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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)

ANNOUNCEMENT IN RELATION TO THE APPROVAL BY CBRC OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the circular of Huishang Bank Corporation Limited (the “**Bank**”) dated May 15, 2014 (the “**Circular**”) and the announcement of the Bank dated June 30, 2014 in respect of the poll results of the 2013 annual general meeting of the Bank. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

At the 2013 annual general meeting of the bank held on June 30, 2014, the proposals regarding amendments to the Articles of Association were considered and approved. The Bank has received the “Approval from China Banking Regulatory Commission, Anhui Office on the Amendments to the Articles of Association of Huishang Bank Corporation Limited” (Wan Yin Jian Fu [2014] No. 257) on October 13, 2014, approving the amended Articles of Association.

The finalised amendments to the Articles of Association are attached to this announcement for reference. The full text of the amended Articles of Association can be found on the websites of The Hong Kong Exchanges and Clearing Limited (www.hkex.com.hk) and the Bank (www.hsbank.com.cn) respectively.

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

Hefei, Anhui, China
October 16, 2014

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

* *Huishang Bank Corporation Limited is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking/deposit-taking business in Hong Kong.*

Amendments to the Articles of Association

Existing Provisions	Amended Provisions
<p>Article 32 All transfers of H shares shall adopt written instruments of transfer in writing in an ordinary or usual form or in any other form acceptable to the Board of Directors. The instruments of transfer may be signed by hand or (where the transferor or transferee is a corporation) by the company’s seal. Where the transferor or transferee is a recognized clearing house as defined by relevant regulations in accordance with the Laws of Hong Kong from time to time (the “recognized clearing house”), or its proxy, the instruments of transfer may be signed by hand or in a machine-imprinted format.</p> <p>All instruments of transfer shall be kept at the legal address of the Bank or the addresses designated by the Board of Directors from time to time.</p>	<p>Article 32 All transfers of H shares shall adopt written instruments of transfer in writing in an ordinary or usual form or in any other form acceptable to the Board of Directors <u>(including standard transfer form or other form of transfer as prescribed by the Hong Kong Stock Exchange from time to time)</u>. The instruments of transfer may be signed by hand or (where the transferor or transferee is a corporation) by the company’s seal. Where the transferor or transferee is a recognized clearing house as defined by relevant regulations in accordance with the Laws of Hong Kong from time to time (the “recognized clearing house”), or its proxy, the instruments of transfer may be signed by hand or in a machine-imprinted format.</p> <p>All instruments of transfer shall be kept at the legal address of the Bank or the addresses designated by the Board of Directors from time to time.</p>
<p>Article 93 The power of attorney shall be placed at the Bank’s domicile or at any other place designated in the notice of shareholders’ general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank’s domicile or any other place designated in the notice of shareholders’ general meeting.</p>	<p>Article 93 The power of attorney shall be placed at the Bank’s domicile or at any other place designated in the notice of shareholders’ general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank’s domicile or any other place designated in the notice of shareholders’ general meeting.</p>

<p>In the event that the appointing shareholder is a body corporate, the shareholder shall be represented at the shareholders' general meeting of the Bank by the legal representative or other persons authorized by the resolution of the Board of Directors or any other decision-making body of such an appointing shareholder.</p> <p>If the shareholder is an authorized clearing house or its agent, such a shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the shareholders' general meeting or class shareholders' general meeting. If two or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxies so appointed may represent the authorized clearing house or its agent in exercising its rights as if that proxy is a natural person shareholder of the Bank.</p>	<p>In the event that the appointing shareholder is a body corporate, the shareholder shall be represented at the shareholders' general meeting of the Bank by the legal representative or other persons authorized by the resolution of the Board of Directors or any other decision-making body of such an appointing shareholder.</p> <p>If the shareholder is an authorized clearing house or its agent, such a shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the shareholders' general meeting or class shareholders' general meeting. If two or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. <u>The proxy forms shall be signed by the respective proxies appointed by the authorized clearing house</u>, and the proxies so appointed may represent the authorized clearing house or its agent in exercising its rights <u>at any meeting (without being required to present share certificate, certified statement of proxy and further evidence of due authorization)</u> as if that proxy is a natural person shareholder of the Bank.</p>
<p>Article 161 The Board of Directors shall be composed of fifteen (15) directors of which the independent directors shall account for one third or more of the total number of directors.</p>	<p>Article 161 The Board of Directors shall be composed of fifteen (15) <u>to nineteen (19)</u> directors of which the independent directors shall account for one third or more of the total number of directors.</p>
<p>Article 190 The Board of Directors shall have a secretary to the Board of Directors. The secretary to the Board of Directors concurrently serves as the head of office of the Board of Directors.</p>	<p>Article 190 The Board of Directors shall have a secretary to the Board of Directors.</p>