

## IMPORTANT

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



**JILIN JIUTAI RURAL COMMERCIAL BANK CORPORATION LIMITED\***

**吉林九台農村商業銀行股份有限公司\***

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

### GLOBAL OFFERING

<b>Number of Offer Shares under the Global Offering</b>	<b>:</b>	<b>660,000,000 H Shares (including 600,000,000 H Shares to be offered by the Bank and 60,000,000 Sales Shares to be offered by the Selling Shareholders) (subject to the Over-allotment Option)</b>
<b>Number of International Offer Shares</b>	<b>:</b>	<b>594,000,000 H Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>:</b>	<b>66,000,000 H Shares (subject to adjustment)</b>
<b>Maximum Offer Price</b>	<b>:</b>	<b>HK\$4.76 per H Share (payable in full on application in Hong Kong dollars, subject to refund on final pricing), plus brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%</b>
<b>Nominal Value</b>	<b>:</b>	<b>RMB1.00 per H Share</b>
<b>Stock Code</b>	<b>:</b>	<b>6122</b>

*Sole Sponsor*



**Guotai Junan Capital Limited**

*Joint Global Coordinators*



**Guotai Junan Securities (Hong Kong) Limited**



**Guotai Junan Securities (Hong Kong) Limited**

*Joint Bookrunners*



*Joint Lead Managers*



**Guotai Junan Securities (Hong Kong) Limited**



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 and the documents specified in "Appendix VIII—Documents Delivered to the Registrar of Companies and Available for Inspection" have been registered by the Registrar of Companies in Hong Kong under Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be fixed by agreement between the Bank (for itself and on behalf of the Selling Shareholders) and the Sole Representative (for itself and on behalf of the Joint Bookrunners and the Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on or around Thursday, January 5, 2017 (Hong Kong Time) and, in any event, not later than Wednesday, January 11, 2017 (Hong Kong Time). The Offer Price will not be more than HK\$4.76 and is currently expected to be not less than HK\$4.54 unless otherwise announced. If, for any reason, the Offer Price is not agreed between the Bank (for itself and on behalf of the Selling Shareholders) and the Sole Representative (for itself and on behalf of the Joint Bookrunners and the Underwriters) by Wednesday, January 11, 2017, the Global Offering will not proceed.

The Sole Representative (for itself and on behalf of the Joint Bookrunners and Underwriters) may, with the Bank's consent (for itself and on behalf of the Selling Shareholders), reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in this prospectus at any time 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 indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Such notice will also be available on the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Bank's website at [www.jtnsh.com](http://www.jtnsh.com). Further details are set out in "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement may be terminated by the Sole Representative (for itself and on behalf of the Joint Bookrunners and the Hong Kong Underwriters) if certain events occur prior to 8:00 a.m. on the Listing Date. These events are set out in "Underwriting" in this prospectus. It is important that you refer to that section for further details.

The Bank is incorporated, and its principal businesses are located, in the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong and the different risks relating to investment in PRC incorporated companies. Potential investors should also be aware that the regulatory framework in the PRC is different from that in Hong Kong and should take into consideration the different market nature of the H Shares. Such differences and risk factors are set out in "Risk Factors", "Appendix IV—Summary of Principal Legal and Regulatory Provisions" and "Appendix V—Summary of Articles of Association" in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and are being offered, sold or delivered outside the United States in reliance on Regulation S.

\* *The Bank is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking/deposit-taking business in Hong Kong.*

December 30, 2016