

The information set forth in this appendix does not form part of the Accountants' Report prepared by the Group's independent reporting accountants, KPMG, Certified Public Accountants, Hong Kong, as set forth in Appendix I to this prospectus, and is included herein for illustrative purpose only.

The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this prospectus and the Accountants' Report set forth in Appendix I to this prospectus.

(A) UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following statement of unaudited pro forma adjusted consolidated net tangible assets of the Group is prepared based on the consolidated net tangible assets of the Group as of September 30, 2013, as shown in the Unaudited Interim Financial Information, the text of which is set out in Appendix II to this prospectus, adjusted as described below.

The statement of unaudited pro forma adjusted consolidated net tangible assets has been prepared to show the effect on the consolidated net tangible assets of the Group as of September 30, 2013 as if the Global Offering had occurred on September 30, 2013.

The statement of unaudited pro forma adjusted consolidated net tangible assets of the Group has been prepared for illustrative purposes only and, as a result, may not give a true picture of the financial position of the Group following the completion of the Global Offering.

	Consolidated	Estimated net	Unaudited pro	Unaudited pro	
	net tangible		forma adjusted	forma adjusted	consolidated
	assets as at	proceeds from	consolidated net	net tangible	asset value
	September 30,	the Global	tangible	asset value	per share ⁽⁴⁾
	2013 ⁽¹⁾	Offering ⁽²⁾	assets ⁽³⁾		
	RMB Million	RMB Million	RMB Million	RMB	HK\$ ⁽⁵⁾
Based on the offer price of HK\$3.83 per Offer Share	130,312	15,058	145,370	3.19	4.03
Based on the offer price of HK\$4.27 per Offer Share	130,312	16,800	147,112	3.23	4.08

Notes:

- (1) The consolidated net tangible assets as of September 30, 2013 is compiled based on the unaudited consolidated financial information included in the Unaudited Interim Financial Information set out in Appendix II to the prospectus, which is based on the unaudited consolidated net assets attributable to our equity shareholders as of September 30, 2013 of RMB132,136 million with an adjustment for intangible assets and goodwill of RMB543 million and RMB1,281 million, respectively, as of September 30, 2013.
- (2) The estimated net proceeds from the Global Offering are based on the offer price of HK\$3.83 per H share to HK\$4.27 per H Share and the assumption that there are 5,080,000,000 newly issued H Shares in the Global Offering, after deduction of the underwriting fees and other related expenses payable by us, assuming that neither the Offer-Size Adjustment Option nor the Over-allotment Option is exercised and without taking into account any discretionary incentive fees.
- (3) The unaudited pro forma adjusted consolidated net tangible assets do not take into account the financial results for the period from and including October 1, 2013 to the date immediately preceding the Listing Date.
- (4) The unaudited pro forma adjusted consolidated net tangible assets per Share is arrived at after the adjustments referred to in note 1 above and on the basis that 45,514,790,000 Shares are issued and outstanding following the completion of the Global Offering and that the Offer Size Adjustment Option and Over-allotment Option are not exercised.
- (5) The conversion of Renminbi into Hong Kong dollars has been made at the rate of RMB0.79103 to HK\$1.00, the exchange rate set by the PBOC prevailing on November 29, 2013. No representation is made that the Hong Kong dollar amounts have been, could have been or could be converted to Renminbi, or vice versa, at that rate, or at any other rate or at all.

**(B) INDEPENDENT REPORTING ACCOUNTANT’S ASSURANCE REPORT ON THE
COMPILATION OF PRO FORMA FINANCIAL INFORMATION**

The following is the text of a report received from the independent reporting accountants, KPMG, Certified Public Accountants, Hong Kong, prepared for the purpose of incorporation in this prospectus, in respect of the Group’s unaudited pro forma financial information relating to the adjusted consolidated net tangible assets.



8th Floor
Prince’s Building
10 Chater Road
Central
Hong Kong

December 10, 2013

TO THE DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED

We have completed our assurance engagement to report on the compilation of pro forma financial information of China Everbright Bank Company Limited (the “Bank”) and its subsidiaries (collectively the “Group”) by the directors of the Bank (the “Directors”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted net tangible assets as at 30 September 2013 and related notes as set out in Part A of Appendix IV to the prospectus dated December 10, 2013 (the “Prospectus”) issued by the Bank. The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described in Part A of Appendix IV to the Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed offering of the ordinary shares of the Bank (the “Global Offering”) on the Group’s financial position as at 30 September 2013 as if the Global Offering had taken place at 30 September 2013. As part of this process, information about the Group’s financial position as at 30 September 2013 has been extracted by the Directors from the Group’s historical financial statements included in the Unaudited Interim Financial Information as set out in Appendix II to the Prospectus.

Directors’ Responsibilities for the Pro Forma Financial Information

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“AG 7”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

Reporting Accountants’ Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements (“HKSAE”) 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules, and with reference to AG 7 issued by the HKICPA.

For purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of events or transactions as at 30 September 2013 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants’ judgement, having regard to the reporting accountants’ understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our procedures on the pro forma financial information have not been carried out in accordance with attestation standards or other standards and practices generally accepted in the United States of America, auditing standards of the Public Company Accounting Oversight Board (United States) or any overseas standards and accordingly should not be relied upon as if they had been carried out in accordance with those standards and practices.

We make no comments regarding the reasonableness of the amount of net proceeds from the issuance of the Bank’s shares, the application of those net proceeds, or whether such use will actually take place as described in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

Opinion

In our opinion:

- a) the pro forma financial information has been properly compiled on the basis stated;
- b) such basis is consistent with the accounting policies of the Group, and
- c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,

KPMG

Certified Public Accountants

Hong Kong