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## OUR CORPORATE INVESTORS

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### THE CORNERSTONE PLACING

We have entered into cornerstone investment agreements with the following investors (the “Cornerstone Investors,” each a “Cornerstone Investor”), pursuant to which the Cornerstone Investors in aggregate have agreed to purchase at the Offer Price (1) 1,145,066,000 Offer Shares and (2) such number of Offer Shares as may be purchased with HK\$510 million (rounded down to the nearest whole board lot) (the “Cornerstone Placing”). Assuming an Offer Price of HK\$3.47 (being the low-end of the indicative Offer Price range stated in this prospectus), the total number of Offer Shares to be subscribed for by the Cornerstone Investors would be 1,292,075,000, representing approximately (i) 12.10% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 11.69% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming an Offer Price of HK\$3.68 (being the mid-point of the indicative Offer Price range stated in this prospectus), the total number of H Shares to be subscribed for by the Cornerstone Investors would be 1,283,686,000, representing approximately (i) 12.03% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 11.62% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming an Offer Price of HK\$3.88 (being the high-end of the indicative Offer Price range stated in this prospectus), the total number of Offer Shares to be subscribed for by the Cornerstone Investors would be 1,276,541,000, representing approximately (i) 11.96% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 11.55% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option.

To the best knowledge of the Bank, each of the Cornerstone Investors is an independent third party, independent of each other, not our connected person, and not an existing shareholder of the Bank. Details of the actual number of Offer Shares to be allocated to the Cornerstone Investors will be disclosed in the allotment results announcement to be issued by the Bank on or around November 11, 2013.

The Cornerstone Placing forms part of the International Offering. The Offer Shares to be subscribed for by the Cornerstone Investors will rank *pari passu* in all respects with the other fully paid Offer Shares in issue and will be counted towards the public float of the Bank. None of the Cornerstone Investors will subscribe for any Offer Shares under the Global Offering (other than and pursuant to the respective cornerstone investment agreements). Immediately following the completion of the Global Offering, none of the Cornerstone Investors will have any board representation in our Bank, nor will any of the Cornerstone Investors become a substantial shareholder of the Bank (as defined under the Listing Rules). The Offer Shares to be subscribed for by the Cornerstone Investors will not be affected by any reallocation of the Offer Shares between the International Offering and the Hong Kong Public Offering described in “Structure of the Global Offering—The Hong Kong Public Offering.”

### CORNERSTONE INVESTORS

We have entered into cornerstone investment agreements with each of the following Cornerstone Investors in respect of the Cornerstone Placing. The information about our Cornerstone Investors set forth below has been provided by the Cornerstone Investors in connection with the Cornerstone Placing:

#### **Vanke Property (Hong Kong) Company Limited**

Vanke Property (Hong Kong) Company Limited (“Vanke Property”) has agreed to purchase, through one or more of its subsidiary(ies) to purchase, 883,986,000 Offer Shares representing

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approximately (i) 8.28% of the enlarged issued share capital of the Bank on the Listing Date, assuming no exercise of the Over-allotment Option; or (ii) 8.00% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.47, being the low-end of the Offer Price range shown in this prospectus, the total purchase amount shall be HK\$3,067,431,420. Assuming the Offer Price is fixed at HK\$3.68, being the mid-point of the Offer Price range shown in this prospectus, the total purchase amount shall be HK\$3,253,068,480.

Vanke Property is an investment holding company incorporated in Hong Kong on June 6, 2007 with limited liability and is indirectly wholly owned by China Vanke Co., Ltd. (“Vanke”). Vanke is a joint stock company with limited liability incorporated in the PRC and the issued shares of which are listed on the Shenzhen Stock Exchange. Together with its subsidiaries, it is primarily engaged in real estate development and operations in the PRC.

Vanke Property’s percentage of shareholding will be 5% or more of the Bank’s issued share capital upon the completion of the Global Offering. The subscription of the H Shares by Vanke Property will require necessary filings with the CBRC after the Listing.

### **Chow Tai Fook Nominee Limited**

Chow Tai Fook Nominee Limited (“Chow Tai Fook”) has agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased for an aggregate amount of HK\$200 million at the Offer Price. Assuming the Offer Price is fixed at HK\$3.47, being the low-end of the Offer Price range shown in this prospectus, Chow Tai Fook will subscribe for approximately 57,636,000 Offer Shares, representing approximately (i) 0.54% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.52% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.68, being the mid-point of the Offer Price range shown in this prospectus, Chow Tai Fook will subscribe for approximately 54,347,000 Offer Shares, representing approximately (i) 0.51% of the shares in issue and outstanding upon the completion of the Global Offering; assuming no exercise of the Over-allotment Option; or (ii) 0.49% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option.

Chow Tai Fook is a company incorporated in Hong Kong, which is wholly owned and controlled by Dato’ Dr. Cheng Yu Tung. Its principal activities include investment holdings.

### **Jiangsu Huijin Holdings Group Company Limited**

Jiangsu Huijin Holdings Group Company Limited (“Jiangsu Huijin”) has agreed to purchase 137,200,000 H Shares representing approximately (i) 1.29% of the enlarged issued share capital of the Bank on the Listing Date, assuming no exercise of the Over-allotment Option; or (ii) 1.24% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.47, being the low-end of the Offer Price range shown in this prospectus, the total purchase amount shall be HK\$476,084,000. Assuming the Offer Price is fixed at HK\$3.68, being the mid-point of the Offer Price range shown in this prospectus, the total purchase amount shall be HK\$504,896,000.

Jiangsu Huijin’s purchase of such Offer Shares will be partially financed by a term loan of up to US\$42 million with recourse with the tenure up to 24 months from CCB International Securities Limited (“CCBI”), which is an affiliate of one of the Joint Bookrunners and Joint Lead Managers,

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CCB International Capital Limited, on normal commercial terms on an arm's length basis. All of such Offer Shares will be charged to CCBI as collateral for the loan. Upon the occurrence of customary events of default, repayment of the loan may be accelerated before its maturity and CCBI has agreed with Jiangsu Huijin not to dispose of the collateral shares to third parties in the event of default until six months after the Listing Date.

Jiangsu Huijin is a company incorporated in the PRC on November 9, 2004. Jiangsu Huijin is principally engaged in the production and sales of construction machinery, fire-fighting equipment production and installation, trade business, hotel chain business, ecological landscape management and property and financial investments.

### **Genertec Hong Kong International Capital Ltd.**

Genertec Hong Kong International Capital Ltd. ("Genertec Capital") has agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased for an aggregate amount of US\$30 million (approximately HK\$232,596,000) at the Offer Price. Assuming the Offer Price is fixed at HK\$3.47, being the low-end of the Offer Price range shown in this prospectus, Genertec Capital will subscribe for approximately 67,030,000 Offer Shares, representing approximately (i) 0.63% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.61% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.68, being the mid-point of the Offer Price range shown in this prospectus, Genertec Capital will subscribe for approximately 63,205,000 Offer Shares, representing approximately 0.59% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.57% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option.

Genertec Capital was incorporated in Hong Kong whose businesses include trading of marketable securities and acting as a property and investment holdings company. It is controlled by China General Technology (Group) Holding Co., Ltd. ("Genertec").

Genertec was founded in 1998 and is a state-owned enterprise directly administered by the PRC central government. Genertec specializes in five main business segments, including equipment manufacturing, trade and engineering contracting, pharmaceutical industry, technical services and consultancy as well as construction and real estate.

### **Peaceland Limited**

Peaceland Limited ("Peaceland") has agreed to purchase 123,880,000 H Shares representing approximately (i) 1.16% of the enlarged issued share capital of the Bank on the Listing Date, assuming no exercise of the Over-allotment Option; or (ii) 1.12% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.47, being the low-end of the Offer Price range shown in this prospectus, the total purchase amount shall be HK\$429,863,600. Assuming the Offer Price is fixed at HK\$3.68, being the mid-point of the Offer Price range shown in this prospectus, the total purchase amount shall be HK\$455,878,400.

Peaceland's purchase of such Offer Shares will be partially financed by a non-recourse one-year term loan of up to US\$38.3 million from ICBC International Capital Limited (one of the Joint Bookrunners and Joint Lead Managers) or its affiliates (collectively "ICBCI") on normal commercial terms on an arm's length basis. All of such Offer Shares will be charged to ICBCI as collateral for the loan. Upon the occurrence of customary events of default, repayment of the loan may be accelerated before its maturity and ICBCI will have the right to enforce its security interest in such Offer Shares.

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Peaceland is a company incorporated in the Republic of the Marshall Islands on September 9, 2013, which is wholly owned by Mr. Xu Ping. Its principal business is investment holdings. Mr. Xu Ping has over 29 years of experience in the finance industry, covering a wide range of areas such as the private equity and venture capital businesses, direct investments, investment banking, accounting and auditing, with top multinational and government organizations. He is also a founding member of the Hong Kong Securities Association.

### **Kan Hung Chih**

Ms. Kan Hung Chih (“Ms. Kan”) has agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased for an aggregate amount of US\$10,000,000 (approximately HK\$77,532,000) at the Offer Price. Assuming the Offer Price is fixed at HK\$3.47, being the low-end of the Offer Price range shown in this prospectus, Ms. Kan will subscribe for approximately 22,343,000 Offer Shares, representing approximately (i) 0.21% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.20% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.68, being the mid-point of the Offer Price range shown in this prospectus, Ms. Kan will subscribe for approximately 21,068,000 Offer Shares, representing approximately (i) 0.20% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.19% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option.

Ms. Kan has knowledge and over 10 years’ experience in investing in securities listed in Hong Kong and the PRC and collective investment schemes.

### **Conditions Precedent**

The subscription obligation of each Cornerstone Investor is subject to, among other things, the following conditions precedent (i) the Hong Kong Underwriting Agreement and the International Purchase Agreement having been entered into and having become unconditional (in accordance with their respective original terms or as subsequently varied by agreement of the parties thereto) and not having been terminated; and (ii) the Listing Committee of the Hong Kong Stock Exchange having granted the Listing of, and permission to deal in, the H shares and that such approval or permission has not been revoked.

### **Restrictions on the Cornerstone Investors’ Investment**

Subject to the exception that Jiangsu Huijin may charge the 137,200,000 Offer Shares which it will subscribe to CCBI (see “—Cornerstone Investors—Jiangsu Huijin Holdings Group Company Limited”) and Peaceland may charge the 123,880,000 Offer Shares which it will subscribe to ICBCI (see “—Cornerstone Investors—Peaceland Limited”), each of the Cornerstone Investors has agreed that, without the prior written consent of the Bank and the relevant underwriter(s), it will not, whether directly or indirectly, at any time during the period of six (6) months following the Listing Date, dispose of (as defined in the relevant placing agreement) any of the H Shares or any interest in any company or entity holding any of the relevant H Shares, other than in certain limited circumstances such as transfers to any wholly owned subsidiary of such Cornerstone Investor provided that, among others, such wholly owned subsidiary undertakes to, and the Cornerstone Investor undertakes to procure that such subsidiary will, abide by the terms and restrictions imposed on the Cornerstone Investor.