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## SHARE CAPITAL

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This section presents certain information regarding the share capital of our Bank following the completion of the Global Offering.

### Before the Global Offering

As of the Latest Practicable Date, our registered share capital is RMB 8,174,819,283, which is comprised of 8,174,819,283 Domestic Shares, as set out as follows:

<u>Domestic Shares</u>	<u>Number of shares</u>	<u>Approximate percentage of share capital</u>
Domestic Shares .....	8,174,819,283	100%

### Upon Completion of the Global Offering

Immediately following the completion of the Global Offering and assuming that the Over-allotment Option is not exercised, our total share capital would be categorized as follows:

<u>Domestic Shares</u>	<u>Number of shares</u>	<u>Approximate percentage of share capital</u>
Domestic Shares .....	7,924,819,283	74.24%
H Shares converted from Domestic Shares and held by NSSF .....	137,225,000	1.29%
H Shares issued and/or sold pursuant to the Global Offering .....	2,612,775,000	24.48%
Total Share Capital .....	10,674,819,283	100%

If the Over-allotment Option is exercised in full, our total share capital would be categorized as follows:

<u>Domestic Shares</u>	<u>Number of shares</u>	<u>Approximate percentage of share capital</u>
Domestic Shares .....	7,887,319,283	71.38%
H Shares converted from Domestic Shares and held by NSSF .....	157,809,000	1.43%
H Shares issued and/or sold pursuant to the Global Offering .....	3,004,691,000	27.19%
Total Share Capital .....	11,049,819,283	100%

### TRANSFER OF OUR DOMESTIC SHARES FOR LISTING AND TRADING ON THE OVERSEAS STOCK EXCHANGE

According to the stipulations by the State Council securities regulatory authority and our Articles, our Domestic Shares may be transferred to overseas listed shares, and such transferred shares may be listed or traded on an overseas stock exchange provided that the transfer and trading of such transferred shares shall have duly completed any requisite internal approval process and obtained the approval from the relevant PRC regulatory authorities, including the CSRC. In addition, such transfer, listing and trading on an overseas stock exchange shall in all respect comply with the relevant regulations prescribed by the State Council securities regulatory authority and the relevant regulatory procedures, regulations and requirements prescribed by the relevant overseas stock exchange.

If any of our Domestic Shares are to be transferred into and traded as H Shares on the Hong Kong Stock Exchange, such transfer shall require the approval of the relevant PRC regulatory authorities, including the CSRC. The listing of such converted shares on the Hong Kong Stock Exchange shall also require the approval of the Hong Kong Stock Exchange. Based on the

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methodology and procedures for the conversion of our Domestic Shares into H Shares as described in this section, we can apply for the listing of all or any portion of our Domestic Shares on the Hong Kong Stock Exchange as H Shares in advance of any conversion to ensure that the conversion process can be completed promptly upon notice to the Hong Kong Stock Exchange and delivery of shares for entry on the H Share register.

No class shareholder voting is required for the listing and trading of the transferred shares on an overseas stock exchange. Any application for listing of the converted shares on the Hong Kong Stock Exchange after our initial listing is subject to prior notification by way of announcement to inform shareholders and the public of any proposed transfer.

### **MECHANISM AND PROCEDURE FOR CONVERSION**

After all the requisite approvals have been obtained, the following procedures will need to be completed in order to effect the conversion: the relevant Domestic Shares will be withdrawn from the Domestic Share register and such shares will be re-registered on our H Share register maintained in Hong Kong and the H Share Registrar will be instructed to issue the relevant H Share certificates. Registration on our H Share register will be on the conditions that (a) our H Share Registrar lodges with the Hong Kong Stock Exchange a letter confirming the entry of the relevant H Shares on the H Share register and the due dispatch of H Share certificates and (b) the admission of the H Shares to trade on the Hong Kong Stock Exchange shall comply with the Listing Rules and the general rules of CCASS and the CCASS operational procedures in force. Until the converted shares are re-registered on our H Share register, such shares would not be listed as H Shares.

### **RANKING**

Domestic Shares and H Shares are ordinary shares in the share capital of our Bank. However, unless otherwise approved by relevant authorities, H Shares cannot be subscribed for by, or traded between, legal or natural persons of the PRC except for the qualified domestic institutional investors or other eligible investors approved by relevant authorities. All dividends or distributions declared or paid in respect of the Domestic Shares and H Shares after the date of this prospectus will rank *pari passu* with each other. All dividends in respect of the H Shares are to be paid in Hong Kong dollars, whereas all dividends in respect of the Domestic Shares are to be paid in Renminbi.

Except as described above, the differences between our Domestic Shares and H Shares (including in relation to the dispatch of notices and financial reports to the shareholders, dispute resolution, registration of shares on different registers of shareholders, the method of share transfer and the appointment of dividend receiving agents), are all set out in our Articles of Association and summarized in Appendix VII to this prospectus.

### **TRANSFER OF SHARES ISSUED PRIOR TO LISTING DATE**

The PRC Company Law provides that in relation to the Hong Kong public offering of a company, the shares issued by a company prior to the Hong Kong public offering shall not be transferred within a period of one year from the date on which the publicly offered shares are traded on any stock exchange. Accordingly, shares issued by our Bank prior to the Listing Date shall be subject to this statutory restriction and not be transferred within a period of one year from the Listing Date. However, the shares to be transferred to NSSF by state-owned shareholders in accordance with relevant PRC regulations regarding the disposal of state-owned shares are not subject to such statutory restrictions.

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### TRANSFER OF SHARES TO NSSF

In accordance with relevant PRC regulations regarding disposal of state-owned shares or its monetary equivalent based on the offer price, the state-owned Shareholders are required to transfer to the NSSF, in aggregate, such number of shares equivalent to 10% of the number of the shares to be issued by the Bank in the Global Offering (being 2,500,000,000 H Shares, before the exercise of the Over-allotment Option or 2,875,000,000 H Shares after the exercise in full of the Over-allotment Option). We will not receive any proceeds from the transfer of H Shares by our state-owned Shareholders to the NSSF, the sale of Sale Shares, or any subsequent disposal of such H Shares by the NSSF.

The transfer of state-owned shares to the NSSF was approved by the SASAC on August 7, 2013. The conversion of those shares into H Shares and the offering of the Sale Shares was approved by the CSRC on October 11, 2013. Pursuant to a letter issued by the NSSF (Shebaojijinf [2013] No. 129) on September 11, 2013, the NSSF instructed us to (i) arrange for the sale of the Sale Shares, which shall equal to 45.11% of all of the H Shares that our state-owned Shareholders shall relinquish for the benefit of the NSSF in connection with the Global Offering pursuant to relevant PRC laws and regulations, (ii) remit the proceeds from the sale of the Sale Shares to an account designated by the NSSF, and (iii) arrange for the transfer to the NSSF of the remaining 54.89% of the total number of the H Shares that our state-owned Shareholders shall relinquish in connection with the Global Offering. We have been advised by King & Wood Mallesons, our PRC legal adviser, that the conversion and the transfer, and the holding of H Shares by the NSSF following such conversion, transfer and sale, have been approved by the relevant PRC authorities and are legal under PRC law.