
DEFINITIONS AND CONVENTIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below.

“A Share(s)”	domestic share(s) of our Bank, with a nominal value of RMB1.00 each, which is (are) listed on the Shanghai Stock Exchange (SH Stock Code: 601818) and traded in RMB
“A Share Offering”	the initial public offering of our A Shares in the PRC on August 10, 2010 and the A Shares were listed on the Shanghai Stock Exchange on August 18, 2010
“Application Form(s)”	WHITE, YELLOW and GREEN application form(s) or, where the context so requires, any of them
“Articles of Association”	Articles of Association of our Bank, as constituted and amended from time to time. Except where the context otherwise requires, the Articles of Association refers to our Articles of Association as amended in our Shareholders meeting held on March 29, 2013 which have been approved by the CBRC and will come into effect upon our H Share listing
“ATM”	automated teller machine
“AUM”	assets under management
“Basel I”	1988 Basel Capital Accord
“Basel II” or “New Basel Capital Accord”	the Revised Basel Capital Framework promulgated in June 2004
“Basel III”	the newest Basel Capital Accord promulgated in December 2010
“Big Four”	Industrial and Commercial Bank of China, Agricultural Bank of China, Bank of China and China Construction Bank
“CAGR”	compound annual growth rate
“Capital Adequacy Regulations”	the Administrative Measures on the Capital Adequacy Ratio of Commercial Banks (商業銀行資本充足率管理辦法), as promulgated by the CBRC on February 23, 2004, effective as of March 1, 2004 and amended on July 3, 2007, superseded by the Rules Governing Capital Management of Commercial Banks (Provisional) (商業銀行資本管理辦法(試行)) which became effective on January 1, 2013
“CBRC”	China Banking Regulatory Commission (中國銀行業監督管理委員會)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant

DEFINITIONS AND CONVENTIONS

“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual, joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, but excluding for the purpose of this prospectus only, except where the context requires, Hong Kong, Macau and Taiwan
“China Everbright (Group)”	China Everbright (Group) Corporation (中國光大(集團)總公司), a company incorporated under the laws of the PRC on November 12, 1990 and a Shareholder of our Bank
“China Everbright Holdings”	China Everbright Holdings Company Limited (中國光大集團有限公司), a company funded by the State Council and was established in Hong Kong in May 1983 as a company limited by shares with an issued share capital of HK\$500 million. China Everbright Limited, a Shareholder of our Bank, is a subsidiary of China Everbright Holdings
“China Everbright Limited”	China Everbright Limited (中國光大控股有限公司), the predecessor of which was IHD Holding Ltd. (明輝發展有限公司), a company incorporated under the laws of Hong Kong on August 25, 1972 and listed on the Hong Kong Stock Exchange in February 1973 (HK Stock Code: 00165). The controlling interest of IHD Holding Ltd. was acquired by China Everbright Holdings in 1994 and it was renamed as China Everbright Limited in 1997. It is a Shareholder of our Bank
“China Reinsurance”	China Reinsurance (Group) Corporation (中國再保險(集團)股份有限公司), a company incorporated under the laws of the PRC in October 2007 and a Shareholder of our Bank
“China UnionPay”	China UnionPay Co., Ltd. (中國銀聯股份有限公司), a bank card association in the PRC established in March 2002 under the approval of the State Council and the PBOC, in which we hold a 2.56% shareholding as of September 30, 2013
“CIRC”	China Insurance Regulatory Commission (中國保險監督管理委員會)
“Co-Lead Managers”	China Merchants Securities (HK) Co., Limited and CCB International Capital Limited
“CRS”	cash recycle system, an automatic banking machine that provides both cash withdrawal and cash deposit services

DEFINITIONS AND CONVENTIONS

“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s),” “Board of Directors” or “Board”	director(s) or the board of directors of our Bank, respectively
“EVA”	economic value added
“Everbright Finance”	Everbright Finance Limited (光大財務有限公司), a company incorporated under the laws of Hong Kong on April 12, 1994 and a subsidiary of China Everbright Holdings
“Everbright Financial Holding Asset Management”	Everbright Financial Holding Asset Management Co., Ltd. (光大金控資產管理有限公司), a company incorporated under the laws of the PRC on June 8, 2009 and a wholly owned subsidiary of China Everbright (Group)
“Everbright Financial Leasing”	Everbright Financial Leasing Co., Ltd. (光大金融租賃股份有限公司), a company incorporated under the laws of the PRC on May 19, 2010 and a non-wholly owned subsidiary of our Bank
“Everbright Pramerica Fund Management”	Everbright Pramerica Fund Management Co., Ltd. (光大保德信基金管理有限公司), a company incorporated under the laws of the PRC on April 22, 2004 and a non-wholly owned subsidiary of Everbright Securities
“Everbright Securities”	Everbright Securities Co., Ltd. (光大證券股份有限公司), a company incorporated under the laws of the PRC on April 23, 1996 and listed on the Shanghai Stock Exchange in 2009 (SH Stock Code: 601788) and owned as to 33.92% by China Everbright (Group) and 33.33% by China Everbright Limited as of June 30, 2013
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“GREEN Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider Computershare Hong Kong Investor Services Limited
“H Share(s)”	foreign share(s) listed overseas in the share capital of our Bank, with a nominal value of RMB1.00 each, which is (are) to be subscribed for and traded in HK dollars and for which an application will be made for listing and permission to trade on the Hong Kong Stock Exchange
“Head Office”	headquarters of our Group located in Beijing
“HKD” or “HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS AND CONVENTIONS

“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong” or “HK”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended from time to time)
“Hong Kong Offer Shares”	the H Shares offered pursuant to the Hong Kong Public Offering
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in “Underwriting – Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 9, 2013 relating to the Hong Kong Public Offering entered into among us, the Joint Global Coordinators, the Hong Kong Underwriters, UBS Securities Hong Kong Limited and ABCI Capital Limited, as further described in “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Hong Kong Underwriting Agreement”
“Huai’an Everbright Village Bank”	Jiangsu Huai’an Everbright Village Bank Co., Ltd. (江蘇淮安光大村鎮銀行股份有限公司), a company incorporated under the laws of the PRC on February 1, 2013 and a non wholly-owned subsidiary of our bank
“Huijin”	Central Huijin Investment Ltd. (中央匯金投資有限責任公司)
“IAS 39”	International Accounting Standard 39 “Financial Instruments: Recognition and Measurement” and its interpretations by the IASB
“IASB”	the International Accounting Standards Board
“IFRS”	International Accounting Standards, International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board
“independent third party” or “independent third parties”	person(s) or company(ies) who/which is/are not connected with (within the meaning of the Listing Rules) and is/are independent of the directors, chief executives and substantial shareholders of the Bank and its subsidiaries or any of their respective associates
“International Offering”	the conditional placement by the International Underwriters of the International Offer Shares, as further described in “Structure of the Global Offering”
“International Offer Shares”	the H Shares offered pursuant to the International Offering
“International Underwriters”	the underwriters of the International Offering expected to enter into the International Underwriting Agreement to underwrite the International Offering

DEFINITIONS AND CONVENTIONS

“International Underwriting Agreement”	the underwriting agreement relating to the International Offering to be entered into among us, the Joint Global Coordinators and the International Underwriters on or around the Price Determination Date, as further described in “Underwriting – Underwriting Arrangements and Expenses – International Offering”
“Joint Bookrunners”	China International Capital Corporation Hong Kong Securities Limited, UBS AG, Hong Kong Branch, Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering), Morgan Stanley & Co. International plc (in relation to the International Offering), China Everbright Securities (HK) Limited, BNP Paribas Securities (Asia) Limited, BOCI Asia Limited, ABCI Capital Limited, Daiwa Capital Markets Hong Kong Limited, Haitong International Securities Company Limited and Essence International Securities (Hong Kong) Limited
“Joint Global Coordinators”	China International Capital Corporation Hong Kong Securities Limited, UBS AG, Hong Kong Branch, Morgan Stanley Asia Limited and China Everbright Securities (HK) Limited
“Joint Sponsors”	China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, Morgan Stanley Asia Limited, China Everbright Capital Limited, BNP Paribas Securities (Asia) Limited and BOCI Asia Limited
“Large Commercial Banks”	Industrial and Commercial Bank of China, Agricultural Bank of China, Bank of China, China Construction Bank and Bank of Communications
“Latest Practicable Date”	December 2, 2013, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“LGFV”	local government financing vehicle
“LIBOR”	London Inter-Bank Offer Rate (normally overnight to one year)
“Listing”	the listing of the Company
“Listing Date”	the date, expected to be on December 20, 2013 on which dealings in the H Shares first commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“NAO”	National Audit Office of the PRC (中華人民共和國審計署)
“National Joint Stock Commercial Banks”	China Merchants Bank, China CITIC Bank, Huaxia Bank, China Guangfa Bank, Ping An Bank, Shanghai Pudong Development Bank, Industrial Bank, China Minsheng Bank, Evergrowing Bank, China Zheshang Bank, China Bohai Bank and our Bank

DEFINITIONS AND CONVENTIONS

“NBSC”	National Bureau of Statistics of China (中華人民共和國國家統計局)
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NPL ratio”	the percentage ratio calculated by dividing non-performing loans by total loans
“OFAC”	US Treasury Department’s Office of Foreign Assets Control
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of the brokerage fee, SFC transaction levy and Hong Kong Stock Exchange trading fee) at which the Offer Shares are to be subscribed, to be determined in the manner further described in “Structure of the Global Offering – Pricing of the Global Offering”
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional H Shares being issued pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option
“Offer Size Adjustment Option”	the option granted by us under the Hong Kong Underwriting Agreement and expected to be granted by us under the International Underwriting Agreement, respectively, exercisable by the Joint Global Coordinators on behalf of the Underwriters on or before the Price Determination Date, pursuant to which our Bank may be required to issue additional H Shares representing in aggregate up to 15% of the initial number of Offer Shares at the Offer Price to cover additional market demand if any
“Over-allotment Option”	the option expected to be granted by us to the Joint Global Coordinators on behalf of the International Underwriters under the International Underwriting Agreement, pursuant to which our Bank may be required by the Joint Global Coordinators to issue up to 762,000,000 additional H Shares, representing approximately 15% of the initial number of Offer Shares, at the Offer Price, to cover over-allocations in the International Offering
“PBOC”	People’s Bank of China (中國人民銀行)
“Ping An Insurance Co.”	Ping An Insurance (Group) Company of China, Ltd. (中國平安保險(集團)股份有限公司), a company incorporated under the laws of the PRC in March, 1988 and listed on the Hong Kong Stock Exchange (HK Stock Code: 02318) and the Shanghai Stock Exchange (SH Stock Code: 601318), and independent of our Bank, Directors, substantial Shareholder(s), and their respective associates
“POS”	point of sale, a checkout counter in a shop or any location where a transaction occurs

DEFINITIONS AND CONVENTIONS

“PRC Company Law”	the Company Law of the PRC, as amended and adopted by the Standing Committee of the Tenth National People’s Congress of the PRC on October 27, 2005 and effective on January 1, 2006, as amended, supplemented or otherwise modified from time to time
“PRC GAAP”	the PRC Accounting Standards and Accounting Regulations for Business Enterprises promulgated by the MOF on February 15, 2006 and its supplementary regulations
“Price Determination Date”	the date, expected to be on or around December 13, 2013, and in any event no later than December 19, 2013, on which the Offer Price is fixed for the purposes of the Global Offering
“Promoter(s)”	the promoters of our Bank, comprising a total of 131 companies, including China Everbright (Group), China National Tobacco Corporation Yunnan Company and Asian Development Bank, or any of them
“Proposed Restructuring”	The proposed restructuring of Huijin’s shareholding in our Bank as described in “Our History, Restructuring and Operational Reform – Proposed Restructuring.”
“QDIIs”	qualified domestic institutional investors in the PRC, which are licensed by the CSRC to invest in foreign securities markets
“QFIIs”	qualified foreign institutional investors licensed by the CSRC to invest in RMB-denominated shares listed on China’s domestic securities exchanges
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A
“RAROC”	Risk-Adjusted Return On Capital
“Regulation S”	Regulation S under the US Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)

DEFINITIONS AND CONVENTIONS

“Shaoshan Everbright Village Bank”	Shaoshan Everbright Village Bank Co., Ltd. (韶山光大村鎮銀行股份有限公司), a company incorporated under the laws of the PRC on September 24, 2009 and a non-wholly owned subsidiary of our Bank
“Share(s)”	ordinary share(s) of nominal value of RMB1.00 each in the share capital of our Company, including both A Shares and H Shares
“Shareholder(s)”	holder(s) of the Shares
“SHIBOR”	Shanghai Inter-bank Offered Rate, a daily reference rate published by the National Inter-bank Funding Center
“SME” or “SMEs”	small- and medium-sized enterprise(s)
“Special Regulations”	the Special Regulations on the Overseas Offering and the listing of Shares by Joint Stock Limited Companies, as promulgated by the State Council on August 4, 1994
“SSF”	National Council for Social Security Fund of the PRC (全國社會保障基金理事會)
“State Council”	the PRC State Council (中華人民共和國國務院)
“Sun Life Everbright”	Sun Life Everbright Life Insurance Co., Ltd. (光大永明人壽保險有限公司), a company incorporated under the laws of the PRC on April 22, 2002 and a non-wholly owned subsidiary of China Everbright (Group)
“Supervisor(s)” or “Board of Supervisors”	supervisor(s) or the board of supervisors of our Bank
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States,” “US” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$,” “U.S.\$,” “US dollars” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“US Securities Act”	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“White Form eIPO”	the application for Hong Kong Offer Shares to be lodged in the applicant’s own name by submitting applications online through the designated website at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“WTO”	World Trade Organization

DEFINITIONS AND CONVENTIONS

In this prospectus references to:

- the “Bank,” “Company,” “our Company,” “we,” “us,” “our,” “our Bank” and “our Group” refer to China Everbright Bank Company Limited, as applicable, and except as the context may otherwise require, the subsidiaries of China Everbright Bank Company Limited;
- a “business day” is a day that is not Saturday, Sunday or public holiday in Hong Kong; and
- the terms “associate(s),” “connected person(s),” “connected transaction(s),” “controlling shareholder(s),” “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

In this prospectus, we define the geographical regions of China to which we refer for the purpose of describing our branch network and presenting certain results of operations and financial conditions as follows:

Geographical regions	Branches	
“Yangtze River Delta”	<ul style="list-style-type: none"> • Shanghai Municipality • City of Hangzhou • City of Wuxi 	<ul style="list-style-type: none"> • City of Suzhou • City of Ningbo • City of Nanjing
“Pearl River Delta”	<ul style="list-style-type: none"> • City of Guangzhou • City of Fuzhou • City of Haikou 	<ul style="list-style-type: none"> • City of Shenzhen • City of Xiamen
“Bohai Rim”	<ul style="list-style-type: none"> • Beijing Municipality • City of Jinan • City of Shijiazhuang 	<ul style="list-style-type: none"> • City of Qingdao • Tianjin Municipality • City of Yantai
“Central China”	<ul style="list-style-type: none"> • City of Changsha • City of Hefei • City of Taiyuan 	<ul style="list-style-type: none"> • City of Wuhan • City of Zhengzhou • City of Nanchang
“Northeastern China”	<ul style="list-style-type: none"> • Heilongjiang Province • City of Shenyang 	<ul style="list-style-type: none"> • City of Changchun • City of Dalian
“Western China”	<ul style="list-style-type: none"> • Chongqing Municipality • City of Chengdu • City of Nanning • City of Urumqi • City of Guiyang 	<ul style="list-style-type: none"> • City of Xi’an • City of Kunming • City of Hohhot • City of Lanzhou