

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Bank.*



## **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 and 4608 (Preference shares))**

### **NON-PUBLIC ISSUANCE OF DOMESTIC SHARES UNDER GENERAL MANDATE AND ENTERING INTO SHARE SUBSCRIPTION AGREEMENTS**

#### **NON-PUBLIC ISSUANCE OF DOMESTIC SHARES UNDER GENERAL MANDATE**

To supplement the core tier 1 capital of the Bank, having communicated with DIFM and Anhui Transportation Holding, the Board passed a resolution on August 20, 2020, proposing the issuance of not more than 1,559,000,000 Domestic Shares and 176,000,000 Domestic Shares to DIFM and Anhui Transportation Holding, respectively, under the General Mandate granted to the Board at the 2019 AGM.

#### **ENTERING INTO SHARE SUBSCRIPTION AGREEMENTS**

The Board is pleased to announce that on August 20, 2020, the Bank and the Subscribers entered into the Share Subscription Agreements, pursuant to which the Bank has conditionally agreed to issue and the Subscribers have conditionally agreed to subscribe for an aggregate of 1,735,000,000 Domestic Shares at the subscription price of RMB5.703 per Subscription Share.

The total number of 1,735,000,000 Domestic Shares to be issued under the Share Subscription Agreements, with an aggregate nominal value of RMB1,735,000,000, represents (i) approximately 19.99% of the total number of issued Domestic Shares of the Bank and approximately 14.27% of the total number of issued Shares of the Bank as at the date of this announcement; and (ii) approximately 16.66% of the total number of enlarged issued Domestic Shares (assuming no other changes to the total number of issued Domestic Shares (other than Subscription Shares) of the Bank since the date of the Share Subscription Agreements and up to the Completion) and approximately 12.49% of the total number of enlarged issued Shares of the Bank after the completion of the Non-public Issuance (assuming no other changes to the total number of issued Shares (other than Subscription Shares) of the Bank since the date of the Share Subscription Agreements and up to the Completion). In the Non-public Issuance, Domestic Shares will be issued under the General Mandate.

Gross proceeds from the Non-public Issuance will be approximately RMB9,894,705,000. After deducting the issuance expenses payable by the Bank, the net proceeds from the Non-public Issuance will be approximately RMB9,893,205,000. The Bank intends to utilize all the net proceeds from the Non-public Issuance to supplement the Bank's core tier 1 capital.

**The Non-public Issuance is subject to the satisfaction of certain conditions. Accordingly, the Non-public Issuance may or may not proceed. Further announcement(s) will be made by the Bank as and when appropriate in compliance with the Listing Rules. Shareholders and potential investors are advised to exercise caution in dealing in the Shares.**

## **NON-PUBLIC ISSUANCE OF DOMESTIC SHARES UNDER GENERAL MANDATE**

Reference is made to the announcement of the Bank dated January 7, 2020 in relation to among others, the relevant resolution on the non-public issuance of Domestic Shares and H Shares under the General Mandate considered and approved by the Board (the "**Original Issuance Plan**"). Due to the impact of the COVID-19 pandemic and other factors, the Original Issuance Plan was not completed within the validity period of the resolution.

To supplement the core tier 1 capital of the Bank, having communicated with DIFM and Anhui Transportation Holding, the Board passed a resolution on August 20, 2020, proposing the issuance of not more than 1,559,000,000 Domestic Shares and 176,000,000 Domestic Shares to DIFM and Anhui Transportation Holding, respectively, under the General Mandate granted to the Board at the 2019 AGM. The price of the Non-public Issuance shall not be lower than the Bank's latest audited net assets per share attributable to ordinary shareholders of the Bank prior to the Non-public Issuance (adjustment shall be made accordingly to net assets per share where there occurs any ex-rights or ex-dividend event from the balance sheet date to the completion date of the issuance). After deducting the issuance expenses, the net proceeds from the Non-public Issuance will be used to supplement the Bank's core tier 1 capital.

## **ENTERING INTO SHARE SUBSCRIPTION AGREEMENTS**

The Board is pleased to announce that on August 20, 2020, the Bank and the Subscribers entered into the Share Subscription Agreements, pursuant to which the Bank has conditionally agreed to issue and the Subscribers have conditionally agreed to subscribe for an aggregate of 1,735,000,000 Domestic Shares at the subscription price of RMB5.703 per Subscription Share. Details of the Non-public Issuance are set out below.

## **SHARE SUBSCRIPTION AGREEMENTS**

The principal terms of the Share Subscription Agreements are set out below:

### **Date**

August 20, 2020

### **Parties**

- (1) the Bank, as the Issuer
- (2) DIFM, as the Subscriber
- (3) Anhui Transportation Holding, as the Subscriber

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Subscribers and their ultimate beneficial owners, the People's Bank of China and Anhui Provincial State-owned Assets Supervision and Administrative Committee, are third parties independent of the Bank and its connected persons under the Listing Rules as of the date of this announcement.

Upon the completion of the Non-public Issuance, it is expected that DIFM will become a substantial shareholder of the Bank under the Listing Rules and Anhui Transportation Holding will not become a substantial shareholder of the Bank under the Listing Rules.

### **Subscription Shares**

The Bank will issue 1,735,000,000 new Domestic Shares pursuant to the terms and conditions as set out in the Share Subscription Agreements, of which 1,559,000,000 new Domestic Shares and 176,000,000 new Domestic Shares will be subscribed by DIFM and Anhui Transportation Holding, respectively.

The total number of 1,735,000,000 Domestic Shares to be issued under the Share Subscription Agreements, with an aggregate nominal value of RMB1,735,000,000, represents (i) approximately 19.99% of the total number of issued Domestic Shares of the Bank and approximately 14.27% of the total number of issued Shares of the Bank as at the date of this announcement; and (ii) approximately 16.66% of the total number of enlarged issued Domestic Shares (assuming no other changes to the total number of issued Domestic Shares of the Bank since the date of the Share Subscription Agreements and up to the Completion) and approximately 12.49% of the total number of enlarged issued Shares of the Bank after the completion of the Non-public Issuance (assuming no other changes to the total number of issued Shares of the Bank since the date of the Share Subscription Agreements and up to the Completion). In the Non-public Issuance, Domestic Shares will be issued under the General Mandate.

## **Subscription Price**

The Subscription Price is RMB5.703 per Subscription Share and the Aggregate Subscription Price amounts to RMB9,894,705,000, of which the subscription price of DIFM and Anhui Transportation Holding amounts to RMB8,890,977,000 and RMB1,003,728,000, respectively.

The Subscription Price was determined after the arm's length negotiations between the Bank and the Subscribers with reference to the audited net assets per share attributable to the ordinary shareholders of the parent as at December 31, 2019 (i.e. RMB5.86) and after the adjustment in the event of any ex-rights or ex-dividend events (the implementation of annual profit distribution plan for 2019 of the Bank) occurred from the balance sheet date (i.e. December 31, 2019) of the latest audited financial report before the Completion Date and up to the Completion Date.

The Subscription Price of RMB5.703 per Subscription Share (equivalent to approximately HK\$6.381 as calculated by the average central parity rate of RMB1 to HK\$1.1188 as quoted by the People's Bank of China as at August 20, 2020) represents a premium of:

- (1) approximately 150.24% over the closing price of HK\$2.55 per H Share as quoted on the Hong Kong Stock Exchange on August 20, 2020 (i.e. the date of the Share Subscription Agreements);
- (2) approximately 150.24% over the average closing price of HK\$2.55 per H Share as quoted on the Hong Kong Stock Exchange for five consecutive trading days immediately before the date of the Share Subscription Agreements; and
- (3) approximately 150.14% over the average closing price of HK\$2.551 per H Share as quoted on the Hong Kong Stock Exchange for 20 consecutive trading days immediately before the date of the Share Subscription Agreements.

After deducting the issuance expense payable by the Bank, the net proceeds from the Non-public Issuance will amount to approximately RMB9,893,205,000 and the net price per Subscription Share under the Non-public Issuance will amount to approximately RMB5.702.

## **Retained profits**

Retained but not distributed profits of the Bank prior to the issuance of Subscription Shares shall be jointly shared by new and existing shareholders after the issuance of Subscription Shares according to the Articles of Association and applicable laws and regulations.

## **Conditions precedent**

The Completion is conditional upon the satisfaction of the following conditions precedent prior to the Completion Date, unless those expressly waived or exempted in writing in advance:

- (1) the Non-public Issuance having obtained the approval from the Bank and the internal competent decision-making bodies of the Subscribers;
- (2) the Non-public Issuance having passed the necessary approval process of the regulatory authorities as stipulated by the PRC laws;

- (3) the representations, warranties and undertakings made by the Bank under the Share Subscription Agreements being true, accurate and complete in all material aspects;
- (4) there being no existing judgment, verdict, decision or injunction of any applicable laws, court, tribunal or relevant regulatory authority, which would restrict, prohibit or cancel the Non-public Issuance;
- (5) the Subscription Agreement to other specific targets for the Non-public Issuance having been effectively executed by the parties hereto and remaining in force, under which all conditions precedent to the Completion have been satisfied or waived;
- (6) audited financial statements for 2019 prepared by the Bank; and
- (7) an asset appraisal report issued by an asset appraisal company in PRC in relation with the assets of the Bank, and, where applicable, the report having been approved or filed in accordance with PRC laws and regulations.

The Bank shall use its reasonable endeavours to satisfy the abovementioned conditions precedent as soon as practicable before the Completion Date.

If at any time the Bank is aware of a fact or circumstance which may hinder the satisfaction of certain conditions precedent, the Bank shall promptly notify the Subscribers in writing of such fact or circumstance.

### **Payment**

Upon the satisfaction of all the above-mentioned conditions precedent by the Bank, the Bank will issue to the Subscribers a written demand note for payment of the Subscription Price, which shall be paid by the Subscribers in full and in a lump sum by RMB transfer within 15 working days after receiving the written demand note.

### **Completion**

The completion of the Non-public Issuance shall take place within 10 working days upon the payment of the Subscribers.

### **Ranking of the Subscription Shares**

The Subscription Shares, when issued, will rank *pari passu* among themselves and with the Bank's existing issued Domestic Shares before the Completion Date in all respects.

### **General Mandate to Issue Subscription Shares**

Subscription Shares will be issued pursuant to the General Mandate. Pursuant to the General Mandate, the Bank has been authorized to issue new Domestic Shares not exceeding 20% of the total number of issued Domestic Shares of the Bank as at the date of 2019 AGM held on June 30, 2020, being an aggregate of 1,735,210,242 new Domestic Shares. There was no issuance of any new Domestic Shares pursuant to the General Mandate since the date of 2019 AGM until the date of this announcement. The Non-public Issuance therefore shall not be subject to the approval from the shareholders.

## Effects on the Shareholding Structure of the Bank

The below sets out the shareholding structure of the Bank as at the date of this announcement and immediately after the completion of the Non-public Issuance, assuming that there has been no change in the total number of issued Shares of the Bank (other than the Subscription Shares) from the date of the Share Subscription Agreements until Completion:

Shareholders	As at the date of this announcement		Immediately after the completion of the Non-public Issuance	
	Number of Shares <sup>(Note 1)</sup>	Approximate percentage of the Bank's issued share capital	Number of Shares <sup>(Note 2)</sup>	Approximate percentage of the Bank's issued share capital
<b>Domestic Shares</b>				
Shanghai Soong Ching Ling Foundation ("SCL Foundation") <sup>(Note 3)</sup>	224,781,227	1.85%	224,781,227	1.62%
Anhui Energy Group Co., Ltd. ("Anhui Energy Group") <sup>(Note 4)</sup>	1,016,908,444	8.37%	1,016,908,444	7.32%
DIFM (the Subscriber)	–	–	1,559,000,000	11.22%
Anhui Transportation Holding <sup>(Note 5)</sup> (the Subscriber)	515,935,874	4.24%	691,935,874	4.98%
Other domestic shareholders <sup>(Note 6)</sup>	6,918,425,666	56.92%	6,918,425,666	49.81%
<b>Sub-total</b>	<b>8,676,051,211</b>	<b>71.38%</b>	<b>10,411,051,211</b>	<b>74.95%</b>
<b>H Shares</b>				
SCL Foundation <sup>(Note 3)</sup>	1,245,864,400	10.25%	1,245,864,400	8.97%
Anhui Energy Group <sup>(Note 4)</sup>	329,973,600	2.71%	329,973,600	2.38%
Anhui Transportation Holding <sup>(Note 5)</sup> (the Subscriber)	2,999,700	0.02%	2,999,700	0.02%
Other public shareholders of H Shares	1,899,912,300	15.63%	1,899,912,300	13.68%
<b>Sub-total</b>	<b>3,478,750,000</b>	<b>28.62%</b>	<b>3,478,750,000</b>	<b>25.05%</b>
<b>Total</b>	<b>12,154,801,211</b>	<b>100.00%</b>	<b>13,889,801,211</b>	<b>100.00%</b>

### Notes:

- The Bank has distributed a dividend to the Shareholders whose names appeared on the register of members of the Bank on Wednesday, 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 date of this announcement represents the number of Shares held by the Shareholders of the Bank after the Bonus Issue.
- As at the date of this announcement, the Bank has issued 44,400,000 offshore preference shares with a par value of RMB100 each. Pursuant to the Articles of Association, the holders of offshore preference shares of the Bank are not entitled to convene and attend any general meeting of the Bank or vote at any general meeting of the Bank, except as stated in the terms and conditions of the offshore preference shares. If any trigger event occurs, the offshore preference shares may be converted into H shares in accordance with the conversion terms. For further details, please refer to the announcements of the Bank dated November 3, 2016, November 10, 2016 and August 30, 2018. The shareholding structure of the ordinary Shares after the completion of the Non-public Issuance does not take into account the impact of any trigger event, resulting in the mandatory conversion of preference shares to Shares, might have on the ordinary share capital of the Bank.



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 date of this announcement, Zhongjing Xinhua Asset Investment Management Co., Ltd. (中靜新華資產管理有限公司) (“**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, 273,449,000 H Shares, 532,415,400 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.
4. According to the disclosure of interests forms submitted to the Hong Kong Stock Exchange by Anhui Energy Group and its affiliates, the register of members for Domestic Shares of the Bank and as informed by the email from Anhui Energy Group, as at the date of this announcement, Anhui Energy Group, Anhui Province Wenergy Company Limited (“**Anhui Wenergy**”), Xing An Holdings Limited (“**Xing An Holdings**”) and Anhui Province Natural Gas Development Co., Ltd. (“**Anhui Natural Gas**”) currently hold 843,363,819 Domestic Shares, 150,814,726 Domestic Shares, 329,973,600 H Shares and 22,729,899 Domestic Shares of the Bank, respectively; Anhui Wenergy, Xing An Holdings and Anhui Natural Gas are the controlled corporations of Anhui Energy Group. Accordingly, Anhui Energy Group is deemed to have interests in the Shares of the Bank held by the above-mentioned companies. Anhui Energy Group and the above-mentioned companies are core connected persons of the Bank, and their holdings of the Bank’s H Share are not regarded as being held by the public. Assuming the number of Shares held by Anhui Energy Group and its controlled corporations or their shareholding remain unchanged for the period subsequent to the date of this announcement until the completion of the Non-public Issuance, then upon completion of the Non-public Issuance, the number of Shares of the Bank held by Anhui Energy Group and its controlled corporations will represent less than 10% of the total issued share capital of the Bank. As a result, such companies will cease to be core connected persons of the Bank and their holdings of the Bank’s H Shares would be regarded as being held by the public.
5. According to the register of members for Domestic Shares of the Bank and as informed by the email from Anhui Transportation Holding, as at the date of this announcement, Anhui Transportation Holding and Anhui Transportation Holding Group (H.K.) Limited hold 515,935,874 Domestic Shares and 2,999,700 H Shares of the Bank, respectively; Anhui Transportation Holding Group (H.K.) Limited (“**Anhui Transportation Holding Group (H.K.)**”) is a wholly-owned subsidiary directly controlled by Anhui Transportation Holding. Accordingly, Anhui Transportation Holding is deemed to be interested in the Shares of the Bank held by Anhui Transportation Holding Group (H.K.).
6. To the best of the knowledge of the Board and according to the latest information received by the Bank, as at the date of this announcement, the Bank has more than 16,300 holders of Domestic Shares, and no single holder of Domestic Shares holds 10% or more of the total issued ordinary share capital of the Bank.
7. Any discrepancies between the total percentages and sum of items shown in the table are due to rounding.

After the completion of the Non-public Issuance, DIFM will become a Substantial Shareholder under the Listing Rules, while Anhui Transportation Holding will not become a Substantial Shareholder under the Listing Rules.

As at the date of this announcement, according to the public information and the knowledge of Directors, the Bank’s public float is approximately 15.66%, lower than the minimum requirement of public float as required under Rule 8.08 of the Listing Rules. Assuming the number of Shares held by Anhui Energy Group and its controlled corporations or their shareholding remains unchanged during the period subsequent to the date of this announcement until the completion of the Non-public Issuance, then upon completion of the Non-public Issuance, the Bank’s public float will be increased to 16.08%. The Bank will constantly strive to restore the public float as soon as possible.

## **REASONS FOR AND BENEFITS OF THE NON-PUBLIC ISSUANCE**

The Non-public Issuance will effectively supplement the Bank's core tier 1 capital and consolidate the capital foundation for business development to enhance risk resistance and profitability.

The Directors (including independent non-executive Directors) are of the view that the terms of the Share Subscription Agreements are under normal commercial terms, are fair and reasonable and in the interests of the Bank and its Shareholders as a whole.

## **PROCEEDS AND ITS USE**

The total proceeds from the Non-public Issuance will be RMB9,894,705,000. After deducting the issuance costs, the net proceeds from the Non-public Issuance will be RMB9,893,205,000, showing that the net price of each Subscription Share will be RMB5.702.

The Bank intends to utilize all the net proceeds from the Non-public Issuance to supplement the Bank's core tier 1 capital.

## **FUND-RAISING ACTIVITIES IN THE PAST TWELVE MONTHS**

The Company has not conducted any fund-raising activity involving issue of equity securities in the period of 12 months preceding the date of this announcement.

## **INFORMATION ON THE BANK AND THE SUBSCRIBERS**

### **The Bank**

The Bank is a joint stock company incorporated in the PRC with limited liabilities in April 1997, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 3698). The Bank's principal business scope in the PRC includes the taking of deposits from corporates and retail customers, granting of loans using the deposits received, and conducting of capital business, which encompasses money market activities, investment and trading activities and transactions on behalf of customers.

### **The Subscribers**

DIFM is a company incorporated in the PRC with limited liability in May 2019, whose scope of business includes: conducting investment in equity, debts, funds, etc.; managing relevant assets of the deposit insurance fund according to law; acquiring, operating, managing and disposing of assets directly or by entrustment; handling deposit insurance related businesses according to law; asset evaluation; as well as other business activities as approved by the relevant state departments.



Anhui Transportation Holding is a wholly state-owned company with limited liability under the State-owned Assets Supervision and Administration Commission of Anhui Province, which was established in April 27, 1993 with a registered capital of RMB16 billion, and its business scope includes: building, supervision, testing, design, construction of highway and related infrastructure and relevant technical consultation and services; investment and asset management; real estate development and operation; road transportation; logistics services; operation and management of expressway service areas such as tolling, maintenance, road property rights protection; advertising production and publication. (Out of the above business scope, the business activities that are subject to the approval by the relevant department shall be carried out after such approval is obtained.)

## GENERAL

**The Non-public Issuance is subject to the satisfaction of certain conditions. Accordingly, the Non-public Issuance may or may not proceed. Further announcement(s) will be made by the Bank as and when appropriate in compliance with the Listing Rules. Shareholders and potential investors are advised to exercise caution in dealing in the Shares.**

## DEFINITIONS

Unless the context otherwise requires, the following expressions in this announcement have the following meanings:

“2019 AGM”	the 2019 annual general meeting of the Bank held on June 30, 2020 for the purpose of considering and approving, among other things, the General Mandate
“Aggregate Subscription Price”	RMB9,894,705,000, being the sum calculated at multiplying the Subscription Price by the number of Subscription Shares
“Anhui Transportation Holding Share Subscription Agreement”	the share subscription agreement dated August 20, 2020 entered into by the Bank and Anhui Transportation Holding
“Anhui Transportation Holding”	Anhui Transportation Holding Group Co., Ltd. (安徽省交通控股有限公司), a wholly state-owned company with limited liability under the State-owned Assets Supervision and Administration Commission of Anhui Province
“Articles of Association”	the articles of association of the Bank that is currently in effect
“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
“Board” or “Board of Directors”	the board of directors of the Bank
“Completion Date”	the date of completion of the Non-public Issuance, please see the section titled “Completion” in this announcement for details

“Completion”	the completion of the Non-public Issuance following the Bank’s registering the Subscription Shares with the Subscribers through the Securities Depository and Clearing Co., Ltd. pursuant to the Subscription Agreement
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“DIFM Share Subscription Agreement”	the share subscription agreement dated August 20, 2020 entered into by the Bank and DIFM
“DIFM”	Deposit Insurance Fund Management Co., Ltd.* (存款保險基金管理有限責任公司), a wholly-owned company established by the People’s Bank of China, and a state-designated deposit insurance management institution
“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
“General Mandate”	a general mandate granted by Shareholders at the 2019 AGM to the Board to allot, issue and deal with additional Domestic Shares and/or H Shares not exceeding 20% of each of the total number of issued domestic Shares and/or H Shares as at the date of 2019 AGM
“H Share(s)”	overseas-listed foreign investment share(s) in the share capital of the Bank, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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
“Non-public Issuance”	Proposed subscription of shares by DIFM and Anhui Transportation Holding in accordance with the terms and conditions contained in the DIFM Share Subscription Agreement and Anhui Transportation Holding Share Subscription Agreement, respectively
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

“Share Subscription Agreements”	collectively, the DIFM Share Subscription Agreement and Anhui Transportation Holding Share Subscription Agreement
“Share(s)”	ordinary share(s) of the Bank, including Domestic Share(s) and H Share(s)
“Shareholder(s)”	the shareholder(s) of the Bank
“Subscriber(s)”	(1) refer to DIFM in the case of DIFM Subscription Agreement; and (2) Anhui Transportation Holding in the case of Anhui Transportation Holding Subscription Agreement
“Subscription Price”	the subscription price of RMB5.703 per Subscription Share
“Subscription Share(s)”	a total of 1,735,000,000 new Domestic Shares to be issued to the Subscribers under the Share Subscription Agreements, with each of them as a “subscription share”
“Subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules
“Substantial Shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“%”	per cent

By order of the Board  
**Huishang Bank Corporation Limited\***  
**Wu Xuemin**  
*Chairman*

Hefei, Anhui Province, China  
20 August, 2020

*As at the date of this announcement, the Board comprises Wu Xuemin and Zhang Renfu as executive directors; Zhu Yicun, Yan Chen, Wu Tian, Qian Dongsheng, Gao Yang, Wang Wenjin and Zhao Zongren as non-executive directors; Dai Peikun, Zhou Yana, Liu Zhiqiang, Yin Jianfeng and Huang Aiming as independent non-executive directors.*

\* *Huishang Bank Corporation Limited is not an authorized institution within the meaning of the Hong Kong 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.*