
INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus, for which our Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to our Bank. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information in this prospectus is accurate and complete in all material respect and not misleading or deceptive, and there are no other facts the omission of which would make any statement in this prospectus materially misleading.

CSRC AND CBRC APPROVALS

We have obtained approvals from the CSRC and the CBRC on 4 March 2014 and 30 December 2013, respectively, for the Global Offering and the making of the application to list the H Shares on the Hong Kong Stock Exchange. In granting such approval, the CSRC and the CBRC accept no responsibility for the financial soundness of us or for the accuracy of any of the statements made or opinions expressed in this prospectus or in the Application Forms.

INFORMATION OF THE GLOBAL OFFERING AND UNDERWRITING

This prospectus is published solely in connection with the Hong Kong Public Offering, which forms part of the Global Offering. Neither the delivery of this prospectus nor any subscription or acquisition made under it shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus or that the information in it is correct subsequent to the date of such information.

For applicants under the Hong Kong Public Offering, this prospectus and the related Application Forms contain the terms and conditions of the Hong Kong Public Offering.

The listing of our H Shares on the Hong Kong Stock Exchange is sponsored by the Joint Sponsors. The Global Offering is managed by the Joint Global Coordinators. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters listed in "Underwriting", subject to agreement on the offer price between us and the Joint Global Coordinators (on behalf of the Underwriters). The International Offering is expected to be fully underwritten by the International Underwriters. For further details about the Underwriters and the underwriting arrangements, see "Underwriting".

The Offer Shares are offered for subscription or sale solely on the basis of the information contained and representations made in this prospectus and related Application Forms, and on the terms and subject to the conditions set out herein and therein. No person is authorised in connection with the Global Offering to give any information, or to make any representation, not contained in this prospectus, and any information or representation not contained in this prospectus must not be relied upon as having been authorised by our Bank, the Selling Shareholders, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their respective directors, officers, employees, advisors, agents or representatives or any other persons or parties involved in the Global Offering. For further details of the structure of the Global Offering, including its conditions, and the procedures for applying for Hong Kong Offer Shares, see "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" and the relevant Application Forms.

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RESTRICTIONS ON OFFER AND SALE OF THE OFFER SHARES

Each person acquiring the Hong Kong Offer Shares under the Hong Kong Public Offering will be required to confirm, or by his/her acquisition of Hong Kong Offer Shares be deemed to confirm, that he/she is aware of the restrictions on offers and sales of the Offer Shares described in this prospectus.

No action has been taken to permit a public offering of the Offer Shares in any jurisdiction other than in Hong Kong, or the distribution of this prospectus and/or the related Application Forms in any jurisdiction other than Hong Kong. Accordingly, this prospectus and/or the related Application Forms may not be used for the purpose of, and does not constitute an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus and/or the related Application Forms and the offering and sale of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorisation by the relevant securities regulatory authorities or an exemption therefrom.

SELLING SHAREHOLDERS

Our state-owned shareholders (the “Selling Shareholders”) are required to reduce their shareholding in the Global Offering pursuant to the relevant PRC regulations relating to reduction of state-owned shares. Particulars of the Selling Shareholders are as follows:

Name	Number of Sale Shares (assuming the Over- allotment Option is not exercised)	Number of Sale Shares (assuming the Over- allotment Option is exercised in full)
1 Harbin Economic Development	270,606,446	311,196,922
2 The Finance Bureau of Acheng, Harbin (哈爾濱市阿城區財政局)	837,407	963,016
3 ICBC Heilongjiang Province Branch Banking Department (中國工商銀行股份有限公司黑龍江分行營業部)	352,485	405,357
4 the Finance Bureau of Daoli, Harbin (哈爾濱市道裡區財政局)	348,938	401,278
5 the Finance Bureau of Nangang, Harbin (哈爾濱市南崗區財政局)	340,875	392,005
6 China Guangfa Bank (廣發銀行股份有限公司)	275,968	317,363
7 Harbin Daowai Investment Co. Ltd. (哈爾濱市道外投資有限責任公司)	185,920	213,808
8 Harbin Science and Technology Venture Capital Centre (哈爾濱市科技風險投資中心)	182,403	209,763
9 Tsingtao Brewery (Harbin) Co. Ltd. (青島啤酒(哈爾濱)有限公司)	169,493	194,917
10 Heilongjiang Overseas Chinese Remittance Service Company (黑龍江省華僑旅遊僑匯服務公司)	166,378	191,334
11 Heilongjiang Science and Technology Information Centre (黑龍江省科學技術諮詢中心)	123,585	142,122
12 China Cinda Asset Management Co., Ltd. (中國信達資產管理股份有限公司)	115,702	133,057
13 China Life Investment Holding Company Limited (國壽投資控股有限公司)	108,491	124,764

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Name	Number of Sale Shares (assuming the Over- allotment Option is not exercised)	Number of Sale Shares (assuming the Over- allotment Option is exercised in full)
14 PICC Investment Holding Company Limited (人保投資控股有限公司)	106,500	122,475
15 Family Life Guide Press (家庭生活指南雜誌社)	95,973	110,369
16 Harbin Industry and Commerce Administration Cadre School (哈爾濱市工商行政管理幹部學校)	95,606	109,947
17 China Jianyin Investment Limited (中國建銀投資有限責任公司)	92,020	105,823
18 Agricultural Bank of China Limited (中國農業銀行股份有限公司)	79,909	91,895
19 Heilongjiang Federation of Social Science (黑龍江省社會科學界聯合會)	77,236	88,821
20 Heilongjiang Xingsui Hotel (哈爾濱市興歲賓館)	67,688	77,841
21 Heilongjiang Branch of Bank of China Limited (中國銀行股份有限公司黑龍江省分行)	65,598	75,438
22 Heilongjiang Branch of China Everbright Bank Co., Ltd. (中國光大銀行股份有限公司黑龍江省分行)	61,403	70,614
23 the Finance Bureau of Xiangfang, Harbin (哈爾濱市香坊區財政局)	58,923	67,761
24 Harbin Local Taxation Cadre Training Centre (哈爾濱市地稅幹部培訓中心)	58,406	67,167
25 Harbin Institute of Technology (哈爾濱工業大學)	49,495	56,919
26 Harbin Housing Property Guarantee Co., Ltd. (哈爾濱房屋置業擔保有限公司)	49,427	56,841
27 Harbin Finance University (哈爾濱金融學院)	40,090	46,103
28 Harbin Industrial Investment Group Co., Ltd. (哈爾濱工業投資集團有限公司)	23,150	26,622
29 Harbin New City Integrated Development Company (哈爾濱市新發城市建設綜合開發公司)	21,629	24,874
30 Harbin Pharmaceutical Group Holding Co., Ltd. (哈藥集團有限公司)	12,856	14,784

APPLICATION FOR LISTING OF THE H SHARES ON THE HONG KONG STOCK EXCHANGE

We have applied to the Listing Committee for the granting of listing of, and permission to deal in, (i) our H Shares to be issued pursuant to the Global Offering (including the additional H Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (ii) the H Shares which will be converted from Domestic Shares of the Selling Shareholders and which will be sold for the benefit of the NSSF pursuant to the relevant PRC regulations relating to reduction of State-owned shares.

Save as disclosed in the prospectus, no part of our shares is listed or dealt in on any other stock exchange and no such listing or permission to list is being or is proposed to be sought in the near future.

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PROFESSIONAL TAX ADVICE RECOMMENDED

If you are unsure about the taxation implications of subscribing for, purchasing, holding, disposing of, or dealing in our H Shares or exercising any rights attached to them, you should consult an expert. It is emphasised that none of us, the Selling Shareholders, the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, their respective directors, officers, employees, advisors, agents or representatives nor any other person involved in the Global Offering accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposing of, or dealing in our H Shares or exercising any rights attached to them.

STABILISATION

In connection with the Global Offering, the Stabilising Manager or any person acting for them, on behalf of the Underwriters, may over-allocate or effect short sales or any other stabilising transactions with a view to stabilising or maintaining the market price of the H Shares at a level higher than that which might otherwise prevail in the open market. See “Structure of the Global Offering – The International Offering – Stabilisation”.

PROCEDURE FOR APPLICATION FOR HONG KONG OFFER SHARES

The procedures for applying for the Hong Kong Offer Shares are set out in the section headed “How to Apply for Hong Kong Offer Shares” of this prospectus and in the Application Forms.

STRUCTURE AND CONDITIONS OF THE GLOBAL OFFERING

Particulars of the structure of the Global Offering, including its conditions, are set out in the section of this prospectus headed “Structure of the Global Offering.”

REGISTER OF MEMBERS AND STAMP DUTY

All of the H Shares issued pursuant to applications made in the Global Offering will be registered on our H Share register to be maintained in Hong Kong by our H Share Registrar, Computershare Hong Kong Investor Services Limited. Our principal register of members will be maintained by us at our headquarters in the PRC.

Dealings in the H Shares registered in our H Share register will be subject to Hong Kong stamp duty.

REGISTRATION OF SUBSCRIPTION, PURCHASE AND TRANSFER OF H SHARES

We have instructed Computershare Hong Kong Investor Services Limited, our H Share Registrar, and it has agreed, not to register the subscription, purchase or transfer of any H Shares in the name of any particular holder unless and until the holder delivers a signed form to our H Share Registrar in respect of those H Shares bearing statements to the effect that the holder:

- agrees with us and each of our Shareholders, and we agree with each Shareholder, to observe and comply with the Company Law, the Special Regulations and our Articles of Association;
- agrees with us, each of our Shareholders, Directors, Supervisors, managers and officers, and we acting for ourselves and for each of our Directors, Supervisors, managers and officers agrees with each of our Shareholders to refer all disputes and claims concerning our affairs

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and arising from any rights or obligations conferred or imposed by the Articles of Association, the Company Law or other relevant laws or other relevant laws and administrative regulations to arbitration in accordance with our Articles of Association, and any reference to arbitration shall be deemed to authorise the arbitration tribunal to conduct hearings in open session and to publish its award. Such arbitration shall be final and conclusive;

- agrees with us and each of our Shareholders that the H Shares are freely transferable by the holders thereof; and
- authorises us to enter into a contract on his or her behalf with each of our Directors, Supervisors, managers and officers whereby such Directors, Supervisors, managers and officers undertake to observe and comply with their obligations to our Shareholders as stipulated in our Articles of Association.

H SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the granting of listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange and our compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Hong Kong Stock Exchange or any other date as determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Investors should seek the advice of their stockbroker or other professional advisors for the details of the settlement arrangements as such arrangements may affect their rights and interests. All necessary arrangements have been made for the H Shares to be admitted into CCASS.

CURRENCY TRANSLATIONS

Unless otherwise specified, amounts denominated in RMB and US\$ have been translated, for the purpose of illustration only, into Hong Kong dollars in this prospectus at the following rates:

HK\$1.00: RMB0.79004 (the medium rate set by the SAFE for foreign exchange transactions prevailing on 10 March 2014); and

HK\$7.7605: US\$1.00 (the exchange rate in effect on 7 March 2014 set forth in the weekly statistical release of the Federal Reserve Board of the United States on 10 March 2014).

No representation is made that any amounts in RMB, US\$ or HK\$ can be or could have been at the relevant dates converted at the above rates or any other rates or at all.

LANGUAGE

If there is any inconsistency between this prospectus and the Chinese translation of this prospectus, this prospectus shall prevail.

ROUNDING

Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding.