to, among others, the Bank’s proposed A Share Offering; the Shareholders’ circular and the notice of the 2019 AGM dated May 15, 2020 and the poll results announcement of the 2019 AGM dated June 30, 2020 of the Bank; the notice of the 2020 AGM dated May 15, 2021, the Shareholders’ circular dated May 25, 2021, the supplemental circular and supplemental notice dated June 12, 2021 and the poll results announcement of the 2020 AGM

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dated June 30, 2021 of the Bank; the notice of the 2021 AGM dated May 13, 2022, the Shareholders' circular dated May 25, 2022, the supplemental circular and supplemental notice dated June 10, 2022 and the poll results announcement of the 2021 AGM dated June 30, 2022 of the Bank; the notice of the 2022 AGM dated May 16, 2023, the Shareholders' circular dated June 6, 2023 and the poll results announcement of the 2022 AGM dated June 30, 2023 of the Bank in relation to, among others, the extension of the validity period of the A Share Offering Plan and Authorization Resolution (as defined below). The relevant resolutions were considered and approved at the 2018 AGM, the 2019 AGM, the 2020 AGM, the 2021 AGM and the 2022 AGM respectively.

In order to further perfect the corporate governance structure, develop domestic and international financing platforms and improve the liquidity of all Shares held by the Shareholders, as considered and approved by the Board, the Bank proposes to issue no more than 1,500,000,000 A Shares in accordance with the requirements of the relevant laws, regulations and regulatory documents, such as the PRC Company Law, the PRC Securities Law, and the Measures for the Administration of Registration of Initial Public Offering of Stocks (《首次公開發行股票註冊管理辦法》) (the “**Administrative Measures for IPO Registration**”) and the Opinions of the CSRC on Further Promoting the IPO System Reform (《中國證監會關於進一步推進新股發行體制改革的意見》) issued by the CSRC. Under the A Share Offering Plan, the maximum number of the proposed issuance of A Shares represents approximately 14.41% of the Domestic Shares and approximately 10.80% of the total Shares in issue of the Bank as at the Latest Practicable Date. All proceeds to be raised from the A Share Offering, after deduction of the listing expenses, will be used to replenish the core Tier 1 capital of the Bank so as to enhance its capital adequacy ratio.

2. Progress of the A Share Offering

(1) Work progress

After obtaining the Shareholders' approval of the A Share Offering at the 2018 AGM, the Bank engaged professional advisers to commence the preparation for the A Share Offering, and filed a registration application for the pre-listing tutorship record-keeping for an initial public offering of A shares and domestic listing (首次公開發行A股股票並在境內上市的輔導備案登記) in respect of the A Share Offering to the CSRC Anhui Bureau in 2019. The pre-listing tutoring is still in progress. Upon the conclusion of the 2022 annual general meeting, the Bank has successively submitted four tutoring progress reports on A Shares to the CSRC Anhui Bureau. By far, the Bank had three regulatory tutoring conversations with the CSRC Anhui Bureau and submitted 18 periodic reports, and finished the drafting of certain sections of the prospectus.

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(2) Progress of the dispute on equity interests between Zhongjing Xinhua and Shanshan Holdings

The outcome of the dispute on equity interests between Zhongjing Xinhua Asset Investment Management Co., Ltd. (中靜新華資產管理有限公司) (“**Zhongjing Xinhua**”) and Shanshan Holdings Co., Ltd. (杉杉控股有限公司) (“**Shanshan Holdings**”) may have a certain impact on the A Share Offering of the Bank.

According to the disclosure in several announcement documents published by Zhongjing Xinhua and Shanshan Group Co., Ltd. (杉杉集團有限公司) (“**Shanshan Group**”) on the Shanghai Stock Exchange (the “**SSE**”), respectively, after Zhongjing Xinhua terminated its transactions with Shanshan Holdings in relation to the transfer of the Shares of the Bank and the equity interests in Zhongjing Sihai Co., Ltd. (中靜四海實業有限公司) (“**Zhongjing Sihai**”), “major lawsuits, freezing of assets and other matters related to such transactions occurred successively.”¹ Details of the lawsuits are as follows:

On January 17, 2023, the Shanghai Financial Court issued the first-instance judgements on the cases regarding the dispute on transfer of equity interests between the two parties, respectively, the main contents of such judgements are summarised as follows: (1) the Framework Agreement on the Transfer of Shares of Huishang Bank Corporation Limited and Equity Interests in Zhongjing Sihai Co., Ltd. (《關於轉讓徽商銀行股份有限公司股份及中靜四海實業有限公司股權之框架協議》) entered into between Zhongjing Xinhua and Shanshan Holdings, the Agreement on Transfer of Equity Interests in Zhongjing Sihai Co., Ltd. (《關於中靜四海實業有限公司之股權轉讓協議》) entered into between Zhongjing Xinhua and Shanshan Group and the Equity Transfer Contract entered into between Zhongjing Xinhua and Shanshan Holdings were terminated on June 2, 2020; (2) Zhongjing Xinhua shall return the amount equal to the consideration paid by Shanshan Holdings for the equity transfer; (3) Shanshan Group shall return 51.6524% equity interests in Zhongjing Sihai registered under the name of Shanshan Group, and meanwhile, Zhongjing Xinhua shall return the corresponding amount of equity transfer consideration; (4) other claims were rejected. On September 22, 2023, the Shanghai High People’s Court issued the second-instance judgements on the above disputes on transfer of equity interests, respectively. The contents of the judgments are: the appeals were dismissed and the original judgments were upheld. According to the information disclosed by Zhongjing Xinhua on the SSE, Shanshan Holdings and Shanshan Group made applications to the Shanghai Financial Court for compulsory enforcement on the above-mentioned cases regarding the dispute on transfer of equity interests in October and November 2023; during this period, both parties reached a consensus and signed the Settlement Agreement on November 30, 2023, which came into effect on December 6, 2023. Accordingly, the above-mentioned compulsory enforcement cases applied by Shanshan Holdings and Shanshan Group were terminated execution on March 13, 2024. On March 21, 2024, Zhongjing

¹ For details of the above-mentioned dispute on equity interests (including claims, first-instance judgements, second-instance judgements and others), please refer to the announcements published by Zhongjing Xinhua and Shanshan Group, respectively, on the SSE since July 2020.

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Xinhua applied for a retrial of these two cases to the Supreme People's Court's 3rd Circuit Court, and the review opinion of the Supreme People's Court was that "the conditions for retrial are satisfied, and it is recommended to file for review".

According to the provisions of the Civil Procedure Law of the People's Republic of China (《中華人民共和國民事訴訟法》), for the cases which are retried by the people's court in accordance with trial supervision procedures, if the legally effective judgments or rulings are made by the first-instance court, the cases shall be tried in accordance with the first-instance procedures, and the parties concerned may appeal against the judgment or ruling. According to the Several Provisions of the Supreme People's Court on the Strict Implementation of the Time Limit System for Case Trial (《最高人民法院關於嚴格執行案件審理期限制度的若干規定》), in terms of civil and administrative cases that are ruled to be retried, the court shall execute the provisions on the terms of first instance or second instance respectively in accordance with the different procedures applicable to the retried cases. The term for first-instance civil cases that are tried under ordinary procedures is six months; where an extension of the period is necessary under special circumstances, a six-month extension may be allowed subject to the approval of the president of the court; where a further extension of the period is necessary, another three-month extension may be allowed upon reporting to the people's court at a higher level for approval. If the cases are officially ruled to be filed for retrial, the trial period shall be subject to the above provisions of the laws, and finally subject to the ruling of the people's court.

According to the requirements of the Administrative Measures for IPO Registration and relevant requirements of the CSRC, the shareholdings of A-share issuer shall be clear. Considering the current status of the cases regarding the dispute on equity interests between Zhongjing Xinhua and Shanshan Holdings, the outcome of the dispute on equity interests between Zhongjing Xinhua and Shanshan Holdings may lead to changes in substantial Shareholders of the Bank, which may have a certain impact on the A Share Offering of the Bank.

(3) Work proposed to be carried out by the Bank

Upon the execution of the above-mentioned cases regarding the dispute on transfer of equity interests is completed, the uncertainty of the ownership of the above-mentioned disputed Shares and its impact on the A Share Offering of the Bank will be eliminated, and the Bank will be working on the A Share Offering application, including due diligence, auditing, acceptance of tutoring, updating prospectus and preparing application materials and other matters. It is expected to take about 6 months to prepare the listing application to the SSE for the A Share Offering. Referring to the precedents of our peers, after submitting the formal listing application to the SSE for the A Share Offering by the Bank and such application is accepted, it is expected that the vetting process for offering of relevant regulatory authorities will take approximately 12 months (calculated from the date on which the offering application is accepted) to complete.

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The Bank will fully communicate with its Directors and Shareholders, professional institutions engaged by the Bank or relevant regulatory authorities regarding the above situations and other matters concerning the A Share Offering, and actively promote the listing application for the A Share Offering once the application conditions are mature. To ensure the on-going process and validity of the A Share Offering, the Bank proposes to extend the validity period of the A Share Offering Plan and the Authorization Resolution (as defined below) for another 12 months. In any event that the A Share Offering is not completed upon the expiration of the extended validity period, the Board may seek the Shareholders' approval(s) for further extension of the validity period for the A Share Offering Plan and the Authorization Resolution at the Shareholders' general meetings as and when necessary, and will make a disclosure according to relevant rules.

3. Extension of Validity Period of the A Share Offering Plan

The A Share Offering Plan has been considered and approved by way of a special resolution at the 2018 AGM, and the successive extension of the validity period of the A Share Offering Plan for twelve months was considered and approved as a special resolution at the 2019 AGM, the 2020 AGM, the 2021 AGM and the 2022 AGM, respectively. Given that the 12-month validity period specified in the A Share Offering Plan will expire on June 29, 2024, the Bank proposed to extend the validity period of the A Share Offering Plan for twelve months from the next day immediately after the expiration of original validity period for the purposes of ensuring the on-going proceeding of the A Share Offering. The remaining contents of the A Share Offering Plan remain unchanged. The full text of the A Share Offering Plan is set out in Appendix IV to this circular.

Under the A Share Offering Plan, the maximum number of the proposed issuance of A Shares represents approximately 14.41% of the Domestic Shares and approximately 10.80% of the total Shares in issue of the Bank as at the Latest Practicable Date. Subject to the passing of the resolution in respect of the general mandate scheme to issue Shares by the Bank at the AGM, the Bank may issue the A Shares by way of exercising the general mandate. The Bank's existing Domestic Shares in issue will be converted into domestic listed Shares on the A Share Listing Date.

4. Extension of the Validity Period of the Authorization to the Board to Deal with Specific Matters in respect of the A Share Offering

The resolution on the authorization to deal with specific matters in respect of A Share Offering (the "**Authorization Resolution**") has been considered and approved by way of a special resolution at the 2018 AGM, and the successive extension of the validity period of the Authorization Resolution for 12 months was considered and approved as a special resolution at the 2019 AGM, the 2020 AGM, the 2021 AGM and the 2022 AGM, respectively. Given that the 12-month validity period specified in the Authorization Resolution will expire on June 29, 2024, the Bank proposed to extend the validity period of the Authorization Resolution for twelve months from the next day immediately after the expiration of original validity period for the purposes of ensuring the on-going proceeding of the A Share Offering. The remaining contents of the Authorization Resolution remain unchanged. The full text of the resolution on the authorization to the Board to deal with specific matters in respect of the A Share Offering is set out in Appendix V to this circular.

In addition, as resolved by the Board, the Board agreed to delegate the authorization to the chairman (and the authorized person of the chairman) to deal with matters related to the A Share Offering, subject to the approval of the above authorization by the general meeting.

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(III) Impact of the A Share Offering on the Shareholding Structure of the Bank

Subject to the passing of the resolution in respect of the general mandate scheme to issue Shares by the Bank at the AGM, the Bank may issue the A Shares by way of exercising the general mandate. Assuming that (1) a total of 1,500,000,000 A Shares are issued under the A Share Offering, (2) there are no changes to the ordinary share capital in issue of the Bank prior to the completion of the A Share Offering, and (3) the number of Shares held by the substantial Shareholders (as defined in the Listing Rules) of the Bank remains unchanged, the shareholding structures of the ordinary Shares of the Bank as at the Latest Practicable Date and immediately after the completion of the A Share Offering are set out as follows:

	As at the Latest Practicable Date		Immediately after completion of the A Share Offering	
	Number of ordinary Shares ^(Note 1)	Approximate percentage of the Bank's issued share capital	Number of ordinary Shares	Approximate percentage of the Bank's issued share capital
Domestic Shares^(Note 2)				
Shanghai Soong Ching Ling Foundation ("SCL Foundation") ^(Note 3)				
	224,781,227	1.62%	224,781,227	1.46%
Deposit Insurance Fund Management Co., Ltd. ("DIFM")				
	1,559,000,000	11.22%	1,559,000,000	10.13%
Domestic Shares held by the public and to be converted into A Shares upon completion of the A Share Offering ^(Note 4)				
	8,627,269,984	62.11%	8,627,269,984	56.06%
A Shares to be newly issued under the A Share Offering				
	–	–	1,500,000,000	9.75%
Subtotal	10,411,051,211	74.95%	11,911,051,211	77.40%
H Shares				
SCL Foundation ^(Note 3)				
	1,245,864,400	8.97%	1,245,864,400	8.10%
H Shares held by the public				
	2,232,885,600	16.08%	2,232,885,600	14.51%
Subtotal	3,478,750,000	25.05%	3,478,750,000	22.60%
Total	13,889,801,211	100%	15,389,801,211	100%

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Notes:

1. The Bank has distributed bonus shares to the Shareholders whose names appeared on the register of members of the Bank on July 11, 2018 on a pro rata basis of 1 share for every 10 shares (the “**Bonus Issue**”) pursuant to its 2017 profit distribution plan. For details, please refer to the circular dated April 13, 2018 and the announcement dated July 2, 2018 of the Bank. The number of Shares held by the Shareholders of the Bank as at the Latest Practicable Date represents the number of Shares held by the Shareholders of the Bank after the Bonus Issue.
2. Upon completion of the A Share Offering, all existing Domestic Shares in issue will be converted into A Shares.
3. According to the disclosure of interests forms submitted to the Hong Kong Stock Exchange by SCL Foundation and its affiliates and as shown on the register of members of Domestic Shares of the Bank, and taking into account the increased numbers of Shares held by the Shareholders of the Bank after the Bonus Issue, as at the Latest Practicable Date, Zhongjing Xinhua, Zhongjing Xinhua Property Management (Hong Kong) Co., Limited (中靜新華資產管理(香港)有限公司) (“**Zhongjing Xinhua HK**”), Wealth Honest Limited (“**Wealth Honest**”) and Golden Harbour Investments Management Limited (“**Golden Harbour**”) currently directly hold 224,781,227 Domestic Shares, 173,993,400 H Shares, 631,871,000 H Shares and 440,000,000 H Shares of the Bank, respectively; Zhongjing Xinhua HK, Wealth Honest and Golden Harbour are subsidiaries of Zhongjing Xinhua; Zhongjing Xinhua, Zhongjing Xinhua HK, Wealth Honest and Golden Harbour are controlled corporations of SCL Foundation, and therefore SCL Foundation is deemed to be interested in the Shares of the Bank held by the aforementioned companies. SCL Foundation and the aforementioned companies are core connected persons of the Bank, and their holdings of the Bank’s H Shares are not regarded as being held by the public. Assuming that the existing shareholdings or percentages of Zhongjing Xinhua, Zhongjing Xinhua HK, Wealth Honest and Golden Harbour remain unchanged during the period after the Latest Practicable Date and prior to the completion of the A Share Offering, the total number of Shares of the Bank held by the aforementioned companies will not reach 10% of the total issued ordinary share capital of the Bank upon the completion of the A Share Offering. Therefore, SCL Foundation and the aforementioned companies will cease to be core connected persons of the Bank, and their holdings of the Bank’s Shares will be regarded as being held by the public.
4. According to the latest information received by the Bank, as at the Latest Practicable Date, the Bank has more than 15,800 Domestic Shareholders, among which no other single Domestic Shareholder holds 10% or more of the total issued ordinary share capital of the Bank apart from DIFM.
5. Any discrepancies between the total percentages and sum of items shown in the table are due to rounding.

The Bank did not carry out any other fund-raising activity in connection with issuance of share capital within the 12 months immediately preceding the Latest Practicable Date.

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Based on publicly available information and to the knowledge of the Directors, as at the Latest Practicable Date, the public float of the Bank is approximately 16.08%, which is lower than the minimum as required under Rule 8.08 of the Listing Rules. According to the resolutions of the Board, the Bank is intending to make its best effort to restore the public float by way of the A Share Offering as soon as possible². Assuming that (1) a total of 1,500,000,000 A Shares are issued under the A Share Offering, (2) there are no changes to the ordinary share capital in issue of the Bank prior to the completion of the A Share Offering, and (3) the number of Shares held by the substantial Shareholders (as defined in the Listing Rules) of the Bank remains unchanged, approximately 89.87% of the Bank's enlarged share capital will be held by the public immediately after the completion of the A Share Offering.

(IV) Explanation of Other Matters

The relevant matters of the A Share Offering are subject to the Shareholders' approval at the AGM, and the approvals/consents to registration given by the securities regulatory authorities (including the CSRC), the banking regulatory authorities and other relevant regulatory authorities (including related stock exchanges). The A Share Offering Plan should be subject to the final plan as approved by the regulatory authorities. The existing Domestic Shares in issue will be converted into domestic listed Shares upon the completion of the A Share Offering. The Bank has submitted the tutoring and filing application for an initial public offering to the CSRC Anhui Bureau in 2019, and such tutoring is currently in progress. The time of the completion of the Bank's A Share Offering will depend on the policies for the offering and listing of A shares in the PRC, the time required for approval and the actual condition in the domestic capital market. Therefore, as of the Latest Practicable Date, the time for completion of the A Share Offering could not be fully determined. Nevertheless, the Bank will actively proceed with the A Share Offering.

In determining the issue price of the A Shares, the Bank will take into full account the interests of the existing Shareholders as a whole, and the actual conditions of the capital market and the Bank at the time of the A Share Offering. When determining the issue price, the Bank will consider the following major factors: (i) the Bank's operating and financial conditions; (ii) current market conditions; (iii) market demand for the A Shares; (iv) the industry in which the Bank operates; (v) applicable laws and regulations; and (vi) the average P/E ratio of other A-share listed banks in the industry. The PRC regulatory authorities and self-regulation

² According to the resolution of the Board, solutions of the Bank to restore public float mainly include (i) negotiating with substantial Shareholders of the Bank to reduce shares held by them in the Bank; (ii) based on thorough consideration of market conditions and well-laid plan, conducting H Share placing as appropriate; and (iii) actively proceeding with the A Share Offering and its listing.

In August 2020, the Bank determined to proceed with the Non-public Issuance of Domestic Shares under general mandate and completed the issuance in January 2021. Immediately following the completion of the non-public issuance, the Bank's public float slightly increased from 15.66% to 16.08% (for details, please refer to the announcements of the Bank dated August 20, 2020 and January 4, 2021). With reference to the provisions of relevant laws and regulations on issuance pricing and taking into account, among other factors, the current situation of the H Share market, the Bank has not carried out H Share placing for the time being. The Bank is fully aware of the urgency to restore public float, and after comprehensive consideration of all factors, the Bank is of the view that continuing to proceed with the A Share Offering is a feasible and important measure for the Bank to restore public float.

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organizations of the securities industry, including the CSRC, the SSE and the Securities Association of China, have imposed clear regulations on the pricing methods and related disclosure of initial public offering of the A shares, such as the Administrative Measures on Securities Issuance and Underwriting (《證券發行與承銷管理辦法》) and the Detailed Implementation Rules for the Offline Issuance of IPO Stocks in the Shanghai Stock Market (《上海市場首次公開發行股票網下發行實施細則》). According to such regulations, the lead underwriter(s) and the Bank can determine the issue price of the A Shares by making enquiries with offline investors. The lead underwriter(s) and the Bank will determine the issue price based on the initial enquiry results or determine the issue price through bidding quotation after the range of the issue price is determined through the initial enquiry. During the process, the lead underwriter(s) will carry out book-building in respect of the quotations of offline investors, and record the subscription prices and subscription number of offline investors, and will determine the issue price or range of issue price according to the result of book-building. The Bank will also refer to the Administrative Measures for the Transfer of State-owned Assets of Financial Enterprises (Decree No. 54 of the Ministry of Finance of the PRC) (《金融企業國有資產轉讓管理辦法》(中國財政部令第54號)) and ensure that the issue price will not be lower than the latest audited net asset per Share of the Bank on the date of determining the price. As of December 31, 2023, the Bank's audited net asset value per Share was RMB8.85. Since the A Share Offering may be priced after release of the Bank's audited net asset value per Share of the Bank as of December 31, 2024, the above data is for reference only. In addition, the Bank will comply with the requirements under Rule 13.36(5) of the Listing Rules. If the A Shares will be issued under the general mandate, the issue price of which will not represent a discount of 20% or more to the applicable benchmark price determined in accordance with Rule 13.36(5) of the Listing Rules.

However, the A Share Offering may or may not be completed. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares of the Bank. Further details of the A Share Offering will be provided by the Bank in due course.

III. THE AGM

The Bank will convene the AGM at Conference Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC at 9:00 a.m. on Friday, June 28, 2024 to consider and pass resolutions where appropriate in respect of the matters set out in the notice. A proxy form and a reply slip will be viewed on the HKexnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Bank at www.hsbank.com.cn. The notice of the AGM is set out on pages 94 to 97 of this circular.

Whether or not you intend to attend and/or vote at the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon. If you intend to attend the AGM, you are required to complete and return the accompanying 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, June 8, 2024. The reply slip may be 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

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(for Domestic Shareholders). Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the AGM or any adjournment thereof, nor will completion and return of the reply slip preclude a Shareholder from attending and voting at the AGM or any adjournment thereof.

IV. RECOMMENDATIONS

The Board considers that the resolutions to be proposed at the AGM are in the interests of the Bank and the Shareholders as a whole and accordingly recommends that the Shareholders vote in favor of all the resolutions to be proposed at the AGM as set out in the notice of the AGM.

V. ADDITIONAL INFORMATION

Apart from the consideration and approval of the aforementioned resolutions, Shareholders will be debriefed by the Bank at the AGM in respect of the Appraisal Report by the Board of Supervisors on the Performance of Duties by the Board and Directors for 2023 (which is set out in Appendix VI to this circular), the Appraisal Report by the Board of Supervisors on the Performance of Duties by the Supervisors for 2023 (which is set out in Appendix VII to this circular) and the Appraisal Report by the Board of Supervisors on the Performance of Duties by the Senior Management and its Members for 2023 (which is set out in Appendix VIII to this circular), the Report on Duties by the Independent Non-executive Directors of the Bank for 2023 (which is set out in Appendix IX to this circular), the Report on Related Party Transactions of the Bank for 2023 (which is set out in Appendix X to this circular) and the Report on the Implementation of Resolutions of Shareholders' General Meetings in 2023 (which is set out in Appendix XI to this circular).

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

Hefei, Anhui Province, the PRC
May 14, 2024

* *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.*

In 2023, facing the intricate and severe operation situation and the increasingly competitive environment, with the great support of Shareholders, the Board of Supervisors and senior management, the Board of Directors fulfilled its responsibilities, overcame difficulties, and made progress with determination, led the whole Bank in maintaining its market positioning as a city commercial bank, constantly stepped up efforts in serving real economies and continuously improved the development quality, achieving the work goal of improvement while maintaining stable and recording outstanding operating results. The major work report of the Board of Directors for 2023 is presented as follows:

I. ACHIEVING IMPROVEMENT WHILE MAINTAINING STABLE OPERATING RESULTS

In 2023, Huishang Bank adhered to development as its priority and continued to promote balanced development in terms of scale, efficiency and quality. As of the end of 2023, based on the Group's caliber, Huishang Bank recorded total assets in domestic and foreign currency of RMB1,806.1 billion, representing an increase of 14.3% from last year, among which, total loans and advances to customers were RMB874.2 billion, representing an increase of RMB109.9 billion or 14.38%. Total liabilities were RMB1,659.4 billion, among which, total customer deposits were RMB1,020.2 billion, representing an increase of RMB126.0 billion or 13.86%. Huishang Bank achieved a net profit of nearly RMB15 billion, representing an increase of RMB1,308 million or 9.56% from last year. Total non-performing loans were RMB11,022 million and the non-performing loan ratio was 1.26%, both achieving decreases.

II. CONTINUOUSLY IMPROVING THE CORPORATE GOVERNANCE

Firstly, conscientiously implementing the integration of the Party's leadership into corporate governance. The Bank promoted the deep integration of the Party's leadership into all processes of corporate governance and resolutely implemented the pre-procedures of research and discussion by the Party committee of the Bank. In 2023, the Bank carried out pre-procedures of research and discussion by the Party committee of the Bank on relevant resolutions proposed to the general meeting and the Board of Directors in strict compliance with the relevant rules.

Secondly, continuously optimizing the structures of the Board of Directors and relevant special committees. In 2023, the Board of Directors completed the election of one executive Director and two non-executive Directors to ensure that the number of Directors on the Board of Directors met the requirements of the PRC Company Law and the Articles of Association of the Bank. Meanwhile, it continuously improved the structures of special committees under the Board of Directors to ensure the structures of all special committees complied with regulatory requirements.

Thirdly, continuously guaranteeing the standardized and efficient operation of the governance mechanisms. The Board of Directors guaranteed the successful convening of Board meetings and special committee meetings to achieve the standardized and efficient operation of the corporate governance mechanisms. In 2023, it prepared the convening of 3 general

meetings, at which 19 proposals were considered and reviewed; 10 Board meetings, at which 66 proposals were considered and reviewed; and 25 special committee meetings, at which 86 proposals were considered and reviewed, covering important proposals regarding financial budget and final accounts, comprehensive operation plans, election and appointment of senior management and profit distribution plan, etc.

Fourthly, in accordance with the documentation requirements such as the Governance Standards and regulatory opinions, the Board of Directors promoted the amendments to the Articles of Association and the working rules of relevant special committees under the Board of Directors and other internal corporate governance systems, improved the top-level governance system of “the Shareholders’ General Meeting, the Board of Directors, the Board of Supervisors, and the senior management”, further delineated the responsibilities for each governance body, and continuously enhanced the standardization and coordination of the performance of each governance body, thereby ensuring the efficient operation of the governance mechanism.

Fifthly, continuously optimizing the incentive and restraint mechanisms. The Board of Directors completed the performance assessment for the executive Directors and senior management for 2022, and applied the assessment results in the calculation of remuneration for 2022. It also formulated the performance assessment plan on executive Directors and senior management for 2023, which was considered and approved by the Board of Directors before being filed with regulatory authorities.

Sixthly, standardizing information disclosure. The Board of Directors actively carried out coordination and completed external audit work on time, and disclosed the 2022 annual report and 2023 interim report in accordance with regulations. It disclosed nearly 60 ad-hoc announcements throughout the year, including amendments to the Articles of Association, the change of Directors, the issuance of perpetual bonds, etc. It disclosed authoritative information in a timely and accurate manner and fully guaranteed the right to information of all stakeholders.

III. STRENGTHENING EQUITY MANAGEMENT

Firstly, handling equity affairs in compliance with regulations. In strict compliance with legal and regulatory procedures for equity changes, pledging, etc., the Board of Directors provided quality shareholder services and addressed shareholder inquiries. It enhanced the foundation of equity management and optimized and upgraded the equity management system.

Secondly, assessing duty performance and contract performance of substantial Shareholders. The Board of Directors improved the Working Plan on Duty Performance and Contract Performance Assessment of Shareholders of Huishang Bank (《徽商銀行股東履職和履約評估工作方案》), completed the performance assessment of substantial Shareholders and major Shareholders in 2022 in accordance with legal requirements, and considered and approved the assessment report. Based on the assessment results, it promoted relevant substantial Shareholders to continue meeting the qualification standards.

Thirdly, continuously consolidating investor relations. The Board of Directors earnestly responded to investor inquiries, effectively communicated and provided services to stakeholders actively, addressed their concerns, and constantly maintained and strengthened relationships with investors and other stakeholders.

IV. ACTIVELY PROMOTING CAPITAL SUPPLEMENTATION

Firstly, studying and formulating capital supplementation plans. The Board of Directors developed rolling plans for capital supplementation and determined the relevant work for capital supplementation of Huishang Bank for the period of 2023 to 2025. Focusing on the overall development strategy of the Bank, with reference to operational, financial, risk control, investment and financing and other plans, the Board of Directors has established capital adequacy management targets for the next three years. Based on the capital calculation results, it designed capital supplementation solutions and formulated management plans.

Secondly, regularly conducting internal capital adequacy assessments. The Board of Directors conducted internal assessments of capital adequacy for the year 2022, including assessing management mechanisms, annual risk preferences and capital planning implementation, capital and risk management systems, and internal capital adequacy. Based on the assessment results, it enhanced capital management in a targeted way.

Thirdly, continuously advancing A-share listing work. The Board of Directors continuously strengthened communication with relevant parties. In accordance with the latest requirements of the registration-based reform of the China Securities Regulatory Commission, it studied and developed plans for general authorization of share issuance, extended the validity period of A-share IPO related work authorization, etc., and submitted them for consideration and approval in the Shareholders' General Meeting. It continuously fulfilled its obligations regarding tutorship record-keeping reports.

Fourthly, issuing capital supplementation instruments. In 2023, the Bank strengthened external capital supplementation, issuing RMB10 billion of perpetual bonds in the interbank bond market, with the proceeds raised from bonds fully utilized to supplement other Tier 1 capital.

V. CONTINUOUSLY ENHANCING STRATEGIC MANAGEMENT

Firstly, further improving our strategic planning. In accordance with the requirements of the inspection and rectification by the Provincial Party Committee as well as regulatory requirements, the Board of Directors revised the five-year strategic plan of the Bank to strengthen the comprehensive Party leadership, overall strategic positioning, development focus and business portfolio, consumers' rights and interests protection, and outsourcing risk management, among others.

Secondly, tracking and assessing the implementation of strategies. The Board of Directors continuously conducted assessments of strategic execution. It assessed the overall implementation of strategies focusing on three key areas: consolidating the position as a local mainstream bank, advancing the Bank's digital transformation, and striving to become a regional value-oriented bank. It also assessed the implementation of strategies in a detailed way in terms of corporate finance, personal finance, interbank finance, financial technology, risk internal control, channel operations, resource allocation, and so forth. Based on the assessment results of the implementation of strategies, it coordinated efforts to drive transformation, reform, innovation, and development, accelerated the transformation and improvement of nine major areas such as grassroots Party building, Party conduct and clean governance, corporate banking, capital-light businesses, personal assets, financial technology, comprehensive risk management, out-of-province branches, and the cultivation of cadre and talent team, to address weaknesses, leverage strengths, and create new businesses, striving to become an outstanding local mainstream bank.

Thirdly, strengthening our financial technology strategic planning. Based on the current development of financial technology of the Bank, centring around the strategic directions of "digitization, ecologicalization, intelligence, and collectivization", the Board of Directors formulated the Huishang Bank Financial Technology Strategic Plan (2023-2025) and the 2035 Vision Goal (《徽商銀行金融科技戰略規劃(2023-2025年)及2035年遠景目標》), covering six major areas including business architecture, application architecture, data architecture, technology architecture, security architecture, and technology governance, clearly setting development goals and implementation pathways for financial technology, thereby providing comprehensive support and services to facilitate the Bank's digital transformation and high-quality development.

VI. CONTINUOUSLY STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT

Firstly, conducting internal control evaluations. In accordance with the relevant internal control policies and on the basis of daily supervision, using a comprehensive assessment approach that includes risk assessments, audit tests, business line inspections, and regulatory examinations, the Board of Directors conducted an assessment on the effectiveness of internal controls for the year 2022, continuously improved internal control practices, and strengthened internal control system, facilitating the achievement of strategic objectives.

Secondly, studying and establishing the risk preference statement for 2023. In line with our overall strategic development goals, regulatory requirements and relevant systems and measures, and based on the external operating environment and actual situation of risk management practices, the Board of Directors made statements about the types and levels of risks. It considered and approved the Huishang Bank 2023 Risk Preference Statement (《徽商銀行2023年風險偏好陳述書》), and urged the Bank to strictly implement a “prudent, rational, and stable” risk preference. It adhered to the basic principle of “balancing risk and gains, covering risk with capital”, aiming to achieve a balance among capital, risk, and gains.

Thirdly, studying and establishing the risk management policy guidelines for 2023. Based on our strategic development goals, the Board of Directors studied and formulated the Huishang Bank 2023 Risk Management Policy Guidelines (《徽商銀行2023年風險管理政策指導意見》), which includes assessing the risk management landscape and defining the overall objectives of risk management policies as well as specific objectives for each category of risk. The guidelines cover eight major categories of risk, including credit risk, market risk, liquidity risk, compliance and litigation risk, operational risk, interest rate risk of the banking book, reputation risk, and information technology risk, with a total of 57 key points for risk management policies.

Fourthly, studying and improving the recovery plan. In compliance with regulatory requirements, the Board of Directors studied and improved the Huishang Bank Recovery Plan (《徽商銀行恢復計劃》). This plan serves as a comprehensive document to guide the Bank’s restoration of normal operations under crisis scenarios, aiming to improve the crisis response mechanisms and enhance crisis management capabilities, to ensure uninterrupted critical businesses and services, and promote the stable operation of Huishang Bank.

Fifthly, continuously enhancing internal audit. The Board of Directors studied and formulated the annual audit plans, improved the supervision system for audit and constantly strengthened the building of the audit team, quality control and the rectification of problems, etc. It adhered to the orientation of risks, focused on the development strategies and the general working requirements of the whole Bank, sped up the transformation and upgrading of internal audit, standardized audit activities and facilitated the transformation of internal audit results, providing guarantees to the high-quality development of the whole Bank.

Looking back to the past year, the Board of Directors performed duties faithfully and diligently, led the whole Bank in implementing development strategies, continuously improved corporate governance, actively advanced capital supplementation, focused on enhancing risk prevention and control and continuously promoted the high-quality development of the whole Bank, achieving outstanding work results. In 2024, adhering to the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, the Board of Directors will fully implement the spirit of the Central Financial Work Conference as well as the decision and deployment of the economic work meeting of the Provincial Party Committee and the work meetings of the PBOC and the National Financial Regulatory Administration, give priority to stable growth and make progress amid stability, coordinately promote development, transformation and innovation, improve the conduct of teams, vigorously advance reforms in key sectors and unswervingly “seek development, prevent risks, promote transformation, strengthen management and improve conduct”, striving to build Huishang Bank into an outstanding local mainstream bank.

2023 marks the beginning of fully implementing the spirit of the 20th National Congress of the CPC. The Board of Supervisors of Huishang Bank, under the strong leadership of the CPC Committee of the Bank and with the support and collaboration of the Board of Directors and senior management of the Bank, strictly adhered to regulatory requirements and the Articles of Association of the Bank. Centring around the Bank's focus on transformation and development, it diligently carried out our supervisory responsibilities, and continuously improved the effectiveness of supervision, playing a proactive role in promoting the high-quality development of the Bank and building an outstanding local mainstream Bank.

I. MAJOR WORKS OF THE BOARD OF SUPERVISORS FOR 2023

(I) Promoting optimized management and conducting in-depth research and inspections.

Firstly, integrating comprehensive risk management and enhancing project, organizing specialized research on group customer management. The Board of Supervisors coordinated with the CPC Committee of the Bank in promoting and implementing the projects for transformation and improvement in nine major areas. With the focus on group customer risk management and comprehensive services, and the in-depth research on the mechanisms and processes of group customer management in the Bank, credit and risk control, comprehensive marketing, resource support and guarantee, and coordination of front, middle and back offices with branches, etc., as well as referring to good practices in the industry, the Board of Supervisors objectively identified shortcomings of the Bank's management responsibilities, evaluation system, marketing cooperation, and risk technology etc., for group customers, and made specific suggestions on strengthening overall management of group customers, integrating synergistic marketing, and optimizing the group customer credit model, etc.

Secondly, focusing on weak links in internal control management and conducting special supervision and inspection on business outsourcing management. To promote the sound development of outsourcing management mechanisms and enhance the efficiency of outsourcing activities, the Board of Supervisors, through symposiums and discussions, on-site inspections, visits to outsourcing companies, and exchange with and learning from industry peers, conducted comprehensive and in-depth inspections of the Bank's outsourcing activities in the corporate and personal finance sectors. It pointed out issues of the Bank's outsourcing overall management, supplier management, and outsourcing project management, etc., and provided systematic and targeted opinions and suggestions, such as implementing unified business outsourcing management, strengthening supplier and outsourcing personnel management, and enhancing the integration of business and technology, among others. The inspection report received high attention from the CPC Committee and senior management team of the Bank. Consequently, the senior management team established a special leadership group in the Board of Supervisors to oversee the rectification work of the outsourcing management. The group meticulously studied and formulated work plans for implementing the rectification work, actively improved outsourcing management, and enhanced the level of risk prevention in outsourcing.

(II) Adhering to performance in compliance with laws and effectively strengthening daily supervision.

Firstly, carrying out the supervision of the proceedings of the Board of Supervisors in compliance with laws. Since the beginning of this year, the Board of Supervisors has organized eight Board of Supervisors' meetings via on-site meetings and remote signing meetings, etc., with 40 resolutions being considered and approved, including the annual report and performance evaluation report and others, an increase of 7 resolutions compared to the previous year. It reviewed 42 reports, such as the operation management report, comprehensive business plan, and capital supplementation plan, etc. Additionally, it has held 10 meetings for the special committees under the Board of Supervisors, providing preliminary opinions on 37 resolutions for the reference of Board of Supervisors. Each Supervisor, through the Board of Supervisors' meetings, diligently reviewed and analysed resolution materials, and conducted thorough research and consideration on significant matters related to the Bank's development, and based on their professional expertise or work practices, contributed objective and impartial opinions and suggestions, effectively fulfilling their supervisory responsibilities.

Secondly, continuously strengthening the supervision of the decision-making process for significant matters. In 2023, the chairman of the Board of Supervisors and some Supervisors attended the shareholders' general meeting three times and attended the Board of Directors' meetings and its special committees' meeting 35 times. They also attended the Bank's business meetings, the president's office meetings, and the streamline meetings of the Assets and Liabilities Management Committee and the Risk and Internal Control Management Committee meetings, etc. They supervised the performance of the Board of Directors and senior management related to corporate governance, development strategy, operation management, financial management, risk management, and consumers' rights and interests protection, timely alerted risks and potential hazards in important businesses and key areas. They provided constructive management suggestions, effectively safeguarding the legitimate rights and interests of customers, employees, Shareholders, and other stakeholders.

(III) Benchmarking regulatory requirements and actively conducting supervision in key areas.

Firstly, objectively and impartially conducting performance evaluations of Directors, Supervisors, and senior management. While evaluating "five dimensions" (fulfilling fiduciary duty, fulfilling diligence duty, professional competence, independence and ethical standards, and compliance performance) and focusing on performances in important matters, the Board of Supervisors further enriched the evaluation content by incorporating new requirements into the scope of evaluation, such as the integration of Party leadership with corporate governance and operational management, and the promotion of a clean banking culture. The Board of Supervisors continuously optimized the evaluation methods and emphasized a combination of internal and external evaluations. In addition to self-evaluations and peer evaluations, it carefully

organized evaluations for Shareholders and branch units. Led by external Supervisors, it conducted on-site research and discussions at 6 branches and 14 Shareholder units. It inquired by letter about the compliance of the performance of Directors, Supervisors, and senior management and conducted comprehensive written assessments and solicited opinions, evaluating the compliance and performance of Directors, Supervisors, and senior management in a comprehensive manner. The results of the annual performance evaluations were considered according to procedures and promptly reported to regulatory authorities and the shareholders' general meeting.

Secondly, actively carrying out supervision activities in financial management. The Board of Supervisors tracked the process of preparing annual and interim reports, attended meetings for external audit report presentations, and comprehensively analysed the Bank's operational management, providing written review opinions on the truthfulness, accuracy, completeness of the annual reports, as well as the compliance and reasonableness of profit distribution plan. It proactively communicated with external audit agencies regarding the authenticity and accuracy of disclosed information in periodic reports, and promoted and improved the quality and efficiency of external audits. It paid attention to significant financial decisions and activities, considered the final financial accounts report, reviewed the annual comprehensive business plan, and promoted standardized financial management. It considered reports on capital adequacy assessments, capital supplementation plans, and liquidity risk management, and promoted improvements in capital supplementation mechanisms and liquidity management, continuously improving the Bank's capital and liquidity indicators.

Thirdly, continuously enhancing the coverage and effectiveness of internal control risk supervision. The Board of Supervisors considered internal audit working reports and provided suggestions such as enhancing the forward-looking nature of audit supervision and strengthening the coordination between internal and external audits, thus giving full play to the third line of defence of internal audit. It considered reports on the operation assessment of internal controls and provided suggestions such as strengthening assessments in key areas and refining the classification of internal control deficiencies, promoting the improvement of the internal control evaluation system. It considered reports on anti-money laundering and counter-terrorism financing, and provided suggestions such as strengthening account opening management, identity verification, and customer risk rating, promoting the strengthening of anti-money laundering work management. It implemented the requirements of regulatory laws and opinions, organized the consideration of special reports on comprehensive risk management, asset quality, stress testing, implementation of the expected credit loss approach, data governance, consumers' rights and interests protection, employee conduct management, case prevention and control, the recourse and deduction of performance-based compensation, business continuity and other areas, continuously enhancing the comprehensiveness of the Board of Supervisors' supervision. It continuously focused on the operating conditions and implementation of consolidation management systems in subsidiary institutions, participated in inspections of subsidiary institutions and investigations of consolidation

management, and provided suggestions on subsidiary institutions' adherence to their positioning, development transformations, business complementarity, and risk isolation, etc., promoting group strategic coordination.

(IV) Strengthening the implementation of resolutions and improving the feedback mechanism for supervisory opinions.

The Board of Supervisors actively provided opinions and suggestions. It issued written opinions on annual reports, interim reports, performance evaluations, internal control evaluations, internal audits, strategic execution, etc., and regularly urged senior management to feedback on the implementation of suggestions and the improvement of work. It continuously followed up and supervised authorized matters during authorized special inspections, and provided suggestions for revising and improving authorization management systems. It followed up on issues related to model development, data quality, and system functionality identified during the special research on digital risk control. Based on the feedback for implementation of corrective measures, it provided special guidance on process, authority and other issues during the development and implementation of risk models. It followed up the implementation of corrective measures for issues related to inspections of consumers' rights and interests protection, communicated and exchanged views on consumer protection systems, pre-examination, and complaint management, and promoted the strengthening of consumers' rights and interests protection management. It disaggregated the opinions and suggestions provided by branch institutions and Shareholders to the competent departments individually during the performance evaluation process, and forwarded the adoption of suggestions and the progress of related work to branch institutions and Shareholders individually. It timely submitted the reports on the implementation of corrective measures provided by senior management to the Board of Supervisors for consideration and review, forming a closed-loop mechanism for handling supervisory feedback.

(V) Strengthening the development of the Board of Supervisors and continuously improving the ability to perform duties.

The Board of Supervisors actively conducted the selection work for Shareholder Supervisors and external Supervisors, and two supervisors were appointed, enhancing the organizational structure of the Board of Supervisors. It systematically reviewed the requirements for Supervisors' duties in current laws and regulations, regulatory systems, and the Articles of Association of the Bank, and formulated a working system for Supervisors, further clarified the responsibilities, priorities, modes, and accountability of Supervisors, strengthening the Supervisors' awareness of responsibility and duty. It organized Supervisors to participate in regulatory prudential discussions, conducted training on corporate governance-related laws and regulations, published the Supervisor Information Newsletter (《監事信息通訊》), and conducted annual performance assessments of Supervisors, promoting the improvement of their performance. The Board of Supervisors diligently fulfilled its responsibilities of reporting to shareholders' general meetings, promptly submitting reports on the implementation of resolutions from the

previous year's general meeting, the work of the Board of Supervisors, and Board of Supervisors' evaluation for the performance of Directors, Supervisors, and senior management for shareholders' general meetings to consider and review.

II. INDEPENDENT OPINIONS FROM THE BOARD OF SUPERVISORS ON RELEVANT MATTERS

- (I) **The operation in compliance with laws.** During the Reporting Period, the Board of Directors and senior management of the Bank continued legal compliance of operations and the decision-making procedures complied with laws and regulations and the Articles of Association of the Bank. The Directors, Supervisors and senior management faithfully performed the responsibilities defined by the Articles of Association of the Bank, and there was no circumstance where their performance of duties was in violation of the laws and regulations or harmed the interests of the Bank.
- (II) **Preparation of financial report.** Preparation and review procedures of annual reports of the Bank were in compliance with laws, regulations and regulatory requirements. The contents of the report reflected the Bank's operations in a true, accurate and complete manner. The Board of Supervisors has no objection to the standard unqualified audit report audited and issued by Ernst & Young in accordance with the ISAs.
- (III) **Related party transactions.** During the Reporting Period, the related party transactions of the Bank complied with national laws and regulations, regulatory policies and the Articles of Association of the Bank and the Board of Supervisors did not identify any actions that harmed the interests of the Bank by taking advantage of related party transactions.
- (IV) **Internal control.** During the Reporting Period, the Bank strived to put internal control as its priority, actively improved and implemented the system of factors on internal balanced control, earnestly implemented regulatory requirements and continued to strengthen and improve internal control. The Board of Supervisors reviewed the 2023 Internal Control Assessment Report of the Bank, and had no objection to the same.
- (V) **Risk management.** During the Reporting Period, the Bank formulated and implemented a strategic plan for financial technology, continued to promote the construction of a digital bank, strengthened risk management and control in key areas, and increased efforts in the disposal of non-performing assets. Therefore, asset quality continued to be improved, the weighting of risk assets decreased, the level of capital adequacy increased, the major risk supervision indicators continued to be improved and the overall risk situation became controllable.

- (VI) **Implementation of resolutions of shareholders' general meetings.** The Board of Supervisors has supervised the implementation of the resolutions of the shareholders' general meetings, and was of the view that the Board of Directors and senior management have well implemented the relevant resolutions of shareholders' general meetings.
- (VII) **Implementation of information disclosure systems.** During the Reporting Period, the Bank performed information disclosure obligations and carefully implemented information disclosure management systems in accordance with regulatory requirements. No non-compliance with laws and regulations was identified in information disclosure.

III. MAJOR WORK ARRANGEMENT FOR 2024

In 2024, the Board of Supervisors will thoroughly implement the spirit of the Central Financial Work Conference, benchmark regulatory systems and the Articles of Association of the Bank, conscientiously fulfil its responsibilities in strategic, financial, internal control, and risk supervision, actively promote the improvement of corporate governance, organize special research and inspections in key areas of business management, strengthen cooperation and coordination with other internal oversight entities, so as to coordinately promote the high-quality development of the entire Bank.

- (I) **Consistently focusing on the main theme of risk prevention and control to ensure the down-to-earth supervision work of the Board of Supervisors.** Firstly, the Board of Supervisors will further enhance its supervisory function in meetings and improve the quality and effectiveness of supervision discussions. It will systematically review the requirements for the Board of Supervisors' duties in the laws and regulations, regulatory systems, and the Articles of Association of the Bank, actively strengthen the collection of proposals, and increase the coverage and pertinence of the Board of Supervisors' proposals. It will leverage the expertise of the Supervisors to promote active opinions and suggestions. Secondly, the Board of Supervisors will continue to fulfil its supervisory duties to provide an objective assessment of the performance of Directors, Supervisors, and senior management. It will attend relevant meetings of the Board of Directors and senior management to strengthen the supervision of major decision-making. It will improve the self-evaluation, peer evaluation, and multi-dimensional evaluation system involving Shareholders, headquarters, and branch involvement to objectively reflect the performance and responsibilities of Directors, Supervisors, and senior management. Thirdly, the Board of Supervisors will continue to strengthen supervision in key areas to promote improvements in business management. It will conduct regular report reviews, track and supervise the implementation of the Bank's development strategies and financial technology strategies, and follow up the implementation of new regulatory requirements related to asset classification, capital management, operational risk management, and other areas, strengthen the supervision of key areas such as comprehensive risk management, salary management, data

governance, anti-money laundering, consumers' rights and interests protection, and case prevention and control, actively provide opinions and suggestions to enhance the Bank's level of business management.

- (II) **Focusing on the main theme of development and transformation, organizing specialized research and inspections.** Focusing on reform and development, risk prevention and control, and other key management issues, the Board of Supervisors will carefully select subjects, conduct in-depth specialized research, specialized inspections, and exchange experiences with industry peers, and draw on good practices from the industry to drive improvements in relevant business management. It will pay attention to key issues raised by regulatory authorities and selectively provide work tips in areas such as anti-money laundering and data governance. It will conduct research on branches and sub-branches and subsidiary institutions at appropriate times to promote their healthy development and enhance group strategic coordination. It will intensify its efforts to track progress and actively follow up on the implementation of opinions and suggestions from regulatory inspections and the Board of Supervisors' supervision, working collaboratively to promote the rectification of various issues.
- (III) **Strengthening the self-development of the Board of Supervisors and promoting the improvement of corporate governance.** It will organize the re-election for the fourth session of the Board of Supervisors in compliance with laws and regulations and in a sound and orderly manner. It will enhance institutional construction, organize the amendments to the working rules of the special committees under the Board of Supervisors and other related work systems. It will strengthen communication and exchange with other entities involved in corporate governance and internal supervision to enhance the level of performance of the Board of Supervisors.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 147 Independent directors shall, in accordance with the relevant laws, administrative regulations and the Articles, perform their duties in an earnest manner and protect the overall interests of the Bank, and in particular ensure that the legitimate interests of depositors and minority shareholders of the Bank are not prejudiced.</p> <p>An independent director shall perform the duties and responsibilities independently, without any interference by controlling shareholders or de facto controllers of the Bank, or other entities or individuals who have a material interest in the Bank.</p>	<p>Article 147 Independent directors shall, in accordance with the relevant laws, administrative regulations and the Articles, perform their duties in an earnest manner and protect the overall interests of the Bank, and in particular ensure that the legitimate interests of depositors and minority shareholders of the Bank are not prejudiced.</p> <p>An independent director shall perform the duties and responsibilities independently, without any interference by controlling shareholders or de facto controllers of the Bank, or other entities or individuals who have a material interest in the Bank.</p> <p><u>If the Bank has a material defect or a failure in the corporate governance mechanisms, independent directors shall report relevant circumstances to the regulatory authorities in a timely manner. Other than reporting the relevant circumstances to the regulatory authorities in accordance with the requirements, independent directors shall maintain confidentiality of the Bank's secrets.</u></p>	<p>To amend according to the requirements of Article 41 of the Governance Standards.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
Newly added Article 278	<p><u>Article 278 The senior management and employees of the Bank shall observe the laws, administrative regulations and the Articles, and shall have the following obligations of integrity to the Bank:</u></p> <p>(1) <u>to abide by the law and practice professional integrity, to safeguard the interests of the State, the interests of the Bank and the legitimate rights and interests of the employees;</u></p> <p>(2) <u>no acts of corruption, bribery, abuse of power, favoritism, malpractice and compromising the rights and interests of State-owned assets;</u></p> <p>(3) <u>to develop and improve good conduct, to focus on self-improvement, to enhance social responsibility awareness, to establish positive public image;</u></p> <p>(4) <u>other obligations of integrity as stipulated by the party's discipline and regulations, laws and regulations and the Articles.</u></p>	To amend according to the relevant opinions of the regulatory authorities on the integrity of financial culture.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 322 The after-tax profits of the Bank for the year shall be distributed in the following order of priority:</p> <ol style="list-style-type: none"> (1) to make up for the losses of previous years; (2) to set aside 10% to statutory reserve funds; (3) to set aside general reserves; (4) to pay dividends on preference shares; (5) to set aside discretionary reserve funds; and (6) to divide profits and pay dividends to ordinary shareholders in proportion to their shareholdings. <p>No further contribution may be required when the accumulated amount of the statutory reserve funds of the Bank reaches 50% of its registered capital. The shareholders' general meeting shall decide on whether to set aside discretionary reserve funds after setting aside statutory reserve funds and general reserves and payment of dividends on preference shares. The Bank shall not distribute profits to shareholders before making up losses and setting aside statutory reserve funds and general reserves.</p> <p>Where the shareholders' general meeting distributes profits to shareholders in violation of the foregoing provisions, the shareholders concerned must return to the Bank the profits distributed in violation of the provisions.</p>	<p>Article 322323 The after-tax profits of the Bank for the year shall be distributed in the following order of priority:</p> <ol style="list-style-type: none"> (1) to make up for the losses of previous years; (2) to set aside 10% to statutory reserve funds; (3) to set aside general reserves; (4) to pay dividends on preference shares; (5) to set aside discretionary reserve funds; and (6) to divide profits and pay dividends to ordinary shareholders in proportion to their shareholdings. <p>No further contribution may be required when the accumulated amount of the statutory reserve funds of the Bank reaches 50% of its registered capital. The shareholders' general meeting shall decide on whether to set aside discretionary reserve funds after setting aside statutory reserve funds and general reserves and payment of dividends on preference shares. The Bank shall not distribute profits to shareholders before making up losses and setting aside statutory reserve funds and general reserves.</p> <p>Where the shareholders' general meeting distributes profits to shareholders in violation of the foregoing provisions, the shareholders concerned must return to the Bank the profits distributed in violation of the provisions.</p>	<p>To amend according to the requirements of Article 6 of the Governance Standards.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Shares held by the Bank shall not participate in the distribution of profits.</p> <p>Where the capital adequacy ratio of the Bank does not meet the required standards of the relevant regulatory authorities, the Bank shall not distribute profits to investors. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits if it has distributable profits.</p> <p>The payment of dividends on preference shares should be subject to laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and the Articles.</p>	<p>Shares held by the Bank shall not participate in the distribution of profits.</p> <p>Where the capital adequacy ratio of the Bank does not meet the required standards of the relevant regulatory authorities, the Bank shall not distribute profits to investors. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits if it has distributable profits.</p> <p><u>The profit distribution of the Bank shall prioritize reasonable investment returns for investors, while considering the sustainable development of the Bank. It should comprehensively assess factors such as the Bank's capital adequacy ratio, risk management, annual operating plan, external operating environment, profitability and brand image.</u></p> <p>The payment of dividends on preference shares should be subject to laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and the Articles.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 378 Interpretation</p> <p>(1) The “controlling shareholder(s) of the Bank” herein shall refer to the person(s) satisfying any of the following conditions:</p> <p>(i) the person may elect more than half of the directors when acting alone or in concert with others;</p> <p>(ii) the person may exercise or control the exercise of more than thirty percent of the total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iii) the person holds more than thirty percent of total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iv) the person may de facto control the Bank in any other manner when acting alone or in concert with others.</p>	<p>Article 378379 Interpretation</p> <p>(1) The “controlling shareholder(s) of the Bank” herein shall refer to the person(s) satisfying any of the following conditions:</p> <p>(i) the person may elect more than half of the directors when acting alone or in concert with others;</p> <p>(ii) the person may exercise or control the exercise of more than thirty percent of the total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iii) the person holds more than thirty percent of total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iv) the person may de facto control the Bank in any other manner when acting alone or in concert with others.</p>	<p>To make wording improvement.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>The term “acting in concert” herein means two or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p> <p>(2) “De facto controller of the Bank” herein means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p> <p>(3) “Majority shareholders” herein means a shareholder who satisfies one of the following conditions:</p> <p>(i) holding more than 10% of the shares of the Bank;</p> <p>(ii) one who actually holds the largest number of shares in the Bank, with a shareholding ratio of not less than 5% (including shareholders holding the same number of shares);</p> <p>(iii) nominating more than two (2) directors;</p>	<p>The term “acting in concert” herein means two or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p> <p>(2) “De facto controller of the Bank” herein means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p> <p>(3) “Majority shareholders” herein means a shareholder who satisfies one of the following conditions:</p> <p>(i) holding more than 10% of the shares of the Bank;</p> <p>(ii) one who actually holds the largest number of shares in the Bank, with a shareholding ratio of not less than 5% (including shareholders holding the same number of shares);</p> <p>(iii) nominating more than two (2) directors;</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(iv) having a controlling influence on the operation and management of the Bank in the view of the Board of Directors of the Bank;</p> <p>(v) other circumstances as determined by the banking regulatory authority of the State Council or its local offices.</p> <p>The shareholding ratio of shareholders and their related parties and persons acting in concert shall be calculated on a consolidated basis. If the aggregate shareholding percentage meets the above requirements, the relevant shareholders shall be treated as the majority shareholders.</p> <p>(4) “Substantial shareholders” herein means the shareholder who can directly, indirectly, or jointly hold or control five percent or more of the shares or voting rights of the Bank, or shareholders who hold less than five percent of the total capital or total shares, but exert a significant impact on the operation and management of the Bank.</p> <p>The “significant impact” in the preceding paragraph includes but is not limited to appointing directors, supervisors or senior management to the Bank, affecting through agreements or in other ways, the decision making of finance, operation and management of the Bank, and other circumstances affirmed by the CBRC or its delegated authority.</p>	<p>(iv) having a controlling influence on the operation and management of the Bank in the view of the Board of Directors of the Bank;</p> <p>(v) other circumstances as determined by the banking regulatory authority of the State Council or its local offices.</p> <p>The shareholding ratio of shareholders and their related parties and persons acting in concert shall be calculated on a consolidated basis. If the aggregate shareholding percentage meets the above requirements, the relevant shareholders shall be treated as the majority shareholders.</p> <p>(4) “Substantial shareholders” herein means the shareholder who can directly, indirectly, or jointly hold or control five percent or more of the shares or voting rights of the Bank, or shareholders who hold less than five percent of the total capital or total shares, but exert a significant impact on the operation and management of the Bank.</p> <p>The “significant impact” in the preceding paragraph includes but is not limited to appointing directors, supervisors or senior management to the Bank, affecting through agreements or in other ways, the decision making of finance, operation and management of the Bank, and other circumstances affirmed by the CBRC or its delegated authority.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(5) “Executive director” herein means a director holding other senior operation and management positions in addition to holding directorship of the Bank; “non- executive director” means a director of the Bank who does not hold a senior operation and management position; “Independent Director” means a director who does not hold other positions in the Bank other than a directorship and who has no relationship with the Bank, its shareholders, or de facto controllers that may affect their independent and objective judgment.</p>	<p>(5) “Executive director” herein means a director holding other senior operation and management positions in addition to holding directorship of the Bank; “non-executive director” means a director of the Bank who does not hold a senior operation and management position; “Independent Director” means a director who does not hold other positions in the Bank other than a directorship and who has no relationship with the Bank, its shareholders, or de facto controllers that may affect their independent and objective judgment.</p>	
<p>(6) “Cumulative voting system” herein means at the shareholders’ general meeting where director(s) or supervisor(s) is/are elected, each share shall have the same number of voting rights as the number of director(s) or supervisor(s) to be elected. Shareholders’ voting rights may be exercised collectively.</p>	<p>(6) “Cumulative voting system” herein means at the shareholders’ general meeting where director(s) or supervisor(s) is/are elected, each share shall have the same number of voting rights as the number of director(s) or supervisor(s) to be elected. Shareholders’ voting rights may be exercised collectively.</p>	
<p>(7) In the Articles, the specific criteria for the words “important” and “major” as used in the expressions “important legal entities”, “major mergers and acquisitions”, “major external investments”, “major asset acquisitions”, “major asset disposals”, “major asset write-off” and “major external guarantees”, shall be determined by the specific authority granted by the shareholders’ general meeting to the Board of Directors and by the Board of Directors to the president.</p>	<p>(7) In the Articles, the specific criteria for the words “important” and “major” as used in the expressions “important legal entities”, “major mergers and acquisitions”, “major external investments”, “major asset acquisitions”, “major asset disposals”, “major asset write-off” and “major external guarantees”, shall be determined by the specific authority granted by the shareholders’ general meeting to the Board of Directors and by the Board of Directors to the president.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(8) The term “physical meeting” in the Articles refers to a meeting held by means of onsite, video, telephone, etc., which ensures immediate communication and discussion among participants; and “circulating written resolution” in the Articles refers to a meeting convened by separate delivery or circulation of resolutions for consideration.</p>	<p>(8) The term “physical meeting” in the Articles refers to a meeting held by means of onsite, video, telephone, etc., which ensures immediate communication and discussion among participants; and “circulating written resolution” in the Articles refers to a meeting convened by separate delivery or circulation of resolutions for consideration.</p> <p>(9) <u>The term “banking business” in the Articles refers to taking deposits from the public; making short-term, medium-term and long-term loans; handling domestic and overseas payment settlements; handling bill acceptance and discounting; issuing financial bonds; acting as an agent to issue, honor and underwrite government bonds; trading government bonds and financial bonds; engaging in inter- bank lending; engaging in foreign exchange trading as a principal or as an agent; engaging in bank card business; providing letters of credit and guarantee services; collecting and making payment as an agent and acting as an insurance agent; providing safe deposit box services; other businesses approved by the banking regulatory authorities of the State Council.</u></p>	

Note: As the Proposed Amendments involved addition of article, the serial numbers of relevant articles and cross references of the Articles have been adjusted accordingly without separate explanation.

The full text of the A Share Offering Plan is set out as follows:

- I. CLASS OF SHARES:** RMB ordinary shares (A Shares)
- II. NOMINAL VALUE PER SHARE:** RMB1.00
- III. PROPOSED STOCK EXCHANGE FOR THE LISTING:** Shanghai Stock Exchange.
- IV. OFFERING SIZE:** Subject to the regulatory requirements of the place of listing regarding the minimum offering size, the number of A Shares to be issued shall not exceed 1.5 billion shares. The number of A Shares to be issued will be adjusted accordingly upon the occurrence of events including bonus issue and the conversion of capital reserve to share capital prior to the A Share Offering. All A Shares will be issued as new shares. The actual offering size will be determined based on capital requirements of the Bank, its communications with the regulatory authorities and the prevailing market conditions at the time of the offering.
- V. TARGET SUBSCRIBERS:** Target subscribers will be qualified natural persons and institutional investors (except those prohibited by the relevant PRC laws, regulations, normative documents and other regulatory requirements applicable to the Bank).

If any of the above target subscribers of the A Share Offering is a connected person of the Bank, the Bank will take all reasonable measures to comply with the relevant listing rule requirements of the jurisdictions in which its shares are listed.
- VI. STRATEGIC PLACING:** The Bank may carry out strategic placings of part of its Shares at the time of the A Share Offering to investors who satisfy the requirements under applicable laws and regulations and the development strategy of the Bank based on the needs for business cooperation and scale of financing. The specific placing ratio will be determined according to the requirements of laws and regulations and subject to market conditions at the time of such placing.
- VII. MODE OF OFFERING:** The offering will be conducted through a combination of strategic placings to A Share strategic investors, placings to target subscribers at a price to be determined between the Bank and the subscriber on an offline basis, and offerings to qualified public investors online at a fixed price, or through any other offering methods as authorized by the regulatory authorities including the CSRC and the stock exchange.

- VIII. PRICING METHODOLOGY:** Taking into full account the interests of the existing Shareholders as a whole, and the actual conditions of the capital markets and the Bank at the time of the A Share Offering, the issue price of the A Shares will be fixed through making enquiries with offline investors or fixed directly through negotiations between the lead underwriter(s) and the Bank, or by any other legally practicable methods.^{Note 1}
- IX. FORM OF UNDERWRITING:** The shares to be issued under the A Share Offering will be underwritten by an underwriting syndicate led by a lead underwriter on a standby commitment basis.
- X. CONVERSION INTO A JOINT STOCK COMPANY WITH LIMITED LIABILITY WITH DOMESTIC AND OVERSEAS LISTED SHARES:** According to the plan for the A Share Offering and taking into account the fact that the Bank has issued H Shares in the H Share market, the Bank will make an application to convert itself into a joint stock company with limited liability with domestic and overseas listed shares, subject to regulatory requirements.
- XI. TERM OF THE OFFERING PLAN:** The plan shall be valid for 12 months starting from the next day of the expiration date of the plan for the A Share Offering considered and approved by the 2022 AGM.^{Note 2}

Note 1: The Bank will determine the issue price pursuant to the applicable PRC regulations. For details, please refer to section headed “II. Matters to be Transacted at the AGM – (IV) Explanation of Other Matters” in the Letter from the Board of this circular.

Note 2: Upon the conclusion of the AGM, the validity period of the Offering Plan will be extended to June 29, 2025.

For the purposes of the A Share Offering, a resolution is being proposed by the Board at the AGM to authorize the Board to determine and deal with the matters in connection with the A Share Offering, including but not limited to:

- (I) Amending and improving the A Share Offering Plan and organizing its implementation based on the regulatory requirements or comments of the regulatory authorities in and out of China and subject to market conditions, including but not limited to determining the offering size, offer price, important undertakings of the Bank, potential strategic placings (including placing ratio and target subscribers), time and method of the offering, specific allocation for the use of proceeds, and other specific matters relating to the implementation of the A Share Offering Plan; making corresponding adjustments (including the suspension and termination of the implementation of the offering plan) to matters in relation to the concrete plan of the A Share Offering as a result of changes in laws, regulations or regulatory documents with respect to the A Share Offering, or changes in policies of regulatory authorities in connection with the A Share Offering, or changes in market conditions, save for those matters required to be voted on again at a general meeting under the requirements of the relevant laws, regulations, regulatory documents and the Articles of Association.
- (II) Handling the procedures for the review and examination, registration, filing, approval and consent by the regulatory authorities in and out of China in connection with matters relating to the A Share Offering according to the A Share Offering Plan; signing, executing, amending and completing all necessary documents to be submitted to any governments, authorities, organizations and individuals in or out of China with respect to the A Share Offering; designating an account specifically for the holding of any proceeds prior to the A Share Offering, if required; issuing statements and undertakings relating to the A Share Offering, and taking such steps as are necessary, expedient or appropriate with respect to the A Share Offering.
- (III) Drafting, amending, signing, submitting, publishing, disclosing, implementing, suspending or terminating any agreements, contracts, announcements, circulars or other documents relating to the A Share Offering (including but not limited to the prospectus, listing documents, sponsorship agreements, underwriting agreements, listing agreements, intermediary service agreements and others); engaging sponsors, underwriters, law firms, accounting firms, receiving banks and other intermediaries in connection with the A Share Offering; determining and paying expenses relating to the A Share Offering.
- (IV) Making any amendments to the Articles of Association and other corporate governance documents which have been amended after consideration and approval at general meetings and Board meetings due to the needs of the A Share Offering and pursuant to the domestic or foreign laws, regulations and other regulatory documents as a result of any changes in the domestic or foreign laws, regulations and other regulatory documents and based on the requirements and advice of the

relevant government agencies and regulatory authorities in or out of China, and the actual situation of the A Share Offering; making corresponding amendments to the Articles of Association with respect to the registered capital and shareholding structure of the Bank, dealing with capital verification, share custody, lock up of shares and other formalities and handling the change, filing and registration procedures with company registration authorities and other relevant government departments upon completion of the A Share Offering, and dealing with matters in relation to the application for the listing of A Shares on a securities exchange.

- (V) Handling the procedures in relation to the approval, filing and change of registration in connection with any change of the registered capital of the Bank with the banking supervision institution, the department in charge of industrial and commercial administration and other relevant regulatory authorities according to the actual situation of A Share Offering.
- (VI) Handling any other matters which the Board thinks are necessary, expedient or appropriate for the A Share Offering, subject to the relevant domestic and foreign laws and regulations.
- (VII) Delegating the authority to other Directors or relevant persons to deal with, individually or jointly, any matters relating to the A Share Offering as and when needed.
- (VIII) Implementing procedures related to the A Share Offering of the Bank, including but not limited to the application for the offering and listing to and reply to feedback comments to the regulatory authorities such as the stock exchange.

This authorization shall be valid for 12 months starting from the next day of the expiration date of the Authorization Resolution considered and approved by the 2022 AGM.^{Note}

Note: Upon the conclusion of the AGM, the validity period of the Authorization Resolution will be extended to June 29, 2025.

By reviewing the report on the work of the Board and the minutes and resolutions of the Board meetings, Directors' reports on work and relevant duty performance information, organizing an appraisal by Shareholder representatives, divisions of the headquarters, branches, and Supervisors, the Board of Supervisors appraised the duty performance by the Board of Directors and the Directors for the year 2023, taking into account the appraisal on the duty performance of the Directors by the Board and the routine supervision of the Board of Supervisors, in accordance with the Governance Standards, the Measures for the Evaluation of Performance of Duties, and the Articles of Association of the Bank. The appraisal is reported as follows:

I. APPRAISAL ON THE BOARD OF DIRECTORS

In 2023, the Board of Directors of the Bank carefully implemented national economic and financial policies, maintained the market positioning as a city commercial bank, implemented resolutions of the general meetings, made decisions in accordance with laws and regulations, devoted continuous efforts in serving the real economy and promoted the transformation and development. It strengthened internal control and risk management, refined corporate governance, improved the quality of development, achieved the objective of making improvements while maintaining stability, and steered the Bank into a new stage in building and developing an outstanding local mainstream bank. Based on the requirements of their duties, special committees under the Board of Directors carefully studied and discussed relevant resolutions, proposed constructive advice and suggestions, and provided strong support to the scientific decision-making by the Board of Directors.

Firstly, continuously improving corporate governance. The Board of Directors promoted the deep integration of the Party's leadership into all processes of corporate governance by strictly complying with relevant requirements to prioritize the research and discussion by the Party committee of the Bank on relevant resolutions proposed to the general meetings and the Board of Directors. It optimized the structures of the Board of Directors and relevant special committees and completed the by-election of one executive Director and two intellectual property Directors. It guaranteed the standardized and efficient operation of the governance mechanisms, preparing for and convening 3 general meetings and 10 Board meetings. It amended systems such as the Articles of Association and the working rules of the special committees under the Board of Directors, improved the top-level governance system of "the Shareholders' General Meeting, the Board of Directors, the Board of Supervisors, and the senior management", further delineated the responsibilities for each governance body, and enhanced the standardization and coordination of the duty performance of each governance body. It standardized information disclosure by disclosing the annual report, interim report, and ad-hoc announcements in accordance with regulations to fully guarantee all stakeholders' right to know. It optimized and upgraded the equity management system, assessed the duty performance and agreement honoring by substantial Shareholders, and continuously consolidated investor relations.

Secondly, continuously enhancing strategic management. The Board of Directors revised the five-year strategic plan of the Bank to strengthen the comprehensive Party leadership, overall strategic positioning, development focus and business portfolio, consumers' rights and interests protection, and outsourcing risk management, among others, further clarifying the strategic positioning and implementation path for serving the high-quality development of Anhui Province. It coordinated efforts to drive transformation, reform, innovation, and development, promoted the implementation of projects for transformation and improvement in nine major areas, proactively participated in Anhui Province's construction of "Three Places and One District" and "Seven Strong Provinces", and continually consolidated the Bank's position as an outstanding local mainstream bank. Centering around digitization, ecologicalization, intelligence, and collectivization, it formulated the strategic plan of financial technology which sets clear goals and implementation pathways for financial technology development, and as the cloud platform for Internet-based finance and the mobile platforms for individual operation have been put into operation, the mechanism of integration of business with technology gradually improved. It made organizational adjustments to the segment structure of the Company by establishing the Science and Technology Innovation Finance Department, a first-level department, and vigorously promoted integrated operations and capital-lite transformation.

Thirdly, focusing on the improvement of capital and liquidity management. The Board of Directors actively promoted capital replenishment and studied and formulated the capital replenishment plan for 2023-2025. It conducted regular internal capital adequacy assessments to strengthen capital management in a targeted manner. It took into account Shareholder returns and sustainable development and reasonably determined a profit distribution plan. The Board of Directors issued capital replenishment instruments to increase external capital replenishment. The core Tier 1 capital adequacy ratio was 9.15%, representing an increase of 0.57 percentage point as compared to last year. It improved the liquidity risk limit system, studied and improved the liquidity stress testing model, and promoted the consolidated management of liquidity risk. It reviewed the liquidity risk management and stress test reports, closely monitored liquidity indicators, dynamically managed liquidity gaps, continued to optimize poor-performance indicators, and the core liability ratio reached monitoring standards for the first time since April 2021.

Fourthly, continuing to strengthen internal control and risk management. The Board of Directors optimized risk appetite and proposed qualitative statements of risk appetite in six major areas for the first time. It formulated risk management policy guidelines, improved portfolio risk limit management, and clarified the overall goals of risk management policies and classified risk management goals. It established and improved policies for financial asset classification, market risk management, risk model management, etc., and continued to improve the risk management policy and system. The Board of Directors regularly reviewed and analyzed the risk management reports on asset quality, large-scale risk exposure, related party transactions, compliance, case prevention, reputation, money laundering and terrorism financing and others, and enhanced comprehensive risk management. It compiled a data

architecture blueprint centering on the data model, data layout, data governance, data services and data middle office construction to improve the Bank's data governance system. It carried out effectiveness evaluation on internal control, continuously improved internal control work, and improved the internal control system. The Board of Directors studied and formulated an annual audit plan, continued to strengthen the audit organizational structure and team building, promoted the conversion of internal audit results and improved the audit supervision system. It strengthened its social responsibilities, supported the development of green credit, inclusive finance, and sci-tech innovation finance, attached great importance to the consumer rights and interests protection, and safeguarded the legitimate rights and interests of stakeholders.

II. APPRAISAL ON DIRECTORS

In 2023, members of the Board of Directors initiatively abided by relevant laws and regulations and the Articles of Association of the Bank and diligently and loyally performed their duties.

1. Performing the obligations on loyalty. Directors understood their own rights, obligations and responsibilities, performed fiduciary duties loyally and diligently and safeguarded the legitimate rights and interests of the Bank, Shareholders, employees and other stakeholders in accordance with laws and regulations, regulatory rules and the requirements of the Articles of Association. None of the Directors was identified in violation of the confidentiality provisions of the Bank.

2. Performing the obligations on diligence. Directors devoted sufficient time and vigor to participating in the affairs of the Bank, learned about the operation, management and risks in a timely manner and attended the Board meetings based on relevant requirements. All Directors attended at least two-thirds of the on-site Board meetings in person.

3. Professional performance. Directors continuously improved their professionalism. Based on the positioning of duties of the Board of Directors and in combination with their own professional knowledge, experiences and working experience, Directors carefully studied and considered all resolutions, put forward reasonable work suggestions, made independent, professional and objective judgments and exercised the voting right on matters within the scope of their duties. They paid attention to corporate governance, strategic management, operation and investment, risk management, internal control and compliance, financial accounting, capital management, related party transactions, data governance and the consumers' rights and interests protection of the Bank, actively promoted and supervised the implementation of resolutions of the general meetings and the Board meetings, kept an eye on the appraisal of regulatory authorities and the public on the Bank, so as to facilitate the improvement of the quality and efficiency of decision-making by the Board of Directors.

4. Independence and ethical standards in duty performance. Directors truthfully informed their full-time and part-time positions, reported their related relationship, concerted action relationship and changes in a timely manner, abided by relevant provisions on related party transactions and abstention from duty performance. No conflict of interest with the Bank was identified. Directors abided by the code of ethics, independently performed duties without being controlled or intervened by substantial Shareholders and insiders, promoted fair treatment towards all Shareholders and safeguarded the legitimate rights and interests of stakeholders. No Directors were identified to accept illegitimate benefits, use their titles and positions for personal gain or embezzlement of the property of the Bank, damage the interests of the Bank for the benefit of Shareholders, damage the legitimate rights and interests of stakeholders or trigger the reputation risk of the Bank.

5. Compliance in duty performance. Directors attended meetings and considered matters in accordance with laws and regulations and initiatively standardized their performance of duties in compliance with regulatory rules and the Articles of Association. Directors serving as members of the Party committee strictly implemented the decisions of the Party committee of the Bank in decision-making.

6. Duty performance by executive Directors, equity Directors and independent Directors.

Executive Directors fully displayed their characteristics and advantages, safeguarded the core position of the Board of Directors in strategic decision-making, vigorously cooperated with the Board of Supervisors in supervision and ensured the timely submission of matters within the scope of the duties of the Board of Directors to the Board for consideration. They earnestly implemented the resolutions of the general meetings and the Board meetings, actively reported decision-making matters, operation conditions and regulatory inspections to the Board of Directors, supported other members of the Board of Directors to fully understand the operation, management and risk information of the Bank and promoted the effective implementation and timely feedbacks on the resolutions of the Board of Directors.

Based on the long-term interests of the Bank, equity Directors continuously paid attention to the Bank's operation and management position, put forward constructive opinions and suggestions on significant decision-making matters, such as medium to long-term development strategy, fintech strategy, organizational structure optimization, capital replenishment plans, risk management policies and equity management, complied with the regulations related to related party transactions and duty-related abstention, ensured communication between the Bank and substantial Shareholders, and protected the legitimate rights and interests of minority Shareholders and other stakeholders.

In the course of decision-making and supervision, independent Directors were not affected by substantial Shareholders, senior management or other entities or individuals with interest in the Bank. They emphasized the protection of the legitimate rights and interests of minority Shareholders and financial consumers, fully displayed their professional skills and experiences, proactively understood the overall development conditions of the banking industry and the operation and management conditions of the Bank and expressed independent opinions on matters discussed at the general meetings and the Board meetings, significant related party transactions, profit distribution, the nomination, appointment and removal of Directors, the appointment and remuneration of senior management and other matters with possible conflict of interest in particular, playing an active role in the decision-making by the Board of Directors. The working time of independent Directors and the chairmen of the Risk Management Committee, Audit Committee and Related Party Transaction Control Committee of the Board in the Bank was in compliance with regulatory requirements.

III. APPRAISAL RESULTS

The appraisal results on the duty performance of the Board of Directors and members of the Board of Directors of the Bank in 2023 were all considered competent, according to the appraisal by the Board of Supervisors.

The Board of Supervisors conducted appraisal on the duty performance of the Supervisors for 2023 by reviewing the Supervisors' self-assessment report on their performance of duties, Supervisors' attendance at meetings and giving speeches, suggestions on operation and management work, participation in research and training, Supervisors' mutual assessments, etc. in accordance with the Governance Standards and the Measures for the Evaluation of Performance of Duties and the requirements of the Articles of Association of the Bank. The appraisal is reported as follows:

I. OVERALL APPRAISAL

In 2023, all Supervisors abided by laws and regulations, regulatory systems and the Articles of Association of the Bank, maintained professionalism, independence and compliance in duty performance, faithfully and diligently performed their duties as Supervisors, independently and objectively carried out supervision work, safeguarded the legitimate interests of the Bank, all Shareholders and other stakeholders, and promoted the deepening and implementation of supervision by the Board of Supervisors.

(I) Actively participating in the supervision practice of the Board of Supervisors. The Supervisors actively participated in the appraisal of Shareholders and branches, formed teams to conduct on-site research and discussions at 6 branches and 22 Shareholder units, conducted comprehensive written assessments and solicited opinions, and promoted a comprehensive and fair appraisal of the duty performance of the Board of Directors, senior management and its members in accordance with laws and regulations. The Supervisors actively participated in the specialized research on group customer management, promoted the level of group customer management and comprehensive service, put forward work proposals and completed research reports. Focused on promoting a sound outsourcing management mechanism and improving the efficiency of outsourcing activities, the Supervisors organized special supervisory inspection(s) on business outsourcing management. Benchmarked with peer institutions, the Supervisors comprehensively sorted out and analyzed existing problems, and put forward opinions and suggestions such as unifying the management of business outsourcing, strengthening the management of suppliers and outsourcing personnel, and enhancing the integration of business and technology, etc. The Supervisors paid attention to the evaluation of the Bank by the regulatory authorities and external institutions and continued to follow up on the implementation of regulatory opinions and the rectification, the feedback on the research on digital risk management, the rectification of the inspection results of consumers' rights and interests protection and the implementation of the guidance on high-quality development, etc., to promote the effective implementation of rectification.

(II) Continually reinforcing the study and consideration of key matters. Oriented to their duties, all Supervisors employed their professional knowledge and working experience to promote every key supervisory matter. To perform the duty of strategic supervision, they continued to follow up with the execution of the Bank's development strategies and financial technology strategy and the Bank's digital banking construction. They earnestly conducted the

annual appraisal on the duty performance by the Board of Directors, the Directors, and senior management and its members, reviewed materials containing information including reports on work, meeting attendance and opinion offering and performance evaluation, and expressed their appraisals objectively and impartially. They conscientiously checked the truthfulness, accuracy, and completeness of the Bank's periodical reports and the compliance and reasonableness of the Bank's profit distribution plan, deliberated on the reports by the external auditor on the preparation of the periodical reports, and voiced their opinions and advice. They continually tracked the capital adequacy management and the liquidity risk management, considered and reviewed the resolutions regarding capital replenishment planning, internal capital adequacy assessment, liquidity risk management, and liquidity stress testing, etc. Giving attention to asset quality, non-performing asset disposal, risk management of key areas, institutions, and products, and other aspects, they pointed out potential risks such as risk contagion and model risk, thus propelling the effective prevention and control of various risks. They meticulously considered special reports on comprehensive risk management, asset quality, stress testing, implementation of the expected credit loss approach, data governance, consumers' rights and interests protection, employee behavior management, case prevention and control, the recourse and deduction of performance-based compensation, business continuity and other areas, driving the enhancement of risk management and internal control management.

(III) Diligently and earnestly performing duties of supervision over meetings. In 2023, each Supervisor was able to devote sufficient time and vigor to performing their duties and attending various meetings. In particular, the rates of in-person attendance at meetings of the Board of Supervisors, on-site meetings of the Board of Supervisors, and meetings of the special committees under the Board of Supervisors were 95.08%, 90.32%, and 97.87%, respectively. There were three meetings at which certain Supervisors failed to attend in person due to work-related reasons but all of them appointed other Supervisors in writing to attend and vote on their behalf in accordance with relevant provisions. Together with the solicitors and Shareholder representatives, the Supervisors attended the general meetings as scheduled and supervised the agenda of the meeting and the voting on all resolutions at the meeting. The Supervisors attended certain meetings of the Board of Directors and the senior management, supervised the Board of Directors, the Directors, the senior management and its members in abiding by laws and regulations and the Articles of Association of the Bank in the decision-making process, the implementation of the resolutions passed at general meetings and the following of regulatory opinions as well as the exercise of powers and the performance of obligations in accordance with laws on corporate governance, development strategy, operation and management, financial management, risk management, and consumers' rights and interests protection, etc. They actively participated in inspections, investigations, training, and other monitoring activities and their working time in the Bank all exceeded 15 working days.

(IV) Promoting capacity for performing duties in compliance with laws and regulations. Supervisors strictly abided by relevant laws and regulations, regulatory provisions and the Articles of Association, and performed duties in compliance with the laws and regulations. Through in-depth study of the current laws and regulations, regulatory systems and the requirements for Supervisors to perform their duties stipulated in the Articles of Association of the Bank, they formulated the working system of Supervisors, further clarified the job responsibilities, work priorities, duty performance methods and responsibilities, so as to standardize the requirements for Supervisors to fulfill their duties and responsibilities. Besides, Supervisors actively participated in the interview on prudent regulation and strengthened communication with regulatory authorities. They continually improved their professional capabilities and actively participated in on-site training of corporate governance-related laws and regulations in order to constantly improve the pertinence and effectiveness of the supervision of the Board of Supervisors. They also studied regulatory policies, learned from typical cases of regulatory penalties, got acquainted with the responsibility positioning and duty performance priorities of the Board of Supervisors, and tracked and understood the implementation of the Bank's policies, operation and management, thus promoting the improvement of the quality and effectiveness of the supervision of the Board of Supervisors.

(V) Faithfully and honestly performing all duties and obligations. All Supervisors observed high-standard code of ethics and code of conduct, maintained the confidentiality of the Bank strictly and performed supervisory duties honestly. They regularly signed the confirmation letters of Supervisors, new Supervisors signed letters of undertaking in a timely manner, confirming compliance with relevant provisions of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange on the trading of securities, truthfully informed their full-time and part-time positions, the shares held in the Bank, changes in related parties and other personal information, and there was no conflict of interest between them and the Bank. No Supervisors were identified for accepting illegitimate benefits, using their titles and positions or inside information to seek illegal gains for themselves or others, interfering with the operating activities of the management, disclosing business secrets of the Company or causing significant losses to the Company during their performance of duties.

II. CLASSIFIED APPRAISAL

Employee Supervisors fully learned about and had a sound grasp of the operation and management and business development of the Bank, and actively attended various material operational meetings. Based on the long-term benefits of the Bank, employee Supervisors actively gave full play to the advantages of their familiarity with operation and management, conducted effective interactions with the senior management during the intervals of the Board of Supervisors and promoted it to conduct supervision in a more deeply manner. For the establishment of rules and systems concerning the tangible interests of employees, they earnestly listened to the opinions and suggestions of employees and proposed advice and suggestions on the Bank's thorough implementation of the strategies, construction of internal control and compliance, risk management and other aspects.

Shareholder Supervisors actively facilitated communications between the Bank and Shareholders, in which the Shareholder Supervisors performed a bridging role, carefully studied and discussed regular reports, the profit distribution plan and other resolutions, as well as paid attention to the implementation of policies and measures on development strategies, capital management, equity management, related party transactions, asset quality and major risks. They actively participated in the interview on prudent regulation, adhered to the principle of equity and maintained the interests of the stakeholders as a whole based on the overall long-term development of the Bank.

External Supervisors kept their independence during their performance of duties and were not affected by substantial Shareholders, senior management and other companies and individuals with interests in the Bank. They devoted sufficient time and vigor, and their service time for the Bank was in compliance with regulatory requirements. They actively offered advices and suggestions and paid attention to safeguarding the legitimate rights and interests of minority Shareholders and other stakeholders. They actively attended the meetings and inspection and research work of the Board of Supervisors, carefully considered and reviewed all the resolutions, and proactively understood the operation and management of the Bank, so as to play an active role in promoting the performance of duties by the Board of Supervisors in accordance with the law.

III. PERFORMANCE APPRAISAL RESULTS

The Board of Supervisors believed that, in 2023, each Supervisor of the Bank abided by laws and regulations, regulatory systems and the Articles of Association of the Bank. They earnestly performed their duties of loyalty and diligence, proposed objective supervision advice and suggestions, and promoted the Bank to continuously improve its corporate governance system and improve the level of operation and management. The appraisal results on the duty performance of all Supervisors of the Bank in 2023 were all considered competent, according to the appraisal by the Board of Supervisors.

By reviewing the operation and management report of the Bank, the reports on work by the senior management members, the progress of the annual business plan, and the materials of relevant proposals and organizing the evaluation by the divisions of the headquarters, branches, and subsidiaries and the appraisal by the Supervisors, the Board of Supervisors appraised the duty performance by the senior management and its members for the year 2023, taking into account the Board of Directors' appraisal of the senior management and its members, the routine supervision of the Board of Supervisors, and the investigation of compliance in duty performance, in accordance with the Governance Standards and the Articles of Association of the Bank. The appraisal is reported as follows:

I. APPRAISAL ON SENIOR MANAGEMENT

In 2023, in the face of the complicated and volatile internal and external situation, and adhering to the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, the senior management of the Bank earnestly carried out all work arrangements of the Provincial Party Committee and the Provincial Government, fully implemented the projects for transformation and improvement in nine major areas, remained steadfast in the pursuit of “seeking development, preventing risks, promoting transformation, strengthening management, and improving conduct”, practically fulfilled responsibilities on risk and internal control and compliance management and duly completed the annual business plan and work tasks.

Firstly, breakthroughs in development and transformation. The total assets of the Bank exceeded RMB1.8 trillion, representing an increase of 14.2%, surpassed the RMB100 billion threshold in three indicators during the year. The deposits taken through our main business operations exceeded RMB1 trillion and our core Tier 1 capital surpassed RMB100 billion. With the operating income maintaining positive growth, the Bank recorded a net profit of nearly RMB15 billion and the main operating indicators reached the best level in history. The number of quality personal customers and corporate deposit accounts increased by more than 310,000. The market share of personal deposits in the province reached 10.41%, achieving strategic plan goals two years ahead of schedule. The balance of supply chain finance, total loans granted, and the number of accounts all doubled. The rank of the value of bonds issued through our investment banking services was up 7 places in the national market. The Bank was recognized as Excellent Bond Underwriter (卓越承銷商) and presented with Special Contribution Award (特別貢獻獎) by China Development Bank for the first time. The volume of transaction banking business such as trade finance and international settlement has grown rapidly. The total assets under custody exceeded RMB1 trillion, and the revenue from intermediate business under the custody business ranked first among urban commercial banks and fourth in the whole industry. The growth rate of the volume of our non-wealth management products and non-deposit products exceeded 60%, and the transformation of key businesses achieved remarkable results.

Secondly, continuously boosting efforts in serving the local economies. The senior management facilitated Anhui Province's construction of "Seven Strong Provinces" and a modern and glorious province. The Bank newly issued loans of over RMB120.19 billion in Anhui Province, successfully achieving the annual new loan target set by the Provincial Government. It actively supported major strategies, and fully completed the tasks of granting policy loans to strategic and emerging enterprises, the manufacturing industry, green enterprises, technology-based enterprises, etc. It founded a special group to lead the promotion of the new-energy vehicle industry cluster to serve the Action Plan for the New-energy Vehicle Industry. The Bank helped northern Anhui in comprehensive revitalization, with loans granted to the eight cities of northern Anhui increasing by 15.8%. To address the weak links of the real economy and lift enterprises out of difficulties, the Bank extended more inclusive loans to small and micro-enterprises, representing an increase of 24.5%. Taking the lead in supporting rural revitalization, the Bank has made an active contribution to the "Straw to Meat" program which aims to boost the fed-cattle business by innovatively launching loan services for cattle breeding and fed-cattle business revitalization. Loans to rural revitalization projects and projects related to agriculture, rural areas, and farmers increased by 34.9% and 25.5%, respectively.

Thirdly, deeply advancing reform and innovation. The construction of digital banking was further accelerated, with 83 projects under the financial technology planning launched and 26 systems such as the cloud platform for Internet finance, the external data management platform, and the mobile terminal of the customer management platform for personal banking put into operation. It further optimized the business management structure, successfully completed the adjustment of the organizational structure of the public sector, making the system of institutions featuring science and innovation finance sounder and further improving the organizational structure of the personal finance sector of the branches and sub-branches. It promoted Rong Xin Tong business, launched innovative products such as industrial park loans and online loan renewal without principal repayment, landed the first liquidation repurchase of securitization business among the city commercial banks nationwide and the first transfer of ownership with a mortgage in the province, created the first "Local Bond Basket" in the province, piloted integrated online and offline business for SMEs, with comprehensive and diversified products emerged.

Fourthly, risk compliance management achieved good results. Six indicators including the amount and ratio of non-performing assets, non-performing loans and overdue loans decreased, respectively, the task of identifying potential non-performing assets was completed, the clearing of historical burdensome assets was accelerated, and asset quality was significantly improved. The senior management implemented a comprehensive risk management enhancement project and introduced 11 risk management policies and measures, leading to a more robust risk control system. It reasonably optimized the asset and liability structure so that the ratio of interbank liabilities to net Tier 1 capital reached the regulatory requirements for the first time in the past three years. It strengthened economic capital incentives and constraints, implemented a capital-light business enhancement project,

significantly reduced the proportion of risk-weighted assets, and continuously improved the core Tier 1 capital adequacy ratio. It improved the liquidity risk limit system and dynamically managed liquidity gap, with poor-performance indicators continuously optimized. It carried out special inspections on internal control and compliance, centralized procurement and financial expenses, and launched a new-generation internal control and compliance risk management system, so as to continuously deepen the internal control construction. It fully completed the reform of anti-money laundering operation mode, independently developed and launched an early warning model for suspicious transactions and a new anti-money laundering system, and improved the key anti-money laundering policies, which further consolidated the foundation of anti-money laundering work. It prepared and implemented data architecture blueprint planning and data standards, established a data standard management system, strengthened the management and control of information system bidding, and explored the value of data so that the data empowering business development achieved preliminary results. It optimized the complaint handling mechanism, implemented complaint traceability and rectification, standardized the inspection of consumer protection, and convened monthly meetings of the leading group of consumer protection, so as to continuously enhance the consumers' rights and interests protection.

II. APPRAISAL ON MEMBERS OF SENIOR MANAGEMENT

In 2023, members of senior management observed relevant laws and regulations, regulatory requirements and the provisions of the Articles of Association of the Bank. With the focus on the targets under the five-year plan and the overall high-quality development, they adhered to operation based on the scope of authorization, strengthened labor division and collaboration, honestly and diligently performed their duties, took initiatives and led their lines of business and departments in actively responding to macro-economic situation changes. They focused on solving contradictions and problems in operation and management, promoted the implementation of the projects for transformation and improvement in nine major areas and earnestly performed responsibilities on operation management, financial management, risk management, internal control and compliance management, data governance, case prevention and the consumers' rights and interests protection. They duly completed their respective work tasks within the scope of their responsibilities.

III. APPRAISAL RESULTS

The appraisal results on the duty performance of the senior management and its members of the Bank in 2023 were all considered competent, according to the appraisal by the Board of Supervisors.

REPORT ON DUTIES BY THE INDEPENDENT
NON-EXECUTIVE DIRECTOR FOR 2023

(Dai Peikun)

I joined Huishang Bank in December 2018, and currently serve as an independent Director, the chairman of the Nomination and Remuneration Committee and a member of the Audit Committee of the Board. I hereby report my performance for the year of 2023 as follows:

I. ATTENDANCE AT THE MEETINGS OF THE BOARD AND SPECIAL COMMITTEES

In 2023, in strict compliance with the requirements of relevant laws and regulations, including the Governance Standards, the Articles of Association of Huishang Bank, the rules of procedure of the Board of Directors and the provisions of the working rules of relevant committees, being diligent and responsible to all the Shareholders, I committed sufficient time and efforts to the effective performance of my duties as an independent Director. During the year for duty performance, I attended ten meetings of the Board, five meetings of the Nomination and Remuneration Committee and three meetings of the Audit Committee without being absent from any meeting. I also attended three general meetings of Huishang Bank held in 2023. At the abovementioned meetings, I conducted in-depth research on all the resolutions, actively participated in discussions, expressed opinions independently and objectively and voted in a prudent manner.

II. EXPRESSION OF OPINIONS AND THE MAJOR CONCERNS

As an independent Director, I carefully reviewed the resolutions submitted to the Board, listened to the reports of the management, focused on a series of major issues related to the operation and management of the Bank, such as the services of the Bank supporting the real economy, the duty performance and performance appraisal of the Directors and senior management, the election and appointment of Directors and senior officers, the annual profit distribution, and setting up the Science and Technology Innovation Finance Department, actively participated in discussions and made decisions in a scientific and prudent manner. At the same time, I have put forward a number of professional opinions and reasonable suggestions to the Board and management on matters, such as grasping the macroeconomic conditions, reasonably formulating the profit distribution plan, and amendments to the Articles of Association, to effectively promote the improvement of the quality and efficiency of corporate governance and operation and management of Huishang Bank.

As the chairman of the Nomination and Remuneration Committee, according to the requirements under the Measures for the Evaluation of Performance of Duties and the working rules of the committee, I conscientiously performed the duties of chairman, convened and presided over the meetings of the Nomination and Remuneration Committee and led other members of the Nomination and Remuneration Committee to take the initiative to discuss important issues such as salary management, performance appraisal, and organization and personnel, and amended the terms of reference of the Nomination and Remuneration

Committee according to the requirements of the Governance Standards. Focusing on the overall development of the Bank and based on the organisational intent of the Anhui Provincial Party Committee and the Anhui Provincial Government as well as the Party Committee of Huishang Bank, I fully integrated the Party's leadership into corporate governance in performing my duties. I attached great importance to matters, such as the addition of Directors and appointment of senior officers, the method of performance appraisal of senior officers and the recourse and deduction of performance-based compensation for 2022, to efficiently promote the Bank's efforts in the training, reservation and selection of talents.

As a member of the Audit Committee, I have fully performed my duties, with focuses on resolutions in relation to, among others, the internal control assessment for 2022, the implementation of the expected credit loss method and the appointment of external auditors, and provided opinions accordingly. Prior to the consideration of the 2022 annual financial report and the 2023 interim financial report of Huishang Bank by the Board, I fully communicated with the external auditors and the management through the communication meetings of the Audit Committee, and made reasonable suggestions on the key issues identified during the auditing, which greatly promoted the progress of external auditing.

III. FULFILLMENT OF LOYALTY AND COMPLIANCE OBLIGATIONS

In 2023, in strict compliance with the requirements of relevant laws and regulations and normative documents, including the PRC Company Law, the Governance Standards and the Measures for the Evaluation of Performance of Duties, and the provisions of the Articles of Association of Huishang Bank, focusing on the strategic objective of Huishang Bank to build itself into a local mainstream bank, I have performed my duties in a loyal, honest, conscientious and diligent manner in compliance with relevant laws and regulations, and have not used my status and position in the Bank for personal advantage, disclosed the Bank's trade secrets without authorization or prejudiced the interests of the Bank by making use of my capacity as an affiliated person.

IV. PROFESSIONALISM, INDEPENDENCE AND ETHICAL STANDARDS OF DUTY PERFORMANCE

During the year for duty performance, I conscientiously studied regulatory requirements and gave full play to my expertise in economy and finance to offer suggestions and advice for the high-quality development of Huishang Bank. I have been committed to safeguarding the interests of Huishang Bank and the Shareholders as a whole, strictly complied with the relevant provisions on professional ethics, integrity, related relationship reporting and recusal, and expressed my independent and objective opinions to effectively safeguard the overall interests of the Bank and the legitimate rights and interests of the Shareholders as a whole (the minority Shareholders in particular).

**REPORT ON DUTIES BY THE INDEPENDENT
NON-EXECUTIVE DIRECTOR FOR 2023**

(Zhou Yana)

I joined Huishang Bank in August 2018, and currently serve as an independent Director, the chairwoman of the Audit Committee and a member of the Nomination and Remuneration Committee of the Board. I hereby report my performance for the year of 2023 as follows:

I. ATTENDANCE AT THE MEETINGS OF THE BOARD AND SPECIAL COMMITTEES

In 2023, strictly following the duties and rights conferred by relevant laws, regulations and the Articles and Association of Huishang Bank, I performed my duties as an independent Director in a faithful, honest and diligent manner, actively attended the meetings of the Board and the relevant special committees, committed sufficient time and efforts to attending the meetings and considering matters thereat and actively expressed opinions thereat, which effectively promoted the scientific and effective decision-making of the Board. During the period for duty performance, I attended all the meetings of the Board and the relevant special committees, including ten meetings of the Board, three meetings of the Audit Committee and five meetings of the Nomination and Remuneration Committee, without any attendance by proxy or absence, and properly fulfilled the duty of care as an independent Director.

II. EXPRESSION OF OPINIONS AND THE MAJOR CONCERNS

As an independent Director, I carefully read the materials of the Board meetings, actively learnt about information on relevant resolutions from the Bank, listened to the detailed report on the resolutions, conducted in-depth discussions and communication with the management, used my professional expertise in accounting and finance in combination with years of experience serving as independent director in numbers of listed companies, put forward as many opinions and suggestions as possible and gave full play to the role of an independent Director. I focused on important issues including the formulation of the capital expenditure budget for 2023, major related party transactions, and profit distribution plan. I suggested that when making capital expenditure budget, the Bank should clarify the period of, and reasonably evaluate the effect of, the implementation of the budget.

As the chairwoman of the Audit Committee, I conscientiously fulfilled my duties as the chairwoman, and performed the functions and powers of the Audit Committee through means such as convening and holding meetings of the Audit Committee and communication meetings with external auditors. In particular, I examined, supervised and evaluated the 2022 internal audit and internal control, reviewed the 2022 annual financial report and the 2023 interim financial report of the Bank, supervised and urged the timely disclosure of periodic reports, and collected professional opinions of each member of the Committee on the 2022 profit distribution and other important issues and submitted related reports to the Board for reference in decision-making. Prior to the consideration of the 2022 annual financial report and the 2023

interim financial report by the Board, I convened and presided over the communication meetings between the members of the Audit Committee and external auditors, at which I fully communicated and discussed with external auditors on key issues in auditing such as adjustments of accounting policies, important operations, regulatory requirements and changes in internal control, focused on the auditing of the branches outside the province, listened to the opinions and suggestions of external auditors on Huishang Bank's operation and management, business development, compliance and internal control, etc., and supervised and urged the external auditors to maintain an independent, objective and impartial position during the auditing.

As a member of the Nomination and Remuneration Committee, I fully fulfilled my duties by putting forward reasonable suggestions on important issues such as addition to the Directors, election and appointment of senior management, duty performance and performance appraisal of the Directors and senior management members in 2022 and amendments to the terms of reference of the Nomination and Remuneration Committee, supported the Bank's addition to the Directors as well as appointment of senior management in a timely manner to ensure that the staffing structures of the Board and senior management continue to meet the laws, regulations and the need of operation and management, encouraged the Bank to give full play to the guiding role of performance appraisal in the healthy operation, stimulated the vitality of the management team and improved the quality and effectiveness of management.

III. FULFILLMENT OF LOYALTY AND COMPLIANCE OBLIGATIONS

In 2023, in strict compliance with relevant laws and regulations, including the Governance Standards and the Measures for the Evaluation of Performance of Duties, regulatory requirements and the provisions of the Articles of Association of Huishang Bank, I have performed my duties as an independent Director of loyalty and care in compliance with relevant laws and regulations and strictly followed the requirements in relation to recusal to avoid conflict of interests, and have not used my status and position with the Bank for personal advantage, disclosed the Bank's trade secrets without authorization or prejudiced the interests of the Bank by making use of my capacity as an affiliated person.

IV. PROFESSIONALISM, INDEPENDENCE AND ETHICAL STANDARDS OF DUTY PERFORMANCE

During the period for duty performance, in order to maintain the long-term healthy development of Huishang Bank and safeguard the legitimate rights and interests of the Shareholders as a whole, I leveraged my independence as an independent Director and made full use of my professional accounting knowledge and work experience to provide opinions and suggestions for the operation and management of Huishang Bank. I have always adhered to the principle of independence and objectivity, strictly complied with the relevant requirements on professional ethics, integrity and related relationship reporting, dutifully performed the duties of an independent Director, effectively safeguarded the interests of minority Shareholders, and contributed to the high-quality development of Huishang Bank.

**REPORT ON DUTIES BY THE INDEPENDENT
NON-EXECUTIVE DIRECTOR FOR 2023**

(Liu Zhiqiang)

I have been an independent non-executive Director of Huishang Bank since 2018. I hereby report my performance for the year of 2023 as follows:

I. ATTENDANCE AT THE MEETINGS OF THE BOARD AND SPECIAL COMMITTEES

In 2023, in strict compliance with relevant laws and regulations and the relevant provisions of the Articles of Association of Huishang Bank, I conscientiously performed my duties as an independent Director, attended the meetings of the Board and special committees on time, conducted in-depth research on issues under discussion at the meetings, expressed objective and independent opinions, made decisions in a scientific and prudent manner, and effectively performed the duties of good faith and care as an independent Director. During the year for duty performance, I attended ten meetings of the Board, five meetings of the Related Party Transaction Control Committee and five meetings of the Risk Management Committee, actively participated in the discussion and decision-making of the resolutions, and provided opinions and suggestions to the Board and the management.

II. EXPRESSION OF OPINIONS AND THE MAJOR CONCERNS

As an independent Director, I carefully studied all resolutions of the Board, listened carefully to the reports of the senior management on major matters that require decision-making by the Board, fully learnt about the details of relevant resolutions and exercised my voting rights independently and prudently. I prepared carefully before attending each meeting, checked the relevant policies, gathered data and conducted researches when necessary, learnt about relevant information from other banks and financial institutions, and took responsibility for each resolution and decision. In 2023, I focused on the resolutions concerning business conditions, risk management, asset quality, profit distribution and major related party transactions, etc., and expressed objective and impartial independent opinions on many occasions. For example, I recommended that the Bank should continually improve and perfect the comprehensive risk management system, and enhance the ability to prevent and resolve risks, especially to prevent overdue risk spillovers. I emphasized that asset quality is the core problem restricting the development of the whole Bank, and pointed out that in formulating development plans, the Bank should adhere to the principle of seeking progress while maintaining stability, and make efforts to transform the mode, adjust the structure, improve the quality and increase the efficiency to achieve high-quality and sustainable development. I suggested obtaining the support of the regulatory authorities, opening new outlets in the core areas, and resolutely stopping losses on the loss-making outlets, etc.

As a member of the Risk Management Committee, I strictly complied with the terms of reference of the committee, gave full play to my professional advantages, focused on the deliberation of the recovery plan for 2023, the formulation of financial asset risk classification management measures and other resolutions, carefully listened to reports such as asset quality analysis, comprehensive risk management, liquidity stress test, risk preference statement, and employee behavior evaluation, and expressed professional opinions on risk management, asset quality, NPL collection, indicator preparation and other issues. I pointed out that the Bank should pay attention to the impact of the Measures for the Classification of Financial Assets of Commercial Banks (《商業銀行金融資產分類辦法》), and suggested that the Bank should further improve the monitoring and management of financial assets and pay attention to the possible impact on the provision of impairment losses and profits. I paid attention to the potential risks of key areas, pointed out the risks of real estate financing, private enterprise bonds and high-debt regional platform bonds, especially emphasized the emerging default risk of urban investment bonds in the field of local government debt, and suggested that the Bank should pay close attention to the status and changes of local government platform loans. I pointed out that the Bank should pay attention to the impact of the change of exchange rate in RMB on the operation of enterprise customers and their loans in Huishang Bank, emphasized that the task of resolving and disposing of risks is still arduous, and analyzed the key work directions of resolving and disposal of existing risks, etc.

As a member of the Related Party Transaction Control Committee, I strictly complied with the terms of reference of the committee, performed my duties in a conscientious, responsible, diligent and honest manner, followed the principles of honesty, integrity, independence and fairness, deliberated the amendments to the terms of reference of the Related Party Transaction Control Committee, confirmed the resolutions on related party changes and major related party transactions, listened to the reports on related party transaction management, strictly performed the review obligations in relation to major related party transactions and expressed independent opinions.

III. FULFILLMENT OF LOYALTY AND COMPLIANCE OBLIGATIONS

In 2023, in compliance with the requirements of relevant laws and regulations, including the PRC Company Law, the Governance Standards and the Measures for the Evaluation of Performance of Duties, and the provisions of the Articles of Association of the Bank, I have properly fulfilled my compliance obligations as an independent Director and always acted in the best interests of Huishang Bank, and have not used my status and position with the Bank for personal advantage, disclosed the Bank's trade secrets without authorization or prejudiced the interests of the Bank by making use of my capacity as an affiliated person.

IV. PROFESSIONALISM, INDEPENDENCE AND ETHICAL STANDARDS OF DUTY PERFORMANCE

During the period for duty performance, leveraging my professional expertise and advantages, I provided suggestions for the operation and development of Huishang Bank in light of the macroeconomic situation in the PRC and overseas and the latest developments of economic and financial policies. I focused on studying the new regulations issued by the National Financial Regulatory Administration, and actively participated in relevant trainings organized by the Bank to continuously improve my ability to perform duties. In respect of operation and management, business development and risk control of the Bank, I have put forward independent, objective and professional suggestions, effectively safeguarding the legitimate rights and interests of the Bank and the minority Shareholders and giving full play to the due role of independent Directors in corporate governance. I strictly complied with the relevant requirements on professional ethics, integrity, related relationship reporting and recusal, and there were no circumstances where my independence was prejudiced or where I failed to conscientiously and prudently perform my duties.

**REPORT ON DUTIES BY THE INDEPENDENT
NON-EXECUTIVE DIRECTOR FOR 2023**

(Yin Jianfeng)

I joined Huishang Bank in January 2019, and currently serve as an independent Director, a member of the Strategic Development and Consumer Rights Protection Committee, a member of the Nomination and Remuneration Committee and a member of the Related Party Transaction Control Committee of the Board. I hereby report my performance for the year of 2023 as follows:

I. ATTENDANCE AT THE MEETINGS OF THE BOARD AND SPECIAL COMMITTEES

In 2023, in strict compliance with the requirements of the laws and regulations, including the Governance Standards and the Measures for the Evaluation of Performance of Duties, regulatory requirements and the provisions of the Articles of Association of the Bank, I have performed my duties faithfully and diligently, made objective, fair and independent decisions, and gave full play to the role of independent Director.

In 2023, I attended ten meetings of the Board, five meetings of the Strategic Development and Consumer Rights Protection Committee (one meeting attended by proxy for some reasons), four meetings of the Nomination and Remuneration Committee (one meeting attended by proxy for some reasons) and five meetings of the Related Party Transaction Control Committee (one meeting attended by proxy for some reasons) without any absence.

II. EXPRESSION OF OPINIONS AND THE MAJOR CONCERNS

As an independent Director, I have been committed to the principles of being diligent, practical, honest and responsible, and prudently expressed my opinions and made independent and professional judgments after carefully studying and considering each resolution, and attended the meetings and considered matters thereat in compliance with laws and regulations.

As a member of the Strategic Development and Consumer Rights Protection Committee, I earnestly studied the listing of A shares, strategic development planning, operation and development reporting, etc., and expressed my opinions on the related matters.

As a member of the Nomination and Remuneration Committee, I focused on whether the nomination, consideration and voting procedures of Director candidates and proposed senior management were in compliance with the provisions of laws and regulations and the Articles and Association and in conformity with the actual conditions and long-term interests of the Bank and the interests of the minority Shareholders. Also, I have expressed my opinions on the addition of Directors and the election and appointment of senior management and Directors as well as the performance appraisal for senior management members for 2022 and other matters.

As a member of the Related Party Transaction Control Committee, in strict compliance with the regulatory requirements and the terms of reference of the committee, I performed my duties carefully. I focused on supervising and reviewing the major related party transactions to ensure that the prices of transactions were fair and reasonable and the approval process was legal and standard, and expressed my opinion in a prudent and independent manner, which would effectively safeguard the legitimate rights and interests of the Bank and the Shareholders as a whole (the unrelated Shareholders in particular). At the same time, I urged the Bank to amend the administrative measures for related party transactions and operational procedures in time according to the new regulatory requirements to further promote the more standardized and refined management of related party transactions.

III. FULFILLMENT OF LOYALTY AND COMPLIANCE OBLIGATIONS

In 2023, in strict compliance with the requirements of relevant laws and regulations and normative documents, including the PRC Company Law and the Governance Standards, and the provisions of the Articles of Association of Huishang Bank, focusing on the strategic objective of Huishang Bank to build itself into a local mainstream bank, I have performed my duties in a loyal, honest, conscientious and diligent manner in compliance with relevant laws and regulations and have effectively safeguarded the overall interests of the Bank and the legitimate rights and interests of the Shareholders as a whole, and have not used my status and position with the Bank for personal advantage, disclosed the Bank's trade secrets without authorization or prejudiced the interests of the Bank by making use of my capacity as an affiliated person.

IV. PROFESSIONALISM, INDEPENDENCE AND ETHICAL STANDARDS OF DUTY PERFORMANCE

In 2023, in compliance with the relevant requirements on professional ethics and integrity of independent Directors, I fully made use of my professional strengths and continuously learnt the latest financial policies and laws and regulations on corporate governance, internal control and compliance and comprehensive risk management and actively participated in relevant training to constantly improve my professionalism and effectiveness of duty performance. I reported the related relationship in a timely manner, treated all Shareholders equally and performed my duties as an independent Director in an objective, fair and independent manner, which effectively safeguarded the overall interests of Huishang Bank and the legitimate rights and interests of the minority Shareholders in particular, and gave full play to the due role of independent Directors in corporate governance.

**REPORT ON DUTIES BY THE INDEPENDENT
NON-EXECUTIVE DIRECTOR FOR 2023**

(Huang Aiming)

I joined Huishang Bank in January 2019, and currently serve as an independent Director, the chairwoman of the Related Party Transaction Control Committee, a member of the Nomination and Remuneration Committee and a member of the Audit Committee of the Board. I hereby report my performance for the year of 2023 as follows:

I. ATTENDANCE AT THE MEETINGS OF THE BOARD AND SPECIAL COMMITTEES

In 2023, in strict compliance with the requirements of the laws and regulations, including the Governance Standards and the Measures for the Evaluation of Performance of Duties, regulatory requirements and the provisions of the Articles of Association of the Bank, I have performed my duties faithfully and diligently, made objective, fair and independent decisions, and gave full play to the role of independent Director. In 2023, I attended ten meetings of the Board, six meetings of the Related Party Transaction Control Committee, five meetings of the Nomination and Remuneration Committee and three meetings of the Audit Committee without any absence.

II. EXPRESSION OF OPINIONS AND THE MAJOR CONCERNS

As an independent Director, I have been committed to the principles of being diligent, practical, honest and responsible, and prudently expressed my opinions and made independent and professional judgments after carefully studying and considering each resolution, and attended the meetings and considered matters thereat in compliance with laws and regulations. At the same time, as a Director from Hong Kong with many years of experience in the Hong Kong financial market, I paid significant attention to the differences between domestic and overseas regulatory policies and reminded and urged Huishang Bank to satisfy the dual regulatory requirements of the Chinese mainland and Hong Kong.

As the chairwoman of the Related Party Transaction Control Committee, in strict compliance with the regulatory requirements and the terms of reference of the committee, I performed my duties carefully and had the responsibility of the chairwoman performed efficiently. I focused on reviewing the major related party transactions to ensure that the prices of transactions were fair and reasonable and the approval process was legal and standard, and expressed my opinion in a prudent and independent manner, which would effectively safeguard the legitimate rights and interests of the Bank and the Shareholders as a whole (the unrelated Shareholders in particular). At the same time, I urged the Bank to amend the terms of reference of the Related Party Transaction Control Committee of the Board, administrative measures for related party transactions and operational procedures in time according to the new regulatory requirements to further promote the more standardized and refined management of related party transactions.

As a member of the Nomination and Remuneration Committee, I focused on whether the nomination, consideration and voting procedures of Director candidates and proposed senior management were in compliance with the provisions of laws and regulations and the Articles and Association and in conformity with the actual conditions and long-term interests of the Bank and the interests of the minority Shareholders. Also, I have expressed my opinions on the addition of Directors and the election and appointment of senior management and Directors as well as the performance appraisal for senior management members for 2022 and other matters.

As a member of the Audit Committee, I have reviewed the 2022 annual financial report and the 2023 interim financial report, and fully communicated and discussed with the external auditors through the communication meetings of the Audit Committee during the auditing, and supervised the truthfulness, accuracy and timeliness of the information in the relevant financial reports. In discussing the re-appointment of the external auditors, I focused on the professional competence, independence and integrity of the external auditors.

III. FULFILLMENT OF LOYALTY AND COMPLIANCE OBLIGATIONS

In 2023, in strict compliance with the requirements of relevant laws and regulations and normative documents, including the PRC Company Law and the Governance Standards, and the provisions of the Articles of Association of Huishang Bank, focusing on the strategic objective of Huishang Bank to build itself into a local mainstream bank, I have performed my duties in a loyal, honest, conscientious and diligent manner in compliance with relevant laws and regulations and have effectively safeguarded the overall interests of the Bank and the legitimate rights and interests of the Shareholders as a whole, and have not used my status and position with the Bank for personal advantage, disclosed the Bank's trade secrets without authorization or prejudiced the interests of the Bank by making use of my capacity as an affiliated person.

IV. PROFESSIONALISM, INDEPENDENCE AND ETHICAL STANDARDS OF DUTY PERFORMANCE

In 2023, in compliance with the relevant requirements on professional ethics and integrity of independent Directors, I fully made use of my professional strengths and continuously learnt the latest financial policies and laws and regulations on corporate governance, internal control and compliance and comprehensive risk management, and actively participated in relevant training to constantly improve my professionalism and effectiveness of duty performance. I reported the related relationship in a timely manner, treated all Shareholders equally and performed my duties as an independent Director in an objective, fair and independent manner, which effectively safeguarded the overall interests of Huishang Bank and the legitimate rights and interests of the minority Shareholders in particular.

**REPORT ON DUTIES BY THE INDEPENDENT
NON-EXECUTIVE DIRECTOR FOR 2023**

(Xu Jiabin)

I served as an independent Director, a member of the Nomination and Remuneration Committee and a member of the Risk Management Committee of the Board of Huishang Bank in 2023. I hereby report my performance for the year of 2023 as follows:

I. FULFILLMENT OF DUTY OF DILIGENCE AND ATTENDANCE AT THE MEETINGS

In 2023, I performed my duties conscientiously and diligently, committed sufficient time and efforts to the effective performance of my duties as an independent Director. I attended all the meetings of the Board and the relevant special committees, including ten meetings of the Board, five meetings of the Nomination and Remuneration Committee and six meetings of the Risk Management Committee, without any attendance by proxy or absence. I constantly learnt the operation and management status of the Bank, prudently reviewed various resolutions, actively participated in discussions and expressed opinions independently and objectively, effectively safeguarding the legitimate rights and interests of the Bank and the Shareholders as a whole.

II. PERFORMANCE OF LOYALTY OBLIGATIONS AND COMPLIANCE IN DUTY PERFORMANCE

In 2023, in strict compliance with the requirements of relevant laws and regulations, including the PRC Company Law, the Governance Standards and the Measures for the Evaluation of Performance of Duties, regulatory requirements, and the provisions of Articles of Association, I faithfully performed fiduciary duties in good faith, upheld commitments, and carried out my duties in a fair, prudent, dedicated and responsible manner, to safeguard the best interests of the Bank and Shareholders, and actively prevented conflicts of interest. I strictly fulfilled my duties in accordance with regulations, attentively listened to work reports from senior management, and understood the Bank's corporate governance, strategic management, operational investment, risk management, internal control and compliance, financial accounting, and other matters, and promoted and supervised the Bank to operate in compliance with laws and regulations.

III. PROFESSIONAL PERFORMANCE AND EXPRESSION OF OPINIONS AND SUGGESTIONS

In 2023, placing great importance on enhancing the performance capabilities of independent Directors in commercial banks, I diligently studied and mastered relevant regulatory laws and regulations, as well as professional knowledge on the Bank's management and corporate governance, actively participated in various training programs organized by the Bank, such as corporate governance, information disclosure and regulatory summaries of listed companies in Hong Kong.

As an independent Director, I gave full play to my expertise in industrial economy, corporate system, corporate strategy and other aspects, and with reference to the practical experience involving policy research and formulation, I provided professional, objective, and independent opinions on a range of significant matters such as the Bank's strategic development, risk management, internal controls, and related party transaction management. I also recommended that the Bank enhance its assessment and analysis of opportunities and challenges for the changes in the international and domestic economic and financial landscape, and provided important opinions and suggestions regarding promoting the implementation of the Bank's planning, accelerating business transformation and development, and enhancing the quality and efficiency of serving real economy, providing support to the scientific decision-making by the Board of Directors.

As a member of each of the Nomination and Remuneration Committee and the Risk Management Committee, I strictly complied with the terms of reference of the special committees, provided timely professional opinions in a conscientious and responsible manner, focused on and made recommendations on topics such as the recourse and deduction of performance-based compensation for 2022, the nomination of Director candidates, the appointment of senior management, the annual performance evaluations of senior management, the Bank's risk management policies and risk preferences for 2023, and the recovery plan for 2023, and have performed my duties as a committee member properly.

IV. INDEPENDENCE AND ETHICAL STANDARDS OF DUTY PERFORMANCE

I followed a high standard of professional ethics, performed my duties with integrity, impartiality and dedication, treated all the Shareholders fairly, effectively safeguarded the interests of Huishang Bank and the Shareholders as a whole (including the minority Shareholders), and effectively played my role of an independent Director in the corporate governance and the operation and management of the Bank. I strictly complied with the relevant requirements on integrity and avoidance of appointment, strictly kept the secrets of the Bank confidential, and have not used my position and status for personal advantage, accepting improper benefits, misappropriating the Bank's property, or prejudicing the legitimate rights and interests of the stakeholders.

In 2024, I will further improve my ability to perform duties and professional skills, focus on the strategic objective of building itself into an outstanding local mainstream bank and high-quality development requirements, and make sustained contributions towards the Bank's development.

Pursuant to the requirements of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions (《銀行保險機構關聯交易管理辦法》) and the relevant rules of the Bank, the details of the related party transactions of the Bank in 2023 are as follows:

I. RELATED PARTY TRANSACTIONS

The related party transactions of the Bank mainly involve ordinary on- and off-balance sheet bank businesses such as loans, bond investments and deposits. As at the end of 2023, the aggregated amount of the related party transactions of the Bank was RMB57,691,000,000, of which the credit balance of the related party transactions amounted to RMB28,630,000,000.

- (I) **Related party transactions with related legal persons.** As at the end of 2023, the related legal persons involved in related party transactions mainly included Anhui Province Energy Group Company Limited, Anhui Guoyuan Financial Holding Group Co., Ltd. (安徽國元金融控股集團有限責任公司), Anhui Transportation Holding Group Co., Ltd. (安徽省交通控股集團有限公司), Anhui Credit Financing Guaranty Group Co., Ltd. (安徽省信用融資擔保集團有限公司), Sunshine Insurance Group Company Limited (陽光保險集團股份有限公司), China Vanke Co., Ltd. (萬科企業股份有限公司), Hefei Xingtai Financial Holdings (Group) Co., Ltd. (合肥興泰金融控股(集團)有限公司), Wuhu Construction Investment Co., Ltd. (蕪湖市建設投資有限公司), Huishang Bank Financial Leasing Co., Ltd. (徽銀金融租賃有限公司), HSBank Wealth Management Co., Ltd., Mengshang Bank Co., Ltd. (蒙商銀行股份有限公司), Chery Huiyin Motor Finance Service Co., Ltd. (奇瑞徽銀汽車金融股份有限公司), Jinzhai Huiyin Rural Bank Co., Ltd. (金寨徽銀村鎮銀行有限責任公司), Wuwei Huiyin Rural Bank Co., Ltd. (無為徽銀村鎮銀行有限責任公司), as well as two enterprises controlled or significantly influenced by related natural persons of the Bank. The aggregated amount of the related party transactions was RMB57,217,000,000, of which the credit balance of the related party transactions amounted to RMB28,497,000,000.

1. **Anhui Province Energy Group Company Limited.** Anhui Province Energy Group Company Limited is a related party of the Shareholders of the Bank. As at the end of 2023, the related party transactions between the members of its related parties and the Bank are as follows (Unit: RMB0'000):

Name of related parties	Various loans	Bond investments	Special purpose vehicle investment	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
Anhui Province Energy Group Finance Company Limited (安徽省能源集團財務有限公司)	0	0	0	0	0	0	0	76.03
Anhui Wanneng Hotel Co., Ltd. (安徽省皖能大廈有限責任公司)	0	0	0	0	0	0	19.09	0
Anhui Qianyingzi Power Generation Co., Ltd. (安徽錢營改發電有限公司)	0	0	0	0	0	0	0	589.34
Wanneng Ma'anshan Power Generation Co., Ltd. (皖能馬鞍山發電有限公司)	0	0	0	0	3,000	0	0	0

2. **Anhui Guoyuan Financial Holding Group Co., Ltd.** Anhui Guoyuan Financial Holding Group Co., Ltd. is a related party of the Shareholders of the Bank. As at the end of 2023, the related party transactions between the members of its related parties and the Bank are as follows (Unit: RMB0'000):

Name of related parties	Various loans	Bond investments	Special purpose vehicle investments	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
Guoyuan Securities Co., Ltd.	0	0	0	40,000	0	0	764.68	2,252.59
Anhui Guoyuan Trust Co., Ltd.	0	0	0	0	0	0	75.29	0
Anqing Guoyuan Pawnshop Co., Ltd.	0	0	0	0	0	0	0	6
Anhui Guozu Supply Chain Co., Ltd.	4,624.3	0	0	0	520	0	0	156
Anhui Guoyuan Financial Holding Group Co., Ltd.	0	101,000	0	0	0	0	0	0
Huainan Tongshang Rural Commercial Bank Co., Ltd.	0	0	0	0	0	0	0	536.37
Anhui Guoyuan Capital Co., Ltd.	0	10,000	0	0	0	0	0	0
Anhui Tianchang Rural Commercial Bank Co., Ltd.	0	0	0	0	0	0	0	120.51
Ma'anshan Guoyuan Pawnshop Co., Ltd.	0	0	0	0	0	0	0	570.86

3. **Anhui Transportation Holding Group Co., Ltd.** Anhui Transportation Holding Group Co., Ltd. is a related party of the Shareholders of the Bank. As at the end of 2023, the details of the related party transactions between its related party members and the Bank are shown in the table below (Unit: RMB0'000):

Name of related parties	Various loans	Bond investments	Special purpose vehicle investments	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
Anhui Transportation Holding Group Co., Ltd.	39,937.5	51,000	0	0	0	0	47.12	0
Anhui Transport Consulting & Design Institute Co., Ltd.	0	0	0	0	471.09	0	0	0
Anhui Expressway Network Operations Company Limited	0	0	0	0	0	0	54.85	0
Dingyuan Urban and Rural Bus Co., Ltd.	4,565	0	0	0	0	0	0	0
Wanjiang Financial Leasing Co., Ltd.	0	0	0	140,000	0	0	0	0
Mingguang Urban and Rural Bus Co., Ltd.	3,828.75	0	0	0	0	0	0	0
Anhui Transportation United Card Holding Co., Ltd.	0	0	0	0	0	0	0	28.65
Huangshan Angao Tourism Development Co., Ltd.	0	0	0	0	0	0	2.78	0
Anhui Gaosu Binke Real Estate Development Co., Ltd.	10,000	0	0	0	0	0	0	0
Anhui Gaoyuan Logistics Co., Ltd.	6,513.21	0	0	0	0	0	0	0
Anhui Xunjie Logistics Feidong Co., Ltd.	3,200	0	0	0	0	0	0	0
Anhui High-way Real Estate Group Co., Ltd.	0	7,000	0	0	0	0	0	0
Anhui Expressway Qingfeng Media Co., Ltd.	0	0	0	0	0	0	3	0
Anhui Transportation Holding Construction Engineering Group Co., Ltd.	2,000	0	0	0	1,064.86	0	0	3.24

Name of related parties	Various loans	Bond investments	Special purpose vehicle investments	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
Anhui High Speed Investment Real Estate Development Co., Ltd.	85,090	0	0	0	0	0	0	0
Anhui Zhongxing Engineering Supervision Co., Ltd.	0	0	0	0	2,000.67	0	0	566.9
Anhui Xunjie Wanjiang Logistics Co., Ltd. (安徽迅捷皖江物流有限公司)	500	0	0	0	0	0	0	0
Anhui Xunjie Logistics Company Limited	2,500	0	0	0	2,582	0	0	0
Chaohu Feiyan Logistics Co., Ltd. (巢湖市飛雁物流有限責任公司)	0	0	0	612	0	0	0	0
Anhui Anlian Expressway Company Limited	10,000	0	0	0	0	0	0	0
Anhui Transportation Holding Commercial Factoring Co., Ltd. (安徽交控商業保理有限公司)	4,605	0	0	3,062.5	0	0	0	0
Anhui Jinggong Decoration and Installation Engineering Co., Ltd. (安徽省經工裝飾安裝工程有限公司)	0	0	0	1,000	0	0	0	0
Anhui Transportation Group Anqing Automobile Transportation Co., Ltd. (安徽交運集團安慶汽運有限公司)	1,000	0	0	0	0	0	0	0
Anhui Transportation Group Chuzhou Automobile Transportation Co., Ltd. (安徽交運集團滁州汽運有限公司)	1,000	0	0	0	0	0	0	0
Anhui Expressway Media Company Limited	0	0	0	0	0	0	174	0

4. **Anhui Credit Financing Guaranty Group Co., Ltd.** Anhui Credit Financing Guaranty Group Co., Ltd. is a related party of the Shareholders of the Bank. As at the end of 2023, the related party transactions of the members of its related parties with the Bank are as follows (Unit: RMB0'000):

Name of related parties	Various loans	Bond investments	Special purpose vehicle investments	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
Anhui Financing Re-guarantee Co., Ltd.	0	0	0	0	0	0	0	20,000
Anhui Puhui Financing Guarantee Co., Ltd. (安徽省普惠融資擔保有限公司)	0	0	0	0	0	0	0	67,294.4
Anhui Science and Technology Financing Guarantee Co., Ltd. (安徽省科技融資擔保有限公司)	0	0	0	0	0	0	0	34,684
Anhui Credit Financing Guaranty Group Co., Ltd.	5,000	0	0	0	0	0	0	69,713.17
Anhui Credit Financing Suzhou Branch	0	0	0	0	0	0	0	5,500
Anhui Credit Financing Guaranty Group Co., Ltd. Modern Trade Service Financing Guarantee Branch (現代貿易服務業融資擔保分公司)	0	0	0	0	0	0	0	2,500
Anhui Guaranteed Asset Management Co., Ltd. (安徽擔保資產管理有限公司)	82,000	0	0	0	0	0	0	0

5. **Sunshine Insurance Group Company Limited.** Sunshine Insurance Group Company Limited is a related party of the Shareholders of the Bank. As at the end of 2023, the related party transactions of the members of its related parties with the Bank are as follows (Unit: RMB0'000):

Name of related parties	Various loans	Bond investments	Special purpose	Other on-	Irrevocable	Other off-	Service related party transactions	Deposits and
			vehicle investments	balance sheet credit	commitments and contingent liabilities	balance sheet credit		other related party transactions
Sunshine Life Insurance Corporation Limited	0	0	0	0	0	0	1,281.03	0
Sunshine Life Insurance Corporation Limited Anhui Branch	0	0	0	0	0	0	4,845.47	0

6. **China Vanke Co., Ltd.** China Vanke Co., Ltd. is a related party of the Shareholders of the Bank. As at the end of 2023, the related party transactions of the members of its related parties with the Bank are as follows (Unit: RMB0'000):

Name of related parties	Various loans	Bond investments	Special purpose	Other on-	Irrevocable	Other off-	Service related party transactions	Deposits and
			vehicle investments	balance sheet credit	commitments and contingent liabilities	balance sheet credit		other related party transactions
China Vanke Co., Ltd.	0	20,000	0	0	0	0	0	0
Chengdu Vanke Property Service Co., Ltd. (成都萬科物業服務有限公司)	0	0	0	0	0	0	15.02	0
Ningbo Naisen Property Management Co., Ltd. (寧波耐森物業管理有限公司)	0	0	0	0	0	0	16.99	0
Anhui Mingyun Logistics Management Services Co., Ltd. (安徽明運後勤管理服務有限責任公司)	0	0	0	0	434.35	0	0	434.35
Chengdu Tianhuicheng Commercial Management Co., Ltd. (成都天樞城商業管理有限公司)	0	0	0	0	0	0	3.88	0
Shenzhen Onewo Technology Co., Ltd.	0	0	0	0	0	0	0	11,453.68

Name of related parties	Various loans	Bond investments	Special purpose vehicle investments	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
Shanghai Vanke Property Service Co., Ltd. (上海萬科物業服務有限公司)								
Hefei Branch	0	0	0	0	0	0	1,669.3	0
Ningbo Future Education Information Consulting Co., Ltd. (寧波創未來教育信息諮詢有限公司)	0	0	0	0	0	0	0	1.68
Shenzhen 5th Dimension Technologies Co., Ltd. (深圳市第五空間網絡科技有限公司)	0	0	0	0	0	0	3.54	8

7. **Hefei Xingtai Financial Holdings (Group) Co., Ltd.** Hefei Xingtai Financial Holdings (Group) Co., Ltd. is a related party of the Shareholders of the Bank. As at the end of 2023, the related party transactions of the members of its related parties with the Bank are as follows (Unit: RMB0'000):

Name of related parties	Various loans	Bond investments	Special purpose vehicle investments	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
Hefei Xingtai Financial Holdings (Group) Co., Ltd.	78,750	39,500	0	0	0	0	34.52	0
Anhui Xingtai Financial Leasing Co., Ltd. (安徽興泰融資租賃有限責任公司)	69,300	12,000	0	0	18,500	0	0	0
Hefei Xingtai Microfinance Limited (合肥市興泰小額貸款有限公司)	8,000	0	0	0	0	0	0	0
Hefei Xingtai Commercial Factoring Co., Ltd. (合肥興泰商業保理有限公司)	10,000	0	0	0	0	0	0	0
Anhui Xingtai Financing Guarantee Group Co., Ltd. (安徽省興泰融資擔保集團有限公司)	0	0	0	0	829.5	0	0	6,015.09

Name of related parties	Various loans	Bond investments	Special purpose vehicle investments	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
Hefei Xingtai Technology Credit Guarantee Co., Ltd. (合肥市興泰科技融資擔保有限公司)	0	0	0	0	0	0	0	647
CCB Trust Co., Ltd. (建信信託有限責任公司)	0	0	0	0	0	0	15.68	2,758.36
Harfor Fund Management Co., Ltd. (華富基金管理有限公司)	0	0	0	0	0	0	230.38	12,515.42
CCB Principal Asset Management Co., Ltd. (建信基金管理有限責任公司)	0	0	0	0	0	0	1,271.23	124,084.09
CCB Principal Capital Management Co., Ltd. (建信資本管理有限責任公司)	0	0	0	0	0	0	0	30,000
Hefei State-Owned Construction Financing Guarantee Co., Ltd. (合肥國控建設融資擔保有限公司)	0	0	0	0	56,312.82	0	0	10,863.47
Hefei Urban Construction Development Co., Ltd. (合肥城建發展股份有限公司)	0	0	0	107.7	0	0	0	0
Anhui Amber Property Services Co., Ltd. (安徽琥珀物業服務有限公司)	0	0	0	0	0	0	17.34	0
Anhui Public Resources Trading Group Co., Ltd. (安徽公共資源交易集團有限公司)	0	0	0	0	0	0	1.3	40,449
Anhui Public Resources Trading Group Project Management Co., Ltd. (安徽公共資源交易集團項目管理有限公司)	0	0	0	0	0	0	1.9	22

Name of related parties	Various loans	Bond investments	Special purpose vehicle investments	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
Hefei Assets and Equity Exchange Center (合肥市產權交易中心)	0	0	0	0	0	0	0	1.8
Suzhou Security Service Co., Ltd. (宿州市保安服務有限公司)	0	0	0	0	0	0	289	0
Chizhou Security Guard Service Co., Ltd. (池州市保安服務有限公司)	0	0	0	0	0	0	225.63	0
Hefei Security Group Co., Ltd. (合肥保安集團有限公司)	0	0	0	0	0	0	1,993.89	0
Ma'anshan MCC Hi-Tech Construction Co., Ltd. (馬鞍山中冶高新建設有限公司)	31,665	0	0	0	0	0	0.12	0
Hefei Xingtai Commercial Assets Operation Co., Ltd. (合肥興泰商業資產運營有限公司)	0	0	0	0	0	0	0	2,335.11
Changfeng County Sme Credit Guarantee Center (合肥市長豐興泰融資擔保有限公司)	0	0	0	0	0	0	0	611.5
Hefei City Card Co., Ltd. (合肥城市通卡股份有限公司)	0	0	0	0	0	0	20	10,000
Hefei Urban Construction Beicheng Real Estate Co., Ltd. (合肥城建北城置業有限公司)	26,250	0	0	0	0	0	0	0
China Construction Bank Corporation	0	0	688,000	100,079.95	0	2,074.45	128.14	2,287,384.3
Jiayin (Zhejiang) Real Estate Land Asset Appraisal Co., Ltd. (建銀(浙江)房地產土地資產評估有限公司)	0	0	0	0	0	0	16.18	0

Name of related parties	Various loans	Bond investments	Special purpose vehicle investments	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
MCC Jianxin Investment Fund Management (Beijing) Co., Ltd. (中冶建信投资基金管理(北京)有限公司)	0	0	0	0	0	0	17.05	0
Hefei High Tech Public Resources Exchange Co., Ltd. (合肥高新公共资源交易有限公司)	0	0	0	0	0	0	0	900
Anhui Xingtai Information Technology Co., Ltd. (安徽興泰信息科技有限公司)	0	0	0	0	0	0	15	0
Hefei Gongtou Industry Science and Technology Development Co., Ltd. (合肥工投工業科技發展有限公司)	0	10,000	0	0	0	0	0	0
Anhui Cultural Property Rights Exchange Co., Ltd. (安徽省文化產權交易有限公司)	0	0	0	0	0	0	0.05	0
Hefei City Parking Investment Management Co., Ltd. (合肥城市泊車投資管理有限公司)	0	0	0	0	0	0	6	0
Hefei Xingtai Equity Investment Management Co., Ltd. (合肥興泰股權投資管理有限公司)	5,000	0	0	0	0	0	0	0

8. **Wuhu Construction Investment Co., Ltd.** Wuhu Construction Investment Co., Ltd. is a related party of the Shareholders of the Bank. As at the end of 2023, the related party transactions of the members of its related parties with the Bank are set out in the following table (Unit: RMB0'000):

Name of related parties	Various loans	Bond investments	Special purpose vehicle investments	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
Efort Intelligent Equipment Co., Ltd. (埃夫特智能裝備股份有限公司)	0	0	0	117.25	0	0	0	0
Wuhu Honhu Materials Technology Co., Ltd. (蕪湖泓鵠材料技術有限公司)	0	0	0	0	1,730.05	0	0	0
Wuhu Golden Safety System Co., Ltd. (蕪湖金安世騰汽車安全系統有限公司)	0	0	0	0	1,000	0	0	0
Wuhu Puwei Technology Research Co., Ltd. (蕪湖普威技研有限公司)	0	0	0	0	4,987.1	0	0	0
Wuhu Hengchuang Jiuzi Commercial Management Co., Ltd. (蕪湖市恒創鴻茲商業管理有限責任公司)	55,400	0	0	0	0	0	0	0
Wuhu YONGDA Technology Co., Ltd. (蕪湖永達科技有限公司)	1,000	0	0	0	1,994.41	0	0	0
Wuhu Yuanheng Assets Operation Co., Ltd. (蕪湖遠恒資產運營有限公司)	60,000	0	0	0	0	0	0	0
Wuhu Construction Investment Co., Ltd. (蕪湖市建設投資有限公司)	0	3,000.69	0	0	0	0	0	0
Wuhu Motiontec Automotive Technology Co., Ltd. (蕪湖莫森泰克汽車科技股份有限公司)	0	0	0	0	2,913.54	0	0	2,000
Anhui Honyi Automotive Technology Co., Ltd. (安徽泓毅汽車技術股份有限公司)	0	0	0	0	0	0	0	1,038

9. **Huishang Bank Financial Leasing Co., Ltd.** Huishang Bank Financial Leasing Co., Ltd. is a majority-owned subsidiary of the Bank. As at the end of 2023, the related party transactions of Huishang Bank Financial Leasing Co., Ltd. with the Bank are set out in the following table (Unit: RMB0'000):

Name of related parties	Various loans	Bond investments	Special purpose	Other on-balance	Irrevocable commitments	Other off-balance	Service related party	Deposits and other related party
			vehicle investments	sheet credit	and contingent liabilities	sheet credit	transactions	party transactions
Huishang Bank Financial Leasing Co., Ltd.	0	0	0	575,000	85,744.05	0	611	1.24

10. **HSBank Wealth Management Co., Ltd.** HSBank Wealth Management Co., Ltd. is a wholly-owned subsidiary of the Bank. As at the end of 2023, the related party transactions of HSBank Wealth Management Co., Ltd. with the Bank are set out in the following table (Unit: RMB0'000):

Name of related parties	Various loans	Bond investments	Special purpose	Other on-balance	Irrevocable commitments	Other off-balance	Service related party	Deposits and other related party
			vehicle investments	sheet credit	and contingent liabilities	sheet credit	transactions	party transactions
HSBank Wealth Management Co., Ltd.	0	0	0	0	0	0	51,029.56	0.35

11. **Mengshang Bank Co., Ltd.** The Bank assigned directors to Mengshang Bank Co., Ltd., which is a legal person over whom the Bank can exert significant influence. As at the end of 2023, the related party transactions of Mengshang Bank Co., Ltd. with the Bank are set out in the following table (Unit: RMB0'000):

Name of related parties	Various loans	Bond investments	Special purpose	Other on-balance	Irrevocable commitments	Other off-balance	Service related party	Deposits and other related party
			vehicle investments	sheet credit	and contingent liabilities	sheet credit	transactions	party transactions
Mengshang Bank Co., Ltd.	0	0	0	0	0	0	0	44,000

12. **Chery Huiyin Motor Finance Service Co., Ltd.** The Bank assigned directors to Chery Huiyin Motor Finance Service Co., Ltd., which is a legal person over whom the Bank can exert significant influence. As at the end of 2023, the related party transactions of Chery Huiyin Motor Finance Service Co., Ltd. with the Bank are set out in the following table (Unit: RMB0'000):

Name of related party	Various loans	Bond investment	Special purpose vehicle investments	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
Chery Huiyin Motor Finance Service Co., Ltd.	0	30,000	0	220,000	0	0	0	0

13. **Jinzhai Huiyin Rural Bank Co., Ltd.** Jinzhai Huiyin Rural Bank Co., Ltd. is a subsidiary of the Bank. As at the end of 2023, the related party transactions of Jinzhai Huiyin Rural Bank Co., Ltd. with the Bank are set out in the following table (Unit: RMB0'000):

Name of related party	Various loans	Bond investment	Special purpose vehicle investments	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
Jinzhai Huiyin Rural Bank Co., Ltd.	0	0	0	0	0	0	42	0.5

14. **Wuwei Huiyin Rural Bank Co., Ltd.** Wuwei Huiyin Rural Bank Co., Ltd. is a subsidiary of the Bank. As at the end of 2023, the related party transactions of Wuwei Huiyin Rural Bank Co., Ltd. with the Bank are set out in the following table (Unit: RMB0'000):

Name of related parties	Various loans	Bond investments	Special purpose vehicle investments	Other on-balance sheet credit	Irrevocable commitments and contingent liabilities	Other off-balance sheet credit	Service related party transactions	Deposits and other related party transactions
Wuwei Huiyin Rural Bank Co., Ltd.	0	0	0	0	0	0	10	15,000.07

15. **Enterprises controlled or significantly influenced by related natural persons.** As at the end of 2023, the related party transactions between enterprises controlled or significantly influenced by related natural persons of the Bank and our Bank are as follows (Unit: RMB0'000):

Name of related parties	Various loans	Bond investments	Special	Other	Irrevocable	Other	Service	Deposits and
			purpose vehicle investments	on-balance sheet credit	commitments and contingent liabilities	off-balance sheet credit	related party transactions	other related party transactions
Lu'an Fuguang Decoration Engineering Co., Ltd. (六安富廣裝飾工程有限公司)	0	0	0	190	0	0	0	0
Suzhou Jiuling Trading Co., Ltd. (宿州九靈商貿有限公司)	100	0	0	0	0	0	0	0

- (II) **Related party transactions with related natural persons.** As at the end of 2023, the credit balance of related party transactions of related natural persons of the Bank was RMB133,447,000, mainly for personal housing, personal comprehensive consumption revolving loan and credit card overdraft. Other related transactions such as fixed-term deposits amounted to RMB340,430,000. All related transactions with related natural persons are general related transactions.
- (III) **Indicators of the relevancy of related party transactions.** As at the end of 2023, the audited net capital of the Bank amounted to RMB146.64 billion. According to Article 16 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions, it states that “the interbank business conducted between banking institutions and related banks within and outside the country shall not be subject to the proportional limits listed in the first paragraph of this article”. After deducting the interbank credit balance with our related party banks, the credit balance with the largest individual related party, Huishang Bank Financial Leasing Co., Ltd., was RMB6.607 billion, accounting for 4.51% of the net capital. The credit balance with the largest single group, Anhui Transportation Holding Group Co., Ltd., was RMB3.832 billion, accounting for 2.61% of the net capital. The total credit balance with all related parties was RMB20.721 billion, accounting for 14.13% of the net capital. All these proportions are within the regulatory requirements.

- (IV) **Pricing for related party transactions.** The related party transactions between the Bank and related parties are conducted under normal commercial principles, which are not more favorable than the terms of similar transactions with unrelated parties, thus ensuring the legitimacy and fairness of the pricing of related party transactions of the Bank. The prices of credit-extension related party transactions are determined in accordance with the relevant credit pricing management measures of the Bank, which correspond to the credit rating and risk exposure of the related party customers. The prices of bond-investment related party transactions are primarily negotiated between the Bank and the related parties with reference to the weighted average trading price in the market. The insurance brokerage fees and custodian fees charged to related parties are mainly negotiated between the Bank and the related parties with reference to the rate charged by other banks for similar services.

II. CHANGES OF RELATED PARTY TRANSACTIONS

- (I) **Changes of related party transactions with related legal persons.** As at the end of 2023, the amount of related party transactions with related legal persons increased by RMB28.68 billion compared to the end of 2022, primarily due to the growth in interbank business volume between the Bank and China Construction Bank Corporation. The specific changes are as follows: Hefei Xingtai Financial Holdings (Group) Co., Ltd. and its related parties saw an increase in related party transactions of RMB27.128 billion. Wuhu Construction Investment Co., Ltd. and its related parties saw an increase in related party transactions of RMB1.352 billion. Anhui Transportation Holding Group Co., Ltd. and its related parties saw an increase in related party transactions of RMB1.082 billion. Huishang Bank Financial Leasing Co., Ltd. saw an increase in related party transactions of RMB817 million. Anhui Guoyuan Financial Holding Group Co., Ltd. and its related parties saw an increase in related party transactions of RMB613 million. Anhui Credit Financing Guaranty Group Co., Ltd. and its related parties saw an increase in related party transactions of RMB532 million. Chery Huiyin Motor Finance Service Co., Ltd. saw an increase in related party transactions of RMB200 million. HSBank Wealth Management Co., Ltd. saw an increase in related party transactions of RMB171 million. Wuwei Huiyin Rural Bank Co., Ltd. saw an increase in related party transactions of RMB150 million. Anhui Province Energy Group Company Limited and its related parties saw an increase in related party transactions of RMB26 million. Sunshine Insurance Group Company Limited and its related parties had a decrease in related party transactions of RMB1.383 billion. Mengshang Bank Co., Ltd. had a decrease in related party transactions of RMB1.06 billion. Anhui Publishing Group Co., Ltd. (安徽出版集團有限責任公司) and its related parties were no longer included in related party management, leading to a decrease in related party transactions of RMB774 million. China Vanke Co., Ltd. and its related parties had a decrease in related party transactions of RMB169 million. The related party transactions with enterprises controlled or significantly influenced by related natural persons had a decrease of RMB4.47 million.

- (II) **Changes of related party transactions with related natural persons.** As at the end of 2023, the shareholdings of natural person Shareholders of the Bank were far less than 5%. The related party transactions with the Bank's related natural persons were all general related party transactions, and compared with the end of 2022, the amount of the related party transactions entered into with related natural persons decreased by RMB50 million.

III. MANAGEMENT OF THE RELATED PARTY TRANSACTIONS

In 2023, the Bank revised and issued the Regulations on the Management of Related Party Transactions in accordance with the latest regulatory requirements, established a Related Party Transactions Management Office and continuously optimized the related party transactions management system, dynamically collected information on related parties, strictly followed the procedures of review, reporting, and disclosure, as well as organized training on related party transactions management policies. **Firstly**, the Bank strictly implemented the provisions of Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions and the Notice on the Implementation of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions (《關於做好<銀行保險機構關聯交易管理辦法>實施工作的通知》), revised and issued the Regulations on the Management of Related Party Transactions and reported it to the National Financial Regulatory Administration Anhui Office. **Secondly**, the Bank issued a Notice on Establishing the Related Party Transactions Management Office (《關於設立關聯交易管理辦公室的通知》) and set the Related Party Transactions Management Office, which played a professional support role. The office also held meetings as necessary for managing related party transactions. **Thirdly**, to meet the requirements of sophisticated management of related party transactions, by utilizing technologies such as big data and knowledge graphs, the Bank continuously optimized functions like identifying suspected related parties and automatically verifying changes of related party information, further enhancing the informatization and intelligence level of our related party transactions management. **Fourthly**, relying on the related party transactions management system, the Bank guided relevant departments of head office and branches to dynamically collect information on related parties in accordance with the operating procedures of related party transactions management, thus forming a Plan on Confirming Changes in Related Party Information (《關於確認關聯方變動信息的議案》). The plan was submitted for consideration by the Related Party Transaction Control Committee, then reviewed by the Board of Directors, and was promptly reported to regulatory authorities through related party transactions supervision information systems, ensuring the implementation and improvement of the requirements for the supervision of related party information archives. **Fifthly**, the Board of Directors conducted reviews and promptly reported and disclosed significant related party transactions involving entities such as Huishang Bank Financial Leasing Co., Ltd. and Anhui Province Energy Group Company Limited. **Sixthly**, through the “dual enhancement of awareness and capability” and using differentiated training methods both online and offline, the Bank improved employees' understanding and proficiency in related party transactions management regulations and system operations, publicizing and implementing the compliance culture of related party transactions.

I. THE 2023 FIRST EXTRAORDINARY GENERAL MEETING OF HUIZHANG BANK

The meeting was held on April 12, 2023 and a total of 2 resolutions were considered and approved by voting. The implementation is as follows:

1. To Consider and Approve the Election of Mr. Kong Qinglong as an Executive Director of the Fourth Session of the Board of Directors of the Bank

Implementation: implemented. Kong Qinglong, as a Director, assumed office in May 2023.

2. To Consider and Approve the Issuance of the Undated Capital Bonds

Implementation: implemented. Our Bank successfully issued RMB10 billion of undated capital bonds in October 2023, which effectively supplemented additional Tier 1 capital and optimized the capital structure. The remaining RMB10 billion quota is planned to be issued at an appropriate time within the validity period approved by the Shareholders' General Meeting.

II. THE 2022 AGM OF HUIZHANG BANK

The meeting was held on June 30, 2023 and a total of 16 resolutions were considered and approved by voting. The implementation is as follows:

1. To Consider and Approve the Final Financial Accounts for 2022 of the Bank

Implementation: implemented. The Bank maintained steady growth in the size of assets and liabilities in 2022. The size of deposits and loans both hit a new high in history. The Bank maintained stable operation, steadily increased profit and fulfilled the plan of the Board of Directors. Asset quality indicators improved, and the overall asset quality was under control.

2. To Consider and Approve the Capital Expenditure Budget for 2023 of the Bank

Implementation: implemented. The Bank's capital expenditure budget for 2023 amounted to RMB1,379 million and it actually implemented RMB911 million with a budget implementation rate of 66.06%.

3. To Consider and Approve the Profit Distribution Plan for 2022 of the Bank

Implementation: implemented. Based on the resolution passed at the general meeting, the Bank has distributed a cash dividend of RMB0.129 per Share (tax inclusive), amounting to a total of RMB1,792 million (tax inclusive) for the year ended December 31, 2022 on August 25, 2023.

4. To Consider and Approve the Appointment of External Auditors of the Bank for 2023

Implementation: implemented. Based on the resolution passed at the general meeting, the Bank re-appointed Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic auditor and Ernst & Young as the international auditor of the Bank for the year 2023, respectively.

5. To Consider and Approve the Work Report of the Board of Directors of the Bank for 2022

Implementation: implemented. In 2023, the Board of Directors, guided by Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, fully implemented the spirit of the 20th National Congress of the CPC and the Central Economic Work Conference, earnestly carried out the decisions and deployments of the Provincial Party Committee's Economic Work Conference and various regulatory work conferences. Adhering to the principle of seeking progress while working to keep performance stable, centring on the Party's leadership, with the "Five Full-Service" as our operational focus, it standardized the governance system, improved work culture, and made dedicated efforts to advance key reform initiatives, and remained steadfast in the pursuit of "seeking development, preventing risks, promoting transformation, strengthening management, and improving conduct", dedicating to becoming an outstanding local mainstream bank.

6. To Consider and Approve the Work Report of the Board of Supervisors of the Bank for 2022

Implementation: implemented. In 2023, the Board of Supervisors actively performed supervision duties on issues discussion, convened 8 meetings of the Board of Supervisors, at which 40 proposals were considered and reviewed; conducted in-depth performance supervision and objectively and fairly evaluated the duty performance of Directors, Supervisors and senior management; carefully reviewed the regular reports and profit distribution plan and issued the written review opinions; organized the review of reports on capital adequacy management and liquidity risk management, promoted the improvement of capital and liquidity indicators, continuously optimized the capital and liquidity constraint indicators; organized the review of reports on comprehensive risk management, stress testing, internal control assessment and internal audit, put forward pertinent working suggestions; organized special surveys on the management of the group clients and special inspections on the management of the outsourcing businesses, followed up on the rectification of problems found in consumers' rights and interests protection, fully implemented regulatory opinions, promoted the high-quality development of the whole Bank and the construction of the outstanding local mainstream bank.

7. The Determination of the Remuneration Standards for Former Executive Director of the Bank for 2020

Implementation: implemented. Settled according to the remuneration standards.

8. The Determination of the Remuneration Standards for the Supervisors of the Bank for 2020

Implementation: implemented. Settled according to the remuneration standards.

9. To Consider and Approve the Administrative Measures for the Related Party Transactions of Huishang Bank Corporation Limited (Revised)

Implementation: implemented. The Administrative Measures for the Related Party Transactions of Huishang Bank Corporation Limited (Hui Yin Fa [2023] No. 80) has been issued to the Bank after being considered and approved at the general meeting.

10. To Consider and Approve the Election of Mr. Wang Anning as a Shareholder Supervisor of the Fourth Session of the Board of Supervisors of the Bank

Implementation: implemented. Mr. Wang Anning has participated in the meetings of the Board of Supervisors and relevant monitoring activities, and performed his duties as Supervisor in July 2023.

11. To consider and Approve the Election of Mr. Han Dongya as an External Supervisor of the Fourth Session of the Board of Supervisors of the Bank

Implementation: implemented. Mr. Han Dongya has participated in the meetings of the Board of Supervisors and relevant monitoring activities, and performed his duties as Supervisor in July 2023.

12. To Consider and Approve the Resolution on the General Mandate for the Issuance of Shares of the Bank

Implementation: implemented. As considered and approved at the general meeting, it approved to authorize the Board of Directors the general mandate for the issuance of Shares and the delegation of authorizations by the Board of Directors.

13-14. To Consider and Approve the Resolution on the Extension of the Validity Period of the Plan on the Initial Public Offering and Listing of A Shares (the “A Share Offering”) of the Bank and to Consider and Approve the Resolution on the Extension of the Validity Period of the Authorization of the Board of Directors to Deal with Specific Matters in respect of the A Share Offering

Implementation: implemented. After being considered and approved by the general meeting, the Bank submitted report on the A-share counselling to the CSRC Anhui Bureau on a quarterly basis.

15. To Consider and Approve the Articles of Association of the Bank (Revised)

Implementation: implemented. Following the consideration and approval by the general meeting, the amendments to the Articles of Association were approved by the National Financial Regulatory Administration Anhui Office in August 2023.

16. To Consider and Approve the Plan of the Authorizations Granted to the Board of Directors by the General Meeting of Huishang Bank Corporation Limited (Revised)

Implementation: implemented. The resolution has officially taken effect after being considered and approved at the general meeting.

III. THE 2023 SECOND EXTRAORDINARY GENERAL MEETING OF HUIZHANG BANK

The meeting was held on September 15, 2023 and one resolution was considered and approved by voting. The implementation is as follows:

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

Implementation: implemented. Wang Zhaohui, as a Director, assumed office in November 2023.

NOTICE OF THE ANNUAL 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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “**AGM**” or the “**Meeting**”) of Huishang Bank Corporation Limited* (the “**Bank**”) will be held at 9:00 a.m. on Friday, June 28, 2024 at Conference Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the People's Republic of China (the “**PRC**”). Details are as follows:

RESOLUTIONS

- (1) To consider and approve the final financial accounts for 2023 of the Bank;
- (2) To consider and approve the capital expenditure budget for 2024 of the Bank;
- (3) To consider and approve the profit distribution plan for 2023 of the Bank;
- (4) To consider and approve the appointment of external auditors of the Bank for 2024;
- (5) To consider and approve the Work Report of the Board of Directors of the Bank for 2023;
- (6) To consider and approve the Work Report of the Board of Supervisors of the Bank for 2023;
- (7) To determine the remuneration standards for executive Directors of the Bank for 2021;
- (8) To determine the remuneration standards for certain Supervisors of the Bank for 2021;
- (9) To consider and approve the election of Mr. Lu Hao as a non-executive Director of the fourth session of the Board of Directors of the Bank;
- (10) To consider and approve the election of Mr. He Zongan as a Shareholder Supervisor of the fourth session of the Board of Supervisors of the Bank;
- (11) To consider and approve the resolution on the general mandate for the issuance of shares of the Bank;

NOTICE OF THE ANNUAL GENERAL MEETING

- (12) To consider and approve the resolution on the extension of the validity period of the plan on the initial public offering and listing of A shares (the “**A Share Offering**”) of the Bank;
- (13) To consider and approve the resolution on the extension of the validity period of the authorization of the Board of Directors to deal with specific matters in respect of the A Share Offering;
- (14) To consider and approve the Articles of Association of the Bank (Revised);

For the above resolutions, the resolutions numbered (1) to (10) are ordinary resolutions and the resolutions numbered (11) to (14) are special resolutions.

OTHER MATTERS

- (15) To receive the Appraisal Report by the Board of Supervisors on the Performance of Duties by the Board of Directors and Directors for 2023;
- (16) To receive the Appraisal Report by the Board of Supervisors on the Performance of Duties by the Supervisors for 2023;
- (17) To receive the Appraisal Report by the Board of Supervisors on the Performance of Duties by the Senior Management and its Members for 2023;
- (18) To receive the Duty Report by the Independent Non-executive Directors of the Bank for 2023;
- (19) To receive the Report on Related Party Transactions of the Bank for 2023; and
- (20) To receive the Report on the Implementation of Resolutions of Shareholders’ General Meetings in 2023.

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

Hefei, Anhui Province, the PRC
May 14, 2024

NOTICE OF THE ANNUAL 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 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) 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 AGM**

The register of members of the Bank will be closed from Wednesday, May 29, 2024 to Friday, June 28, 2024 (both days inclusive), during which period no transfer of Shares of the Bank will be registered. H Shareholders of the Bank are advised that in order to qualify for attending and voting at the 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, Wan Chai, Hong Kong, by 4:30 p.m. on Tuesday, May 28, 2024.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Tuesday, May 28, 2024 are entitled to attend and vote at the AGM.

3. **Cash dividend payment arrangement**

According to the Bank’s profit distribution plan for 2023, the Board of Directors recommends a cash dividend of RMB1.46 (tax inclusive) for every 10 shares based on the total ordinary share capital of 13,889,801,211 shares of the Bank as at the end of 2023, with an aggregate amount of cash dividend of approximately RMB2,027.91 million (tax inclusive). When the total share capital has changed on the equity register date of dividend payment as a result of that there is increased share issuance prior to this date, the corresponding adjustments shall be made to dividend per share assuming the aggregate dividend declaration remains unchanged. Subject to approval at the AGM, the cash dividend will be paid to Domestic Shareholders and H Shareholders whose names appear on the register of members of the Bank on Wednesday, July 10, 2024. The cash dividends are expected to be distributed on Thursday, August 22, 2024.

The register of members of the Bank will be closed from Friday, July 5, 2024 to Wednesday, July 10, 2024 (both days inclusive). In order to be entitled to the aforementioned final dividend (subject to the approval of the Shareholders), unregistered holders of H Shares of the Bank shall lodge the 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, for registration at or before 4:30 p.m. on Thursday, July 4, 2024.

4. **Reply slip**

Shareholders intending to attend and vote at the AGM in person or by proxy should complete the accompanying reply slip and return it to the Bank’s H share registrar (for H Shareholders) or the registered office and principal place of business in the PRC (for Domestic Shareholders) of the Bank on or before Saturday, June 8, 2024. 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 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 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.

NOTICE OF THE ANNUAL GENERAL MEETING

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 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 AGM (i.e. 9:00 a.m. on Thursday, June 27, 2024) 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 thereof should you so wish.

6. 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.

7. **Other businesses**

- A. The AGM is expected to last for no more than half 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 7806
Fax No.: (86) 0551 6266 7661

As at the date of this notice, the Board of the Bank comprises Yan Chen and Kong Qinglong as executive directors; Ma Lingxiao, Wang Zhaohui, 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.

- * *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.*