

A. FURTHER INFORMATION ABOUT OUR GROUP**1. Incorporation**

Our Company was incorporated in the PRC as a joint stock limited liability company on January 15, 2009 under the PRC Company Law. Our registered address is at No. 69, Jianguomen Nei Avenue, Dongcheng District, Beijing, PRC. We have registered a place of business in Hong Kong at 23/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong and have been registered as an oversea company on May 13, 1996 under Part XI of the Hong Kong Companies Ordinance. Ms. Tam Ka Yee has been appointed as our agent for the acceptance of service of process and notices in Hong Kong. The address for service of process on the Company in Hong Kong is 7/F, One Pacific Place, 88 Queensway, Hong Kong.

As our Company was established in the PRC, we operate subject to the relevant laws and regulations of the PRC and our constitution which comprises our Articles of Association. Certain aspects of the relevant laws and regulations of the PRC, and a summary of certain provisions of our Articles of Association are set out in Appendices VII and VIII to this prospectus, respectively.

2. Changes in the share capital of our Group*The Company*

As of the date of our incorporation, the initial registered capital of the Company was RMB260,000,000,000 divided into 260,000,000,000 domestic shares of nominal value of RMB1.00 each, all of which were credited as fully paid up and were held by the Company's promoters as follows:

<u>Name of Promoters</u>	<u>Number of Domestic Shares</u>	<u>Percentage of Shareholding in the Share Capital of the Company</u>
MOF	130,000,000,000	50%
Huijin	130,000,000,000	50%

The following sets out the changes in the Company's registered capital since the date of its incorporation:

On April 21, 2010, we entered into the Share Subscription Agreement with the MOF, Huijin and the SSF, pursuant to which we issued 10,000,000,000 new shares to the SSF for a consideration of approximately RMB15.5 billion. The total registered capital of the Company increased to RMB270.0 billion.

Immediately after the A Share Offering and the Global Offering, our registered capital will be RMB317,647,059,000, made up of 26,729,412,074 H shares of RMB1.0 each and 290,917,646,926 A shares of RMB1.0 each (assuming neither of the over-allotment options of the A Share Offering and the Global Offering is exercised).

Save as disclosed in this Appendix, there has been no alteration in the Company's registered capital since the date of our incorporation.

Our Principal Subsidiaries

Our principal subsidiaries are set out below:

(1) ABC-CA Fund Management Co., Ltd.

ABC-CA Fund Management Co., Ltd. (農銀滙理基金管理有限公司) is held as to 51.67% by us, 33.33% by Amundi Asset Management and 15% by Aluminum Corporation of China Limited (中國鋁業股份有限公司), both of which are independent third parties. It was established under the laws of the PRC on March 18, 2008 with a registered capital of RMB200,000,001.

(2) ABC Hubei Hanchuan Rural Bank Limited Liability Company

ABC Hubei Hanchuan Rural Bank Limited Liability Company (湖北漢川農銀村鎮銀行有限責任公司) is held as to 50% by us, and the remaining 50% by five independent third parties. It was established under the laws of the PRC on August 12, 2008 with a registered capital of RMB20,000,000.

(3) ABC Hexigten Rural Bank Limited Liability Company

ABC Hexigten Rural Bank Limited Liability Company (克什克騰農銀村鎮銀行有限責任公司) is held as to 51.02% by us, and the remaining 48.98% by six independent third parties. It was established under the laws of the PRC on August 15, 2008 with a registered capital of RMB19,600,000.

(4) ABC Ansai Rural Bank Limited Liability Company

ABC Ansai Rural Bank Limited Liability Company (安塞農銀村鎮銀行有限責任公司) is held as to 51% by us, and the remaining 49% by six independent third parties. It was established under the laws of the PRC on March 18, 2010 with a registered capital of RMB20,000,000.

(5) ABC Jixi Rural Bank Limited Liability Company

ABC Jixi Rural Bank Limited Liability Company (績溪農銀村鎮銀行有限責任公司) is held as to 51.02% by us, and the remaining 48.98% by eight independent third parties. It was established under the laws of the PRC on May 27, 2010 with a registered capital of RMB29,400,000.

(6) ABC International Holdings Limited

ABC International Holdings Limited (農銀國際控股有限公司) was incorporated under the laws of Hong Kong with limited liability on November 11, 2009 with an authorized share capital of HK\$1,800,000,000 divided into 1,800,000,000 shares of HK\$1.0 each. It is our wholly-owned subsidiary.

(7) China Agricultural Finance Co., Ltd.

China Agricultural Finance Co., Ltd. (農銀財務有限公司) was incorporated under the laws of Hong Kong with limited liability on November 1, 1988 with an authorized share capital of HK\$588,790,000 divided into 588,790,000 shares of HK\$1.0 each. It is our wholly-owned subsidiary.

Further information on our principal subsidiaries is contained in the Accountants' Report set out in Appendix I to the prospectus.

There has been no alteration in the share capital of any of our principal subsidiaries within the two years preceding the date of this prospectus.

3. Resolutions of our shareholders

Pursuant to the extraordinary general meeting held on April 21, 2010, our shareholders resolved that:

- (a) the listing plan of our Company be approved, including, among other things,
 - listing on the Hong Kong Stock Exchange through an initial public offering of H shares;
 - as part of Global Offering, offering of H shares in the United States to Qualified Institutional Buyers (as such term is defined in Rule 144A under the US Securities Act) and outside of the United State in reliance on Regulation S of the US Securities Act, offering of H shares to professional and institutional investors in Hong Kong and conducting a public offering without listing in Japan;
 - the issue and listing of A shares; and
 - the conversion of our Company into a domestic and overseas subscription joint stock company with limited liability;
- (b) the Articles of Association be approved and shall become effective on the Listing Date;
- (c) the Board of Directors be authorized to draft, amend, sign and submit the applications, relevant reports or materials relating to the proposal listing of H shares and A shares to the relevant authorities in the PRC and the Hong Kong Stock Exchange and to deal with approval, registration, filing, verifications or other formalities; and
- (d) the Board of Directors be authorized, among other things, to do any acts and things relating to the issue and listing of the H shares on the Hong Kong Stock Exchange;

B. FURTHER INFORMATION ABOUT OUR BUSINESS**1. Summary of material contracts**

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this prospectus that are or may be material:

- (a) an underwriting agreement dated December 23, 2008 (as amended by an interest rate and offering size confirmation) entered into between us and China International Capital Corporation Limited in connection with the issue of subordinated bonds in an amount of RMB50 billion by us;
- (b) a share and shareholder loan transfer agreement dated March 31, 2010, entered into between China Agricultural Finance Co., Ltd. (the “transferor”) and ABC International Holdings Limited (the “transferee”), pursuant to which the transferor agreed to transfer all issued ordinary shares in CAF International Insurance Company Limited (since renamed as ABCI Insurance Company Limited) and CAF Securities Company Limited (since renamed as ABCI Securities Company Limited) held by it (collectively, the “Target Companies”) and the shareholder loans owed by the Target Companies to the transferor, if any, to the transferee in consideration of our offsetting the debt owed to us by the transferor by an amount equivalent to the value of the transferor’s entire equity interests in the Target Companies as of the date of the agreement;

- (c) the Share Subscription Agreement dated April 21, 2010, entered into between us and the MOF, Huijin and the SSF, pursuant to which we agreed to issue, and the SSF agreed to subscribe for, 10,000,000,000 ordinary shares for a consideration of RMB15,520,144,000;
- (d) a memorandum of understanding for strategic cooperation dated June 2, 2010, entered into between us and Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (“Rabobank Nederland”) in relation to potential cornerstone investment by the Rabobank group in us and strategic cooperation between us and Rabobank Nederland (see “Our Corporate Investors—Corporate Investors—Rabobank” for further details);
- (e) a cornerstone investment agreement dated June 18, 2010, entered into between Archer-Daniels-Midland Company, China International Capital Corporation Hong Kong Securities Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, J.P. Morgan Securities (Asia Pacific) Limited, Deutsche Bank AG, Hong Kong Branch, Macquarie Capital Securities Limited, ABCI Securities Company Limited and us, pursuant to which Archer-Daniels-Midland Company agreed to subscribe for our H shares in the amount of the Hong Kong dollar equivalent of US\$100,000,000;
- (f) a cornerstone investment agreement dated June 21, 2010, entered into between Ruperta Limited, Cheung Kong (Holdings) Limited, China International Capital Corporation Hong Kong Securities Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, J.P. Morgan Securities (Asia Pacific) Limited, Deutsche Bank AG, Hong Kong Branch, Macquarie Capital Securities Limited, ABCI Securities Company Limited and us, pursuant to which Ruperta Limited agreed to subscribe for our H shares in the amount of the Hong Kong dollar equivalent of US\$100,000,000;
- (g) a cornerstone investment agreement dated June 18, 2010, entered into between Commotra Company Limited, China International Capital Corporation Hong Kong Securities Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, J.P. Morgan Securities (Asia Pacific) Limited, Deutsche Bank AG, Hong Kong Branch, Macquarie Capital Securities Limited, ABCI Securities Company Limited and us, pursuant to which Commotra Company Limited agreed to subscribe for our H shares in the amount of the Hong Kong dollar equivalent of US\$200,000,000;
- (h) a cornerstone investment agreement dated June 18, 2010, entered into between China Travel Finance & Investment (H.K.) Limited, China Travel Service (Holdings) Hong Kong Limited, China International Capital Corporation Hong Kong Securities Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, J.P. Morgan Securities (Asia Pacific) Limited, Deutsche Bank AG, Hong Kong Branch, Macquarie Capital Securities Limited, ABCI Securities Company Limited and us, pursuant to which China Travel Finance & Investment (H.K.) Limited agreed to subscribe for our H shares in the amount of the Hong Kong dollar equivalent of US\$150,000,000;
- (i) a cornerstone investment agreement dated June 18, 2010, entered into between Kuwait Investment Authority, China International Capital Corporation Hong Kong Securities Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, J.P. Morgan Securities (Asia Pacific) Limited, Deutsche Bank AG, Hong Kong Branch, Macquarie Capital Securities Limited, ABCI Securities Company Limited and us, pursuant to which Kuwait Investment Authority agreed to subscribe for our H shares in the amount of the Hong Kong dollar equivalent of US\$800,000,000;

- (j) a cornerstone investment agreement dated June 17, 2010, entered into between Qatar Holding LLC, China International Capital Corporation Hong Kong Securities Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, J.P. Morgan Securities (Asia Pacific) Limited, Deutsche Bank AG, Hong Kong Branch, Macquarie Capital Securities Limited, ABCI Securities Company Limited and us, pursuant to which Qatar Holding LLC agreed to subscribe for our H shares in the amount of the Hong Kong dollar equivalent of US\$2,800,000,000;
- (k) a cornerstone investment agreement dated June 17, 2010, entered into between Rabobank International Holding B.V., Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., China International Capital Corporation Hong Kong Securities Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, J.P. Morgan Securities (Asia Pacific) Limited, Deutsche Bank AG, Hong Kong Branch, Macquarie Capital Securities Limited, ABCI Securities Company Limited and us, pursuant to which Rabobank International Holding B.V. agreed to subscribe for our H shares in the amount of the Hong Kong dollar equivalent of US\$250,000,000;
- (l) a cornerstone investment agreement dated June 17, 2010, entered into between Standard Chartered Bank, China International Capital Corporation Hong Kong Securities Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, J.P. Morgan Securities (Asia Pacific) Limited, Deutsche Bank AG, Hong Kong Branch, Macquarie Capital Securities Limited, ABCI Securities Company Limited and us, pursuant to which Standard Chartered Bank agreed to subscribe for our H shares in the amount of the Hong Kong dollar equivalent of US\$500,000,000;
- (m) a cornerstone investment agreement dated June 23, 2010, entered into between Seven Group Holdings Limited, China International Capital Corporation Hong Kong Securities Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, J.P. Morgan Securities (Asia Pacific) Limited, Deutsche Bank AG, Hong Kong Branch, Macquarie Capital Securities Limited, ABCI Securities Company Limited and us, pursuant to which Seven Group Holdings Limited agreed to subscribe for our H shares in the amount of the Hong Kong dollar equivalent of US\$250,000,000;
- (n) a cornerstone investment agreement dated June 17, 2010, entered into between Cairnhill Investments (Mauritius) Pte Ltd, China International Capital Corporation Hong Kong Securities Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, J.P. Morgan Securities (Asia Pacific) Limited, Deutsche Bank AG, Hong Kong Branch, Macquarie Capital Securities Limited, ABCI Securities Company Limited and us, pursuant to which Cairnhill Investments (Mauritius) Pte Ltd agreed to subscribe for our H shares in the amount of the Hong Kong dollar equivalent of US\$200,000,000;
- (o) a cornerstone investment agreement dated June 17, 2010, entered into between United Overseas Bank Limited, China International Capital Corporation Hong Kong Securities Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, J.P. Morgan Securities (Asia Pacific) Limited, Deutsche Bank AG, Hong Kong Branch, Macquarie Capital Securities Limited, ABCI Securities Company Limited and us, pursuant to which United Overseas Bank Limited agreed to subscribe for our H shares in the amount of the Hong Kong dollar equivalent of US\$100,000,000; and
- (p) the Hong Kong underwriting agreement dated June 29, 2010 entered into between us, the Joint Bookrunners and the Hong Kong underwriters (see “Underwriting” for details).

2. Intellectual property rights

As of the Latest Practicable Date, our Group has registered or has applied for the registration of the following intellectual property rights which are material in relation to our Group's business.

(a) Trademarks

- (i) As of the Latest Practicable Date, our Group has registered the following trademarks which are material in relation to our Group's business:

<u>Trademarks</u>	<u>Territory of registration</u>	<u>Class</u>	<u>Registration number</u>	<u>Registration date</u>	<u>Expiry date</u>
	PRC	9	3651273	February 28, 2005	February 27, 2015
	PRC	14	3651272	September 7, 2005	September 6, 2015
	PRC	16	3651271	August 28, 2005	August 27, 2015
	PRC	18	3651270	January 7, 2006	January 6, 2016
	PRC	25	3651269	May 28, 2006	May 27, 2016
	PRC	28	3651268	January 7, 2006	January 6, 2016
	PRC	34	3651267	February 7, 2005	February 6, 2015
	PRC	35	3651266	June 21, 2005	June 20, 2015
	PRC	36	3651265	October 28, 2005	October 27, 2015
	PRC	37	3651108	October 28, 2005	October 27, 2015
	PRC	39	3651107	June 21, 2005	June 20, 2015

Trademarks	Territory of registration	Class	Registration number	Registration date	Expiry date
	PRC	41	3651106	June 21, 2005	June 20, 2015
	PRC	42	3651105	November 14, 2005	November 13, 2015
	PRC	43	3651104	November 21, 2005	November 20, 2015
中国农业银行	PRC	9	3651121	February 28, 2005	February 27, 2015
中国农业银行	PRC	14	3651283	August 28, 2005	August 27, 2015
中国农业银行	PRC	16	3651282	July 14, 2005	July 13, 2015
中国农业银行	PRC	18	3651281	January 7, 2006	January 6, 2016
中国农业银行	PRC	25	3651280	March 7, 2006	March 6, 2016
中国农业银行	PRC	28	3651279	December 21, 2005	December 20, 2015
中国农业银行	PRC	34	3651278	February 7, 2005	February 6, 2015
中国农业银行	PRC	35	3651277	June 21, 2005	June 20, 2015
中国农业银行	PRC	36	3651276	November 21, 2005	November 20, 2015
中国农业银行	PRC	37	3651275	October 28, 2005	October 27, 2015
中国农业银行	PRC	39	3651274	June 21, 2005	June 20, 2015
中国农业银行	PRC	41	3651123	June 21, 2005	June 20, 2015
中国农业银行	PRC	42	3651264	October 7, 2005	October 6, 2015
中国农业银行	PRC	43	3651122	November 21, 2005	November 20, 2015
农行	PRC	9	3651292	March 28, 2005	March 27, 2015
农行	PRC	14	3651291	August 28, 2005	August 27, 2015
农行	PRC	16	3651290	July 14, 2005	July 13, 2015
农行	PRC	18	3651289	January 7, 2006	January 6, 2016
农行	PRC	25	3651288	March 7, 2006	March 6, 2016











APPENDIX IX

STATUTORY AND GENERAL INFORMATION

Trademarks	Territory of registration	Class	Registration number	Registration date	Expiry date
农行	PRC	28	3651287	January 7, 2006	January 6, 2016
农行	PRC	34	3684920	March 14, 2005	March 13, 2015
农行	PRC	35	3651119	June 21, 2005	June 20, 2015
农行	PRC	36	3651293	October 28, 2005	October 27, 2015
农行	PRC	37	3651118	October 28, 2005	October 27, 2015
农行	PRC	39	3651117	June 21, 2005	June 20, 2015
农行	PRC	41	3651116	June 21, 2005	June 20, 2015
农行	PRC	42	3651115	October 7, 2005	October 6, 2015
农行	PRC	43	3651114	November 21, 2005	November 20, 2015
ABC	PRC	9	3651109	May 21, 2005	May 20, 2015
ABC	PRC	14	3651110	August 28, 2005	August 27, 2015
ABC	PRC	35	3651111	June 21, 2005	June 20, 2015
ABC	PRC	36	3651112	October 28, 2005	October 27, 2015
ABC	PRC	42	3651113	February 7, 2006	February 6, 2016
AGRICULTURAL BANK OF CHINA	PRC	9	3651303	February 28, 2005	February 27, 2015
AGRICULTURAL BANK OF CHINA	PRC	14	3651133	August 28, 2005	August 27, 2015
AGRICULTURAL BANK OF CHINA	PRC	16	3651132	July 14, 2005	July 13, 2015
AGRICULTURAL BANK OF CHINA	PRC	18	3651131	January 14, 2006	January 13, 2016
AGRICULTURAL BANK OF CHINA	PRC	25	3651130	March 7, 2006	March 6, 2016
AGRICULTURAL BANK OF CHINA	PRC	28	3651129	December 21, 2005	December 20, 2015
AGRICULTURAL BANK OF CHINA	PRC	34	3651128	February 7, 2005	February 6, 2015
AGRICULTURAL BANK OF CHINA	PRC	35	3651127	June 21, 2005	June 20, 2015
AGRICULTURAL BANK OF CHINA	PRC	36	3651284	October 28, 2005	October 27, 2015
AGRICULTURAL BANK OF CHINA	PRC	37	3651126	October 28, 2005	October 27, 2015
AGRICULTURAL BANK OF CHINA	PRC	39	3651125	June 21, 2005	June 20, 2015
AGRICULTURAL BANK OF CHINA	PRC	41	3651124	June 21, 2005	June 20, 2015

APPENDIX IX

STATUTORY AND GENERAL INFORMATION



Trademarks	Territory of registration	Class	Registration number	Registration date	Expiry date
AGRICULTURAL BANK OF CHINA	PRC	42	3651286	November 14, 2005	November 13, 2015
AGRICULTURAL BANK OF CHINA	PRC	43	3651285	December 14, 2005	December 13, 2015
	PRC	36	4017733	March 21, 2007	March 20, 2017
	PRC	38	4017734	March 21, 2007	March 20, 2017
通宝卡	PRC	36	1471685	November 7, 2000	November 6, 2010
	PRC	36	3495221	April 28, 2005	April 27, 2015
	PRC	36	4879596	June 28, 2009	June 27, 2019
	PRC	36	3771371	March 28, 2006	March 27, 2016
	PRC	36	3981745	January 21, 2007	January 20, 2017
金e顺	PRC	36	3981744	April 28, 2007	April 27, 2017
	PRC	36	1391877	April 28, 2000	April 27, 2020
	PRC	36	4879599	September 21, 2009	September 20, 2019
	PRC	36	4879601	May 7, 2009	May 6, 2019
	PRC	36	4879600	December 28, 2009	December 27, 2019
金穗	PRC	1	3651143	August 14, 2005	August 13, 2015
金穗	PRC	2	3651142	October 21, 2005	October 20, 2015
金穗	PRC	6	3651141	February 28, 2005	February 27, 2015
金穗	PRC	7	3651140	February 7, 2006	February 6, 2016
金穗	PRC	8	3651138	March 28, 2005	March 27, 2015

Trademarks	Territory of registration	Class	Registration number	Registration date	Expiry date
金穗	PRC	9	3651139	February 28, 2005	February 27, 2015
金穗	PRC	14	3651137	August 28, 2005	August 27, 2015
金穗	PRC	16	3651302	October 21, 2005	October 20, 2015
金穗	PRC	28	3651301	February 28, 2006	February 27, 2016
金穗	PRC	29	3651295	March 28, 2005	March 27, 2015
金穗	PRC	34	3651300	April 14, 2005	April 13, 2015
金穗	PRC	36	3651294	January 21, 2006	January 20, 2016
金穗	PRC	37	3651299	October 28, 2005	October 27, 2015
金穗	PRC	39	3651298	August 14, 2005	August 13, 2015
金穗	PRC	41	3651297	August 14, 2005	August 13, 2015
金穗	PRC	42	3651296	February 7, 2006	February 6, 2016
伴你成长	PRC	1	5250960	January 14, 2010	January 13, 2020
伴你成长	PRC	3	5250959	November 21, 2009	November 20, 2019
伴你成长	PRC	9	5250958	April 21, 2009	April 20, 2019
伴你成长	PRC	10	5250957	August 21, 2009	August 20, 2019
伴你成长	PRC	14	5250955	June 14, 2009	June 13, 2019
伴你成长	PRC	15	5250954	June 14, 2009	June 13, 2019
伴你成长	PRC	16	5250953	July 7, 2009	July 6, 2019
伴你成长	PRC	18	5250972	July 21, 2009	July 20, 2019
伴你成长	PRC	20	5250971	July 7, 2009	July 6, 2019
伴你成长	PRC	24	5250970	November 28, 2009	November 27, 2019
伴你成长	PRC	29	5250968	May 7, 2009	May 6, 2019
伴你成长	PRC	31	5250967	March 28, 2009	March 27, 2019
伴你成长	PRC	32	5250966	August 14, 2009	August 13, 2019
伴你成长	PRC	35	5250965	January 14, 2010	January 13, 2020
伴你成长	PRC	39	5250975	June 21, 2009	June 20, 2019
	PRC	9	3869069	March 21, 2006	March 20, 2016

Trademarks	Territory of registration	Class	Registration number	Registration date	Expiry date
	PRC	14	3869068	July 21, 2006	July 20, 2016
	PRC	21	3869065	August 28, 2006	August 27, 2016
	PRC	35	3869063	May 28, 2006	May 27, 2016
	PRC	36	3869062	August 28, 2006	August 27, 2016
	PRC	38	3869356	August 28, 2006	August 27, 2016
	PRC	42	3869357	August 28, 2006	August 27, 2016
	PRC	43	3869358	August 28, 2006	August 27, 2016
	PRC	18	3869066	March 14, 2007	March 13, 2017
K 宝	PRC	36	6231668	March 28, 2010	March 27, 2020
95599	PRC	36	6231667	March 28, 2010	March 27, 2020
95599	PRC	38	6231666	March 28, 2010	March 27, 2020
	PRC	36	4879598	February 14, 2010	February 13, 2020
	United States	36	3705542	October 6, 2008	October 6, 2018
	Hong Kong	36	301138095	June 13, 2008	June 13, 2018
 中国农业银行 AGRICULTURAL BANK OF CHINA	Hong Kong	36	301138086	June 13, 2008	June 13, 2018
95599	Hong Kong	36	301138112	June 13, 2008	June 13, 2018
农银	Hong Kong	36	301233666	November 5, 2008	November 5, 2018
	Hong Kong	36	301233684	November 5, 2008	November 5, 2018
农行	Hong Kong	36	301233675	November 5, 2008	November 5, 2018
	Hong Kong	36	1997B09281	April 24, 1995	April 24, 2016
	Hong Kong	36	199805343	April 24, 1995	April 24, 2016
农银	Hong Kong	36	1998B07448	April 24, 1995	April 24, 2016
	Hong Kong	36	1998B11979	September 10, 1997	September 10, 2014
	Hong Kong	9	300685909	July 24, 2006	July 23, 2016

APPENDIX IX

STATUTORY AND GENERAL INFORMATION

Trademarks	Territory of registration	Class	Registration number	Registration date	Expiry date
中国农业银行	Japan	36	983137	August 26, 2008	August 26, 2018
中国农业银行	United Kingdom	36	983137	August 26, 2008	August 26, 2018
AGRICULTURAL BANK OF CHINA	United Kingdom	36	983120	August 12, 2008	August 12, 2018
	United Kingdom	36	983119	June 10, 2008	June 10, 2018
AGRICULTURAL BANK OF CHINA	Singapore	36	983120	August 12, 2008	August 12, 2018
	Singapore	36	T0816988B	June 10, 2008	June 10, 2018

(ii) As of the Latest Practicable Date, our Group has applied for the registration of the following trademarks which are material in relation to our Group's business:

Trademarks	Territory of Registration	Class	Application number	Application date
农银	PRC	36	4879593	September 5, 2005
	PRC	36	4460496	January 12, 2005
惠农	PRC	36	6402910	November 27, 2007
K宝	PRC	9	6231669	August 20, 2007
	PRC	9	4017735	April 15, 2004
 中国农业银行 AGRICULTURAL BANK OF CHINA	PRC	9	7039484	November 5, 2008
 中国农业银行 AGRICULTURAL BANK OF CHINA	PRC	36	7039483	November 5, 2008
中国农业银行	PRC	9	7039482	November 5, 2008
中国农业银行	PRC	36	7039481	November 5, 2008
AGRICULTURAL BANK OF CHINA	PRC	9	7039480	November 5, 2008
AGRICULTURAL BANK OF CHINA	PRC	36	7039479	November 5, 2008
农行	PRC	9	7039478	November 5, 2008
农行	PRC	14	7039477	November 5, 2008
农行	PRC	31	7039476	November 5, 2008
农行	PRC	36	7039475	November 5, 2008
农行	PRC	44	7039504	November 5, 2008
农银	PRC	9	7039503	November 5, 2008
农银	PRC	14	7039502	November 5, 2008

<u>Trademarks</u>	<u>Territory of Registration</u>	<u>Class</u>	<u>Application number</u>	<u>Application date</u>
农银	PRC	31	7039501	November 5, 2008
农银	PRC	36	7039500	November 5, 2008
农银	PRC	44	7039499	November 5, 2008
AGRICULTURAL BANK OF CHINA	Japan	36	983120	August 12, 2008
	Japan	36	983119	June 10, 2008
 中国农业银行 AGRICULTURAL BANK OF CHINA	Korea	36	41-2010-007254	March 23, 2010
农行	Korea	36	41-2010-007252	March 23, 2010
农银	Korea	36	41-2010-007253	March 23, 2010
中国农业银行	Korea	36	41-2010-007256	March 23, 2010
AGRICULTURAL BANK OF CHINA	Korea	36	41-2010-007255	March 23, 2010
	Korea	36	41-2010-007251	March 23, 2010
 中国农业银行 AGRICULTURAL BANK OF CHINA	Australia	36	1350676	March 15, 2010
农行	Australia	36	1350647	March 15, 2010
农银	Australia	36	1350657	March 15, 2010
中国农业银行	Australia	36	1350691	March 15, 2010
AGRICULTURAL BANK OF CHINA	Australia	36	1350680	March 15, 2010
	Australia	36	1350641	March 15, 2010
 中国农业银行 AGRICULTURAL BANK OF CHINA	Germany	36	302010018345.4/36	March 17, 2010
农行	Germany	36	302010018343.8/36	March 17, 2010
农银	Germany	36	302010018344.6/36	March 17, 2010
中国农业银行	Germany	36	302010018347.0/36	March 17, 2010
AGRICULTURAL BANK OF CHINA	Germany	36	302010018346.2/36	March 17, 2010
	Germany	36	302010018341.1/36	March 17, 2010
中国农业银行	Hong Kong	36	301233693	November 5, 2008
AGRICULTURAL BANK OF CHINA	Hong Kong	36	301233657	November 5, 2008
 中国农业银行 AGRICULTURAL BANK OF CHINA	United Kingdom	36	2546452	April 29, 2010
农行	United Kingdom	36	2546453	April 29, 2010
农银	United Kingdom	36	2546454	April 29, 2010

The class number represents the specifications of products or services which have already been registered or are in the process of registration. Detailed specifications of the products or services represented by that class number are set out in the relevant registration certificates or application forms.

(b) Patents

(i) As of the Latest Practicable Date, our Group has obtained registrations of the following patents:

<u>Patent description</u>	<u>Territory of registration</u>	<u>Category</u>	<u>Patent number</u>	<u>Validity Period</u>
Debit card	PRC	Registered Design	ZL 2006 3 0000647.0	January 11, 2006 to January 10, 2016
Centralized distributed operational data management system ⁽¹⁾	PRC	Invention	ZL 2004 1 0043432.7	November 27, 2007 to November 27, 2027

(1) The patent is jointly owned by our Company and Beijing Lianxin Electronic Technology Development Company.

(ii) As of the Latest Practicable Date, our Group has applied for the registrations of the following patents:

<u>Patent description</u>	<u>Territory of registration</u>	<u>Category</u>	<u>Application number</u>	<u>Application date</u>
Roaming remittance, cashing services, exchange business transaction systems and methods	PRC	Invention	200710063931.6	February 14, 2007
Data authentication trading systems, teller authentication systems, hub trading systems and methods	PRC	Invention	200610127216.X	September 12, 2006
Telephone banking anonymous operating system and methods	PRC	Invention	200510135432.4	December 28, 2005
Self-service financial transaction systems and methods	PRC	Invention	200610007883.4	February 23, 2006
A software testing method	PRC	Invention	200910089526.0	July 22, 2009
Bank card	PRC	Registered Design	N/A ⁽¹⁾	between September 29, 2009 and October 10, 2009
An electronic transfer system and its payment and settlement methods	PRC	Invention	201010115094.9	February 22, 2010

(1) There are in total 21 separate application numbers.

(c) Copyrights

As of the Latest Practicable Date, our Group has registered the following copyrights which are material in relation to our Group's business:

<u>Name</u>	<u>Copyright number</u>	<u>Registration date</u>	<u>Validity period</u>	<u>Method of acquisition</u>	<u>Scope of right</u>
Cash management platform	2009SR039813	September 16, 2009	July 11, 2004 – December 31, 2055	Original Acquisition	Entire right
General payment and settlement	2009SR039821	September 16, 2009	May 15, 2004 – December 31, 2054	Original Acquisition	Entire right
Application security control platform	2009SR039817	September 16, 2009	May 15, 2004 – December 31, 2054	Original Acquisition	Entire right
Foreign exchange integrated application system	2009SR039820	September 16, 2009	October 15, 2001 – December 31, 2051	Original Acquisition	Entire right
Integrated business disaster recovery system	2009SR039818	September 16, 2009	May 15, 2004 – December 31, 2054	Original Acquisition	Entire right
Roaming remittance system	2009SR039819	September 16, 2009	June 15, 2005 – December 31, 2055	Original Acquisition	Entire right
Business protection services platform	2009SR039825	September 16, 2009	May 15, 2004 – December 31, 2054	Original Acquisition	Entire right
Integrated office information system	2009SR039823	September 16, 2009	August 1, 2003 – December 31, 2053	Original Acquisition	Entire right
Credit line monitoring system	2009SR039826	September 16, 2009	December 1, 2002 – December 31, 2052	Original Acquisition	Entire right
Financial accounting reporting system	2009SR039814	September 16, 2009	April 1, 2006 – December 31, 2056	Original Acquisition	Entire right
Credit file management system	2009SR039827	September 16, 2009	August 18, 2004 – December 31, 2054	Original Acquisition	Entire right
Bond trading and second trust system	2009SR039815	September 16, 2009	January 24, 2006 – December 31, 2056	Original Acquisition	Entire right
Open-end fund sales agent system	2009SR039816	September 16, 2009	March 1, 2006 – December 31, 2056	Original Acquisition	Entire right
Business exchange and transmission system	2009SR039824	September 16, 2009	October 24, 2002 – December 31, 2052	Original Acquisition	Entire right
International card ATM withdrawal transaction processing system	2009SR039434	September 15, 2009	April 21, 2008 – December 31, 2058	Original Acquisition	Entire right
Online payment platform	2009SR039822	September 16, 2009	February 16, 2004 – December 31, 2054	Original Acquisition	Entire right

(d) Domain Names

As of the Latest Practicable Date, our Group has registered the following domain names:

<u>Domain Name</u>	<u>Registration date</u>	<u>Expiry date</u>
e95599.com	July 14, 2000	July 14, 2010
abc95599.com	July 14, 2000	July 14, 2010
95599.cn	March 17, 2003	March 17, 2017
abchina.com.cn	December 18, 2002	December 18, 2019
abcsh.cn	March 17, 2003	March 17, 2017
abcbank.cn	December 25, 2003	December 25, 2013
abc95599.cn	December 25, 2003	December 25, 2013
abc95599.com.cn	December 25, 2003	December 25, 2013
95599.net.cn	December 25, 2003	December 25, 2013
abchina.com	September 3, 1996	September 2, 2019

3. Our Depositors and Borrowers

Our five largest depositors and five largest borrowers accounted for less than 30% of the respective total deposits and loans and advances to customers as at the Latest Practicable Date.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS, MANAGEMENT AND STAFF

1. Disclosure of Interests

Immediately following completion of the Global Offering, none of our directors and supervisors will have any interests and short positions in the shares, underlying shares or debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO) once the shares are listed, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules to be notified to us and the Hong Kong Stock Exchange or which will be required pursuant to section 352 of the SFO to be entered in the register referred to therein once the shares are listed. For this purpose, the relevant provisions of the SFO will be interpreted as if they applied to our supervisors.

2. Substantial shareholders

So far as our directors are aware, immediately following completion of the A Share Offering and the Global Offering (but without taking into account the exercise of the over-allotment options for the A Share Offering or for the Global Offering or any A shares or H shares which may be taken up under the A Share Offering and the Global Offering), the following persons will have interests or short positions in our shares which would fall to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

<u>Name of shareholder</u>	<u>Nature of interest</u>	<u>Class of securities</u>	<u>Number of securities</u>	<u>Approximate percentage of interest in our Bank immediately after the A Share Offering and the Global Offering</u>
MOF	Beneficial owner/Nominee	A shares	138,682,352,926 ⁽¹⁾	43.66%
	Nominee	H shares	1,317,647,074 ⁽²⁾	0.41%
Huijin	Beneficial owner	A shares	130,000,000,000	40.93%

(1) Among such shares, 10,976,470,582 A shares are held by the SSF but the voting rights thereof are delegated to the MOF pursuant to the Share Subscription Agreement and the Approval regarding the Transfer of State-owned Shares Plan for Agricultural Bank of China Limited issued by the MOF on May 5, 2010 (the "State-owned Shares Transfer Approval").

(2) Such shares are held by the SSF but the voting rights thereof are delegated to the MOF pursuant to the Share Subscription Agreement and the State-Owned Shares Transfer Approval.

3. Service contracts

None of our directors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the employer within one year without the payment of compensation other than the statutory compensation).

4. Directors' and Supervisors' remuneration

The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses) which were paid to our directors and supervisors for the year ended December 31, 2009 were RMB11.96 million.

Under the arrangements currently in force, the aggregate remuneration payable to, and benefits in kind receivable by, our directors and supervisors for the year ending December 31, 2010 are estimated to be approximately RMB12.29 million.

5. Fees or commissions received

Save as disclosed in this prospectus, none of our directors or any of the persons whose names are listed in the paragraph headed "Consents" in this Appendix had received any commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Group from our Group within the two years preceding the date of this prospectus.

D. OTHER INFORMATION

1. Estate Duty

Our directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

2. Litigation

Save as disclosed in this prospectus, no member of our Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance is known to our directors to be pending or threatened against any member of our Group as of the Latest Practicable Date.

3. Joint Sponsors

Each of the Joint Sponsors, except for ABCI Securities Company Limited, is independent from our Company pursuant to Rule 3A.07 of the Listing Rules.

ABCI Securities Company Limited is our indirect wholly-owned subsidiary and accordingly is not independent from our Company pursuant to Rule 3A.07 of the Listing Rules.

4. Promoters

The promoters of our Company are the MOF and Huijin. Save for the A Share Offering and as disclosed in the prospectus, within the two years immediately preceding the date of this prospectus, no cash, security or benefit has been paid, allotted or given, or its proposed to be paid, allotted or given to the promoters named above in connection with the Global Offering or the related transactions described in this prospectus.

5. Preliminary Expenses

Our estimated preliminary expenses are approximately HK\$0.65 million and are payable by our Company.

6. Qualifications of Experts

The qualifications of the experts (as defined under the Listing Rules and the Hong Kong Companies Ordinance) who have given their opinions or advice in this prospectus are as follows:

<u>Name</u>	<u>Qualifications</u>
China International Capital Corporation Hong Kong Securities Limited	a licensed corporation licensed to conduct type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) of the regulated activities under the SFO
Goldman Sachs (Asia) L.L.C.	a licensed corporation licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance), type 7 (providing automated trading services) and type 9 (asset management) of the regulated activities under the SFO
Morgan Stanley Asia Limited	a licensed corporation licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance), type 7 (providing automated trading services) and type 9 (asset management) of the regulated activities under the SFO
Deutsche Bank AG, Hong Kong Branch	a licensed corporation licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance), type 9 (asset management) of the regulated activities under the SFO and a licensed bank under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)
J.P. Morgan Securities (Asia Pacific) Limited	a licensed corporation licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 7 (providing automated trading services) of the regulated activities under the SFO
Macquarie Capital Securities Limited	a licensed corporation licensed to conduct type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) of the regulated activities under the SFO
ABCI Securities Company Limited	a licensed corporation licensed to conduct type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) of the regulated activities under the SFO
Deloitte Touche Tohmatsu	Certified public accountants
Jones Lang LaSalle Sallmanns Limited	Independent property valuer
DeHeng Law Offices	PRC legal advisors

7. Consents

Each of the Joint Sponsors, Deloitte Touche Tohmatsu as our independent reporting accountants and auditor, Jones Lang LaSalle Sallmanns Limited as our independent property valuer and DeHeng Law Offices as our PRC legal advisors has given and has not withdrawn its respective written consents to the issue of this prospectus with the inclusion of their reports and/or letters and/or valuation certificates and/or the references to their names included herein in the form and context in which they are respectively included.

None of the experts named above has any shareholding interests in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

8. Binding Effect

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Hong Kong Companies Ordinance so far as applicable.

9. Financial Advisors

We have engaged UBS AG, Hong Kong Branch and CITIC Securities Corporate Finance (HK) Limited as our financial advisors to provide financial advisory services in relation to the Global Offering. Principal functions performed by our financial advisors include: assisting the Bank in coordinating the work of other professional advisors; reviewing relevant documentation in relation to the Global Offering; and advising the Bank on positioning, valuation and matters related to marketing of the Global Offering including syndicate structuring, road show, and demand and pricing analysis for book building. The Joint Sponsors have not relied on the work performed by our financial advisors in relation to the Global Offering.

10. No Material Adverse Change

Our directors believe that there has been no material adverse change in our financial or trading position or prospects since December 31, 2009.

E. EXEMPTIONS FROM THE HONG KONG COMPANIES ORDINANCE AND WAIVERS FROM THE LISTING RULES**1. Waiver of Public Float Requirements**

We have applied to the Hong Kong Stock Exchange to request the Hong Kong Stock Exchange to exercise, and the Hong Kong Stock Exchange has confirmed that it will exercise, its discretion under Rule 8.08(1) of the Listing Rules to accept that the minimum percentage of our issued share capital from time to time to held by the public shall be no less than 5% for our H shares and 15% for our A shares and H shares, in each case of the enlarged share capital of our Company immediately upon completion of the Global Offering and, if applicable, the A Share Offering. For further information, please refer to “Share Capital—Public Float Requirements.”

2. Waiver in relation to Public Offering Without Listing in Japan

As part of our International Offering, we are conducting a public offering without listing in Japan. In this connection, we have applied to the Hong Kong Stock Exchange to request the Hong Kong Stock Exchange to exercise, and the Hong Kong Stock Exchange has confirmed that it will exercise, its discretion under Rule 9.11(35)(b) of and Paragraph 11 of Appendix 6 to the Listing Rules to dispense with compliance with the requirement for each placing broker to provide a list setting out the names, addresses and identity card or passport numbers of placees and beneficial owners and the amount of shares taken up by each of the placees. The application is made on the grounds that:

- the H shares will be sold in Japan in a public offering governed by the applicable laws and regulations of Japan, to ensure independence of the investors. As the offering is an

offering to the public, placees should by their nature be independent as there is no mechanism for placees to be preferred;

- we and the underwriters will make all reasonable efforts to comply with Rule 9.11(35)(b) and Paragraph 11 of Appendix 6 of the Listing Rules in good faith. However, full compliance with the requirement would not be practicable and unduly burdensome for the Company and the underwriters, as given the nature and mechanics of the distribution to the public under a public offering without listing in Japan, it would be impracticable for the underwriters to provide a detailed list of placees as required by Rule 9.11(35)(b) and paragraph 11 of Appendix 6 of the Listing Rules; and
- the Joint Sponsors, underwriters or placing brokers would confirm in writing that the investors obtaining the H shares sold in the public offering without listing in Japan are independent of the Joint Sponsors, underwriters or brokers, our Company's connected persons or their associates or any existing shareholders of our Company, including nominee(s) of the foregoing.

3. Waiver in relation to Clawback Mechanism

We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with paragraph 4.2 of Practice Note 18 of the Listing Rules such that, in the event of over-applications, the Joint Sponsors, after consultation with us, shall apply an alternative clawback mechanism to the provisions under Paragraph 4.2 of Practice Note 18 of the Listing Rules, following the closing of the application lists. For further information, please refer to "Structure of the Global Offering—Hong Kong Public Offering—Reallocation."

4. Waiver from Hong Kong Financial Disclosure Requirements

Pursuant to Rule 4.10 of the Listing Rules, the financial information to be disclosed in our Accountants' Report must be in accordance with best practice, which is the least that is required to be disclosed in respect of specific matters in the accounts of a company under the Hong Kong Companies Ordinance, IFRS, and the Banking (Disclosure) Rules, or the Disclosure Rules, issued by the Hong Kong Monetary Authority.

We are currently unable to provide certain disclosures described below as required by the Disclosure Rules as such information is currently not available. We believe that the financial disclosures which we are currently unable to provide are immaterial to potential investors under the Global Offering. We have applied to the Hong Kong Stock Exchange, and the Hong Kong Stock Exchange has granted us, a waiver from strict compliance with Rule 4.10 of the Listing Rules. However, we are endeavoring to collect the relevant information so that we will be in a position to provide such required disclosures under the Disclosure Rules within a reasonable time frame in the future.

The Disclosure Rules require separate disclosure of the amount of new provisions charged to the income statement and the amount of provisions released back to the income statement in the movement of allowance for loan impairment losses. We did not segregate the amount of new provisions from the amount of provisions released back, and, in lieu of that, we disclosed the amount of new provisions net of releases as a single item on the consolidated income statement. We will endeavor to upgrade our loan system so that we will be in a position to provide such required disclosures under the Disclosure Rules for the year ending December 31, 2011.

Pursuant to section 48(4)(a) of the Disclosure Rules, disclosure of the amount of rescheduled loans and advances to customers, excluding those which have been overdue for more than three months and disclosed pursuant to section 48(1), is required. We are currently unable to disclose as such and expect to be able to make disclosure according to the requirement under the Disclosure Rules for the year ending December 31, 2011.

Paragraph 13(1)(g) of the Tenth Schedule to the Hong Kong Companies Ordinance requires separate disclosure of interest income from listed and from unlisted investments. We did not segregate the amount of interest income as such, and in lieu of that, we disclosed the total amount of income which is broken down into interest income, investment income and other operating income. We expect to be able to make disclosure according to the separate categories for the year ending December 31, 2011.

As a financial institution incorporated and based in the PRC, we are required to comply with requirements laid down by the CBRC and the PBOC.

Certain provisions in the Disclosure Rules require disclosure in respect of our capital structure, capital adequacy and liquidity ratios. We have maintained and compiled data in such respects in accordance with the similar regulatory requirements of the CBRC and the PBOC. While we believe that such CBRC and the PBOC requirements attempt to address similar disclosure purpose as the requirements of the Disclosure Rules, the two regimes are slightly different. Going forward, however, we expect to be able to make disclosure according to the relevant requirements under the Disclosure Rules for the year ending December 31, 2011.

5. Exemption/Waiver in relation to Prospectus Content Requirements and the Valuation Report

A full valuation report in relation to the interests in land and buildings of a listing applicant is required to be included in the prospectus pursuant to Rule 5.01 and paragraph 3(a) of Practice Note 16 of the Listing Rules. In addition, such a valuation report is also required to be included in the prospectus of a non-Hong Kong incorporated company pursuant to Section 342(1) in respect of paragraph 34(2) of the Third Schedule to the Hong Kong Companies Ordinance. Rule 5.06 of the Listing Rules and paragraph 34(2) of the Third Schedule to the Hong Kong Companies Ordinance also prescribe the content requirements of such valuation report, which should normally contain a description of and other specified information in relation to each property in which the listing applicant has an interest. Under Rule 19A.27(4) of the Listing Rules, where the valuation report is not in the English language, a certified English translation thereof must be available for inspection.

Regarding the format and content of the valuation report, owing to the substantial number of properties we own (37,619 in total), lease (8,170 in total) and 278 buildings under construction, we have applied for and obtained a waiver from the Hong Kong Stock Exchange from strict compliance with Rule 5.01, Rule 5.06, Rule 19A.27(4) and Paragraph 3(a) of Practice Note 16 of the Hong Kong Listing Rules on the grounds that (i) it would be unduly burdensome to list all of the properties and show their particulars and values individually in this prospectus and the inclusion of such detailed information would be irrelevant to potential investors in a commercial bank; and (ii) it would be unduly burdensome to prepare an English translation of the report, as substantially all of the properties are located in the PRC and consequently the underlying valuation and title information is in Chinese. We have applied for and obtain an exemption from the SFC from strict compliance with paragraph 34(2) of part II of the Third Schedule to the Hong Kong Companies Ordinance on the ground that it

would be unduly burdensome to list all of the properties and show their particulars and values individually in this prospectus and the inclusion of such detailed information would be irrelevant to potential investors in a commercial bank.

Our Directors confirmed that the certificate of exemption from the SFC and waiver from the Hong Kong Stock Exchange would not prejudice the interest of potential investors. The exemption is granted by the SFC under section 342A(1) of the Hong Kong Companies Ordinance, on the condition that (i) the full valuation report complying with all the requirements of paragraph 34 of Part II of the Third Schedule to the Hong Kong Companies Ordinance, which will be prepared in the Chinese language only, will be made available for public inspection; (ii) a summary valuation report of all of our property interests prepared on the basis of the full valuation report is included in Appendix VI to this prospectus and (iii) this prospectus shall set out particulars of this exemption. For further information, please refer to “Business—Properties—Exemption/Waiver.”

6. Waiver from Rules 8.17 and 19A.16 of the Listing Rules

We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rule 8.17 and Rule 19A.16 of the Listing Rules, in appointing Mr. LI Zhenjiang as our company secretary for a period of three years under the condition that and only so long as Ms. WOO Lee Wah Cecilia is appointed as an assistant to Mr. Li as described above. The waiver will be revoked if Ms. Woo ceases to be the assistant to Mr. Li during the three years after the Listing Date. Upon the expiry of the three-year period, we will re-evaluate the qualifications of Mr. Li to determine whether the requirements of Rule 8.17 of the Listing Rules can be satisfied. For further information, please refer to “Directors, Supervisors and Senior Management—Waiver From Rules 8.17 and 19A.16 of the Listing Rules.”

7. Waiver from Rule 8.12 and 19A.15 of the Listing Rules

According to Rule 8.12 and 19A.15 of the Listing Rules, an issuer must have sufficient management presence in Hong Kong, normally meaning that at least two of the issuer’s executive directors must be ordinarily resident in Hong Kong. Currently, none of our executive directors resides in Hong Kong. Since our principal operations are located in China, we do not and, for the foreseeable future, will not have a sufficient management presence in Hong Kong. Accordingly, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rule 8.12 and 19A.15 of the Listing Rules, subject to the conditions that, among other things, we have appointed two authorized representatives, who will act at all times as our principal channel of communication with the Hong Kong Stock Exchange, and compliance advisors, who will act as our principal channel of communication with the Hong Kong Stock Exchange in addition to our authorized representatives pursuant to Rules 3A.19 and 19A.06(4) of the Listing Rules. For further information, please refer to “Directors, Supervisors and Senior Management—Waiver from Rule 8.12 and 19A.15 of the Listing Rules.”

8. Consent pursuant to Rule 8.05A of the Listing Rules

According to Rule 8.05(3) of the Listing Rules, an issuer must have management continuity for at least the three preceding financial years.

Rule 8.05A provides that the Hong Kong Stock Exchange will accept a shorter trading record period under substantially the same management as required under Rule 8.05(3) of the Listing Rules if the new applicant is able to demonstrate to the satisfaction of the Hong Kong Stock Exchange that

(i) the directors and management of the new applicant have sufficient and satisfactory experience of at least three years in the line of business and industry of the new applicant. Details of such experience must be disclosed in the listing document of the new applicant; and (ii) management continuity for the most recent audited financial year. We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted us, consent to accept a shorter trading record period under substantially the same management pursuant to Rule 8.05A of the Listing Rules.

9. Bilingual Prospectus

The English language and the Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided by section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

F. MISCELLANEOUS

Save as otherwise disclosed in this prospectus:

- (a) none of our directors nor any of the parties listed in the paragraph headed “Consents” in “Other Information” of this Appendix is interested in our promotion, or in any assets which have, within the two years immediately preceding the issue of this prospectus, been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (b) none of our directors nor any of the parties listed in the paragraph headed “Consents” in “Other Information” of this Appendix is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to our business;
- (c) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
- (d) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (e) within the two years preceding the date of this prospectus, no commission has been paid or payable (except commissions to the underwriters) for subscription, agreeing to subscribe for, procuring subscription or agreeing to procure subscription of any shares in our Company;
- (f) no amount or securities or benefit has been paid or allotted or given within the two years preceding the date of this prospectus to any of our promoters nor is any such securities or amount or benefit intended to be paid or allotted or given;
- (g) none of our directors or their respective associates has any interest in our top five borrowers or our top five depositors; and
- (h) the Company currently does not intend to apply for the status Sino-foreign Investment Joint Stock Limited Company and does not expect to be subject to the PRC Sino-foreign Joint Venture Law.