You should carefully consider all of the information in this prospectus, including the risks and uncertainties described below, before making an investment in our H Shares. Our business could be materially and adversely affected by any of these risks. The trading price of our H Shares could significantly decrease due to any of these risks, and you may lose all or part of your investment. You should also pay particular attention to the fact that we are a PRC company and are governed by a legal and regulatory environment which in some respects may differ from that which prevails in other countries. For more information concerning the PRC and certain related matters discussed below, see "Supervision and Regulation," Appendix VII — "Summary of Principal Legal and Regulatory Provisions" and Appendix VIII — "Summary of Articles of Association."

RISKS RELATING TO OUR LOAN PORTFOLIO

If we are unable to effectively maintain the quality of our loan portfolio or other assets, our business could be materially and adversely affected.

Our results of operations could be materially and adversely affected by deterioration in the quality of our loan portfolio or other assets. Risks arising from our trading and investment activities and from changes in credit quality and the recoverability of loans and amounts due from counterparties are inherent in a wide range of our businesses. Our impaired loans represented 1.25%, 1.22%, 1.20% and 0.82% of our total loans to customers as of December 31, 2006, 2007 and 2008 and September 30, 2009, respectively. See "Description of Our Assets and Liabilities — Assets — Asset Quality of Our Loan Portfolio". We may not be able to effectively control the level of impaired loans in our current loan portfolio or effectively control the level of new loans that may become impaired in the future. In particular, the amount of our impaired loans may increase in the future due to our substantial increase in new loans over the Track Record Period and/or a deterioration in the quality of our loan portfolio. Our gross loans to customers have increased from RMB472.1 billion as of December 31, 2006 to RMB658.4 billion as of December 31, 2008 and have further increased to RMB893.5 billion as of September 30, 2009. The increase in the first nine months of 2009 was largely attributable to the increased demand for loans as a result of the PRC government's fiscal stimulus measures to boost economic growth.

Deterioration in the quality of our loan portfolio or other assets may occur for a variety of reasons, including factors which are beyond our control, such as a continuing slowdown in growth of the PRC or global economies due to the recent financial crisis, a relapse of a global credit crisis, and other adverse macroeconomic trends in the PRC and other parts of the world, which may cause operational, financial and liquidity problems for our borrowers as well as materially and adversely affect their ability to service their outstanding debt. Actual or perceived failure or worsening credit of counterparties, declines in residential and commercial property prices, higher unemployment rates and reduced profitability of corporate borrowers may deteriorate our asset quality and may lead to a significant increase for our allowance in our impaired loans. If the level of our impaired loans increases, our business, financial condition and results of operations may be materially and adversely affected.

We may have to increase our provisions for impaired loans.

We make provisions for impaired loans in accordance with IFRS. Our allowance for impairment losses amounted to RMB6.4 billion, RMB7.7 billion, RMB11.9 billion and RMB13.5 billion, representing 108.9%, 113.1%, 150.0% and 185.8% of our total impaired loans as of December 31, 2006, 2007 and 2008 and September 30, 2009, respectively. This reflected not only the growth of our loan portfolio but also our more conservative approach to provisions in response to the adverse macroeconomic environment. Our allowance for impairment losses may continue to increase in the future, which may have a material adverse effect on our results of operations. We perform individual assessments of loans of significant value, which include corporate loans and discounted bills, if there is objective evidence of impairment of such loans. The allowance for impairment losses is measured as the difference between the carrying amounts and the estimated recoverable amounts of the loans. Corporate loans for which no evidence of impairment has been individually identified are assessed on a collective basis for the purpose of determining the allowance for impairment losses, and retail loans are also assessed collectively. As our provisions under IFRS require significant judgment and estimation, we cannot assure you that our assessments are always accurate. Furthermore, the adequacy of our allowance for impairment losses depends on a significant extent on the reliability of, and our skills in utilizing, our model for determining the level of allowance, as well as our system of data collection. The limitations of our model, our experience in using the model and our data collection system may result in inaccurate and insufficient allowance for impairment losses. If our allowance for impairment losses proves insufficient to cover actual losses, we may need to make additional allowance for losses, which could significantly reduce our profit and materially and adversely affect our business, financial condition, results of operations and prospects.

A large portion of our loan portfolio is made to corporate customers, customers in certain industries and regions and certain single borrowers, and any economic downturn impacting such industries, regions or customers could materially and adversely affect our business.

Our loans to corporate customers are concentrated in industries that we believe have strong growth potential and are important to our business. As of September 30, 2009, our corporate loans represented 76.8% of our total loans. Our loans to borrowers in the (i) manufacturing, (ii) real estate, (iii) leasing and commercial services, (iv) transportation, storage and post services, (v) water, environment and public utility management, and (vi) production and supply of electric power, gas and water industries were approximately (i) 18.5%, (ii) 13.6%, (iii) 12.8%, (iv) 10.8%, (v) 8.6% and (vi) 7.0% of our corporate loans, respectively as of September 30, 2009. In particular, our corporate loans of RMB138.0 billion to the manufacturing industry, (primarily to export and outsourcing type businesses), represented 15.4%of our total loans to customers as of September 30, 2009. Moreover, our corporate loans to the real estate industry of RMB101.4 billion and retail loans to residential mortgage borrowers of RMB98.1 billion represented approximately 11.4% and 11.0%, respectively, of our total loans to customers as of September 30, 2009. Any deterioration of the manufacturing or real estate industries in the PRC as a result of the global economic downturn or the PRC government's macroeconomic control measures relating to the manufacturing or real estate industries may have an adverse impact on the value of loans made to these customers. Moreover, deterioration in the financial condition of our borrowers in any of the aforementioned industries, as well as any industry-specific difficulties in these sectors, could materially and adversely affect the quality of our existing loans and our ability to generate new loans, and could have a material adverse effect on our business, financial condition and results of operations.

As of September 30, 2009, loans that originated from our branches in Northern China, Eastern China and Southern China represented approximately 33.5%, 34.9% and 11.0%, respectively, of our total loans to customers. We have been focused, and will continue to focus on these regions, particularly in the Yangtze River Delta, Bohai Rim and Pearl River Delta regions. Any adverse change in the economic development of any of these regions may materially and adversely affect the quality of our existing loans and our ability to generate new loans, and may materially and adversely affect our business, financial condition and results of operations.

Moreover, as of September 30, 2009, our loans to the largest single borrower were RMB7.6 billion, which represented approximately 0.8% of our total loans to customers, and the aggregate amount of our loans to the ten largest single borrowers was RMB39.8 billion, which represented approximately 4.4% of our total loans to customers. In addition, the aggregate amount of loans to our ten largest group borrowers (excluding single borrowers) represented 3.6% of our total loans to customers as of September 30, 2009. Deterioration in the financial condition of these borrowers could have a material adverse effect on our business, financial condition and results of operations.

The collateral or guarantees securing our loans may not be sufficient, and we may be unable to realize the value of the collateral or guarantees in a timely manner or at all.

As of September 30, 2009, 34.7% of our loans were secured by real estate and other tangible assets (other than monetary assets) in the PRC, the value of which may fluctuate and decline due to various factors, including those affecting the PRC economy in general. For example, a slowdown in the PRC economy may lead to a downturn in the real estate market, which may in turn result in declines in the value of the real estate properties securing our loans to levels below the outstanding principal balance of such loans. Moreover, the growth of the real estate industry and price of real estate properties in the PRC are significantly influenced by macroeconomic policies of the government, such as interest rate and credit policies. We mainly rely on internal re-evaluations of collateral periodically for impairment testing purposes, rather than periodic re-evaluations by independent appraisers. This in turn could affect the accurate assessment of the values of collateral. Should our collateral prove to be insufficient to cover the related loans, we may have to obtain additional collateral from the borrowers and there is no assurance that we could do so. Declines in the price of our collateral or our inability to obtain additional collateral may result in loan impairment and require us to make additional provisions for loan impairment, and may materially and adversely affect our business, financial condition and results of operations.

In the PRC, the procedures for liquidating or otherwise realizing the value of collateral in the form of tangible assets may be protracted and it may be difficult in practice to implement the realization of the value of collateral. For example, in accordance with the Directive on Foreclosure of Mortgage on Residential Properties (最高人民法院關於人民法院執行設定抵押的房屋的規定) issued by the PRC Supreme People's Court, effective December 21, 2005, we cannot evict a borrower from his or her principal or sole residence for six months or at all even after a court approves our petition to foreclose, auction off or otherwise liquidate such property. In addition, under PRC law, in certain circumstances, our rights to the collateral securing our loans may be subordinated to other claims. Also, as some of our loans are secured by unlisted securities, it is difficult to assess the realizable value of such collateral or to dispose of them. All the foregoing factors could adversely affect our ability to realize the value of the collateral securing our loans in a timely manner or at all.

As of September 30, 2009, 23.1% of our loans were secured by guarantees. Such guarantees are generally not backed by collateral or other security interests. A significant deterioration in the financial condition of a guarantor may significantly decrease the amount we could recover under such guarantee.

RISKS RELATING TO OUR BUSINESS

We may not be able to satisfy the capital adequacy requirements established by the CBRC.

We are subject to capital adequacy guidelines set by the CBRC, which require us to maintain a minimum capital adequacy ratio of 8% and a minimum core capital adequacy ratio of 4%. Our inability to maintain these capital adequacy ratios may result in the CBRC taking corrective measures against us, including restricting our ability to distribute cash dividends and/or open new branches, which may affect our business expansion or otherwise materially and adversely affect our business. See "Supervision and Regulation — PRC Banking Supervision and Regulation — Supervision Over Capital Adequacy — CBRC Supervision of Capital Adequacy."

Our capital adequacy could be negatively affected by deterioration in our financial condition, including an increase in the level of our impaired loans, or if our growth places capital demands on us in excess of what we are able to generate internally or raise in the capital markets or through alternative means. See "— Risks Relating to Our Loan Portfolio — If we are unable to effectively maintain the quality of our loan portfolio, our business could be materially and adversely affected."

As of December 31, 2006, 2007 and 2008 and as of September 30, 2009, our core capital adequacy ratio was 4.40%, 7.40%, 6.60% and 6.02%, respectively, and our capital adequacy ratio was 8.20%, 10.73%, 9.22% and 8.57%, respectively, all calculated in accordance with and complying with the relevant CBRC requirements at such dates. Moreover, we cannot assure you that our capital will not be affected in the future by developments that will prevent us from satisfying the current capital adequacy requirements, including:

- increase of our risk-weighted assets as a result of the rapid expansion of our business;
- our inability to timely supplement or increase our capital;
- losses resulting from deterioration in asset quality; and
- changes in accounting rules or in the guidelines regarding the calculation of the capital adequacy ratios of commercial banks.

Furthermore, our ability to raise additional capital in the future may be limited by numerous factors, including:

- our future financial condition, results of operations and cash flows;
- conditions prescribed by PRC law and regulatory approvals;
- our credit rating;
- general market conditions for capital-raising activities by commercial banks and other financial institutions; and
- domestic and international economic, political and other conditions.

If we require additional capital in the future, we cannot assure you that we will be able to obtain such capital in a timely manner or at all. We may face difficulties in meeting these requirements in the future. If we are unable to meet the capital adequacy requirements for any reason, such as our inability to secure additional capital or an increase to the capital adequacy requirements by the CBRC, the CBRC may take corrective measures against us. These measures could materially and adversely affect our reputation, financial condition and results of operations.

We may not be able to successfully maintain growth or otherwise obtain sufficient resources to support such growth.

In recent years, our growth rates of total assets, total loans to customers, total customer deposits, net interest income, net fee and commission income and net profit have been higher than the overall economic growth in the PRC. From December 31, 2006 to December 31, 2008, our total assets, total loans to customers, total customer deposits, net interest income, net fee and commission income and net profit each grew at a CAGR of 20.6%, 18.1%, 16.1%, 37.1%, 108.4% and 44.9%, respectively. Moreover, our net profit increased by 17.7% to RMB10.2 billion for the nine months ended September 30, 2009 compared to RMB8.7 billion for the same period in 2008 and our loans and advances to customers net of allowances increased by 36.1% to RMB880.0 billion as of September 30, 2009 compared to RMB646.5 billion as of December 31, 2008. However, our growth has been and will continue to be affected by macroeconomic factors affecting the PRC such as GDP growth, changes in law or regulations concerning banking and financial products, changes in implementation of macro economic control policies, changes in market liquidity and credit policies, changes in demand for loans, changes to interest rates and competition. We may not be able to successfully maintain our growth rates due to the unfavorable change in one or more of the above factors or other factors, which may materially and adversely affect our financial condition and results of operations. For example, our total operating income and profit before income tax (excluding the non-recurring gain on disposal of available-for-sale securities of RMB5.0 billion and RMB47 million for the nine months ended September 30, 2009 and 2008, respectively) decreased by 3.1% and 28.2%, respectively for the nine months ended

September 30, 2009 compared to the same period in 2008, mainly due to an economic slowdown and a less favorable interest rate environment in the PRC during the first nine months of 2009. See "Financial Information — General Factors Affecting Our Results of Operations." The aforementioned factors may affect our ability to grow and compete effectively in the PRC banking industry, and as a result, our business, financial condition and results of operations may be materially and adversely affected.

If we are unable to maintain our growth rate in customer deposits or if there is a significant decrease in our customer deposits, our business operations and our liquidity may be adversely affected.

Customer deposits remain our primary funding source. From December 31, 2006 to September 30, 2009, our total deposits from customers grew from RMB583.3 billion to RMB1,099.5 billion, and our retail deposits grew from RMB94.7 billion to RMB192.6 billion. However, there are many factors affecting the growth of deposits, some of which are beyond our control, such as economic and political conditions, the availability of alternative investment choices and retail customers' changing perceptions toward savings. As a result, we cannot assure you that we will be able to grow our customer deposits at a pace sufficient to support our expanding business.

In addition, as of September 30, 2009, 92.3% of our total customer deposits had remaining maturities of one year or less, or were payable on demand. A substantial proportion of our assets have longer-term maturities, resulting in a mismatch between the maturities of our liabilities and the maturities of our assets. In our experience, due in part to the lack of alternative investment products in China, our short-term customer deposits have generally not been withdrawn upon maturity and have represented a relatively stable source of funding. However, we cannot assure you that this will continue to be the case, particularly as the domestic capital market in China continues to develop.

If we are unable to maintain our growth rate in deposits or if a substantial portion of our depositors withdraw their demand deposits or do not roll over their time deposits upon maturity, we may need to seek more expensive sources of funding to meet our funding requirements. In case of such events, our liquidity position, financial condition and results of operations may be materially and adversely affected.

We will be exposed to various risks as we expand our range of products and services.

We have expanded and will continue to expand our products and services to our customers. Our expansion of the range of products and services has and will expose us to new and potentially increasingly challenging risks, including the following:

- we may have insufficient experience or expertise in certain new products and services, which may, among other things, lead to insufficient disclosure of all risks associated with our products and services to our customers;
- we may be unable to provide customers with sufficient customer service for our new products and services, including the handling of customer complaints;
- our new products and services may not be accepted by our customers or meet our expectations for profitability;
- our new products and services may be duplicated by our competitors;
- we may need to hire additional qualified personnel but be unable to do so;
- we may be unable to obtain or maintain regulatory approval for our new products and services; and

- we may not be successful in enhancing our risk management capabilities or information technology systems to support a broader range of products and services.

If we are unable to achieve the intended commercial results with respect to our new products and services, our business, financial condition, results of operations and prospects could be materially and adversely affected. Furthermore, if we are unable to provide sufficient information to our customers or otherwise comply with relevant banking regulations in the sales and marketing of our financial products and services, we may be subject to legal proceedings or regulatory sanctions, which in turn could lead to significant financial losses and reputational damages.

Our business operation reform and organizational restructuring may not be as effective as we expected.

Over the Track Record Period, we have been developing and reforming our organizational structure with a view to promote specialization in our management and improve decision making. As part of this process, we have:

- established the new SBU business model to promote a high degree of specialized expertise within each of the eight designated business areas. See "Business — Strategic Business Units";
- implemented an organizational restructuring pursuant to which we established several new commissions responsible for the overall management of various aspects of our businesses, reallocated functions among our business departments and established new departments to enhance our capabilities in certain areas. See "Corporate History and Organizational Structure — Our Organizational Structure — Organizational Restructuring"; and
- undertaken a program to upgrade our business operations, including our information technology systems, in several areas that we had identified as important to our future success, including credit risk management, product pricing and customer relationship management.

However, the aforementioned reforms to our business are not without risk. Some of these new business processes, models and structures have been put in place only recently. For example, we continue to strive to improve the efficiency and effectiveness between our specialized sales branches under the SBU business model and pre-existing bank branches. Our staff needs to adjust to new or prospective controls and compliance practice relating to such new processes and operations. As a result, we cannot assure you that our business operations reforms and organization restructuring will bring about their desired benefits and objectives. If our business operations reform and organizational restructuring do not turn out to be as effective as we expected, our business, results of operations and financial condition may be materially and adversely affected.

We are subject to a number of risks, including credit risk, market risk, liquidity risk and operational risk, and cannot assure you that our risk management and internal control policies and procedures can protect us against such risks.

We have in the past suffered from internal control deficiencies and operational problems as a result of weaknesses in our risk management. Certain of our external advisors, including our independent auditors in connection with their audits of our financial statements, have provided us with certain observations and recommendations with respect to our internal controls over financial reporting. The observations and recommendations related to issues with, among others, our risk management systems, classification of risks associated with corporate lending, management of loans, management of our corporate lending database, management of branches, transactions between related parties, including identification of group borrowers, determination of fair-value of certain financial instruments and our development and design of our wealth management products. The deficiencies in our systems and practices could adversely affect our ability to timely and accurately record, process, summarize and report financial and other data, as well as adversely impact our efficiency, undermine the effectiveness of our risk management process and increase the potential for financial reporting errors and non-compliance with regulations. Moreover, certain weaknesses in our internal controls were identified by the CBRC during its inspection and review our business between 2006 and 2008. See "Business — Legal Proceedings and Compliance."

In addition, many of our methods of managing risks and exposures are based upon observed market behavior and statistics based on historical models. Over our operating history, we have never faced a global financial crisis or prolonged economic downturn in the PRC. Consequently, our systems and tools we use to manage credit, market and liquidity risks have not been fully tested under such circumstances and may not take into account all potential trends during an economic downturn or those of the recent financial crisis.

We have significantly revamped and enhanced our risk management and internal control policies and systems in recent years in a continual effort to improve our risk management capabilities and enhance our internal controls. See "Risk Management — Overview" and "Risk Management — Multi-layered Risk Management System." However, these improvements to our policies and systems are relatively new and are evolving, additional time may be required to implement them and test their effectiveness. In addition, their implementation is ongoing and we may not be able to accurately predict the length of time required to successfully complete the adoption of these new systems or effectively monitor our compliance with them. Our employees may also require a longer period of time to adjust to these new or prospective controls and compliance practices, and we cannot assure you that these controls and compliance practices will be followed consistently. Moreover, there are areas within our risk management and internal control system that require further improvements to be initiated and we may face additional challenges to our risk management and internal controls. For example, given that identifying affiliation among entities in the PRC can be very complicated, coupled with limited or incomplete information in analyzing borrowers' profile, despite significant improvement in our loan monitoring system, we may still continue to face potential issues on concentration of borrowers.

If we are unable to address our internal control and other deficiencies, this may result in loss and inaccuracies in our financial statements and may also impair our ability to comply with applicable financial reporting requirements and related regulatory filings on a timely basis. As a result, our asset quality, business, financial condition and result of operations may be materially and adversely affected.

We are subject to counterparty risks in our derivative transactions.

We act primarily as an intermediary in domestic and international foreign exchange and derivative markets, and we currently have foreign currency forward and swap arrangements with a number of domestic and international banks, financial institutions and other entities. We have also entered into interest rate swap arrangements and are subject to counterparty risks. As of September 30, 2009, we had derivative contracts with a net fair value gain of RMB16 million. We cannot assure you that counterparties with significant exposures will not face difficulty in paying the amounts on derivative contracts when due, which may result in financial losses to us.

We are subject to risks associated with off-balance-sheet commitments.

In the ordinary course of business, we make commitments and guarantees that are not reflected on our balance sheet, including the provision of financial guarantees and letters of credit to guarantee the performance of our customers to third parties and bank acceptances. See "Financial Information — Off-balance Sheet Commitments." We are subject to credit exposure associated with our credit commitments. If we are not able to obtain payment from our customers in respect of these commitments and guarantees, our financial condition and results of operations may be adversely affected.

We may not be able to detect and prevent fraud or other misconduct committed by our employees or third parties.

We are exposed to fraud or other misconduct committed by our employees, agents, customers or other third parties that could subject us to financial losses and sanctions imposed by governmental authorities as well as seriously harm our reputation. For example, in January 2006, the former deputy manager of the corporate banking department of the Jing Shi Lu sub-branch of our Jinan Branch was detained by the police for fraud and other misconduct. See "Business — Special Incidents."

Our management information systems and internal control procedures are designed to monitor our operations and overall compliance. However, they may be unable to identify non-compliance and/or suspicious transactions in a timely manner or at all. See "— We are subject to a number of risks, including credit risk, market risk, liquidity risk and operational risk, and cannot assure you that our risk management and internal control polices and procedures can protect us against such risks." Further, it is not always possible to detect and prevent fraud and other misconduct, and the precautions we take to prevent and detect such activities may not be effective. There will therefore continue to be the risk that fraud and other misconduct may occur, including negative publicity as a result, which may have an adverse effect on our business reputation, financial condition and results of operations.

We are subject to PRC regulatory requirements, and our failure to fully comply with such requirements could materially and adversely affect our business, financial condition, results of operations and our reputation.

We are currently only subject to PRC regulatory requirements. As a result, we are subject to periodic inspections, examinations and inquiries in respect of our compliance with such requirements by PRC regulatory authorities, including the CBRC, the CSRC, the CIRC, the PBOC, the MOF, the SAIC, and the SAFE, the state tax bureau and local tax bureau, and their respective local offices. These inspections, examinations and inquiries have from time to time revealed weaknesses in certain areas of our operations, such as risk management and internal controls. The CBRC identified certain weaknesses in our internal controls and issued certain recommendations requiring us to take measures to improve our internal control system. In addition, the CSRC, SAFE and CIRC have found certain deficiencies and made certain recommendations to us. Furthermore, we have been subject to fines and other penalties as a result of our failure to comply with certain laws and regulations discovered by regulatory inspections and examinations. See "Business — Legal Proceedings and Compliance — Regulatory Proceedings." We have not been able to fully comply with some guidelines or provisional regulations of the PRC authorities including, without limitation, the CBRC's requirements on RMB loan-to-deposits ratio and core liabilities ratio, certain requirements under the Guidelines on Internal Audit for Banking Institutions and the Corporate Governance Guidelines. See "Business — Legal Proceedings and Compliance — Compliance." In addition, if we expand our business to other jurisdictions outside the PRC, we will be subject to such jurisdiction's laws and regulatory requirements as well. If sanctions, fines and other penalties are imposed on us for failing to comply with applicable PRC requirements, guidelines or regulations, our business, financial condition, results of operations and our reputation may be materially and adversely affected.

We may not be able to hire, train or retain a sufficient number of qualified staff.

We rely upon the continued service and performance of our employees, including our senior management, as most aspects of our business depend on the quality of our professional staff. Therefore, we devote considerable resources to recruiting and training these personnel. However, we face increased competition in recruiting and retaining these individuals, including our senior management, as other banks are competing for the same pool of potential employees. In addition, our employees may resign at any time and may seek to divert customer relationships that they have developed while working for us. Some of our employees are not subject to long-term employment contracts. The loss of members of our senior management team may have a material adverse effect on our business and results of operations.

Our business is highly dependent on the proper functioning and improvement of our information technology systems.

Our business is highly dependent on the ability of our information technology systems to accurately process a large number of transactions across numerous and diverse markets and our broad range of products in a timely manner. The proper functioning of our financial control, risk management, accounting, customer service and other data processing systems, together with the communication networks between our various branches and sub-branches and our main data warehouse, are critical to our business and our ability to compete effectively. We have established back-up centers in Beijing and Shenzhen to carry on principal functions in the event of a catastrophe or a failure of our systems. However, we cannot assure you that our operations will not be materially disrupted if any of our systems fail, which could be caused by, among other things, software bugs, computer virus attacks or conversion errors due to system upgrading, or security breaches.

As part of our continual effort to upgrade our information technology systems, we plan to implement our new core banking system. This system is intended to help us, among other things, reduce operational risks by monitoring credit risks, market risks and liquidity risks in real time. However, we cannot assure you that this and other software systems we implement will allow us to avoid all material credit, market, liquidity or operational risks, nor can we assure you that the systems we have integrated will interact successfully and function as intended. Any substantial failure to improve or upgrade our information technology systems effectively or on a timely basis, any substantial problem arising from our data migration or from the interaction between multiple software systems, or any significant human error caused by having new systems, could materially and adversely affect our competitiveness, financial condition and results of operations.

We may not be able to detect money laundering and other illegal or improper activities fully or on a timely basis, which could expose us to additional liability and harm our business or reputation.

We are required to comply with applicable anti-money laundering, anti-terrorism laws and other regulations in the PRC and other jurisdictions where we have operations. The PRC Anti-money Laundering Law requires financial institutions to establish sound internal control policies and procedures with respect to anti-money laundering monitoring and reporting activities. Such policies and procedures require us to, among other activities, establish or designate an independent anti-money laundering department, establish a customer identification system in accordance with relevant rules, record the details of customer activities, and report suspicious transactions to relevant authorities. See "Supervision and Regulation — Anti-money Laundering Regulation."

While we have adopted policies and procedures aimed at detecting and preventing the use of our banking network for money laundering activities and by terrorists and terrorist-related organizations and individuals generally, such policies and procedures in some cases have only been recently adopted and may not completely eliminate instances where our Group may be used by other parties to engage in money laundering and other illegal or improper activities. To the extent we fail to fully comply with applicable laws and regulations, the relevant government agencies to whom we report have the power and authority to impose fines, to freeze our assets and to impose other penalties on us. During the Track Record Period, we have been subject to fines as a result of our failure to comply with certain laws and regulations discovered by regulatory inspections, including for our anti-money laundering reporting activities. We cannot assure you that there will not be future failures in detecting money laundering, or other illegal or improper activities which may adversely affect our business reputation and operations.

We do not possess title certificates in respect of some of the properties we own, and some of our landlords lack relevant title certificates for properties leased to us, which may materially and adversely affect our right to use such properties.

As of September 30, 2009, we had not obtained full ownership title certificates to approximately 14.6% of the properties, in terms of GFA, that we occupied and used. We may not transfer, lease, mortgage or otherwise dispose of such properties until we obtain the relevant land use right certificates and/or building ownership certificates. We will also need to pay transfer fees and incur other relevant expenses in order to obtain the full title certificates to such properties. Our failure to obtain the full title certificates to such properties may require us to seek alternative premises for our business operations, which may lead to disruptions in our business operations.

As of September 30, 2009, we leased 1,025 properties with an aggregate lettable area of approximately 634,158.51 sq.m. in the PRC. In respect of 370 properties with an aggregate lettable area of approximately 100,854.29 sq.m. leased to us, our landlords have not provided us with the relevant property title certificates. If any of our leases were terminated as a result of being challenged by third parties or failure of the lessors to renew upon expiration, we may need to seek alternative premises and incur additional costs relating to such relocations. In addition, the relevant lease agreements in respect of 994 properties with a lettable area of 606,032.19 sq.m., have not been registered with local authorities. See "Business — Properties".

We cannot ascertain the timeframe in which we will successfully obtain such certificates nor can we assure you that we would be able to obtain such certificates at all.

Our business, financial condition, results of operations and prospects and the value of your investment may be materially and adversely affected as a result of negative media coverage relating to us, our personnel or the PRC banking industry.

The PRC banking industry continues to be covered extensively and critically by various media. We have also been subject to and associated with negative media coverage, including those on the Internet, with respect to our corporate affairs, disputes with certain promoters and misconduct related to our personnel. For example, there have been allegations in the media and on the Internet that certain of our employees had previously conducted fraud, theft, forgery and bribes, whether or not within or outside their employment capacity with us. We make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication. Nonetheless, negative coverage regarding us or our employees, whether or not accurate or applicable to us, may have a material adverse effect on our reputation and consequently may undermine depositor and investor confidence. As a result, our business, financial condition, results of operations and prospects and the value of your investment may be materially and adversely affected.

RISKS RELATING TO THE BANKING INDUSTRY IN THE PRC

The increasingly competitive nature of the PRC banking industry, as well as competition for funds which may arise from the developing PRC capital markets, could materially and adversely affect our business, financial condition, results of operations and prospects.

The PRC banking industry is becoming increasingly competitive. We compete primarily with the Large Commercial Banks and the Other Joint Stock Commercial Banks. The Large Commercial Banks generally have much larger customer and deposit bases, more extensive distribution networks and more capital than we have. The Large Commercial Banks were historically wholly owned by the PRC government, and some of them have in the past received equity contributions or other support from the PRC government in connection with the disposal of non-performing loans. All of these banks have been restructured to become joint stock companies and some are currently listed on the Hong Kong Stock Exchange and/or the Shanghai Stock Exchange. As a result, the Large Commercial Banks may enjoy significant competitive advantages over us.

We also compete with Other Joint Stock Commercial Banks, which have smaller customer and deposit bases compared with the Large Commercial Banks but are more comparable to us in their management style and business strategies. Some of these banks are owned or controlled by the PRC government and may have greater financial, managerial and technical resources than we do. Certain of these banks have also obtained investments from foreign investors and entered into commercial cooperation agreements with foreign investors. We compete with these banks in respect of the range, price and quality of product and service offerings and geographical coverage, among other factors. See "Banking Industry in the PRC — Current Competitive Landscape."

We compete with our competitors for substantially the same loan, deposit and fee customers. Such competition may materially and adversely affect our business and future prospects by, for example:

- reducing our market share in our principal products and services;
- affecting the growth of our loan or deposit portfolios and other products and services;
- decreasing our interest income or increasing our interest expense, thereby decreasing our net interest margin;
- reducing our fee and commission income;
- increasing our non-interest expenses, such as marketing expenses; and
- increasing competition for senior management and qualified professional personnel.

If we do not successfully compete against other banks and financial institutions, our results of operations would be materially and adversely affected.

In addition to competition from other banks and financial institutions, we also face competition from other forms of investment alternatives as the PRC capital markets continue to develop. For example, as the PRC stock and bond markets continue to develop and become more viable and attractive investment alternatives, our deposit customers may elect to transfer their funds into stocks and bonds, which may reduce our deposit base and materially and adversely affect our business, financial condition and results of operations.

The growth of the PRC banking industry may not be sustainable.

The PRC banking industry has experienced rapid growth, consistent with the economic development of the PRC financial system. Banks have historically been, and are likely to remain, the principal financing channel for enterprises and the primary choice for domestic savings. We expect the banking industry in the PRC to expand as a result of continued growth in the PRC economy, increases in household income, deregulation of interest rates, further loosening of exchange restrictions on the Renminbi and further expansion into fee and commission-based businesses, among other factors. However, since the second half of 2008, global markets have experienced tremendous volatility as a result of the turmoil originating from the United States sub-prime mortgage crisis, which has brought about a global economic downturn. China's GDP is expected to grow at a slower rate of 8.4% in 2009 and 8.7% in 2010, according to the World Bank, as compared to a CAGR of real GDP of 11.0% from 2006 to 2008, according to the International Monetary Fund. According to the National Bureau of Statistics of China, China's real GDP grew at a 7.7% annual rate over the first nine months of 2009. It is uncertain whether the PRC economy and the banking industry can return to previous levels of growth. In addition, the PRC banking industry has historically been burdened with a high level of non-performing loans. Even with the PRC government's measures to dispose the non-performing loans of the Large Commercial Banks and to recapitalize these banks, we cannot assure you that the banking industry in the PRC is free from systemic risks. Consequently, we cannot assure you that the growth and development of the PRC banking industry will be sustainable. If the rate of growth of the PRC banking industry continues to slow down, our business, financial condition and results of operations may be materially and adversely affected.

Our business and operations are highly regulated, and our business, financial condition, results of operations and prospects may be materially and adversely affected by regulatory changes or other governmental policies, including their interpretation and application.

Our business could be materially affected by changes in the policies, laws and regulations relating to the PRC banking industry, such as those affecting the extent to which we can engage in, or charge fees for, specific businesses, as well as changes in other governmental policies. The bank regulatory regime in the PRC has been undergoing significant changes, some of which are applicable to us and may result in additional costs or restrictions on our activities. Since its establishment in 2003, the CBRC has promulgated a series of bank regulations and guidelines aimed at improving the operations and risk management of the PRC commercial banks. For example, in 2008, the CBRC undertook several regulatory measures in response to the global financial crisis, including requiring the banking industry to enhance analysis and reporting methods and strengthen information disclosure. In 2007, the PRC Anti-money Laundering Law went into effect, setting out new requirements regarding the monitoring and reporting of money laundering activities. See "Supervision and Regulation — PRC Banking Supervision and Regulation". In addition, other PRC regulatory authorities have also imposed various macroeconomic measures that affect the banking industry. For example, the PBOC raised the required reserve ratio by ten instances in 2007 and four instances in 2008 prior to the global financial crisis and cut such ratio by four instances in 2008 since the global financial crisis. We cannot assure you that the policies, laws and regulations governing the banking industry will change favorably for us or will not change in the future or that any such changes will not materially and adversely affect our business, financial condition and results of operations, nor can we assure you that we will be able to adapt to all such changes on a timely basis. Moreover, there may be uncertainties regarding the interpretation and application of new policies, laws and regulations. Failure to comply with the applicable policies, laws and regulations may result in fines and restrictions on our activities, which could also have a significant impact on our business.

We are subject to changes in interest rates and other market risks.

As with most PRC commercial banks, our results of operations depend, to a great extent, on our net interest income. Our net interest income represented 86.9% and 72.4% of total operating income in 2008 and in the nine months ended September 30, 2009, respectively. Our net interest income is significantly affected by changes in interest rates. Interest rates applicable to us are sensitive to many factors over which we have no control, including the regulatory framework of the banking and financial sectors in the PRC, domestic and international economic and political conditions, and competitive pressures. For example, the PBOC adjusted the benchmark rates upwards by several instances in 2006 and 2007 as the PBOC attempted to prevent overheating in the economy. However, due to the onset of the global financial crisis, the PBOC cut rates by five instances during late 2008, reducing the one-year benchmark lending rate by a total of 216 basis points and the deposit rate by a total of 189 basis points. In addition, increasing competition in the banking industry and further liberalization of the interest rate regime may result in more volatility in market interest rates. The constraints on our ability to set the interest rates we pay on deposits or charge on loans and our relative lack of experience in reflecting interest rates in our pricing decisions may materially and adversely affect our ability to react to changes in market conditions, our lending operations, our results of operations and our financial condition. Furthermore, we cannot assure you that we will be able to adjust the composition of our asset and liability portfolios and our product pricing to enable us to effectively respond to the further liberalization of interest rates. See "Risk Management — Market Risk Management — Interest Rate Risk."

We also conduct trading and investment activities involving certain financial instruments both in the PRC and abroad. As of September 30, 2009, our investment securities and trading assets portfolio constituted approximately RMB154.1 billion, or 11.0% of our total assets. Our income from trading and investment activities is subject to volatility caused by, among other things, changes in interest rates, foreign currency exchange rates, and other market risks. We cannot assure you that we would not incur losses as a result of our trading and investment activities, nor that our investment securities portfolio will not be subject to write-downs as a result of volatility caused by market risks that may materially and adversely affect our financial position and results of operations.

PRC regulations impose certain limitations on the types of investments we may make and, as a result, our ability to seek higher investment returns and our ability to diversify our investment portfolio or hedge the risks relating to our RMB-denominated assets are limited.

As a result of PRC regulatory restrictions, substantially all of our RMB-denominated investment assets are concentrated in a limited number of investments permitted for PRC commercial banks, such as, among others, government bonds issued by the MOF, finance bonds issued by PRC policy banks, notes issued by the PBOC, debt securities issued by other PRC commercial banks, commercial papers issued by eligible PRC corporate entities, derivative products and domestic corporate bonds traded in the inter-bank market. These restrictions on our ability to diversify our investment portfolio limit our ability to seek returns on our investments which are comparable with those of banks in other countries or to manage our liquidity in the same manner as banks in other countries. In addition, we are exposed to a certain level of risk as a result of the concentration of our RMB-denominated investment assets and a lack of hedging instruments. For example, any deterioration of the financial condition of commercial banks in the PRC would increase the risks associated with holding their bonds and subordinated notes. A decrease in the value of any of our investments could have a material adverse effect on our results of operations and financial condition.

The effectiveness of our risk management system is affected by the quality and scope of information available in the PRC.

Recently, the PBOC developed and put into operation a nationwide individual and corporate credit information database. China UnionPay also maintains an individual credit blacklist. However, due to their short operational history, limitations in the availability of information and the developing information infrastructure in the PRC, these nationwide credit information systems are relatively undeveloped. Therefore, our assessment of the credit risks associated with particular customers may not be based on complete, accurate or reliable information. Until these unified nationwide credit systems become more fully developed, we have to rely on other publicly available resources and our internal resources, which are not as extensive or as effective as a unified, nationwide credit information system. In addition, loan contracts in the PRC may not contain the same type of financial and other covenants as elsewhere to allow us to effectively monitor, timely detect or take action regarding our customers' creditworthiness. Furthermore, as affiliation among borrowers can be complex and is difficult to determine in the PRC, our ability to collect accurate and complete information or analyze our borrower concentration based on such information is limited. As a result, our ability to effectively manage our credit risk may be materially and adversely affected.

Our loan classification and provisioning policies may be different from those applicable to banks in certain other countries or regions.

We classify our loans using a five-category loan classification system, which complies with the PRC regulatory guidelines. The PRC guidelines may be different from those applicable in other countries and regions, such as the United States. Our loan classification and provision policies may be different in certain respects from those of banks subject to regulations in certain other countries or regions. As a result, our loan classification may differ from those that would be reported if we were subject to regulations in those countries or regions.

Future amendments to IAS 39 and interpretive guidance on its application may require us to change our practice for making provisions to impairment of financial assets.

We follow the guidance of IAS 39 in determining impairment of financial assets. The determination of impairment requires a high level of management judgment. In making this judgment, we evaluate, among other factors, the duration and extent to which the fair value of an investment is less than its cost and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, technological changes, credit ratings, delinquency rates, consideration on impairment on loans. IAS 39 has been amended for periods starting July 1, 2009. We cannot assure you that future changes will not have a material effect on us. The International Accounting Standards Board ("***IASB***"), which has the responsibility for developing and changing accounting standards under IFRS, currently has plans to further change its impairment requirements under IAS 39. Furthermore, the IASB recently set out a detailed six-month timetable for publishing a proposal to replace IAS 39, consistent with the recommendations and timetable set out by the group of 20 (G20) nations at their meeting in early April 2009. We cannot assure you that these and any other future amendments to IAS 39 or similar standards, including any authoritative interpretive guidance on the application of such new or revised standards, will not require us to change our current provisioning practice, which may in turn materially affect our financial condition and results of operations.

The ability of our shareholders to pledge their shares is limited by applicable PRC legal and regulatory requirements.

According to current PRC banking regulations, a shareholder of a commercial bank may not use its shares in the bank as collateral for loans from such bank. Although a shareholder may procure a loan from the bank, the terms of such loan may not be more favorable than those offered to other borrowers. Moreover, any shareholder of a commercial bank who owns 5% or more of our shares must give a written notice to the board of directors of such bank before pledging its shares in the bank as collateral for or to guarantee loans from other banks. If a shareholder of a bank has a loan from such bank in excess of the audited net value of its shares in the bank for the immediately preceding year, the shareholder may not use its shares in the bank as collateral for borrowings at other banks unless certificates of deposit with a PRC bank or PRC government bonds are provided as additional collateral to the bank in which the shareholder holds its shares. See "Supervision and Regulation."

Investments in commercial banks in the PRC are subject to ownership restrictions that may materially and adversely affect the value of your investment.

Investments in commercial banks in the PRC are subject to a number of ownership restrictions. For example, prior approval from the CBRC is required for any person or entity to hold 5% or more of the registered capital or total issued shares of a commercial bank in the PRC. If a shareholder of a commercial bank in the PRC increases its shareholding above the 5% threshold without obtaining the CBRC's prior approval, the shareholder will be subject to CBRC sanctions, which include, among other things, correction of such misconduct, fines and confiscation of related earnings. As a result, if one of your investment goals is to acquire a substantial equity interest in us, your goal may not be achieved unless you are able to obtain the prior approval of the CBRC. See "Supervision and Regulation — PRC Banking Supervision and Regulation — Ownership and Shareholder Restrictions — Shareholder Restrictions." In addition, future changes in ownership restrictions imposed by the PRC government may materially and adversely affect the value of your investment.

We cannot assure you of the accuracy or comparability of facts, forecasts and statistics contained in this prospectus with respect to the PRC, its economy or the PRC and global banking industries.

Facts, forecasts and statistics in this prospectus relating to the PRC, the PRC economy and the PRC and global banking industries, including our market share information, are derived from various governmental and quasi-governmental sources, such as the PBOC, CBRC, World Bank or International Monetary Fund, or other public sources, which are generally believed to be reliable. However, we cannot guarantee the quality, comparability and reliability of such material. In addition, these facts, forecasts and statistics have not been independently verified by us and may not be consistent with information available from other sources, and may not be complete or up to date. We have taken reasonable care in reproducing or extracting the information from such sources. However, because of potentially flawed methodologies, discrepancies in market practice and other problems, these facts, forecasts and other statistics may be inaccurate or may not be comparable from period to period or to facts, forecasts or statistics of other economies.

RISKS RELATING TO THE PRC

Our business, earnings, assets quality and financial condition have been and will continue to be affected by the deterioration in the global economy and the slowdown of China's economic growth, as well as the changes in PRC government's policies.

Our performance has been and will continue to be affected by the economic conditions of China, which in turn is influenced by the global economy. As a result of the recent financial crisis, recessionary conditions are present in many economies globally and such conditions may persist over the near to medium term. The deterioration in the global economy has added greater downward pressure to China's economic growth. The PRC economy is expected to grow at a slower pace of 8.4% in 2009 and 8.7% in 2010, according to the World Bank, as compared to between 9.0% and 13.0% annually between 2002 and 2008, according to the International Monetary Fund. Many of our customers and counterparties in the ordinary course of our business are companies operating in industries that have been exposed to the impact of the downturns of China and global economies, such as real estate, energy, transportation and export related sectors including raw materials, manufacturing and processing industries. Our asset quality may deteriorate and our provisions for impaired loans may have to be increased if our major customers or counterparties fail or are otherwise unable to meet their obligations. The value of the collateral or guarantees provided to us may be changed adversely and we may be unable to realize the full value of our collateral or guarantees. We may also face difficulties in expanding our businesses due to the lack of confidence in the economic growth and the declines in investments and spending. See "— Risks Relating to Our Business — We may not be able to successfully maintain growth or otherwise obtain sufficient resources to support such growth" and "— Risks Relating to the Banking Industry in the PRC — The growth of the PRC banking industry may not be sustainable." Any of the above situations may have a material adverse affect on our business, results of operations and financial condition. The precise nature of all the risks and uncertainties that we face as a result of current economic conditions cannot be predicted precisely and many of these risks are outside our control.

In response to the deterioration of the global economy and downward pressure to China's economic growth, the PRC government has adopted fiscal and monetary stimulus measures to increase domestic demand and boost economic growth, including implementing a RMB4 trillion fiscal stimulus package, of which a major component is reserved for public infrastructure spending. Moreover, the PBOC undertook a series of five interest rate cuts in less than three months following the outbreak of the global financial crisis, decreasing the benchmark interest rates for loans from 7.47% to 5.31% and for deposits from 4.14% to 2.25%. While we may benefit from valuable opportunities presented by such measures, we are also facing certain unfavorable factors including a lower interest rate environment and more supply of liquidity by our competitors.

Moreover, as substantially all of our businesses, assets and operations and revenues are in or derived from our operations in the PRC, our financial condition, results of operations and business prospects are subject, to a significant degree, to the economic, political and legal developments in the PRC. The economy of the PRC differs from the economies of most developed countries in many respects, including, among others, the extent of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. For example, the PRC government also exercises significant control over economic growth by allocating resources, setting fiscal and monetary policy and providing preferential treatment to particular industries or companies. Thus any significant change to the political, economic and social conditions, as well as government policies of the PRC may materially and adversely affect our business, financial condition, results of operations and future business prospects.

The interpretation and enforcement of the PRC laws and regulations may limit the protection available to you.

We are organized under, and our operations are governed by, the PRC laws. The PRC government has promulgated laws and regulations over the past 20 years regarding matters such as corporate organization and governance, issuance and trading of securities, shareholders' rights, foreign investment, commerce, taxation and trade. However, many of these laws and regulations are relatively new and will continue to evolve, are subject to different interpretations and may be inconsistently enforced. In addition, there is only a limited volume of published court decisions which may be cited for reference, but such cases have limited precedential value as they are not binding on subsequent cases. These uncertainties relating to the interpretation of PRC laws and regulations can affect the legal remedies and protections that are available to you and can materially and adversely affect the value of your investment.

Our Articles of Association provide that disputes between holders of our H Shares and our Bank, or our Directors, Supervisors, officers, or the holders of our A Shares, arising out of our Articles of Association or the Company Law and related regulations, concerning the affairs of our Bank, are to be resolved through arbitration by either the CIETAC or the HKIAC, rather than by a court of law. Awards made by PRC arbitral authorities recognized under the Hong Kong Arbitration Ordinance, including the CIETAC, can be enforced in Hong Kong. Hong Kong arbitral awards are also enforceable in the PRC, subject to the satisfaction of certain PRC legal requirements. However, to our knowledge, no action has been brought in the PRC by any holder of H shares issued by a PRC company to enforce an arbitral award. As a result, we are uncertain whether any action brought in the PRC to enforce an arbitral award made in favor of holders of H Shares would succeed.

PRC laws, rules and regulations applicable to companies listed overseas do not distinguish between minority and controlling shareholders in terms of their rights and protections. However, we cannot guarantee that you will have the same protections afforded to a minority shareholder by companies incorporated under the laws of the United States, certain member states of the European Union or Hong Kong.

You may experience difficulties in effecting service of legal process or enforcing foreign judgments against us and our management.

We are a joint stock company incorporated under the laws of the PRC and substantially all of our businesses, assets and operations are located in the PRC. In addition, a substantial majority of our directors, supervisors and senior management reside in the PRC and substantially all of their assets are located in the PRC. As a result, it may not be possible to effect service of process within the United States or elsewhere outside the PRC upon us or such directors, supervisors or executive officers, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws. Moreover, the PRC does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts with the United States, the United Kingdom, Japan and many other countries. In addition, Hong Kong has no arrangement with the United States for reciprocal enforcement of judgments. As a result, recognition and enforcement in the PRC or Hong Kong of judgments of a court in the United States and any of the other jurisdictions mentioned above in relation to any matter may be difficult or impossible.

The holders of H Shares will not be able to bring actions on the basis of violations of the Hong Kong Listing Rules and must rely on the Hong Kong Stock Exchange to enforce its rules. The Hong Kong Listing Rules and Hong Kong Codes on Takeovers and Mergers and Share Repurchases do not have the force of law in Hong Kong.

Government control of currency conversion and the fluctuation of the Renminbi may materially and adversely affect our operations and our ability to pay dividends to holders of our H Shares.

The Renminbi currently is not a freely convertible currency. We receive almost all of our revenues in Renminbi and will have to convert the Renminbi to foreign currency in order to meet our foreign currency obligations such as payment of dividends, if any, to holders of our H Shares.

Under the current foreign exchange regulations in the PRC, following completion of the Global Offering, we will be permitted to undertake current account foreign exchange transactions, including payment of dividends, without prior approval from the SAFE. There can be no assurance that the PRC government will not restrict access to foreign currency for capital account and current account transactions. Foreign exchange transactions under the capital account, including principal payments in respect of foreign currency-denominated obligations, continue to be subject to limitations and require prior approval of the SAFE. These restrictions could affect our ability to obtain foreign currency through debt financing, or to obtain foreign exchange needed for our capital expenditures, and could materially and adversely affect our business, financial condition and results of operations.

The value of the Renminbi against the U.S. dollar and other currencies fluctuates and is affected by, among other things, changes in domestic and international political and economic conditions. Since mid-2005, the PRC government has adopted a managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band that is based on market supply and demand and reference to a basket of currencies. Subsequent to mid-2005, the Renminbi appreciated significantly against the U.S. dollar but since mid-2008, the exchange rate between the Renminbi and U.S. dollar has remained relatively stable. The PRC government has since made, and in the future may make, further adjustments to the exchange rate system. Any appreciation of the Renminbi against the U.S. dollar or any other foreign currencies may result in the decrease in the value of our foreign currency-denominated assets. Conversely, any devaluation of the Renminbi may materially and adversely affect the value of, and any dividends payable on, our H Shares in foreign currency terms. As of June 30, 2009, approximately 1.5% of our financial assets and 1.5% of our financial liabilities were denominated in foreign currencies. See "Financial Information — Quantitative and Qualitative Analysis of Market Risks — Currency Risk" and "Risk Management — Market Risk Management — Exchange Rate Risk." We are also currently required to obtain the approval of SAFE before converting significant sums of foreign currencies into Renminbi. All of these factors could materially and adversely affect our financial condition, results of operations and compliance with capital adequacy ratios and operational ratios.

Holders of H Shares may be subject to PRC taxation.

Under current PRC tax laws, regulations and rulings, dividends paid by our Bank to a Non-PRC Resident Enterprise Shareholder are subject to a 10% withholding tax while the dividends paid to an individual holders of H Shares outside the PRC are currently exempted from PRC income tax. In addition, gains realized by Non-PRC Resident Enterprise Shareholders upon sale or disposition of H Shares are subject to a 10% income tax, while gains realized by individual holders of H Shares are currently exempted from PRC income tax. If the exemptions are withdrawn in the future, individual holders of H Shares may be required to pay PRC income tax, or we may be required to withhold such tax from dividend payments. Such PRC income tax or withholding tax on dividends would likely be imposed at the current rate of 20%, unless there is an applicable tax treaty between the PRC and the jurisdiction in which an overseas holder of H Shares resides which reduces or exempts the relevant tax.

Payment of dividends is subject to restrictions under PRC law.

Under the PRC law, dividends may be paid only out of distributable profits. Distributable profits means, as determined under PRC GAAP or IFRS, whichever is lower, the net profits for a period, plus the distributable profits or net of the accumulated losses, if any, at the beginning of such period, less appropriations to statutory surplus reserve (determined under PRC GAAP), general reserve, and discretionary surplus reserve (as approved by our shareholders' meeting). As a result, we may not have sufficient distributable profits, if any, to make dividend distributions to our shareholders in the future, including in respect of periods where we register an accounting profit. Any distributable profits that are not distributed in a given year are retained and available for distribution in subsequent years.

In addition, the CBRC has the discretionary authority to restrict dividend payments and other distributions by any bank that has a capital adequacy ratio below 8% or a core capital adequacy ratio below 4%, or that has violated certain other PRC banking regulations. See "Supervision and Regulation — PRC Banking Supervision and Regulation — Supervision Over Capital Adequacy — CBRC Supervision of Capital Adequacy."

Changes in tax incentives may materially and adversely affect our business and results of operations.

Our effective income tax rate depends on the availability of tax incentives, which may vary depending on the location or nature of our operations in China. The current maximum corporate income tax rate in China is 25%. However, we currently are entitled to an incentive income tax rate of 20% for our Shenzhen branch which will increase gradually to the maximum rate of 25% by 2012. All of our other operations are currently subject to the 25% income tax rate. We cannot assure you, however, that such tax incentives will be available in the future or that existing tax incentives will not be modified or revoked. If the tax incentives are modified or revoked, our results of operations may be materially and adversely affected.

Any future outbreaks of contagious diseases in the PRC may have a material adverse effect on our business operations, financial condition and results of operations.

Any future outbreaks of contagious diseases, including avian influenza, H1N1 influenza A, severe acute respiratory syndrome, or SARS, may materially and adversely affect our business and results of operations. There have been recent reports of outbreaks of a highly pathogenic influenza caused by H1N1 virus in certain regions and countries. The World Health Organization and other agencies have issued and continue to issue warnings on a potential Influenza A (H1N1) pandemic if there is sustained human-to-human transmission. An outbreak of an Influenza A (H1N1) in the human population could result in a widespread health crisis that could materially and adversely affect the economies and financial markets of many countries, particularly in Asia. Additionally, a recurrence of SARS, a highly contagious form of atypical pneumonia, similar to the occurrence in the first half of 2003, which affected the PRC, Hong Kong and certain other areas, could have similar adverse effects. There is no guarantee that any future outbreak of Influenza A (H1N1), avian influenza, SARS or other epidemics or pandemics, or the measures taken by the PRC government or other countries in response to a future outbreak of Influenza A (H1N1), avian influenza, SARS or other epidemics, will not seriously interrupt our operations or those of our suppliers or customers, which may have a material adverse effect on our results of operations.

RISKS RELATING TO THE GLOBAL OFFERING

The characteristics of the A Share and H Share markets may differ, and the liquidity and market price of our H Shares following the Global Offering may be volatile.

Following the Global Offering, our A Shares will continue to be traded on the Shanghai Stock Exchange and our H Shares will be traded on the Hong Kong Stock Exchange. Without approval from the relevant regulatory authorities, our A Shares and H Shares are neither interchangeable nor fungible, and there is no trading or settlement between the A share and the H share markets. See "— Future sales or perceived sales of substantial amounts of our H Shares in the public market or the conversion of our A Shares to H Shares could have a material adverse effect on the prevailing market price of our H Shares and our ability to raise capital in the future." The A share and H share markets have different trading characteristics (including trading volume and liquidity) and investor bases, including different levels of retail and institutional participation. As a result of these differences, the trading price of our A Shares and H Shares may not be the same. Moreover, fluctuations in our A Share price may affect our H Share price, and vice versa. Because of the different characteristics of the A share and H share markets, the historical prices of our A Shares may not be indicative of our H Share performance. You should, therefore, not place undue reliance on the prior trading history of our A Shares when evaluating an investment in the Global Offering.

In addition, following the Global Offering, the price and trading volume of our H Shares may be highly volatile and may fluctuate substantially in response to, among other factors:

- variations in our revenue, earnings, cash flow, asset quality, and financial and operating performance;
- changes in financial estimates by securities analysts;
- investor perceptions of us and the investment environment in Asia, including the PRC and Hong Kong;
- development of the PRC banking industry;
- depth and liquidity of the market for our H Shares;
- differences between our actual profits and our forecasts;
- future sales of new A Shares, H Shares or other securities relating to our A Shares or H Shares in the public market, or the perception that such sales or issuances may occur;
- disputes or lawsuits relating to transfers of our Shares;
- complaints or allegations of financial or other impropriety at our Group made by third parties (as have been made in the past), whether true or not;
- fluctuation in the price and trading volume of the A Shares on the Shanghai Stock Exchange; and
- general economic and other factors.

There has been no prior public market for our H Shares, an active trading market may not develop, and the trading price of our H Shares may fluctuate significantly.

Prior to the Global Offering, there was no public market for our H Shares. The initial Offer Price range to the public for our H Shares is the result of negotiations between us and the Sole Global Coordinator on behalf of the Underwriters, and the Offer Price may differ significantly from the market price for our H Shares following the Global Offering. There can be no assurance that an active trading market for our H Shares will develop following the Global Offering or, if it does develop, that it will be sustained or that the market price for our H Shares will not decline below the initial Offer Price.

Forward-looking statements contained in this prospectus are subject to risks and uncertainties

This prospectus contains certain statements that are "forward-looking" and uses forward-looking terminology such as "anticipate," "believe," "expect," "may," "plan," "consider," "ought to," "should," "would" and "will." Those statements include, among other things, the discussion of our growth strategy and the expectations of our future operations, liquidity and capital resources. Purchasers and subscribers of our Offer Shares are cautioned that reliance on any forward-looking statement involves risk and uncertainties and that, any or all of those assumptions could prove to be inaccurate and as a result, the forward-looking statements based on those assumptions could also be incorrect. The uncertainties in this regard include those identified in the risk factors discussed above. In light of these and other uncertainties, the inclusion of forward-looking statements in this prospectus should not be regarded as representations or warranties by us that our Bank's plans and objectives will be achieved and these forward-looking statements should be considered in light of various important factors, including those set forth in this section. We do not intend to update these forward looking statements in addition to our on-going disclosure obligations pursuant to the Hong Kong Listing Rules or other requirements of the Hong Kong Stock Exchange. Investors should not place undue reliance on such forward looking information.

Future sales or perceived sales of substantial amounts of our H Shares in the public market or the conversion of our A Shares to H Shares could have a material adverse effect on the prevailing market price of our H Shares and our ability to raise capital in the future.

The market price of our H Shares could decline as a result of future sales of substantial amounts of our H Shares or other securities relating to our Shares in the public market, or the issuance of our new Shares or other securities relating to our Shares, or the perception that such sales or issuances may occur. Future sales, or perceived sales, of substantial amounts of our Shares could also materially and adversely affect the prevailing market price of our H Shares or our ability to raise capital in the future at a time and at a price favorable to us, and our shareholders would experience dilution in their holdings upon issuance or sale of additional securities for any purpose, including, among other things, to improve our capital adequacy in the future.

Further, according to the stipulations by the CSRC and our Articles of Association, our A Shares may be transferred to overseas investors, and such transferred shares may be listed or traded on an overseas stock exchange, provided certain conditions are met and certain procedures are completed. See "Share Capital — Transfer of Our A Shares for Listing and Trading on the Overseas Stock Exchange." Conversion of a substantial number of our A Shares to H Shares, or the perception that such conversion may occur, could materially and adversely affect the price of our H Shares.

Because the Offer Price of our H Shares is higher than our net tangible book value per share, purchasers of our H Shares in the Global Offering will experience immediate dilution upon such purchase.

The Offer Price of our H Shares is higher than our net tangible book value per share of the outstanding shares issued to our existing shareholders as of June 30, 2009. Therefore, purchasers of our H Shares in the Global Offering will experience an immediate dilution in pro forma net tangible book value of HK$4.76 per H Share based on our net tangible book value per share as of June 30, 2009 (assuming an Offer Price of HK$9.00, which is the mid-point of our indicative Offer Price range, and assuming the Over-allotment Option is not exercised), and our existing shareholders will receive an increase in the pro forma adjusted consolidated net tangible asset value per share of their shares. In addition, holders of our H Shares may experience a further dilution of their interest if the Underwriters exercise the Over-allotment Option or if we obtain additional capital in the future through equity offerings.

Since there will be a time gap between the pricing and trading of our H Shares, holders of our H Shares are subject to the risk that the trading prices of our H Shares could fall during the period before trading of our H Shares begins.

The initial price for sale and subscription of our H Shares to the public will be determined on the date of pricing, which is expected to be on or about November 19, 2009. However, our H Shares will not commence trading on the Hong Kong Stock Exchange until they are delivered, which is expected to be five Business Days after the pricing date. As a result, investors may not be able to sell or otherwise deal in our H Shares during that period. Accordingly, holders of our H Shares are subject to the risk that the prices of our H Shares could fall before trading begins as a result of adverse market conditions or other adverse developments that could occur between the time of sale and the time trading begins, such as a fall in our A Share price.

Dividends declared in the past may not be indicative of our dividend policy in the future.

We did not pay dividends in respect to the financial year ended December 31, 2006, but paid a cash dividend of RMB724 million and a stock dividend of RMB2,896 million in respect of the financial year ended December 31, 2007, and a cash dividend of RMB1,506 million in respect of the financial year ended December 31, 2008. We did not declare dividends for the nine months ended September 30, 2009. Dividends paid in prior periods may not be indicative of future dividend payments. We cannot guarantee when, if and in what form dividends will be paid in the future. The declaration of dividends is proposed by the Board and is based on, and limited by, various factors, including, without limitation, our business and financial performance, capital and regulatory requirements and general business conditions. We may not have sufficient or any profits to enable us to make dividend distributions to our shareholders in the future, even if our IFRS financial statements indicate that our operations have been profitable. See "Financial Information — Dividend Policy" in this prospectus.

You should read the entire prospectus carefully and we strongly caution you not to place any reliance on any information contained in press articles or other media regarding us and the Global Offering.

Prior to the publication of this prospectus, there has been press and media coverage regarding us and/or the Global Offering, including but not limited to, coverage in Hong Kong Economic Times, Hong Kong Economic Journal, Apple Daily and Ming Pao Daily News, which included certain financial information, financial projections, valuations, capital expenditure, acquisition plan and other information not contained in this prospectus. We have not authorized disclosure of any such information in the press or other media. We make no representation as to the appropriateness, accuracy, completeness or reliability of any of the projections, valuations or other forward-looking information about us. To the extent such statements are inconsistent with, or conflict with, the information contained in this prospectus, we disclaim responsibility for them. Accordingly, prospective investors are cautioned to make their investment decisions on the basis of the information contained in this prospectus only and should not rely on any other information.