This summary aims to give you an overview of the information contained in this prospectus. As this is a summary, it does not contain all the information that may be important to you and is qualified in its entirety by, and should be read in conjunction with, the full text of this prospectus. You should read this prospectus in its entirety before you decide to invest in the Offer Shares. There are risks associated with any investment in the Offer Shares. We set out some of the particular risks involved in investing in the Offer Shares in the section headed "Risk Factors" beginning on page 23 of this prospectus. You should read that section carefully before you decide to invest in the Offer Shares.

#### **OVERVIEW**

We are the largest city commercial bank in Central China as measured by total assets, loans and deposits. We were established in 2005 through a merger of all the city commercial banks and urban credit cooperatives in Anhui. As of December 31, 2012, we had total assets of RMB324.2 billion, total loans of RMB163.8 billion and total deposits of RMB239.5 billion, each ranking No. 1 among city commercial banks in Central China; we were also the No. 4 city commercial bank in China by total loans and total deposits and the No. 7 city commercial bank in China by total assets.

Our primary business is commercial banking, which consists of corporate banking, retail banking and treasury operations. Our corporate banking business offers a wide range of products and services, such as corporate loans, corporate deposits, bill discounting and fee- and commission-based services. Our retail banking business offers a diverse portfolio of products and services, such as retail loans, retail deposits, bank cards and wealth management services. Our treasury operations primarily include inter-bank money market transactions, investment and trading activities and transactions on behalf of customers.

We have consistently achieved market-leading profitability. From 2010 to 2012, our net profit increased from RMB2,702 million to RMB4,306 million at a CAGR of 26.2%, higher than the average CAGR of 25.9% of the Hong Kong-listed Chinese Commercial Banks. Our ROAA from 2010 to 2012 was consistently higher than the ROAA of each of the Listed Chinese Commercial Banks, and our ROAE was also higher than the ROAE of most of these banks. In 2012, our ROAA was 1.48% and our ROAE was 22.93%.

We have continually maintained solid asset quality. From 2010 to 2012, we outperformed all the Hong Kong-listed Chinese Commercial Banks in terms of non-performing loan ratio and allowance to non-performing loan ratio. As of December 31, 2012, our non-performing loan ratio was 0.58%, lower than the average 0.81% for all Chinese city commercial banks; our allowance to non-performing loan ratio was 406.00%, higher than the average 332.15% for all Chinese city commercial banks.

We are dedicated to serving local customers, with a focus on SMEs. Benefiting from our longterm commitment to deeply penetrating the Anhui market, we have built a broad SME customer base and a branch network strategically aligned with the regional economy. As of June 30, 2013, our 199 outlets covered all of Anhui's 16 municipalities as well as the adjacent Nanjing, Jiangsu Province. We are one of Anhui's market leaders in SME business. Our SME loans grew at a CAGR of 12.7% from 2010 to 2012.

We have become a renowned financial institution in Anhui and China, with industry-leading performance indicators, such as growth, earnings and asset quality. We have won numerous accolades and awards for our excellent results of operation and outstanding services, including:

Year	Awards	Events/Organizers/Media
2012	No. 305 in the Top 1000 World Banks Ranking; No. 27 among banks in China	The Banker, an international financial publication
2012	No. 3 among China's city commercial banks	Survey conducted by Bankrate, Inc. on banking services, financial products and customer satisfaction
2012	No. 20 in the Competiveness Ranking of Asian Banks (亞洲銀行競爭力排名)	21st Century Business Herald (《21世紀經濟報導》), a Chinese financial publication
2012	The Most Innovative Cash Management Bank (最具創新性現金管理銀行)	TreasuryChina (《財資中國》), a Chinese financial publication
2010	The Most Influential Brands for Small- and Medium-sized Banks (最具品牌影響力的中小銀行)	China Finance Net (中國金融網), a Chinese financial website
2010	Advanced National Banking Enterprise Providing Financial Services to Small Enterprises (全國銀行 業金融機構小企業金融服務先進單位)	The CBRC
2009	Best Financing Solutions for SMEs (中國中小企業最 佳融資方案)	The Second China SMEs Financing Forum (第二届中國中小企業融資論壇)
2008	The Best Bank for SMEs (最佳中小企業銀行)	The Economic Observer (《經濟觀察報》), a Chinese financial publication

#### **OUR MARKET**

Our primary market is Anhui, a province in Central China, which has experienced rapid economic growth since the national government promoted the implementation of the "Rise of Central China" plan in 2006. From 2010 to 2012, real GDP growth of Central China outpaced the national CAGR of 8.5%, and Anhui's real GDP grew at a CAGR of 12.8%, the highest among all provinces in Central China. Anhui enjoys the unique geographical advantage of close proximity to the Yangtze River Delta and the Pearl River Delta. It serves as the link between the eastern and western regions of China, enabling it to capture the opportunities arising from the industrial migration from the developed eastern region to the central-western region. From January to November 2012, Anhui received RMB265 billion capital inflow of industrial migration from Shanghai, Jiangsu and Zhejiang, or 54.9% of its total capital inflow.

Anhui has huge economic development potential. As industrial migration from the eastern region to Central China progresses, Anhui has accelerated its economic transformation and upgrading by prioritizing the development of strategic emerging industries, supported by a high-end manufacturing industry and a modern service industry. Under the Twelfth Five-Year Plan, Anhui will focus on developing strategic emerging industries, including information technology, energy conservation and environment protection, new energy, biopharmaceutical, high-end equipment manufacturing, new material, new-energy automobile and public security, which are expected to become significant drivers of Anhui's economic development.

Driven by the rapid growth of Anhui's economy, Anhui is becoming increasingly urbanized. Its urbanization rate increased from 43.2% in 2010 to 46.5% in 2012, outpacing the nation for the same

period. In addition, Anhui's per capita disposable income of urban households increased at a CAGR of 15.4% from 2010 to 2012, outpacing the growth rates of the other provinces in Central China. As a result, Anhui's financial services industry has achieved significant growth. From 2010 to 2012, the total assets, loans and deposits of Anhui's banking financial institutions grew at a CAGR of 21.2%, 19.3% and 18.5%, outpacing the national CAGR of 18.4%, 15.0% and 13.4%, respectively.

For more information relating to Anhui's economy, see "Industry Overview—Anhui's Economy" in this prospectus.

# **COMPETITIVE STRENGTHS**

Our principal competitive strengths include:

- uniquely positioned to benefit from the rapid economic growth of Central China and Anhui;
- strategically aligned distribution network and customer base in sync with Anhui's local economy;
- industry-leading and highly distinctive SME business;
- prudent risk management and solid asset quality;
- market-leading profitability and effective cost management; and
- experienced management team with strong execution capability.

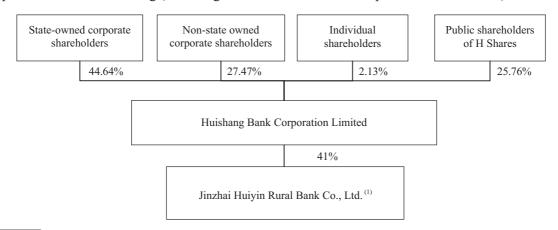
# STRATEGY

Our strategic goal is to pursue excellence and build a regional commercial bank with high value growth. To achieve our goal, we plan to:

- continue to enhance the competitive edge of our corporate banking business and develop our retail banking business;
- continue to optimize our business mix and expand our fee- and commission-based business;
- continue to build multi-dimensional, diversified business channels;
- enhance risk management and internal control;
- improve information system and develop modern operating system; and
- attract, motivate and cultivate high-quality employees.

# INFORMATION ON OUR SHAREHOLDINGS AND GROUP STRUCTURE

The following chart sets forth the shareholding structure of the Bank immediately after completion of Global Offering (assuming that the Over-allotment Option is not exercised):



Note:

<sup>(1)</sup> There are six other shareholders whose individual shareholding ranges from 9% to 10%. Three of them, with an aggregate 29% shareholding, have agreed to vote in the same way as us in all major decision makings involving the financial and operating policies of this rural bank, this rural bank is deemed to be controlled by us and is treated as our subsidiary. See "Our History, Restructuring and Operational Reform" in this prospectus for more information on the shareholding structure of this rural bank.

#### SUMMARY FINANCIAL AND OPERATING INFORMATION

The summary consolidated statement of comprehensive income data for the three years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2012 and 2013, and the summary consolidated statement of financial position data as of December 31, 2010, 2011 and 2012 and June 30, 2013 set forth below are derived from the Accountant's Report set out in Appendix I. You should read the summary financial and operating information set forth below in conjunction with the Accountant's Report set out in Appendix I and the sections headed "Assets and Liabilities" and "Financial Information."

# Summary Consolidated Statement of Comprehensive Income Data

	Year er	ided Decem	Six months ended June 30,		
	2010	2011	2012	2012	2013
				(unaudited)	
		(in	millions of l	RMB)	
Interest income	8,256	11,253	15,161	6,886	9,080
Interest expense	(2,239)	(4,164)	(6,592)	(2,751)	(4,356)
Net interest income	6,017	7,089	8,569	4,135	4,724
Fee and commission income	294	461	452	191	329
Fee and commission expense	(43)	(48)	(56)	(18)	(36)
Net fee and commission income	251	413	396	173	293
Net trading income/(loss)	(32)	52	40	94	29
Net gains/(losses) on investment securities	(32)	30	67	51	4
Dividend income	0	2	0	0	
Other operating income	66	65	163	71	68
<b>Operating income</b> <sup>(1)</sup>	6,270	7,651	9,235	4,524	5,118
Operating expenses	(2,203)	(2,500)	(3,132)	(1,404)	(1,511)
Impairment losses on assets	(578)	(579)	(458)	(265)	(424)
Operating profit	3,489	4,572	5,645	2,855	3,183
Share of profits of associates	13	32	35	12	24
Profit before income tax	3,502	4,604	5,680	2,867	3,207
Income tax	(800)	(1,111)	(1,374)	(714)	(755)
Profit for the year/period	2,702	3,493	4,306	2,153	2,452

#### Note:

(1) Our operating income by segment is as follows:

	Year ended December 31					Six months ended June 30				
	201	0	2011 2		2012 2012		201		13	
	Amount	% of total	Amount	% of total	Amount	% of total	Amount (unaudited)	% of total	Amount	% of total
			(	in million	s of RMB	, except p	ercentages)			
Corporate banking	4,080	65.1%	4,823	63.0%	5,333	57.8%	2,676	59.1%	3,003	58.7%
Retail banking	1,395	22.3	1,892	24.7	2,394	25.9	1,148	25.4	1,402	27.4
Treasury operations	729	11.5	871	11.4	1,345	14.6	629	13.9	645	12.6
Others	66	1.1	65	0.9	163	1.7	71	1.6	68	1.3
Total	6,270	100.0%	7,651	100.0%	9,235	100.0%	4,524	100.0%	5,118	100.0%

# Summary Consolidated Statement of Financial Position Data

	As	As of June 30,		
	2010	2011	2012	2013
		(in millio	ons of RMB)	
Loans and advances to customers, total	117,034	137,413	163,795	183,057
Allowance for impairment losses	(2,976)	(3,490)	(3,853)	(4,191)
Loans and advances to customers, net	114,058	133,923	159,941	178,866
Financial assets held under resale agreements	10,543	5,317	38,198	92,281
Investment securities and other financial assets	43,663	47,812	57,056	68,936
Cash and balances with central bank	34,580	55,829	57,649	59,650
Due from banks and other financial institutions	1,496	7,076	3,834	4,167
Placements with and loans to banks and other financial				
institutions	1,237	3,581	2,813	893
Other assets	3,399	3,444	4,733	4,794
Total assets	208,976	256,982	324,224	409,587
Deposits from customers	159,582	203,580	239,543	252,137
Financial assets sold under repurchase agreements	20,798	16,185	47,883	100,670
Deposits from banks and other financial Institutions	9,822	9,323	5,965	19,700
Debt securities in issue		3,991	3,992	8,985
Placements from banks and other financial Institutions	1,263	3,535	898	903
Other liabilities	3,154	3,284	5,462	5,005
Total liabilities Total equity	194,619 14,357	239,898 17,084	303,743 20,481	387,401 22,186

#### Selected Financial and Operating Ratios

	Year ended December 31,			Six months ended June 30,		
	2010	2011	2012	2012	2013	
				(unaudited)		
Profitability indicators						
Return on total assets <sup><math>(1)(2)(12)</math></sup>	1.29%	1.36%	1.33%	1.36%	1.20%	
Return on average assets <sup>(2)(3)(12)</sup>	1.46%	1.50%	1.48%	1.51%	1.34%	
Return on equity <sup><math>(2)(4)(12)</math></sup>	18.82%	20.44%	21.03%	23.16%	22.10%	
Return on average equity <sup>(2)(5)(12)</sup>	19.89%	22.22%	22.93%	24.14%	22.99%	
Net interest spread <sup>(2)(6)(12)</sup>	3.09%	3.00%	2.88%	3.05%	2.46%	
Net interest margin <sup>(2)(7)(12)</sup>	3.19%	3.17%	3.03%	3.25%	2.65%	
Non-interest income to operating income						
ratio <sup>(12)</sup>	4.04%	7.35%	7.21%	8.60%	7.70%	
Cost-to-income ratio <sup>(8)(12)</sup>	35.1%	32.7%	33.9%	31.0%	29.5%	

	As of December 31,			As of June 30,	As of September 30,	
	2010	2011	2012	2013	2013	
					(unaudited)	
Capital adequacy indicators						
Core capital adequacy ratio <sup>(13)</sup>	11.19%	10.87%	10.30%	9.24%(18)	9.55% (18)	
Capital adequacy ratio <sup>(13)</sup>	12.06%	14.68%	13.54%	11.90%(18)	12.22% (18)	
Total equity to total assets <sup>(12)</sup>	6.87%	6.65%	6.32%	5.42%	6.18%(17)	
Asset quality indicators						
Non-performing loan ratio <sup>(9)(12)(13)</sup>	0.60%	0.48%	0.58%	0.64%	0.58% <sup>(17)</sup>	
Allowance to impairment loans <sup>(10)(12)</sup>	426.80%	533.33%	406.00%	359.82%	376.81%(17)	
Allowance to total loans <sup>(11)(12)</sup>	2.54%	2.54%	2.35%	2.29%	2.19%(17)	
Other indicators						
Loan-to-deposit ratio <sup>(12)</sup>	73.34%	67.50%	68.38%	72.60%	73.99% <sup>(17)</sup>	
Liquidity ratio <sup>(13)(14)</sup>	35.81%	38.48%	35.17%	36.12%	27.17%	
Core liabilities ratio <sup>(13)(15)</sup>	62.86%	64.50%	57.05%	50.40%	58.80%	
Liquidity gap ratio <sup>(13)(16)</sup>	(3.14%)	9.12%	(10.10%)	(1.22%)	(8.58%)	

Notes:

(1) Represents net profit for the period as a percentage of the period-end total assets.

(2) Ratios for the six months ended June 30, 2012 and 2013 are calculated on an annualized basis.

(3) Represents net profit for the period as a percentage of the average balance of total assets at the beginning and the end of the period.

(4) Represents net profit for the period as a percentage of the period-end total equity.

(5) Represents net profit for the period as a percentage of the average balance of total equity at the beginning and end of the period.

(6) Represents the difference between the average yield on total interest-earning assets and the average cost of total interest-bearing liabilities.

(7) Calculated by dividing net interest income by the average balance of interest-earning assets.

(8) Calculated by dividing total operating expenses by operating income.

(9) Calculated by dividing non-performing loans to customers by total loans and advances to customers.

(10) Calculated by dividing the allowance for impairment losses on total loans and advances to customers by total non-performing loans to customers.

(11) Calculated by dividing the allowance for impairment losses on total loans and advances to customers by total loan and advances to customers.

(12) Calculated in accordance with IFRS.

(13) Calculated in accordance with PRC GAAP.

(14) Calculated by dividing current assets by current liabilities.

(15) Calculated by dividing the amount of core liabilities by the amount of total liabilities.

(16) Calculated by dividing liquidity gap by the amount of on- and off-balance sheet assets due within 90 days. Liquidity gap refers to the amount of on- and off-balance sheet assets with maturities of 90 days or less minus the amount of on- and off-balance sheet liabilities with remaining maturities of 90 days or less.

(17) Reviewed by the reporting accountant in accordance with the International Standard on Review Engagements 2410.

(18) Calculated in accordance with the New Capital Adequacy Regulations (Provisional), which were promulgated by the CBRC on June 7, 2012 and became effective on January 1, 2013.

#### **RECENT DEVELOPMENTS**

Our operating income increased by 12.3% from RMB6,741 million in the nine months ended September 30, 2012 to RMB7,573 million in the same period in 2013. The increase was primarily attributable to (i) a 12.3% increase in net interest income from RMB6,295 million in the nine months ended September 30, 2012 to RMB7,066 million in the same period in 2013, which was in line with the growth of our loan portfolio and (ii) a 59.0% increase in net fee- and commission-based income from RMB256 million in the nine months ended September 30, 2012 to RMB408 million in the same period in 2013, primarily reflecting the expansion of our fee- and commission-based businesses.

As of September 30, 2013, total loans and advances to customers amounted to RMB191,354 million, representing a 4.5% increase from RMB183,057 million as of June 30, 2013. As of September 30, 2013, total deposits from customers amounted to RMB258,629 million, representing a 2.6% increase from RMB252,137 million as of June 30, 2013.

As of September 30, 2013, we had net assets of RMB23,114 million, representing a 4.2% increase from RMB22,186 million as of June 30, 2013. Total assets decreased by 8.7% from RMB409,587 million as of June 30, 2013 to RMB374,104 million as of September 30, 2013, primarily reflecting the decrease in financial assets held under resale agreements. We adjusted our position in repurchase and reverse repurchase agreements during the three months ended September 30, 2013 in response to changes in market interest rates and our liquidity needs. As a result, financials assets held under resale agreements decreased by 47.1% from RMB92,281 million as of June 30, 2013 to RMB48,852 million as of September 30, 2013, while financials assets sold under repurchase agreements decreased by 40.5% from RMB100,670 million as of June 30, 2013 to RMB59,885 million as of September 30, 2013.

Our non-performing loan ratio decreased from 0.64% as of June 30, 2013 to 0.58% as of September 30, 2013, reflecting our continuous efforts to closely monitor our loan portfolio and recover non-performing loans. Our allowance to non-performing loan ratio increased from 359.82% as of June 30, 2013 to 376.81% as of September 30, 2013.

Financial data as of and for the nine months ended September 30, 2013 contained in this "Recent Developments" section have been reviewed by the reporting accountant in accordance with the International Standard on Review Engagements 2410.

#### **PROFIT FORECAST FOR THE YEAR ENDING DECEMBER 31, 2013**

Forecast consolidated profit attributable to shareholders of the Bank for	
the year ending December 31, 2013 <sup>(1)</sup>	Not less than RMB5,010 million (equivalent to HK\$6,373 million) <sup>(3)</sup>
Unaudited pro forma forecast earnings per Share <sup>(2)</sup>	Not less than RMB0.47 (equivalent to HK\$0.60) <sup>(3)</sup>

Notes:

<sup>(1)</sup> The bases and assumptions on which the profit forecast has been prepared are set out in Appendix IV to this prospectus. The forecast consolidated profit attributable to shareholders of the Bank for the year ending December 31, 2013 is based on the audited consolidated results of the Group for the six months ended June 30, 2013, the unaudited consolidated results of the Group based on management accounts for the three months ended September 30, 2013 and a forecast of the consolidated results of the Group for the remaining three months ending December 31, 2013. The forecast has been prepared on the basis of accounting policies consistent in all material respects with those presently adopted by the Group as set out in note 3 of section II of the Accountant's Report, the text of which is set out in Appendix I to this prospectus.

<sup>(2)</sup> The calculation of the unaudited pro forma forecast earnings per Share for the year ending December 31, 2013 is based on the forecast consolidated profit attributable to shareholders of the Bank for the year ending December 31, 2013 and on the basis that 10,674,819,283

Shares were in issue during the entire period and assuming that the Global Offering had been completed on January 1, 2013. This calculation takes no account of any Shares which may be issued upon exercise of the Over-allotment Option.

(3) The translation of Renminbi into Hong Kong dollars is made at a rate of RMB1.00 to HK\$1.272. No representation is made that Renminbi amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate.

#### **OFFERING STATISTICS**

All statistics in this table are based on the assumption that the Over-allotment Option is not exercised.

	Based on an Offer Price of HK\$3.47	Based on an Offer Price of HK\$3.88
Market capitalization of our shares <sup>(1)</sup> Estimated price/earnings multiple on a pro forma basis <sup>(2)</sup>	· ·	HK\$41,418 million 6.47 times
Unaudited pro forma adjusted consolidated net tangible assets per share <sup>(3)</sup>	HK\$3.42	HK\$3.51

Notes:

(2) The calculation of estimated price/earnings multiple on a pro forma basis is based on the forecast earnings per share for the year ending December 31, 2013 on a pro forma basis at the respective Offer Prices of HK\$3.47 and HK\$3.88.

(3) The pro forma adjusted consolidated net tangible assets per share is arrived at after the adjustments referred to in the section headed "Financial Information—Unaudited Pro Forma Adjusted Consolidated Net Tangible Assets" in this prospectus and on the basis of 10,674,819,283 shares in issue at the respective Offer Prices of HK\$3.47 and HK\$3.88 per Share.

#### **USE OF PROCEEDS**

We estimate the net proceeds of the Global Offering received by us (after deduction of underwriting fees and estimated expenses payable by us in relation to the Global Offering, assuming an Offer Price of HK\$3.68, being the mid-point of the proposed Offer Price range of HK\$3.47 to HK\$3.88) will be approximately HK\$8,933 million, if the Over-allotment Option is not exercised or HK\$10,347 million, if the Over-allotment Option is exercised in full. We currently intend to use our net proceeds from the Global Offering to strengthen our capital base to support the ongoing growth of our business.

Assuming an Offer Price of HK\$3.68 per H Share, which is the mid-point of our stated range of Offer Price, the net proceeds from the sale of the Sale Shares by the Selling Shareholders in the Global Offering are estimated to be approximately HK\$415 million if the Over-allotment Option is not exercised, and approximately HK\$477 million if the Over-allotment Option is exercised in full. Based on a letter issued by the NSSF (Shebaojijinfa [2013] No. 129) on September 11, 2013, all the net proceeds from the sale of the Sale Shares by the Selling Shareholders in the Global Offering will be remitted to an account designated by the NSSF in accordance with the relevant PRC laws and regulations. We will not receive any of the proceeds from the sale of the Sale Shares by the Selling Shareholders.

#### NO MATERIAL ADVERSE CHANGE

Our Directors confirm that there has been no material adverse change in our financial or trading position since June 30, 2013.

<sup>(1)</sup> The calculation of market capitalization is based on 10,674,819,283 shares expected to be issued and outstanding following the Global Offering.

#### **DIVIDEND POLICY**

We declared cash dividends in the amount of RMB817 million, RMB817 million and RMB817 million in 2010, 2011 and 2012, respectively, representing RMB0.1, RMB0.1 and RMB0.1 per share before tax.

At a general meeting of our domestic shareholders on July 10, 2013, our domestic shareholders approved that the accumulated undistributed profits prior to the Global Offering shall be attributable to both our domestic shareholders and holders of H Shares after the Global Offering.

Under PRC law, we may only pay dividends out of our profit after tax. Profit after tax for a given year represents net profit as determined under PRC GAAP or IFRS or the accounting standards of the overseas jurisdiction where our shares are listed, whichever is lowest. For further details, see "Financial Information—Dividend Policy".

# **RISK FACTORS**

Our business is subject to a number of risks. We believe that these risks can be categorized into (i) risks relating to our business, (ii) risks relating to the PRC banking industry, (iii) risks relating to the PRC, and (iv) risks relating to the Global Offering. Our business may be materially and adversely affected by these risks. These risks include:

- If we are unable to effectively maintain the quality of our loan portfolio, our business, financial condition and results of operations may be materially and adversely affected;
- We rely on customer deposits and the inter-bank money market to fund our business and manage our liquidity;
- We may have to increase our allowance for impairment losses to cover the actual losses on our loan portfolio in the future;
- We face concentration risks from our credit exposure to certain industries and borrowers;
- We are exposed to risks arising from loans granted to SMEs; and
- We are exposed to risks arising from loans to local government financing vehicles.

For further information relating to above risks and other risks relating to an investment in our shares, see the section headed "Risk Factors".

# **REGULATORY INSPECTIONS AND PROCEEDINGS**

We are subject to inspections and examinations by various PRC regulatory authorities, such as the PBOC, the CBRC, the MOF, the State Administration of Taxation and the NAO and their respective local offices. We have been subject to administrative penalties, mainly in the form of fines, as a result of regulatory non-compliance. The inspections and examinations by the PRC regulatory authorities have also revealed certain deficiencies in various areas of our business operations, risk management and internal control. See "Business—Legal and Administrative Proceedings—Regulatory Inspections and Proceedings" for details of the instances of non-compliance and other regulatory reviews, proceedings and investigations.