

The Cornerstone Placing

We have entered into placing agreements with the following investors, or the Cornerstone Investors, who in aggregate have agreed to subscribe at the Offer Price for such number of Offer Shares that may be purchased with an aggregate amount of HK\$2,635 million. Assuming an Offer Price of HK\$9.00, the mid-point of the estimated Offer Price range set forth in this prospectus, the total number of H Shares to be subscribed for by the Cornerstone Investors would be approximately 292,777,000 H Shares, representing approximately 1.32% of our issued and outstanding share capital or 8.81% of the H Shares after the Global Offering (assuming that the Over-allotment Option is not exercised). Each of the Cornerstone Investors is not related to each other and is independent from our Bank. None of the Cornerstone Investors will subscribe for any Offer Shares under the Global Offering other than pursuant to the respective placing agreement. Immediately following the completion of the Global Offering, no Cornerstone Investor will have any board representation in our Bank, nor will any Cornerstone Investor become a substantial shareholder of our Bank. The shareholdings of the Cornerstone Investors will be counted towards the public float of our H Shares.

The Offer Shares to be subscribed for by the Cornerstone Investors will not be affected by any reallocation of the Offer Shares between the International Offering and the Hong Kong Public Offering in the event of over-subscription under the Hong Kong Public Offering as described in the "Structure of the Global Offering — The Hong Kong Public Offering".

Our Cornerstone Investors

We set forth below a brief description of our Cornerstone Investors:

Dr. Yeung Chun Kam and Mr. Yeung Chun Fan

Dr. Yeung Chun Kam and Mr. Yeung Chun Fan have agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot of 500 H Shares) which may be purchased with an aggregate amount of US\$100 million at the Offer Price. Assuming an Offer Price of HK\$9.00 (being the mid-point of the Offer Price range set forth in this prospectus), Dr. Yeung Chun Kam and Mr. Yeung Chun Fan would in aggregate jointly subscribe for approximately 86,111,000 H Shares, representing approximately 2.59% of the H Shares upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised).

Dr. Yeung Chun Kam, alias Charles Yeung, is the founder and chairman of Glorious Sun Enterprises Limited, a company listed on the main board of the Hong Kong Stock Exchange (stock code: 393). Mr. Yeung Chun Fan is the vice-chairman and general manager of Glorious Sun Enterprises Limited. Glorious Sun Enterprises Limited and its subsidiaries are principally engaged in the business of retailing, export and production of casual wear.

Pretty Wave Limited

Pretty Wave Limited has agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot of 500 H Shares) which may be purchased with an aggregate amount of US\$100 million at the Offer Price. Assuming an Offer Price of HK\$9.00 (being the mid-point of the Offer Price range set forth in this prospectus), Pretty Wave Limited would subscribe for approximately 86,111,000 H Shares, representing approximately 2.59% of the H Shares upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised).

Pretty Wave Limited is an investment holding company incorporated in the British Virgin Islands. It is wholly-owned by Chinese Estates Holdings Limited (stock code: 127), a company listed on the main board of the Hong Kong Stock Exchange.

China Overseas Finance Investment Limited

China Overseas Finance Investment Limited ("**COFI**") has agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot of 500 H Shares) which may be purchased with an aggregate amount of US\$60 million at the Offer Price. Assuming an Offer Price of HK\$9.00 (being the mid-point of the Offer Price range set forth in this prospectus), COFI would subscribe for approximately 51,666,500 H Shares, representing approximately 1.56% of the H Shares upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised).

COFI is a wholly-owned subsidiary of China Overseas Holdings Limited ("**COHL**") which in turn is a wholly-owned subsidiary of a large state-owned enterprise. COFI is an investment holding company incorporated in Hong Kong and primarily engaged in the provision of financial advisory services as well as investment strategies for COHL. The scope of COFI's services includes, but is not limited to, fund-raising activities from capital markets, evaluations and implementations of equity investments, corporate restructuring and mergers and acquisitions advisory.

Ever Eagle Limited

Ever Eagle Limited has agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot of 500 H Shares) which may be purchased with an aggregate amount of US\$50 million at the Offer Price. Assuming an Offer Price of HK\$9.00 (being the mid-point of the Offer Price range set forth in this prospectus), Ever Eagle Limited would subscribe for approximately 43,055,500 H Shares, representing approximately 1.30% of the H Shares upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised).

Ever Eagle Limited is a company incorporated in the Samoa and wholly and beneficially owned by Mr. Yin, Chung-Yao. Ever Eagle Limited is indirectly engaged in the hypermarket business in China.

Ping An of China Asset Management (Hong Kong) Company Limited

Ping An of China Asset Management (Hong Kong) Company Limited ("**Ping An Asset Management**") has agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot of 500 H Shares) which may be purchased with an aggregate amount of US\$30 million at the Offer Price. Assuming an Offer Price of HK\$9.00 (being the mid-point of the Offer Price range set forth in this prospectus), Ping An Asset Management would subscribe for approximately 25,833,000 H Shares, representing approximately 0.78% of the H Shares upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised).

Ping An Asset Management is an indirect wholly-owned subsidiary of Ping An Insurance (Group) Company of China, Ltd. ("**Ping An**"). Ping An is a joint stock limited company established in the PRC whose shares are listed on both the main board of the Hong Kong Stock Exchange (stock code: 2318) and the Shanghai Stock Exchange (stock code: 601318). Ping An is an insurance group providing financial services and products with a focus on life insurance, property and casualty insurance, and it also operates trust, consumer banking and securities businesses. The H Shares to be subscribed for under the cornerstone investor placing agreement will be held in the name of Ping An Life Insurance Company of China, Ltd., another subsidiary of Ping An.

Conditions Precedent

The subscription obligation of each Cornerstone Investor is subject to, among other things, the following conditions precedent:

- (1) the Hong Kong Underwriting Agreement and the International Purchase Agreement having been entered into and having become effective and unconditional (in accordance with their respective original terms, as subsequently varied by agreement of the parties

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thereto or waived, to the extent it may be waived, by the relevant parties) by no later than the time and date as specified in such agreements;

- (2) the Listing Committee of the Hong Kong Stock Exchange granted the listing of, and permission to deal in, the H Shares and such approval or permission not having been revoked; and
- (3) neither of the Hong Kong Underwriting Agreement nor the International Purchase Agreement having been terminated.

Restrictions on the Cornerstone Investors' Investment

Each of the Cornerstone Investors has agreed that, without the prior written consent of the Bank and the Joint Bookrunners, it will not, whether directly or indirectly, at any time during the period of six months following the Listing Date, dispose of (as defined in the relevant placing agreement) any of the H Shares subscribed for by it pursuant to the relevant placing agreement (or any interest in any company or entity holding any of the H Shares), other than transfers to any wholly-owned subsidiary or affiliate (as the case may be) of such Cornerstone Investor provided that such wholly-owned subsidiary or affiliate undertakes in writing to, and such Cornerstone Investor undertakes to procure that such wholly-owned subsidiary or affiliate will, abide by the restrictions on disposals imposed on the Cornerstone Investor.