

IMPORTANT: If you are in doubt about any of the contents of this prospectus, you should obtain independent professional advice.

 **中国光大银行**
CHINA EVERBRIGHT BANK
China Everbright Bank Company Limited
中國光大銀行股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

GLOBAL OFFERING

Number of Offer Shares in the Global Offering	:	5,080,000,000 H Shares (subject to the Offer Size Adjustment Option and the Over-allotment Option)
Number of Offer Shares in the International Offering	:	4,826,000,000 H Shares (subject to adjustment and the Offer Size Adjustment Option and the Over-allotment Option)
Number of Hong Kong Offer Shares	:	254,000,000 H Shares (subject to adjustment and the Offer Size Adjustment Option)
Maximum Offer Price	:	HK\$4.27 per H Share, plus 1% brokerage, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal Value	:	RMB1.00 per H Share
Stock Code	:	6818

Joint Global Coordinators



Morgan Stanley



Joint Sponsors



Morgan Stanley



Joint Bookrunners



Morgan Stanley



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in "Appendix VIII – Documents Delivered to the Registrar of Companies and Available for Inspection," has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Hong Kong Companies Ordinance. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

We are incorporated, and substantially all of our businesses are located, in the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between the mainland of the PRC and Hong Kong and that there are different risk factors relating to investment in PRC-incorporated businesses. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of our Shares. Such differences and risk factors are set out in the sections headed "Risk Factors," "Appendix V – Summary of Principal Legal and Regulatory Matters" and "Appendix VI – Summary of Articles of Association."

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Global Coordinators (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. See "Underwriting – Grounds for Termination of the Hong Kong Underwriting Agreement."

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or around December 13, 2013 and, in any event, not later than December 19, 2013. The Offer Price will be no more than HK\$4.27 per Offer Share and is currently expected to be no less than HK\$3.83 per Offer Share unless otherwise announced. If, for whatever reason, the Offer Price is not agreed by December 19, 2013 between the Underwriters and us, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

The Joint Global Coordinators (on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative offer price range stated in this prospectus (which is HK\$3.83 to HK\$4.27 per H Share) at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Offer Shares and/or the indicated offer price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and our Company at www.cebbank.com. Further details are set forth in the sections entitled "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares."

December 10, 2013