
INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus, for which the Bank's directors collectively and individually accept full responsibility, includes particulars given in compliance with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules and the Hong Kong Listing Rules for the purpose of giving information with regard to the Group. The Bank's 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 respects and not misleading or deceptive, and there are no other facts the omission of which would make any statement in this prospectus materially misleading.

APPROVAL OF THE CBRC AND THE CSRC

The Bank obtained approvals from the CBRC Jilin Bureau and the CSRC on April 11, 2016 and August 17, 2016, 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, neither the CBRC Jilin Bureau nor the CSRC shall accept any responsibility for the Group's financial soundness, nor for the accuracy of any of the statements made or opinions expressed in this prospectus or on the Application Forms.

THE HONG KONG PUBLIC OFFERING AND THIS PROSPECTUS

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 the Group's affairs since the date of this prospectus or that the information in it is correct as of any subsequent time.

UNDERWRITING

This prospectus is published solely in connection with the Hong Kong Public Offering. For applications under the Hong Kong Public Offering, this prospectus and the Application Forms contain the terms and conditions of the Hong Kong Public Offering. The Global Offering comprises the Hong Kong Public Offering of 66,000,000 H Shares initially offered and the International Offering of 594,000,000 H Shares initially offered (subject, in each case, to reallocation on the basis under the section headed "Structure of the Global Offering" in this prospectus).

The listing of the H Shares on the Hong Kong Stock Exchange is sponsored by the Sole Sponsor. Pursuant to the Hong Kong Underwriting Agreement, the Hong Kong Public Offering is underwritten by the Hong Kong Underwriters on a conditional basis, with one of the conditions being that the Offer Price is agreed between the Sole Representative (for itself and on behalf of the Joint Bookrunners and the Hong Kong Underwriters) and the Bank (for itself and on behalf of the Selling Shareholders). The International Underwriting Agreement is expected to be entered into on or about January 5, 2017, subject to agreement on the Offer Price between the Sole Representative (for itself and on behalf of the Joint Bookrunners and the Underwriters) and the Bank (for itself and on behalf of the Selling Shareholders). Further details of the Underwriters and the underwriting arrangements are set out in the section headed "Underwriting" in this prospectus.

The H Shares are offered solely on the basis of the information contained and representations made in this prospectus and on the Application Forms and on the terms and subject to the conditions set out herein and therein. No person is authorized to give any information in connection with the

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Global Offering or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorized by the Bank, the Selling Shareholders, the Sole Sponsor, the Sole Representative, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their respective directors, agents, employees or advisers or any other party involved in the Global Offering.

Details of the structure of the Global Offering, including its conditions, are set out in the section headed “Structure of the Global Offering” in this prospectus, and the procedures for applying for the H Shares are set out in the section headed “How to Apply for Hong Kong Offer Shares” and on the relevant Application Forms.

DETERMINATION OF THE OFFER PRICE

The H Shares are being offered at the Offer Price which will be determined by the Sole Representative (for itself and on behalf of the Joint Bookrunners and the Underwriters) and the Bank (for itself and on behalf of the Selling Shareholders) on or around Thursday, January 5, 2017 or such later date as may be agreed upon between the Sole Representative (for itself and on behalf of the Joint Bookrunners and the Underwriters) and the Bank (for itself and on behalf of the Selling Shareholders), and in any event no later than Wednesday, January 11, 2017. If the Sole Representative (for itself and on behalf of the Joint Bookrunners and the Underwriters) and the Bank is unable to reach an agreement on the Offer Price on such date, the Global Offering will not proceed.

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

RESTRICTIONS ON OFFER AND SALE OF THE OFFER SHARES

No action has been taken to permit a public offering of the H Shares in any jurisdiction other than Hong Kong, or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation for subscription in any jurisdiction or in any circumstances in which such an offer or invitation for subscription is not authorized or to any person to whom it is unlawful to make such an offer or invitation for subscription. The distribution of this prospectus and the offering and sales of the H 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 authorization by the relevant securities regulatory authorities or an exemption therefrom. Each person acquiring the H Shares under the Hong Kong Public Offering will be required to confirm, or be deemed by his acquisition of the H Shares to confirm, that he is aware of the restrictions on offers and sales of the H Shares in this prospectus. In particular, the H Shares have not been publicly offered or sold, directly or indirectly, in the PRC or the United States.

SELLING SHAREHOLDERS

The Selling Shareholders are required to reduce their shareholdings in Global Offering pursuant to the relevant PRC regulations relating to reductions of state-owned shares. For details of the Selling Shareholders, see “Appendix VII—Statutory and General Information—D. Other Information—12. Selling Shareholders”.

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

The Bank has applied to the Listing Committee of the Hong Kong Stock Exchange for the granting of listing of, and permission to deal in, the H Shares, including (i) any H Shares which may be issued pursuant to the Global Offering and upon the exercise of the Over-allotment Option and (ii) the H Shares converted from Domestic Shares and to be sold under the Global Offering. The Domestic Shares may be converted to the H Shares after obtaining the approval of the CSRC or the authorized approval authorities of the State Council, details of which are set out in the section headed “Share Capital—Conversion of the Domestic Shares into the H Shares”.

Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Thursday, January 12, 2017. Except for the Bank’s pending application to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the H Shares, no part of the Bank’s share or loan capital is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought in the near future.

The H Shares will be traded in board lot of 1,000 H Shares. The stock code of the H Shares is 6122.

Under section 44B(1) of the Companies Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange is rejected before the expiration of three weeks from the date of the closing of the subscription application, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to the Bank by or on behalf of the Hong Kong Stock Exchange.

COMPLIANCE WITH THE HONG KONG LISTING RULES

The Group will comply with applicable laws and regulations in Hong Kong (including the Hong Kong Listing Rules) and any other undertakings which have been given in favor of the Hong Kong Stock Exchange from time to time. If the Listing Committee finds that there has been a breach by the Group of the Hong Kong Listing Rules or such other undertakings which may have been given in favor of the Hong Kong Stock Exchange from time to time, the Listing Committee may instigate cancellation or disciplinary proceedings in accordance with the Hong Kong Listing Rules.

PROFESSIONAL TAX ADVICE RECOMMENDED

If you are unsure about the taxation implications of subscribing for, purchasing, holding, disposing of, or dealing in the H Shares or exercising any rights attached to them, you should consult an expert. It is emphasized that none of the Bank, the Selling Shareholders, the Sole Sponsor, the Sole Representative, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, their respective directors, officers, employees, advisors, agents or representatives nor any other person or parties 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 the H Shares or exercising any rights attached to them.

OVER-ALLOTMENT AND STABILIZATION

For details of the arrangements relating to the Over-allotment Option and stabilization, see “Structure of the Global Offering—Stabilization”.

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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” 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 headed “Structure of the Global Offering” in this prospectus.

H SHARE REGISTER AND STAMP DUTY

All of the H Shares issued pursuant to applications made in the Global Offering will be registered on the Bank’s H Share register to be maintained in Hong Kong by the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. The principal register of members will be maintained by the Bank at the Bank’s head office in the PRC.

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

DIVIDENDS PAYABLE TO HOLDERS OF H SHARES

Unless determined otherwise by the Bank, dividends payable in Hong Kong dollars in respect of H Shares will be paid to Shareholders as recorded in the H Share register, and sent by ordinary post, at the Shareholders’ own risk, to the registered address of each shareholder.

REGISTRATION OF SUBSCRIPTION, PURCHASE AND TRANSFER OF H SHARES

The Bank has instructed the H Share Registrar, and the H Share Registrar 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 the H Share Registrar in respect of those H Shares bearing statements to the effect that the holder:

- (i) agrees with the Bank and each of the Shareholders, and the Bank agrees with each of the Shareholders, to observe and comply with the PRC Company Law, the Special Regulations and the Bank’s articles of association;
- (ii) agrees with the Bank, each of the Shareholders, directors, supervisors, managers and officers, and the Bank acting for itself and for each of the Bank’s directors, supervisors, managers and officers agrees with each of the Shareholders to refer all differences and claims arising from the Bank’s articles of association or any rights or obligations conferred or imposed by the PRC Company Law or other relevant laws and administrative regulations concerning the Group’s affairs to arbitration in accordance with the Bank’s articles of association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its award. Such arbitration shall be final and conclusive;
- (iii) agrees with the Bank and each of the Shareholders that the H Shares are freely transferable by the holders thereof; and
- (iv) authorizes the Bank to enter into a contract on his or her behalf with each of the Bank’s directors, supervisors, managers and officers whereby such directors, supervisors,

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managers and officers undertake to observe and comply with their obligations to the Shareholders as stipulated in the Bank's articles of association.

Persons applying for or purchasing H Shares under the Global Offering are deemed, by their making an application or purchase, to have represented that they are not associates of any of the Bank's directors, existing shareholder or a nominee of any of the foregoing.

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 the Bank's 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 Listing Date 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.

Investor should seek the advice of their stockbrokers or other professional advisors for details of the settlement arrangements that may affect their rights and interests.

CURRENCY TRANSLATIONS

Unless otherwise specified, solely for your convenience, this prospectus contains translations of certain RMB amounts into Hong Kong dollars, RMB amounts into U.S. dollars, and Hong Kong dollars into U.S. dollars using the following exchange rates.

RMB0.89441 to HK\$1.00 (being the middle exchange rate set by the PBOC prevailing on December 20, 2016)

HK\$7.7659 to US\$1.00 (being the noon buying rate in the City of New York for cable transfers as certified by the Federal Reserve Bank of New York on December 16, 2016)

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. Further information on exchange rates is set forth in "Appendix VI—Taxation and Foreign Exchange".

LANGUAGE

If there is any inconsistency between this prospectus and the Chinese translation of this prospectus, the English version of this prospectus shall prevail. However, the translated English names of the PRC nationals, entities, departments, facilities, certificates, titles, laws, regulations (including the Bank and the subsidiary banks) and the like included in this prospectus and for which no official English translation exists are unofficial translations for your reference only. If there is any inconsistency, the Chinese name prevails.

ROUNDING

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