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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)

SUPPLEMENTAL AGREEMENT IN RELATION TO SUBSCRIPTION OF H SHARES UNDER A GENERAL MANDATE

Sole Placing Agent



Reference is made to the announcement of Huishang Bank Corporation Limited dated November 11, 2014 (the “**Announcement**”) in relation to, among other things, subscription of new H Shares. Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless defined otherwise.

THE SUPPLEMENTAL AGREEMENT

On November 26, 2014, the Bank and the Subscriber entered into a supplemental agreement (the “**Supplemental Agreement**”) to amend certain terms in the Subscription Agreement for the purposes of facilitating the progress of the transaction.

The Subscription Shares

Pursuant to the Supplemental Agreement, the parties thereto agreed to amend the number of Subscription Shares from 632,500,000 to 471,000,000 (the “**New Subscription Shares**”), representing approximately 4.26% of the existing issued share capital of the Bank, approximately 14.89% of the existing issued H Shares and approximately 4.09% of the issued share capital of the Bank as enlarged by the New Subscription Shares.

As a result of the entering into of the Supplemental Agreement and the adjustment to the number of Subscription Shares under the Subscription, the aggregate consideration for the Subscription is reduced from HK\$2,403,500,000 to HK\$1,789,800,000.

Save as disclosed above, the other terms of the Subscription Agreement and the Subscription as set out in the Announcement remain unchanged.

EFFECT ON SHAREHOLDING STRUCTURE

The shareholding structure of the Bank (i) as at the date of this announcement; and (ii) immediately upon the issue of the New Subscription Shares (assuming that there is no change in the issued share capital of the Bank from the date of this announcement and up to Completion (other than as a result of the allotment and issue of the New Subscription Shares on Completion)), are summarised as follows:

Shareholders	As at the date of this announcement:		Immediately upon Completion:	
	No. of Shares	Approximate %	No. of Shares	Approximate %
The Subscriber	–	–	471,000,000	4.09
Other Domestic Shareholders	7,887,319,283	71.38	7,887,319,283	68.46
Other H Shareholders	3,162,500,000	28.62	3,162,500,000	27.45
	<u>11,049,819,283</u>	<u>100</u>	<u>11,520,819,283</u>	<u>100</u>

On behalf of the Board
Huishang Bank Corporation Limited
Li Hongming
Chairman

Hefei, Anhui, China
November 26, 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.*