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## OUR CORPORATE INVESTORS

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### THE CORNERSTONE PLACING

We have entered into cornerstone investment agreements with the following investors (the “Cornerstone Investors”, and each a “Cornerstone Investor”), pursuant to which the Cornerstone Investors in aggregate have agreed to subscribe at the Offer Price for such number of Offer Shares that may be subscribed with US\$512.8 million (approximately HK\$3,979.6 million) (rounded down to the nearest whole board lot) (the “Cornerstone Placing”). Assuming an Offer Price of HK\$2.89 (being the low-end of the Offer Price range shown in this prospectus), the total number of Offer Shares to be subscribed or purchased for by the Cornerstone Investors would be 1,377,015,000, representing approximately (i) 12.52% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 12.07% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming an Offer Price of HK\$3.11 (being the mid-point of the Offer Price range shown in this prospectus), the total number of H Shares to be subscribed for by the Cornerstone Investors would be 1,279,605,000, representing approximately (i) 11.64% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 11.22% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming an Offer Price of HK\$3.33 (being the high-end of the Offer Price range shown in this prospectus), the total number of Offer Shares to be subscribed for by the Cornerstone Investors would be 1,195,066,000, representing approximately (i) 10.87% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 10.48% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option.

To the best knowledge of the Bank, each of the Cornerstone Investors is an independent third party, independent of each other, not our connected person and not an existing shareholder of the Bank. Details of the actual number of Offer Shares to be allocated to the Cornerstone Investors will be disclosed in the allotment results announcement to be issued by the Bank on or around 28 March 2014.

The Cornerstone Placing forms part of the International Offering. The Offer Shares to be subscribed for by the Cornerstone Investors will rank *pari passu* in all respects with the other fully paid Offer Shares in issue and will be counted towards the public float of the Bank. None of the Cornerstone Investors will subscribe for any Offer Shares under the Global Offering (other than and pursuant to the respective cornerstone investment agreements). Immediately following the completion of the Global Offering, none of the Cornerstone Investors will have any board representation in our Bank, nor will any of the Cornerstone Investors become a substantial shareholder of the Bank (as defined under the Hong Kong Listing Rules). The Offer Shares to be subscribed for by the Cornerstone Investors will not be affected by any reallocation of the Offer Shares between the International Offering and the Hong Kong Public Offering described in “Structure of the Global Offering—The Hong Kong Public Offering”.

### Cornerstone Investors

We have entered into cornerstone investment agreements with each of the following Cornerstone Investors in respect of the Cornerstone Placing. The information about our Cornerstone Investors set forth below has been provided by the Cornerstone Investors in connection with the Cornerstone Placing:

#### 1. Fubon Life Insurance Co., Ltd.

Fubon Life Insurance Co., Ltd. (“Fubon Life”) has agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased for an aggregate amount of US\$289 million (approximately HK\$2,242.8 million) at the Offer Price. Assuming the Offer Price is fixed at HK\$2.89, being the low-end of the Offer Price range shown in this prospectus, Fubon Life will

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## OUR CORPORATE INVESTORS

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subscribe for approximately 776,050,000 Offer Shares, representing approximately (i) 7.06% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 6.80% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.11, being the mid-point of the Offer Price range shown in this prospectus, Fubon Life will subscribe for approximately 721,152,000 Offer Shares, representing approximately (i) 6.56% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 6.32% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.33, being the high-end of the Offer Price range shown in this prospectus, Fubon Life will subscribe for approximately 673,508,000 Offer Shares, representing approximately (i) 6.13% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 5.90% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option.

Fubon Life is a company incorporated in Taiwan, which is wholly owned and controlled by Fubon Financial Holdings Co., Ltd.. Its principal activities include investment, asset management and life insurance products.

### **2. CITIC Capital HB Investment L.P.**

CITIC Capital HB Investment L.P. (“CITIC Capital HB”) has agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased for an aggregate amount of US\$150 million (approximately HK\$1,164.1 million) at the Offer Price. Assuming the Offer Price is fixed at HK\$2.89, being the low-end of the Offer Price range shown in this prospectus, CITIC Capital HB will subscribe for approximately 402,794,000 Offer Shares, representing approximately (i) 3.66% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 3.53% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.11, being the mid-point of the Offer Price range shown in this prospectus, CITIC Capital HB will subscribe for approximately 374,300,000 Offer Shares, representing approximately (i) 3.40% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 3.28% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.33, being the high-end of the Offer Price range shown in this prospectus, CITIC Capital HB will subscribe for approximately 349,572,000 Offer Shares, representing approximately (i) 3.18% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 3.06% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option.

CITIC Capital HB is a limited partnership incorporated in the Cayman Islands, and is an entity that is managed by CITIC Capital Holdings Limited (“CITIC Capital”). CITIC Capital is an alternative investment management and advisory company primarily engaging in direct investment, real estate funds, structured finance, asset management and ventures with funds under management of over US\$4.3 billion.

### **3. China Fortune Finance Holdings Limited**

China Fortune Finance Holdings Limited (“China Fortune”) has agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased for an aggregate amount of US\$20 million (approximately HK\$155.2 million) at the Offer Price. Assuming the Offer Price is fixed at HK\$2.89, being the low-end of the Offer Price range shown in this prospectus,

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## OUR CORPORATE INVESTORS

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China Fortune will subscribe for approximately 53,705,000 Offer Shares, representing approximately (i) 0.49% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.47% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.11, being the mid-point of the Offer Price range shown in this prospectus, China Fortune will subscribe for approximately 49,906,000 Offer Shares, representing approximately (i) 0.45% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.44% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.33, being the high-end of the Offer Price range shown in this prospectus, China Fortune will subscribe for approximately 46,609,000 Offer Shares, representing approximately (i) 0.42% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.41% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option.

China Fortune is a company incorporated in 2011 under the laws of the Cayman Islands and is principally engaged in international trade (cable and metal materials), research and development of new energy materials and commercialisation of the research findings, and investment operations relating to microfinance. It is wholly and beneficially owned by Ms. Junyi Zhao, a PRC citizen and an independent third party.

#### **4. Wah Tao International Fund Limited**

Wah Tao International Fund Limited (“Wah Tao International”) has agreed to subscribe, or through one or more of its subsidiary(ies) to subscribe, for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased for an aggregate amount of US\$20 million (approximately HK\$155.2 million) at the Offer Price. Assuming the Offer Price is fixed at HK\$2.89, being the low-end of the Offer Price range shown in this prospectus, Wah Tao International will subscribe for approximately 53,705,000 Offer Shares, representing approximately (i) 0.49% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.47% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.11, being the mid-point of the Offer Price range shown in this prospectus, Wah Tao International will subscribe for approximately 49,906,000 Offer Shares, representing approximately (i) 0.45% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.44% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.33, being the high-end of the Offer Price range shown in this prospectus, Wah Tao International will subscribe for approximately 46,609,000 Offer Shares, representing approximately (i) 0.42% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.41% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option.

Wah Tao International is a company incorporated in Hong Kong, which is wholly owned and controlled by Jiang Tao. Its principal activities include investment holdings.

#### **5. Chongqing Tian Tai Real Estate Development Co., Ltd. (重慶天泰房地產開發有限責任公司)**

Chongqing Tian Tai Real Estate Development Co., Ltd. (“Chongqing Tian Tai”) has agreed to subscribe, or cause an asset manager and nominee that is a qualified domestic institutional investor (“QDII”) to

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## OUR CORPORATE INVESTORS

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subscribe, for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased for an aggregate amount of US\$13.8 million (approximately HK\$107.1 million) at the Offer Price. Assuming the Offer Price is fixed at HK\$2.89, being the low-end of the Offer Price range shown in this prospectus, Chongqing Tian Tai will subscribe for approximately 37,057,000 Offer Shares, representing approximately (i) 0.34% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.32% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.11, being the mid-point of the Offer Price range shown in this prospectus, Chongqing Tian Tai will subscribe for approximately 34,435,000 Offer Shares, representing approximately (i) 0.31% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.30% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.33, being the high-end of the Offer Price range shown in this prospectus, Chongqing Tian Tai will subscribe for approximately 32,160,000 Offer Shares, representing approximately (i) 0.29% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.28% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option.

Chongqing Tian Tai is a company incorporated in the PRC. Its ultimate controlling shareholder is Wang Wei. Chongqing Tian Tai is principally engaged in the include real estate development business.

### **6. Boom Win Holdings Limited**

Boom Win Holdings Limited (“Boom Win”) has agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased for an aggregate amount of US\$10 million (approximately HK\$77.6 million) at the Offer Price. Assuming the Offer Price is fixed at HK\$2.89, being the low-end of the Offer Price range shown in this prospectus, Boom Win will subscribe for approximately 26,852,000 Offer Shares, representing approximately (i) 0.24% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.24% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.11, being the mid-point of the Offer Price range shown in this prospectus, Boom Win will subscribe for approximately 24,953,000 Offer Shares, representing approximately (i) 0.23% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.22% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.33, being the high-end of the Offer Price range shown in this prospectus, Boom Win will subscribe for approximately 23,304,000 Offer Shares, representing approximately (i) 0.21% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.20% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option.

Boom Win is a company incorporated in BVI, which is wholly owned and controlled by Mr. Shu Cecheng and Mr. Shu Cewan. Its principal activities include investment holdings. Subsidiaries of Boom Win include Wuzhou International Holdings Limited (“Wuzhou International”), a listed company on the Hong Kong Stock Exchange. Mr. Shu Cecheng and Mr. Shu Cewan are the chairman and chief executive officer of Wuzhou International respectively. Wuzhou International is a market leader in development and operation of logistic industrial parks, specialised wholesale markets and multi-functional commercial complexes in China. Wuzhou International now has projects spread over 20 cities in 10 provinces/direct-controlled municipalities in China.

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## OUR CORPORATE INVESTORS

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### 7. Introwell Limited

Introwell Limited (“Introwell”) has agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased for an aggregate amount of US\$10 million (approximately HK\$77.6 million) at the Offer Price. Assuming the Offer Price is fixed at HK\$2.89, being the low-end of the Offer Price range shown in this prospectus, Introwell will subscribe for approximately 26,852,000 Offer Shares, representing approximately (i) 0.24% of the shares in issue upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.24% of the shares in issue upon the completion of the Global Offering, assuming full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.11, being the mid-point of the Offer Price range shown in this prospectus, Introwell will subscribe for approximately 24,953,000 Offer Shares, representing approximately (i) 0.23% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.22% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option. Assuming the Offer Price is fixed at HK\$3.33, being the high-end of the Offer Price range shown in this prospectus, Introwell will subscribe for approximately 23,304,000 Offer Shares, representing approximately (i) 0.21% of the shares in issue and outstanding upon the completion of the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 0.20% of the shares in issue upon the completion of the Global Offering, assuming the full exercise of the Over-allotment Option.

Introwell is a company incorporated in BVI, which is wholly owned and controlled by Mr. Chunyu Yongxiang. Its principal activities include investment holdings.

### Conditions Precedent

The subscription obligation of each Cornerstone Investor is subject to, among other things, the following conditions precedent (i) the Hong Kong Underwriting Agreement and the International Purchase Agreement having been entered into and having become unconditional (in accordance with their respective original terms or as subsequently varied by agreement of the parties thereto) and not having been terminated; and (ii) the Listing Committee of the Hong Kong Stock Exchange having granted the Listing of, and permission to deal in, the H shares and that such approval or permission has not been revoked.

### Restrictions on the Cornerstone Investors’ Investment

Each of the Cornerstone Investors has agreed that, without the prior written consent of the Bank and the relevant underwriter(s), it will not, whether directly or indirectly, at any time during the period of six (6) months following the Listing Date, dispose of (as defined in the relevant placing agreement) any of the H Shares or any interest in any company or entity holding any of the relevant H Shares, other than in certain limited circumstances such as transfers to any wholly owned subsidiary of such Cornerstone Investor provided that, among others, such wholly owned subsidiary undertakes to, and the Cornerstone Investor undertakes to procure that such subsidiary will, abide by the terms and restrictions imposed on the Cornerstone Investor.