



Huishang Bank Corporation Limited *
徽商银行股份有限公司 *

(A joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code: 3698

Procedures for Nomination of Director Candidates

1. According to the number of persons to be elected and in accordance with the Articles of Association of Huishang Bank Corporation Limited (the “**Bank**”), a list of nominated candidates for directors can be drawn up by the nomination and remuneration committee of the preceding Board of Directors. Shareholders individually or jointly holding 3% or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors.

Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors if the candidate for director nominated by them is already undertaking duties of a director and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors nominated by such shareholders and their associates shall not, on principle, exceed one-third of the total number of directors on the Board of Directors.

2. The nomination and remuneration committee of the Board of Directors shall conduct preliminary verification on the qualifications and eligibility of the candidates for directors, and the names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of resolution from the Board of Directors, written proposals regarding the candidates for directors shall be submitted to the shareholders' general meeting.
3. Before the aforementioned shareholders' general meeting mentioned is convened, the nominees shall provide written undertakings that they accept the nomination, that the publicly disclosed information regarding their qualifications for serving as directors are truthful and complete and that they shall conscientiously perform their obligations upon election. The Board of Directors shall disclose in accordance with the laws, regulations and the Articles of Association of the Bank, detailed information of the nominees to shareholders before the shareholders' general meeting is convened to ensure shareholders will have sufficient understanding of the candidates before voting.
4. Each candidate for director shall be voted for on a separate basis at the shareholders'

general meeting unless cumulative polling is adopted.

5. If it is necessary to fill a vacant position for a director, the nomination and remuneration committee of the Board of Directors or shareholders eligible to make nominations shall submit proposals to the Board of Directors for consideration, and the position shall be elected or replaced after the shareholders' general meeting.
6. If the number of shares with voting rights held by the controlling shareholder exceeds 30% of the total number of shares with voting rights in the Bank, the elections of directors at the shareholders' general meeting shall be carried out via cumulative polling in accordance with the Articles of Association of the Bank, meaning that each share shall have the same number of voting rights as the number of directors to be elected and shareholders' voting rights may be exercised collectively.
7. The nomination and remuneration committee of the Board of Directors and shareholders who individually or jointly hold 1% or more of the Bank's total number of outstanding shares with voting rights may nominate independent directors, who shall be elected at a shareholders' general meeting. Shareholders who have nominated directors shall not simultaneously nominate independent directors. If the number of the voting shares held by the controlling shareholders exceeds 30% of the total number of shares of the Bank, the cumulative voting system stated in the Articles of Association of the Bank shall be adopted to elect independent directors.
8. If directors are elected by way of cumulative polling, and candidates have the same number of votes with vacancies in the number of candidates to be elected, additional election rounds using cumulative polling should be held with regard to the candidates with the same votes until the vacancies are filled.

Hong Kong, November 12, 2013

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