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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)**

### **POLL RESULTS OF THE 2023 ANNUAL GENERAL MEETING ARRANGEMENT FOR PAYMENT OF FINAL DIVIDEND FOR 2023 ELECTION OF DIRECTOR ELECTION OF SUPERVISOR AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

#### **POLL RESULTS OF THE AGM**

The Board of Directors hereby announces that the AGM was held by the Bank on Saturday, June 29, 2024. Except for supplemental ordinary resolutions numbered 11 to 12 proposed at the AGM, all the other resolutions proposed at the AGM were duly passed.

#### **ARRANGEMENT FOR PAYMENT OF FINAL DIVIDEND FOR 2023**

The final dividend of the Bank for the year ended December 31, 2023, namely RMB1.46 (tax inclusive) every 10 Shares, will be paid on Thursday, August 22, 2024 to Shareholders whose names appear on the register of members of the Bank on Wednesday, July 10, 2024.

#### **ELECTION OF DIRECTOR**

Mr. Lu Hao has been elected as a non-executive Director of the Bank at the AGM, and his term of office as a Director is the same as that of the fourth session of the Board. Mr. Lu Hao's qualification is still subject to the approval of the National Financial Regulatory Administration Anhui Office.

#### **ELECTION OF SUPERVISOR**

Mr. He Zongan has been elected as a Shareholder Supervisor of the Bank at the AGM. His term of office 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 AGM until the re-election of the fourth session of the Board of Supervisors.

## AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Articles of Association (Revised) has been considered and approved at the AGM. The revised Articles of Association shall become effective upon approval by the banking industry regulatory authority. Further announcement in relation to the approval of the amendments to the Articles of Association will be published by the Bank in due course.

References are made to the notice (the “**Notice**”) and the circular (the “**Circular**”) of the 2023 annual general meeting (the “**AGM**”) dated May 14, 2024, and the supplemental notice (the “**Supplemental Notice**”) and the supplemental circular (the “**Supplemental Circular**”) of the AGM dated June 16, 2024 of Huishang Bank Corporation Limited (the “**Bank**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Notice, the Circular, the Supplemental Notice and the Supplemental Circular.

The AGM was 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 Saturday, June 29, 2024. The AGM was convened by the Board of Directors. As Mr. Yan Chen, the chairman of the Board, was unable to attend and chair the meeting due to other work schedules, upon election by more than half of the Directors, the meeting was chaired by Mr. Kong Qinglong, an executive Director of the Bank. Certain Directors, including Mr. Kong Qinglong, Mr. Ma Lingxiao, Mr. Wang Wenjin and Mr. Dai Peikun, attended the AGM.

As at the date of the AGM, the total number of ordinary shares with voting rights in issue of the Bank (the “**Shares**”) was 13,889,801,211 Shares, of which 10,411,051,211 Shares were Domestic Shares and 3,478,750,000 Shares were H Shares.

### I. POLL RESULTS OF THE AGM

As at the date of the AGM, a total of 13,889,801,211 Shares entitled their holders to attend and vote on the resolutions that were put forward at the AGM (the “**AGM Resolutions**”). Shareholders holding an aggregate of 12,180,363,967 Shares with voting rights, accounting for approximately 87.69% of the total number of issued Shares of the Bank, attended the AGM either in person or by proxy. No Shareholder was required to abstain from voting on any of the AGM Resolutions under the Listing Rules. There was no Share entitling the holder to attend the AGM and abstain from voting in favour of the AGM Resolutions under Rule 13.40 of the Listing Rules. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the AGM Resolutions. All AGM Resolutions were put to vote by way of poll.

The poll results of the respective AGM Resolutions were as follows:

ORDINARY RESOLUTIONS		Number of Votes (approximate %)		
		For	Against	Abstain
1.	To consider and approve the final financial accounts for 2023 of the Bank	12,180,259,967 (99.999146%)	0 (0.000000%)	104,000 (0.000854%)
2.	To consider and approve the capital expenditure budget for 2024 of the Bank	12,180,306,767 (99.999530%)	0 (0.000000%)	57,200 (0.000470%)
3.	To consider and approve the profit distribution plan for 2023 of the Bank	10,049,319,846 (82.504266%)	2,069,033,927 (16.986634%)	62,010,194 (0.509100%)
4.	To consider and approve the appointment of external auditors of the Bank for 2024	10,709,665,140 (87.925658%)	1,470,641,627 (12.073872%)	57,200 (0.000470%)

ORDINARY RESOLUTIONS		Number of Votes (approximate %)		
		For	Against	Abstain
5.	To consider and approve the Work Report of the Board of Directors of the Bank for 2023	12,180,202,767 (99.998677%)	0 (0.000000%)	161,200 (0.001323%)
6.	To consider and approve the Work Report of the Board of Supervisors of the Bank for 2023	12,180,202,767 (99.998677%)	0 (0.000000%)	161,200 (0.001323%)
7.	To determine the remuneration standards for executive Directors of the Bank for 2021	12,180,306,767 (99.999530%)	0 (0.000000%)	57,200 (0.000470%)
8.	To determine the remuneration standards for certain Supervisors of the Bank for 2021	12,180,306,767 (99.999530%)	0 (0.000000%)	57,200 (0.000470%)
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	12,180,306,767 (99.999530%)	0 (0.000000%)	57,200 (0.000470%)
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	12,180,306,767 (99.999530%)	0 (0.000000%)	57,200 (0.000470%)
SUPPLEMENTAL ORDINARY RESOLUTIONS		Number of Votes (approximate %)		
		For	Against	Abstain
11.	To consider and approve the Proposal on Profit Distribution of Huishang Bank for 2023 (additional proposal submitted by the Proposing Shareholder)	2,131,086,921 (17.496086%)	7,249,697,376 (59.519546%)	2,799,579,670 (22.984368%)
12.	To consider and approve the Proposal on Special Dividend Plan for Rewarding Shareholders of Huishang Bank (additional proposal submitted by the Proposing Shareholder)	2,130,788,821 (17.493638%)	7,249,995,476 (59.521994%)	2,799,579,670 (22.984368%)
SPECIAL RESOLUTIONS		Number of Votes (approximate %)		
		For	Against	Abstain
13.	To consider and approve the resolution on the general mandate for the issuance of shares of the Bank	12,073,795,037 (99.125076%)	106,511,730 (0.874454%)	57,200 (0.000470%)
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	12,078,346,667 (99.162445%)	101,960,100 (0.837085%)	57,200 (0.000470%)
15.	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	12,078,346,667 (99.162445%)	101,960,100 (0.837085%)	57,200 (0.000470%)
16.	To consider and approve the Articles of Association of the Bank (Revised)	12,180,306,767 (99.999530%)	0 (0.000000%)	57,200 (0.000470%)

As more than half of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the aforementioned resolutions numbered 1 to 10, these resolutions were duly passed as ordinary resolutions. As more than two-thirds of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the aforementioned resolutions numbered 13 to 16, these resolutions were duly passed as special resolutions. Supplemental ordinary resolutions numbered 11 to 12 were not passed as less than half of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour at the AGM.

## **Scrutiny**

Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank, acted as the scrutineer at the AGM. Beijing DeHeng Law Offices, the legal adviser of the Bank as to the PRC laws, a Supervisor and two representatives of Shareholders were responsible for vote counting and scrutinizing at the AGM at the same time.

## **II. ARRANGEMENT FOR PAYMENT OF FINAL DIVIDEND FOR 2023**

The Board of Directors announces the following information relating to payment of final dividend for 2023:

A dividend in cash for the year ended December 31, 2023 of RMB1.46 (tax inclusive) every 10 Shares (the “**Dividend**”) will be paid by the Bank on Thursday, August 22, 2024. The Dividend will be paid to the Shareholders whose names appear on the register of members of the Bank on Wednesday, July 10, 2024 (the “**Record Date**”). The Dividend will be denominated in Renminbi and paid to the holders of Domestic Shares (the “**Domestic Shareholders**”) in Renminbi and to the holders of H Shares (the “**H Shareholders**”) in Hong Kong dollar.

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 Dividend, unregistered holders of H Shares of the Bank shall lodge relevant share transfer documents with the H Share Registrar of the Bank, 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 no later than 4:30 p.m. on Thursday, July 4, 2024.

## (1) Domestic Shareholders

According to the relevant requirements of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》), the Bank will withhold an individual income tax at the rate of 20% for natural person Shareholders whose names appear on the register of members for Domestic Shareholders on the Record Date.

The Dividend for Domestic Shareholders without affirmed ownership will be kept temporarily by the Bank and distributed upon the confirmation of the ownership.

## (2) H Shareholders

The following conversion formula shall apply to calculation of the Dividend payable per H Share in Hong Kong dollar:

$$\begin{array}{l} \text{Dividend per H Share in} \\ \text{Hong Kong dollar} \end{array} = \frac{\text{Dividend per Share in Renminbi}}{\begin{array}{l} \text{The average central parity rate of Renminbi to} \\ \text{Hong Kong dollar as announced by The People's Bank} \\ \text{of China for the five working days preceding the} \\ \text{date of declaration of the Dividend} \end{array}}$$

The average central parity rate of Renminbi to Hong Kong dollar as announced by The People's Bank of China for the five working days prior to the AGM date, that was, June 24, 25, 26, 27 and 28, 2024, was HK\$1.00 to RMB0.912496. Accordingly, the amount of Dividend payable per H Share is HK\$0.160001 (tax inclusive).

The Bank has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the "**Receiving Agent**") in Hong Kong which will receive the Dividend declared by the Bank on behalf of the H Shareholders. The Dividend will be paid by the Receiving Agent and the relevant dividend warrants will be posted by the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, by ordinary mail to H Shareholders who are entitled to receive the Dividend at their own risks on or before Thursday, August 22, 2024.

For the individual H Shareholders, pursuant to the Notice on Issues Concerning Collection and Management of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) of the State Administration of Taxation and other relevant laws and regulations and normative documents, the dividend bonus received by the overseas resident individual Shareholders from the shares issued by domestic non-foreign invested enterprises in Hong Kong is subject to the payment of individual income tax, which shall be withheld and paid by the withholding agents according to the relevant laws. However, the overseas resident individual Shareholders of the shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax treaties signed between the countries where they are residents and China as well as the tax arrangements between Mainland China and Hong Kong (Macau).

Therefore, the Bank will generally withhold and pay individual income tax at a tax rate of 10% for the individual H Shareholders. However, when relevant tax regulations and tax treaties have different requirements, the Bank will follow the requirements of the tax bureau(s).

The Bank will withhold and pay enterprise income tax at a tax rate of 10% for those non-resident enterprise H Shareholders pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules and other relevant regulations.

Any H Shares held in the name of non-individual Shareholders, including but not limited to the H Shares registered in the name of HKSCC Nominees Limited, other nominees or trustees, or other organizations and groups, are regarded as Shares held by the non-resident enterprise Shareholders.

Shareholders should read the above information carefully. If anyone would like to change the identity of the Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Bank is neither obligated nor responsible for ascertaining the identity of the Shareholders. In addition, the Bank will withhold and pay the enterprise income tax and the individual income tax in strict compliance with the relevant laws or regulations and the registered information on the H Share register of members of the Bank as at the Record Date. The Bank will not entertain, or take any responsibilities for, any requests or claims in relation to any delay or inaccuracies in ascertaining the identity of the Shareholders or any disputes over the mechanism of withholding and payment of the enterprise income tax and the individual income tax.

### **(3) Mainland's Shareholders of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect**

Pursuant to the Notice on the Tax Policies Concerning the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), which were released by the Ministry of Finance, the State Administration of Taxation and the CSRC on October 31, 2014 and November 5, 2016, for dividend bonus obtained by the mainland individual investors from H shares listed on the Hong Kong Stock Exchange invested by them through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, such H-share companies shall apply to China Securities Depository and Clearing Corporation Limited (the "CSDC") for providing the register of mainland individual investors and withhold individual income tax at a tax rate of 20% on behalf of mainland individual investors whose names appear on such register provided by the CSDC. While for dividends obtained by the mainland individual investors from non-H shares listed on the Hong Kong Stock Exchange invested by them through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the CSDC will withhold individual income tax at a tax rate of 20%. Individual investors may, by producing valid tax payment certificates, apply to the competent tax authority under the CSDC for tax credit relating to the withholding tax already paid abroad.



For dividend bonus income obtained by mainland security investment funds from shares listed on the Hong Kong Stock Exchange invested by them through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, individual income tax shall be withheld according to the above regulations. For dividend bonus income obtained by mainland enterprise investors from shares listed on the Hong Kong Stock Exchange invested by them through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, such income shall be included in their total revenue and enterprise income tax shall be withheld by law. Meanwhile, for dividend income obtained by mainland resident enterprises from holding H Shares for 12 consecutive months, enterprise income tax shall be exempted by law. H-share companies listed on the Hong Kong Stock Exchange shall apply to the CSDC for providing the register of mainland enterprise investors. The H-share companies shall not withhold income tax of dividends for mainland enterprise investors and such enterprises shall declare and pay relevant tax themselves.

If the H Shareholders have any queries regarding the above tax arrangements, please consult your tax consultants regarding the tax impacts in the mainland China, Hong Kong and other countries (regions) for holding and selling the H Shares.

### III. ELECTION OF DIRECTOR

The Bank announces that Mr. Lu Hao (“**Mr. Lu**”) has been elected as a non-executive Director of the Bank at the AGM. The 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).

Mr. Lu's term of office as a Director is the same as that of the fourth session of the Board, and his qualification for office is subject to the approval of the National Financial Regulatory Administration Anhui Office. Mr. Lu will not receive any remuneration from the Bank as a non-executive Director.

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 date of this announcement, 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.

#### **IV. ELECTION OF SUPERVISOR**

The Bank announces that Mr. He Zongan (“**Mr. He**”) has been elected as a Shareholder Supervisor of the Bank at the AGM. The biographical details of Mr. He are set out as follow:

**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.

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 by the AGM until the date of 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 Directors, Supervisors, senior management or substantial Shareholders of the Bank. As at the date of this announcement, 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 of the Bank.

## **V. AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Articles of Association (Revised) has been considered and approved at the AGM. The revised Articles of Association shall become effective upon approval by the banking industry regulatory authority. Further announcement in relation to the approval of the amendments to the Articles of Association will be published by the Bank in due course.

## **VI. LAWYER'S CERTIFICATION**

The AGM was witnessed by Beijing DeHeng Law Offices, the legal adviser of the Bank as to the PRC laws, who issued the legal opinion certifying that the convening, holding and voting procedures of the AGM are in compliance with the relevant provisions of the PRC Company Law and other laws, regulations and the Articles of Association, and the voting results of the AGM are legal and valid.

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

Hefei, Anhui Province, the PRC  
July 1, 2024

*As at the date of this announcement, 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.*