

A. FURTHER INFORMATION ABOUT OUR GROUP**1. INCORPORATION**

Our Bank was incorporated in the PRC as a joint stock limited liability company on April 4, 1997 under the Company Law. Our current registered address is at Block A, Tianhui Building, No. 79, Anqing Road, Hefei, China. We have registered a place of business in Hong Kong at 3907-08, 39/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and as a non-Hong Kong company on October 21, 2013 under Part XI of the Companies Ordinance. Dr. Ngai Wai Fung has been appointed as our agent for the acceptance of service of process and notices in Hong Kong. The address for service of process on our Bank in Hong Kong is same as our principal place of business. Our Bank's banking business is conducted in the PRC under the supervision and regulation of the CBRC and the PBOC. Our Bank is not an authorized institution within the meaning of the Banking Ordinance, thus not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking/deposit-taking business in Hong Kong.

As our Bank was established in the PRC, we operate subject to the relevant laws and regulations of the PRC and our constitution which comprises our Articles of Association. Certain aspects of the relevant laws and regulations of the PRC, and a summary of certain provisions of our Articles of Association are set out in Appendices VI and VII to this prospectus, respectively.

2. CHANGES IN THE SHARE CAPITAL*The Bank*

As of the date of our incorporation, the initial registered capital of our Bank was RMB268 million divided into 268,000,000 domestic shares of nominal value of RMB1.00 each, all of which were credited as fully paid up and were held by our Promoters.

On September 24, 2003, the registered capital of our Bank increased from RMB268 million to RMB500 million, and on December 28, 2005, with the approval of relevant PRC governmental authorities, our Bank's registered capital increased from RMB500 million to RMB2.5 billion. On July 8, 2008, the registered capital of our Bank increased from RMB2.5 billion to RMB3.175 billion, and on December 15, 2008, the registered capital of our Bank further increased from RMB3.175 billion to RMB8.175 billion.

Upon completion of the Global Offering, but without taking into account any exercise of the Over-allotment Option, our registered capital will increase to RMB10,674,819,283, being made up of 7,924,819,283 Domestic Shares and 2,750,000,000 H Shares fully paid up or credited as fully paid up, representing approximately 74.24% and 25.76% of the registered capital, respectively.

3. SHAREHOLDERS' RESOLUTIONS

Pursuant to the extraordinary general meetings held on April 16, 2013 and July 10, 2013, our Shareholders resolved that:

- (a) the issue by our Bank of a maximum of 2,500,000,000 H Shares with the nominal value of RMB1.00 immediately following completion of the Global Offering but before the exercise of the Over-allotment Option and such H Shares be listed on the Stock Exchange be approved;

- (b) the Articles of Association of our Bank be approved and shall become effective on the Listing Date;
- (c) the Board be authorized to draft, amend, sign and submit the applications, relevant reports or materials relating to the proposed listing of H Shares to the relevant authorities in the PRC and the Stock Exchange and to deal with approval, registration, filing, verifications or other formalities; and
- (d) the Board be authorized, among other things, to do any acts and things relating to the issue and the Listing.

4. SUBSIDIARY OF OUR BANK

- (a) The information about our sole subsidiary is set out in the Accountant's Report in Appendix I to this prospectus;
- (b) On June 25, 2013, Jinzhai Huiyin Rural Bank Co. Ltd., a company incorporated in the PRC, commenced its operations with a registered capital of RMB80 million, in which 41% was held by the Bank; and
- (c) Save as disclosed above, there was no change in the registered capital of our subsidiary during the two years preceding the date of this prospectus.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. SUMMARY OF MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by our Bank within the two years preceding the date of this prospectus and are or may be material:











- (a) the Promoters' Agreement of Jinzhai Huiyin Rural Bank Co. Ltd. dated March 22, 2013 entered into among our Bank, Anhui Guoyuan Investment Co. Ltd., Anhui Jinan Stainless Steel Casting Co. Ltd., Anhui Heyi Food Co. Ltd., Shi Chunxia, Zhang Huai'an and Li Haiyan pursuant to which the parties agreed to establish a joint venture with a registered capital of RMB80 million;
- (b) the Supplemental Promoters' Agreement of Jinzhai Huiyin Rural Bank Co. Ltd. dated June 15, 2013 entered into among our Bank, Anhui Guoyuan Investment Co. Ltd., Anhui Jinan Stainless Steel Casting Co. Ltd., Anhui Heyi Food Co. Ltd., Shi Chunxia, Zhang Huai'an and Guan Houlong pursuant to which the parties agreed that the shareholding held by Li Haiyan shall be transferred to Guan Houlong;
- (c) the corporate investment agreement dated October 27, 2013 entered into between our Bank, Vanke Property (Hong Kong) Company Limited and UBS AG, Hong Kong Branch, pursuant to which Vanke Property (Hong Kong) Company Limited agreed to subscribe for 883,986,000 H Shares at the Offer Price;
- (d) the corporate investment agreement dated October 25, 2013 entered into between our Bank, Chow Tai Fook Nominee Limited and China Frontier Capital Investment Limited, pursuant to which Chow Tai Fook Nominee Limited agreed to subscribe for such number of H 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;

- (e) the corporate investment agreement dated October 25, 2013 entered into between our Bank, Genertec Hong Kong International Capital Ltd. and Nomura International (Hong Kong) Limited, pursuant to which Genertec Hong Kong International Capital Ltd. agreed to subscribe for such number of H 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;
- (f) the corporate investment agreement dated October 27, 2013 entered into between our Bank, Peaceland Limited and ICBC International Capital Limited, pursuant to which Peaceland Limited agreed to subscribe for 123,880,000 H Shares at the Offer Price;
- (g) the corporate investment agreement dated October 27, 2013 entered into between our Bank, Kan Hung Chih and ICBC International Capital Limited, pursuant to which Kan Hung Chih agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot) which may be purchased for an aggregate amount of US\$10 million (approximately HK\$77,532,000) at the Offer Price;
- (h) the corporate investment agreement dated October 28, 2013 entered into between our Bank, Jiangsu Huijin Holdings Group Company Limited and CCB International Capital Limited, pursuant to which Jiangsu Huijin Holdings Group Company Limited agreed to subscribe for 137,200,000 H Shares at the Offer Price; and
- (i) the Hong Kong Underwriting Agreement.

2. INTELLECTUAL PROPERTY RIGHTS






Trademarks


As at the Latest Practicable Date, we have registered the following trademarks which are material in relation to our Bank's business:

<u>Trademark</u>	<u>Place of Registration</u>	<u>Class</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Expiry Date</u>
	PRC	35	7841387	February 7, 2011	February 6, 2021
	PRC	36	7841420	March 7, 2011	March 6, 2021
	PRC	37	7841493	March 7, 2011	March 6, 2021
	PRC	38	7841528	March 7, 2011	March 6, 2021
	PRC	39	7841562	March 14, 2011	March 13, 2021
	PRC	40	7843907	March 7, 2011	March 6, 2021
	PRC	41	7843947	March 14, 2011	March 13, 2021
	PRC	43	7844020	February 7, 2011	February 6, 2021
	PRC	45	7844039	February 7, 2011	February 6, 2021
	PRC	42	7843972	September 14, 2011	September 13, 2021

Trademark	Place of Registration	Class	Registration Number	Registration Date	Expiry Date
	PRC	36	5332267	October 21, 2009	October 20, 2019
	PRC	9	7841289	September 7, 2012	September 6, 2022
	PRC	36	3515645	April 28, 2005	April 27, 2015
徽行天下	PRC	16	7844069	January 14, 2011	January 13, 2021
雏鹰	PRC	36	7844102	March 7, 2011	March 6, 2021
黄山	PRC	36	1667825	November 14, 2001	November 13, 2021
徽商银行	PRC	36	10173645	June 21, 2012	June 20, 2022
徽商银行 HUISHANG BANK	PRC	36	10173624	June 21, 2012	June 20, 2022
 徽商银行 HUISHANG BANK	PRC	36	10173590	June 21, 2012	June 20, 2022
徽贷通	Hong Kong	36	302627190	June 3, 2013	June 2, 2023
	Hong Kong	36	302627235	June 3, 2013	June 2, 2023
	Hong Kong	36	302627235	June 3, 2013	June 2, 2023
	Hong Kong	36	302627172	June 3, 2013	June 2, 2023

As at the Latest Practicable Date, we have duly applied to register the following logo and trademarks which are material in relation to our Bank's business:

Trademark	Place of Registration	Class	Application Number	Application Date
 徽商银行 HUISHANG BANK	Hong Kong	36	302627299	June 3, 2013
 徽商银行 HUISHANG BANK	Hong Kong	36	302627299	June 3, 2013
	Hong Kong	36	302627299	June 3, 2013
	Hong Kong	36	302627299	June 3, 2013
 徽商银行 HUISHANG BANK	Hong Kong	36	302627271	June 3, 2013

<u>Trademark</u>	<u>Place of Registration</u>	<u>Class</u>	<u>Application Number</u>	<u>Application Date</u>
	Hong Kong	36	302627271	June 3, 2013
	Hong Kong	36	302627253	June 3, 2013
	Hong Kong	36	302627253	June 3, 2013
	Hong Kong	36	302627226	June 3, 2013
	Hong Kong	36	302627217	June 3, 2013

The class number represents the specifications of products or services which have already been registered or are in the process of registration. Detailed specifications of the products or services represented by that class number are set out in the relevant registration certificates or application forms.

Domain Names

As of the Latest Practicable Date, we have registered the following domain names:

<u>Domain Name</u>	<u>Registration Date</u>	<u>Expiry Date</u>
徽商银行股份有限公司.com	November 17, 2009	November 17, 2019
徽商银行股份有限公司.net	November 17, 2009	November 17, 2019
徽商银行股份有限公司.公司	November 17, 2009	November 17, 2019
徽商银行股份有限公司.cc	November 17, 2009	November 17, 2019
徽商银行股份有限公司	November 17, 2009	November 17, 2019
徽商银行股份有限公司	November 20, 2009	November 20, 2019
中國徽商银行.中國	January 16, 2006	January 16, 2016
中國徽商银行	November 20, 2009	November 20, 2019
中國徽商银行	January 16, 2006	January 16, 2016
中國徽商银行.com	November 17, 2009	November 17, 2019
中國徽商银行.net	November 17, 2009	November 17, 2019
中國徽商银行.公司	November 23, 2009	November 23, 2019
中國徽商银行.cc	November 16, 2009	November 16, 2019
徽商银行	April 27, 2007	April 27, 2017

<u>Domain Name</u>	<u>Registration Date</u>	<u>Expiry Date</u>
徽商銀行.cc	June 19, 2008	June 19, 2018
徽商銀行.網路	July 21, 2008	July 21, 2018
徽商銀行.tm	July 26, 2008	July 26, 2018
徽商銀行.公司	July 21, 2008	July 21, 2018
徽商銀行.biz	November 17, 2009	November 17, 2019
智匯360.com	November 17, 2009	November 17, 2019
智匯360.net	November 17, 2009	November 17, 2019
智匯360.cn	November 17, 2009	November 17, 2019
智慧理財.com	November 17, 2009	November 17, 2019
智慧理財.net	November 17, 2009	November 17, 2019
智慧理財.cn	November 17, 2009	November 17, 2019
數碼銀行.com	November 17, 2009	November 17, 2019
數碼銀行.cn	November 17, 2009	November 17, 2019
數碼銀行.net	November 17, 2009	November 17, 2019
huishangyinhang.com	August 14, 2009	August 14, 2015
huishangyinhang.net	August 14, 2009	August 14, 2015
huishangyinhang.cc	August 14, 2009	August 14, 2015
huishangyinhang	November 17, 2009	November 17, 2019
huishangyinhang	November 17, 2009	November 17, 2019
huishangyinhang.com.cn	September 8, 2011	September 8, 2015
huishangyinhang.cn	September 8, 2011	September 8, 2015
huishangbank.com.cn	January 21, 2007	January 21, 2015
huishangbank.net	July 18, 2008	July 18, 2018
huishangbank.cc	July 18, 2008	July 18, 2018
huishangbank	July 22, 2008	July 22, 2018
huishangbank	November 17, 2009	November 17, 2019
hsbank.com.cn	December 6, 2005	December 6, 2014
hsbank.cc	February 14, 2007	February 14, 2014
hsbank	July 22, 2008	July 22, 2019
hsbank	November 17, 2009	November 17, 2019
黃山卡.中國	January 25, 2006	January 25, 2016
黃山卡	January 16, 2006	January 16, 2016
黃山卡	April 2, 2008	April 2, 2018
黃山卡.cc	June 19, 2008	June 19, 2018
黃山卡.com	June 19, 2008	June 19, 2018
黃山卡.net	June 19, 2008	June 19, 2018
黃山卡.公司	July 18, 2008	July 18, 2018
黃山卡.網路	July 18, 2008	July 18, 2018
96588	April 2, 2008	April 2, 2018
96588	July 13, 2008	July 13, 2018
bankofhuishang.com.cn	May 15, 2007	May 15, 2015
bankofhuishang.com	March 8, 2008	March 8, 2017
bankofhuishang.net.cn	July 13, 2009	July 13, 2015
bankofhuishang.net	July 18, 2008	July 18, 2018
bankofhuishang.cc	July 18, 2008	July 18, 2018
bohs.com.cn	May 15, 2007	May 15, 2015
bohs.cc	July 18, 2008	July 18, 2018
hsbcc.com.cn	July 18, 2008	July 18, 2018
hsbcc.com.cn	July 18, 2008	July 18, 2018

Except as disclosed in this sub-section headed “Intellectual Property Rights” there are no other trade or service marks, patents, other intellectual property rights which are or may be material in relation to our business.

3. OUR DEPOSITORS AND BORROWERS

Our five largest depositors and five largest borrowers accounted for less than 30% of our respective total deposits and loans and advances as at the Latest Practicable Date.

C. FURTHER INFORMATION ABOUT DIRECTORS, MANAGEMENT AND STAFF

1. DISCLOSURE OF INTERESTS

Save as disclosed below, immediately following completion of the Global Offering, none of our Directors and Supervisors will have any interests and short positions in the shares, underlying shares or debentures of our Bank or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO) once the shares are listed, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules to be notified to us and the Stock Exchange or which will be required pursuant to section 352 of the SFO to be entered in the register referred to therein once the shares are listed. For this purpose, the relevant provisions of the SFO will be interpreted as if they applied to our Supervisors.

<u>Name of Shareholder</u>	<u>Nature of Interest</u>	<u>Number of Securities</u>	<u>Approximate Percentage of Interest in our Bank immediately after the Global Offering</u>
Xu Demei (許德美)	Beneficial Owner	84,861	0.0008%
Ci Yaping (慈亞平)	Beneficial Owner	133,451	0.0013%
Qian Zheng (錢正)	Beneficial Owner	32,212	0.0003%
Xu Chongding (許崇定)	Beneficial Owner	497,801	0.0047%
He Tao (何濤)	Beneficial Owner	97,376	0.0009%

2. SUBSTANTIAL SHAREHOLDERS

So far as the Directors are aware, immediately following the completion of the Global Offering and assuming the Over-allotment Option is not exercised, the following persons (other than our Director or chief executive) will have an interest or short position in the shares of our Bank or underlying shares of our Bank which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO.

<u>Name of Shareholder</u>	<u>Nature of Interest</u>	<u>Number of Securities</u>	<u>Approximate Percentage of Interest in our Bank immediately after the Global Offering</u>
Vanke Property (Hong Kong) Company Limited	Beneficial Owner	883,986,000	8.28%
Anhui Guoyuan Holding (Group) Company Ltd.	Beneficial Owner	800,294,601	7.50% ^{NOTE}
Anhui Energy Group Company Ltd	Beneficial Owner	773,297,015	7.24%
Anhui Credit Guaranty Group Company Ltd.	Beneficial Owner	758,896,121	7.11%

Note: The shareholding of Anhui Guoyuan Holding (Group) Company Ltd. takes into account the shares of the Bank held by Anhui Guoyuan Ma'anshan Asset Management Company Ltd., Anhui Guoyuan Trust Company Ltd., and Guoyuan Securities Company Ltd., representing 0.0031%, 0.31% and 1.09%, respectively, of the total issued shares of the Bank as of the Latest Practicable Date. Anhui Guoyuan Ma'anshan Asset Management Company Ltd., Anhui Guoyuan Trust Company Ltd. and Guoyuan Securities Company Ltd. are the subsidiaries of Anhui Guoyuan Holding (Group) Company Ltd.

3. DISCLOSURE OF THE DIRECTORS' AND SUPERVISORS' INTERESTS IN THE REGISTERED CAPITAL OF THE BANK OR ITS ASSOCIATED CORPORATIONS

Immediately following completion of the Global Offering and assuming the Over-allotment Option is not exercised, none of our Directors, Supervisors and chief executive of the Bank has any interest and/or short position in the shares, underlying shares and debentures of the Bank or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or will be required, pursuant to the Model Code for Securities Transactions by Directors and Listed Issuers to be notified to us and the Hong Kong Stock Exchange (for this purpose, the relevant provisions of the SFO will be interpreted as if they applied to the Supervisors).

4. INTERESTS OF THE SUBSTANTIAL SHAREHOLDERS OF THE SUBSIDIARY OF THE BANK

So far as the Directors are aware, and taking no account of any shares which may be taken up under the Global Offering and assuming no exercise of the Over-allotment Option, the following persons will, immediately following the completion of the Global Offering, be directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the subsidiary of the Bank:

<u>Subsidiary of the Bank</u>	<u>Total Registered Capital</u>	<u>Persons with 10% or More Interest</u>	<u>Percentage of the Substantial Shareholder's Interest</u>
Jinzhai Huiyin Rural Bank Co. Ltd	RMB80,000,000	Anhui Guoyuan Investment Co. Ltd. Anhui Jinan Stainless Steel Casting Co. Ltd. Shi Chunxia Zhang Huai'an Guan Houlong	10% 10% 10% 10% 10%

5. SERVICE CONTRACTS

We have entered into a service contract with each of our Directors and Supervisors containing terms relating to, among other things, compliance with relevant laws and regulations, observation of the Articles of Association and arbitration. Save as disclosed above, we have not entered, and do not propose to enter, into any service contracts with any of our Directors or Supervisors in their respective capacities as directors/supervisors (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

6. DIRECTORS' AND SUPERVISORS' REMUNERATION

The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses) which were accrued to our Directors and Supervisors for the year ended December 31, 2012 were RMB13,453,000.

Under the arrangements currently in force, the aggregate remuneration payable to, and benefits in kind receivable by, our Directors and Supervisors for the year ending December 31, 2013 are estimated to be approximately RMB12,734,195.

7. AGENCY FEES OR COMMISSIONS RECEIVED

Save as disclosed in this prospectus, none of our Directors or any of the persons whose names are listed in the sub-section headed “Consents” in this Appendix had received any commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Bank from our Bank within the two years preceding the date of this prospectus.

8. DISCLAIMERS

Save as disclosed in the section headed “Directors, Supervisors and Senior Management” and paragraph C1 of this Appendix in this prospectus:

- (a) none of the Directors, Supervisors and any of the parties listed in paragraph D6 of this Appendix is:
 - (i) interested in our promotion, or in any assets which, within the two years immediately preceding the date of this prospectus, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Bank;
 - (ii) materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to our business;
- (b) save in connection with the Hong Kong Underwriting Agreement and the International Purchase Agreement, none of the parties listed in paragraph D6 of this Appendix:
 - (i) is interested legally or beneficially in any of our shares or our securities; or
 - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for our shares or any of our securities;
- (c) none of our Directors or Supervisors or their associates or any shareholders of our Bank who to the knowledge of the Directors owns more than 5% of our issued share capital has any interest in our five largest depositors;
- (d) none of our Directors or Supervisors is a director or employee of a company which has an interest in the share capital of the Bank which, once the H Shares are listed on the Hong Kong Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.

D. OTHER INFORMATION

1. ESTATE DUTY

Our Directors have been advised that no material liability for estate duty is likely to fall on any member of our Bank.

2. LITIGATION

Save as disclosed in this prospectus, no member of our Bank was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material

importance is known to our Directors to be pending or threatened against any member of our Bank as of the Latest Practicable Date.

3. JOINT SPONSORS

Each of the Joint Sponsors is independent from our Bank pursuant to Rule 3A.07 of the Listing Rules.

4. PROMOTERS

The Promoters comprised 31 credit cooperatives and 10 shareholders. See section headed “Our History, Restructuring and Operational Reform.”

Save for the Global Offering and as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus, no cash, securities, amount or other benefit has been paid, allotted or given, or has been proposed to be paid, allotted or given, to any of the Promoters named above in connection with the Global Offering or the related transactions described in this prospectus.

5. PRELIMINARY EXPENSES

Our estimated preliminary expenses are approximately RMB210 million and are payable by our Bank.

6. QUALIFICATIONS OF EXPERTS

The qualifications of the experts (as defined under the Listing Rules and the Companies Ordinance) who have given their opinions or advice in this prospectus are as follows:

<u>Name of Expert</u>	<u>Qualification</u>
CITIC Securities Corporate Finance (HK) Limited	a corporation licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) of the regulated activities under the SFO
UBS Securities Hong Kong Limited	a corporation licensed to conduct type 1 (dealing in securities), type 6 (advising on corporate finance) and type 7 (providing automated trading services) of the regulated activities under the SFO
J.P. Morgan Securities (Far East) Limited	a corporation licensed to conduct type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) of the regulated activities under the SFO
Morgan Stanley Asia Limited	a corporation licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance), type 7 (providing automated trading services) and type 9 (asset management) of the regulated activities under the SFO
BOCI Asia Limited	a corporation licensed to conduct out type 1 (dealing in securities) and type 6 (advising on corporate finance) of the regulated activities under the SFO
King & Wood Mallesons	PRC legal adviser
PricewaterhouseCoopers	certified public accountant

7. CONSENTS

Each of the Joint Sponsors, PricewaterhouseCoopers as our independent reporting accountant, and King & Wood Mallesons as our PRC legal adviser, has given and has not withdrawn its respective written consents to the issue of this prospectus with the inclusion of their reports and/or letters the references to their names included herein in the form and context in which they are respectively included.

None of the experts named above has any shareholding interests in any member of our Bank or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Bank.

8. BINDING EFFECT

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

9. FINANCIAL ADVISER

We have engaged Guotai Junan Capital Limited as our financial adviser to provide financial advisory services in relation to the Global Offering. Principal functions performed by our financial adviser include: assisting the Bank in coordinating the work of other professional advisers; reviewing relevant documentation in relation to the Global Offering; and advising the Bank on positioning, valuation and matters related to marketing of the Global Offering including syndicate structuring, road show, and demand and pricing analysis for book building. The Joint Sponsors have not relied on the work performed by our financial adviser in relation to the Global Offering.

10. NO MATERIAL ADVERSE CHANGE

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

11. BILINGUAL PROSPECTUS

The English language and the Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided by section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

12. PARTICULARS OF THE SELLING SHAREHOLDERS

Certain particulars of the Selling Shareholders are set out as follows:

- (a) Anhui Energy Group Company Ltd., a company incorporated in the PRC whose registered office is the Energy Mansion, No. 76 Ma'anshan Road, Baohe District, Hefei City;
- (b) Anhui Credit Guaranty Group Company Ltd., a company incorporated in the PRC whose registered office is No. 200, West Changjiang Road, Hefei City; and
- (c) Anhui Guoyuan Holding (Group) Company Ltd., a company incorporated in the PRC whose registered office is No. 179, Shouchun Road, Luyang District, Hefei City.

The number of H Shares for sale will not be more than 129,691,000 H Shares (assuming full exercise of the Over-allotment Option).

E. MISCELLANEOUS

- (a) Save as disclosed in paragraph 1B of this Appendix, within the two years preceding the date of this prospectus: (i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash, and (ii) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any shares of our Bank.
- (b) No share or loan capital of our Bank is under option or is agreed conditionally or unconditionally to be put under option.
- (c) We have not issued nor agreed to issue any founder shares, management shares or deferred shares.
- (d) There are no arrangements under which future dividends are waived or agreed to be waived.
- (e) There are no procedures for the exercise of any right of pre-emption or transferability of subscription rights.
- (f) There are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business.
- (g) There have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months.
- (h) We have no outstanding convertible debt securities.
- (i) We currently do not intend to apply for the status of a Sino-foreign investment joint stock limited company and do not expect to be subject to the Sino-foreign Joint Venture Law of the PRC.